



ADN TELECOM LIMITED



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ADN Telecom Limited Wins Silver Award of the 11th ICSB National Award for Corporate Governance Excellence, 2023 in the Category of Information and Communication Technology

CHERISHING Positivity Creating Possibility

The future is shaped by those who put their effort into something greater. We thank everyone who has come up with significant enthusiasm to make this report happen. You are the ultimate artists of the greater picture we are envisioning.

'To Err Is Human'

In spite of the fact that we attempted our best to create this presentation immaculately, we apologize for any inadvertent divergence.



LETTER OF TRANSMITTAL

То

All esteemed Shareholders Bangladesh Securities and Exchange Commission (BSEC) Registrar of Joint Stock Companies and Firms (RJSC) Dhaka Stock Exchange PLC (DSE) Chittagong Stock Exchange PLC (CSE)

Subject: Annual Report of ADN Telecom Limited (ADNTEL) for the year ended 30 June 2024.

Dear Sir(s),

We are pleased to enclose a copy of ADNTEL's Annual Report containing the Directors' Report along with the Audited Financial Statements as on 30 June 2024, 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 2024, along with notes thereto of the company and its subsidiaries for your kind information and records.

Yours Sincerely, For ADN Telecom Limited

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Md. Monir Hossain, FCS Company Secretary

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For virtual participation, please scan the QR Code or type https://adntel.bdvirtualagm.com

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Proxy Form

Welcome to our Annual Report 2024

The objective of this report is to inform our valued stakeholders about our financial and operational performances in the financial year 2023-2024.

It also includes the presentation of our business activities, challenges, risks and the opportunities.

To view the report online



NOTICE OF THE 21st ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting (AGM) of the Shareholders of ADN Telecom Limited ("Company") will be held on Wednesday 18 December 2024 at 11:00 am (Dhaka Time) through Hybrid System in combination of physical presence at La Vita Hall, Lakeshore Grand, House: 46, Road: 41, Gulshan 2, Dhaka-1212 as well as digital platform at the link https://adntel.bdvirtualagm.com to transact the following businesses:

Agenda

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2024 and the Reports of Directors and the Auditors thereon.
- 2. To approve Dividend for the year ended 30 June 2024 as recommended by the Board of Directors.
- 3. To elect Directors in place of those who shall retire by rotation in accordance with the provisions of Articles of Association of the Company.
- 4. To appoint the Statutory Auditors for the year 2024-25 and to fix their remuneration.
- 5. To appoint the Auditors to provide the certificate on compliance on Corporate Governance Code of BSEC for the year 2024-25 and to fix their remuneration.

By order of the Board of Directors

Md. Monir Hossain, FCS Company Secretary

24 November 2024 Dhaka

Note

- 1. The Shareholders, whose name appeared in the Depository Register as on the "Record Date" i.e., 17 November 2024, will be eligible to attend/participate and vote in the Annual General Meeting physically or through the digital platform and to receive dividend.
- 2. The Board of Directors of the Company recommended 10% Cash Dividend for the year ended 30 June 2024.
- 3. Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy of the Annual Report 2023-24 will be emailed to respective Shareholders' email IDs available in their BO A/C. The Annual Report 2023-24 will also be available in the Company's website at www.adntel.com.bd
- 4. A shareholder entitled to attend/participate and vote at the Annual General Meeting may appoint a proxy on his/her behalf. Copy of the proxy form duly signed and stamped shall be sent to the share office or through email at investor.relations@adnsl.net not later than 48 hours before the meeting.
- 5. The Corporate Shareholders need to send their authorization letter to join the meeting of the Company at least 48 hours before the commencement of the AGM.

- The shareholders can log into the link https://adntel.bdvirtualagm.com by using their BO A/C number and will be able to submit their questions or comments and vote electronically 24 hours before the meeting and also during AGM. For any IT related guidance in this regard, Shareholders may contact cell number +8801777770551.
- 7. The concerned Merchant Banks and all Depository Participants (DPs) are requested to provide the copies of the list of margin clients along with the bank details for entitlement of dividend on or before 15 December 2024 as per the following:
 - a) Hard copy: Registered mail or courier to Share Office, ADN Telecom Limited,
 - Red Crescent Concord Tower (19th Floor), 17 Mohakhali C/A, Dhaka-1212.
 - b) Soft copy: Email to investor.relations@adnsl.net
- 8. In compliance with the Circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 issued by BSEC, no benefit in cash or kind shall be offered to the members during the Annual General Meeting.







owns the most ADN TELECOM LIMI



Fiber

COMMUNIC

Satellite

Products and Services

🛞 Connectivity 🚇 IP Telephony 🚉 Data Center 👧 IoT Scyber Security and IP Surveillance 🛅 DDoS Protection ক্ষি Managed Services



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An ISO 9001: 2015 Certified Company

ADN TELECOM LIMITED Connecting Your World with the most reliable partner

ADN Telecom Limited, the flagship company of ADN Group, is Bangladesh's leading, fully integrated telecommunications service provider, with a strong infrastructure base that supports flawless connectivity. For over a decade, ADN Telecom has played a pivotal role in connecting people and businesses through evolving communication technologies, reflecting the nation's rapid economic growth and advancements in the telecommunications industry.

As a premier provider of advanced technology and communication services, ADN Telecom serves a broad range of industries, offering solutions that meet diverse market needs. With a solid reputation in communications, ADN Telecom is instrumental in building the network infrastructure that ensures seamless & reliable connectivity. The company's robust and innovative infrastructure is tailored to address the complex demands of both local and international markets, delivering cutting-edge services that exceed customer expectations.

To further its growth and strengthen its position in the competitive ICT sector, ADN Telecom has acquired controlling stakes in other companies, driving vertical integration. Additionally, the company has invested in four other companies, expanding its portfolio and diversifying operations to meet the ever-evolving needs of the industry. ADN Telecom remains focused on delivering strong returns to its shareholders and upholds rigorous governance practices. By and transparency ensurina providing shareholders, including minority stakeholders, access to key information with and decision-making processes, the company fosters trust and engagement. ADN Telecom remains committed to its shareholders while also recognizing the contributions of its others stakeholders, reinforcing its responsibility to the broader community.

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Our Commitment to Business Growth

Connectivity

• Internet Service

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- Data Service IPVPN (Internet Protocol Virtual Private Network)
- Multiprotocol Label Switching (MPLS)
- International Private Leased Circuit (IPLC)
- Internal LAN Connectivity
- VSAT Connectivity

Security

Surveillance Solution

- Video Management System
- Access Control
- Vault Security Solution
- Anti-Money Laundering solution
- Drone Solutions

Other Services

- Indoor Wi-Fi Solution
- Large Area Wi-Fi Coverage Solution
- Radius Manager Solution for Wi-Fi Network
- Video Conference Solution
- Manged Service Solution
- Microsoft 365
- Microsoft Exchange Server
- Satellite phone Service

Data Center

- Hosting Service
- Co-Location Service
- Domain Registration
- Website Hosting
- Mail Hosting
- Public Cloud Service
- Disaster Recovery Service

IP Telephony

- IP PBX Solution
- Call Center Solution
- SMS Service (A2P SMS)
- SMS Service (P2A SMS)
- Dynamic IVR system
- Voice broadcast system
- Survey system
- PA system
- Conference bridge system
- Call queue system
- Ticketing system
- OTP system
- Product verification system
- Service rating system

IoT

- Wi-fi Based Indoor IoT Solution
- Smart City Solution with IoT
- Smart Office Solution

Name of The Company ADN Telecom Limited

Date Of Incorporation

22 September 2003

Authorized Capital

BDT 646,516,660

BDT 2,000,000,000

Face Value (Per Share)

Listing In Stock Exchange

Dhaka Stock Exchange PLC Listing year-2019 Trading Code-ADNTEL Scrip Code: 22651 Chittagong Stock Exchange PLC Listing year-2019 Trading Code-ADNTEL Scrip Code: 24012

BDT 10

Central Depository System

Through CDS the trading of shares started on 6 January 2020

Registered & Corporate Office

Red Crescent Concord Tower (19th Floor) 17 Mohakhali C/A, Dhaka 1212, Bangladesh

 Telephone
 : +880 222 226 1234

 IP Phone
 : +880 961 000 8888

 Fax
 : +880 222 228 7551

Website: www.adntel.com.bd E-mail: info@adnsl.net

Key Bankers

The City Bank PLC | Eastern Bank PLC

Dutch-Bangla Bank PLC

Statutory Auditors

Rahman Mostafa Alam & Co. Chartered Accountants.

Corporate Governance Code Compliance Auditors

Ahsan Manzur & Co. Chartered Accountants

Credit Rating Agency

Emerging Credit Rating Limited

Membership

Dhaka Chamber of Commerce and Industry (DCCI) Internet Service Providers Association of Bangladesh (ISPAB) Wireless Internet Broadband Association (WIBA) Bangladesh Association of Software and Information Services (BASIS) e-Commerce Association of Bangladesh (e-CAB) Bangladesh Association of Publicly Listed Companies (BAPLC) Indian Importers Chambers of Commerce & Industry (IICCI)

BOARD OF DIRECTORS

Asif Mahmood	Waqar Ahmad Choudhury
Chairman	Director
Md. Moinul Islam	Md. Maruf
Director	Independent Director
Md. Mahfuz Ali Sohel	Henry Hilton
Director	Managing Director

Audit Committee

Md. Maruf Chairman

Md. Moinul Islam Member

Wagar Ahmad Choudhury Member

Nomination & Remuneration Committee (NRC)

Md. Maruf Chairman

Md. Moinul Islam Member

Md. Mahfuz Ali Sohel Member

Shahriar Akbar Chowdhury Adviser to the Board of Directors



Note:

Major General Golam Mohammad, SUP, awc, psc (Retd), one of the Independent Directors of the Company, has resigned from the Board with effect from 10 November 2024. As the count of independent directors of the company has dropped below 2, the Company intend to appoint a qualified candidate to fill the vacancy within 90 days following the resignation of Mr. Golam Mohammad in compliance with the Corporate Governance Code of BSEC.





OUR VISION

Delivering innovative and delightful customer experience through passion, commitment and technology for a brighter tomorrow.



OUR **MISSION**

- Captivate customers through constant delivery of high quality services.
- Provide technical innovations by implementing next generation technologies and network advancement in services and operations for the benefit of customers.
- Provide a safe, challenging and rewarding environment for our employees.
- Be environment friendly.
- · Be profitable and successful in business.



OUR VALUES

- Achievement
- Respect
- Customer Satisfaction



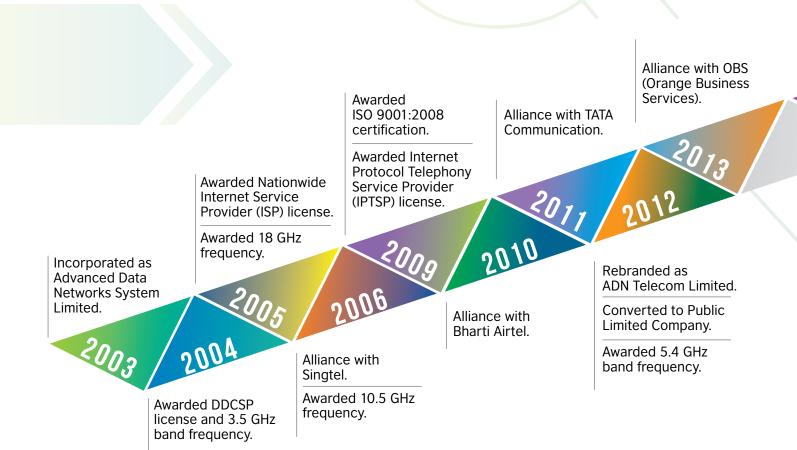


STRENGTH

- Our business solutions are born from a deep understanding of customer needs and our ability to develop products that cater to their key priorities, which include enhancing customer experience, improving operational efficiency, and ensuring financial growth.
- Strong Management with an excellent track record.
- Leading ISPs in Bangladesh to have a diverse access network of fiber, wireless and satellite.
- Reliable and responsive network and service delivery.
- Largest provider of international MPLS and IPLC service.
- Strong relationship with NTTNs, ITCs, IIGs, ICXs and IGWs.
- Alliance with Singtel, Orange Business Services, TATA Communications, Bharti Airtel, among others.
- Nationwide wireless coverage, including remote areas without fiber-based infrastructure.
- Remarkable work experience in global arena.



HISTORY

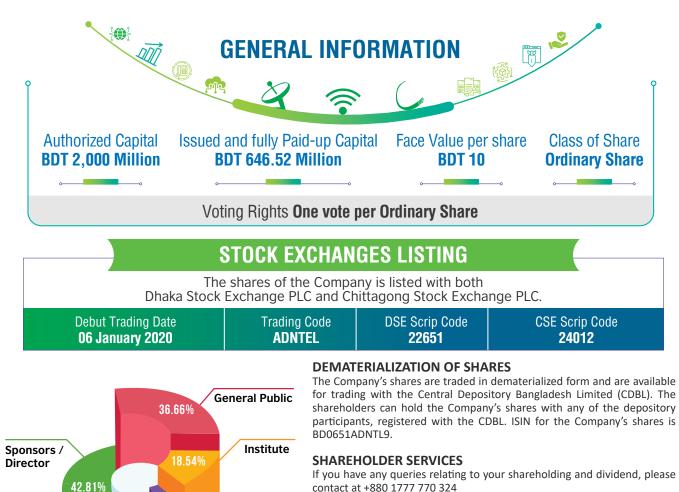






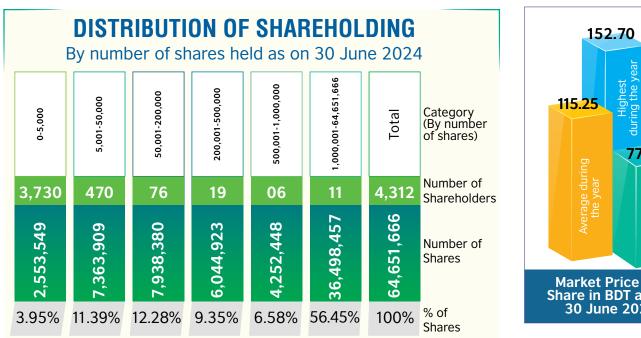
Free float shareholding of the Company as on 30 June 2024:

1.	Total Outstanding Securities		64,651,666
	a. Securities held by Sponsors/Directors	27,682,334	
	b. Securities held by Government		
ESS	 c. Strategic stakes by private corporate bodies/individuals (any holding more than 5% held by an individual/company considered as strategic) 		
	d. Securities held by associate companies (cross holdings)		
	e. Any other locked-in securities	-	
2.	Sub Total (a to e)		27,682,334
То	tal Free Float Securities (1–2)		36,969,332
Nu	mber of Sponsors		6
%	of free float securities in respect of total securities		57.19



or mail to Share Office at investor.relations@adnsl.net

Market Price Per Share in BDT as on 30 June 2024				
Particulars 30 June 2024				
Highest during the year	152.70			
Lowest during the year	77.80			
Average during the year	115.25			
Total market capitalization (as on 30 June 2024) BDT 6406.98 million				



1.99%

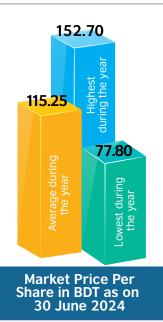
Foreign

Government

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By category of holders as

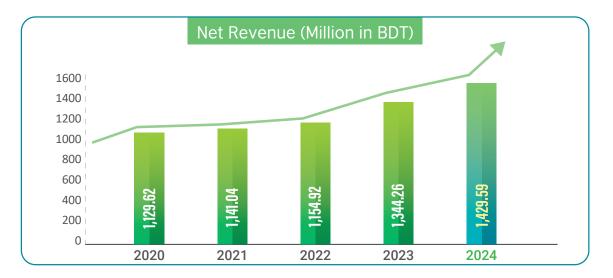
on 30 June 2024



FINANCIAL HIGHLIGHTS OF LAST FIVE YEARS

(Million in BDI						
Particulars	2024	2023	2022	2021	2020	
Financial Performance						
Net Revenue	1,429.59	1,344.26	1,154.92	1,141.04	1,129.62	
Operating Profit	230.58	330.41	201.14	196.04	165.03	
Net Profit Before Tax	208.19	322.79	191.74	189.69	156.62	
Net Profit After Tax	144.30	258.55	167.63	165.86	161.47	
Financial Position						
Paid-up Capital	2,000.00	2,000.00	2,000.00	2,000.00	2,000.00	
Total Equity	2,022.00	1,974.68	1,781.79	1,678.81	1,633.53	
Total Assets	3,087.43	2,746.21	2,555.30	2,337.29	2,233.63	
Total Liabilities	1,065.41	771.52	773.50	658.48	600.10	
Total Current Assets	1,169.73	1,265.61	1,198.27	1,100.15	1,090.59	
Total Current Liabilities	516.00	420.64	497.27	455.62	416.64	
Non-Current Assets	1,917.69	1,480.60	1,357.03	1,237.14	1,143.04	
Non-Current Liabilities	549.43	350.89	276.24	202.87	183.46	
Cash Flows						
Net Cash generated from Operating Activities	333.13	157.63	212.02	135.85	180.52	
Net Cash used in Investing Activities	(532.26)	(232.36)	(251.87)	(147.36)	(274.37)	
Net Cash used in Financing Activities	135.65	(54.63)	55.39	(107.14)	441.56	

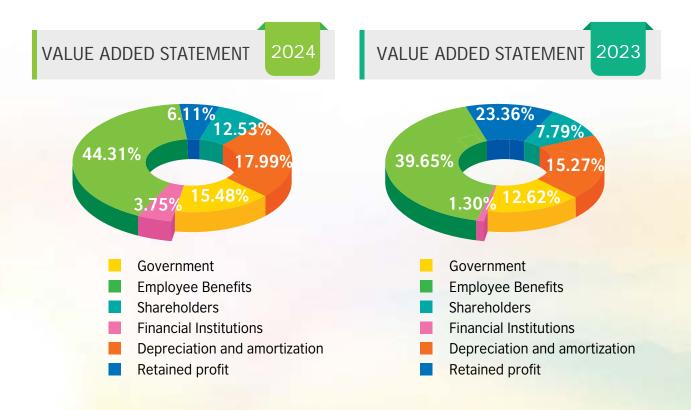
Particulars	2024	2023	2022	2021	2020	
Ordinary share information:						
Ordinary Shares Outstanding (in million)	646.52	646.52	646.52	646.52	646.52	
Face Value per Share (BDT)	10.00	10.00	10.00	10.00	10.00	
Net Asset Value (NAV) Per Share (BDT)	31.28	30.54	27.56	25.97	25.27	
Earnings Per Share (EPS) (BDT)	2.23	4.00	2.59	2.57	2.50	
Net operating cash flow per share (NOCFPS) (BDT)	5.15	2.44	3.28	2.10	2.79	





VALUE ADDED STATEMENT

Particulars	2023-202	24	2022-2023		
Fai ticulai S	Amount in BDT	%	Amount in BDT	%	
Net Revenue	1,429,585,594		1,344,256,212		
Less: Cost of networks and services	655,616,448		514,334,136		
Value added	773,969,146	100%	829,922,076	100%	
Applications					
Government	119,835,323	15.48%	104,767,808	12.62%	
Employee benefits	342,910,548	44.31%	329,087,940	39.65%	
Providers of finance:					
Shareholders	96,977,499	12.53%	64,651,666	7.79%	
Financial Institutions	27,664,911	3.57%	10,749,783	1.30%	
Value reinvested and retained:					
Depreciation and amortization	139,257,290	17.99%	126,761,434	15.27%	
Retained profit	47,323,575	6.11%	193,903,445	23.36%	
Total	773,969,146	100%	829,922,076	100%	



ADNTEL 21 Annual Report 2024



We stay on the cutting edge of our industry by consistently adopting emerging technologies and adapting to evolving market trends

ASIF MAHMOOD

Chairman ADN Telecom Limited

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Distinguished Shareholders, Members of the Board of Directors, and all other Stakeholders welcome to your company's 21st Annual General Meeting.

Dear Shareholders,

It is with immense pleasure and gratitude that I communicate with you today. Our collective efforts, shared values, and the unwavering commitment of every member of this remarkable team have shaped your company's vision. The year 2024 marks a significant milestone for Bangladesh.

As I convey my message to you, the world has been shaken by proliferation of generative AI and 4IR. Notwithstanding the anxiety regarding its long -term repercussions on human emotions and employment, it is being increasingly admitted that AI has vast potential for a better world if developed and applied with wisdom, responsibility and acumen.

While ADN Telecom carries out its activities, it remains aware that ICT can foster progress towards implementation of each of the seventeen (17) goals of the United Nations Sustainable Development Goals and our activities. Through our efforts, we have substantially contributed to the national strategy of expanding digitalization of the various sectors of the country.

As a leading provider of telecommunication services and digital connectivity in Bangladesh, we have gained prominence in delivering innovative, customized, and affordable solutions to corporate clients. With the significant rise in internet penetration at the retail level in recent years, we have ventured into the retail internet market seeking to capture a decent share of this segment of the ISP market. Our commitment to empowering the people of Bangladesh through cutting-edge telecom and digital connectivity services remains solid. To further this mission, we are expanding our business by launching new operations while continuing to strengthen our existing ones.

ADN Telecom has been in a positive track since its inception and 2023-24 has been no exception. In 2023-24, we placed greater emphasis on diversification of our business to keep pace with rapidly evolving technological advances globally and in Bangladesh. In a world of constant shifts and challenges, and the rapid adoption of new and disruptive technologies, we have redefined our strategy to capitalize on the opportunities presented by this tech- intensive era. Our approach is twofold: to enhance operational and financial performance,

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thereby increasing shareholder value, and to play a significant role in the national efforts for the economic and social upliftment of the people of Bangladesh. ADN Telecom's revenue in the year under review was impressive, despite facing some headwinds.

CHAIRMAN'S

ITH:S!

However, before going further, I would like to thank our immediate past Board member Mr. Khondkar Atique-e-Rabbani, FCA. We are truly grateful for the enduring impact his insights, leadership, and dedication have had on our mission.

Spirit & Prospects

Amidst numerous external challenges, we constantly endeavor to uncover opportunities for growth and demonstrated remarkable resilience—a testament to the dedication and agility of ADNTEL's outstanding team. Their unwavering commitment has been the driving force behind our confidence in overcoming obstacles and exploring new horizons.

Future-ready

Innovation forms the foundation of our success. We stay on the cutting edge of our industry by consistently adopting emerging technologies and adapting to evolving market trends. Our dedication to research and development fuels our ability to create transformative solutions that tackle local and global challenges. Collaboration is key to our strategy, and we will strengthen our partnerships with local and international organizations to ensure steady growth and achieve impactful outcomes.

Business Strategy

ADN Telecom's persistent desire for achieving new heights in the industry has driven it to adopt diversification and expansion schemes which are expected to solidify its operational and financial position in the long run. Our resolute commitment to technology and understanding our customers' evolving needs ensures that we stay ahead of the curve.

ADN has initiated a long-term strategic investment plan, including taking controlling stakes in some industries and acquiring land in various good locations for data centers and warehouses, investing in a high-tech park, and constructing a state-of-the-art high-rise building on our land.

Forward guidance

As we look ahead, we are appropriately positioned to make best use of the opportunities arising out of the thrust on digital progression. We are also determined to stay functionally spirited and financially sound. We are confident of surmounting the challenges which we will face in our quest for success. However, we are self-assured in our ability to adapt and succeed in the changing conditions. Our focus remains on our long-term strategy, and we are dedicated to delivering value to our shareholders.

Despite numerous challenging circumstances, ADN Telecom has achieved steady and positive financial growth. The company remains committed to protecting shareholder interests while actively pursuing strategic business expansion. As you are already aware, we initially secured long-term leases at Sylhet Hi-Tech Park, followed by Kaliakair Hi-Tech Park for an advanced manufacturing facility. This approach reinforces ADN Telecom's strong vision and financial stability, positioning the company for sustained, long-term growth and diverse market opportunities.

Thanks and Gratitude

I reserve my profound gratitude for the members of the Board of Directors of ADN Telecom Limited for their unconditional support, guidance and wise counsel to the company from time to time.

In furtherance of the company's business with his insights and leadership. Finally, I would like to express my deep gratitude to our esteemed shareholders. Your continued confidence in us has

been instrumental in our success. I also want to thank our valued business partners for their unceasing contributions to the company's good standing.

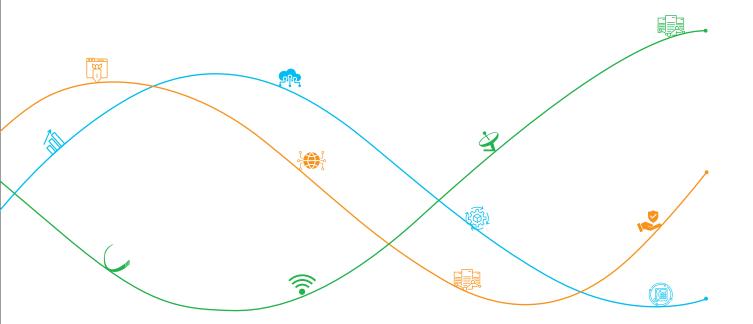
Thanks to Team ADN Telecom, whose collective effort and passion have driven our transformative journey. Despite a challenging year, they delivered notable results, demonstrating agility and resilience in the face of new challenges while embracing new realities to meet stakeholder expectations.

Together, we are shaping a future that transcends business success, contributing to a sustainable and brighter tomorrow for all.

Thank you once again.

Sincerely,

Asif Mahmood Chairman ADN Telecom Limited



MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS FROM

Managing Director's Desk

ADN Telecom's esteemed shareholders, Honorable Chairman and other Directors of the Board

ADN Telecom has continued to prosper in its business and operations domestically and internationally to preserve its dominant position in ISP industry. Appropriate and forward -looking business strategy, urge for innovation, competence and commitment of the employees have bolstered ADN Telecom Limited's position in the industry in which it operates. It creates enabling conditions for its clients to comprehend the various dimensions of digitization. ADN Telecom Limited performs a vital role in the digital transformation of Bangladesh.

The basic values of our business and operations are undeniably aligned with the interests our users and with our shareholders. We seek to create and maintain a congenial and supportive working environment in our activities paving the way for our employees to deliver their respective best in any situation which, we believe, strengthens ADN Telecom Limited's operational and financial viability.

As is case with any business venture, ADN Telecom Limited must confront challenges in its operations. ADN Telecom Limited is always well – prepared, and is equipped with the necessary skills, to overcome these challenges to move forward strongly.

ADN Telecom is cognizant of swift development and innovation in technology and ICT sector world- wide. The recent trends in new technologies are redefining the fundamental elements of the digital age: granularity, speed and scale. At the same time, the magnitude of changes in digital parameters such as in computing power, bandwidth and analytical sophistication has ushered new dimensions for the better. For example, the evolution of cloud and 5G exponentially increases compute power and network speed. ADN Telecom has the necessary infrastructure and competence to adopt suitable strategies keeping in view Bangladesh context.

Government's digital policy and strategy and the private sector's aptitude has a big and strong say on digital progression, enlargement and structure of the ICT industry and ISP industry in the country. ADN Telecom's activity and performance is shaped by these factors at the national level.

Esteemed shareholders,

The ISP industry overall has been encountering some fundamental challenges as a consequence of lack of optimal coordination in implementation of policy decisions at the level of various stake holders which adversely impacted the operational and business performance of the ISP industries in different degrees. Notwithstanding this unfavourable situation, your company, ADN Limited's business and financial performance was notable when compared with the industry trend. ADN Telecom took appropriate steps at the right time to protect the interest of its shareholders and other stakeholders.



Total revenue of ADN Telecom was BDT 1,429.59 million in FY 2023-24 as compared to total revenue of BDT 1,344.25 million in FY 2022-2023. Gross profit and operating profit were BDT 541.57 million and BDT 230.57 million respectively in FY 2023-24. In the previous FY, gross profit and operating profit were BDT 618.09 million and BDT 330.41 million respectively. Cost of Goods Sold in FY 2023-2024 was BDT 888.01 million being 62% of total revenue, whereas it was BDT 726.1 million in FY 2022-23 being 54% of total revenue. Total comprehensive income stood at BDT 144.30 million in FY 2023- 24 as against that of BDT 258.56 million in the last FY. Earnings Per Share (EPS) was BDT 2.23 in FY 2023-24 as compared to EPS of BDT 4.00 in FY 2022-2023. Net Operating Cash Flow Per Share increased BDT 5.15 in 2023-2024 from BDT 2.44 in 2022-23.

ADN Telecom has adopted the strategy of diversifying its business with a view to steadying its viability by acquiring controlling stakes in four companies and varying extent of stakes in four other companies. It may take some time before the benefits of acquisition is visible. We earnestly hope that as prudent shareholders, you will bear with us and allow us adequate time to prove the justification of our policy shift.

ADN Telecom's current approach seeks to enhance company value as well as to enhance the company value over time. The core element of our vision is to establish a sustainable company that is relevant to the aspirations of its clients, generate handsome returns for its shareholders, create opportunities for its employees and generate long term value for its shareholders. We will continue to refine and repurpose our design and objective to retain our dominant foothold in the industry.

Accounting Policies and estimation for preparation of Financial Statements

The financial statements of ADN Telecom Limited for the fiscal year 2023-2024 has been prepared on a going concern basis under the under historical cost convention in accordance with the International Financial Reporting Standards (IFRSs). The disclosures of information and statutory data made in the Report meet the requirements of Securities and Exchange Rules, 2020 and the applicable guidelines of BSEC regulations.

Changes in Accounting Policies and Estimate of Financial Statements

ADN Telecom Limited has exercised consistency in application of financial statements. However, as ADN Telecom Limited has subsidiary companies, it also complied with the IAS 27 and applicable provisions of Companies Act, 1994, relating to consolidated and separate financial statements.

The accounting policies and estimation of financial statements are described in the notes 2.00 of the financial statement of the company.

Comparative analysis of Financial Performance

The key operating and financial performances of the company for the last 5 years are annexed on page

no. 20 of this annual report.

Global Economy

Global GDP growth in 2023 was expected to be 3.3 percent with the Advanced Economies achieving GDP growth rate of 1.7 percent. Emerging Market and Developing Economies are likely to attain GDP growth of 4.4 percent in 2023 with Emerging and Developing Asia growing at 5.7 percent. Financial conditions showed improvements. World trade merchandise volume fell by 1.2 percent in 2023. The US dollar value of world merchandise trade declined by 5 per cent in 2023 to US\$ 24.01 trillion. Headline inflation globally was likely to drop to 7 per cent in 2023 from 8.7 per cent in 2022.

Contradicting apprehensions, the global economy averted recession. Geopolitical stress, trade fragmentation, persistence of higher interest rates and adverse climatic conditions were the most debated topics in the year.

Globally spending on overall IT,Data Center Systems, Devices, Software, IT services, Communication Services) is expected to be 5.26 trillion in 2024 as compared to that of 4.90 trillion in 2023, an increase of 7.5 percent. World-wide spending on IT services alone is likely to increase from 1.50 trillion in 2023 to 1.61 trillion in 2024.

Bangladesh Economy

Bangladesh has continued to show resilience in economic front. According to provisional estimate of Bangladesh Bureau of Statistics (BBS), GDP at constant price is expected to increase by 5.82 percent in FY 2023-24 as against GDP growth of 5.78 percent at constant price in FY 2022-23. Per capita GDP is estimated to be US \$ 2675 in FY 2023-2024 as compared to per capita GDP of US\$ 2643 in FY 2022-2023. Eruption of war in Ukraine in February, 2022 caused supply chain uncertainties for foodgrains, fertiliser and energy which triggered inflation in most countries of the world including Bangladesh. The rate of inflation which hovered around 6 percent for almost a decade escalated to 9.02 percent in FY 2022-23. Under the circumstances, the Bangladesh Bank (BB) in its Monetary Policy Statements, declared inflation control as the prime concern and resorted to contractionary monetary policy. BB raised the policy rate, i.e. over -night Repo Rate from 7.75 percent to 8 percent in April, 2024 and from 8 percent to 8.50 percent in May, 2024. At the same time, BB pursued prudence in liquidity management to rein in inflation. Export earnings maintained affirmative trend. Earnings from exports rose to US\$ 43,554.78 million in July-March ,2024 period by registering an increase by 4.39 percent compared to same period of 2023. Value of imports (C and F) in the July-March period, 2024 stood at US\$ 49,217 million which was 15.54 percent less than the amount in the same period of 2023. The decline in value of imports can be ascribed largely to various measures taken by government and the Bangladesh Bank to curtail imports of unproductive products. In July-March, 2024 period, total remittances went up by 6.48 percent to reach US\$ 17,074.24 million.

(Ref: World Economic Outlook, July, 2024, International Monetary Fund, Global Economic Prospects, June, 2024, World Bank Group, Gartner-July 16, 2024, Bangladesh Economic Review, 2024).

Risk and Concern

The risk factors and the management of these factors are set out on the Note No. 41 to 44 of the Audited Financial Statements of the company.

Details	ADNTEL FY 2023	AAMRANET FY 2023	AGNISYSL FY 2023	BDCOM FY 2023
Net Revenue (BDT in Million)	1,344.26	1,274.17	570.17	713.42
Gross Profit (BDT in Million)	617.26	469.99	195.48	393.58
Net Profit Before Tax (BDT in Million)	322.80	234.96	89.41	103.77
Net Profit After Tax (BDT in Million)	258.56	225.67	81.80	74.55
Total Current Assets (BDT in Million)	1343,20	1,147.99	772.83	730.56
Total Assets (BDT in Million)	2,775.55	3,236.43	1,370.96	1,196.28
Total Equity (BDT in Million)	1,974.68	2,362.56	1,157.30	916.85
Total Current Liabilities (BDT in Million)	534.75	418.18	182.94	247.57
Net Operating Cash Flow (BDT in Million)	163.50	382.33	100.16	83.36
Net Asset Value (NAV) Per Share (BDT)	30.54	38.11	15.95	16.06
EPS (BDT)	4.00	3.64	1.13	1.31
NOCFPS (BDT)	2.53	6.17	1.38	1.46

Comparison of financial performance with the peer industry scenario

*Financial information of peer companies is based on the data available on their website.

Future Plan

One of the central planks of ADN Telecom's business operations is its endeavour to preserve and bolster its robust position in the ISP industry. Udoy, ADN Telecom's retail internet business, has made commendable progress in a short span of time. Uday has been able to capture niche in the market due to its service quality and efficient customer care. As stated earlier in this report, ADN Telecom has embarked upon diversification, chiefly vertical diversification, to implement a new business model which is expected to benefit the shareholders and other stakeholders in the future.

We have been allotted plot in Sylhet & Kaliakair Hi-Tech Park where we plan to develop high tech facility which, on the one hand will enable ADN to manufacture tech products for the broad market and on the other hand, deliver products for backward linkage to support its existing businesses resulting in value addition in the long haul. Keeping in view future expansion opportunities, ADN Telecom has acquired lands in Gazipur, near Dhaka, which is likely to render infrastructural advantages for future business enlargement.

Recognition and thanks

As an ISP company, the activities of ADN Telecom Limited is principally customer-centric and has some elements of sophistication which requires dedicated and sophisticated output by our employees. The employees of ADN Telecom are cognizant of this critical aspect and always endeavour to deliver the best performance and service to uphold the image of ADN Telecom as one of the best ISP companies in Bangladesh. ADN Telecom acknowledges the vital and critical roles played by its officers and staff of all shades in the robust business performance of the company.

ADN Telecom readily put on record it's deep appreciation of the unwavering support given by its esteemed shareholders. ADN Telecom strongly believes that shareholders' backing has been conducive to its business reputation. In this perspective, we seize the opportunity to affirm that we will be assiduous in our efforts to attain our coveted goal of being the leader in ICT industry.

Sincerely

Hay Hilly

Henry Hilton Managing Director ADN Telecom Limited



From the left Md. Moinul Islam, Asif Mahmood, Md. Mahfuz Ali Sohel



From the left Henry Hilton, Waqar Ahmad Choudhury, Md. Maruf



Asif Mahmood Chairman

Mr. Asif Mahmood, Founder and Chairman of ADN Group Companies, is a forward-thinking tech leader, accomplished entrepreneur, and visionary in Bangladesh's IT and telecommunications sector. His magnetic personality, leadership, and motivational skills inspire the ADN Family to reach their full potential. Under his guidance, ADN Telecom Limited, the flagship company of ADN Group, has grown into one of Bangladesh's largest IT and telecommunications service providers.

With a distinguished career spanning over 30 years, Asif Mahmood has contributed significantly to the growth and development of various industries, particularly technology-based industries. As the founder and Chairman of ADN Group, a conglomerate encompassing business in telecom, IT, and ICT his entrepreneurial prowess and commitment to innovation have enabled him to build successful ventures and achieve global recognition. His forward-thinking approach and entrepreneurial acumen have been pivotal in advancing the ICT industry.

His relentless quest for creativity, path-breaking ideas, and his urge for good governance cultivated a culture of excellence within ADN Group.

Mr. Mahmood's contributions to employment are substantial, having created direct job opportunities for more than a thousand people, positively impacting their families. His magnetic personality and motivational skills inspire his employees to embrace change and pursue groundbreaking ideas.

Mr. Mahmood's pioneering efforts in transforming the telecommunications sector have attracted global technology giants such as Singtel, TATA, Orange, Cisco Systems, Sun Microsystems, and Oracle Corporation to invest in Bangladesh.

His persistent efforts for the technological modernization of Bangladesh have positioned the country as a regional hub for IT and telecommunications services. Because of his profound knowledge on, and involvement with, ICT and Technological industries, Mr. Asif Mahmood's opinion and views contribute positively to the formulation of pragmatic policies and strategies for the advancement of the ICT and Technological sectors.

Mr. Mahmood's strategic acuity, business insights, and ability to transform startups into market leaders underscore his exceptional business acumen. Through ADN Group, he has demonstrated versatility and an unwavering commitment to continuous growth across the telecom and IT sectors.

Mr. Asif Mahmood is the founder member of Wireless Internet Broadband Association (WIBA) and the Bangladesh Association of Contact Center & Outsourcing (BACCO). He also has a strong tie-up with the Dhaka Chamber of Commerce & Industry (DCCI), Korea Bangladesh Chamber of Commerce and Industry (KBCCI), and the Indian Importers Chambers of Commerce & Industry (IICCI). He is currently the Chairman of ADN Telecom Limited, ADN Technologies Limited, Tech Valley Networks Limited, InGen Technology Limited, Advance Technology Computers Limited. ADN International Gateway Limited, bdnews24 Publishing Limited, ADN EduServices Limited, BASE Limited, ADN DigiNet Limited, InGen Industries Limited, ADCOR International Limited, SOS Developments Limited and ADN Media Limited. He is also the Managing Director of My Tel Limited and SEAF Ventures Management and the Director of Tech Valley Computers Limited and Greenworld Solutions Limited. Additionally, he is the proprietor of AMBA International. He is a former Director of Eastern Bank Limited.

Mr. Asif Mahmood is deeply committed to philanthropic endeavors and social welfare initiatives. He holds prestigious positions in organization's and is the Chairman of the Board of Trustees of Goodheal Trust and Centre for Media & Development Trust. He actively contributes to improving healthcare services and fostering media capacity building within Bangladesh.

Mr. Mahmood's engagement with social development services demonstrates his passion for humanitarian causes. He is an enthusiastic member of Dhaka Club Limited, Army Golf Club, Uttara Club Limited, Gulshan North Club Limited, and Gregorian Alumni Club Limited.

Mr. Asif Mahmood has a rich educational background. He earned his BSc in Engineering from the Mechanical Department at the National Institute of Technology (NIT), Durgapur, India. He actively follows global and national technological advancements and industry trends, constantly seeking knowledge and opportunities.

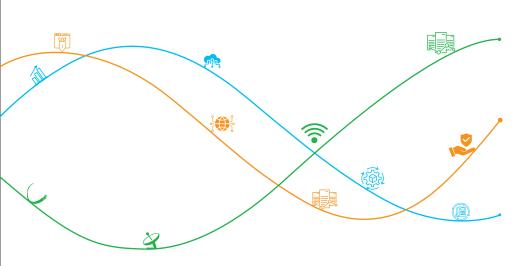




Md. Moinul Islam Director Member- Audit Committee Member- Nomination and Remuneration Committee (NRC)

Mr. Md. Moinul Islam is the Founder Director of ADN Telecom Limited and has over 32 years of experience in the technology industry. Mr. Islam is currently the Chairman of Tech Valley Distributions Ltd. and Tech Valley Systems Ltd. He is the Managing Director of Tech Valley Computers Ltd. and a Director of Advance Technology Computers Ltd. Mr. Islam holds a M.Sc. in Applied Physics & Electronics from Dhaka University. He was the key person in achieving Zero TAX on ICT products among Seven members BCS Delegation in 1998, as well as in formulating the ICT Policy of Bangladesh from FBCCI- the first ever policy work in the history of FBCCI. He is the former Vice President of Bangladesh Computer Samity and a current member of Dhaka Chamber of Commerce & Industry (DCCI). He is a lifetime member of Ex-Adamjee Cantonment Students Association and was a General Body Member (Term 2012-2014) of The Federation of Bangladesh Chambers of Commerce and Industry (FBCCI). Director Member- Nomination and Remuneration Committee (NRC)

Mr. Md. Mahfuz Ali Sohel is the Founder Director of ADN Telecom Limited. Among other positions, he is currently the Chairman of Tech Valley Solutions Limited, Tech Valley Computers Limited and Unus Technology Limited, while being the Managing Director of Valley Power Solutions Limited and Nodi Agro Industries Limited. Presently, he is also a Director in Advance Technology Computers Limited. Besides this, he is the Board of Trustee of University of Skill Enrichment and Technology. Mr. Ali has an M.Sc. in Applied Physics & Electronics from Dhaka University and has over 36 years of experience in different fields. Due to his vast experience and knowledge on various fields of business he is a Member of Bangladesh Computer Samity (BCS), Dhaka Chamber of Commerce & Industry (DCCI), Dhaka Army Golf Club, Gulshan Society, Banani Society, Dhanmondi Society and Dhanmondi Club Limited. He is Registered Graduate of University of Dhaka. He is also life member of APECE-EEE Alumni Association and Dhaka University Alumni Association. Presently, he is the President of APECE-EEE Alumni Association, Dhaka University.





Waqar Ahmad Choudhury

Director Member- Audit Committee

Mr. Waqar Ahmad Choudhury is the Director and Managing Director & CEO of 'Vanguard Asset Management Ltd.' and he is a Director of 'ADN Telecom Limited' (representing 'Vanguard AML BD Finance Mutual Fund One').

Mr. Waqar Ahmad Choudhury was the stakeholder and sponsor Director from 1996 to 2012 of Green Delta Insurance Company Limited, one of the largest General Insurance Companies in Bangladesh. During this period Mr. Choudhury played a pivotal role making equity investments in creating the following ventures:

- Delta BRAC Housing Limited (DBH), largest housing finance company in Bangladesh.
- United Hospital Limited, one of the leading corporate hospitals in Bangladesh.
- Green Delta Securities Limited, having membership of Dhaka Stock Exchange and Chittagong Stock Exchange.
- Green Delta Capital Limited, one of the leading Merchant Banks in Bangladesh.

Apart from the above investments he played a key role to finalize the equity participation of IFC to Green Delta Insurance Company. He was immediate past Managing Director and CEO of Green Delta LR Holdings Limited with 30 years of experience in the field of investment banking mainly in the capital market, insurance and trading business.

Mr. Waqar is the Director of 'Union Capital Ltd.', 'Nascom (Pvt.) Ltd.' 'Rancom Trading (Pvt.) Ltd.' and 'AFC Health Ltd.', a concern of Active Fine Chemicals Ltd.' represents as a Director of 'Vanguard AML Rupali Bank Balanced Fund'. He is also the Chairman of the Executive Committee and the Member of the Audit Committee of Union Capital Ltd.

He is widely reputed for crafting requisite strategic vision to achieve business goals. Mr. Waqar holds the Bachelor of Commerce in Finance and Banking from Adelphi University in Long Island, NY, USA.

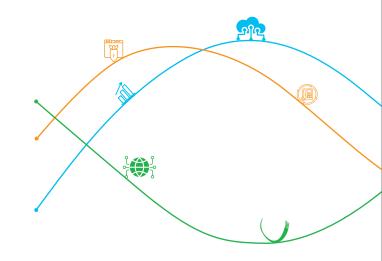


Md. Marut Independent Director Chairman- Audit Committee Chairman- Nomination and Remuneration Committee (NRC)

Md. Maruf is an experienced business professional who has been appointed as an Independent Director of ADN Telecom Limited in January 2023. He has 32 years of business experience in various fields such as information technology, power, and international trade. His leadership style is strategic, collaborative, dynamic, and influential, making him a trusted change agent in the demanding ICT and Telecom environments.

Mr. Maruf has a family business background and has been involved in family business entities such as Hedameen Corporation Ltd, GRACE Garments Limited, S.M. Construction, and Uttara Traders. He has been part of many international business negotiations and operations since the 1980s, even during his undergraduate studies.

Before his appointment as an Independent Director of ADN Telecom Limited, Md. Maruf served as an Executive Director of Tech Valley Computers Limited from 1991 to 2010 and was Director (Projects) of InGen Technology Limited from 2011 to 2020. He completed his graduation degree from Dhaka City College in 1988 and also completed Independent Director's training courses by Ethics India.





Henry Hilton Managing Director

Mr. Henry Hilton, the Managing Director of ADN Telecom Limited, is an Ex-Officio Director, who has been a part of the company for more than a decade. He is an efficient business leader with more than 25 years of vast experience in the relevant corporate sector.

While leading the overall local business endeavors successfully, Mr. Hilton has been also playing a significant strategic role in maintaining a strong relationship with international business alliances like Singapore Telecommunications Ltd. (Singtel), TATA Communications Ltd. (TCL), Orange Business Services (OBS) and other international carriers of the telecommunication sector, which helped the organizations expand their businesses, especially in the international arena. His supervision has visible impacts on the organization's growth, operational excellence and financial performance over the years, which have made him an integral part of the overall business endeavor of the company. As top personnel handling the business affairs of the company, he has touched the milestone of leading ADN Telecom through the IPO procedures, which resulted in a successful enlistment in the capital market and transformed it into a public limited company.

Mr. Hilton is associated with trade bodies and associations like Dhaka Chamber of Commerce and Industry (DCCI) and Bangladesh Association of Software and Information Services (BASIS). At the same time he has strong attachment to Internet Service Provider Association of Bangladesh (ISPAB) where he also plays a robust role in taking strategic decisions.

Besides ADN Telecom Limited, he is currently holding the position of Managing Director of ADN International Gateway Limited, an IIG licensee and Director of ADN DigiNet Limited, SOS Developments Limited and My Tel Limited.

Before joining ADN Telecom Limited, Mr. Hilton played vital roles while working with renowned entities like Cosmos Group, Heidelberg Cement Bangladesh Limited and Agni Systems Limited.

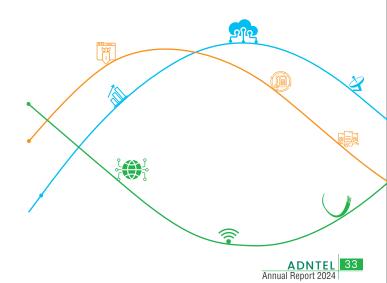
Mr. Hilton pursued his MBA from the United States and has attended countless seminars and professional workshops home and abroad, where he had the opportunity to gain and share experience and skills to represent ADN Telecom and Bangladesh profoundly.



Shahriar Akbar Chowdhury Adviser to the Board of Directors

Mr. Shahriar Akbar Chowdhury, a versatile corporate professional, has been engaged as the Vice Chairman of ADN Group since July 2020. Prior to joining ADN Group, Mr. Chowdhury worked as an Independent Consultant for HR and Organization Development where his clientele included British American Tobacco Bangladesh, Huawei Bangladesh, Delta Brac Housing and several other local and international organizations. His pursuit in corporate sector comprises of serving as Head of HR Development Department of the leading mobile operator Grameenphone and as HR Manager of the globally renowned MNC Unilever's local operation. At the onset of his career, he taught at North South University, where he also served as the Proctor.

Mr. Chowdhury completed his SSC and HSC from Faujdarhat Cadet College and Chittagong College respectively. He earned a BS in Business Administration degree and a MS in Industrial Management degree from the University of Central Missouri, USA.





Shah Mohammad Reazuddin Head of Supply Chain Management

Strategic Business Unit Leaders



Syed Sohael Reza Managing Director & CEO ADN DigiNet Ltd.



A. M. Ehsan-ul Haque Cheif Executive Officer ADN Technologies Ltd.



Tanver Joarder Chief Operating Officer ADN International Gateway Ltd.



Muhammad Asaduzzaman Faisal Chief Business Officer Regional Operations-UDOY

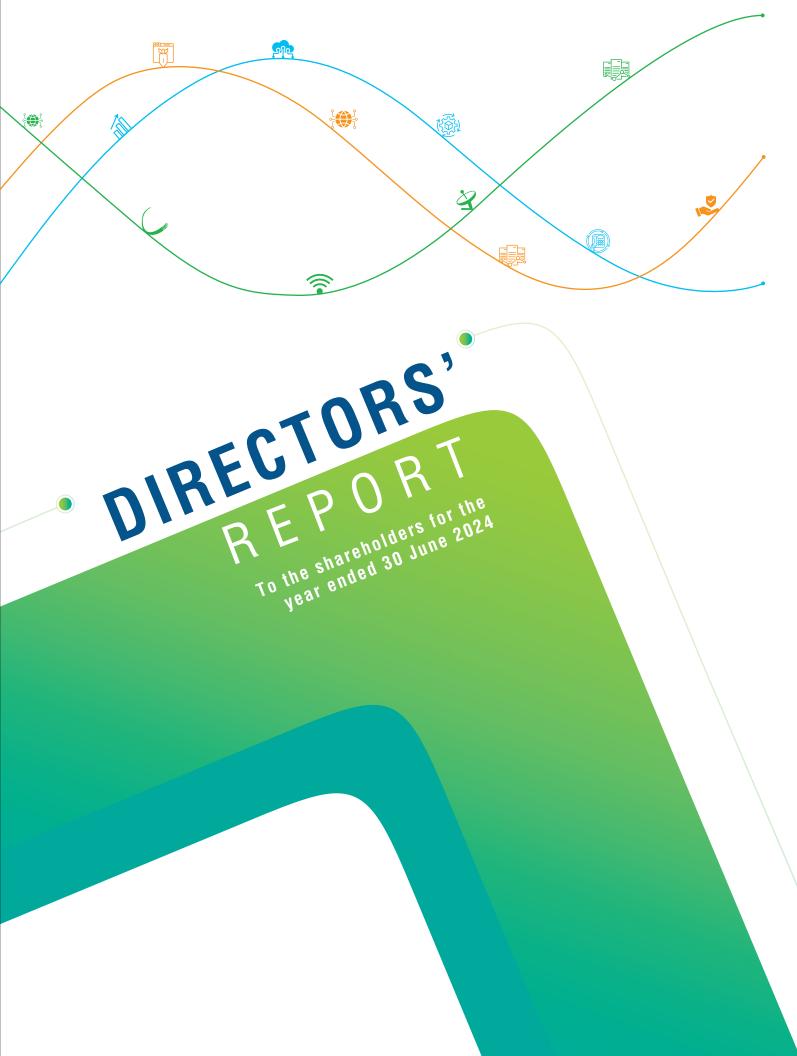


Chief Operating Officer SOS Developments Ltd.



Md. Masud Ur Rahman Saykat Abu Toha Muhammad Karmauzzaman Chief Operating Officer CEL Telecom Ltd.





Dear Esteemed Shareholders

The Board of Directors of ADN Telecom is delighted to present herewith the Directors Report together with the audited financial statements of the company for the year ended 30 June 2024. This report has been prepared in accordance with section 184 of the Companies Act, 1994 (amended upto 2020) and Corporate Governance Code 2018 (amended upto 2023) of the Bangladesh Securities and Exchange Commission (BSEC).

Company and Business Profile

ADN Telecom is the leading Internet service providers (ISP) & data connectivity service provider in Bangladesh. It owns and operates a diverse and wide network with wireless, fiber and satellite infrastructure across Bangladesh. The Bangladesh Telecommunications Regulatory Authority (BTRC) has granted several licenses and permissions to ADN Telecom. These include the following: Nationwide IP Telephony Service Provider, Nationwide Internet Service Provider, VSAT Provider with Hub, and International MPLS Services. With the most extensive network of touch points, ADNTEL offers top-notch services supported by cutting-edge technologies. Below are the three main pillars of the company consistently focusing in its endeavor to continue winning customers and markets:

Industry Penetration

The company's core strength lies in its extensive expertise across multiple industry sectors, allowing it to leverage deep knowledge of client requirements to deliver customized, high-quality solutions. Through effective and tailored service delivery and quality monitoring processes, ADNTEL has earned the confidence of its clients and built a solid track record of reliability and excellence.

Market Reach

ADN Telecom operates both nationally and internationally, maintaining strategic partnerships with several globally recognized companies. With a presence across national, regional, and global markets, ADNTEL benefits from geographical diversification, which enhances its business stability & sustainability.

Digital Divide

At ADN Telecom, digital equality is at the core of its mission. Through its retail segment, ADNTEL actively promotes inclusive development by delivering affordable and secured internet services to underserved rural areas. This commitment not only empowers individuals but also ensures that everyone, regardless of geographic location, economic status and social standing, has access to the digital tools necessary for education, business, and social growth.



Pattern of shareholding

Shareholding pattern of the Company as on 30 June 2024 as required under condition no. 1(5) (xxiii) of the Corporate Governance Code of Bangladesh Securities and Exchange Commission has been shown in Annexure-II on page no. 46 of this annual report.

Credit Rating

Emerging Credit Rating Limited (ECRL) has affirmed AA-(Pronounced as double A minus) long term credit rating and ST-2 short term credit rating to ADN Telecom Limited. The outlook on the rating is stable.

Membership of BAPLC

As a publicly listed company, ADN Telecom Limited is a member of the Bangladesh Association of Publicly listed Companies (BAPLC). A certificate of BAPLC membership has been given in Annexure D on page no. 65 to this annual report.



Industry Outlook

Bangladesh's ICT market is poised to grow at a noticeable pace in the coming years on the back of large investments, emphasis on infrastructure development and focus on digitization. Convenient and easily accessible digital services such as E-commerce, edutech, online financial transactions and entertainment platforms have paved the way for expansion of the digital landscape. Rising confidence in online transactions and the availability of reliable digital payments platforms have also boosted the ICT sector. An enormous number of young people who are tech-savvy are driving Bangladesh's ICT industry.

According to a report by Bangladesh Bureau of Statistics (BBS), internet connectivity in Bangladesh has increased almost 8-fold in the last decade. Broadband Internet has become very popular and appealing with corporate entities, business houses and many retail users because of its higher speed and better networking capacity relative to mobile internet. Broadband internet connectivity is more in demand due to heightened emphasis on cyber security and growing interest for dedicated ISP domain for business and corporate entities seeking to preserve business confidentiality. Various internet packages catering to different income groups and different need- based segments made available by ISPs have also reinforced ISP business. According to the above survey, the proportion of households with internet access increased from 4.8% in 2013 to 38.1% in 2022.

According to a report, titled" Bangladesh Telecoms Industry Research Report 2024- 2031, by RESEARCH AND MARKETS, the world's largest market research platform, Bangladesh will add roughly 55 million internet users by 2031 growing at an annual average rate of 5.9% in the forecast period. Expanded broadband use by households ,corporates and business houses is likely to spur fixed broadband subscription at an annual average rate of 12 per cent in the period with 80.2% of the population connected to internet by 2031. In Bangladesh, fixed broadband penetration is likely to accelerate as investment in full- fiber network gain momentum.

Appeal and usefulness of fixed broadband internet will be more obvious as remote medical and education consultation requires seamless data transfer.

Bangladesh faced macro-economic challenges in 2023-2024 which impacted the ISP sector along with other industries. The continuous decline of the forex reserve and devaluation of local currency put pressure on the economy, for which the government took a conservative approach to imports. Consequently, ISPs faced challenges in importing network equipment in the 2023-2024. Nevertheless, ISP and ICT remain at the core of the government's vision and the sector saw growth throughout the year.

Growth of internet user

Number of internet users in Bangladesh in 2023-2024 is shown in the following table:

Broadband internet User in Bangladesh

Quarterly	in Million
Q2 -2023	12
Q3 -2023	37
Q4 -2023	38
Q1 -2024	39
Q2 -2024	40
Q3 -2024	41

Source: BTRC website

The aforementioned table shows that ISP and PSTN customer numbers have increased consistently in 2024, which bodes well for ADN Telecom Limited.

Number of ISP licenses of different categories as on 31 December 2023 is given in the following table:

Categories	Number of Licensees
Nationwide ISP	119
Divisional ISP	334
District ISP	150
Upazila/Thana	2,112

Source: BTRC website

List of IT companies listed in the stock exchanges in Bangladesh:

A total of 11 IT companies are listed with the Dhaka Stock Exchange and Chittagong Stock Exchange, names of which are displayed below:

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

Business, Investment & Financial Overview

Despite industry challenges from structural inefficiencies and high inflation, which impacted disposable incomes across various segments, ADN Telecom achieved a 6% growth in revenue over FY 2022-23. Revenue for FY 2023-24 rose to BDT 1,429.59 million, up from BDT 1,344.26 million in the prior year. However, the company's margin during the year was affected by high inflation, increased interest rate and substantial pre breakeven stage cost to expand its retail business in the backdrop of stiff business competition. Considering the post Ukraine war developments in the global financial industry and its impact on the national economy, the company heavily focused on its financial health and improved the net operating cash flow per share from BDT 2.44 to BDT 5.15.



Cost of goods and services sold, gross profit margin and net profit margin

ADN Telecom Limited's cost of goods and services sold, gross profit margin and net profit margin in 2023-24 and 2022-23 are shown below:

	Amount in million BDT		
Particulars	2024	2023	
Net Revenue	1,430	1,344	
Cost of Goods sold & services	888	727	
Gross Profit	542	617	
Operating Profit	231	323	
Net Profit After Tax	144	259	
Gross Profit	38%	46%	
Operating Profit	16%	24%	
Net Profit	10%	19%	

The growth of the Retail Business segment, which is still in a high-cost period as it grows up, is primarily responsible for the increase in Cost of goods(services) sold (COGS). Nonetheless, it is anticipated that this segment's expansion would boost revenue in the future. After scaleup, the related expenses will stabilize, resulting in improved overall COGS efficiency.

Operating expenses comprise salaries and personnel expenses, operational and maintenance costs, utilities, sales and marketing costs, revenue sharing, licensing fees, depreciation and amortization, and other expenses. In 2023-24, operating expenses increased due to higher depreciation and amortization, energy expenses, operation and maintenance, and other operating expenses, partly driven by the high-growth Retail Business segment still in its high-cost phase. Operating profit for 2023-24 stood at BDT 231 million, with an operating profit margin of 16%, compared to 24% in 2022-23.

Net profit after tax for 2023-24 amounted to BDT 144.30 million, with a net profit margin of 10%, down from 19% in 2022-23. This reduction in net profit is primarily due to the increase in COGS related to the ongoing expansion of the Retail Business segment. The elevated costs associated with this segment's growth phase have also impacted the Earnings Per Share (EPS), which declined year-on-year, mirroring the effects of higher operational expenses during this period of expansion.

Significant Variance of Financial Statements

No significant variations have occurred between the quarterly and final financial performances of the company during the year 2023-24.

Significant Deviations from Last Year's Operating Result

i. As per consolidated financials, the company's sales

grew by BDT 160 million, 12% over the preceding year. BDT 78 million, 6% sales growth came from its subsidiaries and the rest of the sales growth was driven by B2C. With the acquisition of an additional 40% shares in ADN International Gateway during the year the total shareholding of ADN Telecom increased to 80%, which enhanced consolidated sales.

ii. ISP retail business (B2C) involved substantial costs in the pre-break-even stage due to the economies of scale along with extensive marketing push in the backdrop of stiff competition in this segment. Also, borrowing costs showed upward trend. The company's last year EPS was good due to, some one-time sales (OTC) under different projects. Alongside growing inflation, all these factors impacted the variance in EPS.

iii. Net Operating Cash Flow Per Share (NOCFPS) increased from BDT 2.57 to BDT 5.96 because of the increase in collection of receivables from the customers.

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.

The financial results of the company did not deteriorate after the company made an initial public offering of shares up to 2023 -24.

Segment performance

Across the country, ADN Telecom Limited provides its segments wise services/products to customers and evaluates its service revenue performance. Relevant disclosure is provided in the notes to the Financial Statements.

	Amount in million BD				
Name of Segments	Name of Segments 2023-24 2022-23				
It support & services	487	472			
Local service					
Internet service	378	283			
IPTSP, Telehouse & Hosting	42	32			
Projects	6	12			
Export services 517 545					
Grand Total 1,430 1,344					

It is seen that the total revenue of ADN Telecom Limited flowed through three main business segments- Local services, IT support & services and export services which fetches foreign currency. Contribution of Local services segment increased from 24% to 30%. However, all the three segments bear almost equal levels of weightage, average 33%.

Property, Plant and Equipment

ADN Telecom invested BDT 384 million for acquiring land and expanding its network in rural areas apart from regular capital investment. It will ensure long term sustainability of the company with a strong foothold and wide range resilient infrastructure. Details are disclosed under note 4 to the financial statements on page number 123 of this annual report.

Strategic Investments for vertical integration & diversification

ADN Telecom took controlling interest in three more businesses entities alongside its previous subsidiary, SOS Development Limited. An overview of these subsidiary companies is provided below.

i) SOS Development Limited

ADN Telecom Limited owns sixty (60) percent of SOS Development Limited's paid up capital. In accordance with the Companies Act of 1994, this subsidiary company was established on August 3, 2021. In an accident-prone nation like Bangladesh, the company was founded to offer top-notch safety and security products and solutions for the protection of people and property. The technology-intensive goods and services offered by SOS Development Limited complement ADNTEL's core functional horizon.

ii) My Tel Limited

ADN Telecom holds 95% of the share capital of This subsidiary company. My Tel Limited was incorporated on 5 December 2011. This company is a telecommunications investment holding company with investments in Bangla Tel Limited having IGW license and Jibondhara Solutions Limited having ICX licenses. This company strengthens ADN Telecom's foothold in the telecommunications connectivity network.

iii) ADN International Gateway Limited

ADN Telecom Limited is the owner of 80% of the share capital of this subsidiary company which was Incorporated on 27 October 2011. This company provides connectivity between various networks. This company bolsters ADN Telecom's overall business capacity.

iv) ADN Eduservices Limited

89% of the share capital of this subsidiary company is owned by ADN Telecom Limited. ADN Eduservices Limited was incorporated on 23 February 2017 and set up to undertake activities in the education sector which holds good prospects.

In terms of section 186 of the Companies Act, 1994, the audited financial statements incorporating statement of Financial Position, Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Cash Flows and Auditors Report thereon for the year ended 30 June 2024 of the above four subsidiary companies are included in this annual report.

Protection of Non-Controlling (Minority) Interest

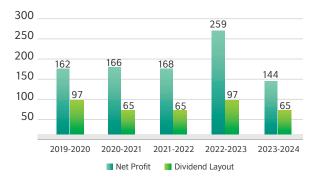
ADN Telecom Limited treats, all shareholders fairly and without discrimination, in line with the company's strong corporate governance philosophy that emphasizes equal engagement with all shareholders. The company has established effective procedures to address grievances and resolve any issues faced by non-controlling shareholders. Shareholders with non-controlling interests may submit their legitimate concerns or complaints to the Investor Relations Department or seek assistance from the Company Secretary's office for resolution. ADN Telecom Limited ensures compliance with Section 233 of the Companies Act, 1994, which safeguards the interests of non-controlling shareholders. The Board of Directors periodically reviews the measures in place protect the interests of non-controlling to guidance shareholders provides when and necessary. Additionally, all shareholders, including those with non-controlling interests, have the opportunity to raise their concerns at the Annual General Meeting.

Management Discussion and Analysis

The management's discussion and analysis have been furnished in the managing director's statement and in the directors' report.

Dividend

The Board of Directors of the company, in its meeting held on 24 October 2024, recommended a cash dividend of 10%, that is, BDT 1.00 per share of BDT 10 each to the shareholders whose names will appear in the Depository Register as on the Record Date. The Board of Directors confirms that no bonus share or stock dividend has been declared as an interim dividend.



Profit and Dividend payout BDT in million

Contribution to National Exchequer ADN Telecom Limited paid an amount of BDT 119,835,323 (approximately) in 2023 -24, which accounts for 8 % of the annual net turnover of the company. The last three years' comparative data are as follows:

	Amount in BDT			
Particulars	FY 2023-2024	FY 2022-2023	FY 2021-2022	
Corporate Tax	51,957,387	55,350,535	48,843,781	
VAT	57,006,793	40,490,468	35,406,531	
License Fees & Equipment Charge	10,871,143	8,926,805	6,828,147	
Total	119,835,323	104,767,808	91,078,459	

Discussion on related party transactions

During the year the Company carried out a number of transactions with related parties in the normal course of business and on arm's length basis. The name of related parties, nature of transactions, their total value and closing balances have been set out in accordance with the provisions of IAS 24" related Party Disclosure".

Details of the company's related party transaction in 2023-24, are given in the notes to financial statements number 45 in page number 141 of this annual report.

Discussion on the continuity of any extraordinary activities and their implication (gain or loss) The company did not undertake any extraordinary activity in the year under review.

Utilization of proceeds raised through public issues, rights issues and/ or any other instruments

The Company raised BDT 57 crore through its Initial Public Offering (IPO). As outlined in the prospectus, the proceeds were designated for BMRE (Balancing, Modernization, Rehabilitation, and Expansion), data center setup, loan repayment, and IPO expenses. Later, with approval from the Bangladesh Securities and Exchange Commission (BSEC), a portion of the funds was reallocated for investments in the Hi-Tech Park and land acquisition and development. The IPO funds were fully utilized in accordance with the conditions set by the commission's consent letter in December 2023, ahead of the scheduled deadline. Subsequently, the company submitted the full utilization report to the relevant regulatory bodies.

The statement on the utilization of proceeds raised through the initial public offering for December 2023, audited by Zoha Zaman Kabir Rashid & Co., Chartered Accountants, is provided below: Amount in million BDT

Purpose mentioned in the Prospectus	Amount as per Prospectus & BSEC Directives	Utilized	Un-Utilized
BMRE for Infrastructure Development	227	227	-
Data Centre Setup	93	93	-
Loan Repayment	121	121	-
IPO Expenses (Estimated)	30	30	-
Investment in the Hi-Tech Park	50	50	-
Land & Land Development	50	50	-
Total	570	570	

Environment, Health, Safety & Governance

Environmental Protection

To the best of the Boards knowledge, the Company did not engaged in any activity which might prove harmful to the environment. The Company adopted sustainable practices in the service delivery process. Company also focusing on improving energy efficiency by introducing IoT based smart monitoring system, which could significantly reduce the carbon footprint. By prioritizing environmental sustainability, the Company fulfilled its corporate social responsibility.

Human Resources

ADN Telecom Limited is always aware of the vital roles played by human resources in its unceasing success. Employees are regarded as the backbone of its strong performance over the years. The Board of Directors of the company and its management seek to facilitate and establish a congenial and cozy working environment in which employees are encouraged to deliver their best to contribute to the company's prosperity. Employees are also given ample scope to nurture their talent and skill which ultimately benefit the country. The female employees of the company work in a pleasant atmosphere, and they render valuable services to the company. ADN Telecom Limited places utmost emphasis on individual and collective welfare of its employees as it believes that employees who are comfortable and responsive can contribute positively to the company's continuous progress. The right people are placed at the right places to ensure optimum productivity of the employees.

Health and Safety

Health and safety of the employees and other stakeholders are always taken care of with highest level of important and urgency. The company's human resources act as a custodian of the health and safety policy and ensure its strict compliance.

Corporate Governance

ADN Telecom Limited is dedicated to upholding the highest standards of corporate governance through



a culture of accountability, transparency, and well-defined policies and procedures. In alignment with this commitment, the Company has adhered to the requirements outlined in the Corporate Governance Code issued by BSEC. The certificate required under the said code along with compliance status of corporate governance code of BSEC have been given in Annexure B and C respectively on page no. 48 & 49 of this annual report.

Declaration of the Managing Director and CFO

Declaration by the Managing Director and CFO as required under condition no. 1(5) (xxvi) of the Corporate Governance Code of BSEC has been given in Annexure A on page no. 47 of this annual report.

Appointment of Statutory Auditors

M/S Rahman Mustafa Alam and Co. Chartered Accountants have completed their third consecutive year as statutory auditors of the Company. In accordance with the prevailing guidelines, they are not eligible to be appointed as statutory auditors for auditing the financial statements of the Company for the year ended 30 June 2025.

Following the evaluation process of the Expressions of Interest (EOIs) received from several audit firms and based on the recommendations of the audit committee, the Board recommended M/S Ahsan Manzur & Co. Chartered Accountants as the most appropriate candidate. Accordingly, the Board of Directors in its meeting held on 24 October 2024 has proposed to appoint M/S Ahsan Manzur & Co., Chartered Accountants, as statutory auditors of the company for the year ended 30 June 2025, at a remuneration of BDT 495,000 (Four Lac Ninety-five Thousand) excluding VAT subject to approval by the shareholders in the Annual General Meeting.

The selected statutory auditors will have to comply with the conditions as stipulated in condition No. 7 of Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/ 2006-158/ 207/ Admin/80 dated 03 June 2018. Appointment of Auditor to provide the certificate on Compliance of conditions of Corporate Governance code of BSEC

M/S Ahsan Manzur & Co., Chartered Accountants, was appointed by the Shareholders in the 20th AGM to provide the certificate on compliance with the conditions of the Corporate Governance Code of the BSEC for the year 2024.

As M/S Ahsan Manzur & Co. is now being considered for appointment as statutory auditors, the Board, as per the recommendation of the Audit Committee, has proposed to appoint M/S Islam Quazi Shafique & Co., Chartered Accountants, to provide the certificate on compliance of conditions of the Corporate Governance Code of BSEC for the year 2025 with a fee of BDT 40,000 (Forty Thousand) excluding VAT subject to approval by the shareholders in the Annual General Meeting.

Board of Directors

Directors Appointment, Re-appointments, Retirements, Remunerations, Meetings and assessment of Risk and concerns along with required declarations and statutory disclosures are presented below:

Directors Retiring by Rotation

In accordance with the relevant provisions of the Companies Act, 1994 and in terms of the Articles of Association of the Company, Mr. Asif Mahmood and Mr. Md. Moinul Islam retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee and Board recommended their re-appointment.

Brief profiles of the said Directors are given in the profile of the Board of Directors section of the Annual Report. In addition, the following table shows the names of Companies in which the above Directors also hold directorship and membership of committees of the Board.

Name	Positions held with other entities
Asif Mahmood Chairman	Chairman, ADN Technologies Limited Chairman, Tech Valley Networks Limited Chairman, InGen Technology Limited Chairman, Advance Technology Computers Limited Chairman, ADN International Gateway Limited Chairman, ADN International Gateway Limited Chairman, BASE Limited Chairman, ADN Eduservices Limited Chairman, ADN Eduservices Limited Chairman, ADN DigiNet Limited Chairman, ADCOR International Limited Chairman, InGen Industries Limited Chairman, SOS Developments Limited Chairman, ADN Media Limited Managing Director, MyTel Limited Managing Director, SEAF Ventures Management Director, Tech Valley Computers Limited Proprietor, AMBA International

Name	Positions held with other entities
Md. Moinul Islam Director	Chairman, Tech Valley Distributions Limited Chairman, Tech Valley Systems Limited Managing Director, Tech Valley Computers Limited Director, Advance Technology Computers Limited

Meeting of the Board of Directors and of the Board Sub Committees

In 2023-2024, four (4) meetings of the Board of Directors of the Company, four (4) meetings of the Audit Committee and three (3) meetings of the Nomination & Remuneration Committee were held. The details of composition and attendance records of the Directors as required under condition no. 1(5) (xxii) of the Corporate Governance Code of Bangladesh Securities and Exchange Commission are provided in Annexure-I on page no. 00 of this annual report. The Directors who could not attend the meetings were granted leave of absence.

Remuneration paid to Directors including Independent Directors

Information on Remuneration paid to directors including independent directors are shownin the note no. 29 in the audited financial statement on page no. 00 of this annual report.

Directors' Declaration on the Financial Statements:

In accordance with sound governance principles, the Board is dedicated to ensure that the Company's financial performance and position are accurately and transparently presented. The Directors certify that, to the best of their knowledge:

- a. The company's management prepared the financial statements, which fairly represent the company's state of affairs, operating results, cash flows, and equity changes.
- b. The company has kept appropriate books of accounts.
- c. Appropriate accounting policies have been consistently applied in the preparation of the financial statements, with estimates based on reasonable and prudent judgment.
- d. The financial statements are prepared in accordance with International Financial Reporting Standards (IFRSs), with any deviations fully disclosed.
- e. The internal control system is well-designed, successfully implemented, and closely monitored.
- f. There is no doubt upon the Company's ability to continue as a going concern.

Other statutory Disclosure

- a. The key operating and financial data for the last five years have been disclosed in this report on page 20.
- b. As per IAS 1 Presentation of Financial Statements, no items of income and expenses are to be presented as "extraordinary gain or loss" in the financial statements. Accordingly, no 'extraordinary gain or loss has been presented in the Financial Statements.

Risk and concerns

Risk Management is embedded in ADN Telecom Limited's strategic and operational framework, recognizing that resilience to risk is essential for achieving strategic objectives and ensuring a sustainable business environment. The Board of Directors and Management are fully committed to maintaining a robust risk management process to protect the company's assets and safeguard the interests of shareholders and stakeholders.

ADN Telecom Limited's comprehensive risk management framework addresses a wide range of risks, including strategic, regulatory, financial, operational, technological, and cybersecurity risks. The company is also in the process of implementing a modern ERP system, which will enhance risk mitigation by improving financial transparency, ensurina regulatory compliance. enhancing accountability, managing human resources efficiently, and protecting sensitive data.

A structured risk management process is in place to identify, assess, and prioritize risks affecting the company in both the short term and foreseeable future. This process includes defining mitigation strategies to address these risks effectively, promoting a secure and reliable business environment. Detailed information on risk management practices can be found in Notes 41 to 44 of the financial statements on pages 139-140

Acknowledgement

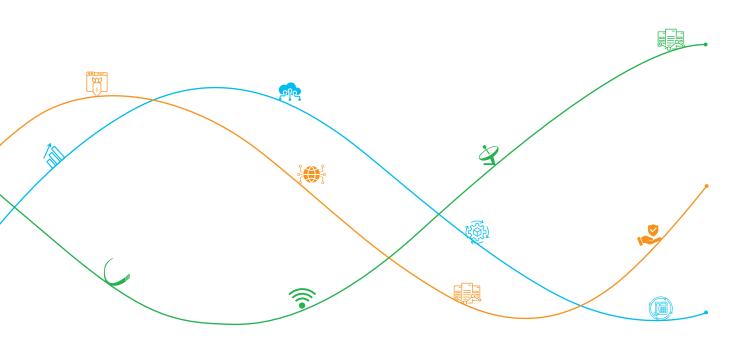
The members of the Board of Directors of ADN Telecom Limited gratefully acknowledge the unflinching support and admiration given by its esteemed shareholders and other stakeholders from time to time. Guidance and suggestions rendered by the stakeholders including the shareholders have only strengthened the commitment of the company's Board of Directors, it's management and employees to put in their best efforts for the robust and sound operational financial achievement of the company.

The Board of Directors recognize with profound appreciation the crucial and vital cooperation received from Bangladesh Telecommunications Regulatory Commission (BTRC), Bangladesh Securities and Exchange Commission (BSEC), Bangladesh Bank, Registrar of Joint Stock Companies and Firms, Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, National Board of Revenue, Central Depository Bangladesh Limited, company's bankers and other concerned authorities and institutions for their backing. We would also like to thank our local and foreign customers for being with us in our stride.

For and on behalf of the Board of Directors of ADN Telecom Limited.

Asif Mahmood Chairman ADN Telecom Limited

Henry Hilton Managing Director ADN Telecom Limited



ANNEXURE OF THE DIRECTORS REPORT

Annexure-I

The Board and Subcommittee Meetings and Attendance

Annexure-II The Shareholding Pattern

Annexure A Declaration on Financial Statement by MD & CFO

Annexure B Certificate on Corporate Governance Code

Annexure C Compliance Status of Corporate Governance Code

Annexure D BAPLC Membership Certificate

Annexure-I

The Board and Sub Committee Meetings and Attendance:

The composition of the Board of Directors and their attendance in the meetings for the year ended 30 June 2024 is shown below. The Director who could not attend in any meeting was granted leave of absence. The Board of Directors did not take any meeting fee for their attendance.

	Name of the Directors		Board of Directors Meeting	
SI.		Position	Meetings Held	Attended
1	Asif Mahmood	Chairman	4	4
2	Md. Moinul Islam	Director	4	4
3	Md. Mahfuz Ali Sohel	Director	4	4
4	Waqar Ahmed Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	4	4
5	Md. Maruf	Independent Director	4	4
6	Henry Hilton	Managing Director	4	4
7	Major General Golam Mohammad, SUP, nwc, psc (Retd) (Appointed on 27 June 2024 & Resigned on 10 Nov 2024)	Independent Director	4	N/A
8	Khondkar Atique-e-Rabbani, FCA (2 nd term expired on 6 January 2024)	Independent Director	4	2

The composition of the Audit Committee and their attendance in the meetings for the year ended 30 June 2024 are shown below:

			Audit Committee Meeting		
SI.	Name of the Directors	Position	Meetings Held	Attended	
1	Md. Maruf Independent Director (Appointed as Chairman of Audit Committee on 7 January 2024)	Chairman	4	2	
2	Khondkar Atique-e-Rabbani, FCA Independent Director (2 nd term expired on 6 January 2024)	Former Chairman	4	2	
3	Md. Moinul Islam Director	Member	4	4	
4	Waqar Ahmad Choudhury Director	Member	4	4	

Note:

1. Mr. Khondkar Atique-e-Rabbani, FCA has resigned from the Board and from the Audit committee due to the expiry of his second term as Independent Director on 6 January 2024. Thereafter, the Board of Directors reconstituted the Audit Committee. Presently, Mr. Md. Maruf, Independent Director is the Chairman of the Audit Committee.

The composition of the Nomination & Remuneration Committee and their attendance in the meetings for the year ended 30 June 2024 are shown below:

SI.	Name of the Directors	Position	Nomination & Remuneration Committee Meeting	
51.		POSICION	Meetings Held	Attended
1	Md. Maruf Independent Director	Chairman	3	3
2	Md. Moinul Islam Director	Member	3	3
3	Md. Mahfuz Ali Sohel Director	Member	3	3

Annexure-II

The Shareholding Pattern: In pursue of the condition no. 1(5) (xxiii) of the Corporate Governance Code of Bangladesh Securities and Exchange Commission, the shareholding pattern of the Company as on 30 June 2024 is stated below:

Name of the Shareholders	Status	Shares Held	Percentage
i. Parent/Subsidiary/Associated Companies and	other related parties	l	l
ADN Technologies Limited		200,000	0.31%
ADN Telecom Ltd. Employees Provident Fund		200,000	0.31%
ii. Directors, Chief Executive Officer, Company Compliance and their spouses and minor childre		r, Head of Inte	ernal Audit &
Asif Mahmood	Chairman	12,900,000	19.95%
Md. Moinul Islam	Director	6,510,000	10.07%
Md. Mahfuz Ali Sohel	Director	6,510,000	10.07%
Vanguard AML BD Finance Mutual Fund One	Director	1,333,334	2.06%
Waqar Ahmad Choudhury	Nominated Director (Vanguard AML BD Finance Mutual Fund One)	-	-
Md. Maruf	Independent Director	-	-
Major General Golam Mohammad, SUP, nwc, psc (Retd) (Appointed on 27 June 2024 & Resigned on 10 Nov 2024)	Independent Director	-	-
Khondkar Atique-e-Rabbani, FCA (2 nd term expired on 6 January 2024)	Independent Director	-	-
Henry Hilton	Managing Director	124,000	0.19%
Md. Monir Hossain, FCS	Company Secretary	-	-
Mohammed Nazim Uddin, FCA	Chief Financial Officer	-	-
Md. Abul Kashem	Head of Internal Audit & Compliance	-	-
iii. Executive (as explained in the BSEC Notificati 03, 2018)	on No. BSEC/CMRRCD/2006-158/	/207/ Admin/8	0 dated June
Muhammad Asaduzzaman Faisal	Chief Business Officer Regional Operations	-	-
Md. Azharul Huq Chowdhury	Chief Operating Officer	-	-
Md. Ziaul Haque	Chief Business Officer	-	-
Shahriar Akbar Chowdhury	Adviser	-	-
Md. Mozibur Rahman	Head of Architecture and Planning	-	-
iv. Shareholders holding ten percent (10%) or m	nore voting interest		
Asif Mahmood	Chairman	12,900,000	19.95%
Md. Moinul Islam	Director	6,510,000	10.07%
Md. Mahfuz Ali Sohel	Director	6,510,000	10.07%

Annexure-A

Declaration by the Managing Director and Chief Financial Officer (As per the condition no. 1(5) (xxvi) of the Corporate Governance Code of BSEC)

Date: 24 October 2024

The Board of Directors, ADN Telecom Limited Registered Office: Red Crescent Concord Tower (19th Floor) 17 Mohakhali C/A, Dhaka-1212.

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

Dear Sir(s),

Pursuant to the condition No.1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated 3 June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- 1) The Financial Statements of ADN Telecom Limited for the year ended on 30 June 2024 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departure therefrom 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;
- To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- 5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- 6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on 30 June 2024 and that to the best of our knowledge and belief:
 - (a) (a)these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely yours,

Henry Hilton Managing Director

Mohammad Nazim Uddin, FCA Chief Financial Officer





House: 373 (2nd Floor), Road: 28, DOHS Mohakhali, Dhaka-1206, Bangladesh Phone: +88 02 222285210 E-mail : info@amc-bd.com www.amc-bd.com

Annexure-B [Certificate as per Condition no. 1(5) (xxvii)]

Report to the Shareholders of

ADN Telecom Limited

On Compliance on the Corporate Governance Code

[Certificate as condition no.1(5) (XXVII), of BSEC Notification no. BSEC/CMRRCD/2006, -158/207/Admin/80 dated June 3, 2018]

We have examined the compliance status to the Corporate Governance Code by ADN Telecom Limited for the year ended on June 30, 2024. This code relates to the notification No. BSEC/CMRRCD/2006,-158/207/Admin/80 dated June 3, 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 adopt 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 condition of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretarial of Bangladesh (ICSB) in so far as those Standards are not inconsistent with any condition of this Corporate Governance Code.

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

- The Company has complied with the conditions of the Corporate Governance Code as Stipulated in the above-mentioned Corporate Governance Code Issued by the Commission;
- b. The company has complied with the provision 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 Company Act, 1994, the securities laws and other relevant laws; and
- d. The governance of the company is satisfactory

Place: Dhaka Dated: 07 November, 2024

absemanate

Ahsan Manzur & Co. Chartered Accountants





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

Compliance Status of Corporate Governance Code of BSEC

Status of compliance with the condition 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:

Condition	Title	Compliance Status (Put √ in the appropriate column)	Remarks (if any)	
No.		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 shall not be less than 5 (five) and more than 20 (twenty).	v		
1(2)	Independent Directors:			
l(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): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	×		Presently there are 2 (two) Independent male Directors in the Board. Independent female Director will be appointed within the stipulated time.
1(2)(b)	Without contravention of any provision of any other "independent director" means a director-	laws, for t	he purpose	of this clause, a
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;	V		
1(2)(b)(ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	V		
l(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	V		

(Report under Condition No. 9)

ann



Condition No.	Title	(Put)	in the te column)	Remarks (if any)
140,		Complied Not complied		
l(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	V		
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 director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	V		
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;	¥		
l(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	N		
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	V		
I(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	Ń		
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)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	V		

Ome



Condition	Title	Compliance Status (Put √ in the appropriate column) Complied Not complied	(Put v in the		Remarks (if any)
No.					
	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(2)(e)	Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]:	d.			
	Provided further that the independent director shall not be subject to retirement by rotation as per the Companies Act, 1994.				
1(3)	Qualification of Independent Director:	· · · · · ·			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	4			
1(3)(b)	Independent director shall have following qualifications:	9			
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	
l(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	4			
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's 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				
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			N/A	

and



Condition	Title	Compliance Status (Put √ in the appropriate column)	and the second se		Remarks (if any)
No.		Complied	Not complied		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			N/A	
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	4			
l(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 Ma	naging Direc	tor or Chief Es	secutive Officer	
l(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.	4			
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;	4			
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;	N			
l(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.			N/A	
1(5)	The Directors' Report to Shareholders:				
1(5)(i)	An industry outlook and possible future developments in the industry;	4			
1(5)(ii)	The segment-wise or product-wise performance;	4			
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	4			
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	Ŵ			
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);			N/A	





Condition	Title	(Put √ in the appropriate column) Complied Not complied			Remarks (if any)
No.					
l(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;	v			
I(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	×			
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			N/A	
l(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;			N/A	
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	*			
l(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;	4			
l(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	V			
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;	4			
l(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	4			
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;	4			
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	4			
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;	N.			
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	×			





Condition No.	Title	Compliance Status (Put v in the appropriate column)		(Put √ in the		he Remarks olumn) (if any) Not
No.		Complied	Not complied			
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A		
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	1				
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	Å				
1(5)(xxiii)	A report on the pattern of shareholding disclosing the ag wise details where stated below) held by:	gregate num	ber of shares (i	along with nam		
l(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	V				
l(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name- wise details);	4				
I(5)(xxiii)(c)	Executives; and	4				
I(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	×				
1(5)(xxiv)	In case of the appointment or reappointment of a directo to the shareholders:	or, a disclosu	re on the follow	ving information		
1(5)(xxiv)(a)	A brief resume of the director;	4				
1(5)(xxiv)(b)	Nature of his or her expertise in specific functional areas; and	4				
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	4				
1(5)(xxv)	A Management's Discussion and Analysis signed by CE Company's position and operations along with a bri statements, among others, focusing on:	O or MD pre ief discussion	senting detaile a of changes	ed analysis of th in the financi		
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;	4				
l(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as each flows for current financial year with immediate preceding five years explaining reasons thereof;	N				
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	٨				
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	V				





Condition No.	Title	Compliance Status (Put √ in the appropriate column)	Remarks (if any)	
	2.1821	Complied	Not complied	0000000
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	×		
l(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;	4		
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;	Ń		
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;	Ń		
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.	4		
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.		14. C	5.
1(7)	Code of Conduct for the Chairperson, other Board mem	bers and Chie	ef Executive O	officer:
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson, other board members and Chief Executive Officer of the company;	Å		
l(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	¥		
2	Governance of Board of Directors of Subsidiary Compan	y:		
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;	V		
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;			In process



Condition No.	Title	(Put v	nce Status in the te column)	Remarks (if any)
		Complied Not complied	(, , , , , , , , , , , , , , , , , , ,	
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	×		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	4		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	۷.		
3	Managing Director (MD) or Chief Executive Officer (CE Internal Audit and Compliance (HIAC) and Company S	O), Chief Firecretary (CS)	nancial Officer	(CFO), Hea
3.1	Appointment			
3(1)(a)	Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	×		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filed by different individuals;	V		
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: 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 for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	Ą		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	N		
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).	4		
3(2)	Requirement to attend Board of Directors Meetings: The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	Ń		







Condition No.	Title	Compliance Status (Put √ in the appropriate column	in the	Remarks (if any)
		Complied	Not complied	
3(3)	Duties of Managing Director (MD) or Chief Executive (CFO):	Officer (CEO) and Chief	Financial Offic
3(3)(a)	The MD or CEO and CFO shall certify to the Board that the year and that to the best of their knowledge and belief:	hey have revie	wed financial	statements for t
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	¥		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	4		
3(3)(Б)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	٧		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	V		
4	Board of Directors' Committee:			1, 100
4(i)	Audit Committee; and	1		
4(ii)	Nomination and Remuneration Committee	~		
5	Audit Committee:			
5(1)	Responsibility to the Board of Directors:			
5(1)(a)	The company shall have an Audit Committee as a sub- committee of the Board;	×		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	V		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	×		
5(2)	Constitution of the Audit Committee:			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	4		
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 I (one) independent director;	Ŵ		

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Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	×		
5(2)(d)	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;			N/A
5(2)(e)	The company secretary shall act as the secretary of the Committee;	v		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	4		
5(3)	Chairperson of the Audit Committee:			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	V		
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.			N/A
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM); Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	¥		
5(4)	Meeting of the Audit Committee:			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: 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:	d.		







Condition No.	Title	Compliance Status (Put √ in the appropriate column) Complied Not complied	4		Remarks (if any)
No.					
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.	N.			
5(5)	Role of Audit Committee:				
5(5)(a)	Oversee the financial reporting process;	Ń			
5(5)(b)	monitor choice of accounting policies and principles;	4			
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;	4			
5(5)(d)	oversee hiring and performance of external auditors;	N			
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;	v			
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;	4			
5(5)(j)	review statement of all related party transactions submitted by the management;	v.			
S(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	Ń			
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	v			
5(5)(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission.	4			
5(6)	Reporting of the Audit Committee:				
5(6)(a)	Reporting to the Board of Directors:				







Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied Not complied		
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	4		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Bo	ard on the fo	llowing findin;	gs, if any:
5(6)(a)(ii)(a)	report on conflicts of interests;			N/A
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			N/A
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			N/A
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			N/A
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 fids 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 fist reporting to the Board, whichever is earlier.			N/A
5(7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	V		
6	Nomination and Remuneration Committee (NRC):			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	4		
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;	Ń		
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).	_ √		





Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(2)	Constitution of the NRC:			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	V		
6(2)(b)	At least 02 (two) members of the Committee shall be non- executive directors;	V		
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;	V		
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;			N/A
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			N/A
6(2)(g)	The company secretary shall act as the secretary of the Committee;	V		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	4		
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.	Å		
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;			N/A
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	V		



Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(4)	Meeting of the NRC:			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	N		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			N/A
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);	4		
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;	V		
6(5)	Role of the NRC:			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	Ŋ		
6(5)(b)	NRC shall oversee, among others, the following matters a Board:	nd make rep	ort with recom	mendation to t
6(5)(b)(i)	formulating the criteria for determining qualifications,	positive attr	ributes and in-	dependence of
	director and recommend a policy to the Board, relating to executive, considering the following:	the remune	ration of the di	rectors, top lev
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;	o the remune √	ration of the di	rectors, top le
6(5)(b)(i)(a) 6(5)(b)(i)(b)	executive, considering the following: the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to		ration of the di	rectors, top le
1.0.0000	executive, considering the following: the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully; the relationship of remuneration to performance is clear and	V	ration of the di	rectors, top let
6(5)(b)(i)(b)	executive, considering the following: the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully; the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and 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; devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	2	ration of the di	rectors, top let
6(5)(b)(i)(b) 6(5)(b)(i)(c)	executive, considering the following: the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully; the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and 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; devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity,	4 N N	ration of the di	rectors, top le
6(5)(b)(i)(b) 6(5)(b)(i)(c) 6(5)(b)(ii)	executive, considering the following: the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully; the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and 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; devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality; 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	4 N N	ration of the di	rectors, top let





Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	(
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	4		
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.	4		
7	External or Statutory Auditors:			
7(1)	The issuer company shall not engage its external or si services of the company, namely:	tatutory aud	itors to perfor	m the followi
7(1)(i)	appraisal or valuation services or fairness opinions	×		
7(1)(ii)	financial information systems design and implementation	×.		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements	V		
7(1)(iv)	broker-dealer services	V.		
7(1)(v)	actuarial services	V		
7(1)(vi)	internal audit services or special audit services	Ŵ		
7(1)(vii)	any service that the Audit Committee determines.	1		
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	4		
7(1)(ix)	any other service that creates conflict of interest	*		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	я.		
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.	v		
8	Maintaining a website by the Company:			
8(1)	The company shall have an official website linked with the website of the stock exchange.	v		
8(2)	The company shall keep the website functional from the date of listing.	1		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	4		

and



Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
9	Reporting and Compliance of Corporate Governance:			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	v		
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.	×		

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Annexure-D



Corporate Governance in

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Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's capacity to create wealth. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At ADN Telecom Limited, it is imperative that our Company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

ADN Telecom Limited (ADNTEL) is committed to maintaining good corporate governance to improve accountability and transparency, and safeguard shareholders' interests. The Company has complied with the applicable conditions set out in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). The Company has also obtained the auditor's certificate regarding compliance with the condition of the Corporate Governance Code for the year 2024, which is provided in this Annual Report.

The Company believes in the highest standards of good and ethical corporate governance practices. Good corporate governance practices stem from the culture and mindset of the organization. It is also believed that corporate governance is not only about enacting regulations and procedures but also maintaining and establishing an environment of trust and confidence among various stakeholders. Corporate governance is a journey for constantly improving sustainable value creation and is an upward-moving target.

The Company also believes that it not only has legal, contractual and social responsibilities, but also has obligations towards all its stakeholders. ADNTEL strives to provide all its stakeholders with access to clear, adequate and factual information relating to the Company.

To provide factual information to the stakeholders, the Company has been maintaining its official website (www.adntel.com.bd) linked with the website of the Stock Exchanges, in which the information pursuant to the regulatory requirements are uploaded regularly.

Responsibilities of the Board

The Board of Directors serves as stewards of the Company's interests, aiming to optimize long-term value by offering management guidance and strategic direction. Their mandate encompasses several crucial tasks, including overseeing the Company's strategic trajectory, evaluating corporate performance, upholding the highest ethical standards of governance, assessing the effectiveness of risk management and mitigation measures, reviewing internal financial controls, authorizing and monitoring strategic investments, overseeing board and senior management succession planning, and ensuring compliance with regulatory, environmental, and corporate social responsibility obligations.

Furthermore, the board is entrusted with ensuring transparency in all dealings with stakeholders, evaluating the performance of key executives, and aligning the Company's remuneration policy with the long-term interests of both the Company and its stakeholders.

Directors are expected to actively participate in all board and committee meetings, which are scheduled well in advance. The Company provides the necessary assistance to facilitate directors' attendance at meetings, whether in person or through audiovisual means.

Finally, all board members are committed to ensuring that their engagements in other capacities do not compromise their fiduciary responsibilities as directors of the Corporation.

Change in Board Composition

As of the date of this report, the board composition has undergone the following changes:

Mr. Khondkar Atique-e-Rabbani, one of the Independent Directors of the Company, has resigned from the Board upon completing his second term with effect from 6 January 2024. The board acknowledges and expresses its sincere appreciation for his invaluable guidance and significant contributions to the Company throughout her tenure.

1. BOARD INDEPENDENCE AND GOVERNANCE

In keeping with the BSEC condition of Corporate Governance Code, the Board of Directors of ADNTEL are upholding the highest standards of governance. The Board ensures the integrity of financial reporting system, financial and internal control, risk management and compliance with the applicable laws. The Board also oversees the functioning of the Company and of its management and ensures that every decision taken is in the best interest of the stakeholders of the Company. The Board, while performing its fiduciary duties, recognizes its responsibilities towards the shareholders and other stakeholders, upholds the highest standards in all matters and ensures proper delegation of appropriate authority to the senior officials of the Company for effective management of operations.

The Board of Directors of ADNTEL considers that its constitution shall comprise of Directors with a mix of skill, experience and personal attributes, that will allow the Directors individually and the Board collectively to discharge their responsibilities and duties efficiently and effectively to understand the business of the Company as well as assess the performance of the management.

The composition of the Board embraces diversity. The Directors possess a wide range of experience, expertise and specialized skills to assist in decision-making and leading the Company for the benefit of its shareholders. The Company's policy on Board's diversity as required under the Corporate Governance Code of BSEC has been disclosed in this annual report and is also available on our website, at www.adntel.com.bd.

(a) Chairman

The Chairman of the Board is elected by the directors. He is a non-executive Director. The Board considers that the Chairman works independently.

The Chairman serves as the primary link between the Board and the Management and works with the Managing Director and Company Secretary to set the agenda of the Board Meeting. He provides leadership to the Board and ensures that the Board works effectively and discharges its responsibilities efficiently.

Responsibilities of the Chairman

The Chairman of the Board shall be responsible for the management, development and effective performance of the Board of Directors. The Chairman is responsible for leadership of the Board and in particular, he will:

- Ensure effective operations of the Board and its committees in conformance with the highest standards of corporate governance;
- Ensure effective communication with shareholders, regulators, governments entities, Chamber bodies and other relevant stakeholders to ensure that the views of these groups are understood by the Board;
- Set the agenda, style and tone of the Board discussions to promote constructive debate and effective decision-making;
- Ensure that all the Board committees are properly established, composed, and operational;
- Support the Managing Director in strategy formulation and more broadly, provide support and give advice;
- Ensure an effective relationship among the Directors, acting as the principal conduit for communication and issues relating to business strategy, planned acquisitions and corporate governance;

- Establish a harmonious and open relationship with the Managing Director;
- Ensure that Board committees are properly structured and all corporate governance matters are fully addressed; and
- Encourage active engagement by all members of the Board.

(b) Chairman and Managing Director of the Company are different persons

Chairman of the Board and Managing Director of the Company are different persons with different roles and responsibilities, defined by the Board and thereby preventing unregulated powers of decision making single handedly. The Chairman is a non-executive Director while the Managing Director is an executive, ex-officio Director.

Role of the Managing Director

The Managing Director is responsible for running the business of the Company. He is also responsible for formulating as well as implementing Board strategy and policy. The Managing Director is responsible for establishing and executing the Company's operating plan, which is necessary to achieve the Company's objectives. He has overall control of the Company's day-to-day affairs and is accountable to the Board for the financial and operational performance of the Company.

(c) Criteria for Appointment of Independent Directors

As per the Corporate Governance Code-2018 of Bangladesh Securities and Exchange Commission (BSEC), at least two directors or one-fifth of the total number of Directors in the company's Board, whichever is higher, shall be Independent Directors.

Thus, in compliance with the code, during the financial year 2023-2024, two (2) Directors out of the total seven (7) Directors are independent, having no share or interest in ADNTEL. Independence of the respective Independent Directors is confirmed during selection and appointment, and they remain committed to continuing with such independence throughout their tenure.

Role of Independent Directors

Independent Directors play a key role in the decision-making process of the Board as they involve in the overall strategy of the Company and oversee the performance of management. The Independent Directors are committed to acting in what they believe is in the best interest of the Company and its stakeholders.



The Independent Directors bring a wide range of experience, knowledge and judgment through their varied proficiency in business, economics, finance, management, law and public policy. This wide knowledge of both, their field of expertise and boardroom practices, helps foster varied, unbiased, independent and experienced perspectives. The Company benefits immensely from their inputs in achieving its strategic direction.

(d) Induction of Directors of the Board

In relation to the selection and appointment of new Director, the existing Board of Directors possesses the following duties and responsibilities:

- Review the size and composition of the Board and the mix of expertise, skills, experience and perspectives that may be desirable to permit the Board to execute its functions;
- Identify competencies not adequately represented and agree to the process necessary to be assured that a candidate nominated by the shareholders, if any, with those competencies is selected;
- The Directors are appointed/re-appointed by the shareholders in the Annual General Meeting (AGM). Casual vacancies, if any, are filled in by the Board in accordance with the stipulations of the Companies Act, 1994, and the Articles of ADNTEL;
- The Managing Director is appointed by the Board subject to the confirmation by the shareholders in the Annual General Meeting;
- Any change in the members of the Board is intimated to Registrar of Joint Stock Companies and Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC) and the Stock Exchanges.

(e) Composition and Category

The Composition of the Company's Board of Directors complied with condition nos. 1.1 & 1.2 of Bangladesh Securities and Exchange Commission's Corporate Governance Code in the financial year ended on 30 June 2024. The Board has a combination of Executive, Non-Executive and Independent Directors. During the financial year 2023-2024, the Board comprises a total of seven (7) Directors, out of which one (1) is Executive Director (Managing Director), four (4) are Non-executive Directors.

(f) Board's Effectiveness

The Board has a fiduciary role, responsible for setting

the strategic direction and long- term goals of the company. As elected representatives of the shareholders, the Board is expected to use its integrity and capability in vetting corporate strategies, policies, plans and major decisions, and to oversee and monitor the management in the interests of the Stakeholders of ADNTEL. Key to good governance in ADNTEL is an informed and well-functioning Board of Directors.

Broadly, the responsibilities of the Board include the followings:

- Reviewing and approving overall business strategy, as well as organization structure, developed and recommended by management;
- Ensuring that decisions and investments are consistent with long-term strategic goals;
- Ensuring that ADNTEL is operated to preserve its financial integrity and in accordance with policies approved by the Board;
- Overseeing, through the Audit Committee, the quality and integrity of the accounting and financial reporting systems, disclosure, controls & procedures and internal controls;
- Providing oversight in ensuring that ADNTEL's risk appetite and activities are consistent with the strategic intent, operating environment, effective internal controls, capital sufficiency and regulatory standards;
- Overseeing, the establishment and operation of an independent risk management system for managing risks on an enterprise-wide basis, the adequacy of the risk management function (including ensuring that it is sufficiently resourced to monitor risk by the various risk categories and that it has appropriate independent reporting lines) and the quality of the risk management processes and systems;
- Reviewing transactions for the acquisition or disposal of material assets.
- Ensuring that the necessary human resources are in place to meet its objectives, as well as appointing and removing executive officers, as deemed necessary;
- Reviewing management performance and ensuring that management formulates policies and processes to promote fair practices and high standards of business conduct by staff members;

- Establishing corporate values and standards, emphasizing integrity, honesty and proper conduct at all times with respect to internal dealings and external transactions, including situations where there are potential conflicts of interest;
- Providing a balanced and understandable assessment of ADNTEL's performance, position and prospects, and this extends to interim and other price-sensitive public reports, and reports to regulators;
- Ensuring that obligations to shareholders and others are understood and met.

(g) Continuing Development Program of Directors & Appraisal of the Board's Performance

Each and every Director is expected to make important contributions based on industry knowledge and understanding of the Business model of the company.

The Chairman ensures that all Directors receive a comprehensive and tailored induction on joining the Board, facilitated by the senior management and comprising of;

• A formal corporate induction, including an introduction to the Board, and a detailed overview of ADNTEL, its strategy, operational structures and business activities;

• Directors to attend various workshops when necessary.

Evaluations of Board Performance

Appraising the Board's performance can clarify the individual and collective roles and responsibilities of its directors, and better knowledge of what is expected from them can help the Board become more effective. The Board appraisals may also improve the working relationship between the company's Board and its management.

Any discussion of performance appraisals necessarily covers two broad areas - the what and the how. In the case of a Board, what should be appraised is its ability first to define its responsibilities and establish annual objectives in the context of those general responsibilities, and then its record in achieving those objectives.

An appraisal shall also look at the resources and capabilities the board needs and are available to perform its job. The how of the Board appraisal is, of course, the process the Board uses to evaluate its own performance. The following criteria are considered for the evaluation:



The Company's Guideline on Board Evaluation as required under the Corporate Governance Code of BSEC has been disclosed in this annual report and is also available on our website, at www.adntel.com.bd.

(h) Directors Report on Preparation and Presentation of Financial Statements and Corporate Governance

The Board of Directors assumes the responsibility for the preparation of the financial statements (as well as the quarterly financial statements), maintaining adequate records for safeguarding the assets of the Company, preventing and detecting fraud and/or other irregularities, selecting suitable accounting policies and applying those policies consistently and making reasonable and prudent judgments and estimates where necessary.

The Board of Directors are also responsible for the implementation of the best and the most suitable corporate governance practices.

(i) Evaluation of Managing Director by the Board

The Board of Directors evaluates the Managing Director's performance based on the goals set for him, considering the company's vision and mission. The annual financial budget and other job objectives are discussed, reviewed and finalized by the Board. The Board considers financial and non-financial goals during the appraisal of MD's performance.

(j) Board of Directors' election and appointment process

The Board, as a whole, decides on the appointment of any Board member and composition of the Board and its committees.

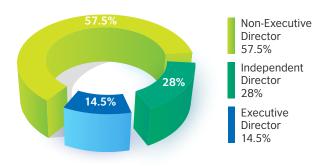
The Composition of the Company's Board of Directors complied with condition nos. 1.1 & 1.2 of Bangladesh Securities and Exchange Commission's

Corporate Governance Code in the financial year ended on 30 June 2024. The Board has a combination of Executive, Non-Executive and Independent Directors. During the financial year 2023-2024, the Board comprises a total of seven (7) Directors, out of which one (1) is Executive Director (Managing Director), four (4) are Non–executive Directors and two (2) are Independent Directors.

As per ADNTEL's Articles of Association, one-third of the Directors are required to retire from the Board every year, comprising those who have been in office the longest since their last election. A retiring Director shall be eligible for re-election.



Board composition Chart



2. BOARD SYSTEMS AND PROCEDURES

(a) Board Meetings

The Board meets at least four (4) times a year, once in every 3 (three) months, inter-alia, to discuss and review the financial results, business policies, strategies etc. The maximum interval between two Board meetings is not more than 3 months. Additional Board Meetings are held by the Company as and when required. However, in case of business exigency or an urgent matter, approval of the Board is sought through resolution by circulation, which is noted in the subsequent Board Meeting.

The Company circulates the Board/Committee Meeting agenda and related notes/documents well in advance, which provides for quick and easy accessibility. As a practice, the Company Secretary reports to the Board of Directors as and when required.

Meetings of the board are conducted and minutes of the meetings are recorded in line with the relevant provisions of the Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ISCB) and also are consistent with the conditions of the BSEC Code.

All significant decisions taken by the Board/Committee Members is communicated to the functional heads of the concerned departments. The Board/Committee Members are apprised of the action taken or proposed to be taken by the Company on the observations/directions given in the previous meeting.

(b) Written Code of Conduct for the Chairperson, other Board members and CEO

The Board in its 111th Meeting held on March 20, 2019, laid down and adopted a Code of Conduct for the Chairperson, other Board Members and Managing Director/CEO of the Company in accordance with the Condition No. 1 (7) of the Corporate Governance Code 2018. 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 complete Code of Conducts, as required under the Corporate Governance Code of BSEC, has been disclosed in this annual report and is also available on our website, at www.adntel.com.bd.

Ethics and Compliance

The Board is also committed to establishing the highest levels of ethics and compliance in the company.

As a result, ADNTEL remains committed to upholding the highest standards of ethics and compliance by its employees. This commitment is reflected in its Employee Code of Conduct which covers, among other issues, the following areas:

- (i) Their relationship with and responsibilities to ADNTEL;
- (ii) Their relationship with and responsibilities to customers;
- (iii) Compliance with laws and regulations;
- (iv) Acting in a professional and ethical manner;
- (v) Protection of company assets;
- (vi) Disclosure of conflicts of interest;
- (vii) Prohibition of any conduct involving dishonesty, fraud, deceit or misrepresentation including insider trading.

(c) Attendance in the Board of Directors and Committee Meetings

During the financial year under-reporting, a total four (4) Board Meetings, four (4) Audit Committee Meetings and three (3) Nomination & Remuneration Committee Meetings were held and the attendance of the Directors are noted below:

Names of Directors	Attendance		ard	Audit C	Audit Committee		Nomination and Remuneration Committee	
	at 20 th AGM	Total Meetings	Meetings Attended	Total Meetings	Meetings Attended	Total Meetings	Meetings Attended	
Asif Mahmood Chairman		4	4	N/A	N/A	N/A	N/A	
Md. Moinul Islam Director	\checkmark	4	4	4	4	3	3	
Md. Mahfuz Ali Sohel Director		4	4	N/A	N/A	3	3	
Waqar Ahmad Choudhury Director	\checkmark	4	4	4	4	N/A	N/A	
Md. Maruf Independent Director		4	4	4	2	3	3	
Major General Golam Mohammad, SUP, nwc, psc (Retd) Independent Director (Appointed on 27 June 2024 & Resigned on 10 Nov 2024)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
Khondkar Atique-e- Rabbani, FCA Independent Director (2 nd term expired on 6 January 2024)		4	2	4	2	N/A	N/A	
Henry Hilton Managing Director		4	4	N/A	N/A	N/A	N/A	

(d) Whistle Blowing

Our whistle blowing practices serve as a channel for early detection of corporate fraud or risk by ensuring that employees reporting legitimate concerns on potential wrongdoings occurring within the organization are guaranteed complete confidentiality. Such complaints are investigated and addressed through a formalized procedure.

(e) Independence of the Chairman of all Board Committee

The Chairmen of the Committees are selected by the Board. The Board establishes that the Chairmen of

both the committees are independent.

(f) Board contains members with Expert Knowledge, Responsible for Informing Board on Corporate Regulatory Rules, Responsibilities and Implications

The Board of ADNTEL consists of members who possess a variety of knowledge and experience in finance, economics, management, business administration, accounting, marketing and law. This ensures that together they formulate the right policy for the development of the business while having the specialized skills and ability to foresee developments specialized skills and ability to foresee developments across a larger perspective and enough independence to audit the management in a balanced manner.

Respective qualifications of the Directors are appended in Directors' profile on page nos. 30-33 of this annual report.

(g) Information Applied to the Board

ADNTEL has incorporated its Governance Framework pursuant to the guidelines prescribed in the Code of Best Practices on Corporate Governance issued by the Bangladesh Securities and Exchange Commission (BSEC).

Related major Acts, Regulations and Guidelines are:

SI.	Particulars
1	The Companies Act, 1994;
2	Securities and Exchange Ordinance-1969 and Securities and Exchange Rules- 2020;
3	Corporate Governance Code- 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC);
4	Policies, Procedures, Directives of BSEC;
5	Listing Regulations 2015 of Stock Exchanges.

Related internal guidelines:

SI.	Particulars
1	Articles of Association;
2	Code of Conduct for the employees & the Board;
3	Board and Board Sub Committee Charters;
4	Different Manual like; (i) HR Manual, (ii) Procurement Policy, (iii) SOP for Agreement Execution and (iv) Delegation of Financial Authority etc.

(h) Disclosure of Board Committees

The Board of Directors has constituted two committees, namely Audit Committee and Nomination and Remuneration Committee, which enable the Board to deal with specific areas/activities that need a closer review and have an appropriate structure to assist in the discharge of their duties and responsibilities.

The Committees of the Board meet at regular intervals and members of the committees have the requisite knowledge and expertise to handle and resolve matters expediently. The Company Secretary acts as a secretary to all the Committees of the Board. Detailed composition, meetings and other information of all the Committees of the Board are mentioned herein below:

Audit Committee

The primary role of the Audit Committee is to assist the board in ensuring that the financial statements of the company reflect true and fair view of the state of affairs of the company as well as in overseeing the financial reporting process and disclosure of financial information. The audit committee review the financial statements before submission to the Board, review the adequacy of internal control systems and examine the findings of internal investigations. The audit committee also recommend appointment/ removal of statutory auditors and fixing their remuneration.

The Audit Committee of the Board was constituted in compliance with condition 4 and 5 (2) of the Bangladesh Securities and Exchange Commission's (BSEC) Corporate Governance Code-2018. All the Members of the Audit Committee have the required qualifications and expertise to be a member of the Committee and possess the relevant knowledge of accounting and financial management.

A separate report on the activities of the Audit Committee has been presented on page no. 96 of this annual report.

Nomination and Remuneration Committee

The Board established the Nomination and Remuneration Committee in keeping with Condition 4 and 6(2) and determined its terms of reference in compliance with Condition No. 4 and 6 (5)(b) of the Corporate Governance Code. The NRC assists the board in formulation of the nomination criteria or policy for fixing the qualifications, positive attributes, experiences and independence of directors and top -level executives of the company. The primary duties of the Nomination and Remuneration Committee include, among others, (a) reviewing the structure, size and composition of Board; (b) identifying individuals suitably qualified to become members of Board; and (c) making recommendations for appointment of top-level executive.

A separate report on the activities of the Nomination and Remuneration Committee has been presented on page no. 97 of this annual report.

(i) Role of Chief Financial Officer, Head of Internal Audit & Compliance and Company Secretary

Chief Financial Officer

The Chief Financial Officer is responsible for the finance, accounts and treasury functions of the Company. Besides, he attends all Board and committee meetings and presents financial statements and business results. He is to certify to the Board regarding financial statements and financial transactions of the Company according to the Corporate Governance Code as issued by Bangladesh Securities and Exchange Commission (BSEC).

Head of Internal Audit & Compliance

The Head of Internal Audit and Compliance is responsible for reporting to the Board/Audit Committee regarding any deviation from accounting and internal control, compliance and risk management systems of the Company.

Company Secretary

The Company Secretary is responsible for ensuring proper information flow among the Board, its committees, senior management and the Directors. He ensures that Board procedures are complied with.

3. BOARD SYSTEMS AND AUDIT COMMITTEE

(a) Financial Expert in the Audit Committee

The Audit Committee of the Board was constituted in the year 2017. All the Members of the Audit Committee have the required qualifications and expertise for appointment in the Committee and possess the requisite knowledge of business, accounting and financial management.

(b) Reporting of Internal Auditor to the Audit Committee

The Head of Internal Audit and Compliance (HIAC) supervises and coordinates the internal control system and procedures.

The Company's internal control system is commensurate with its size and business nature. The system minimizes operational risks through effective control, systemic review and ongoing audit. The internal auditors undertook an audit of all functional areas and operations, their findings were referred to the Audit Committee of the Board.

The Company internalized its legal and technical appraisal functions to ensure optimum control. The Company's multi-level authorization structure ensures that higher exposure levels were duly authorized by personnel and committees with requisite experience and authority. Training programs and guidelines helped to implement linkage between goals and operations.

The Board has ultimate responsibility for establishing an effective system of internal control. The internal control system encompasses all business risks, including financial, operational and strategic risks. To mitigate all the risks as well as to establish a controlled environment, the Board holds its meeting with the requisite agenda dealing with all major aspects of the business. There is internal control and compliance department directly reporting to the Board Audit Committee which looks after compliance with the organizational policies by different departments.

ADNTEL made relevant mandatory disclosure in its financial statements under the regulatory framework, including compliance with the provisions of International Financial Reporting Standards (IFRSs), as adopted in Bangladesh, the Companies Act, 1994 and Securities and Exchange Rules, 2020. Besides that, it submits all the reports/statements regularly, which are required to be submitted to the regulators as well as to the other stakeholders of the Company.

(c) Proportion of Independent Directors in the Audit Committee

The Audit Committee of ADNTEL has been formed pursuant to the Bangladesh Securities and Exchange Commission's Corporate Governance code- 2018 dated June 3, 2018.

Name	Status in the Committee
Md. Maruf Independent Director	Chairman
Md. Moinul Islam Director	Member
Waqar Ahmed Choudhury Director	Member

Mr. Md. Monir Hossain, FCS, Company Secretary is also the Secretary of the Audit Committee. The Head of Internal Audit and Compliance concurrently reports to the Managing Director as well as to the Audit Committee.

(d) Report by the Audit Committee to the Board about the matters related to Conflict of Interest

The Audit Committee reports directly to the Board of Directors and under certain circumstances, can also report to the BSEC.

The Audit Committee shall immediately report to the Board of Directors in the following cases:

- On conflict of interest;
- Suspected or presumed fraud or irregularity or material defect in the internal control system;
- Suspected infringement of laws, including securities-related laws, rules and regulations;
- Any other matter which should be disclosed to the Board of Directors immediately.

No such issues arose at ADNTEL during the year ended on 30 June 2024.

(e) Presence of the Chairman of the Audit Committee at the AGM

The Chairman of the Audit Committee is an Independent Director and was present at the last (20th) Annual General Meeting of the Company.

4. TRANSPARENCY & DISCLOSURE COMPLIANCES

(a) Particulars of purchase/sales of goods/ materials/or services by the Company for/to Directors and/or their relatives etc.

No such issues arose at ADNTEL during the year ended 30 June 2024.

(b) Disclosure in the Annual Report about Related Party Transaction

Transactions with related parties have been made on arm's length basis and are in the ordinary course of business. Detailed transactions with related parties have been described in notes 45 of the Financial Statements on the page no. 141 of this annual report.

(c) Disclosure regarding Compliance of IFRSs

The Members of the Board, in accordance with the Bangladesh Securities and Exchange Commission's Corporate Governance Code 2018, confirmed compliance with the financial reporting framework by the International Accounting Standards (IAS)/International Financial Reporting Standards (IFRSs), as applicable in Bangladesh for preparation of the financial statements and any departure there from has been adequately disclosed.

(d) Disclosure regarding Compliance of ICSB Secretarial Standards

The Company has complied with the applicable Bangladesh Secretarial Standards adopted by the 'Institute of Chartered Secretaries of Bangladesh (ICSB)'.

(e) Adverse Remarks in the Auditors' Report

The audit report for the year ended on 30 June 2024 provided no adverse observation on the activities by the Statutory Auditors' of the Company.

(f) Certification of Annual Financial Statements by the MD & CFO

The Managing Director and Chief Financial Officer provide a certification on annual basis to the Board of Directors under Condition No.3 (3) (c) of the Corporate Governance Code- 2018 of BSEC.

(g) Presentation of Financial Statements on the Website

The Company's financial results and official news releases have been displayed on the company's website and also on the websites of the Dhaka Stock Exchange and Chittagong Stock Exchange.

(h) Information relating to BSEC's Corporate Governance Code Compliance Certificate

M/S. Ahsan Manzur & Co., Chartered Accountants, have certified that the Company has complied with the conditions of Corporate Governance as stipulated under BSEC's Corporate Governance Code-2018. The said certificate forms part of this Annual Report as an annexure to the Report of the Board of Directors.

(i) Disclosure made to the prospective investors

ADNTEL made relevant mandatory disclosure in its financial statements and all price sensitive information under the regulatory framework, including compliance with the provisions of International Financial Reporting Standards (IFRS) as adopted in Bangladesh. In addition, it submits all the reports/statements regularly, which are required to be submitted to the regulators as well as the other stakeholders of the Company and also displayed on the company's website and on the websites of the Dhaka Stock Exchange and Chittagong Stock Exchange for the investors.

(j) Disclosure of Remuneration of the Directors of Board

The members of the Board of Directors of the Company did not receive any fees for attending the meeting of the Board and its committees. The Board Members also did not receive any remuneration. Only Managing Director of the Company is getting salary since he is an Ex-officio member of the Board.

However, the details of attendance of Directors in the meeting of the Board and its committees have been presented in Annexure-I on the page no. 45 of this annual report. The amount of remuneration paid to the Managing Directors is also disclosed as Managerial Salary in note no. 29 of the audited financial statements for the year ended on 30 June 2024 on page no. 135 of this annual report.

The Company's Policy on Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company, as required under Corporate Governance Code of BSEC, has been disclosed in this annual report and is also available on our website, at www.adntel.com.bd.

5. TRANSPARENCY AND INTERNAL AUDIT FUNCTIONS

(a) Establishment of Internal Audit Department in the Company

The Company's internal control system was commensurate with its size and business nature. The system is minimizing operational risks through effective control, systemic review and on-going audit. There is an internal control and compliance department directly reporting to the Board Audit Committee, which looks after compliance with the organizational policies by different departments.

The internal auditors undertook audit of all functional areas and operations, their findings referred to the Audit Committee of the Board.

(b) Written Role and Responsibility of the Head of Internal Audit and Compliance (HIAC)

The Head of Internal Audit and Compliance (HIAC) is the key person who is responsible for ensuring the appropriate level of assurance in relation to the operation of internal controls, risk management and governance. Hence, appropriate governance arrangements would include the HIAC having direct, unrestricted access to the accountable officer; a service level agreement (or similar) in place; and a strong audit committee in operation. The duties and responsibilities will also include overseeing the following functions:

- (1) Financial reporting including disclosures
- (2) Internal control
- (3) Internal audit
- (4) Compliance with relevant ethical requirements, in particular independence and objectivity
- (5) The statutory audit or external audit
- (6) Remedial actions

(c) Directors' Responsibility to Establish Appropriate System on Internal Controls

The Company has taken proper steps and sufficient care in building a system of internal control, which is reviewed, evaluated and updated regularly. The internal audit department of the Company conducts periodic audit to provide reasonable assurance that the established policies and procedures of the Company were consistently followed.

(d) Review of the Adequacy of Internal Control System

ADNTEL has adequate system of internal controls for business processes and financial transactions, with regard to operations, financial reporting, fraud detection, compliance with applicable laws and regulations, etc. These internal controls and systems are devised as a part of the principles of good governance and are accordingly implemented within the framework of proper check and balances.

The Company ensures that a reasonably effective internal control framework operates throughout the organization, which provides assurance with regard to safeguarding the assets, reliability of financial and operational information, compliance with applicable statutes, execution of the transactions as per the authorization and compliance with the internal policies of the Company.

The internal audit adopts a risk-based audit approach and conducts regular audits in the Company and evaluates on a continuous basis, the adequacy and effectiveness of the internal control mechanism, adherence to the policies and procedures of the Company as well as the regulatory and legal requirements. The internal audit department places its findings before the Audit Committee of the Board of Directors at regular intervals. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening the control systems according to the changing business needs from time to time.

(e) Report of the Internal Audit to the Audit Committee

The internal auditors undertook audit of all functional areas and operations, their findings/report referred to the Audit Committee of the Board for appropriate actions/review.

6. SHAREHOLDERS INFORMATION

Pattern of shareholdings as on 30 June 2024 are given below:

On the basis of Shareholders types:

Group Name	No. of Share holders	No. of Shares	Percent (%)
Sponsors/Directors	6	27,682,334	42.81
General Public	4,078	23,698,870	36.66
Financial Institutions & other Companies	225	11,984,630	18.54
Foreign Investor	1	1,285,832	1.99
Total	4,312	64,651,666	100.00

(a) Number of Shareholding (Parent/Subsidiary/ Associated Companies and Other Related Parties) Shareholding position of Parent/Subsidiary/ Associated Companies and other Related Parties of the Company has been presented in Annexure-II of the Directors' Report.

(b) Shares held by Directors/Executives and Relatives of Directors/Executives

Shares held by the Directors/Executives and relatives of Directors/Executives of the Company has been shown in Annexure-II of the Directors' Report.

(c) Shares held by Ten Percent (10%) or more Voting Interests in the Company

The shareholding position of ten percent (10%) or more voting interests in the Company has been shown in Annexure-II of the Directors' Report.

(d) Redressal of Shareholders Complaints

Company Secretariat Department of ADNTEL is engaged to redress the complaints of the Shareholders related to their shares, non-receipt of annual reports, dividends and other share related matters.

The department also prepare the monthly status of the number of shareholding by various categories like Sponsors/Director, Government, Institute, Foreign and General Public etc.

(e) Growth/Net Worth of the Company during the last 5 years

Key operating and financial data of preceding 5 (five) years have been shown under the heading of Financial Highlights on page no. 20 of this annual report.

(f) Cash/Stock Dividend Paid in the last 5 years

The Company started its journey in the year 2003 and prior to listing in the stock exchanges in 2019, ADNTEL paid dividend to its shareholders in some financial years i.e. 2010-2011(55% B), 2014-2015 (100% B), 2015-2016 (5% C), 2017-2018 (6% C) and thereafter, post- listing, in 2019-2020 (15% C), 2020-2021 (10% C), 2021-2022 (10% C) and 2022-2023 (15% C). ADNTEL follows a policy of paying rational rate of dividend to its shareholders



taking into account its financial results and other important factors.

(g) EPS of the Company for the last 5 years

The Earnings per Share (EPS) for the year 2024 stood at Tk. 2.23 compared to Tk. 4.00 in the previous year.

The preceding 5 (five) years EPS has been shown under the heading of Financial Highlights on page no. 20 of this annual report.

(h) Periodic Reminders to Shareholding who have not encashed their dividend

In case of unpaid/unclaimed dividend, we serve our shareholders from our share department throughout the year on working days. We also try to communicate them at addresses available to send the dividend properly.

(i) Means of Communication with the Shareholders

As the owners of ADNTEL, our shareholders are our main stakeholders. In order to accommodate shareholders' information, we regularly communicate with them across various channels–Stock Exchanges, face to face meetings, website, print media etc.

7. STAKEHOLDERS' VALUE ENHANCEMENT

Judicious assessment of the investment consideration of our shareholders is the key to understanding their expectations from the Company and as such, helps pave the pathway towards delivering value and fulfilling those expectations. While shareholders, customers, suppliers, employees and the government are the prime stakeholders; the regulators, local community, and the environmentally interested groups complete the stakeholder circle of ADNTEL.

(a) Encourage Employee Engagement

Employees are considered ADNTEL's most valuable asset and key to Company's continued success. Employees are deemed key stakeholders as they drive ADNTEL's business forward. They wish to grow with the Company and develop their careers which they aspire hand-in-hand, whilst the Company progresses.

The employees are the main participants in the management decision and they are guided by the principle of individual opportunity, responsibility and reward based on merit.

(b) Payment to Vendors on time

ADNTEL strives to pay its vendors on time and the procurement policy is to maintain a good business relationship with all its service providers and material suppliers.

(c) Payment of Taxes to the Govt./Authorities on time

ADNTEL contributes to the national exchequer in the form of Corporate Tax, VAT, License Fees & Equipment charges etc. regularly and in a timely manner. ADNTEL always upholds its responsibilities to the development of society and the country as a whole. Company's contribution to the national exchequer has been given on page no 39 of this annual report.

(d) Supply Chain Management

ADNTEL rigorously follows up its internal procurement policy and upgrades the policy regularly to ensure strong control and fair treatment of suppliers.

8. RESPONSIBILITY TOWARDS SOCIETY

As a responsible business entity with global affiliations, ADNTEL tends to meet the social causes, hence performs different types of social responsibilities with a view to engage the organization in to direct and indirect social welfare.

While exploring any business scopes, ADNTEL also tries to ensure that the clients and suppliers do not encourage child labor or any other exploitation.

ADNTEL also tries to ensure zero tolerance in corruption, use green energy and low carbon emission etc, while being committed to achieving the UN's Sustainable Development Goals (SDGs).

9. CORPORATE OBJECTIVES

(a) Vision and Mission Statement of the Company in the Annual Report

The Vision and Mission statement of the Company have been given in page no. 14 of this annual report.

(b) Overall Strength

The overall strength and opportunity of the Company have been given in page no. 15 of this annual report.

(c) Core Values & Code of Conduct

The core values of the company have been given in page no. 14 of this annual report.

In line with that, there are two sets of code of conducts - one for the Chairperson, Board Members and CEO in accordance with BSEC Corporate Governance Code 2018 and another for ADNTEL employees.

(d) Directors' Profiles and their Representation on the Board of other Companies & Organization

The brief resume of the Directors as well as their representation on Board of other Companies and organizations have been included on page nos. 30 to 33 of this Annual Report.

10. TIMELINESS IN ISSUING FINANCIAL STATEMENTS AND HOLDING AGMS

The Company holds General Meeting its of members once a year and the meeting is being held within 6 (six) months of completion of the respective financial year, as per the guidelines of BSEC as well as the permitted time limit of the Companies Act, 1994. The Company ensures effective interaction with the members at the Annual General Meeting. The Directors pay special attention in answering the various queries raised by the members at the Annual General Meeting.

As required under "Bangladesh Secretarial Standard 2" issued by ICSB, particulars of the last three Annual General Meetings are disclosed hereunder:

20th Annual General Meeting:

Date & Time: December 4, 2023 at 11:00 AM Venue: The AGM was held virtually by using digital platform

Participants: 202 Shareholders, which represent 45,685,548 shares, being 70.66% of paid-up shares of the Company.

Resolutions passed by the shareholders are the following:

- (A) Ordinary Business:
- (i) Consideration and adoption of the financial statements of the company for the year ended June 30, 2023, together with Auditors' Report and the Directors' Report thereon;
- (ii) Approval of 15% cash Dividend;
- (iii) Election of Directors in place of those who shall retire by rotation in accordance with the provisions of Articles of Association of the Company;
- (iv) Approval of the re-appointment of the Independent Director of the Company;
- (v) Appointment of Rahman Mostafa Alam & Co., Chartered Accountants, as statutory auditors for the year 2023-24 and fix their remuneration;
- (vi) Re-appointment of M/S. Ahsan Manzur & Co. Chartered Accountants as professional to provide the certificate on compliance on the BSEC's Corporate Governance Code 2018 for the year 2023-24 and fix their remuneration.
- (B) Special Business:
- (i) Approval of the purchase of land from the associate company/related party of the Company namely, Tech Valley Networks Limited.

20th AGM E-VOTING SCHEDULE		
Record Date	Thursday, October 26, 2023	
Voting Start Date	Sunday, December 3, 2023 (11:00 am)	
Voting End Date	Monday, December 4, 2023 (11:30 am)	
Voting Result	All the agenda are approved by around 99.99% votes.	

19th Annual General Meeting:

Date & Time: December 7, 2022 at 11:00 AM

Venue: The AGM was held virtually by using digital platform

Participants: 241 Shareholders, which represent 54,553,211 shares, being 84.38% of paid-up shares of the Company.

Resolutions passed by the shareholders are the following:

(A) Ordinary Business:

- (i) Consideration and adoption of the financial statements of the company for the year ended June 30, 2022, together with Auditors' Report and the Directors' Report thereon;
- (ii) Approval of 10% cash Dividend;
- (iii) Election of Directors in place of those who shall retire by rotation in accordance with the provisions of Articles of Association of the Company;
- (iv) Approval of the re-appointment of the Managing Director of the Company;
- (v) Appointment of Rahman Mostafa Alam & Co., Chartered Accountants, as statutory auditors for the year 2022-23 and fix their remuneration;
- (vi) Re-appointment of M/S. Ahsan Manzur & Co. Chartered Accountants as professional to provide the certificate on compliance on the BSEC's Corporate Governance Code 2018 for the year 2022-23 and fix their remuneration.
- (B) Special Business:
- (i) Consider and approve the revision and time extension for the unitarization of the IPO proceeds.

19th AGM E-VOTING SCHEDULE		
Record Date	Thursday, October 13, 2022	
Voting Start Date	Tuesday, December 6, 2022 (11:00 am)	
Voting End Date	Wednesday, December 7, 2022 (11:30 am)	
Voting Result	All the agenda are approved by around 99.99% votes.	

18th Annual General Meeting:

Date & Time: December 14, 2021 at 11:00 AM Venue: The AGM was held virtually by using digital platform

Participants: 184 Shareholders, which represent 45,771,226 shares, being 70.80% of paid-up shares of the Company.

Resolutions passed by the shareholders are the following:



- (i) Consideration and adoption of the financial statements of the company for the year ended June 30, 2021, together with Auditors' Report and the Directors' Report thereon;
- (ii) Approval of 10% cash Dividend;
- (iii) Election of Directors in place of those who shall retire by rotation in accordance with the provisions of Articles of Association of the Company;
- (iv) Approval of the re-appointment of the Independent Director of the Company;
- (v) Appointment of Rahman Mostafa Alam & Co., Chartered Accountants, as statutory auditors for the year 2021-22 and fix their remuneration;
- (vi) Re-appointment of M/S. Ahsan Manzur & Co. Chartered Accountants as professional to provide the certificate on compliance on the BSEC's Corporate Governance Code 2018 for the year 2021-22 and fix their remuneration.

18th AGM E-VOTING SCHEDULE			
Record Date	Thursday, November 17, 2021		
Voting Start Date	Monday, December 13, 2021 (11:00 am)		
Voting End Date Tuesday,			
December 14, 2021 (11:30 an			
Voting Result	All the agenda are approved by around 99.99% votes.		

11. DELEGATION OF AUTHORITY

There is a clearly spelt out delegation of authority with specific task authority relationship. The board has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.

12. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Company has complied with all mandatory requirements of Corporate Governance Guidelines as enumerated in the Corporate Governance Code 2018 issued by Bangladesh Securities and Exchange Commission. M/S. Ahsan Manzur & Co., Chartered Accountants, have certified that the Company complied with the conditions of Corporate Governance as stipulated under the Corporate Governance Guidelines, which has been annexed on page no. 48 of this annual report.

13. RISK MANAGEMENT

The Company always concentrates on delivering high value to its stakeholders through appropriate tradeoffs between risk and return. A well-structured and proactive risk management system is in place within the Company to address the risks relating to credit, market, liquidity and operations. Details of the Risk Management have been described at notes 41-44 of the Audited Financial Statements on page no.139-140 of this annual report.

14. GOING CONCERN

The board is satisfied that the Company has adequate resources to continue its business sustainably for the

foreseeable future and consequently considers it appropriate to adopt the going concern basis in preparing the financial statements.

15. DIVIDEND DISTRIBUTION POLICY

Pursuant to the Directive on dividend distribution and management of unpaid/unclaimed dividends by Bangladesh Securities and Exchange Commission (BSEC) No. BSEC/CMRRCD/2021-386/03/ dated January 14, 2021, the Board of Directors has approved the dividend distribution policy of the Company. Moreover, ADNTEL also ensures timely adoption of any directives and circulars prescribed by the Bangladesh Securities and Exchange Commission related to dividend distribution and management from time to time.

The objective of the above-mentioned policy is to lay down the criteria to be considered by the Board of Directors of the Company before recommending dividends to its shareholders for a financial year. The detailed dividend distribution policy of the Company has been disclosed in this annual report and is also available on our website, at www.adntel.com.bd.

16. SUMMARY OF UNPAID OR UNCLAIMED DIVIDEND

ADNTEL always strives to complete the dividend distribution process within the time schedule. At first, we distribute all the dividends through BEFTN within 3 to 4 working days, then we receive the returned BEFTN report from the respective banks. Then we sort out the data and issue dividend warrants and request the shareholders through DSE & CSE and newspapers to collect the physical dividend warrants within a specified time.

Thereafter, for those who fail to collect their dividend physically, we send the warrants to their respective addresses through courier. But finally, some of the warrants return as the shareholders do not correctly mention their addresses in the BO set up. As a result, a portion of dividends remains undistributed.

Summary of the unpaid or unclaimed cash dividends including bank interest and others are mentioned below:

Aging analysis of unpaid/unclaimed cash dividend (As of June 2024)

	Amount in BDT
Up to 1 year	281,231
Over 1 year but less than 2 years	175,168
Over 2 years but less than 3 years	233,149
Total	689,549

ADNTEL has no undistributed stock dividend so far to be distributed among the shareholders.



Asif Mahmood Chairman ADN Telecom Limited

Md. Monir¹Hossain, FCS Company Secretary ADN Telecom Limited

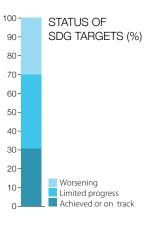
SUSTAINABLE DEVELOPMENT GERALS



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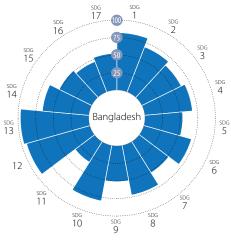
▼ OVERALL PERFORMANCE





East and South Asia

▼ AVERAGE PERFORMANCE BY SDG



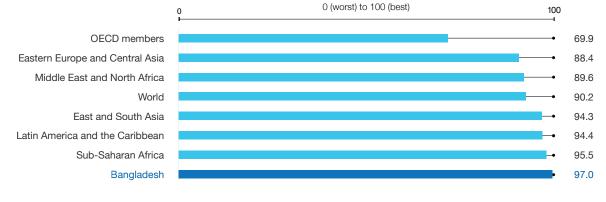
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SDG DASHBOARDS AND TRENDS

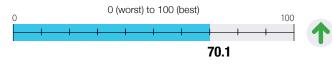


Note: The full title of each SDG is available here: https://udgs.an.org

INTERNATIONAL SPILLOVER INDEX



STATISTICAL PERFORMANCE INDEX



Source: Sustainable Development Report 2024

Our Sustainability Framework

ADN Telecom's sustainability framework highlights six key focus areas for creating shared value for the company and its stakeholders.

1. A Transparent, Ethical, and Accountable Company • Corporate governance and business ethics

2. Sustainable Economic Growth

- Economic Performance
- · Sustainable supply chain

3. Customer Relations

- Privacy and personal data protection
- Customer relationships
- Responsible use of products and services

- 4. Innovation and Digital Reach
 - Network quality, reliability, and availability

MISSING DATA IN SDG INDEX

2%

Innovation and transformation

5. Our People

- Training and development of human capital
- Diversity and equal opportunity
- · Health and safety
- 6. Community Development
 - Corporate Social Responsibility



Our Contribution to the SDGs.

The Sustainable Development Goals (SDGs), adopted by all UN member states in 2015, serve as a universal call to action to end poverty, protect the planet, and ensure peace and prosperity for all by 2030. These 17 interlinked goals highlight that progress in one area influences outcomes in others.

We recognize our responsibility in contributing to a more sustainable future and understand the interconnected nature of the SDGs, where a single action can lead to multiple positive outcomes. As part of our commitment, we align our business practices with these goals and strive to operate in ways that support and advance them. Our sustainability framework is directly linked to our contributions to the UN SDGs.



A Transparent, Ethical, and Accountable Company.

As one of the country's leading publicly traded companies, ADN Telecom is dedicated to transparency, openness, and accountability. We have established a strong governance framework that upholds the highest standards of corporate governance, aligned with our core values. Our goal is to safeguard the rights of our shareholders and stakeholders.



Sustainable Economic Growth

We strive to sustain financial growth and attract investment by diversifying our revenue streams while maintaining low costs and high operational efficiency. Our supply chain is sustainable, and we conduct our procurement processes responsibly, with a strong emphasis on supporting and strengthening the local economy.



Responsible Customer Relations

Our customers are at the heart of everything we do. We deeply value their loyalty and are committed to their satisfaction. We work diligently to meet their needs for seamless communication while encouraging the responsible use of technology. To protect their personal data, we have implemented robust safeguards and controls.



Innovation and Digital Reach

We empower digital lives by offering fast, secure, and reliable connectivity. We believe that innovation and technology can create new opportunities to meet the evolving needs of society. Our commitment remains steadfast in advancing technology, building robust networks, and delivering high-quality services to our customers.



Our People

ADN Telecom provides a unique and outstanding employee experience, prioritizing the continuous growth of our human capital. We are committed to developing our people by equipping them with cutting-edge training resources and tools

to prepare them as leaders in the digital age. Our goal is to attract and retain top talent while increasing the national workforce. We ensure a safe and inclusive work environment for all employees and actively combat all forms of discrimination across the organization.



Community Development

We recognize our significant role in the community and are committed to serving it through socially responsible initiatives designed to create a positive impact. We continually build and strengthen partnerships with other organizations to enhance our contribution to the community.





Policy On Nomination

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, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of ADN Telecom Limited 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 ADN Telecom Limited.

"Employee" means employee of the Company.

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

(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 do 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:

a) Assessing the appointee against a range of criteria which includes but not 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;

b) 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;

c) 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;

d) 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; e) 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 time.

b) Independent Director:

i) An Independent Director shall hold office for a period of 3 (three) years, which may be extended for 1 (one) tenure only.

ii) A former independent director may be considered for re-appointment 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 thereunder, 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 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.

Policy on Remuneration

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, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of ADN Telecom Limited adopted this Policy on Remuneration 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 ADN Telecom 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 Head of Internal Audit & Compliance, Company Secretary, and Chief Financial Officer.

I) REMUNERATION TO DIRECTORS, KMP AND SENIOR MANAGEMENT:

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors,

KMP and Senior Management.

The Directors, KMP and other Senior Management's salary shall be based and determined on the individual responsibilities, performance, experience, leadership abilities, initiative taking abilities and knowledge base and also in accordance with the limits as prescribed statutorily, if any.

The remuneration to Directors assigned for any executive role, KMP and other Senior Management will be reviewed by the NRC and recommended to the Board for approval in line with the balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

While recommending the remuneration, the NRC shall take into account the relevant factors such as market, business performance and practices in comparable companies, financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

II) REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof.

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.



Board's Diversity

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, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of ADN Telecom Limited adopted this Policy on the Board's Diversity.

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 ADN Telecom 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 Head of Internal Audit & Compliance, Company Secretary, and Chief Financial Officer.

The Company believes that the Company's Board shall consist of people from diverse backgrounds possessing different skillsets, perspectives, and industry experience to achieve its strategic and commercial objectives without any discrimination to gender, age, race, religion, or ethnicity. Given the nature of the Company's business, it should also have adequate representation of persons having exposure to international business trends and best practices. The Board composition should be such that the members complement the knowledge, experience, expertise, and diverse skill sets so that the Board collectively functions to achieve the aforesaid objective.

NRC, while making its recommendation for board appointments, shall be guided by the aforesaid objectives and accord due weightage to multiple factors such as general understanding of the business, education, professional background, international exposure, and personal achievements. The NRC shall ensure that the candidates for board membership should be persons of high ethical standards and integrity.

NRC shall ensure that in making its recommendation it shall not discriminate, directly or indirectly, on grounds of religion, ethnicity, cultural background, country of origin, nationality, marital status, gender, age, or disability which does not hinder a person's ability to function as a Board member.

NRC shall also ensure that composition of Board meets the requirements of the code, and other Rules and Regulations.

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.



Guideline On Board Evaluation

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, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of ADN Telecom Limited adopted this Guideline on Board Evaluation.

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 ADN Telecom Limited.

"Chairman/Chairperson" means the Chairman/Chairperson of the Board of Directors of the Company.

"Independent Directors" means the Independent Directors of the Company.

"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.

This Guideline aims to:

(i) Ensure compliance of the applicable provisions of the Code relating to formulating the criteria for evaluation of performance of independent directors and the Board.

(ii) Adopt best practices to manage the affairs of the Company in seamless manner.

(iii) Achieve good corporate governance as well as sustained long-term value creation for stakeholders.

EVALUATION FACTORS:

The Chairman/Chairperson of the Board shall carry out the evaluation of performance of independent directors and the Board. Evaluation performance shall be carried out at least once in a year. While evaluating the performance, it has to be always considered the appropriate benchmarks as per industry standards and the performance of the Company.

Appraisal shall be carried out based on the criteria as mentioned herein below.

Rating Scale

Particulars	*Rating
Strongly agree	4
Agree	3
Disagree	2
Strongly Disagree	1

* If the decimal number of any average rating is more than half, shall be rounded to the nearest whole number. The Company has chosen the following criteria for evaluation of performance of independent directors and the Board:

SI.	Assessment Criteria	Rating	Remarks/ Comments
1	The Board of Directors of the Company is effective in decision making.		
2	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4	The Board reviews the company's financial performance on a regular basis.		
5	The Board of Directors is effective in providing necessary advice and suggestions to the Company's management.		
6	Is the Board as a whole up to date with latest developments in the regulatory environment and the market?		
7	The information provided to Directors prior to Board Meetings meets expectations in terms of level of details.		
8	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9	The Board Chairman/Chairperson effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board.		
10	The Board appropriately considers internal audit reports, recommendations, management's responses, steps towards improvement and risk mitigation plan.		
11	The Board oversees the role of the Independent Auditor from selection to termination and has an effective process to evaluate the Independent Auditor's qualifications and performance.		
12	The Board considers the Internal Audit plan and provides recommendation.		
	Additional Criteria for Independent Directors		
1	Attendance and participations in the meetings		
2	Raising of concerns to the Board		
3	Safeguard of confidential information		
4	Rendering independent, unbiased opinion and resolution of issues at meetings		
5	Initiative in terms of new ideas and planning for the Company		
6	Safeguarding interest of whistle-blowers under vigil mechanism		

AMENDMENT AND DISCLOSURES

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

A summary of this guideline will be included annually in the annual report. This guideline will also be available on the company's website.

Dividend Distribution Policy

OBJECTIVE:

The objective of this policy is to lay down the criteria to be considered by the Board of Directors of the Company before recommending dividends to its shareholders for a financial year. The policy is framed in compliance with the Bangladesh Securities and Exchange Commission's Directive dated January 14, 2021.

CRITERIA TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND:

The Board will consider the following factors before recommending dividend:

Statutory and Regulatory Compliance:

• The Company shall declare dividend only after ensuring compliance with the regulatory guidelines on dividend declaration e.g., in line with the directives of the Finance Act, as amended from time to time and or by fulfilling other restrictions, if there is any, from the regulators like; Bangladesh Securities Exchange Commission (BSEC).

Financial Criteria:

- Financial performance of the Company for the year for which dividend is recommended;
- Internal capital planning framework / policy;
- Dividend payout trends (the dividend payout ratio will be calculated as a percentage of dividend (including dividend tax) recommended for the year to the net profit for that year);
- Tax implications, if any, on distribution of dividends;
- Cost of raising funds from alternate sources of capital;
- Corporate actions including mergers/demergers, acquisitions and additional investments including expansion plans and investment in subsidiaries/associates of the Company;
- Such other factors and/or material events which the Company's Board may consider.

External Factors:

- Shareholder expectations including individual shareholders
- Macro-economic environment

CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND:a

 The Board of the Company may not recommend any dividend if the eligibility criteria for the recommendation of dividend has not been met by the Company, including any regulatory restriction placed on the Company on the declaration of dividend or if the Board strongly believes the need to conserve capital for growth or other exigencies which will be spelt.

Dividend Distribution:

- Company shall pay off the dividend (cash/stock) to the shareholders within 30 days of declaration or approval or record date as the case may be.
- Company shall pay off the cash dividend to the bank account of the entitled shareholder as available in the BO account maintained with the depository participant (DP), or the bank account as provided by the shareholder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN) or through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible through BEFTN.
- Dividend of the margin client of stockbroker or merchant banker shall pay off to the Consolidated Customer's Bank Account (CCBA) of the stockbroker or to the separate bank account of the merchant banker or portfolio manager through BEFTN.
- In case of non-availability of bank account information or not possible to distribute cash dividend through BEFTN or any electronic payment system, shall issue cash dividend warrant and shall send it by post to the shareholder.

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- Company shall credit the stock dividend to the BO account of the entitled shareholder.
- Company shall follow the directives/circulars in force of the securities regulator, related to dividend distribution from time to time.

UTILISATION OF RETAINED EARNINGS:

The Company would utilize the retained earnings of the Company in a manner which is beneficial to the interest of the Company and its stakeholders, including, but not limited to, ensuring maintenance of a healthy level of minimum capital adequacy ratios, meeting the Company's future business growth/expansion and strategic plans or such other purpose the Board may deem fit from time to time in the interest of the Company and its stakeholders.

PARAMETERS FOR VARIOUS CLASSES OF SHARES:

Currently the Company does not have any other class of shares (including shares with differential voting rights/preference shares) other than equity shares. In the absence of any other class of shares and/or shares with differential voting rights, the entire distributable profit for the purpose of declaration of dividend is considered for the equity shareholders.

CONFLICT IN POLICY:

In the event of a conflict between this policy and the extant regulations, the regulations shall prevail.

AMENDMENTS / MODIFICATIONS:

To the extent any change/amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. Such amended policy shall be placed before the Board for noting and necessary ratification.

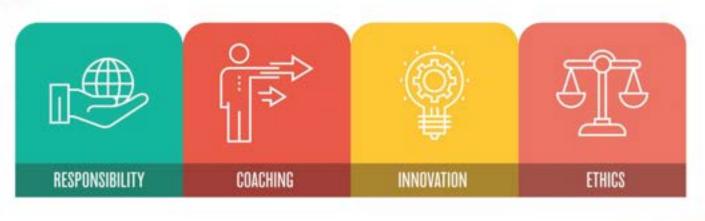
REVIEW OF POLICY:

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

DISCLOSURE OF POLICY:

The policy will be available on the Company's website and will also be disclosed in the Company's annual report.





CODE OF CONDUCT



FOR THE CHAIRPERSON, OTHER BOARD MEMBERS 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 ADN Telecom Limited (hereinafter referred to as "the Company or ADNTel") 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 bound 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 ADN Telecom 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 or 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 laws.

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.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS:

The Chairperson, other Board members and Chief Executive Officer shall ensure compliance with the various 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 TRADING:

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 EMPLOYEES:

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:

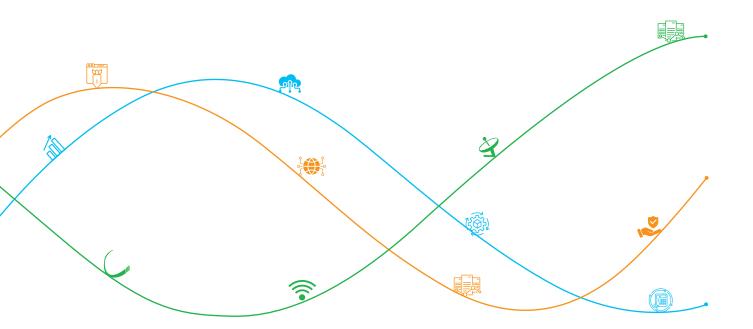
This Code has not specifically addressed every potential form of unacceptable conduct and it is expected that the Chairperson, other Board members and Chief Executive Officer will exercise good judgment in compliance with the principles set out in this code. The Chairperson, other Board members and Chief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

5.00 AMENDMENT TO THE CODE OF CONDUCT:

The provisions of this code can be amended/ modified by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), from time to time and all such amendments/modifications shall take effect from the date stated therein. The Chairperson, other Board members and Chief Executive Officer shall be duly informed of such amendments and modifications.

6.00 PUBLICATION OF THE CODE OF CONDUCT:

Pursuant to Condition 01(7)(b) of Corporate Governance Code, Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018 of Bangladesh Securities and Exchange Commission, this Code of Conduct and any amendments thereto shall be published/posted on the website of the Company i.e., www.adntel.com.bd.



Report of the Audit Committee

for the year ended on 30 June 2024

As per the requirements of the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) the Board of Directors of ADN Telecom Limited constituted an Audit Committee as a sub-committee of the Board of Directors of the Company.

Composition of the Committee:

The Audit Committee consists of three Directors including one Independent Director. The Independent Director is the Chairman of the Committee. The Committee members are:

Md. Maruf Independent Director	Chairman
Md. Moinul Islam Director	Member
Waqar Ahmad Choudhury Director	Member

The audit committee acts as per the terms and conditions of the Corporate Governance Code of BSEC. All members of the Committee are 'financially literate' and can analyze and interpret financial statements to discharge their duties and responsibilities as members of the Committee. As per the code, the Company Secretary of ADN Telecom Limited acts as the Secretary of the Committee.

Major Role and Responsibilities:

- The purpose, authority, composition, duties and responsibilities of the audit committee are delineated by the Board as per the Corporate Governance Code of BSEC. Among others, the major responsibilities of the Audit Committee are:
- Oversee the financial reporting process.
- Oversee the hiring and performance of external auditors.
- Monitor the integrity of the financial statements of the company and any formal announcements relating to the company's performance, reviewing significant financial reporting judgments before their submission to the Board of Directors for approval.
- Review the effectiveness of the accounting policies, internal control and business risk management systems of the company.
- Monitor and review the effectiveness of the company's internal audit function.
- Consider and discuss with the external auditors of the company the scope of their audit prior to its commencement and, subsequently the results, and review the effectiveness of the process, taking into consideration relevant professional and regulatory requirements.
- Other matters as per terms of reference of the Audit Committee as per notification of the BSEC.

Major activities of the Audit Committee during the reporting period:

- During the year under review, four (4) meetings of the committee were held. The details of attendance of the members have been shown in Annexure- I of the Directors' Report. The Chief Financial Officer (CFO) and the Head of Internal Audit and Compliance (HIAC) attended the meetings by invitation.
- Reviewed the quarterly and half yearly financial statements of the Company before submission to the Board for approval.
- Reviewed the effectiveness of internal control.
- Met with the members of the external auditors and discussed on the audit of the financial statements of the Company.
- Reviewed the annual financial statements of the Company before submission to the Board for approval.
- Reviewed the Management Letter issued by the external auditors in their presence.
- Reviewed the statements of related party transactions submitted by the Management.
- Reviewing the Management Discussion and Analysis Report before disclosing in the Annual Report.
- Recommended for the appointment of External Auditors and fixation of their remuneration.
- Reviewed IPO Proceeds Utilization Report.

On behalf of the Committee,

Md. Maruf Chairman Audit Committee Dated: 24 October 2024

Report of the Nomination & Remuneration Committee

for the year ended on 30 June 2024

As per the requirements of the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) the Board of Directors of ADN Telecom Limited has constituted a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board of Directors of the Company.

Composition of the Committee:

The Nomination and Remuneration Committee (NRC) consists of three Directors including one Independent Director. The Independent Director is the Chairman of the Committee. The Committee members are:

Md. Maruf Independent Director	Chairman
Md. Moinul Islam Director	Member
Md. Mahfuz Ali Sohel Director	Member

The Nomination and Remuneration Committee (NRC) acts as per the terms and conditions of the Corporate Governance Code of BSEC. All the members of the Committee possess adequate knowledge and have business expertise in their own arena. As per the code, the Company Secretary of ADN Telecom Limited acts as the Secretary of the Committee.

Major Role and Responsibilities:

The terms of reference of the Nomination and Remuneration Committee (NRC) have been determined by the Board as per the Corporate Governance Code of BSEC. Among others, the major responsibilities of the Audit Committee are:

- i. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top-level executive, considering the following:
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
 - b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- ii. To devise a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- iii. To identify persons who are qualified to become directors and who may be appointed in top-level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- iv. To formulate the criteria for evaluation of the performance of independent directors and the Board;
- v. To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
- vi. To develop, recommend and review annually the company's human resources and training policies.

Major activities of the NRC during the reporting period:

- During the year under review, three (3) meetings of the committee were held. The details of attendance of the members have been shown in the Annexure-I of the Directors' Report. The Chief Financial Officer (CFO) and the Head of HR attended the meetings by invitation.
- The Committee made recommendation to the Board for approval of the appointment of Directors.
- The Committee reviewed the management proposals for the appointments of top-level executives and senior management of the Company and also made observations on the company's needs for employees at different levels and determine their selection considering the business strategy of the company.

On behalf of the Committee,

Md. Maruf Chairman Nomination & Remuneration Committee Dated: 24 October 2024



The Auditor's Report and The Audited Financial Statements

(Consolidated and Standalone) for the year ended on 30 June 2024

ADN Telecom Limited

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Independent Auditor's Report

To the Shareholders of ADN Telecom Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the Consolidated financial statements of **ADN Telecom Limited** and its subsidiaries (the "Group") as well as the separate financial statements of **ADN Telecom Limited** (the "Company"), which comprise the consolidated and separate statements of financial position as at June 30, 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including summary of significant accounting policies and other explanatory information disclosed in notes 1 to 49 & Annexure-A to E.

In our opinion, the accompanying consolidated and separate financial statements give true and fair view of the consolidated financial position of the group and the separate financial position of the company as at June 30, 2024, and of its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 (amended upto 2020), the Securities and Exchange rules 2020 and other applicable laws and regulations.

Basis for Opinion

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

Key Audit Matters

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

Risk	Our response to the risk
Revenue	
As at June 30, 2024, the company had total revenue amounting Tk. 1,429,585,594 reported in the financial statements which are Local Services, IT Support & Service	

Principal Office : Paramount Heights (7th Floor-02), 65/2/1, Box Culvert Road, Purana Patan, Dhaka-1000, Tel : +68 02 223383449, 47122659, Mob : 01914 254705, 01920 911976, Email: info@imabd.com, madhaka@gmail.com Branch Office (Dhaka) : High Tower (7th Floor), 9 Mohakhasi C/A, Dhaka-1212, Tel : +68 02 48814312, Mob : 01914 284705, 01920 911976, Email: info@imabd.com, imadhaka@gmail.com Branch Office (Chattogram) : Al-Madina Tower, (6th floor), 88/99, Agrabad C/A, Chattogram-4100. Tel : +68 02 333325314, Mob : 01816 127520, 01819 225339, Email: info@imabd.com, imactg@gmail.com Web : www.rmabd.com





Risk	Our response to the risk
and Export Services amounted to Tk. 425,692,193, Tk. 487,126,357 & Tk. 516,767,044 respectively.	management's consideration of this process; 2. Assessing completeness and accuracy of the data used for recognition of revenue;
The Company has multiple revenue units including Internet Services, Data Connectivity-IPVPN, Internet Protocol, Telephony Services, Telehouse & Hosting, Project Sales, MPLS and IPLC.	 Considering the adequacy of the financial statement disclosures contained in relation with revenue during the year; Evaluating the appropriateness of the notes related to the company's revenue; and
This matter is considered a key matter due to the level of judgment required to determine the timing of revenue recognition and measurement	 Examining the long term contracts with major customers, long-term contracts make it more difficult for customers to switch vendors suddenly.
Refer note no. 21 to the Statement of profit or	loss and other comprehensive income.
Acquisition of Property, Plant & Equipment	
At the end of the year the company recorded	Our procedure includes:
total Property, Plant & Equipment Tk. 1,627,099,591 (Carrying Amount). The company made a number of significant acquisitions for Tk. 384,320,328 during this year.	 Testing relevant controls within the purchase and measurement process of the non-current assets; Recalculating the depreciation and amortization of the non-current assets;
There is a risk that the assets being overvalued, either by inflating cost or valuation	 Evaluating the basis for the rate of charging amortization and depreciation and determination of useful life;
	 Identifying if there is any impairment indicator; and
	5. Assessing the justification of the valuation.
Refer note no. 4 to the Statement of financial p	position.
Loans and Borrowings	-
Total Loans of Tk. 426,181,646 were taken from IDLC Finance PLC, Industrial and Infrastructure Development Finance Company PLC., NRBC Commercial Bank PLC, City Bank PLC, Eastern Bank PLC, Community Bank PLC, and Dhaka Bank PLC.	Our procedure includes: 1. Testing the effectiveness of the company's control around the recording of loan, interest, and repayments; 2. Obtaining supporting documents of loan taken, utilization of loan, bank statements, and transaction recorded either side of the year and credit notes issued after the year-end to determine whether the amount recorded in the correct period;
	3. Test interest rates application, calculation, and repayments for carrying amount and current

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Risk	Our response to the risk
	and non-current distinguish;
Refer note no. 14 and 15 to the Statement of fi	nancial position.
Measurement and Recognition Deferred Tax	Liability
The Company reported net deferred tax liability total Tk. 149,419,203 as at June 30, 2024. Significant judgment is required in relation to deferred tax liability as their adjustability is dependent on forecasts of future.	 Our procedure includes: Evaluating the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of Deferred Tax Assets and Liabilities and the assumptions used in estimating the future taxable expense of the company; Assessing the completeness and accuracy of the data used for the estimations of future taxable expense/income; Evaluating the reasonableness of key assumptions, timing of reversal of temporary differences and expiration of tax loss carry forwards, recognition and measurement of Deferred Tax Liability; Testing the tax implications, the reasonableness of estimates and calculations determined by management; and Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.

Provision for Current Income Tax	
Provision for the income tax requires the consideration of income from Local Sales, IT Support & Services and Export Sales also consider the previous year's shortfall provision.	Our procedure includes: 1. Reviewing the tax calculation work flows and related details. To be specific, our substantive testing procedures included the following; 2. Current tax has been calculated on the basis of add and back some inadmissible and admissible expenses respectively as per ITA 2023; and 3. Tax on income from export was derived properly;

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Other Information

Manggement is responsible for the other information. The other information comprises all of the information in the Annual reportbut does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated and separate 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 consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and 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 Group and the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 consolidated and separate financial statements.

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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 Group's 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 Group's and 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 auditors' report to the related disclosures in the consolidated and separate 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 auditors' report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate 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 Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group and Company audit. We remain solely responsible for our audit opinion.

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

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

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Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 (amended upto 2020) and the Securities and Exchange Rules 2020 and relevant notifications issues by Bangladesh Securities and Exchange Commission, we also report that:

- 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 records and other statutory books as required by law have been kept by the Group and the Company so far as it appeared from our examination of these books;
- c) The statements of the consolidated and separate financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts; and
- d) The expenditure incurred was for the purposes of the Group's and Company's business.

Firm's Name	: Rahman Mostafa Alam & Co., Chartered Accountants
Signature	: 2amhuan
Auditors' Name	: Md. Mustafizur Rahman FCA, Managing Partner/Enr No.: 0218
Date	= 07NOV 2024
Place	: Dhaka
DVC	: 2411070218AS266473





ADN Telecom Limited Consolidated Statement of Financial Position

ne 30, 2024	June 30, 2023
923,763,264 651,570,198	1,478,539,813
81,962,731	61,385,272
9,256,976	515,083
67,321,045	17,020,700
113,652,314	63,024,707
302,627,165	1,277,436,94
821,756,051	802,050,910
251,157,732	211,209,704
128,015,386	100,810,36
5,805,752	6,720,69
95,892,244	156,645,263
	2,755,976,75
,226,390,429	4,793,970,79
0000000000	NO1233790245
,026,788,113	1,974,298,522
646,516,660	646,516,666
413,704,659	413,704,655
966,566,794	914,077,20
,026,788,113	1,974,298,522
6,062,464	1,732,345
,032,850,577	1,976,030,867
560,188,328	350,888,570
48,261,121	34,670,17
	93,966,393
262,758,541	
99,707,404 149,461,262	84,768,82 137,483,17
	502000.000
633,351,524	429,057,31
42,988,936	36,627,58
171,049,672	109,579,40
94,909,445	72,312,36
284,068,915	171,880,23
39,645,007	37,882,81
689,549	774,91
,193,539,852	779,945,88
,226,390,429	2,755,976,754
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ADN Telecom Limited Consolidated Statement of Profit or loss and Other Comprehensive Income For the year ended on June 30, 2024

Particulars	Notes	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
Revenue	21 (a)	1,507,059,669	1,346,576,812
Cost of services and goods sold	22 (a)	(927,267,671)	(728,069,004)
Gross Profit	10.0	579,791,998	618,507,808
Administrative expenses	23 (a)	(210,514,831)	(182,101,045)
Distribution and marketing expenses	24(a)	(122,017,233)	(106,617,278)
Total operating expenses	1000	(332,532,064)	(288,718,323)
Operating Profit		247,259,934	329,789,485
Finance (expense)/income	25 (a)	(25,542,088)	(4,012,539)
Foreign exchange (loss)/gain	26 (a)	12,051,052	11,618,560
Profit before contribution to WPPF	62.65	233,768,898	337,395,506
Share of profit/(loss) of associates		(3,140,472)	877,084
Contribution to WPPF		(10,566,748)	(16,096,011)
Profit before Tax		220,061,678	322,176,579
Current Tax	27 (a)	(57,272,763)	(58,122,243)
Deferred Tax (income)/expenses	28 (a)	(11,978,089)	(6,133,864)
Total Provision for Tax	600.	(69,250,852)	(64,256,107)
Net Profit After Tax		150,810,826	257,920,472
Profit attributable to:			
Equity holders of Parent		149,467,090	258,174,327
Non-controlling Interest		1,343,736	(253,855)
NATURA SALAN IN TANING SALA		150,810,826	257,920,472
Basic Earnings Per Share (EPS)	30 (a)	2.31	4.00

The annexed notes from 1 to 49 and Annexure-A to E form an integral part of these financial statements.

Md. Monir Hossain, FCS

2

Company Secretary

Henry Hilton Managing Director

Iton Md. Moinul Islam

Asif Mahmood Chairman

Place : Dhaka Date : 24th C

Date : 24th October 2024 Signed in terms of our separate report of even date.

Firms' Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature

ramhuran

 Auditor's Name
 : Md. Mustafizur Rahman FCA, Managing Partner/Enr No.: 0218

 Place
 : Dhaka

 Date
 : 07N0V 2024

 DVC
 : 2411070218AS266473



Rahman Mostafa Alam & Co.



Consolidated Statement of Changes in Equity For the year ended on June 30, 2024 ADN Telecom Limited

		Attributable to the	Attributable to the owners of parent		Mon-controlling	
Particulars	Share Capital	Share Premium	Retained Earnings	Total	Interest	Total Equity
Balance as at 1st July 2023	646,516,660	413,704,659	914,077,203	1,974,298,522	1,732,345	1,976,030,867
Opening balance at acquisition date			•		2,986,383	2,986,383
Dividend for the year 2023		E.	(96,977,499)	(96,977,499)	•	(96,977,499)
Net Profit after tax for the year	•		149,467,090	149,467,090	1,343,736	150,810,826
Balance as at 30 June 2024	646,516,660	413,704,659	966,566,794	2,026,788,113	6,062,464	2,032,850,577

		Attributable to the	uttributable to the owners of parent		Man soutoolline	
Particulars	Share Capital	Share Premium	Retained Earnings	Total	Interest	Total Equity
Balance as at 1st July 2022	646,516,660	413,704,659	721,572,758	1,781,794,077		1,781,794,077
Opening balance at acquisition date			di S	8 8 8	1,986,200	1,986,200
Prior year adjustment	*		(1,018,216)	(1,018,216)	•	(1,018,216)
Dividend for the year 2022	-		(64,651,666)	(64,651,666)		(64,651,666)
Net Profit after tax for the year	•		258,174,327	258,174,327	(253,855)	257,920,472
Balance as at 30 June 2023	646,516,660	413.704.659	914,077,203	1.974,298,522	1.732,345	1,976,030,867

The annexed notes from 1 to 49 and Annexure-A to E form an integral part of these financial statements.

Md. Monir Hossain, FCS

Company Secretary

H LIL. Henry Hilton Managing Director

Md. Moinul Islam Director Quant-2

Asit Mahmood



ADN Telecom Limited Consolidated Statement of cash flows For the year ended on June 30, 2024

Particulars	Notes	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
Cash flow from operating activities			
Collection from customers and others	34 (a)	1,499,405,586	1,255,038,477
Payments to suppliers and others	35 (a)	(673,709,634)	(628,335,664)
Payments for operating expenses	36 (a)	(359,610,271)	(392,056,887)
Cash generated from operating activities	100-075 - 1	466,085,681	234,645,926
Interest paid	38 (a)	(25,542,088)	(19,471,134)
Income tax Paid	39 (a)	(55,510,569)	(48,894,009)
Net Cash Flow from Operating Activities	100	385,033,024	166,280,783
Cash Flow from Investing Activities			
Property, plant and equipment		(401,425,775)	(158,064,780)
Right-of-use of assets		(69,225,046)	(25,304,731)
Fixed deposit receipts		(27,205,024)	(37,525,859)
Equity-accounted investees		(101,082,041)	(20,000,000)
Net Cash Flows from /(used) for Investing Activities		(598,937,886)	(240,895,370)
Cash flow from financing activities			
Loans and borrowing received/(paid)		230,262,419	24,679,299
Lease Liabilitis received/(paid)		19,952,293	(14,820,122)
Dividend Paid		(97,062,869)	(64,488,078)
Net cash flows from/ (used) for financing activities		153,151,843	(54,628,901)
Net Increase in cash and cash equivalents		(60,753,019)	(129,243,488)
Opening cash and cash equivalents		156,645,263	285,888,751
Closing Cash and Cash Equivalents		95,892,244	156,645,263
Net Operating Cash Flow per share	32 (a)	5.96	2.57

The annexed notes from 1 to 49 and Annexure-A to E form an integral part of these financial statements.

Md. Monir Hossain, FCS

Company Secretary

Henry Hilton

Managing Director

Md. Moinul Islam Director

Asif Mahmood Chairman





ADN Telecom Limited Statement of financial position As at June 30, 2024

Particulars	Notes	June 30, 2024	June 30, 2023
Assets			
Non-current assets		1,917,698,093	1,480,599,143
Property, plant and equipment	4.00	1,627,099,590	1,335,785,066
Right-of-use of assets	5.00	70,181,899	61,385,272
Intangible assets	6.00	4,806,975	404,098
Equity-accounted investees	7.00	215,609,629	83,024,707
Current assets	100000	1,169,727,852	1,265,612,415
Trade and other receivables	8.00	811,025,235	795,050,916
Advance, deposits and prepayments	9.00	137,644,299	213,224,128
Other financial assets	10.00	128,015,386	100,810,362
Cash and cash equivalents	11.00	93,042,932	156,527,009
Total Assets	1	3,087,425,945	2,746,211,558
EQUITY AND LIABILITIES			
Capital & Reserves	12.00	2,022,002,881	1,974,679,306
Share capital	12.00	646,516,660	646,516,660
Share premium Retained earnings	13.00	413,704,659 961,781,562	413,704,659 914,457,987
	13.00	961,781,362	914,457,987
LIABILITIES			
Non-current liabilities		549,427,787	350,888,570
Lease liabilities	14.00	37,542,639	34,670,179
Loans and borrowings Deferred tax liabilities	15.00	262,758,541	93,966,391
Em, lovee benefits	19.02	149,419,203 99,707,404	137,483,173
Em, loyee benefits	17.00	99,707,404	84,768,827
Current liabilities		515,995,277	420,643,682
Lease liabilities	14.01	41,128,844	36,627,585
Loans and borrowings	15.00	159,123,697	102,579,403
Provisions	16.00	79,425,442	72,312,361
Trade and other payables	18.00	201,298,114	170,466,601
Current tax liabilities	19.00	34,329,631	37,882,813
Unclaimed dividend	20.00	689,549	774,919
Total Liabilities		1,065,423,064	771,532,252
Total Equity and Liabilities		3,087,425,945	2,746,211,558
Net Asset Value (NAV) Per Share	31.00	31.28	30.54

The annexed notes from 1 to 49 and Annexure-A to E form an integral part of these financial statements.

Md. Monir Hossain, FCS Md. Moinul Islam Henry Hilton Company Secretary Managing Director Director Place : Dhaka Date : 24th October 2024 Signed in terms of our separate report of even date. Firms' Name : Rahman Mostafa Alam & Co. Chartered Accountants Signature : Auditor's Name : Md. Mustafizur Rahman FCA, Managing Partner/Enr No.: 0218 : Dhaka Place 0 7 NOV 2024 : Date · 2411070218AS266473 DVC



Asif Mahmood

Chairman

ADNTEL 109 Annual Report 2024



ADN Telecom Limited Statement of profit or loss and other comprehensive income for the year ended on June 30, 2024

Particulars	Notes	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
Revenue	21.00	1,429,585,594	1,344,256,212
Cost of services and goods sold	22.00	(888,015,452)	(726,164,094)
Gross profit		541,570,142	618,092,118
Operating expenses		(310,994,919)	(287,681,918)
Administrative expenses	23.00	(193,137,063)	(181,064,640)
Distribution and marketing expenses	24.00	(117,857,856)	(106,617,278)
Operating profit	52900 500 5	230,575,223	330,410,200
Finance (expense)/income	25.00	(20,724,564)	(4,012,539)
Foreign exchange (loss)/gain	26.00	12,051,052	11,618,560
Profit before contribution to WPPF		221,901,711	338,016,221
Share of profit of equity accounted investees		(3,140,472)	877,084
Contribution to WPPF		(10,566,748)	(16,096,011)
Profit before tax	<u> </u>	208,194,491	322,797,294
Income tax expenses			
Current tax expenses	27.00	(51,957,387)	(58,108,319)
Deferred tax (expenses)/income	27.00	(11,936,030)	(6,133,864)
		(63,893,417)	(64,242,183)
Profit/(loss) after tax		144,301,074	258,555,111
Other comprehensive income	8	•	•
Total comprehensive income		144,301,074	258,555,111
Basic Earnings per share (EPS)	30.00	2.23	4.00
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The annexed notes from 1 to 49 and Annexure-A to E form an integral part of these financial statements.

Md. Monir Hossain, FCS

Company Secretary

1

Henry Hilton Managing Director

Md. Moinul Islam Director

Asif Mahmood

Chairman

: Dhaka Place Date

: 24th October 2024

Signed in terms of our separate report of even date. : Rahman Mostafa Alam & Co. Chartered Accountants Firms' Name

Signature

Auditor's Name : Md. Mustafizur Rahman FCA, Managing Partner/Enr No.: 0218 : Dhaka Place Date 0 7 NOV 2024 : 2411070218AS266473 DVC



Chartered Accountants

ADN Telecom Limited Statement of changes in equity For the year ended cn June 30, 2024

Particulars	Ordinary share capital	Share premium	Retained earnings	Total
Balance as at July 01, 2023	646,516,660	413,704,659	914,457,987	1,974,679,306
Final dvidend for 2023		5	(96,977,499)	(96,977,499)
Total comprehensive Profit/(loss) for the year		•	144,301,074	144,301,074
Balance as at June 30, 2024	646,516,660	413,704,659	961,781,562	2,022,002,881

Particulars	Ordinary share capital	Share premium	Retained earnings	Total
Balance as at July 01, 2022	646,516,660	413,704,659	721,572,758	1,781,794,077
Final dvidend for 2022	•	•	(64,651,666)	(64,651,666)
Prior year adjustment	,	•	(1,018,216)	(1,018,216)
Total comprehensive Profit/(loss) for the year		•	258,555,111	258,555,111
Balance as at June 30. 2023	646,516,660	413,704,659	914,457,987	1,974,679,306

The annexed notes from 1 to 49 and Annexure-A to E form an integral part of these financial statements.

Md. Monir Hossain, FCS Company Secretary

Henry Hilton Managing Director

Md. Moinul Islam Director

Asit Mahmood Chairman







ADN Telecom Limited Statement of cash flows For the year ended on June 30, 2024

Particulars	Notes	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
Cash flow from operating activities			
Collection from customers and others	34.00	1,507,094,892	1,247,345,166
Payments to suppliers and others	35.00	(810,230,207)	(627,661,910)
Payments for operating expenses	36.00	(274,608,743)	(393,688,441)
Cash generated from operating activities	E.	422,255,942	225,994,815
interest paid	37.00	(33,617,625)	(19,466,680)
income tax paid	39.00	(55,510,569)	(48,894,009)
Net cash flow from operating activities		333,127,748	157,634,126
Cash Flow from investing activities			
Property, plant and equipment	40.00	(327,173,649)	(156,909,090)
Right-of-use of assets	- A197001	(55,048,113)	(25,304,731)
Fixed deposit receipts	10.00	(27,205,024)	(37,525,858)
interest received	38.00	12,893,061	7,372,711
Equity-accounted investees	7.00	(135,725,394)	(20,000,000)
Net cash flows from /(used) for investing activities	-	(532,259,119)	(232,366,968)
Cash flow from financing activities			
.oans and borrowing received/(paid)		225,336,444	24,679,299
ease Liabilitis received/(paid)		7,373,719	(14,820,122)
Dividend paid		(97,062,869)	(64,488,078)
Net cash flows from/ (used) for financing activities		135,647,294	(54,628,901)
Net increase/(decrease) in cash and cash equivalents		(63,484,077)	(129,361,743)
Opening cash and cash equivalents		156,527,009	285,888,752
Cash and cash equivalents at reporting date	1	93,042,932	156,527,009
Net operating cash flow per share		5.15	2,44

The annexed notes from 1 to 49 and Annexure-A to E form an integral part of these financial statements.

Md. Monir Hossain, FCS

Company Secretary

Henry Hilton

Managing Director

Md. Moinul Islam Director

Asif Mahmood

Chairman







ADN Telecom Limited Notes to the Consolidated and Separate Financial Statements For the year ended June 30, 2024

1.00 Company and its activities

1.1 Company Profile:

ADN Telecom Limited (formerly Advanced Data Networks System Limited) was incorporated on 22 September, 2003 Vide registration # C-50557 (852)/2003 as a Private Limited Company under the Companies Act, 1994. The company was converted into a public limited company on 25 July, 2012. The company listed with both the Dhaka Stock Exchange and Chittagong Stock Exchanges on December 2019.

Address of Registered Office of Reporting Entities and Subsidiary:

The registered office of the company is located at Red Crescent Concord Tower, (19th Floor), 17 Mohakhali C/A, Dhaka-1212, Bangladesh.

1.2 Nature of Business:

Reporting Entity

ADN Telecom Ltd. is the prime service provider for domestic and international connectivity services and solutions duly authorized by the Bangladesh Telecommunication Regulatory Commission (BTRC). The principal activities of the company are providing seamless, secured data & internet connectivity to various grades of customers using fiber, satellite and wireless solutions since 2003.

ADN Telecom is a first tier Telecom service provider as well as an IT Enabler Service provider. It's range of products allow it to deliver service to mostly corporate, 828, government, financial institutions, etc. The company has made

commendable progress in it's very first year of launching B2C products and services under the brand "UDOY".

Description of subsidiaries:

1.2.1 SOS Development Limited.

SOS Development Limited. has established to carry out all the business of IT Consulting, IT Professional, IT Trading, IRS for all kind of safety etc. ISP Data processing, System Designing, Software Developing, Software and Hardware Maintenance, Graphics design, Cloud computing and in House Data Storage and Management System. Digital archiving, Digital survey, Data analysis Business Process Outsourcing, Software and Hardware Installation/ and other Business Process Outsourcing, Software and Hardware Installation/ and other services related to Computer, Security Device etc.

1.2.2 My Tel Limited

My Tel Limited was incorporated as a private Limited by Shares dated 5th December 2011 in Bangladesh vide registration no-C-97512/11 under the Companies Act, 1994 with the Registrar of Joint Stock Companies and Firms.

To establish, maintain, operate and provide ICT (Information Communication Technology) and Telecommunication Services, both locally and internationally, Including: Gateway Services, such as, IGW (International Gateway) and IIG (International Internet Gateway.

1.2.3 ADN Eduservices Limited

ADN Eduservices Limited was incorporated in Bangladesh C136183/2017 on February 23, 2017 under the Companies Act, 1994 as a Private Limited Company. It commenced its commercial operation on 2017.

To carry on the business of human resource development and employment facilitation. To establish, operate, conduct and setup IT training centers in order to promote and produce IT professional skilled manpower. To make available valuable resources on different professional skills by conducting regular operations.

1.2.4 ADN International Gateway Limited

ADN International Gateway Limited is a private company limited by shares andwas incorporation on 27th October, 2011 under the Companies Act, 1994 Vide Registration No. C-96605/11.

ADN International Gateway Limited is the prime service provider for domestic and international connectivity services and solutions duly authorized by the Bangladesh Telecommunication Regulatory Commission (BTRC). The principal activities of the company are providing seamless, secured data & internet connectivity to various grades of customers using fiber, satellite and wireless solutions since 2011.





c) Legal Compliance:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of The Companies Act 1994, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

d) Compliance with International Financial Reporting Standards:

IAS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	Complied
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipment	Complied
IAS 19	Employee Benefits	Complied
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS 23	Borrowing Costs	Complied
IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Consolidated and Separate Financial Statements	Complied
IAS 28	Investments in Associates and Joint Ventures	Complied
IAS 31	Interests in Joint Ventures	N/A
IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	Complied
IAS 34	Interim Financial Reporting	Complied
IAS 36	Impairment of Assets	Complied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	Complied
IAS 39	Financial Instruments: Recognition and Measurement	Complied
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS 1	First Time Adoption	N/A
IFRS 2	Share Based Payment	N/A
IFRS 3	Business Combinations	N/A
IFRS 4	Insurance Contracts	Complied
IFRS 5	Non-Current Assets Held for Sale and Discontinued Operations	N/A
IFRS 6	Exploration for and Evaluation of Mineral Resources	N/A
IFRS 7	Financial Instruments : Disclosures	Complied
IFRS 8	Operating Segments	N/A
IFRS 10	Consolidated Financial Statements	Complied
IFRS 11	Joint Arrangements	N/A
IFRS 12	Disclosure of Interests in Other Entities	Complied
FRS 13	Fair Value Measurement	Complied
IFRS 14	Regulatory Deferral Accounts	N/A
IFRS 15	Revenue from contracts with customers	Complied
IFRS 16	Leases	Complied
IFRS 17	Insurance Contracts	Complied

2.00 Significant Accounting Policies and Basis of Preparation

The accounting policies set out below, which comply with IFRSs, have been applied consistently to all periods presented in these financial statements, and have been applied consistently by the company.





2.01 Statement of Compliance:

These financial statements of ADN Telecom Limited have been prepared on a going concern basis under historical cost convention in accordance with IFRSs. The disclosures of information are made in accordance with the requirements of the Companies Act 1994, the Securities and Exchange Rules, 2020 and the financial statements have been prepared in accordance with IAS-1 using the accrual basis of accounting. In the preparation of these financial statements, management used available information to make judgments, estimate and assumption that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from those estimates.

2.02 Going Concern:

The Company has adequate resources to continue operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. It is worth mentioning that the Company has been regulatory getting its license renewed by BTRC since 2003. BTRC has given license renewed for ISP, VSAT, and IPTSP to ADN. The Company is confident that BTRC will continue to renew ADN license in consideration of ADN's performance.

2.03 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 Bangladeshi Taka (Taka/Tk./BDT) which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest Taka.

2.04 Reporting Period:

These financial statements cover one year starting from July 01, 2023 to June 30, 2024.

2.05 Comparative Information and Rearrangement thereof:

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements. Figures for prior year have been re-arranged, wherever considered necessary, to ensure better comparability with current year.

2.06 Risk and uncertainty for use of estimates and Judgments:

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the applicable of accounting policies and the reported amounts of assets, liabilities, income and expenses, and disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Actual result may differ from these estimates. 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 in any future years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors."

2.07 Materiality and Aggregation:

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the ADN Telecom Ltd. has a 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.





2.08 Consistency:

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

2.09 Foreign Currency Transactions and Translations:

a) Foreign currency transactions:

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

b) Foreign currency translations:

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

2.10 Statement of Cash Flows:

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

Statement of cash flows has been prepared under the direct method for the year end, classified by operating, investing and financing activities as prescribed in paragraph 10 and 18(a) of IAS 7 Statement of Cash Flows.

As per Clause No. 5 (2) (e) of Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, Dated: 20 June 2018. a reconciliation of Net Cash Flow from Operating Activities between Direct method and Indirect method is shown in Note: 33.00.

2.11 Statement of Changes in Equity:

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

2.12 Property, Plant and Equipment:

a) Recognition and measurement:

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

Property, Plant & Equipment have been accounted for at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs of enhancement of existing assets are recognized as an asset, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of such items can be measured reliably. All other expenditures are charged to the Statement of Profit or Loss and Other Comprehensive Income in the financial year in they are incurred.





b) Assets Obtained under Lease Agreements:

IFRS 16: "Leases" has come into force on 1 January 2019, ADN Telecom Limited applied IFRS 16 in its financial Right-of-use assets (ROU)

The ADN Telecom Limited recognizes right-of-use assets at the date of initial application of IFRS 16. The ROU asset is initially measured at cost at the amount of the lease liability plus any initial direct costs incurred by the lessee and depreciated using the straight line methods from the commencement date (from the beginning of July 2019) to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The ROU assets are presented under Right of use of Assets (Note 5).

Lease Liability at the commencement date of lease; the ADN Telecom Limited recognizes lease liabilities measured at the present value of the lease payments to be made over the lease term using incremental borrowing rate at the date

of initial application. Lease liability is measured by increasing the carrying amount to reflect interest on the lease

liability, reducing the carrying amount to reflect the lease payments.

Short-term lease and leases of low value assets:

The ADN Telecom Limited has elected not to recognize ROU assets and lease liabilities for lease of low value assets valuing less than BDT 240,000 yearly and short term lease, i.e. for which the lease term ends within 12 months of the date of initial application. The ADN Telecom Limited recognizes lease payments associated with these leases as an expense.

As per IFRS 16: "Leases", summary of lease related information is provided in the table below:

Summary of IFRS 16:

Particulars	ROU Assets	Lease Liability
Opening Balance	207,580,098	65,805,212
Addition	55,048,113	55,048,113
Depreciation/Interest Expense	46,251,486	5,952,714
Accumulated Depreciation/ Lease Payment	192,446,312	52,433,964
Closing Balance (Notes 5.00 & Annexure-A.1)	70,181,899	74,372,075

c) Depreciation:

No depreciation is charged on land as the land has unlimited useful life. Depreciation on assets is calculated using the Reducing Balance Method to allocate the cost amount over their estimated useful lives. In respect of addition of Property, Plant & Equipment, depreciation is charged from the date of use. No depreciation is charged in the month of disposal.

Depreciation is charged using the following rates on the Property, Plant & Equipment except ROU assets, ROU assets depreciation is calculated on straight line basis:







Assets Category	2023-2024	2022-2023
Land and Land Development	0%	0%
Radio Link, Infrastructure & Backbone Equipment	5%	5%
Data Centre	5%	5%
Fiber Equipment & Accessories	5%	5%
Computer & Accessories	30%	30%
Office Equipment	20%	20%
Optical Fiber	30%	30%
Furniture & Fittings	10%	10%
IPTSP & Video Conference Equipment	20%	20%
Motor Vehicle	20%	20%
Leasehold Motor Vehicle	20%	20%
Support Equipment	5%	5%

d) Gain or Loss on Disposal:

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

e) Compliance of VAT and TAX:

ADN Telecom Limited complies all rules and regulations of ITA-2023 and VAT and supplementary Act, 2012 for addition of all Property, Plant and Equipment.

f) Capitalization of Borrowing Costs:

As per the requirements of IAS 23: "Borrowing Costs", directly attributable borrowing costs are capitalized during construction period for all qualifying assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are those borrowing costs that would have been avoided if the expenditure on the qualifying asset had not been made. All other borrowing costs are recognized as profit or loss in the period in which they are incurred.

2.13 Intangible Assets:

Intangible assets (IAS - 38 Para -8) that are acquired by the Company such as computer software and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. Intangible assets are amortized on a reducing balance method and charged in statement of profit or loss and other comprehensive income. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

2.14 Impairment of Assets:

a) Non-derivative financial assets

Financial assets not classified as at fair value through profit or loss, are assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.







b) Non-financial assets

The carrying amount of the non-financial assets, other than inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the assets' recoverable amounts are estimated. For intangible assets that have indefinite lives, recoverable amount is estimated at each reporting date. An impairment loss is recognized if the carrying amount of an asset or its cash generating unit (CGU) exceeds its estimated recoverable amount.

2.15 Investment in Associates:

As per IAS-28: "Investments in Associates and Joint Ventures" this investment is required to be treated as investment in Associate using Equity Accounting Method. Under Equity Accounting the carrying value of the Investment is equal to cost plus any profit earned after acquisition.

2.16 Trade and Other Receivables:

Accounts Receivable represent the amounts due from subscribers and other parties for services. Accounts Receivable are measured at the original invoice amount. Accounts Receivables are stated net of allowance for doubtful if any debts. if any other receivables comprise other non-trade receivables and interest receivables. Other receivables are stated net of provision for doubtful debts, if any.

2.17 Advance, Deposit & Prepayments:

Advances are initially measured at cost. After initial recognition, advance are carried at cost less deduction, adjustment or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of Profit or Loss and Other Comprehensive Income.

18 Cash & Cash Equivalents:

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.

2.19 Provisions, Contingent Liabilities and Contingent Assets:

The preparation of financial statements in conformity with IAS-37: "Provision, Contingent Liabilities and Contingent Assets", requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Due to the inherent uncertainty involved in making estimates, actual result reported could differ from those estimates. All provisions are recognized by making the best estimate of the amounts.

2.20 Trade & Other Payables:

Trade & other payables for goods and services received have been accounted for those goods and services for which no payment has been made. Payables are not interest bearing and are stated at their normal value.

2.21 Financial Instruments

Non-derivative financial instruments comprise accounts and other receivables, cash and cash equivalents, borrowings and other payables are shown at transaction cost.

2.22 Employee Benefits:

(a) Provident Fund:

The company operates a contributory provident fund for its permanent employees, which is funded by contribution partly from the employee and partly from the company at predetermined rates. This contribution is invested separately from the company's assets. It is administered by a Board of Trustees.







(b) Group Insurance Benefit;

The permanent employees of the company are covered under a Group Term Health Insurance Scheme. Premium of

which is being charged to Statement of Profit or Loss and Other Comprehensive Income. All regular employees are

entitled to the benefits of the Group term insurance coverage from the date of joining.

(c) Gratuity Benefit:

The Company has an funded and recognized gratuity scheme for all permanent employees under which an employee is entitled to the benefit depending on length of service with the Company.

(d) Workers' Profit Participation Fund:

The company has made a provision for Workers' Profit Participation Fund (WPPF) for the year ended 30 June 2024. The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation Fund in accordance with Bangladesh Labour Act 2006 as amended 2013.

2.23 Income Tax Expenses:

Income Tax Expenses comprise current and deferred taxes. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive income except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

a) Current Tax:

Current Tax is the tax payable on the taxable income for the year, using tax rates as applicable for the respective concern year as per income Tax Act (ITA) 2023, and any adjustment to tax payable in respect of previous years. Current Tax has been calculated on the basis of add and back of some inadmissible and admissible expenses respectively as per ITA 2023. The tax rate used for the reporting period (Except revenue earned from export service) is as follows:

Year:	Tax rate:
2023-2024	22.50%
2022-2023	20.00%

b) Deferred Tax:

Deferred tax is recognized in accordance with the provision of IAS-12. Deferred tax arises due to temporary difference deductible or taxable for the events of transactions recognized in the statement of comprehensive income. A temporary difference is the difference between the tax base of an asset or liability and its carrying amount/ reported amount in the financial statement. Deferred tax asset or liability is the amount of income tax payable or recoverable in future period(s) recognized in the current period. The deferred tax asset/ income or liability/ expense does not create a legal liability/ recoverability to and from the income tax authority. This is recognized for book purpose as equalization item presented in the financial statements to show the retained earnings as a consistent reflection of the business events. The nature and amount of a change as deferred tax in an accounting estimate that has an effect in the current period or is expected to have an effect in future periods.

2.24 Capital / Shareholder's Equity:

a) Authorized Capital:

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

b) Paid-up Capital:

Paid-up Capital represents total amount of shareholders capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholder's meetings. In the event of a winding-up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.







c) Share Premium:

The share premium represents the excess amount received by the Company from its shareholders over the nominal/par value of its share at the time of IPO. The amount of share premium may be utilized as per the provision of Section 57 of The Companies Act, 1994.

d) Retained Earnings:

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

2.25 Proposed Dividend:

The amount of proposed dividend has not been accounted for but disclosed in the notes to accounts along with the dividend per share in accordance with the requirement of IAS 1:"Presenation of Financial Statements"- Also, the proposed dividend has not been considered as "Liability" in accordance with the requirements of IAS 10: "Events after the Reporting Period". because no obligation exists in the time of approval of accounts and recommendation of dividend by the Board of Directors.

Dividend proposed by the Board of Directors for the period under review shall be accounted for after the approval of shareholders in the Annual General Meeting and the period of such approval.

3.00 Revenue Recognition, Measurement and Presentation

Revenues are recognized when goods are delivered or services rendered, to the extent that it is probable that the economic benefits from the transactions will flow to the company and the revenues can be reliably measured. Revenues are measured at the fair value of the consideration received or receivable, net of discounts and sales related taxes. These taxes are regarded as collected on behalf of the authorities.

Revenue from rendering services include the following:

- 1. Internet Service
- 2. Data Service-IPVPN-IT Support & Service
- 3. IP Telephony Service
- 4. Telehouse & Hosting
- 5. Digital Services-IT Support & Service
- 6. Project Sales
- 7. Multiprotocol Label Switching (MPLS)-IT Support & Service
- 8. International Private Leased Circuit (IPLC)-IT Support & Service

Company provides these services to the client on a monthly basis, and it is charged to the clients as prepaid or postpaid basis. The company recognizes revenue on the following basis:

- a. The company recognizes service as revenue when invoice is raised at the beginning of the month for prepaid customers and at the end of the month for the post paid customers.
- b. Interest income on bank deposits and short-term investments is recognized on receipt or accrual basis.
- c. All other income is recognized on receipt or due basis.

3.01 Earnings Per Share (EPS):

The Company calculates Earnings Per Share (EPS) in accordance with IAS 33 "Earnings Per Share" which has been shown on the face of Statement of Profit or Loss and Other Comprehensive Income. Earnings per share (EPS) has been calculated by dividing the net profit after tax by the total number of ordinary shares outstanding at the end of the period. Details are shown in note 30 to the financial statements.

a) Basic Earnings per Share:

Basic EPS is calculated by dividing profit or loss attributable to ordinary equity holders of the entity (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period.





3.02 Related Party Disclosure:

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per IAS 24 'Related Party Disclosures', BSEC guidelines. Details of the related party transactions have been disclosed in note 45.

3.03 Components of Financial Statements:

- a) Statement of Financial Position
- b) Statement of Profit or Loss and Other Comprehensive Income
- c) Statement of Changes in Equity
- d) Statement of Cash Flows; and
- e) Notes, comprising a summary of significant accounting policies and other explanatory information.

3.04 Other Regulatory Compliances:

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

- i) Income Tax Act (ITA) 2023
- ii) The Value Added Tax Act, 2012 & Rules, 2016
- iii) Bangladesh Telecommunication Regulatory Commission Act, 2001
- iv) The Customs Act, 1969
- v) Bangladesh Labour Act, 2006 (Amended in 2013)
- vi) Bangladesh Labour Rules, 2015
- vii) The Bangladesh Securities and Exchange Commission Act, 1993
- viii) The Securities and Exchange Ordinance, 1969
- ix) The Securities and Exchange Rules, 2020
- x) Dhaka Stock Exchange Listing Regulations, 2015
- xi) Chittagong Stock Exchange Regulations, 2015
- xii) Corporate Governance Code of BSEC, 2018

3.05 Events after the reporting period

As per IAS -10: "Events after the Reporting Period" are those events favorable and unfavorable, that occur between the end of the reporting year and the date when the Financial Statements are authorized for issue. Two types of event can be identified:

*Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and

*Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

Details are shown in note 49 to the financial statements.

3.06 Reconciliation of Books and Accounts:

Books of account in regard to Parties (in Bangladesh and outside Bangladesh) as well as Bank are reconciled at regular intervals to keep the unreconciled balances within non-material level.

3.07 General

Previous year's figures have been rearranged, whenever considered necessary to confirm to the current year's
presentation.

ii) Figures appearing in the financial statements have been rounded off to the nearest Taka.







ote	Particulars	Amount	
He	Farbusians	June 30 2024	June 30 2023
4.00	Property, plant and equipment:		
	Cost		
	Opening balance	2,074,119,484	1,920,799,400
	Add: addition during the period	384,320,328	158,927,70
		2,458,439,812	2,079,727,10
	Less: disposal/adjustment during the period		5,607,625
		2,458,439,812	2,074,119,48
	Accumulated depreciation		
	Opening Balance	738.334.418	656,140,20
	Add: Charged during the period	93.005,804	85,783,21
	Less: Disposal/adjustment during the period	23,003,004	(3,589,00
	cess: only one sector and an all one become	831,340,222	738,334,41
	Million days when	and the second sec	1,335,785,06
	Written down value	1,627,099,590	1,435,785,06
	*An elaborate schedule of PPE are shown in annexure-A		
4 (a)	Consolidated property, plant and equipment:		
	Cost	2010/02/02/02/02/02/02/02/02/02/02/02/02/02	101210-0242-02
	Opening Balance	2,075,275,174	1,920,799,40
	Add: addition during the period	437,691,975	160,083,39
		2,512,967,149	2,080,882,79
	Less: Disposal/adjustment during the period		5,607,62
		2,512,967,149	2,075,275,17
	Accumulated depreciation		000024003
	Opening Balance	738,681,125	656,140,20
	Add: Charged during the period	122,715,826	86,129,92
		861,396,951	742,270,13
	Less: Disposal/adjustment during the period		(3,589,00
	and the second	861,396,951	738,681,12
	Written down value	1,651,570,198	1,336,594,04
	*An elaborate schedule of PPE are shown in annexure-B	- Average Average -	Alexedan Anti-
	ALL ENVIRONMENT OF LAR AND ALL BUILDINGS OF A		
5.00	Right-of-use of assets		
	Cost		
	Opening Balance	207,580,098	182,275,36
	Add: addition during the period	55.048,113	25,304,73
		262,628,211	207,580,09
	Amortization		
	Opening Balance	146,194,826	105,317,63
	Add: Charged during the period	46,251,486	40,877,19
	THE CHARGES SHITTER OF PERSON	192,446,312	146,194,82
	Written down value	70,181,899	61,385,27
	*An elaborate schedule of ROU are shown in annexure-A.1	70,181,899	01,303,47
	"An elaborate schedule of KUU are shown in annexure-A.1		
5 (a)	Consolidated Right-of-use of assets		
	ADN Telecom Limited	70,181,899	61,385,27
	ADN Edu Services Limited	11,780,832	
	PERI LON DEL VIJES ENVIREN	81,962,731	61,385,27
	*An elaborate schedule of ROU are shown in annexure-8.1	The state of the s	and sectors
6.00	Intangible Assets:		
	Cost		
	Opening Balance	2,381,010	2,381,01
	Add: addition during the period	5,600,000	+
		7,981,010	2,381,01
	Amortization		
	Opening Balance	1,976,913	1,875,88
	Add: Charged during the period	1,197,122	101,02
		3,174,035	1,976,91
		and the second sec	
	Written down value	4,806,975	404,09







1.516.51		Amount in Taka
Note	Particulars	June 30 2024 June 30 2023
6 (a)	Consolidated Intangible Assets:	
	Cost	
	Opening Balance	2,528,990 2,381,01
	Add: addition during the period	10,050,000 147,98

10,050,000	147,980
12,578,990	2,528,990
2,013,907	1,875,888
1,308,107	138,019
3,322,014	2,013,907
9,256,976	\$15,083

*An elaborate schedule of Intangible Assets are shown in annexure-C

3.00 Equity-accounted investees

Written down value

Add: Charged during the period

Amortization Opening Balance

	June 30, 2024						
Particulars	Number of share	face value per share	Called and paid up capital per share	Share holding	Amount in 8DT	Amount in BDT	
Investment in subsidiaries					and the second		
ADN Edu Services Limited	800,000	10	10	89%	40,000,000		
ADN International Gateway	80	100	100	80%	14,957,315	3,619,435	
MyTel Communication Ltd	2,850,000	10	10	95%	28,500,000	8,612,486	
SOS developments limited	3,000	1,000	1,000	60%	20,000,000	20,000,000	
					103,457,315	32,231,921	
Investment in associates							
ADN Diginet Ltd.	20,000	100	100	40%	3,826,163	2,534,986	
ADN Media Limited	45,000	100	100	45%	68,351		
					3,894,514	2,534,986	
Investment in share							
Digicon Technologies Ltd.	275,260	10	10	1%	8,257,800	8,257,800	
Shohoj Limited.	100,000	100	100	8.47%	100,000,000	40,000,000	
			2543		108,257,800	48,257,800	
					215,609,629	\$3,024,707	
				4446	Burden (Manual)	Balance	

7.01 Investment in associates:	Opening	Addition	Profit/(Loss)	Balance
ADN Diginet Ltd.	2,534,986		1,291,177	3,826,163
ADN Media Limited	-	4,500,000	(4,431,649)	68,351
L'activité de la construction de la	2,534,986	4,500,000	(3,140,472)	3,894,514
	and the second se	CONTRACTOR NUMBER OF TAXABLE PARTY.		and the second se

ADN Telecom Limited holds 40% and 45% shares of ADN Diginet and ADN media limited respectively. As per IAS 28 this investment in associates is required to be treated as using Equity Accounting Method. Under Equity Accounting the carrying value of the Investment in both company is equal to cost plus any profit earned after investment.

7.02 Invest in shares:	Opening	Addition	Profit/(Loss)	Balance
Shohoj Limited	40.000.000	60,000,000		100,000,000
Digicon Technologies Ltd.	8,257,800		+)	8,257,800
Digital recirculation and	48,257,800	60,000,000		108,257,800

ADN Telecom Limited holds 8.47% and 1.00% shares of Shohoj Limited and Digicon Technologies Ltd. respectively. As per IFRS 7 this investment is required to be treated as investment in financial instruments.

7 (a) Consolidated equity-accounted investees

1,500,000	3,619,435
+	8,612,485
3,826,163	2,534,986
68,351	
8,257,800	8,257,800
100,000,000	40,000,000
113,652,314	63,024,707
	3,826,163 68,351 8,257,800 100,000,000







			Amount	t in Taka
Note		Particulars	June 30 2024	June 30 2023
8.00	Trade and other receivables:	8.01	514,702,938	580,161,18
	Trade Receivable			
	Other Receivable	8.02	296,322,297 811,025,235	214,889,73
1000			811,023,233	735,050,31
8.01	Trade receivables:			173 011 00
	Opening Balance		580,161,184	472,911,00
	Add: Addition during the year		1,429,585,594	1,344,256,21
			2,009,746,778	1,817,167,21
	Less: Received/adjustment during the year		1,490,709,068	1,232,790,59
	Less: Provision for expected credit loss		4,334,772	4,215,44
			514,702,938	\$80,161,18
8.01.01	Ageing of Accounts Receivable:			
	Duration		Amount in Tk.	Amount in Tk.
	1-30 days		195,471,499	242,663,48
	31-60 days		197,510,437	254,218,01
	61-90 days		55,492,297	38,919,38
	91-180 days		23,148,580	22,645,69
	181-365 days		20,745,353	10,543,94
	Over 365 days		22,334,772	11,170,65
			514,702,938	\$80,161,18
8.02	Other receivables:		and a start of the	unice years
	ADN Diginet Ltd		52,239,581	47,760,24
	My Tel Limited		48,597,894	14,585,40
	Senior Citizen Healthcare Ltd.		48,503,213	6,825,00
	InGen Technology Ltd.		42,178,562	42,178,56
	ADN Media Limited		31,676,445	
	ADN Technologies Ltd.		25,097,437	25,613,33
	SOS Developments Ltd.		9,719,546	4,587,29
	ADN Eduservices Ltd.			40,563,65
			258,012,678	182,113,49
	Interest Receivable		38,309,619	32,776,23
			296,322,297	214,889,73
8.02.01	Interest Receivable:			
	Opening Balance		32,776,234	27,042,47
	Add: Addition During the year		12,362,789	6,413,87
	Lass Adjustment during the unit		45,139,023	33,456,34
	Less: Adjustment during the year Closing Balance		6,829,404	680,11
	*The amount is receivable on FDR & Relate	ed parties	38,309,619	32,776,23
		ixed deposit receipts and interest charges on intercomp	any balances as per compa	ny policy.
	ADN Edu Service Ltd.		16.366,420	14,504,90
	ADN Technologies Ltd.		5,613,539	4,358,66
	InGen Technology Ltd.		14,077,216	4,358,66
	Fixed Deposit receipts (FDR)		2,252,444	2,144,37
			38,309,619	32,776,23
8 (a)	Consolidated Trade and other receivables	e		and a state of the
	ADN Telecom Limited		750,120,281	795,050,91
	605 Developments Ltd		1,003,530	7,000,00

SOS Developments Ltd. 1,032,570 7,000,000 **ADN International Gateway** 67,882,815 2,720,385 821,756,051 ADN Edu Services Limited 802,050,916 9.00 Advance, Deposits and Prepayments: Advance 9.01 92,020,588 175,434,817 Deposits 9.02 45,623,711 37,789,311 137,644,299 213,224,128

All the above Advance, Deposits & Prepayments are considered secured and recoverable.





	Particulars Amou June 30 2024		Amount	in Taka
Note			June 30 2024	June 30 2023
9.01	Advances:			
	Employees		7,754,102	7,518,11
	Against import		7,257,042	19,503,74
	Against expenses		3,285,793	1,466,46
	Income tax	9.01.01	31,200,507	25,436,88
	Others	9.01.02	42,523,144	121,509,59
			92,020,588	175,434,81
9.01.01	Advance Income Tax:			0
	Opening Balance		25,436,888	48,843,78
	Add: Addition during the year		31,200,507	25,436,88
			56,637,395	74,280,66
	Less: Adjustment during the year		25,436,888	48,843,78
			31,200,507	25,436,88
9.01.02	Advance to others:			
	ADN Technologies Ltd.		10,406,655	10,906,65
	Cel Telecom Ltd.		24,840,569	52,232,34
	Tech Valley Networks Ltd.		7,275,920	58,370,60
			42,523,144	121,509,59
9.02	Deposits:		Second.	
	J F Bangladesh Ltd.		4,000,000	4,000,00
	Bank guarantee and margin	9.02.01	8,484,701	9,575,85
	Earnest money for tender security	9.02.02	8,361,830	1,120,83
	Security deposit	9.02.03	24,777,180	23,092,63
			45,623,711	37,789,31

*The above deposits are reviewed on the reporting date and concluded positively around its recoverability

*ADN Telecom Limited paid 8DT-40,00,000/- for the purchase of 40% shares of CEL Telecom Limited to JF (Bangladesh) Ltd. As per 8TRC Guildine, prior permission is required for any share transfer of IGW company. All Share transfer related documents were submitted to BTRC but approval is yet to received.

9.02.01 Bank guarantee and margin		
Opening Balance	9,575,850	14,383,372
Add: Addition during the year	6,532,891	2,094,797
	16,108,741	16,478,169
Less: Adjustment during the year	7,624,040	6,902,319
	8,484,701	9,575,850
9.02.02 Earnest Money for Tender Security:		
Opening Balance	1,120,830	1,232,430
Add: Addition during the year	7,261,000	352,400
	8,381,830	1,584,830
Less: Adjustment during the year	20,000	464,000
	8,361,830	1,120,830
9.02.03 Security Deposits		
Security Deposits-Office & POP Rent	13,919,834	11,017,661
Security Deposits to Others	10,857,346	12,074,970
	24,777,180	23,092,631
9 (a) Consolidated Advance, Deposit and Prepayments		0.000000000
ADN Telecom Limited	137,644,299	208,636,830
SQS Developments Limited	2,634,526	2,572,874
MyTel Communication Ltd	84,642,021	
ADN International Gateway	12,023,935	+
ADN Edu Services Limited	14,212,951	
	251,157,732	211,209,704





Note	Particulars		Amount	in Taka
iote	Pan	ILMHITS	June 30 2024	June 30 2023
10.00	Other financial assets			
	Eastern Bank PLC		62,267,322	60,766,36
	Community Bank PLC		42,148,064	40,044,00
	The City Bank PLC		20,000,000	
	IDLC Finanance PLC		3,600,000	
	IDEC PRIMINANCE PIC		128,015,386	100,810,36
	*Other financial assets consist of fixed deposits key *All of the FDRs are lien with Banks and NBFI's	pt with different bank and non banking financial	And the second s	
101-1	Inventory			
	Opening		6,720,698	7,041,29
	Sales during the year		914,946	320.60
	sales ouring the year		5,805,752	6,720,69
23/15				
	Cash and cash equivalents:			
	Cash in hand		2,010,503	1,838,11
	Cash at bank	11.02	91,032,429	154,688,89
			93,042,932	156,527,00
11.01	Cash in hand:			
	Branch office			70,00
	Head office		370,466	267,70
	Petty cash-imprest fund		1,640,037	1,500,41
	Total		2,010,503	1,838,11
11.02	Cash at bank:			
	Bank Name			
	Bank Asia PLC		652,053	734,53
	BRAC Bank PLC.		58,324	142.55
	Community Bank,		493,567	811,98
	Dhaka Bank PLC.		2.219,500	314,15
			15.030.241	18,424,14
	Dutch Bangla Bank PLC			
	Eastern Bank PLC.		513,127	51,49
	Global Islami Bank PLC		2,568,514	2,353,81
	IFIC Bank PLC		1,630,565	68,41
	Islami Bank Bangladesh PLC.		1,200,017	182,39
	Jamuna Bank PLC		6,711	7,63
	Janata Bank PLC		23,505	24,19
	Mutual Trust Bank PLC		40,426,071	128,739,30
	NRBC Bank PLC		94,122	92,41
	One Bank Ltd PLC		255,449	252,63
	Pubali Bank Ltd PLC		570,740	792,24
	Rupali Bank PLC		34,626	3,59
	Sonali Bank PLC		47,271	
	Standard Bank PLC		506,575	4,52
	The City Bank PLC		23,856,256	1,334,25
	United Commercial Bank PLC		845,172	353,31
	Uttara Bank PLC		23	1,28
			91,032,429	154,688,89
11 (a)	Consolidated Cash and Cash Equivalent			10 C. *
0.000	AND Telecom Limited		93,042,932	156,527,00
	SOS Developments Limited		21,260	118,25
	MyTel Communication Ltd		25,466	1000
	ADN International Gateway		1,432,806	÷
	ADN Edu Services Limited		1,369,780	





Note	Burlindar	Amoun	t in Taka
	Particulars	June 30 2024	June 30 2023

12.00 Share Capital: 12.01 Authorized Capi

12.01 Authorized Capital:		
200,000,000 -Ordinary Shares of Tk. 10 each	2,000,000,000	2,000,000,000
12.02 Issued, Subscribed, and Paid-up Capital:		
64,651,666 Ordinary Shares of Tk. 10 each	646,516,660	646,516,660

12.03 The Detail Shareholding positions are as follows:

	30-Jun-24		30-Jun-23		
Name of Shareholders	% of Holding	Amount in Taka	% of Holding	Amount in Taka	
Sponsors and Directors:	100-00-00				
Asif Mahmood	19.95%	129,000,000	19.18%	124,000,000	
Md. Moinul Islam	10.07%	65,100,000	10.07%	65,100,000	
Md. Mahfuz Ali Sohel	10.07%	65,100,000	10.07%	65,100,000	
Vanguard AML BD Finance Mutual Fund One	2.06%	13,333,340	2.06%	13,333,340	
Henry Hilton	0.19%	1,240,000	0.19%	1,240,000	
Mohammad Ali Sarker	0.00%	-	1.32%	8,525,000	
Mamonoor Rashid	0.47%	3,050,000	2.02%	13,050,000	
Sub-Total	42.81%	276,823,340	44.91%	290,348,340	
Other than Sponsors and Directors	57.18%	369,693,320	55.09%	356,168,320	
	100%	646,516,660	100%	646,516,660	

12.04 Share Holding Percentage by category:

Shareholders	30-Jun-24	30-Jun-23
Sponsors / Director	42.81	44.91
Institute	18.54	17.19
Foreign	1.99	1.99
General Public	36.66	35.91
	100.00	100.00

12.05 Distribution Schedule of the Shares: Percentage Percentage Range of Shareholdings Number of Shareholders **Total Number of Shares** June 30, 2024 June 30, 2023 0-5,000 3,730 2,553,549 3.95 3.95 5,001-50,000 470 7,363,909 11.39 12.20 50,001-200000 76 7,938,380 12.28 12.77 200.001-500.000 19 6.044,923 9.35 9.22 500,001-1,000,000 6 4,252,448 6.58 6.00 1,000,001-64,651,666 11 36,498,457 56.45 55.86 64,651,666 100.00 100.00

t	1.00	Retai	ined	earn	ings:

Opening Balance Net Profit after Tax for the year

Prior year adjustment Dividend Declared Closing Balance

13 (a) Consolidated Retained Earnings:

Opening Balance Net Profit after Tax for the year

Prior year adjustment Dividend Declared Closing Balance

258,555,111
980,127,869
(1.018,216)
(64,651,666)
914,457,987
721,572,758
258,174,327
979,747,085
{1,018,216}
(64,651,666)
914,077,203

914,457,987 721,572,758







lote	Particulars		Amount	in Taka
006	Parocuars		June 30 2024	June 30 2023
	Lease Liabilities-Non-current			
14.00	Dhaka Bank PLC		1,928,200	2 6 2 6 9
	IPDC Finance PLC			2,576,81
			767,183	1,752,77
	Right-of-use of assets		34,847,256	30,340,59
1464	Consolidated Lease Liabilities:-Non-current		37,542,639	34,670,17
Te (a)	AND Telecom Limited		17 642 624	24 632 43
	ADN Edu Services Limited		37,542,639	34,670,17
	AUN EQUIDENVICES LIMITED		10,718,482	34 (30.13
14.01	Lease Liabilities:-current		40,001,141	34,670,17
	Dhaka Bank PLC		854,609	843.18
	IPDC Finance PLC		749,416	319.78
	Right-of-use of assets			100 CCC 5005
	Ngm-or-use or asses		39,524,819 41,128,844	35,464,62
14 (6)	Consolidated Lease Liabilities-current		41,120,044	36,627,58
2+10]	AND Telecom Limited		41,128,844	36,627,58
	ADN Edu Services Limited		1,860,092	30/02/,30
	Contract and and the strength		42,988,936	36,627,58
15.00	Loans and borrowings		44,700,730	30,027,58
13.00	Non- current	15.01	363 360 644	03 647 54
	Current	15.02	262,758,541	93,966,39
	Current	15.04	159,123,697 421,882,238	102,579,40
	*Detail disclosure of Loans and borrowings have been sho	um in Annexum F	421,052,230	196,545,79
		white Annexure c		
15.01	Non-current			
	Non current portion of long term loan		112222223	120223022
	IDLC finance PLC		66,286,401	51,931,62
	HDFC PLC		20,525,786	32,881,89
	NRBC Bank PLC		41,444,238	56,392,34
	Eastern Bank PLC		59,087,355	
	The City Bank PLC		155,033,348	1.0968 73
	Less: Current portions		(79,618,587)	(47,239,47
15.02	Current		262,758,541	93,966,39
	Current portion of long term loan		79.618.587	47,239,47
	Short term loan and bank overdraft		79,505,110	55,339,93
			159,123,697	102,579,40
	Current portion of long term loan			Carlo Carlo
	IDLC finance PLC		26,528,871	11,481,94
	IIDFC PLC		16,011,684	15,362,021
	NRBC Bank PLC		20,887,008	20,395,50
	Eastern Bank PLC		16,191,024	-
	then teen has and hash and that		79,618,587	47,239,47
	Short term loan and bank overdraft The City Bank PLC		11 130 230	10 400 00
	Community Bank PLC		31,139,735	26,183,874
	Eastern Bank PLC		19,768,951	29,156,058
	Dhaka Bank PLC		2,467,983 26,128,441	
	Draka bark PLC		79,505,110	55,339,933
15 (a)	Consolidated Loans and borrowing		And a state of the	
	AND Telecom Limited		159,123,697	102.579,40
	SOS Developments Limited		2,147,980	7,000.00
	MyTel Communication Ltd		8,177,995	7,000,000
	ADN International Gateway		1,600,000	
	non michaeonal oateway		and the second s	-
			171,049,672	109,579,40







ate	Particulars		Amount	in Taka
ove	Particulars		June 30 2024	June 30 2023
16.00	Provisions			
	Salaries and allowance		23,882,861	21,693,095
	Bandwidth and fiber rent		21,577,658	36,171,365
	IPTSP interconnection charges		4,235,051	
	Overtime.conveyance and allowance			1,637,864
	Rent and utilities		6,615,347	1,915,307
	Vehicle expense		5,628,186	5,347,70
	Mobile bill		3,006,574	1,385,000
			509,425	\$55,40
	Audit fee		517,500	402,50
	Network expenses		13,452,840	3,203,11
			79,425,442	72,312,36
	Consolidated provision			
	AND Telecom Limited		79,425,442	72,312,36
	MyTel Communication Ltd		2,235,066	
	ADN International Gateway		11,634,278	
	ADN Edu Services Limited		1,614,659	
			94,909,445	72,312,36
17.00	Employee benefits			
	Employees Gratuity fund		60,054,171	55,093,93
	Worker's profit participation fund		10,566,748	16,096,01
	Employees provident fund		29,086,485	13,578,87
			99,707,404	84,768,82
	Employees Gratuity fund			
	Opening Balance		55,093,939	70,650,73
	Add: Provision during the year		7,146,044	8,293,99
	Loss Dishumament during the user		62,239,983	78,944,72
	Less: Disbursement during the year		2,185,813 60,054,170	23,850,78 55.093,93
17.00	Marker's confit participation food			- Contraction of the second
	Worker's profit participation fund Opening Balance		16,096,011	9,566,14
	Add: Provision during the year		10,566,748	16,096,01
	Party Provident Daning one year		26,662,759	25,662,15
	Less: Disbursement during the year		16,096,011	9,566,14
	(Lotter 10)	2 - 23 CARLON (1997) - 2	10,566,748	16,095,01
	As per Bangladesh Labor Act, 2006 as amended in 2013, th	e amount is computed @ 5% of net pro	fit before income Tax.	
17.03	Employees provident fund			
	Opening Balance		13,578,877	11,947,51
	Add: Addition during the year		27,429,654	25,741,05
	in the second		41,008,531	37,688,56
	Less: Adjustment during the year		10,482,047 30,526,484	24,109,69
153			20.260.494	13,578,87
17.00	Trade and other payables:	10.01	170 51 4 571	120 201 20
	Trade payables	18.01	170,514,561	128,291,16
	Others payables	18.02	30,783,553 201,298,114	42,175,43
	Too de Bauchler		201,295,114	170,409,60
18.01	Trade Payables:		100 001 100	130,381,80
	Opening Balance		128,291,169	
	Add: Addition During the year		623,905,450	503,055,35
			752,196,619	633,437,15
	Less Payment /adjustment during the year		581,682,058	505,145,98
	Ageing of Trade Payable:		170,514,561	128,291,16
	Ageing of Trade Payable: Duration		Amount in Tk.	Amount in Tk.
			54,171,123	40,730,95
	1-30 days		48,555,486	32,490,26
	31-60 days		29,160,052	29,485,70
	61-90 days			
	91-180 days		18,661,067	16,231,25
	181-365 days		11,590,637	6,173,57
	Over 365 days		8,376,196	3,179,42
			170,514,561	128,291,16







iote		(1997) (1997) (1997) (1997)			Amoun	t in Taka
	,	articulars			June 30 2024	June 30 2023
18.02	Others payable:					
	Withholding tax payable				24,049,438	22,414,530
	Withholding VAT payable				1,401,579	16,813,39
	Payable to employees				5,332,536	2,947,50
					30,783,553	42,175,432
10.54	Consolidated trade and other payables:					
10 (A)	ADN Telecom Limited				201,298,114	170,466,601
	SOS Developments Limited				1,256,797	1,413,635
	ADN International Gateway Ltd.				54,611,252	-
	ADN Edu Services Limited				26,902,752	
					284,068,915	171,880,236
19.00	Provision for Tax Liability:					
	Current tax		19.01		34,329,631	37,882,813
	Deferred tax		19.02		149,419,203	137,483,173
					183,748,834	175,365,988
19.01	Provision for Current Tax:					
	Opening Balance		0000		37,882,813	28,668,503
	Add: Provision made during the year		27.00		34,329,631	37,882,813
					72,212,444	66,551,310
	Less: Adjustment & Paid during the year				37,882,813 34,329,631	28,668,503
10.03	Provision for Deferred Tax:				24,313,031	\$1,901,011
13.92	Opening Balance				137,483,173	131,349,300
	Provision realized during the year		28.00		11,936,030	6,133,864
			201822		149,419,203	137,483,173
19.03	Calculation of Deferred Tax:					
		100000		Taxable/		12.22
	Particulars	Carrying on	Tax Base	(deductible	Applicable rate	Deferred tax
		reporting date		temporary		liabilities/(assots
		-		difference)		
	As on 30 June, 2023	1 3 3 5 B 5 6 6 6 6		C 07 447 074	20%	133 403 130
	Property, Plant & Equipment	1,335,785,066	648,369,192	687,415,874	2076	137,483,175
	Deferred tax liability					137,483,175
	As on 30 June, 2024					
	Property, Plant & Equipment	1,627,099,590	828,443,393	798,656,197	22.5%	179,697,644
				(60.054,170)	22.5%	(13,512,188
	Gratuity Provision	(60.054.170)		2 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4		
	Gratuity Provision Expected confit loss provision	(60,054,170)		(4.334.772)	22.5%	(975.324
	Expected credit loss provision	(4,334,772)		(4,334,772) (70,181,899)	22.5%	
	Expected credit loss provision Temporary difference for IFRS 16 (ROU)			(4,334,772) (70,181,899)	22.5% 22.5%	(15,790,927
	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability	(4,334,772) (70,181,899)		(70,181,899)		(15,790,927
	Expected credit loss provision Temporary difference for IFRS 16 (ROU)	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)		(15,790,927
19 (a)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability	(4,334,772) (70,181,899)	iy as per Prudent	(70,181,899)		(15,790,927
19 (a)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter	(4,334,772) (70,181,899)	y as per Prudent	(70,181,899)		(15,790,927
19 (a)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited	(4,334,772) (70,181,899)	- ly as per Prudent	(70,181,899)	22.5%	(15,790,927
19 (a)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393	(15,790,927
19 (a)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153	(15,790,927
19 (a)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830	(15,790,927 149,419,205 37,882,81
19 (a)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153	(15,790,927 149,419,205 37,882,81
	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830	(15,790,927 149,419,205 37,882,81
	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830	(15,790,927 149,419,205 37,882,811 - - - - - - - - - - - - - - - - - -
	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited Consolidated deferred tax (assets)/liability:	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007	(15,790,927 149,419,205 37,882,811 - - - - - - - - - - - - - - - - - -
	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited Consolidated deferred tax (assets)/liability: ADN Telecom Limited	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007	(15,790,927 149,419,205 37,882,811 - - - - - - - - - - - - - - - - - -
	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Umited Consolidated deferred tax (assets)/liability: ADN Telecom Limited SOS Developments Limited	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203	(15,790,927 149,419,205 37,882,811 - - - - - - - - - - - - - - - - - -
	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited Consolidated deferred tax (assets)/liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203 8,514	(15,790,927 149,419,205 37,882,813 37,882,813 137,483,173
19 (b)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Umited SOS Developments Limited SOS Developments Limited ADN International Gateway ADN International Gateway ADN Edu Services Limited	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203	(15,790,927 149,419,205 37,882,813 37,882,813 137,483,173
19 (b)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Umited SOS Developments Limited SOS Developments Limited ADN Telecom Umited SOS Developments Limited ADN International Gateway ADN Edu Services Limited ADN International Gateway ADN Edu Services Limited	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203 8,514 33,545 149,461,262	(15,790,92) 149,419,209 37,882,81 37,882,81 137,483,17
19 (b)	Expected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Umited Consolidated deferred tax (assets)/liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited ADN International Gateway ADN Edu Services Limited ADN International Gateway ADN Edu Services Limited Concolidated Dividend Financial Year 2022-2023	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203 8,514 33,545 149,461,262 281,232	(15,790,927 149,419,209 37,882,81 37,882,813 137,483,173
19 (b)	Espected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Umited Consolidated deferred tax (assets)/liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited ADN International Gateway ADN Edu Services Limited ADN Edu Services Limited DN Edu Services Limited Financial Year 2022-2023 Financial Year 2021-2022	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203 8,514 33,545 149,461,262 281,232 175,168	(15,790,927 149,419,209 37,882,813 37,882,813 137,483,173 137,483,173
19 (b)	Espected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited SOS Developments Limited SOS Developments Limited ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited ADN International Gateway ADN Edu Services Limited Developments Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited Financial Year 2022-2023 Financial Year 2020-2021	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203 8,514 33,545 149,461,262 281,232	(975,324 (15,790,927 149,419,205 37,882,813 37,882,813 37,882,813 137,483,173 137,483,173 137,483,173
19 (b)	Espected credit loss provision Temporary difference for IFRS 16 (ROU) Deferred Tax Liability Deferred Tax has been calculated on taxable ter Consolidated Provision for tax liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Umited Consolidated deferred tax (assets)/liability: ADN Telecom Limited SOS Developments Limited ADN International Gateway ADN Edu Services Limited ADN International Gateway ADN Edu Services Limited ADN Edu Services Limited DN Edu Services Limited Financial Year 2022-2023 Financial Year 2021-2022	(4,334,772) (70,181,899)	ly as per Prudent	(70,181,899)	22.5% 34,329,631 5,393 4,895,153 414,830 39,645,007 149,419,203 8,514 33,545 149,461,262 281,232 175,168	(15,790,927 149,419,205 37,882,813 37,882,813 137,483,173 137,483,173







			Amount	in Taka
Note	Particulars		July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
	The state of the s			
21.00	Revenue:			
	Local services	21.01	425,692,193	327,744,52
	IT support and services	21.02	487,126,357	471,613,01
	Export services-foreign currency	21.03	516,767,044	544,898,67
			1,429,585,594	1,344,256,21
21.01	Local services:			
	Internet services		378,152,098	283,249,90
	IP telephony services		39,426,673	31,607,26
	Telehouse and hosting services		2,604,627	829,31
	Project sales		5,508,795	12,058,03
			425,692,193	327,744,52
21.02	IT support and services:			
	Data service-IPVPN		487,126,357	471,613,01
			487,126,357	471,613,01
21.03	Export Service-Foreign Currency:			
	Multiprotocol Label Switching (MPLS)-IT support and services		422,263,040	530,346,69
	International Private Leased Circuit (IPLC)-IT support and services		94,504,004	14,551,97
			516,767,044	544,898,67
21 (a)	Consolidated revenue			
	ADN Telecom Limited		1,429,585,594	1,344,256,21
	SOS Developments Limited		898,802	2,320,600
	ADN International Gateway		63,406,500	
	ADN Edu Services Limited		13,168,773	
233			1,507,059,669	1,346,576,81
22.00	Cost of goods sold and services:		215 420 507	222 226 62
	Bandwidth and transmission (NTTN)		315,439,597	227,275,63
	Infrastructure, equipments and network expenses		154,143,122	112,816,29
	Last mile lease rent		78,115,735	68,708,27
	Salaries and allowances		148,440,079	146,434,04
	Point of presence (POP) rent		17,594,130	14,706,650
	Utilities		19,598,045	13,537,89
	Repair and maintenance		3,703,503	2,825,37
	Travelling and conveyance		2,536,842	2,095,94
	Petrol oil and lubricants (POL)		11,696,161	10,456,79
	IP Telephony inter connectivity expenses		14,372,957	11,919,01
	IPTSP revenue sharing		1,185,664 6,348,976	5,805,56
	Licenses, subscriptions and regulatory fees		5,140,231	4,819,78
	Telephone, mobile, courier and fax		109,700,410	104,031,98
	Depreciation		888,015,452	726,164,09
	*Details of depreciation are shown in Annexure-A.			
22 (a)	Consolidated cost of goods sold and services			
	ADN Telecom Limited		790,060,515	726,164,09
	SOS Developments Limited		565,020	1,904,91
	ADN International Gateway		129,729,940	
	ADN Edu Services Limited	2	6,912,196	
			927,267,671	728,069,00







		Amount	in Taka				
Note	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023				
23.00	Administrative expenses:						
-	Salaries and allowances	110,318,728	111,811,56				
- Cr	Utilities	10,448,659	9,106,67				
	Printing and stationeries	1,897,686	1,663,01				
	Travelling and conveyance	2,065,854	1,504,74				
	Petrol oil and lubricant (POL)	12,520,971	11,263,15				
	Licenses, subscriptions and regulatory fees	3,336,503	2,450,39				
	Telephone, mobile, courier and fax	1,319,457	1,474,35				
	Fees and charges	3,870,761	2,410,67				
	Office maintenance	6,864,732	6,546,47				
	Repairs & maintenance	2,608,340	2,004,76				
	Entertainment	1,757,192	2,029,11				
	Insurance	1,669,535	1,443,92				
	Medical	1,409,126	1,027,85				
	Training and development	510,725	1,250,81				
	Bank charges	1,784,792	2,347,66				
	Depreciation	29,556,880	22,628,43				
	Amortization	1,197,122	101,02				
		193,137,063	181,064,64				
	*As per IFRS-16, POP Rent is treated as ROU Assets and Charged depreciation on it.						
	*Details of Depreciation and Amortization are shown in Annexure A						
23 (a)	Consolidated administrative expenses:						
	ADN Telecom Limited	193,137,063	181,064,64				
	SOS Developments Limited	4,556,437	1,036,40				
	MyTel Communication Ltd	2,245,001					
	ADN International Gateway	10,095,764					
	ADN Edu Services Limited	480,566					
		210,514,831	182,101,04				
24.00	Marketing, selling and distribution expenses:						
	Salaries and allowances	73,584,993	70,842,33				
	Business development and promotion	10,369,397	6,396,47				
	Advertisement. Sponsorship and media buying	10,763,757	9,832,71				
	Travelling and conveyance	9,184,083	7,512,35				
	Petrol oil and lubricants (POL)	3,625,586	3,269,66				



Printing and stationeries

Entertainment

Expected Credit Loss

ADN Telecom Limited

SOS Developments Limited

ADN International Gateway

Telephone, Mobile and Fax

24(a) Consolidated Distribution and Marketing Expenses:

2,940,151

947,895

660,246

4,215,440

106,617,278

106,617,278

106,617,278

4,034,785 1,096,600

863,883

4,334,772

117,857,856

117,857,856

424,200

3,735,177

122,017,233



			Amount in Taka		
Note	Particulars		July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023	
25.00	Finance (expense)/income				
	Interest Income				
	Related parties		5,425,319	4,990,846	
	Short term deposit		1,343,467	2,405,731	
	Fixed deposit receipts		4,684,276	3,532,476	
	Provident fund forfeiture amount		1,439,999	818,496	
	Gain on disposal of assets			1,358,924	
			12,893,061	13,106,47	
	Interest expenses:				
	Term loan		27,082,444	10,320,812	
	Lease liabilities (ROU)		5,952,714	6,369,229	
	Finance lease		582,467	428,971	
			33,617,625	17,119,012	
	Net finance (expense)/income		(20,724,564)	(4,012,539	
25.01	Interest on term loan:				
	Interest on overdraft		7,452,964	1,204,129	
	Short term loan		9,467,579		
	Long term loan		10,161,901	9,116,683	
			27,082,444	10,320,81	
25 (a)	Consolidated financial expense:		and the second second		
	ADN Telecom Limited		(20,724,564)	(4,012,539	
	ADN Edu Services Limited		(4,817,524)		
			(25,542,088)	(4,012,539	
26.00	Exchange (Gain)/Loss:		16 martine and		
	Transaction(gain)/loss		(12,051,052)	(11,618,560	
			(12,051,052)	(11,618,560	
26 (a)	Consolidated exchange (gain)/loss:				
	ADN Telecom Limited		(12,051,052)	(11,618,560	
			(12,051,052)	(11,618,560	
27.00	Income tax expenses:				
	Current tax		34,329,631	37,882,813	
	Provision shortfall		17,627,756	20,225,506	
	Postalla and abarran in American D		51,957,387	58,108,319	
-1.5	*Details are shown in Annexure-D Consolidated Current Tax Expenses:				
27 (a)	ADN Telecom Limited		51,957,387	58,108,319	
	SOS Developments Limited		5,393	13,924	
			4,895,153	20,000	
	ADN International Gateway ADN Edu Services Limited		414,830		
	ADN EDD SERVICES CITIZED		57,272,763	58,122,243	
28.00	Deferred Tax Expenses/(Income)	19.02	11,936,030	6,133,864	
			63,893,417	64,242,183	
28 (a)	Consolidated deferred tax expenses/(Income):				
	ADN Telecom Limited		11,936,030	6,133,864	
	ADN International Gateway		8,514		
	ADN Edu Services Limited		33,545		
			11,978,089	6,133,864	







	Name	Designation	June 30, 2024	June 30, 2023
29.00	Disclosure of managerial s			
29.01	The total amount of salary	paid to the director of the company during the period	is as follows	
	Henry Hilton	Managing Director (Ex-officio)	5,340,000	5,430,000
			5.340.000	5,430,000
29.02	The total amount of salary	paid to the Directors and top executives of the compa	ny is as follows:	
	Salary		47,238,029	38,856,154
	Benefits		4,563,931	2,880,828
			51,801,960	41.736,982

i) No amount of money was expensed by the company for compensating any member of the Board for special services rendered.

ii) The company does not pay any board meeting attendance fee to the directors of the company.

Disclosures under para 3 of Schedule XI part II of the Companies Act 1994 (amended upto 2020)

Salary Range (Monthly)	Number of Employees
Below Tk. 3,000	Nil
Above Tk. 3,000	565

Disclosures under para 6 of Schedule XI part II of the Companies Act 1994 (amended upto 2020)

	Rahman Moatafa Alam & Co. Chartered Accountants	Audit Fee	517,500	402,500
		_	517,500	402,500
30.00	Earnings Per Share (EPS):			
30.01	Basic Earnings Per Share (EPS): Profit Attributable to Ordinary Shareholder Weighted Average Number of Ordinary Shares Outstanding		144,301,074	258,555,111
	during the Year Basic Earnings Per Share (EPS)	30.02	64,651,666 2.23	64,651,666 4.00

30.02 Weighted Average Number of Ordinary Shares as on 30 June, 2024:

The following calculation for the denominator of the EPS calculation.

	Particulars	Number of Days Outstanding	Number of Shares in Issue	Weighted Average Number of Shares
	Outstanding shares as at 1st July 2023	365	64,651,666	64,651,666
	Outstanding shares as at 30 June 2024		64,651,666	64,651,666
30 (a)	Consolidated Basic Earnings Per Share (CEPS):			
	Profit Attributable to Ordinary Shareholder		149,467,090	258,174,327
	Weighted Average Number of Ordinary Shares Outstanding	30.03	64,651,666	64,651,666
	Basic Earnings Per Share (EPS)		2.31	4.00





	Particulars	Notes	June 30, 2024	June 30,2023
.00	Net Asset Value Per Share (NAVS):			
	Share Capital		646,516,660	646,516,660
	Share Premium		413,704,659	413,704,659
	Retained earnings		961,781,562	914,457,987
	Net Asset Value (NAV)		2,022,002,881	1,974,679,306
	Total number of Existing share	30.02	64,651,666	64,651,666
	Net Asset Value Per Share (NAVS)		31.28	30.54
(a)	Consolidated Net Asset Value Per Share (CNAVS):			
	Share Capital		646,516,660	646,516,660
	Share Premium		413,704,659	413,704,659
	Retained earnings		966,566,794	914,077,203
	Net Asset Value (NAV)		2,026,788,113	1,974,298,522
	Total number of Existing share	35.02	64,651,666	64,651,666
	Consolidated Net Asset Value Per Share (CNAVS)		31.35	30.54
00	Net operating cash flow per share :			
	Net Cash Flow from Operating Activities		333,127,748	157,634,126
	Total number of Existing share		64,651,666	64,651,666
	Net Operating Cash Flow per share		5.15	2.44
(a)	Operating cash flow per share :			
	Net Cash Flow from Operating Activities		385,033,024	166,280,783
	Total number of Existing share		64,651,666	64,651,666
			5.96	2.57

33.00 Reconciliation of Cash Flow from Operating Activities through Indirect Method:

As per Clause No. 5 (2) (e) of Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, Dated: 20 June 2018: A Reconciliation of Net operating cash flow under Indirect Method is provided below:

	the second s		
	Cash flow from operating activities: As per direct method	333,127,748	157,634,126
	As per indirect method: Profit after income tax	144,301,074	258,555,111
	Add: Non cash item		100000000000000000000000000000000000000
	Depreciation Charges	139,257,290	126,660,410
	Amortization of Intangible assets	1,197,122	101,024
	Workers' Profit Participation Fund (WPPF)	14,938,577	6,529,865
	Share of profit/(loss) of associates	3,140,472	(877,083)
	Decrease in Income tax Provision	(3,553,182)	9,214,310
	Increase in trade and other receivables	(28,867,380)	(160,044,798)
	Increase in advance, deposits and prepayments	75,579,829	(84,099,286)
	Increase in trade and other payables	(31,915,166)	(1,761,023)
	Increase in Provision	7,113,081	(2,778,267)
	Deferred tax assets/(liabilities)	11,936,030	6,133,864
	Net Cash Flow from Operating Activities	333,127,748	157,634,127
34.00	Cash received from customers:		
	Revenue during the year 21.00	1,429,585,594	1,344,256,212
	Changes in Trade Receivable 8.00	65,458,246	(111,465,620)
	Exchange gain 26.00	12,051,052	14,554,574
	600,00	1,507,094,892	1,247,345,166
		And and a state of the state of	the state of the second s







	Particulars	Notes	June 30, 2024	June 30, 2023
(a)	Collection from customers and others			
	ADN Telecom Limited		1,486,567,281	1,254,717,877
	SOS Developments Limited		6,866,232	320,600
	ADN International Gateway		(4,476,315)	
	ADN Edu Services Limited		10,448,388	
		1	1,499,405,586	1,255,038,477
.00	Cash paid to suppliers and others:			
	Cost of Goods & Services	22.00	(888,015,452)	(726,996,853)
	Changes in Trade and other payable	18.00	(31,915,165)	(1,761,023
	Depreciation in Cost of Goods Sold & Services	22.00	109,700,410	104,031,980
	Translation gain	26.00		(2,936,014
			(810,230,207)	(627,661,910
(a)	Consolidated cash paid to suppliers and others:			
	ADN Telecom Limited		(618,774,590)	(627,661,910)
	SOS Developments Limited		193,088	(673,754
	MyTel Communication Ltd			
	ADN International Gateway		(75,118,688)	
	ADN Edu Services Limited		19,990,556	
	ADIT LOG JETTICES CHINCO		(673,709,634)	(628,335,664)
.00	Payments for operating expenses			
	Change in Advances, Deposits and Pre-payments		75,579,829	(119,102,319)
	Changes in other receivable		(81,432,565)	(35,472,707)
	Change in Accrued Expenses		7,113,081	(2,778,267)
	Advance Income Tax			25,436,888
	Administrative Expenses		(193,137,063)	(177,884,212
	Distribution & Marketing Expenses		(117,857,856)	(106,617,278
	Depreciation in Administrative Expenses		29,556,880	22,628,430
	Amortization in Administrative Expenses		1,197,122	101,024
	Contribution to WPPF		(10,566,748)	
	Change in employees benefits		14,938,577	
	entries in control on occurring		(274,608,743)	(393,688,441)
(a)	Consolidated payments for operating expenses:			
	ADN Telecom Limited		(242,616,570)	(403,254,587
	SOS Developments Limited		(5,042,289)	1,631,553
	MyTel Communication Ltd		(84,651,956)	
	ADN International Gateway		(14,220,598)	
	ADN Edu Services Limited		(13,078,858)	+
			(359,610,271)	(401,623,033
.00	Financial expenses paid:			100 400 000
	Financial Expenses	33	(33,617,625)	(19,466,680
		(Q)	(33,617,625)	(19,466,680







	Particulars	Notes	June 30, 2024	June 30, 2023
8.00	Interest received:			
	Opening Interest Receivable		32,776,234	27,042,472
	Interest Income during the year		12,893,061	13,106,473
	Less: Closing interest Receivable		(38,309,619)	(32,776,234)
	Interest Received during the year		7,359,676	7,372,711
8 (a)				
	Consolidated financial expenses paid:		100700000000000000000000000000000000000	
	ADN Telecom Limited		(20,724,564)	(19,466,680)
	SOS Developments Limited			(4,454)
	ADN Edu Services Limited		(4,817,524)	
			(25,542,088)	(19,471,134)
9.00	Income tax paid:			
	Tax Payable Opening		175,365,986	160,017,812
	Add: Provision during the year		63,893,417	64,242,183
			239,259,403	224,259,995
	Tax Payable Closing		183,748,834	175,365,986
	Tax Paid during the year		(55,510,569)	(48,894,009)
9 (a)	Consolidated Income tax expenses :			
	ADN Telecom Limited		(55,510,569)	(48,894,009)
			(55,510,569)	(48,894,009)







40.00 Addition/repayment to Lease Liabilities:

Particulars	Notes	June 30, 2024	June 30, 2023
Closing Lease Liabilities	14.00	74,372,075	65,805,212
Opening Lease Liabilities	14.00	65,805,212	80,905,32
		8,566,863	(15,100,110

41.00 Financial Risk Management:

International Financial Reporting Standard IFRS 7 "Financial Instruments: Disclosures" - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the companies policies for controlling risks and exposures. The company has exposure to the following risks from its use of financial instruments.

- Credit Risk

Liquidity Risk

Market Risk

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the company.

42.00 Credit Risk:

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers and investment securities. The company's Revenue are made to Bank, Financial Institution, Multinational Corporate, Public & Private Ltd. companies, ADN's strategic partners include among the largest companies in the global telecommunications sector, including Singapore Telecommunications Ltd. (SingTel), Tata Communications Ltd. as well as Orange. The company also has a strategic alliance with Bharti Airtel and British Telecom (BT).

Exposure to Credit Risk

	1.041.712.465	1,164,802,053
Cash and Bank Balance	93,042,932	156,527,009
Advance, Deposit & Prepayments	137,644,299	213,224,128
Trade and Other Receivables	811,025,235	795,050,916

		As at 30 June 2024	
Credit Exposure by Credit Rating	Credit	Amount	(%)
Trade and Other Receivables		811,025,235	77.85%
Advance, Deposit & Prepayments		137,644,299	13.21%
Cash and Bank Balance		73,559,859	7.06%
Cash on hand		2,010,503	0.19%
Cash at bank	8850 33	71,549,356	6.87%
Bank Asia PLC	AA1	652,053	0.06%
BRAC Bank PLC	AA1	58,324	0.01%
Community Bank PLC	А	493,567	0.05%
Dhaka Bank PLC	AA	2,219,500	0.21%
Dutch Bangla Bank PLC	AA+	20,837,091	2.00%
Eastern Bank PLC	AA+	513,127	0.05%
Slobal Islami Bank PLC	A+	2,568,514	0.25%
FIC Bank PLC	AA	1,630,565	0.16%
islami Bank Bangladesh PLC	AAA	1,200,017	0.12%
lamuna Bank PLC	AA1	6,711	0.00%
lanata Bank PLC	A+(AAA)	23,505	0.00%
Mutual Trust Bank PLC	AA	40,426,071	3.88%
NRBC Bank PLC	A	94,122	0.01%
One Bank PLC	AA	255,449	0.02%
Pubali Bank PLC	AA+	570,740	0.05%





		As at 30 June 2024	
Credit Exposure by Credit Rating	Credit	Amount	(%)
Rupali Bank PLC	A-(AAA)	34,626	0.00%
Sonali Bank PLC	A+(AAA)	47,271	0.00%
Standard Bank PLC	AA3	506,575	0.05%
The City Bank PLC	AA2	23,123,456	2.22%
United Commercial Bank PLC	AA	845,172	0.08%
Uttara Bank PLC	AA	23	0.00%

43.00 Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

Particulars	Carrying Amount	Maturity period	Nominal Interest rate	Within 6 months or less	Within 6 -12 months	More than 1 year
	Taka	Taka	%	Taka	Taka	Taka
Trade and other payables	201,298,114		N/A	100,649,057	100,649,057	
Provisions	79,425,442	÷.	N/A	52,950,295	26,475,147	
Loans and borrowings	421,882,238		9.00%	79,561,849	79,561,849	262,758,541
Lease liabilities	78,671,483	1.8	12.0%	20,564,422	20,564,422	
Contribution to WPPF fund	10,566,748	Mar-25	N/A		10,566,748	
Provision for tax liability	34,329,631	20	N/A	•	34,329,631	
Total:	826,173,656		5	253,725,622	272,146,854	262,758,541

following an above short state of the state of the state of the billing of the 2024

44.00 Market Risk:

Currency Risk

The Company is exposed to currency risk on purchases of equipments & received currency from global Partners that are denominated in a currency other than the functional currency primarily in U. S. Dollars. The effects of foreign purchase are insignificant to the Company. The Company has not entered into any type of derivatives instrument in order to hedge foreign currency risk as at 30 June 2024. There are no foreign currency monetary assets and liabilities as at 30 June 2024 resulting net exposure to foreign currency risk is nil.

Interest Rate Risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. Local currency loans are however not significantly affected by fluctuations in interest rates.





Charlened Accountants

45.00 Related Party Disclosures:

During the year the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balances have been set out in accordance with the provisions of IAS 24 "Related Party Disclosure":

Name of	Balationshin	Mistrics of Tennession	Bolf Moto	Balance as on	Total Transaction FY 2023-2024	Laction FY 2024	Balance as on
Party	restoustig	Nature of Hansaction	1000	01.07.2023	Addition	Payment/ Adjustment	30.06.2024
Tech Valley Networks Ltd.	Concern under common management	Advance for Land Purchase	9.01.02	53,405,683	88,973,200	134,834,304	7,544,579
				53,405,683	88,973,200	134,834,304	7,544,579
		Advance for land purchase	9.01.02	10,406,655	•	A DOLLAR A	10,406,655
in the second second	Concern under common	Intercompany Loan	8.02	25,613,337		515,900	25,097,437
NUODALS LILL	HETHNOROBOLE FYON INFRINGENEELIN	Interest Receivable	8.02.01	4,358,663	1,254,876		\$,613,539
				40,378,655	1,254,876	515,900	41,117,631
	Concern under common	Intercompany Loan	8.02	14,585,409	35,000,000	987,515	48,597,894
WY LEI LTG.	management	Investment In Share	7 (a)	8,612,486	•	8,612,486	1
				23,197,895	35,000,000	9,600,001	48,597,894
	Concern under common	Investment In Share	7 (a)	3,619,435	1.0	3,619,435	1. N.
International	management	Trade Payable	23.00	(10,605,512)	(97,722,069)	(61,906,413)	(46,421,168)
				(6,986,077)	(97,722,069)	(58,286,978)	(46,421,168)
InGen	Concern under common	Intercompany Loan	12.02	42,178,562	16,000,000	16,000,000	42,178,562
Technology Ltd.	management	Interest Receivable	8.02.01	11,768,287	2,308,929		14,077,216
				53,946,849	18,308,929	16,000,000	56,255,778
Eduservices	ADN Eduservices Concern under common	Intercompany Loan	12.02	40,563,650		40,563,650	,
Ed.	management	Interest Receivable	8.02.01	14,504,906	1,861,514	*	16,366,420
				55,068,556	1,861,514	40,563,650	16,366,420
ADN Diginet Ltd.	Concern under common	Intercompany Loan	8.02	47,760,241	8,116,650	3,637,310	52,239,581
	management	Investment In Share	7.01	2,534,986	1,321,461		3,856,447
				50,295,227	9,438,111	3,637,310	56,096,028
The second second	Concern under common	Intercompany Loan	8.02		31,873,019	196,574	31,676,445
אות ואפמוק רומי	management	Investment In Share	7.01	*	4,500,000	(4,431,650)	68,350
				•	36,373,019	(4,235,076)	31,744,795
Constant Constant				269.306.788	93,487,580	142.629.111	211.301.957







46.00 Contingent Liability:

As per IAS 37: A contingent Liability is a possible obligation that arises from past events and whose existaence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or a present obligation that arises from past events but is not recognised because:

it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;

(2) the amount of the obligation can not be measured with sufficient reliability.

Contingent Liability of Bank Gurantee: The company has issued total bank guarantee of Tk. 8,48,47,005 of which Tk. 8,484,701 has been accounted for (Note: 9.02.1)

47.00 Attendance Status of Board of Directors Meeting:

During the year from 01.07.2023 to 30.06.2024 there were 4 (Five) Board Meetings held. The attendance status of all the meetings are as follows:

Name of the Director	Position	Meeting Held	Attended	Remarks
Asif Mahmood	Chairman	4	4	
Henry Hilton	Managing Director	4	4	
Md. Moinul Islam	Director	4	4	
Md. Mahfuz Ali Sohel	Director	4	4	
Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	4	4	
Khondkar Atique-e-Rabbani	Independent Director	4	2	Resigned on 6 January 2024.
Md. Maruf	Independent Director	4	4	
Major General Golam Mohammad,ndc,psc (retd)	Independent Director	4	0	Appointed on 27 June 2024.

For Board Meeting, attendance fees were not paid to the Directors of the company.

48.00 Other Disclosures:

 As per consolidated financials, the company's sales grew by BDT 160 million, 12% over the preceding year. BDT 78 million, 6% sales growth came from its subsidiaries and the rest of the sales growth was driven by B2C. With the acquisition of an additional 40% shares in ADN International Gateway during the year the total shareholding of ADN Telecom increased to 80%, which enhanced consolidated sales.

ISP retail business (B2C) involved substantial costs in the pre-break-even stage due to the economies of scale along with extensive marketing push in the backdrop of stiff competition in this segment. Also, interest on loans increased for upward trend of borrowing costs. Company's last year EPS was exceptionally good due to, some one-time sales (OTC) under different projects. Alongside growing inflation, all these factors impacted the variance in EPS.

 Net Operating Cash Flow Per Share (NOCFPS) increased from BDT 2.57 to BDT 5.96 because of the increase in collection of receivables from the customers.

49.00 Subsequent Disclosure of Events after the Reporting Period Under IAS 10:

The Board of Directors of ADN Telecom Limited in it's 137th meeting held on 24th October 2024 has recommended for declaration of Cash dividend @10% to the shareholders for approval in the ensuing Annual General Meeting of the company.





Rahman Mostata Alam & Co.

ADN Telecom Limited Schedule of property, plant and equipment As at tune 30, 2024

Armexure-A

		Cost	-				Depreciation			Interim Press
Particulars	Opening Balance	Addition	Dispose/ Adjustment	Closing Balance	Rate	Opening Balance	Charged during the year	Dispose/ Adjustment	Closing Balance	Value 30 June 2024
Freehold:				The second se						
Land and land development	54,876,546	136,606,140		191,482,686	•	and the second second			1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	191,482,686
Radio Link, infrastructure and equipment	811,369,497	133,568,571		944,938,068	2×	295,970,414	27,223,735		323.194,149	621,743,919
Data centre	98,092,174	4,548,000		102,640,174	SN	8,467,670	4,398,894	•	12,866,564	89,773,630
Fiber equipment	259,854,669	4,537,666	1	264,392,335	SN	86,700,959	8,604,714	1	95,305,673	169,006,662
Computer & computer equipments	70,806,596	A,057,715	<i>.</i>	74,864,311	NUE	55,185,365	4,897,708	*	60,083,073	14,781,238
Office equipment.	71,902,040	9,888,384	8	81,790,424	20%	51,713,142	4,729,138		56,642,280	25,348,144
Optical fiber	112,384,968	24,436,117	0	136,821,085	NOE	78,754,746	13,746,217	3	92,500,963	44,320,122
furniture and fittings	35,544,479			35,544,479	NOT	18,294,440	1,648,097	2	13.942,537	15,601,942
IPTSP and video conference cauipment	57,880,875	2,521,426		100,402,301	20%	32,159,529	5,086,663		37,246,192	23,156,109
Motor vehicle	36,486,155	1,409,630	*	37,895,785	NOZ	27,506,624	1,721,579		29,628,203	8,267,582
Leasehold motor vehicle	6,494,000	+	•	6,494,000	2006	430,262	1,107,530		1,537,792	4,956,208
Support equipment	458,427,485	62,746,679	3	\$21,174,164	SN	82,751,267	19,841,529		102,592,796	418.581.368
Closing Balance as at 30 June 2024	2,074,119,484	384,320,328		2,458,439,812		758,334,418	91,005,804	•	831,340,222	1,627,099,590
Closing Balance at at 30 June 2023	1,920,799,402	158,927,707	5,607,625	2,074,119,484		656,140,208	85,783,218	3,589,008	738,334,418	1,335,785,066

										Annexure A.1
Right of Use of Assets (BOU)	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance	Rate	Opening Balance	Charged during the year	Disposal/ Adjustment	Closing Balance	Written Down Value 30 June 2024
Rental premises.	207,580,098	55,048,113	4	262,628,211		146,194,826	46,251,486	•	192,446,312	70,181,399
Closing Balance as at 30 June 2024	207,580,098	55,048,113		262,628,211		146,194,826	46,251,486		192,446,312	70,181,899
Closing Balance as at 30 June 2023	182,275,367	25,304,731	•	207,580,098	÷	105,317,634	40,877,192		146,194,826	61,385,272
						and the second se	NAME AND ADDRESS OF TAXABLE PARTY.		and and an other statements of the statements of	

Allocation of Depreciation

Particulars	Notes	2023-24	2022-23
Cost of Goods Sold & Services	22	109,700,410	104,031,980
Administration	2	29,556,880	22,628,430
Total Depreciation		119,257,290	126,660,410
Break Up of Administration Depreciation			
		2023-24	2022-23
Office Equipment		4,729,138	4,450,173
ROU Assets		22,200,103	15,324,836
Furniture & Fintures		1,648,097	1,821,191
Computer & Computer Equipment (20% of total dep.)		979,542	1,032,231
Total		29,556,880	22,628,430



Rahman Mostafa Alam & Co.

ADN Telecom Limited Consolidated Schedule of Property, Plant & Equipment As at June 30, 2024

		Cost					Depreciation	e		Written Down
Particulars	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance	Rate	Opening Balance	Charged during the year	Disposel/ Adjustment	Closing Balance	Value 30 June 2024
Freehold: Land and Land Permission	CA D'A CAG	136,606,140	12	383 682 191			8			TOT ABY GRA
	040'0/0'10			0001301.1844						100'701'727
Radio Link, infrastructure and equipment	811,369,497	133,568,571	2	944,938,068	S%	295,970,414	27,223,735	,	323,194,149	621,743,919
Data Centre	98,092,174	4,548,000		102,640,174	S%	8,467,670	4,398,894		12,866,564	89,773,610
Fiber Equipment	259,854,669	4,537,666	•	264,392,335	SN	86,700,959	8,604,714	3	96,305,673	169,086,662
Computer & Computer Equipments	71,962,286	20,228,620	•	92,190,906	3006	55,532,072	15,391,756		70,923,828	21,267,078
Office Equipment	71,902,040	41,293,885	4	113,195,925	102	51,713,142	21,377,827		73,090,969	40,104,956
Optical Fiber	112,384,968	24,436,117	5	136,821,085	Xox	78,754,746	13,746,217	9	52,500,963	44,320,122
Furniture & Fittings	35,544,479	5,795,241	20	41,339,720	10%	18,294,440	4,215,382	,	22,509,822	18,829,898
IPTSP & Video Conference Equipment	57,880,875	2,521,426	æ	60,402,301	200%	32,159,529	5,086,663	,	37,246,192	23,156,109
Motor Vehicle	36,486,155	1,409,630		37,895,785	20%	27,906,624	1,721,579	9	29,628,203	8,267,582
Leasehold Motor Vehicle	6,494,000	•	ĉ	6,494,000	20%	430,262	1,107,530	č	1,537,792	4,956,208
Support Equipment	458,427,485	62,746,679	S.	521,174,164	5%	82,751,267	19,841,529		102,592,796	418,581,368
Closing Balance as at 30 June 2024	2,075,275,174	437,691,975	•	2,512,967,149		738,681,125	122,715,826		861,396,951	1,651,570,198
Closing Balance as at 30 June 2023	1,920,799,402	160,083,397	5,607,625	2,075,275,173		656,140,208	86,129,925	3,589,008	738,681,125	1,336,594,049

										Annexure-B-1
Right of Use of Assets (ROU)	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance	Rate	Opening Balance	Charged during the year	Disposal/ Adjustment	Closing Balance	Written Down Value 30 June 2024
Rental Assets	207,580,098	\$5,048,113	1.0	262,628,211		146,194,826	46,251,486		192,446,312	70,181,899
Rental Assets (Edu services)		14,176,933		14,176,933			2,396,101		2,396,101	11,780,832
Closing Balance as at 30 June 2024	207,580,098	69,225,046	*	276,805,144	•	146,194,826	48,647,587		194,842,413	81,962,731
Closing Balance as at 30 June 2023	182,275,367	25,304,731	•	207,580,098		105,317,634	40,877,192	1	146,194,826	61,385,272
	and the second se			Concession of the local division of the loca	I	And in case of the local division of the loc	And a subscreen subs			No. of Concession, name





Contract Mostafa Alem & Cr.

ADN Telecom Limited Schedule of Intanginie Assets As at June 30, 2024

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		Cost	ti li				Amortizat	tion		Midness Douss
Particulars	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance	Rate	Opening Balance	E Charged Dis during the Adju	Disposel/ Adjustment	Closing Balance	Value 30 June 2024
Quick book software	225,000			225,000	20%	212,829	2,323	1	215,152	L
ZAB ERP software		5,600,000.0		5,600,000	20%		1,120,000		1,120,000	
Employee management software	248,400	,	•	248,400	20%	195,362	10,123	•	205,485	
Share management software	210,000	*	•	210,000	20%	122,424	16,714	1	139,138	_
Network performance software	1,697,610	•	•	1,697,610	20%	1,446,298	47,962		1,494,260	Ĵ.
Closing Balance as at 30 June 2024	2,381,010	5,600,000.0		7,981,010		1,976,913	1,197,122		3,174,035	4,806,975
Closing Balance as at 30 June 2023	2,381,010			2,381,010		1,875,888	101,024		1,976,913	404,097

ocation of Amortization	Notes	2023-2024	2022-2023
vinistrative expenses	23	1,197,122	101,024
		1,197,122	101,024

Schedule of Consolidated Intanginie Assets As at June 30, 2024

		Cost	t .				Amortizat	lion		Midnan Pound
Particulars	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance	Rate	Opening Balance	Charged Di during the Adj	Disposal/ Adjustment	Closing Balance	Value 30 June 2024
Quick book software	225,000		1	225,000	20%	212,829	2,323	×	215,152	9,848
ZAB ERP software		5,600,000.0	•	5,600,000	20%		1,120,000	3	1,120,000	4,480,000
Employee management software	248,400	*	2	248,400	20%	195,362	10,123	E	205,485	42,915
Share management software	210,000	4		210,000	20%	122,424	16,714	•	139,138	70,862
Network performance software	1,697,610			1,697,610	20%	1,446,298	47,962	3	1,494,260	203,350
License & Membership Fee	147,980		2	147,980	l	36,995	110,985	ŝ	147,980	•
Software development progress		4,450,000.0	•	4,450,000						4,450,000
Closing Balance as at 30 June 2024	2,528,990	10,050,000		12,578,990		2,013,908	1,308,107		3,322,015	9,256,975
Closing Balance as at 30 June 2023	2,381,010	147,980.0		2,528,990		1,875,838	138,019	•	2,013,907	515,083



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Allocation of Amortization Administrative expenses



ADN Telecom Ltd Current Tax Calculation for the year ended on June 30, 2024

Annexure-D

As on 30 June 2024					Amount in BDT
Profit before tax				1.	208,194,491
Inadmissible Expenses					95,626,879
Admissible Expenses					(72,383,612
Profit before corporate Tax				1	231,437,758
Particulars	Revenues	Percentage of Revenue	Profit apportions as per % of Revenue	Tax Rate	Provision for Current Tax
Export Services	516,767,044	36.15%	83,660,193	22.50%	18,823,543
IT Support & Services	487,126,357	34.07%	78,861,617	0.00%	
Local Services	425,692,193	29.78%	68,915,948	22.50%	15,506,088
Total	1,429,585,594	100%	231,437,758		34,329,631

Current Tax Expenses for 2024

Regular tax on the basis of net profit - As above

AlT deducted at source by Customers (U/S- 163)- Note: 13.01.02

Tax on the basis of Gross receipt @ 0.60%

	34,329,631
Which ever is higher	31,200,507
is ingrati	5,654,755





1 ADN Telecom Limite

7. Fully prepared and valid security cheque of TK. 50 million;									
 Personal guarantee of Mr Ast Mahmood, Mr Henry Haton, md Mairufislam, and Md mahfuz All Sohel. Assignment of Bll of Walton Hi-Tech Industries Ltd, Trust Ltd. And Exim Bank; A8 PDC and 1 UDC 48 PDC and 1 UDC 48 PDC and 1 UDC Undertaking assets in favor of IIDFC; Teulty prepared and valid security cheque of TK. 50 million; 	10.50%	48 Months	. (000'000'09	31 1			4	IIDIC
 Saty Post dated dreque (PDC); Personal guarantee of all the sponsor directors of the company; Ownership lease vehicle; Comprehensive insurance of lease vehicle; De note along with letter of continuation; Other usual change documents; 	11,00%	60 Months		X	*	Δ.	10,000,000	÷	IPDC Finance PLC
 Personal guarantee from Mr. Ast Mahmud. Md Marthur All Schel, Mri Md. Moinul Islam: Payment assignment of DBBL, IFIC and SBL: 12 PDCs and 1 UDC; 12 PDCs and 1 UDC; 4. Cash Security! FDR lien of BDT. 5600,000; 	14.43%	38 Months	1	36,000,000	£.	<i>ti</i>	•	72	IDLC Finance Limited.
 Personal guarantee from Mr Ast Mahmud, Md Mahtur All Sohel, Mrs Md. Moleul Islam. Payment assignment of DBBL. IFIC and SBL. PDCs and 1 UDC: 4. Cash Security! FDR Sen of BDT. 3.5600,0000; 	10.00%	60 Moriths	3	45,000,000	*		•	2	IDLC Finance Limited.
Security documents	Interest rate	Period	Revolving Trust Receipt Limit/ Letter of credit	Long-term Ioan Receipt Limit	Short-term facilities limits	Workorder Facility	Lease Finance	Overdraft limits	BankNBFI

uments	of TVNL and ATL overing entire anst each BG per CBL ments. charge with RJSC ed & footing s, Plant &	0 nos sthares of med by Mr. Asif % of 4.95 Decimat ichal Ptot # 5, if 14.46 Decimal da. Dhaka owned da. Dhaka owned da. Chaka owned	r BDT. 10 cr from M. Mahfuz Ali M Islam. of TVNL and r pre: ments for 10 cr. aling assets of the reated with RJSC. y created charge on 23.09.2018 us us 0000428,and
Security documents	 Personal guarantee Corporate Guarantee of TWNL and ATL Repayment Cheque Covering entire Limit Contribution guarantee against each BG Cumter guarantee against each BG Standard charge documents. Registered 1st ranking charge with RUSC on all present & future feed & floating assets (stock, neceivables, Plant & machinery. etc) 	 Lien of total 12,400,000 nos shares of ADN Telecom Limited owned by Mr. Asif Mahmood of the company. Registered mortagage of 4.95 Decimal (03 Katha) Land at Purbachal Piot # 5, Ashulia owned by ATL: Registered Mortgage of 14.46 Decimal Land at Boro Beraid, Badda, Chaka owned by ADNTEL; Len of 292, 140 Shares of different Cos. Owned by ATL: CBBI FDR-3 or and 1.40 or. 	 Personal guarantee for BDT. 10 or from Mr. Aaif Mahmood, Mr. Md. Mahfuz Ali Sohel and Mr. Md. Monral Islam. Corporate Guarantee of TVNL and inGen Technologies. Undated charge documents for 10 or; Sundard charge documents for 10 or; Hypothecation over floating assets of the company for 10 or to be created with RJSC. However EBL has already created charge for BDT 20 or with RJSC on 23.09.2018 which shall remain confisiou. Len over FDR far BDT, 5.50 or (FDR- 1045450448024, 104551000428, and 1045450448024)
Interest rate	SMART+ 3.00%	10.10%	SMART+ 3.50%
Period	06 Monthis	06 months	60 Months
Receipt Limit/ Letter of credit	160,000,000	120,000,000	
Long-term Ioan Receipt Limit	28		60.000.000
facilities limits	20,000,000		
Workorder Facility		134	£.
Lease Finance	9.		
Overdraft limits	35,000,000	50,000,000	40,000,000
BankiNBFI	City Bank PLC	Community Bank	Eastern Bank PLC
2 Sr	6	6	~

ADNTEL Annual Report 2024

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Long-term Revolving Trust Receipt Limit Period Interest rate Security documents Limit Letter of credit	72,000,000 - 60 Months 9.00% 5. Pledge of 33 Lec Sharks of ADN Telecom LM, TVNL and InGen Technologies; 3. Usual charge documents; 7. Cuporate Guarantee of ADN Telecom LM, TVNL and InGen Technologies; 9.00% 72,000,000 - 60 Months 9.00% 77 Guidhan Avenue, Dhaka; 17 Guidhan Avenue, Dhaka; 18 Ank; 17 Charged created on feed and Floating assets;	Contract of the company. Contract of the con
Short-term facilities limits	\$1.	
Workorder Facility	¥	000'000's
Lease 1	×	3,800,000
Overdraft limits	63	w.
Bank/NBF1	NRBC Bank PLC	Dhaka Bank PLC
No St	6 6	0





The Auditor's Report and The Audited Financial Statements

for the year ended on 30 June 2024

ADN INTERNATIONAL GATEWAY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Of ADN International Gateway Limited Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of ADN International Gateway Limited which comprise the statement of financial position as at 30 June, 2024, and statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as on 30 June 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

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 auditor of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, 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.



Mohakhali Office : Flat # C-4, Arteco Trade Centre (4th Floor) House # F-63, Beside Bon Bhaban (Amtoli) Mohakhali, Dhaka-1212. Cell : 01716-591438, 01919-591438, E-mail : alim@mqyca.com, mqyc2019@gmail.com, Web : www.mqyca.com Head Office : House # 63/F (3rd Floor) Dolphin Goli, Lake Circus Kalabagan, Dhanmondi, Dhaka-1205, Bangladesh. Cell: 01819-547366, 01919-591438, 01770-705465, 01731-119595, E-mail: info@mqyca.com, mqy_ca@yahoo.com, Web : www.mqyca.com Obtain an understanding of internal control relevant to the audit in order to design audit procedures
that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
effectiveness of the company's internal control.

 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

 Evaluate the overall presentation, structure and content of the Company' financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994, 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 account as required by law have been kept by the Company so far as it appeared from our examination of these books; and

c) the statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account.

Date: 03 September, 2024 Place: Dhaka

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment no:1532 DVC: 24/0291532A5127200





ADN International Gateway Limited Statement of financial position As at 30 June, 2024

Amounts in Taka Notes 30 June, 2024 30 June, 2023 Particulars ASSETS 14,955,121 13,972,502 Non-Current Assets: 13,972,502 4.00 13,455,121 Property, plant and equipment 5.00 1,500,000 Investment in share Current Assets: 81,339,556 33,128,938 Trade and other receivables 6.00 67.882.815 21,396,786 12,023,935 11,522,285 Advance deposit and prepayments 7.00 1,432,806 209,867 8.00 Cash and cash equivalents **Total Assets** 96,294,677 47,101,439 EQUITY AND LIABILITIES Equity: 21,945,478 9.048,589 10,000 10.000 Issued capital 9.00 Retained earnings 21,935,478 9,038,589 Liabilities: 74,349,198 38,052,850 Non-Current Liabilities: 3,208,514 3,200,000 Deferred tax liabities 11.00 8,514 Loans and borrowings 10.00 3,200,000 3,200,000 Current Liabilities: 71,140,684 34,852,850 Trade and others payable 12.00 54,611,252 29,592,933 Provisions and accrued expenses 13.00 11.634.279 3.860.687 Current tax liabilities 4,895,153 14.00 1,399,231 **Total Equity and Liabilities** 47,101,439 96,294,677

The annexed note forms are an integral part of these financial statements.

Managing Director

Chairman

Signed in term of our separate report of even date annexed.

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment Number-1532



Date: 03 September, 2024 Place: Dhaka

Satatement of Profit or Loss & Other Comprehensive Income

For the period from 01 July, 2023 to 30 June, 2024

		Amounts in Taka		
Particulars	Notes	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023	
Revenue from Services	15.00	161,361,437	99,964,523	
Cost of services	16.00	(129,729,940)	(87,801,675)	
Gross Profit		31,631,497	12,162,848	
General administrative expenses	17.00	(10,029,698)	(7,465,770)	
Selling and marketing expenses	18.00	(3,735,177)	(1,329,018)	
Profit From Operation		17,866,622	3,368,060	
Financial expenses	19.00	(66,066)	(135,918)	
Net Profit Before Tax		17,800,557	3,232,142	
Tax expenses	20.00	(4,903,667)	(1,399,231)	
Net Profit After Tax		12,896,890	1,832,911	

The annexed note forms are an integral part of these financial statements.

Hay Managing Director

Chairman

Signed in term of our separate report of even date annexed.

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment Number-1532



Date: 03 September, 2024 Place: Dhaka



Statement of Changes in Equity For the period from 01 July, 2023 to 30 June, 2024

			Amounts in Taka
Particulars	Share Capital	Retained Earning	Total
Balance as at 01 July, 2022	10,000	7,205,678	7.215,678
Net Profit/(Loss) for the year		1,832,911	1,832,911
Balance as on 30 June, 2023	10,000	9,038,589	9,048,589
Balance as at 01 July, 2023	10,000	9,038,589	9,048,589
Net Profit/(Loss) for the year		12,896,890	12,896,890
Balance as on 30 June, 2024	10,000	21,935,478	21,945,478

Flay Li Ihm. Managing Director

Chairman



Statement of Cash Flows

For the period from 01 July, 2023 to 30 June, 2024

	Amounts	in Taka
Particulars	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
A. Cash Flow from Operating Activities (i+ii)	3,700,572	(302,413)
(i) Operating Profit/(loss) Before Working Capital Changes	19,295,570	4,784,642
Net Profit for the year	17,800,557	3,232,142
Add: Adjustment for items not involving the movement of cash:		
Depreciation	1,495,014	1,552,500
Amortization of pre-operating expenses		
(ii) Adjustment for (increase)/decrease in Current Assets	(15,594,998)	(5,087,055)
(Increase)/Decrease in inventories		
(Increase)/Decrease in trade Receivables	(46,486,029)	7,365,295
(Increase)/Decrease in advance, deposits and prepayments	(501,650)	(4,104,121)
Increase/(Decrease) in Liabilities for Expenses	25,018,319	1,545,558
Increase/(Decrease) in trade and other payables	7,773,592	(8,494,556)
Tax paid	(1,399,231)	(1,399,231)
B. Cash Flow from Investing Activities	(2,477,633)	
Acquisition of property, plant and equipment	(977,633)	
Equity-accounted investees	(1,500,000)	
C. Cash Flow from Financing Activities		
Share Money deposit/(paid)	(A)	
Increase in share capital		
Net changes in Cash and Cash Equivalents (A+B+C)	1,222,939	(302,412)
Opening cash and cash equivalents	209,867	512,279
Closing Cash and Cash Equivalents	1,432,806	209,867

Hy Lin

Managing Director

Chairman





Notes to the Financial Statements

As at & For the year ended June 30, 2024

1.00 Company and its activities

a) Company Profile:

ADN International Gateway Limited is a private company limited by shares andwas incorporation on 27th October, 2011 under the Companies Act, 1994 Vide Registration No. C-96605/11.

Address of Registered Office of Reporting Entities.

The registered office of the company is located at Red Crescent Concord Tower, (19th Floor), 17 Mohakhali C/A, Dhaka- 1212, Bangladesh.

b) Nature of Business:

ADN International Gateway Limited is the prime service provider for domestic and international connectivity services and solutions duly authorized by the Bangladesh Telecommunication Regulatory Commission (BTRC). The principal activities of the company are providing seamless, secured data & internet connectivity to various grades of customers using fiber, satellite and wireless solutions since 2011.

2.00 Material Accounting Policies and Basis of Preparation

The accounting policies set out below, which comply with IFRSs, have been applied consistently to all periods presented in these financial statements, and have been applied consistently by the company.

2.01 Statement of Compliance:

These financial statements of ADN International Gateway Limited Limited have been prepared on a going concern basis under historical cost convention in accordance with IFRSs. The disclosures of information are made in accordance with the requirements of the Companies Act 1994, the financial statements have been prepared in accordance with IAS-1 using the accrual basis of accounting. In the preparation of these financial statements, management used available information to make judgments, estimate and assumption that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from those estimates.

a) Legal Compliance:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of The Companies Act 1994, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

b) Compliance with International Financial Reporting Standards:

IAS/ IFRS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	N/A
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipment	Complied
IAS 19	Employee Benefits	N/A
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS 23	Borrowing Costs	Complied
IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Consolidated and Separate Financial Statements	N/A
IAS 28	Investments in Associates and Joint Ventures	Complied
IAS 31	Interests in Joint Ventures	N/A
IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	N/A
IAS 34	Interim Financial Reporting	N/A
IAS 36	Impairment of Assets	N/A



IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	N/A
IAS 39	Financial Instruments: Recognition and Measurement	Complied
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS 1	First Time Adoption	N/A
IFRS 2	Share Based Payment	N/A
IFRS 3	Business Combinations	N/A
IFRS 4	Insurance Contracts	N/A
IFRS 5	Non-Current Assets Held for Sale and Discontinued Operations	N/A
IFRS 6	Exploration for and Evaluation of Mineral Resources	N/A
IFRS 7	Financial Instruments : Disclosures	Complied
IFRS 8	Operating Segments	N/A
IFRS 10	Consolidated Financial Statements	N/A
IFRS 11	Joint Arrangements	N/A
IFRS 12	Disclosure of Interests in Other Entities	Complied
IFRS 13	Fair Value Measurement	Complied
IFRS 14	Regulatory Deferral Accounts	N/A
IFRS 15	Revenue from contracts with customers	Complied
and the second se	Leases	N/A
IFRS 17	Insurance contract	N/A

2.02 Going Concern:

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

2.03 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 Bangladeshi Taka (Taka/Tk /BDT) which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest Taka.

2.04 Reporting Period:

These financial statements cover one year starting from 01 July, 2023 to 30 June, 2024.

2.05 Comparative Information and Rearrangement thereof:

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements. Figures for prior year have been re-arranged, wherever considered necessary, to ensure better comparability with current year.

2.06 Risk and uncertainty for use of estimates and Judgments:

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the applicable of accounting policies and the reported amounts of assets, liabilities, income and expenses, and disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Actual result may differ from these estimates. 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 in any future years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors."

2.07 Materiality and Aggregation:

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the ADN International Gateway Limited has a 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.





2.08 Consistency:

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

2.09 Statement of Cash Flows:

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

Statement of cash flows has been prepared under the indirect method for the year end, classified by operating, investing and financing activities as prescribed in IAS 7 Statement of Cash Flows.

2.10 Statement of Changes in Equity:

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

2.11 Property, Plant and Equipment:

a) Recognition and measurement:

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

Property, Plant & Equipment have been accounted for at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs of enhancement of existing assets are recognized as an asset, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of such items can be measured reliably. All other expenditures are charged to the Statement of Profit or Loss and Other Comprehensive Income in the financial year in they are incurred.

b) Depreciation:

No depreciation is charged on land as the land has unlimited useful life. Depreciation on assets is calculated using the Reducing Balance Method to allocate the cost amount over their estimated useful lives. In respect of addition of Property, Plant & Equipment, depreciation is charged from the date of use. No depreciation is charged in the month of disposal.

Depreciation is charged using the following rates on the Property, Plant & Equipment except ROU assets. ROU assets depreciation is calculated on straight line basis:

Assets Category	2023-24	2022-23
Computer & Accessories	10%	10%
Office Equipment	10%	10%

c) Gain or Loss on Disposal:

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

d) Compliance of VAT and TAX:

ADN International Gateway Limited complies all rules and regulations of ITA-2023 and VAT and supplementary Act, 2012 for addition of all Property, Plant and Equipment.

e) Assets Obtained under Lease Agreements:

ADN International Gateway Limited has not recognised lease ageements under the scope of IFRS-16



2.12 Trade and Other Receivables:

Accounts Receivable represent the amounts due from subscribers and other parties for services. Accounts Receivable are measured at the original invoice amount. Accounts Receivables are stated net of allowance for doubtful if any debts, if any other receivables comprise other non-trade receivables and interest receivables. Other receivables are stated net of provision for doubtful debts, if any.

2.13 Advance, Deposit & Prepayments:

Advances are initially measured at cost. After initial recognition, advance are carried at cost less deduction, adjustment or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of Profit or Loss and Other Comprehensive Income.

2.14 Cash & Cash Equivalents:

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.

2.15 Provisions, Contingent Liabilities and Contingent Assets:

The preparation of financial statements in conformity with IAS-37: "Provision, Contingent Liabilities and Contingent Assets", requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Due to the inherent uncertainty involved in making estimates, actual result reported could differ from those estimates. All provisions are recognized by making the best estimate of the amounts.

2.16 Trade & Other Payables:

Trade & other payables for goods and services received have been accounted for those goods and services for which no payment has been made. Payables are not interest bearing and are stated at their

2.17 Financial Instruments

Non-derivative financial instruments comprise accounts and other receivables, cash and cash equivalents, borrowings and other payables are shown at transaction cost.

2.18 Income Tax Expenses:

Income Tax Expenses only stated current taxes. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

a) Current Tax:

Current Tax is the tax payable on the taxable income for the year, using tax rates as applicable for the respective concern year as per Income Tax Act (ITA) 2023, and any adjustment to tax payable in respect of previous years. Current Tax has been calculated on the basis of add and back of some inadmissible and admissible expenses respectively as per ITA 2023. The tax rate used for the reporting period (Except revenue earned from export service) is as follows:

Year:	Tax rate:
2023-24	25% or 27.50%
2022-23	27.50%

Deferred tax is recognized in accordance with the provision of IAS-12. Deferred tax arises due to temporary difference deductible or taxable for the events of transactions recognized in the statement of comprehensive income. A temporary difference is the difference between the tax base of an asset or liability and its carrying amount/ reported amount in the financial statement. Deferred tax asset or liability is the amount of income tax payable or recoverable in future period(s) recognized in the current period. The deferred tax asset/ income or liability/ expense does not create a legal liability/ recoverability to and from the income tax authority. This is recognized for book purpose as equalization item presented in the financial statements to show the retained earnings as a consistent reflection of the business events. The nature and amount of a change as deferred tax in an accounting estimate that has an effect in the current period or is expected to have an effect in future periods.



2.19 Capital / Shareholder's Equity:

a) Authorized Capital:

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

b) Paid-up Capital:

Paid-up Capital represents total amount of shareholders capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholder's meetings. In the event of a winding-up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

d) Retained Earnings:

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

3.00 Revenue Recognition, Measurement and Presentation

The Company has applied IFRS 15 "Revenue from Contracts with Customers" for annual reporting periods beginning on or after 01 January 2018. IFRS 15 provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of performance obligations in a contract and requires revenue to be recognized when or as those performance obligations are satisfied.

The new standard is based on the principle that revenue is recognized when control of goods or services transfers to a customer, so the concept of control replaces the existing concept of risks and rewards. This standard combines, enhances and replaces specific guidance on recognizing revenue with a single standard. A new five-step process must be applied before revenue from contract with customer can be recognized:

- i). Identify the contracts with customers;
- ii). Identify the separate performance obligation;
- iii). Determine the transaction price of the contract;
- iv). Allocate the transaction price to each of the separate performance obligations; and

v). Recognize the revenue as each performance obligation is satisfied.

Revenue from rendering services include the following:

- 1. Brandwith
- 2. Technical support

3.01 Related Party Disclosure:

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per IAS 24 'Related Party Disclosures', . Details of the related party transactions have been disclosed in Note 19.

3.02 Components of Financial Statements:

- a) Statement of Financial Position
- b) Statement of Profit or Loss and Other Comprehensive Income
- c) Statement of Changes in Equity
- d) Statement of Cash Flows; and
- e) Notes, comprising a summary of significant accounting policies and other explanatory information.

3.03 Other Regulatory Compliances:

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

- i) Income Tax Act (ITA) 2023
- ii) The Value Added Tax Act, 2012 & Rules, 2016
- iii) The Customs Act, 1969
- iv) Bangladesh Labour Act. 2006 (Amended in 2013)
- v) Bangladesh Labour Rules, 2015



3.05 Events after the reporting period

As per IAS -10: "Events after the Reporting Period" are those events favorable and unfavorable, that occur between the end of the reporting year and the date when the Financial Statements are authorized for issue. Two types of event can be identified:

*Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and

*Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

There is no events after reporting period during the year.

3.06 Reconciliation of Books and Accounts:

Books of account in regard to Parties (in Bangladesh and outside Bangladesh) as well as Bank are reconciled at regular intervals to keep the unreconciled balances within non-material level.

3.07 General

i) Previous year's figures have been rearranged, whenever considered necessary to confirm to the current year's presentation.

ii) Figures appearing in the financial statements have been rounded off to the nearest Taka.





				Amount	s in Taka
Notes	Particulars			30 June, 2024	30 June, 2023
4.00	Property, plant and equipment				
	Opening Balance			13,972,502	15,525,002
	Add: Addition during the year			977,633	
	Less: Depreciation during the year			(1,495,014)	(1,552,500
				13,455,121	13,972,502
5.00	Investment in share				
	MYTEL Limited			1,500,000	•
				1,500,000	
6.00	Trade and other receivable				
	Opening Balance			21,396,786	28,762,081
	Add:Adition during the year		15.00	161,361,437	99,964,523
				182,758,223	128,726,604
	Less: Received/adjustment during the	e year		114,875,408	107,329,818
				67,882,815	21,396,786
7.00	Advance deposit and prepayments				
	Bank Guarantee			1,000,000	1,000,000
	Security deposit			6,584,010	5,791,900
	Advance Income tax			4,439,925	1,399,231
	Advance for Expenses				3,331,154
				12,023,935	11,522,285
8.00	Cash and Cash equivalents				
	Cash in hand			117,553	25,592
	Cash at bank		8.01	1,315,253	184,275
				1,432,806	209,867
8.01	Cash at Bank			4 224 728	170 906
	The City Bank PLC, Gulshan Avenue Islami Bank Bangladesh PLC, Mohak			1,221,728 87,601	170,805 88,464
	One Bank PLC, Gulshan-1 Branch, A/			5,016	7,086
	Bank Asia PLC, Mohakhali Branch, A/			908	1,770
				1,315,253	268,125
9.00	Issued capital				
	Authorised: 2,500,000 Ordinary shar	es of Tk 100 each			
	Issued and fully paid-up: 100 Ordin	ary shares of Tk 1	00 each	250,000,000	250,000,000
	Name of share holders	No of	Shares		
		30.06.24	30.06.23		
	ADN Telecom Limited	80	40	8,000	4,000
	Tech Valley Networks Limited		40	1.00	4,000
	ADN Technologies Limited	20	20	2,000	2,000
				10,000	10,000



		Amount	s in Taka
Notes	Particulars	30 June, 2024	30 June, 2023
10.00	Loans and borrowings		
	ADN Telecom Limited	1,600,000	1,600,000
	Tech Vally Networks Ltd	1,600,000	1,600,000
		3,200,000	3,200,000
11.00	Provision for Deferred Tax:		
	Opening Balance	5.4 2	
	Add: Provision made during the year		· · · ·
	Provision realized during the year	8,514	a
		8,514	

11.10 Calculation of Deferred Tax:

Particulars	Carrying on reporting date	Tax Base	Taxable/(ded uctible temporary	Applicable rate	Deferred tax liabilities/(asset s)
As on 30 June, 2023 Property, Plant & Equipment	13,972,503	13,806,493	166,010	27.50%	45,653
Deferred tax liability					45,653
As on 30 June, 2024 Property, Plant &					
Equipment	13,455,122	13,258,152	196,970	27.50%	54,167
Deferred Tax Liability					54,167
					8,514

Deferred Tax has been calculated on taxable temporary differences only as per Prudent Concept.

12.00	Trade and others payable		
	Bandwidth	37,471,917	25,973,021
	Transmission	9,878,502	3,619,912
	Co-location and interconnection	1,774,273	
	Revenue sharing and other expenses	5,486,560	
		54,611,252	29,592,933
13.00	Provisions and accrued expenses		
10.00	Audit fees	70,000	64,706
	Liability for expenses	6,724,134	2,212,524
	Provident fund payable	699,740	263,138
	Accrued expenses	4,140,405	1,320,319
		11,634,279	3,860,687
14.00	Current tax liabilities		
	Opening Balance	1,399,231	722,467
	Add; Dunring the year	4,895,153	1,399,231
		6,294,384	2,121,698
	Less: Adjustment/Closing Balance	(1,399,231)	(722,467)
		4,895,153	1,399,231





		Amounts	in Taka	
Notes	Particulars	01 July 2023 to	01 July 2022 to	
100000		30 June 2024	30 June 2023	
5.00	Revenue From Services			
	Bandwidth	108,166,420	79,742,54	
	Technical support	53,195,017	20,221,98	
	recented support	161,361,437	99,964,52	
6.00	Cost of goods services			
	Bandwidth and transmission	86,870,768	62,199,184	
	Depreciation	1,444,477	1,513,73	
	Revenue Sharing	10.858,846	7,124,91	
	Hardware and technical know how fees	30,555,849	16,963,83	
		129,729,940	87,801,67	
7.00	General administrative expenses			
	Salaries and allowance	6,497,013	5,660,24	
	Regulatory expenses	1,268,938	725.504	
	Repair & Maintenance	1,000,575	120,00	
	Vehicle expenses	855.000	690.00	
	Office supplies	141,517	188,13	
	Life insurance, Medical and training	98,043	14,85	
	Audit fee	70,000	64,70	
	Depreciation	50,537	38,76	
	Telephone and mobile	0.0000215	100.0000	
	reephone and mobile	48,075 10,029,698	83,57	
8.00	Selling & Marketing Expenses			
	Travelling and conveyance	2,383,315	1,152,79	
	Entertainment expenses	72,690	176,22	
	Business development	1,279,172	110,22	
	business development	3,735,177	1,329,018	
9.00	Financial Expenses			
	Bank charges	66,066	135,918	
		66,066	135,918	
0.00	Income tax Expenses			
	Current tax Expenses	4,895,153	1.399,231	
	Deferred tax expenses	8.514		
		4,903,667	1,399,231	
	The details break-up is made up as follows: Net Profit before tax	Rate	Amount	
	Portion of Export Revenue			
	Portion of Local Revenue	27.50%	4,895,15	
			4,895,153	
	Current Tax Expenses for 2024		1000.000	
	Regular tax on the basis of net profit - As above	Which ever is	4,895,153	
	AIT deducted at source by Customers (U/S- 163)- Note: 5.0	higher	3,523,81	
	Tax on the basis of Gross receipt @ 0.60%		968,16	



		Amount	s in Taka
Notes	Particulars	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
	Current Tax Expenses for 2023		

Mileb and In	888,839
Which ever is higher	1,399,231
ingner	599,787

21.00 Reconciliation of Cash flow from operating activities through direct and indirect method:

Cash Flow from Operating Activities	3,700,571	(302,413)
Cash received from Customers	114,875,408	78,567,737
Cash paid to suppliers and others	(104,711,621)	(60,878,616)
Paid for operating expeses and others	(4.997,919)	(16,456,386)
Finance expense paid	(66.066)	(135,918)
Income Tax paid	(1,399,231)	(1,399,231)

22.00 Related Party Disclosures:

Regular tax on the basis of net profit - As above

Tax on the basis of Gross receipt @ 0.60%

AIT deducted at source by Customers (U/S- 163)- Note: 5.0

During the year the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balances have been set out in accordance with the provisions of IAS 24 "Related Party Disclosure".

Name of Company/	Nature of	Balance as on	Total Transaction FY 2023-24		Balance as or	
Party	Transaction	01.07.2023	Addition	Payment/ Adjustment	30.06.2024	
AND Telecom Limited	Sale/ Purchase	6,986,077	97,722,069	58,286,978	46,421,168	
My Tel Ltd.	Investment	*	1,500,000		1,500,000	
Tech Valley Networks Ltd	Investment	1,600,000			1,600,000	
Tota	É	8,586,077	99,222,069	58,286,978	49,521,168	





Schedule-A

ADN International Gateway Limited Schedule of Property, Plant & Equipment

at June 30, 2024	
at June 30, 2024	
at June 30, 2024	
at June 30, 202	8
at June 3	
at June 3	2
at June 3	ő
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		Cost				Depreciation		
Particulars	Balance as on 01 July, 2023	-	Addition during Balance as on the year 30 June, 2024	Dep. Rate %	Balance as on 01 July, 2023	Balance as on Charge during Balance as on 01 July, 2023 the Year 30 June, 2024	Balance as on 30 June, 2024	W.D V as on 30 June, 2024
Computer & Accessories	508,200	156,499	664,699	10%	159,333	50,537	209,870	454,829
Equipments	27,817,902	821,134	28,639,036	10%	14,194,266	1,444,477	15,638,743	13,000,293
Balance as on 30 June, 2024	28,326,102	977,633	29,303,735		14,353,599	1,495,014	15,848,613	13,455,122
Balance as on 30 June, 2023	28,326,102	•	28,326,102		12,801,099	1,552,500	14,353,599	13,972,503



The Auditor's Report and The Audited Financial Statements

for the year ended on 30 June 2024

ADN EDUSERVICES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ADN Eduservices Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of ADN Eduservices Limited which comprise the statement of financial position as at 30 June, 2024, and statements of profit or loss and other comprehensive income, statement of receipts and payments for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as on 30 June 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

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 auditor of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, 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.



Mohakhali Office : Flat # C-4, Arteco Trade Centre (4th Floor) House # F-63, Beside Bon Bhaban (Amtoli) Mohakhali, Dhaka-1212. Cell : 01716-591438, 01919-591438, E-mail : alim@mqyca.com, mqyc2019@gmail.com, Web : www.mqyca.com Head Office : House # 63/F (3rd Floor) Dolphin Goli, Lake Circus Kalabagan, Dhanmondi, Dhaka-1205, Bangladesh. Cell: 01819-547366, 01919-591438, 01770-705465, 01731-119595, E-mail: info@mqyca.com, mqy_ca@yahoo.com, Web : www.mqyca.com Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

 Evaluate the overall presentation, structure and content of the Company' financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994, 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 account as required by law have been kept by the Company so far as it appeared from our examination of these books; and

c) the statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account.

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Enrollment No: 1532 DVC: 2409251532AS624341



Dated: 04 September 2024 Place: Dhaka



ADN Eduservices Limited Statement of Financial Position

As at 30 June 2024

		Amount in	n taka
Particulars	Note	30 June 2024	30 June 2023
Assets			
Non-Current Assets:		22,230,030	7,351,422
Property, Plant and Equipment	5.00	10,449,198	7,351,422
Right of Use Assets	6.00	11,780,832	
Current Assets:		18,303,116	8,797,808
Trade & Others Receivables	7.00	2,720,385	561,269
Advance, Deposit & Prepayments	8.00	4,620,584	3,757,737
Inter-Company Receivable	9.00	9,592,367	1,900,000
Cash and Cash Equivalents	10.00	1,369,780	2,578,802
Total Assets	_	40,533,145	16,149,229
Equity & Liabilities			
Shareholders Equity:		(1,011,214)	(41,521,326
Paid-up Capital	11.00	9,000,000	1,000,000
Share Premium		32,000,000	•
Retained Earnings	12.00	(42,011,214)	(42,521,326
Non-Current Liabilities		10,752,026	
Lease Liability	13.10	10,718,482	
Deferred Tax Liability	14.00	33,545	
Current Liabilities		30,792,333	57,670,555
Inter-Company Loan	15.00		40,563,650
Lease Liability	13.10	1,860,092	
Accounts and Others Payables	16.00	26,902,752	16,420,708
Liability for Expenses	17.00	2,029,489	686,197
Total Liability		41,544,359	57,670,555
Total Equity & Liabilities		40,533,145	16,149,229
the second se			

Annexed notes form are an integral part of these financial statements

Managing Director

Chairman

Signed in terms of our separate report of even date annexed.

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrollment No-1532



Dated: 04 September 2024 Place : Dhaka

ADNTEL 171
Annual Report 2024

ADN Eduservices Limited Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2024

		Amount	in taka
Particulars	Note	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
Revenue	18.00	13,168,773	8,883,666
Cost of Services	19.00	(6,912,196)	(7,222,332)
Gross Profit/(Loss)		6,256,576	1,661,334
General and Administrative Expenses	20.00	(480,566)	(463,222)
Operating Profit/(Loss)		5,776,010	1,198,112
Financial Expenses	21.00	(4,817,524)	(528,184)
Net Profit/(Loss) before Tax	1	958,486	669,928
Income Tax	22.00	(414,830)	(274,139)
Deferred tax	14.00	(33,545)	-
Net Profit/(Loss) after Tax		510,112	395,789

Annexed notes form are an integral part of these financial statements

Managing Director

Chairman

Signed in terms of our separate report of even date annexed.

Dated: 04 September 2024 Place : Dhaka

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrollment No-1532





ADN Eduservices Limited Statement of Changes in Equity

For the year ended 30 June 2024

				Amount in taka
Particular	Share Capital	Share Premium	Retained Earnings	Total
Balance as at 01 July 2023	1,000,000		(42,521,326)	(41,521,326)
Addition During The Year	8,000,000	32,000,000		40,000,000
Net Profit/(Loss) during the year	÷.:	(*)	510,112	510,112
Balance as at 30 June 2024	9,000,000	32,000,000	(42,011,214)	(1,011,214)
Balance as at 01 July 2022	1,000,000	1.2	(42,917,114)	(41,917,114)
Addition During The Year	T (
Net Profit/(Loss) during the year	50		395,789	395,789
Balance as at 30 June 2023	1,000,000	•	(42,521,326)	(41,521,326)

Managing Director

Chairman



ADN Eduservices Limited

Statement of Cash Flows For the year ended 30 June 2024

	Amount	in taka
Particulars	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
A.Cash flows from Operating Activities	4,659,144	1,093,892
Net Profit/(Loss)	510,112	395,789
Depreciation (+)	2,206,740	1,089,467
(Increase)/Decrease in ROU	(11,780,832)	
Increase/(Decrease) in Lease Liability	12,578,574	* 2
Increase/(Decrease) in Deferred Tax Liability	33,545	
(Increase)/Decrease in Advance & Deposit	(862,847)	(1,900,000)
(Increase)/Decrease in Inter-Company Receivable	(7,692,367)	(171,489)
(Increase)/Decrease in Trade & Others Receivables	(2,159,116)	(757,737)
Increase/(Decrease) in Trade & Other Payables	11,825,336	2,437,861
B.Cash flow from Investing Activities	(5,304,516)	(746,429)
Acquisition of Property, Plant and Equipment	(5,304,516)	(746,429)
C.Cash flow from Financing Activities	(563,650)	
Loans & Borrowings	(40,563,650)	
Paid-up Capital	8,000,000	-
Share Premium	32,000,000	
Net surplus/(Deficit) of cash & Bank balance(A+B+C)	(1,209,022)	347,463
Opening cash and cash equivalent	2,578,802	2,231,339
Closing cash and cash equivalent	1,369,780	2,578,802

Managing Director

Chairman





ADN Eduservices Limited Notes to the Financial Statements As at & For the year ended June 30, 2024

1.00 Company and its activities

a) Company Profile:

ADN Eduservices Limited (the Company) was incorporated in Bangladesh C136183/2017 on February 23, 2017 under the Companies Act, 1994 as a Private Limited Company. It commenced its commercial operation on 2017

Address of Registered Office of Reporting Entities.

The Registered Office of the company is located at Red Crescent Concord Tower (19th Floor), 17 Mohakhali Commercial Area, Dhaka-1212, Bangladesh.

b) Nature of Business:

To carry on the business of human resource development and employment facilitation. To establish, operate, conduct and setup IT training centers in order to promote and produce IT professional skilled manpower. To make available valuable resources on different professional skills by conducting regular operations.

To conduct and participate in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data from home and abroad and disseminate them accordingly and to study the development, marketing, implementing systems and application software packages and related products.

2.00 Material Accounting Policies and Basis of Preparation

The accounting policies set out below, which comply with IFRSs, have been applied consistently to all periods presented in these financial statements, and have been applied consistently by the company.

2.01 Statement of Compliance:

These financial statements of ADN Eduservices Limited have been prepared on a going concern basis under historical cost convention in accordance with IFRSs. The disclosures of information are made in accordance with the requirements of the Companies Act 1994 and the financial statements have been prepared in accordance with IAS-1 using the accrual basis of accounting. In the preparation of these financial statements, management used available information to make judgments, estimate and assumption that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from those estimates.

a) Legal Compliance:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of The Companies Act 1994, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

b) Compliance with International Financial Reporting Standards;

IAS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	N/A
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipment	Complied
IAS 19	Employee Benefits	N/A
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	N/A
IAS 23	Borrowing Costs	Complied



IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Consolidated and Separate Financial Statements	N/A
IAS 28	Investments in Associates and Joint Ventures	N/A
IAS 31	Interests in Joint Ventures	N/A
IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	N/A
IAS 34	Interim Financial Reporting	N/A
IAS 36	Impairment of Assets	N/A
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	N/A
IAS 39	Financial Instruments: Recognition and Measurement	Complied
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS 1	First Time Adoption	N/A
IFRS 2	Share Based Payment	N/A
IFRS 3	Business Combinations	N/A
IFRS 4	Insurance Contracts	N/A
IFRS 5	Non-Current Assets Held for Sale and Discontinued Operations	N/A
IFRS 6	Exploration for and Evaluation of Mineral Resources	N/A
IFRS 7	Financial Instruments : Disclosures	Complied
IFRS 8	Operating Segments	N/A
IFRS 10	Consolidated Financial Statements	N/A
IFRS 11	Joint Arrangements	N/A
IFRS 12	Disclosure of Interests in Other Entities	Complied
IFRS 13	Fair Value Measurement	Complied
IFRS 14	Regulatory Deferral Accounts	N/A
IFRS 15	Revenue from contracts with customers	Complied
IFRS 16	Leases	Complied
IFRS 17	Insurance contract	N/A

Going Concern: 2.02

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

2.03

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 Bangladeshi Taka (Taka/Tk./BDT) which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest Taka.

Reporting Period: 2.04

These financial statements cover one year starting from 01 July 2023 to 30 June 2024.

Comparative Information and Rearrangement thereof: 2.05

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements. Figures for prior year have been rearranged, wherever considered necessary, to ensure better comparability with current year.





2.06 Risk and uncertainty for use of estimates and Judgments:

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the applicable of accounting policies and the reported amounts of assets, liabilities, income and expenses, and disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Actual result may differ from these estimates. 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 in any future years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors."

2.07 Materiality and Aggregation:

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the ADN Eduservices Limited has a 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.

2.08 Consistency:

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

2.09 Statement of Cash Flows:

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

Statement of cash flows has been prepared under the indirect method for the year end, classified by operating, investing and financing activities as prescribed in paragraph 10 and 18(a) of IAS 7 Statement of Cash Flows.

2.10 Statement of Changes in Equity:

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

2.11 Property, Plant and Equipment:

a) Recognition and measurement:

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

Property, Ptant & Equipment have been accounted for at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is charged using the following rates on the Property, Plant & Equipment.

Assets Category	2023-2024	2022-2023
Computer & Accessories	20%	20%
Office Equipment	20%	20%
Furniture & Equipment	10%	10%
Vehicle	10%	10%



d) Gain or Loss on Disposal:

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as profit or loss. However, Disposal occurred during the year but there is no gain or loss for the disposal.

e) Compliance of VAT and TAX:

ADN Eduservices Limited complies all rules and regulations of ITA-2023 and VAT and supplementary Act, 2012

f) Assets Obtained under Lease Agreements:

IFRS 16: "Leases" has come into force on 1 January 2019, ADN Eduservices Limited applied IFRS 16 in its financial statements using modified retrospective approach where the company measured the lease liability at the present value of the remaining lease payments, discounted it using the incremental borrowing rate at the date of initial application, and recognized a right-of-use asset at the date of initial application on a lease by lease basis. Due to applying modified retrospective effect, prior year results have not been restated.

Right-of-use assets (ROU)

The ADN Eduservices Limited recognizes right-of-use assets at the date of initial application of IFRS 16. The ROU asset is initially measured at cost at the amount of the lease liability plus any initial direct costs incurred by the lessee and depreciated using the straight line methods from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The ROU assets are presented under Right of use of Assets (Note 6).

Lease Liability

Lease Liability at the commencement date of lease; the ADN Eduservices Limited recognizes lease liabilities measured at the present value of the lease payments to be made over the lease term using incremental borrowing rate at the date of initial application. Lease liability is measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments.

As per IFRS 16: "Leases", summary of lease related information is provided in the table below:

Summary of IFRS 16:

Particulars	ROU Assets	Lease Liability
Opening Balance	-	
Addition	14,176,933	14,245,743
Depreciation/Interest Expense	(2,396,101)	1,456,011
Accumulated Depreciation/ Lease Payment	(2,396,101)	(3,123,180)
Closing Balance (Notes 6.00 & 13.10)	11,780,832	12,578,574

2.12 Trade and Other Receivables:

Accounts Receivable represent the amounts due from subscribers and other parties for services. Accounts Receivable are measured at the original invoice amount. Accounts Receivables are stated net of allowance for doubtful if any debts, if any other receivables comprise other non-trade receivables and interest receivables. Other receivables are stated net of provision for doubtful debts, if any.

2.13 Advance, Deposit & Prepayments:

Advances are initially measured at cost. After initial recognition, advance are carried at cost less deduction, adjustment or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of Profit or Loss and Other Comprehensive Income.





2.14 Cash & Cash Equivalents:

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.

2.15 Provisions, Contingent Liabilities and Contingent Assets:

The preparation of financial statements in conformity with IAS-37: "Provision, Contingent Liabilities and Contingent Assets", requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Due to the inherent uncertainty involved in making estimates, actual result reported could differ from those estimates. All provisions are recognized by making the best estimate of the amounts.

2.16 Trade & Other Payables:

Trade & other payables for goods and services received have been accounted for those goods and services for which no payment has been made. Payables are not interest bearing and are stated at their normal value.

2.17 Financial Instruments

Non-derivative financial instruments comprise accounts and other receivables, cash and cash equivalents, borrowings and other payables are shown at transaction cost.

2.18 Income Tax Expenses:

Income Tax Expenses comprise current and deferred taxes. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

a) Current Tax:

Current Tax is the tax payable on the taxable income for the year, using tax rates as applicable for the respective concern year as per Income Tax Act (ITA) 2023, and any adjustment to tax payable in respect of previous years. Current Tax has been calculated on the basis of add and back of some inadmissible and admissible expenses respectively as per ITA 2023. The tax rate used for the reporting period (Except revenue earned from export service) is as follows:

Year:	Tax rate:
2023-2024	25.00%
2022-2023	27.50%

Deferred tax is recognized in accordance with the provision of IAS-12. Deferred tax arises due to temporary difference deductible or taxable for the events of transactions recognized in the statement of comprehensive income. A temporary difference is the difference between the tax base of an asset or liability and its carrying amount/ reported amount in the financial statement. Deferred tax asset or liability is the amount of income tax payable or recoverable in future period(s) recognized in the current period. The deferred tax asset/ income or liability/ expense does not create a legal liability/ recoverability to and from the income tax authority. This is recognized for book purpose as equalization item presented in the financial statements to show the retained earnings as a consistent reflection of the business events. The nature and amount of a change as deferred tax in an accounting estimate that has an effect in the current period or is expected to have an effect in future periods.

2.19 Capital / Shareholder's Equity:

a) Authorized Capital:

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



b) Paid-up Capital:

Paid-up Capital represents total amount of shareholders capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholder's meetings. In the event of a winding-up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

c) Share Premium:

The share premium represents the excess amount received by the Company from its shareholders over the nominal/par value of its share. The amount of share premium may be utilized as per the provision of Section 57 of The Companies Act, 1994.

d) Retained Earnings:

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

3.00 Revenue Recognition, Measurement and Presentation

The Company has applied IFRS 15 "Revenue from Contracts with Customers" for annual reporting periods beginning on or after 01 January 2018. IFRS 15 provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of performance obligations in a contract and requires revenue to be recognized when or as those performance obligations are satisfied.

The new standard is based on the principle that revenue is recognized when control of goods or services transfers to a customer, so the concept of control replaces the existing concept of risks and rewards. This standard combines, enhances and replaces specific guidance on recognizing revenue with a single standard. A new five-step process must be applied before revenue from contract with customer can be recognized:

- i). Identify the contracts with customers;
- ii). Identify the separate performance obligation;
- iii). Determine the transaction price of the contract;
- iv). Allocate the transaction price to each of the separate performance obligations; and
- v). Recognize the revenue as each performance obligation is satisfied.

Revenue from rendering services include the following:

- 1. IT Training Center Service
- 2. IT Professional Service

3.01 Related Party Disclosure:

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

3.02 Components of Financial Statements:

- a) Statement of Financial Position
 - b) Statement of Profit or Loss and Other Comprehensive Income
 - c) Statement of Changes in Equity
 - d) Statement of Cash Flows; and
 - e) Notes, comprising a summary of Matirial accounting policies and other explanatory information.

3.03 Other Regulatory Compliances:

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

- i) Income Tax Act (ITA) 2023
- ii) The Value Added Tax Act, 2012 & Rules, 2016
- iii) The Customs Act, 1969
- iv) Bangladesh Labour Act, 2006 (Amended in 2013)





3.05 Events after the reporting period

As per IAS -10: "Events after the Reporting Period" are those events favorable and unfavorable, that occur between the end of the reporting year and the date when the Financial Statements are authorized for issue. Two types of event can be identified:

*Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and

*Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

There is no events after the reporting period for this financial year.

3.06 Reconciliation of Books and Accounts:

Books of account in regard to Parties (in Bangladesh and outside Bangladesh) as well as Bank are reconciled at regular intervals to keep the unreconciled balances within non-material level.

4.00 General

 Previous year's figures have been rearranged, whenever considered necessary to confirm to the current year's presentation.

ii) Figures appearing in the financial statements have been rounded off to the nearest Taka.



			Amount	in taka
lote	Particulers		30 June 2024	30 June 2023
5.00	Property, Plant and Equipment		10,449,198	7,351,422
262.0	Details Shown In Annexure-A		10,449,198	7,351,422
6.00	Right of Use Assets			
	Opening Balance		· · · · · · · ·	
	Add: Addition during the year		14,176,933	
			14,176,933	
	Less: Accumulated Depreciation		(2,396,101)	Q
			11,780,832	1
7.00	Trade & Others Receivables		2,720,385	561,269
1.009			2,720,385	561,269
8.00	Advance, Deposit & Prepaymen	ts		
	Advance:			
	Advance Income Tax		414,830	274,139
	Advance against Expenses	Note 8.10	1,885,754	1,163,598
			2,300,584	1,437,737
	Deposit:			
	Advance for Office Rent		645,000	645,000
	Performance Guarantee		1,675,000	1,675,000
			2,020,000	
	Prepayments:		4,620,584	3,757,737
8.10	Advance against Expenses			
0.10	Advance Against PO		1,869,800	1,113,383
	Advance to Employees		15,954	50.215
			1,885,754	1,163,598
9.00	Inter-Company Receivable			
	ADN Diginet Limited		9,592,367	1,900,000
			9,592,367	1,900,000
10.00	Cash and Cash Equivalents			
	Cash at Bank	Note 10.10	1,041,860	2,492,789
	Cash in Hand		327,920	86,013
			1,369,780	2,578,802
10.10	Cash at Bank			
	Dutch-Bangla Bank Limited (A/C-		1,021,259	2,469,084
	Bank Asia Limited A/C-06933000		8,483	10,035
	Bank Asia Limited (A/C-06933000	867)	12,118	13,670
			1,041,860	2,492,785



		Amount	in taka
Note	Particulers	30 June 2024	30 June 2023
11.00	Share Capital		
	Authorized Share Capital	· · · · · · · · · · · · · · · · · · ·	
	5,000,000 ordinary shares of Tk 10 each	50,000,000	50,000,000
	Issued, Subscribed and Paid-Up Capital		
	ADN Telecom Limited	8,000,000	
	Asif Mahmood	800,000	800,000
	Aref Mahmood	100,000	100,000
	Tapan Kanti Sarkar		100,000
	ADN DigiNet Limited	9,000,000	1,000,000
12.00	Retained Earnings		
	Opening Balance	(42,521,326)	(42,917,114)
	Add: Net Profit/Loss for the year	510,112	395,789
		(42,011,214)	(42,521,326)
13.00	Lease Liability		
	Opening		
	Addition during the year	14,245,743	
	Finance costs during the year	1,456,011	
		15,701,754	
	Less: Payments during the year	(3,123,180)	
	Closing liability	12,578,574	
13.10	Lease Liability		
	Lease Liability-Current	1,860,092	
	Lease Liability-Non Current	10,718,482	
		12,578,574	•
14.00	Deferred tax		
	Carrying amount	10,449,198	
	Tax base	10,327,218	
	Taxable/(Deductible) temporary difference	121,980	
	Deferred tax liability/(Assets)	33,545	
15.00	Inter-Company Loan		
	ADN Telecom Ltd.		40,563,650
			40,563,650
16.00	Accounts and Others Payables		
	Trade Payable	2,536,333	2,002,340
	Other Payable	8,000,000	325,000
	Interest Payable	16,366,419	13,004,906
	Advance received from Customers	+	1,088,462
		26,902,752	16,420,708



		Amount	in taka
Note	Particulers	30 June 2024	30 June 2023
17.00	Liability for Expenses		
	Audit Fees	63,250	63,250
	Salary & Allowance	178,320	35,500
	Utilities	79,471	
	IT Professional Expenses	789,511	
	Withholding VAT & Tax	504,107	313,308
	Provision for Income Tax	414,830	274,139
		2,029,489	686,197



		Amount	in taka
Note	Particulers	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
18.00	Revenue		
	IT Training Center Service	10,455,510	6,220,666
	IT Professional Service	2,713,263	2,663,000
		13,168,773	8,883,666
19.00	Cost of Services		
	IT Professional Expenses	298,065	2,032,011
	IT Training Center Expenses	439,309	1,581,760
	Salary & Allowance	1,062,970	585,660
	Rent		1,398,765
	Utility	509,011 2,396,101	534,669
	Depreciation on ROU Depreciation	2,390,101	1,089,467
	Depreciation	6,912,196	7,222,332
20.00	General and Administrative Expenses		
	Life Insurance Premium	1,004	2,765
	Postage & Courier	11,980	40,110
	Office supplies & Others	65,118	168,240
	Office Maintenance	40,788	142,260
	Entertainment	6,904	2,451
	Telephone & Mobile	7,890	5,056
	Fuel & Lubricant	17,948	13,017
	Professional Fee	230,000	
	License & Renewal fee	22,722	20,933
	Bank Charges	12,962	5,140
	Audit Fees	63,250	63,250
		480,566	463,222
21.00	Financial Expenses		
	Interest on Lease Liability	1,456,011	
	Inter-Company Interest	3,361,513	528,184
		4,817,524	528,184
22.00	Income Tax Expenses		
	Current Year Income Tax	414,830	274,139
		414,830	274,139
	Current Year Income Tax		
	a. On Profit before Tax (27.5%)	263,584	184,230
	b. Minimum Tax On Revenue (0.6%)	79,013	53,302
	c. Advance Income Tax	414,830	274,139
	Higher of a,b & c	414,830	274,139



		Amount	in taka
Note	Particulers	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
23.00	Cash Flow from Operating Activities		
	Cash received from Customers	10,242,524	8,712,177
	Cash paid to suppliers and others	(5,169,322)	(7,271,978)
	Paid for operating expeses and others	(401,095)	(341,167)
	Finance expense paid	(12,962)	(5,140)

24.00 Related Party Disclosures:

During the year the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balances have been set out in accordance with the provisions of IAS 24 "Related Party Disclosure":

Name of	Nature of	Balance as		nsaction FY 23-24	Balance as on
Company/ Party	Transaction	on 01.07.2023	Addition	Payment/ Adjustment	30.06.2024
ADN Diginet Limited	Intecompany Transection	1,900,000	9,266,017	1,573,650	9,592,367
Total		1,900,000	9,266,017	1,573,650	9,592,367
ADN Telecom Ltd.	Intecompany Transection	40,563,650		40,563,650	
Total		40,563,650		40,563,650	
Total		42,463,650	9,266,017	42,137,300	9,592,367



1,093,892

4,659,144



ADN Eduservices Limited Schedule of Property, Plant and Equipment

As at 30 June 2024

		Cost	st				Depred	Depreciation		
Particulars	Balance as at '01 July 2023	Addition during the Year	Disposal/ Adjustment During the Year	Balance as Rate at 30 June (%) 2024	Rate (%)	Balance as at '01 July 2023	Charged During the Year	Adjustment During the year	Balance as at '30 June 2024	Written Down Value as at '30 June 2024
Computer & Accessories	11,179,640	4,326,566	×	15,506,206	20%	8,675,302	1,366,181	10	10,041,483	5,484,723
Office Equipment	1,697,045	1,069,420	e	2,766,465	20%	570,817	439,130	4	1,009,946	1,756,519
Furniture and Equipment	4,903,047	892,194	-	5,795,241	10%	2,208,623	358,662	25	2,567,285	3,227,956
Vehicles	2,640,000	4	(2,640,000)	•	10%	1,613,568	42,768	(1,656,336)	•	
Total as on 30 June 2024	20,419,732	6,288,180	(2,640,000)	24,067,912		13,068,310	2,206,740	(1,656,336)	13,618,714	10,449,198
Total as on 30 June 2023	19,673,303	746,429	×	20,419,732		11,978,843	1,089,467	8	13,068,310	7,351,422



The Auditor's Report and The Audited Financial Statements

for the year ended on 30 June 2024

MY TEL LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Of

My Tel Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of My Tel Limited which comprise the statement of financial position as at 30 June, 2024, and statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as on 30 June 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

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 auditor of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, 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.



Mohakhali Office : Flat # C-4, Arteco Trade Centre (4th Floor) House # F-63, Beside Bon Bhaban (Amtoli) Mohakhali, Dhaka-1212. Cell : 01716-591438, 01919-591438, E-mail : alim@mgyca.com, mgyc2019@gmail.com, Web : www.mgyca.com Head Office : House # 63/F (3rd Floor) Dolphin Goli, Lake Circus Kalabagan, Dhanmondi, Dhaka-1205, Bangladesh. Cell: 01819-547366, 01919-591438, 01770-705465, 01731-119595, E-mail: info@mgyca.com, mgy_ca@yahoo.com, Web : www.mgyca.com Obtain an understanding of internal control relevant to the audit in order to design audit procedures that
are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness
of the company's internal control.

 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the Company' financial statements, including
the disclosures, and whether the financial statements represent the underlying transactions and events in a
manner that achieves fair presentation.

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 , 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 account as required by law have been kept by the Company so far as it appeared from our examination of these books; and

c) the statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account.

Date: 07 September, 2024 Place: Dhaka

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment no:1532 DVC: 2409231532AS807062





My Tel Limited Statement of Financial Position

As at 30 June 2024

-42822		Amounts	In Taka
Particulars	Notes	30 June, 2024	30 June, 2023
Assets:			
Non-Current assets:	1	•	
Current Assets:		84,667,487	69,723,326
Loan, Advances, Deposits and Prepayments	3.00	84,642,021	69,639,925
Cash and Cash Equivalents	4.00	25,466	83,401
Total Assets		84,667,487	69,723,326
Equity & Liabilities:			
Equity:		24,669,017	26,914,018
Share Capital	5.00	30,000,000	30,000,000
Retained Earnings		(5,330,983)	(3,085,982)
Current Liabilities:		59,998,470	42,809,308
Loan from Shareholders	6.00	57,763,404	42,761,308
Liabilities for expenses	7.00	2,235,066	48,000
Total Equity and Liabilities		84,667,487	69,723,326

The annexed note forms are an integral part of these financial statements.

LIL Director

Managing Director

Signed in term of our separate report of even date annexed.

Mollah Quadir Yusuf & Co.

Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment Number-1532



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Date: 07 September, 2024 Place: Dhaka

My Tel Limited Statement of Profit or Loss and Other Comprehensive Income

	Amounts	In Taka
Notes	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
		· · · · · · · · · · · · · · · · · · ·
8.00	(2,240,966)	(64,470)
	(2,240,966)	(64,470)
9.00	(4,035)	(1,820)
	(2,245,001)	(66,290)
	(2,245,001)	(66,290)
	8.00	Notes to 30 June 2024 - - - - - - - - - - - - - - - - - - -

For the year ended 30 June 2024

The annexed note forms are an integral part of these financial statements.

Hey Hilm. Director

Managing Director

Signed in term of our separate report of even date annexed.

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment Number-1532



Date: 07 September, 2024 Place: Dhaka



My Tel Limited Statement of Changes in Equity For the year ended 30 June 2024

		Amounts In Taka
Share Capital	Retained Earning	Total
30,000,000	(3,085,982)	26,914,018
	(2,245,001)	(2,245,001)
30,000,000	(5,330,983)	24,669,017
30,000,000	(3,085,982)	26,914,018
	30,000,000	30,000,000 (3,085,982) - (2,245,001) 30,000,000 (5,330,983)

Hey HIm. Director

Managing Director



ADNTEL 193
Annual Report 2024

My Tel Limited

Statement of Cash Flows

For the year ended 30 June 2024

Particulars	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
A. Cash Flows from operating activities	(15,060,031)	2,878,110
Net Profit / Loss before tax	(2,245,001)	(66,290)
Depreciation During the Year	-	-
	(2,245,001)	(66,290)
Changes of Working Capital		
Increase/(Decrease) in Loan, Advances, Deposits and Prepayments	(15,002,096)	3,000,000
Increase/(Decrease) in Liabilities for expenses	2,187,066	(55,600)
	(12,815,030)	2,944,400
B. Cash flow from investing activities	a	
Property, Plant and Equipment's	-	
C. Cash flow from financing activities	15,002,096	(3,000,000)
Loan from Shareholders	15,002,096	(3,000,000)
D. Net increase in cash and cash equivalents (A+B+C)	(57,935)	(121,890)
E. Opening balance cash and cash equivalents.	83,401	205,291
F. Closing Balance Cash and Cash equivalents.	25,466	83,401

Director

Managing Director





My Tel Limited Notes to the Financial Statements As at & For the year ended June 30, 2024

1.00 Company and its activities

a) Company Profile:

My Tel Limited (hereinafter referred to as "the Company") was incorporated as a private Limited by Shares dated 5th December 2011 in Bangladesh vide registration no-C-97512/11 under the Companies Act, 1994 with the Registrar of Joint Stock Companies and Firms.

Address of Registered Office of Reporting Entities.

The registered address of the company is Red Crescent Concord Tower (19th floor), 17 Mohakhali C/A, Dhaka-1212, Dhaka.

b) Nature of Business:

To establish, maintain, operate and provide ICT (Information Communication Technology) and Telecommunication Services, both locally and internationally, Including: Gateway Services, such as, IGW (International Gateway) and IIG (International Internet Gateway

2.00 Material Accounting Policies and Basis of Preparation

The accounting policies set out below, which comply with IFRSs, have been applied consistently to all periods presented in these financial statements, and have been applied consistently by the company.

2.01 Statement of Compliance:

These financial statements of My Tel Limited have been prepared on a going concern basis under historical cost convention in accordance with IFRSs.The disclosures of information are made in accordance with the requirements of the Companies Act 1994 and the financial statements have been prepared in accordance with IAS-1 using the accrual basis of accounting. In the preparation of these financial statements, management used available information to make judgments, estimate and assumption that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from those estimates.

a) Legal Compliance:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of The Companies Act 1994, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

b) Compliance with International Financial Reporting Standards:

IAS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	N/A
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipment	N/A
IAS 19	Employee Benefits	N/A
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	N/A
IAS 23	Borrowing Costs	N/A
IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Consolidated and Separate Financial Statements	N/A
IAS 28	Investments in Associates and Joint Ventures	N/A
IAS 31	Interests in Joint Ventures	N/A



IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	N/A
IAS 34	Interim Financial Reporting	N/A
IAS 36	Impairment of Assets	N/A
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	N/A
IAS 39	Financial Instruments: Recognition and Measurement	Complied
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS 1	First Time Adoption	N/A
IFRS 2	Share Based Payment	N/A
IFRS 3	Business Combinations	N/A
IFRS 4	Insurance Contracts	N/A
IFRS 5	Non-Current Assets Held for Sale and Discontinued Operations	N/A
IFRS 6	Exploration for and Evaluation of Mineral Resources	N/A
IFRS 7	Financial Instruments : Disclosures	Complied
IFRS 8	Operating Segments	N/A
IFRS 10	Consolidated Financial Statements	N/A
IFRS 11	Joint Arrangements	N/A
IFRS 12	Disclosure of Interests in Other Entities	Complied
IFRS 13	Fair Value Measurement	Complied
IFRS 14	Regulatory Deferral Accounts	N/A
IFRS 15	Revenue from contracts with customers	N/A
IFRS 16	Leases	N/A
IFRS 17	Insurance contract	N/A

2.02 Going Concern:

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

2.03 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 Bangladeshi Taka (Taka/Tk./BDT) which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest Taka.

2.04 Reporting Period:

These financial statements cover one year starting from July 01, 2023 to June 30, 2024.

2.05 Comparative Information and Rearrangement thereof:

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements. Figures for prior year have been re-arranged, wherever considered necessary, to ensure better comparability with current year.

2.06 Risk and uncertainty for use of estimates and Judgments:

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the applicable of accounting policies and the reported amounts of assets, liabilities, income and expenses, and disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Actual result may differ from these estimates. 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 in any future years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors."





2.07 Materiality and Aggregation:

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the My Tel Limited has a 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.

2.08 Consistency:

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

2.09 Statement of Cash Flows:

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

Statement of cash flows has been prepared under the indirect method for the year end, classified by operating, investing and financing activities as prescribed in accordance with IAS 7 Statement of Cash Flows.

2.10 Statement of Changes in Equity:

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

2.11 Property, Plant and Equipment:

a) Recognition and measurement:

In pursuant to IAS 16: "Property, Plant and Equipment", the cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the entity, and the cost of the item can be measured reliably. There is no Property, Plant and Equipment for the company for the year.

2.12 Trade and Other Receivables:

Accounts Receivable represent the amounts due from subscribers and other parties for services. Accounts Receivable are measured at the original invoice amount. Accounts Receivables are stated net of allowance for doubtful if any debts. if any other receivables comprise other non-trade receivables and interest receivables. Other receivables are stated net of provision for doubtful debts, if any.

2.13 Advance, Deposit & Prepayments:

Advances are initially measured at cost. After initial recognition, advance are carried at cost less deduction, adjustment or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of Profit or Loss and Other Comprehensive Income.

2.14 Cash & Cash Equivalents:

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.



2.15 Provisions, Contingent Liabilities and Contingent Assets:

The preparation of financial statements in conformity with IAS-37: "Provision, Contingent Liabilities and Contingent Assets", requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Due to the inherent uncertainty involved in making estimates, actual result reported could differ from those estimates. All provisions are recognized by making the best estimate of the amounts.

2.16 Trade & Other Payables:

Trade & other payables for goods and services received have been accounted for those goods and services for which no payment has been made. Payables are not interest bearing and are stated at their normal value.

2.17 Financial Instruments

Non-derivative financial instruments comprise accounts and other receivables, cash and cash equivalents, borrowings and other payables are shown at transaction cost.

2.18 Income Tax Expenses:

Income Tax Expenses comprise current and deferred taxes. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

a) Current Tax:

Current Tax is the tax payable on the taxable income for the year, using tax rates as applicable for the respective concern year as per Income Tax Act (ITA) 2023, and any adjustment to tax payable in respect of previous years.

2.19 Capital / Shareholder's Equity:

a) Authorized Capital:

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

b) Paid-up Capital:

Paid-up Capital represents total amount of shareholders capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholder's meetings. In the event of a winding-up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

d) Retained Earnings:

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

2.20 Revenue Recognition, Measurement and Presentation

The Company has applied IFRS 15 "Revenue from Contracts with Customers" for annual reporting periods beginning on or after 01 January 2018. IFRS 15 provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of performance obligations in a contract and requires revenue to be recognized when or as those performance obligations are satisfied.

The new standard is based on the principle that revenue is recognized when control of goods or services transfers to a customer, so the concept of control replaces the existing concept of risks and rewards. This standard combines, enhances and replaces specific guidance on recognizing revenue with a single standard. A new five-step process must be applied before revenue from contract with customer can be recognized:

- i). Identify the contracts with customers:
- ii). Identify the separate performance obligation;
- iii). Determine the transaction price of the contract;



ADNTEL Annual Report 2024 iv). Allocate the transaction price to each of the separate performance obligations; and
 v). Recognize the revenue as each performance obligation is satisfied.
 There is no Revenue recognised for the year.

2.21 Related Party Disclosure:

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per IAS 24 "Related Party Disclosures".Details of the related party transactions have been disclosed in note 11.

2.22 Components of Financial Statements:

- a) Statement of Financial Position
- b) Statement of Profit or Loss and Other Comprehensive Income
- c) Statement of Changes in Equity
- d) Statement of Cash Flows; and

e) Notes, comprising a summary of Matirial accounting policies and other explanatory information.

2.23 Other Regulatory Compliances:

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

- i) Income Tax Act (ITA) 2023
- ii) The Value Added Tax Act, 2012 & Rules, 2016
- iii) The Customs Act, 1969
- iv) Bangladesh Labour Act, 2006 (Amended in 2013)

2.24 Events after the reporting period

As per IAS -10: "Events after the Reporting Period" are those events favorable and unfavorable, that occur between the end of the reporting year and the date when the Financial Statements are authorized for issue. Two types of event can be identified:

*Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and

*Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

There is no events after the reporting period for this financial year.

2.25 Reconciliation of Books and Accounts:

Books of account in regard to Parties as well as Bank are reconciled at regular intervals to keep the unreconciled balances within non-material level.

2.26 General

 Previous year's figures have been rearranged, whenever considered necessary to confirm to the current year's presentation.

ii) Figures appearing in the financial statements have been rounded off to the nearest Taka.



		Amounts	in Taka
Notes	Particulars	30 June, 2024	30 June, 2023
3.00	Loans, Advances, Deposits & Prepayments		
	Banglatel Ltd.	45,975,234	45,975,234
	Jibondhara Solutions Ltd.	23,664,691	23,664,691
	Sinha Fashions Ltd.	7,501,048	· · · · ·
	Mediar Garments Ltd.	7,501,048	
		84,642,021	69,639,925
4.00	Cash & Bank Balance		
	Cash in hand	· · · · · · · · · · · · · · · · · · ·	53,900
	Cash at Bank:		
	One Bank A/C No. 001002663008	25,466	29,501
		25,466	83,401
5.00	Share Capital		
	(a) Authorized:		
	100,000,000 Ordinary Shares of @ Tk. 10 each	1,000,000,000	1,000,000,000
	(b) Issued, Subscribed and Paid-up Capital	30,000,000	30,000,000

Companies Shareholding position as at the balance sheet date was as follows:

Name of the shareholder:	NO. of Shares	NO. of Shares
ADN Telecom Limited	2,850,000	960,000
ADN International Gateway Limited	150,000	
Sinha Fashions Ltd.		750,000
Mr. Mashiur Rahman		540,000
Mediar Garments Ltd.	1 12	750,000
3,000,000 Ordinary Shares	3,000,000	3,000,000
Paid Up Capital by Shareholder	Share Holdings in TK	Share Holdings in TK
ADN Telecom Limited	28,500,000	9,600,000
ADN International Gateway Limited	1,500,000	

ADN International Gateway Limited Sinha Fashions Ltd. Mr. Mashiur Rahman Medlar Garments Ltd. 3,000,000 Ordinary Shares of Tk. 10 each



30,000,000

7,500,000

5,400,000

7,500,000

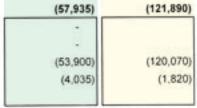
30,000,000



6.00	Loan from Shareholder		
	ADN Telecom Ltd.	49,585,409	14,585,409
	Sinha Fashions Ltd.		7,748,952
	Mediar Garments Ltd.		12,248,952
	Mr. Mashiur Rahman	8,177,995	8,177,995
		57,763,404	42,761,308
7.00	Liabilities for expenses		
	Audit Fee	69,000	34,500
	Withholding Tax & Vat	7,500	-
	Professional Fee	450,000	-
	Rent and Utilities	630,066	
	Other Expenses	568,500	-
	RJSC and renewal Fee	510,000	13,500
		2,235,066	48,000
8.00	General Administrative Expenses		
	Audit Fees	34,500	34,500
	License, renewal and registration fees	30,000	16,470
	Business Development	100,000	
	Professional Fee	250,000	
	RJSC, Forms & Fees	480,000	÷.
	Travelling & Conveyance	50,000	13,500
	Entertainment Expenses	30,000	-
	Tax Assessment	200,000	
	Rent and Utilities	677,966	
	Support services	290,000	
	Printing and Stationeries	98,500	
		2,240,966	64,470
9.00	Financial Expenses		
	Bank Charge	4,035	1,820
	27 TEAL TOTAL	4,035	1,820

10.00 Reconciliation of Cash flow from operating activities through direct and indirect method:

Cash Flow from Operating Activities	(57,935)
Cash received from Customers	•
Cash paid to suppliers and others	-
Paid for operating expesses and others	(53,900)
Finance expense paid	(4,035)
Income Tax paid	





11.00 Related Party Disclosures:

During the year the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balances have been set out in accordance with the provisions of IAS 24 "Related Party Disclosure":

SL	Name of Party	Relationship		Balance as on 01.07.2023	Total Transaction FY 2023-2024		Balance as 2023-2024	Balance as on
_					Addition	Adjustment	30.06.2024	
1	ADN Telecom Ltd.	Investor	Investment	9,600,000	18,900,000		28,500,000	
	Total			9,600,000	18,900,000		28,500,000	
2	Sinha Fashions Ltd.	Investor	Investment	7,500,000		7,500,000	1.00	
	Total	1		7,500,000		7,500,000	•	
3	Mr. Mashiur Rahman	Investor	Investment	5,400,000		5,400,000	(1.4.) (1.4.)	
	Total			5,400,000		5,400,000		
4	Mediar Garments Ltd.	Investor	Investment	7,500,000		7,500,000	1.50	
	Total			7,500,000		7,500,000		
5	ADN International Gateway Limited	Investor	Investment	27	1,500,000		1,500,000	
-	Total		-	•	1,500,000		1,500,000	
	Grand Total			22,500,000	20,400,000	12,900,000	30,000,000	

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The Auditor's Report and The Audited Financial Statements

for the year ended on 30 June 2024

SOS DEVELOPMENTS LIMITED



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Of SOS Developments Limited Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of SOS Developments Limited which comprise the statement of financial position as at 30 June, 2024, and statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as on 30 June 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

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 auditor of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, 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.

Dhaka

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Mohakhali Office : Flat # C-4, Arteco Trade Centre (4th Floor) House # F-63, Beside Bon Bhaban (Amtoli) Mohakhali, Dhaka-1212. Cell : 01716-591438, 01919-591438, E-mail : alim@mqyca.com, mqyc2019@gmail.com, Web : www.mqyca.com Head Office : House # 63/F (3rd Floor) Dolphin Goli, Lake Circus Kalabagan, Dhanmondi, Dhaka-1205, Bangladesh. Cell: 01819-547366, 01919-591438, 01770-705465, 01731-119595, E-mail: info@mqyca.com, mqy_ca@yahoo.com, Web : www.mqyca.com



 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

 Evaluate the overall presentation, structure and content of the Company' financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994, 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 account as required by law have been kept by the Company so far as it appeared from our examination of these books; and

c) the statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account.

Date: 05 September, 2024 Place: Dhaka

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment no:1532 DVC: 2409241532AS981613



SOS Developments Limited

Statement of Financial Position

As at 30 June 2024

		Amounts In Taka		
Particulers	Note	30 June, 2024	30 June, 2023	
Assets				
Non-Current Assets:		7,183,686	3,087,366	
Property, Plants and Equipments	4.00	566,288	808,983	
Software Development Progress	5.00	6,617,398	2,167,398	
Prelimiary Expenses	6.00	-	110,985	
Current Assets:		12,326,713	14,244,430	
Trade and Other Receivables	7.00	1,032,570	2,000,000	
Inventory	8.00	5,805,755	6,720,699	
Receivable from Director	9.00	5,000,000	5,000,000	
Advance, Deposite and Prepayment	10.00	467,127	405,476	
Cash and Cash Equivalents	11.00	21,261	118,255	
Total Assets		19,510,399	17,331,796	
Equity & Liabilities				
Equity:		1,380,683	4,330,862	
Issued Capital	12.00	5,000,000	5,000,000	
Retained Earnings		(3,619,317)	(669,138)	
Current Liabilities:		18,129,716	13,000,935	
Trade and Other Payables	13.00	1,256,797	1,251,732	
Loans and Borrowings	14.00	16,867,526	11,735,279	
Current Tax Liabilities	15.00	5,393	13,924	
Total Equity & Liabilities		19,510,399	17,331,796	

The annexed note forms are an integral part of these financial statements.

Director

Chairman

Signed in term of our separate report of even date annexed.

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment Number-1532



Date: 05 September, 2024 Place: Dhaka

SOS Developments Limited

Statement of Profit and Loss & Other Comperhensive Income

For the Period from 01 July, 2023 to 30 June, 2024

		Amounts	In Taka
Particulars	Notes	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
Revenue	16.00	898,802	2,320,600
Cost of Goods Sold	17.00	(565,020)	(377,903)
Gross Profit/(Loss)		333,782	1,942,697
Administrative Expenses	18.00	(2,849,762)	(2,519,735)
Selling and Marketing Expenses	19.00	(424,200)	(39,223)
Profit/(Loss) From Operation		(2,940,180)	(616,261)
Financial Expenses	20.00	(4,605)	(4.454)
Net Profit/(Loss) Before Tax		(2,944,785)	(620,715)
Income tax	21.00	(5,393)	(13,924)
Net Profit/(Loss) After Tax		(2,950,178)	(634,638)

The annexed note forms are an integral part of these financial statements.

Hay [1.] Director

Chairman

Signed in term of our separate report of even date annexed.

Mollah Quadir Yusuf & Co. Chartered Accountants Mohammed Abdul Alim FCA, CISA Partner Enrolment Number-1532



Date: 05 September, 2024 Place: Dhaka

SOS Developments Limited Statement of Changes in Equity For the Period from 01 July, 2023 to 30 June, 2024

			Amounts In Taka
Particulers	Share Capital	Retained Earnings	Total
Balance as on 01July 2022	5,000,000	(34,500)	4,965,500
Add: Net Profit/(Loss) for the year		(634,638)	(634,638)
Balance as on 30 June 2023	5,000,000	(669,138)	4,330,862
Balance as on 01July 2023	5,000,000	(669,138)	4,330,862
Add: Net Profit/(Loss) for the year	37	(2,950,178)	(2,950,178)
Balance as on 30 June 2024	5,000,000	(3,619,317)	1,380,683

Hay Lilton Director

Chairman



Page 5



SOS Developments Limited Statement of Cash Flows For the Period from 01 July, 2023 to 30 June, 2024

For the Period from 01 July, 2023 to 30 June, 2024	Amounts	i In Taka
Particulars	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
A. Cash Flows from Operating Activities: (i+ii)	4,353,006	1,273,946
(i) Operating Profit/(Loss) Before Working Capital Changes	(2,595,498)	(250,936)
Profit after tax	(2,950,178)	(634,638)
Adjustment for Non Cash Items:	10.047367	652 min 5 min 5
Depreciation	242,695	346,707
Amortization	110,985	36,995
(ii) Changes in working Capital:	6,949,504	1,524,882
Decrease /(Increase) in Inventories	914,944	(6,720,699)
Decrease /(Increase) in Trade Receivables	967,430	(2,000,000)
Decrease/(Increased) Inter Company Receivable	· · · · · · ·	11,587,299
Decrease /(Increase) Advance, Deposit & Prepayment	(61,651)	(2,572,874)
(Decrease)/Increase Loans and Borrowings	5,132,247	A
Decrease/(Increase) in Trade and Other Payables	5,065	1,231,156
Decrease /(Increase) Tax Liabilities	(8,531)	
B. Cash Flows from Investing Activities:	(4,450,000)	(1,155,690)
Property, Plant and Equipment		(1,155,690)
Software Development Progress	(4,450,000)	-
C. Cash Flows from Financing Activities;		
Share Capital		+
Net Increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(96,994)	118,256
Cash and Cash Equivalents as the Beginning of the year	118,255	
Cash and Cash Equivalents as the Closing of the year	21,261	118,255

In H

Director

Chairman



SOS Developments Limited

Notes to the Financial Statements

As at & For the year ended June 30, 2024

1.00 Company and its activities

a) Company Profile:

SOS Development Limited was incorporated on 03 August, 2021 Vide registration# C-172678/ 2021 as a Private Limited Company by shares under The Companies Act, 1994.

Address of Registered Office of Reporting Entities.

The Registered Office of the company is located at Red Crescent Concord Tower (19th Floor), 17 Mohakhali Commercial Area, Dhaka-1212, Bangladesh. The Business Office of the company is located at Red Crescent Concord Tower (19th Floor), 17 Mohakhali Commercial Area, Dhaka-1212, Bangladesh.

b) Nature of Business:

SOS Development Limited, has established to carry out all the business of IT Consulting, IT Professional, IT Trading, IRS for all kind of safety etc. ISP Data processing, System Designing, Software Developing, Software and Hardware Maintenance, Graphics design, Cloud computing and in House Data Storage and Management System. Digital archiving, Digital survey, Data analysis Business Process Outsourcing, Software and Hardware Installation/ and other Business Process Outsourcing, Software and Hardware Installation/ and other services related to Computer, Security Device etc.

2.00 Material Accounting Policies and Basis of Preparation

The accounting policies set out below, which comply with IFRSs, have been applied consistently to all periods presented in these financial statements, and have been applied consistently by the company.

2.01 Statement of Compliance:

These financial statements of SOS Developments Limited Limited have been prepared on a going concern basis under historical cost convention in accordance with IFRSs. The disclosures of information are made in accordance with the requirements of the Companies Act 1994, the financial statements have been prepared in accordance with IAS-1 using the accrual basis of accounting. In the preparation of these financial statements, management used available information to make judgments, estimate and assumption that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from those estimates.

a) Legal Compliance:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of The Companies Act 1994, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

IAS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	N/A
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipment	Complied
IAS 19	Employee Benefits	N/A
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	N/A

b) Compliance with International Financial Reporting Standards:



IAS 23	Borrowing Costs	Complied
IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Consolidated and Separate Financial Statements	N/A
IAS 28	Investments in Associates and Joint Ventures	N/A
IAS 31	Interests in Joint Ventures	N/A
IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	N/A
IAS 34	Interim Financial Reporting	N/A
IAS 36	Impairment of Assets	N/A
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	N/A
IAS 39	Financial Instruments: Recognition and Measurement	Complied
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS 1	First Time Adoption	N/A
IFRS 2	Share Based Payment	N/A
IFRS 3	Business Combinations	N/A
IFRS 4	Insurance Contracts	N/A
IFRS 5	Non-Current Assets Held for Sale and Discontinued Operations	N/A
IFRS 6	Exploration for and Evaluation of Mineral Resources	N/A
IFRS 7	Financial Instruments : Disclosures	Complied
IFRS 8	Operating Segments	N/A
IFRS 10	Consolidated Financial Statements	N/A
IFRS 11	Joint Arrangements	N/A
IFRS 12	Disclosure of Interests in Other Entities	N/A
IFRS 13	Fair Value Measurement	Complied
IFRS 14	Regulatory Deferral Accounts	N/A
IFRS 15	Revenue from contracts with customers	Complied
IFRS 16	Leases	N/A
IFRS 17	Insurance contract	N/A

2.02 Going Concern:

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

2.03 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 Bangladeshi Taka (Taka/Tk./BDT) which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest Taka.

2.04 Reporting Period:

These financial statements cover one year starting from 01 July, 2023 to 30 June, 2024.



2.05 Comparative Information and Rearrangement thereof:

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements. Figures for prior year have been re-arranged, wherever considered necessary, to ensure better comparability with current year.

2.06 Risk and uncertainty for use of estimates and Judgments:

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the applicable of accounting policies and the reported amounts of assets, liabilities, income and expenses, and disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Actual result may differ from these estimates. 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 in any future years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors."

2.07 Materiality and Aggregation:

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the SOS Developments Limited has a 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.

2.08 Consistency:

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

2.09 Statement of Cash Flows:

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

Statement of cash flows has been prepared under the indirect method for the year end, classified by operating, investing and financing activities as prescribed in IAS 7 Statement of Cash Flows.

2.10 Statement of Changes in Equity:

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

2.11 Property, Plant and Equipment:

a) Recognition and measurement:

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

Property, Plant & Equipment have been accounted for at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs of enhancement of existing assets are recognized as an asset, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of such items can be measured reliably. All other expenditures are charged to the Statement of Profit or Loss and Other Comprehensive Income in the financial year in they are incurred.





b) Depreciation:

No depreciation is charged on land as the land has unlimited useful life. Depreciation on assets is calculated using the Reducing Balance Method to allocate the cost amount over their estimated useful lives. In respect of addition of Property, Plant & Equipment, depreciation is charged from the date of use. No depreciation is charged in the month of disposal.

Depreciation is charged using the following rates on the Property, Plant & Equipment except ROU assets, ROU assets depreciation is calculated on straight line basis:

Assets Category	2023-24	2022-23
Computer & Accessories	30%	30%

c) Gain or Loss on Disposal:

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

d) Compliance of VAT and TAX:

SOS Developments Limited complies all rules and regulations of ITA-2023 and VAT and supplementary Act, 2012 for addition of all Property, Plant and Equipment (if any).

2.12 Trade and Other Receivables:

Accounts Receivable represent the amounts due from subscribers and other parties for services. Accounts Receivable are measured at the original invoice amount. Accounts Receivables are stated net of allowance for doubtful if any debts. if any other receivables comprise other non-trade receivables and interest receivables. Other receivables are stated net of provision for doubtful debts, if any.

2.13 Advance, Deposit & Prepayments:

Advances are initially measured at cost. After initial recognition, advance are carried at cost less deduction, adjustment or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of Profit or Loss and Other Comprehensive Income.

2.14 Cash & Cash Equivalents:

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.

2.15 Provisions, Contingent Liabilities and Contingent Assets:

The preparation of financial statements in conformity with IAS-37: "Provision, Contingent Liabilities and Contingent Assets", requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Due to the inherent uncertainty involved in making estimates, actual result reported could differ from those estimates. All provisions are recognized by making the best estimate of the amounts.

2.16 Trade & Other Payables:

Trade & other payables for goods and services received have been accounted for those goods and services for which no payment has been made. Payables are not interest bearing and are stated at their normal value.

2.17 Financial Instruments

Non-derivative financial instruments comprise accounts and other receivables, cash and cash equivalents, borrowings and other payables are shown at transaction cost.



2.18 Income Tax Expenses:

Income Tax Expenses only stated current taxes. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

a) Current Tax:

Current Tax is the tax payable on the taxable income for the year, using tax rates as applicable for the

 Year:	Tax rate:	
2023-24	25.00%	
2022-23	27.50%	

Minimum tax is applicable as per the provision of ITA 2023 for the year.

2.19 Capital / Shareholder's Equity:

a) Authorized Capital:

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

b) Paid-up Capital:

Paid-up Capital represents total amount of shareholders capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholder's meetings. In the event of a winding-up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

d) Retained Earnings:

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

3.00 Revenue Recognition, Measurement and Presentation

The Company has applied IFRS 15 "Revenue from Contracts with Customers" for annual reporting periods beginning on or after 01 January 2018. IFRS 15 provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of performance obligations in a contract and requires revenue to be recognized when or as those performance obligations are satisfied.

The new standard is based on the principle that revenue is recognized when control of goods or services transfers to a customer, so the concept of control replaces the existing concept of risks and rewards. This standard combines, enhances and replaces specific guidance on recognizing revenue with a single standard. A new five-step process must be applied before revenue from contract with customer can be recognized:

- i). Identify the contracts with customers;
- ii). Identify the separate performance obligation;
- iii). Determine the transaction price of the contract;
- iv). Allocate the transaction price to each of the separate performance obligations; and
- v). Recognize the revenue as each performance obligation is satisfied.

Revenue from rendering services include the following:

IRS device Software PA speakers Fire extenguisher



3.01 Related Party Disclosure:

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per IAS 24 'Related Party Disclosures', . Details of the related party transactions have been disclosed in Note 23.

3.02 Components of Financial Statements:

a) Statement of Financial Position

- b) Statement of Profit or Loss and Other Comprehensive Income
- c) Statement of Changes in Equity
- d) Statement of Cash Flows; and
- e) Notes, comprising a summary of significant accounting policies and other explanatory information.

3.03 Other Regulatory Compliances:

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

- i) Income Tax Act (ITA) 2023
- ii) The Value Added Tax Act, 2012 & Rules, 2016
- iii) The Customs Act, 1969
- iv) Bangladesh Labour Act, 2006 & rules 2015 (Partial)

3.05 Events after the reporting period

As per IAS -10: "Events after the Reporting Period" are those events favorable and unfavorable, that occur between the end of the reporting year and the date when the Financial Statements are authorized for issue. Two types of event can be identified:

*Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and

*Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

There is no events after reporting period during the year.

3.06 Reconciliation of Books and Accounts:

Books of account in regard to Parties as well as Bank are reconciled at regular intervals to keep the unreconciled balances within non-material level.

3.07 General

 Previous year's figures have been rearranged, whenever considered necessary to confirm to the current year's presentation.

ii) Figures appearing in the financial statements have been rounded off to the nearest Taka.



		Amounts	In Taka
Notes	Particulars	30 June, 2024	30 June, 2023
4.00	Property, Plants and Equipments		
	Opening Balance	808,983	
	Add: Addition during the year		1,155,690
	Less: Depreciation during the year	(242,695)	(346,707
		566,288	808,983
5.00	Software Development Progress	ac as mond	al anna an a
	POP Monitoring System	2,222,032	847,032
	Data Center Management System (DCIM)	3,120,366	1,320,366
	Smart Building	797,000	
	IRS & Fire Alarm	478,000	
		6,617,398	2,167,398
6.00	Prelimiary Expenses	2 Start Barrier	
	License and membership fee	110,985	147,980
	Less: Amortazitaion	(110.985)	(36,995
			110,985
7.00	Trade and Other Receivables		
	Accounts receivables	1,032,570	2,000,000
	The above receivable subsequently received.	1,032,570	2,000,000
8.00	Inventory	2012/02/2012	12112-002
	Clossing Inventory	5,805,755	6,720,699
		5,805,755	6,720,699
9.00	Receivable from Director		
	ADN Telecom Limited	3,000,000	3,000,000
	Saleh Mohammad Zillur Rahman	2,000,000	2,000,000
		5,000,000	5,000,000
10.00	Advance, Deposite and Prepayment		
	Advance for expenses	464,127	402,476
	Advance Income Tax	3,000	3,000
		467,127	405,476
11.00	Cash and Cash Equivalents	000000	10.00000000
	Cash in hand	7,344	42,498
	Cash at Bank (Community Bank, A/C: 6101)	13,917	75,757
		21,261	118,255



Issued Capital Authorized:		
2,00,000 Ordinary Shares of Tk 1000 each	200,000,000	200,000,000
Issued and fully paid-up:		
5,000 Ordinary Share of Tk 1000 each	5,000,000	5,000,000
	5,000,000	5,000,000
Details of Shareholdings are as under:		
Name of the Shareholder	No. of S	hare
ADN Telecom Limited	3,000	3,000
Md. Ziaul Hague	125	125
Md. Masud-Ur-Rahman	125	125
Saleh Mohammad Zillur Rahman	1,750	1,750
Total	5,000	5,000
Trade and Other Payables		
Audit fee	34,500	34,500
Salaries and allowance	974.801	401,655
VAT at sources	71.372	414,178
Tax at Sources	36.395	225,800
Accounts payable	45.019	175,599
Unearned revenue	94,710	110,000
Unearned revenue	1,256,797	1,251,732
Loans and Borrowings		
ADN Telecom Limited	9,719,546	4,587,299
Cel Telecom Limited	7,000,000	7,000,000
Loan from directors	147,980	147,980
	16,867,526	11,735,279
Current Tax Liabilities		10 M. C.
Opening balance	13,924	
Add; Dunring the year	5,393	13,924
	19,316	13,924
Less: Paid as assessment	(13,924)	
	5,393	13,924



		Amounts	in Taka
Notes	Particulars	01 July 2023 to 30 June 2024	01 July 2022 to 30 June 2023
16.00	Revenue		
	IRS device	781,098	320,600
	Software		2,000,000
	PA speakers	96,867	• ?
	Fire extenguisher	20,837	
		898,802	2,320,600
17.00	Cost of Goods Sold		
	Device Cost	401,014	377,903
	Pop Monitoring Project	76,181	
	IRS Project Cost	46,771	
	DNCC Project	41,054	
	1010-1010-10 * -10	565,020	377,903
18.00	Administrative expenses	-	
	Salaries and allowances	1,513,654	1,472,548
	Utilities expenses	105,565	73,738
	Conveyane & Allowances	615,440	305,440
	Deprication	242,695	346,707
	Website service Fee	95,463	54,459
	Audite fee	34,500	34,500
	Professional Fees	45,000	96,855
	Amortization	110,985	36,995
	Entertainment and lunch subsidy	35,996	1,070
	Telephone & Mobile	19,030	
	Repair and maintinance	11,662	5,800
	Registration & Renewal.	10,777	47,982
	Printing and stationaries	8,995	43,641
		2,849,762	2,519,735
19.00	Selling and Marketing Expenses		
	Travelling & Conveyance	76,990	39,223
	Telephone & Mobile	26,554	-
	Sponsorship & Media buying	320,656	
		424,200	39,223
20.00	Financial Expenses		
	Bank Charges.	4,605	4,454
21.00	Income Tax Expenses	4,605	4,454
0.0010	Current Year Income Tax	5,393	13 034
	Current Year Income Tax	5,393	13,924
21.01	Current Year Income Tax		
	On Profit before Tax	· · · · ·	
	Minimum Tax On Revenue (0.6%)	5,393	13,924
	Advance Income Tax		



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22.00 Reconciliation of Cash flow from operating activities through direct and indirect method:

Cash Flow from Operating Activities	4,353,006	
Cash received from Customers	1,866,232	
Cash paid to suppliers and others	354,989	
Cash Received/Paid Intercompany	5,132,247	-
Paid for operating expeses and others	(2,981,933)	
Finance expense paid	(4,605)	
Income Tax paid	(13,924)	-



23.00 Related Party Disclosures; During the year the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balances have been set out in accordance with the provisions of IAS 24 "Related Party Disclosure":

Ì.,	Name of Company/	Nature of		Balance as	Total Trai 20	Balance as	
SL	Party	Transaction	Ref. Note	on 01 July, 2023	Addition	Payment/ Adjustment	on 30 June, 2024
1	AND Telecom Limited	Inter Company Loan	12 & 14	4,587,299	5,132,247	-	9,719,546
_	Total			4,587,299	5,132,247	-	9,719,546
3	Loan from Director	Loan	14.00	147,980		8 . 2	147,980
	Total		-	147,980	· · · ·	040	147,980
2	Grand Total	6		4,735,279	5,132,247		9,867,526





Annexure-A

SOS Developments Limited Fixed Assets Schedule As at 30 June 2024

		Cost				Depreciation		
Particulars	Balance as on 01 July 2023	Balance as Addition on 01 July During the 2023 Year	Balance as on 30 June 2024	Rate of preciation	Balance as on 01 July 2023		Balance as on 30 June 2024	Charged During Balance as on 30 June 2024 the Year 30 June 2024
Computer & Accessories	1,155,690	4	1,155,690	30%	346,707	242,695	589,402	566,288
As at June 30, 2024	1,155,690	•	1,155,690		346,707	242,695	589,402	566,288
Computer & Accessories		1,155,690	1,155,690	30%	283	346,707	346,707	808,983
As at June 30, 2023	*	1,155,690	1,155,690		•	346,707	346,707	808,983

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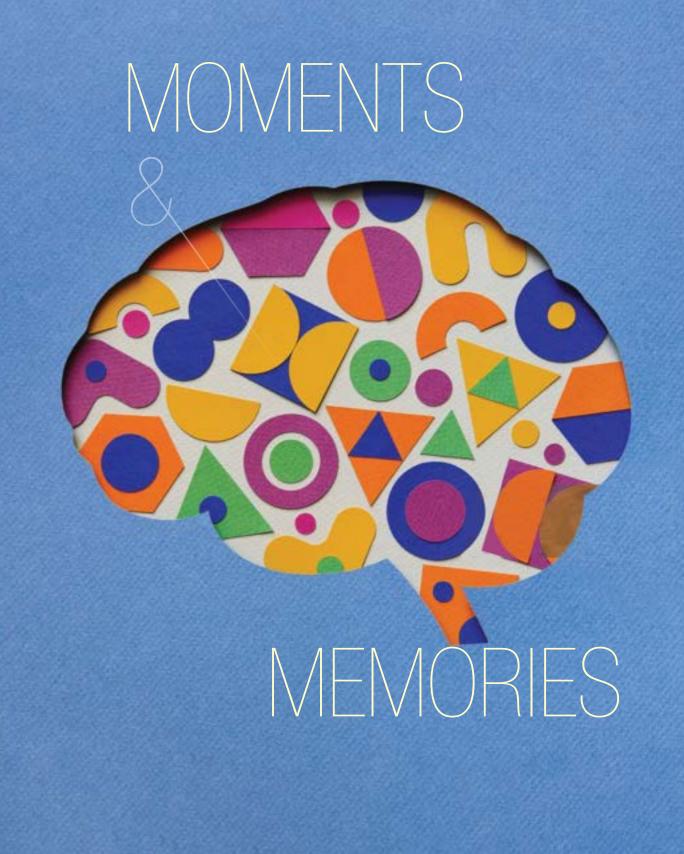




Alliances

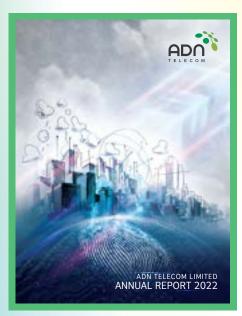


ADNTEL Annual Report 2024















Agreement Signing Ceremony



Hi-tech Park-Sylhet



Hi-tech Park-Kaliakair



Ministry of Land

Training on Safety and Security Protocols



Training Session





On field activity



On field activity





AI-POWERED MARKETING SaaS PLATFORM



AI-BASED MARKETING AUTOMATION



OMNICHANNEL COMMUNICATION



DATA-DRIVEN BUSINESS GROWTH

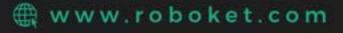




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ADN Telecom Limited

Registered Office: Share Office, Red Crescent Concord Tower (19th Floor)

17, Mohakhali C/A, Dhaka - 1212.

PROXY FORM

I/We.....being a member(s) of ADN Telecom Limited do hereby appoint Mr./Ms.as my/our proxy to attend and vote for me/us and my/our behalf at the 21st Annual General Meeting (AGM) of the Company to be held on Wednesday, 18 December 2024 at 11:00 a.m. (Dhaka Time), through hybrid system in combination of physical presence at Lakeshore Grand, House No. 46, Road No. 41, Gulshan 2, Dhaka-1212 as well as Digital Platform through the link https://adntel.bdvirtualagm.com

As witness my/our hand this2024.

Signature of Shareholder(s)

Signature of Proxy

No. of Share	es hel	ld on	Reco	cord date (17 November 2024)							 Revenue Stamp						
BO ID NO.																	BDT 100

Notes:

- 1. A member entitled to attend the AGM may appoint a proxy to attend on his/her behalf. The scanned copy of "Proxy Form", duly signed and stamped at BDT 100 must be sent through email to Company's Share Office at **investor.relations@adnsl.net** /deposited at the Registered Office of the Company no later than 48 hours before commencement of the AGM.
- 2. Signature of the member(s) must be in accordance with the specimen signature recorded with the Company.



To attend/participate in virtual AGM please scan the QR Code

Authorized Signatory

Signature Verified



ADN Telecom Limited

Registered Office: Share Office, Red Crescent Concord Tower (19th Floor) 17, Mohakhali C/A, Dhaka - 1212.

ATTENDANCE SLIP

I /We hereby record my/our attendance at the **21**st **Annual General Meeting (AGM)** of the Company to be held on **Wednesday, 18 December 2024** at 11:00 a.m. (Dhaka Time), through hybrid system in combination of physical presence at Lakeshore Grand, House No. 46, Road No. 41, Gulshan 2, Dhaka-1212 as well as Digital Platform through the link https://adntel.bdvirtualagm.com

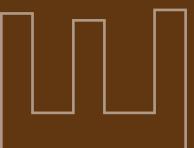
Name of the Shareholder (s)/Proxy								
No. of Shares								
BO ID No.								

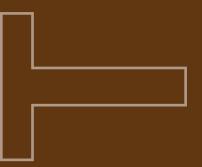


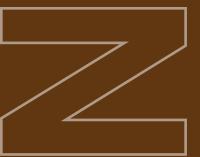
To attend/participate in virtual AGM please scan the QR Code

Signature of Shareholder/ Proxy















ADN Telecom Limited Red Crescent Concord Tower (19th Floor) 17, Mohakhali Commercial Area, Dhaka-1212. Bangladesh. www.adntel.com.bd