

# Directors' Report

Dear Esteemed Shareholders,

On behalf of the Board of Directors and the management of Genex Infosys PLC, I am honoured and privileged to extend warm greetings to all shareholders and attendees at the company's 12th Annual General Meeting. We are delighted to present the Directors' Report, Auditor's Report and the audited financial statements of the company for the fiscal year ending June 30, 2024, for your valued review, acceptance and endorsement. The aforementioned statements were officially sanctioned by the Board of Directors on 27th of October, 2024.

The Directors' Report has been prepared in compliance with section 184 of the Companies Act, 1994, BSEC's notification of 2018, Listing Regulations of Dhaka and Chittagong stock exchanges, and other applicable rules and regulations. Relevant disclosures and explanations relating to certain issues have been given by the directors, which they consider important to ensure transparency and good governance.

## BANGLADESH ECONOMY

Bangladesh's economy has exhibited a consistent growth trajectory over the years, reporting 6 per cent+ GDP expansion over the past few years (except for the COVID pandemic period). An attractive demographic profile, large 166 mn+ population pool, strong internal consumption demand, pro-business government policies, foreign investor fund inflows, and a fast digitalising economy have all contributed to the country emerging as an attractive constituent of the EMDE (emerging market and developing economy) universe. Further, the Smart Bangladesh vision as articulated by the Government has also enabled a strong direction in the growth journey of the country, opening up a new opportunity vista especially for companies in the IT/ITeS sector while also giving a digital impetus to other companies and institutions.

Bangladesh's exceptional resilience and deft handling of the pandemic and post-pandemic economic situation by the Government has ensured that it maintains a strong and secure growth profile, in line with its leap towards a "developing country" status. Further, Bangladesh's strong position is in stark contrast to the prevailing economic situation in some of the neighbouring countries such as Pakistan and Sri Lanka that are weighed down by inflation and high indebtedness.

The significant under-penetration in key products and services is in itself a major opportunity factor in Bangladesh. This gap is being slowly addressed by digital finance and emergence of Fintech companies that is ensuring institutional credit availability to underserved areas and also last-mile delivery. Further, institutional CSR funds is also contributing to building the fundamentals of society, such as electricity and even digital access that is further helping bridge the urban-rural divide, thus meeting the unmet needs of a vast swathe of the population.

## INFLATION

Similar to the rest of the world, inflation stands at elevated levels in Bangladesh too. Yet, Bangladesh Bank's efforts in taming inflation is credible, enabling prices of key commodities to remain within relative reach of the common man. Further, emphasis on self-sufficiency in food and food grains has enabled the country to minimise reliance on imports, thus ensuring controlled food price inflation.



Furthermore, the Government is also contemplating an energy transition away from conventional fuels to green, sustainable and environment-friendly alternatives that will enable the country to progressively reduce its dependence and reliance on fuel imports, thus helping circumvent a fuel price shock. This gains all the more credence as oil prices are once again on the rise at the current point in time, which may exert pressure on Bangladesh's current account deficit. In addition, the Government has also imposed some capital controls to ensure currency stability and reduced volatility, while also looking at internationalisation of the Taka to reduce dependency on the US\$ as the key currency of making international payments.

These initiatives are expected to support a lower inflation trajectory in the future.

## INDUSTRY OUTLOOK

Business Process Outsourcing or BPO refers to the business strategy whereby an organisation engages the services of another to undertake designated tasks. Organisations have the ability to delegate many internal business processes, commonly known as back-office functions, to external entities. These functions encompass a wide array of activities, including but not limited to IT services, payroll, accounting and payment processing, among others. The BPO industry offers the key advantages of cost reduction and efficiency enhancement for its customers, while also enabling them to focus on their core business activities.

The contact centre is a subset of the BPO industry that primarily focuses on managing telephonic communication. This technology is employed for the reception and transmission of a substantial volume of telephonic inquiries for primary customers that are often large commercial entities with an extensive and critical B2C nature. The contact centre offers a range of services to its clientele. Banks, telecom companies and hospitals are key entities that require services pertaining to management of client inquiries, appointment scheduling, and accessing financial services and they engage companies specialising in contact centre operations. In contemporary times, contact centres have also been employed for the purpose of telemarketing and customer acquisition and fulfillment.

Bangladesh provides a liberal and permissive tax policy environment for IT/ITeS service providers, wherein all earnings derived from IT/ITeS activities are currently exempt from taxation. This has provided a strong regulatory push to the industry. In the context of ITeS operations, it refers to a suite of services provided by players operating in the space, including digital content development and management, Geographic Information System (GIS), IT support and software maintenance services, website services, digital data analytics, call centre services, digital graphics design, Search Engine Optimisation (SEO) and web listing, in addition to other related activities.

## CONTRIBUTION TO THE NATIONAL ECONOMY

Genex acknowledges its responsibility towards both its own growth and the advancement of the society and the nation. In this regard, the company has been making a respectable annual contribution to the Government exchequer through the payment of taxes, value-added tax (VAT), supplementary duty and other related obligations. The company contributed a sum of Tk. 102.46 mn to the exchequer in 2023-24, as compared to Tk. 78.73 mn in 2022-23.

## SEGMENT-WISE PERFORMANCE

As there is a single business in which the company operates and a single geographic segment it serves, there is no segment reporting at the company.



## ENTERPRISE RISK MANAGEMENT

We take an enterprise-wide approach to risk management. This defines the processes and practices across Genex for ensuring proactive identification and control of risks and opportunities that impact our strategic, operational and financial objectives. In the financial year 2023-24, we managed our business risks by stringently implementing our business plan and ensuring operational resilience actions to adjust to risks in our path towards sustainable growth and value creation.

The management of Genex, under the supervision and guidance of the board, owns the responsibility for the establishment and oversight of the enterprise risk management framework. The company has exposure to the following principal risk categories and adopts commensurate measures toward mitigation.



### *Credit Risk*

Credit risk refers to the potential financial detriment incurred in the event that a customer or counterparty involved in a financial transaction fails to fulfill their contractual obligation. The primary components of this category consist of accounts receivable from customer trade transactions, deposits related to trade activities and funds held in bank accounts. At the reporting date, the company's primary source of credit risk was from trade receivables, which are however safeguarded through agreements with clients and member institutions. Thus, credit risk has relatively low intensity at the company.

### *Liquidity Risk*

Liquidity risk refers to the company encountering difficulty in fulfilling its financial obligations within the specified timeframe. In this regard, the organisation ensures availability of adequate resources and credit lines from multiple banks to effectively manage its liquidity risk. Thus, liquidity risk also carries a low weightage within the operations of the company.

### *Market Risk*

Market risk is a risk in which the fair value of future cash flows of a financial instrument will be discounted or will fluctuate because of changes in elements such as foreign exchange rates or interest rates, or other market-based price-related risks. The objective of market risk management is to manage and control market risk exposures within an acceptable range.

### *Technology Risk*

Technology risk comprises the potential obsolescence of technology in a fast-paced environment, thus rendering a company uncompetitive. Consistent investment in technology is thus a fundamental aspect of business continuity, sustenance and growth, and this is precisely what we have done over the years, which is investing in cutting-edge technology for ensuring that we deliver contemporary, effective and personalised solutions to our clients. This has enabled our fundamental ability to retain our customers and expand the share of business with them.



Some of the key technological risks associated with the company as per management perception are as follows.

**a) Infrastructure**

The company always places a high focus on equipment upgradation and modernisation and hence undertakes the requisite capex to achieve this goal. This has not only ensured the company’s assets to be contemporary and in line with modern trends, but has also enabled client benefit in terms of reduced costs, higher productivity and efficiency, and effective customer fulfillment.

**b) Technical expertise**

The company is a pioneer in Bangladesh’s IT/ITeS sector and has built a strong team with growing technical expertise that has contributed to the growth of the company and even the evolution of the industry. The company hence has a cadre of experienced specialists who possess strong skills and experience across key industry domains.

**c) Agility in solutions upgradation**

In line with the global technology advancement, Bangladesh has also kept pace by adopting upgraded technology. At the Company, we have also built inherent flexibility to adapt to the changing environment and have remained agile to new industry trends and developments, thus providing our customers with the best of services and solutions.

**d) Product/solution obsolesce**

The company has focused on ongoing enhancement and continual improvement of its offerings. Throughout its young history, it has demonstrated a pioneering and proactive approach in introducing novel products and solutions to the market. The management thus possesses a clear line of sight of its competitive advantage and endeavours to maintain its pole position as a leader in the market offering cutting-edge products and solutions.

The ultimate responsibility for the establishment and supervision of the company's risk management system lies with the board. The board is responsible for supervising the manner in which the management ensures adherence to risk control policies and procedures. Additionally, the Board also evaluates the effectiveness of the enterprise risk management framework in relation to the current or future anticipated risks facing the organisation.

**FINANCIAL RESULTS**

Comparatives financial performance of the company for the year ended June 30, 2024, are summarized hereunder.

(BDT in million)

PARTICULARS	2023-2024(TK.)	2022-2023(TK.)	INCREASED/ (DECREASED)	GROWTH (%)
Revenue	1,853.54	1,442.58	410.96	28.49%
Cost of services & sales	1,044.03	807.30	236.73	29.32%
Gross profit	809.51	635.28	174.23	27.43%
Administrative expenses	127.99	71.62	56.37	78.71%
Selling & distribution expenses	1.51	1.35	0.16	11.61%
Other income/(Loss)	(131.39)	6.47	(137.86)	-2130.10%
Operating profit	415.32	396.43	18.89	4.76%
Profit before tax	325.13	386.78	(61.65)	-15.94%
Profit after tax	316.55	384.65	(68.10)	-17.70%
Equity	2,455.18	2,228.81	226.38	10.16%
Total assets	5,960.80	4,301.28	1,659.52	38.58%
Operating cash flows	223.09	566.66	(343.57)	-60.63%



## FINANCIAL HIGHLIGHTS AND ANALYSIS

The Gross Revenue, increased by 28.49%, Net Profit (BT) and Net Profit (AT) decreased by 15.94% and 17.70% during the FY 2023-24 over the previous year. The Cost of Sales Increased by 29.32% over the previous year due to an increase in employee salary cost compared to the previous year. The increase of gross profit margin of 27.43% during the FY 2023-24 over the previous year. However, the company made an extraordinary loss of Tk. 131.39 million (depicted in Note 29 of standalone accounts) during the year 2023-24 resulting in a net profit margin decrease of 17.70% against the previous year. The EPS for the year under review is Tk. 2.62, a 17.81% decrease over the previous year. EPS calculation took place based on the present outstanding 120,450,021 shares of Tk. 10 each.

## REVENUE

(BDT in million)

PARTICULARS	2023-24 (TK.)	2022-23 (TK.)	INCREASED/ (DECREASED)	GROWTH (%)
Data entry	43.07	35.91	7.16	19.93%
Business process outsourcing	165.68	156.89	8.79	5.60%
Robotics Process Outsourcing	18.77	17.83	0.94	5.29%
IT support & software maintenance	126.99	52.58	74.41	141.51%
Digital content development & management	126.10	58.01	68.09	117.38%
Call centre service	936.59	700.17	236.42	33.77%
System Integration	20.46	13.73	6.74	49.08%
Software development	174.25	153.75	20.50	13.33%
Website development	56.12	40.90	15.22	37.21%
Cloud Service	25.88	25.49	0.39	1.53%
Service Charge on VAT and SD Collection	2.27	-	2.27	
Total sales	1,696.20	1,255.27	440.93	—

Consequently, data entry, BPO, Robotics Process Outsourcing, IT support & software maintenance Digital content development & management, Call centre service, System integration, Cloud service revenue have increased against the previous year. Cost of sales has also increased by 29.32% and operating expenses have increased by 65.04% during the year as compared to the prior year.

## EXTRAORDINARY GAIN OR LOSS

The Company made an extraordinary loss of Tk. 131,388,998 depicted in Note 29 of standalone accounts during the year.



## APPROPRIATION PROPOSED

Net profit after tax for the year 2023-24	316,552,153
Appropriation Proposed:	
Cash Dividend (excluding Sponsors & Directors) @3% (Tk. 10 per share)	25,276,287

## RELATED PARTY TRANSACTIONS

Disclosure of related party transactions has been disclosed in note no. 36 of the financial statements.

## SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

There were no significant variations between the quarterly statements and annual financial statements of the company during the year under report.

## REMUNERATION OF DIRECTORS

Board members only receive fees for attending board/committee meetings.

## CORPORATE AND FINANCIAL REPORTING FRAMEWORK

The Board of Directors of the Company, in accordance with Bangladesh Securities & Exchange Commission's notification BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018, hereby confirm compliance with the financial reporting framework for the following:

The financial statements prepared by the management present a true and fair picture of the affairs of the company and the results of its operations, cash flows and changes in equity

Proper books of accounts have been maintained at all times

Appropriate accounting policies have been consistently applied in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment

International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in the preparation of the financial statements and any material departure therefrom has been adequately disclosed

There is no significant doubt in the ability of the company to continue as a going concern

## INTERNAL CONTROL SYSTEM

The Company's internal control system is commensurate with its size and nature of business. The system



minimises any operational risk through effective control, systematic review and ongoing audit. Internal auditors embark on a comprehensive audit of all functional areas and operations and their findings are referred to the board Audit Committee for due appraisal and implementation of corrective action, if any.

### MINORITY INTERESTS

In compliance with code 1(5)(xvi) of the Code of Corporate Governance of BSEC, the Board hereby confirms that the interests of minority shareholders have been duly protected by means of open and fully transparent operations of the company and through timely disclosure of material information.

### GOING CONCERN

The Board of Directors have reviewed the company’s overall business plans and strategies and is satisfied that the company has adequate resources to continue its operations in the foreseeable future. Accordingly, the financial statements of the company have been prepared based on the going concern concept.

### SIGNIFICANT DEVIATIONS

Disclosure of significant deviations from the last years operating results has been disclosed in the note number 32.01 of the financial statements

### COMPARATIVE ANALYSIS WITH PEER INDUSTRY

Comparison of financial performance with the peer industry scenario

In Millions

Particulars	FY 2023	FY 2023	FY 2023	FY 2023
	GENEXIL	ADNTEL	AAMRANET	AGNISYSL
Revenue	1,442.58	1,344.26	1,274.17	570.17
Gross Profit	635.28	617.26	469.99	195.48
Net Profit Before Tax	386.78	322.80	234.96	89.41
Net Profit After Tax	384.65	258.56	225.67	81.80
Current Assets	1,563.49	1,343.20	1,147.99	772.83
Total Assets	4,349.98	2,775.50	3,236.43	1,370.96
Shareholders Equity	2,228.81	1,974.68	2,362.56	1,157.30
Current Liabilities	1,624.77	534.75	418.18	182.94
Net cash generated from operating activities	566.66	163.50	382.33	100.16
Net Asset Value Per Share	19.24	30.54	38.11	15.95
Earnings Per Share	3.32	4.00	3.64	1.13
Net Operating Cash Flow Per Share	4.89	2.53	6.17	1.38

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



## FINANCIAL AND ECONOMIC SCENARIO OF THE COUNTRY AND GLOBE

A brief discussion on the financial and economic scenario of the country and globe is depicted on page no. 92 and 93.

## FUTURE PLAN

A brief discussion of future plan is depicted on page no. 93.

## FIVE YEARS' DATA

Key operating and financial data of the preceding five years has been summarized on page no. 41 of this annual report.

## PROPOSED DIVIDEND

The board of directors has recommended cash dividend, being 3% (excluding Sponsors & Directors) for the amount of Tk 25,276,287 to be paid in cash to the shareholders for the year 2023-24. That will be placed before the shareholders in 12th AGM for approval.

## INTERIM DIVIDEND

The board herewith states that no stock dividend was considered as interim dividend during the year 2023-24, which fulfills condition no.1(5)(xxi) of the Code of Corporate Governance of BSEC.

## BOARD MEETINGS AND ATTENDANCE BY THE DIRECTORS

During the year ended June 30, 2024, a total of 10 (ten) meetings of the board were held. Attendance by the directors in the board meetings is summarised below

NAME OF DIRECTORS	POSITION	MEETINGS HELD	ATTENDED
Mr. T I M Nurul Kabir	Chairman & Independent Director	10	10
Mr. Prince Mojumder	Director & Vice Chairman	10	10
Mr. Shah Jalal Uddin	MD & CEO (Acting)	10	8
Mr. Mohammed Adnan Imam, FCCA	Director	10	10
Mr. Chowdhury Fazle Imam	Director	10	10
Mrs. Nilofar Imam	Director	10	10
Mr. Hassan Shahid Sarwar, FCA	Nominee Director	10	10
Mrs. Rokeya Islam	Independent Director	10	10

## SHAREHOLDING PATTERN

The shareholding pattern of the company as at June 30, 2024, are shown in the following table:





Sl. no	Name	Status	Number of Shares held as of 30.06.2024	% of Shareholding
<b>A</b>	<b>Parent/Subsidiary/Associated Companies/Others Related Party</b>			
<b>B</b>	<b>Directors &amp; their Spouses and Minor Children</b>			
1	Mr. Chowdhury Fazle Imam	Director	9,552,090	7.93%
2	Mr. Mohammed Adnan Imam, FCCA	Director	9,876,162	8.20%
3	Mrs. Nilofar Imam	Director	3,226,754	2.68%
4	Mr. Prince Mojumder	Director & Vice Chairman	3,888,781	3.23%
5	Mrs. Gupa Shaha	Sponsor	1,741,217	1.47%
6	Mr. Hassan Shahid Sarwar, FCA	Director	7,910,728	6.57%
7	Mr. T I M Nurul Kabir	Chairman & Independent Director	Nil	Nil
8	Mrs. Rokeya Islam	Independent Director	Nil	Nil
9	Mr. Shah Jalal Uddin	MD & CEO (Acting)	Nil	Nil

#### CEO, CFO, CS, HIAC and their Spouses and Minor Children

1	Mr. Md. Jewel Rashed Sarker	Chief Financial Officer	Nil	Nil
2	Mr. Md. Mostaq Ahmed	Company Secretary	Nil	Nil
3	Mr. Md. Masud Khan Nayem	Head of Internal Audit & Compliance	Nil	Nil
<b>C</b>	<b>Top 5 (Five) Executives and their Spouses and Minor Children:</b>			
1	Mr. Ashikur Rahman Habibe Rabbi	Head of Corporate Affairs and Administration	Nil	Nil
2	Mr. Rupam Barua	Head of Sales Business Development	Nil	Nil
3	Mr. Md. Asaduzzaman	Vice President Head of People & Culture	Nil	Nil
4	Mr. Md. Mostofa Jaman	Head of Partnership and PR	Nil	Nil
5	Mr. Ashraful Haq	Vice President, Business Support & Operations	Nil	Nil
<b>D</b>	<b>Shareholders Holding 10% or more voting interest in the company</b>			
	There is no shareholder holding 10% or more			



## SUMMARY OF SHAREHOLDERS AND RANGE OF SHAREHOLDING

The shareholding distribution schedule of Genex as on June 30, 2024 is presented below on the basis of shareholder type:

Holding Range	Number of Shareholders	No. of Shares	Ownership (%)
1-100 Shares	4,769	166,291	0.14%
101-500 Shares	5,977	1,504,073	1.25%
501-1000 Shares	2,815	2,029,951	1.69%
1001-10000 Shares	6,003	18,434,499	15.30%
10001-20000 Shares	636	8,679,852	7.21%
20001-50000 Shares	393	12,056,070	10.01%
50001-100000 Shares	134	9,221,583	7.66%
100001-1000000 Shares	101	24,769,373	20.56%
1000001-5000000 Shares	10	19,734,411	16.38%
5000001-10000000 Shares	3	23,853,918	19.80%
<b>Total</b>	<b>20,841</b>	<b>120,450,021</b>	<b>100.00%</b>

Group Name	No. of Shareholders	No. of Shares	Ownership (%)
Directors/Promoters/Sponsors	15	36,195,732	30.05%
Institutions	462	30,084,383	24.98%
Foreigners	3	45,521	0.04%
General/Public Shareholder	20,361	54,124,385	44.94%
<b>Total</b>	<b>20,841</b>	<b>120,450,021</b>	<b>100.00%</b>

Analysis signed by the Managing Director regarding the company's operations and position along with a brief discussion of changes in the financial statements is presented in this annual report.

## DIRECTORS INVOLVED IN OTHER COMPANIES

NAME & DESIGNATION	DIRECTOR SHIP/OWNERSHIP WITH OTHER COMPANIES	
	COMPANIES	POSITION
Mr. T I M Nurul Kabir, Chairman & Independent Director	N/A	N/A
Mr. Prince Mojumder, Director & Vice Chairman	N/A	N/A
Mr. Shah Jalal Uddin, MD & CEO (Acting)	N/A	N/A
Mr. Mohammed Adnan Imam, FCCA, Director	Green & Red Technologies Ltd	Director
Mr. Chowdhury Fazle Imam, Director	AWR Developments (BD) Ltd. AWR Real Estate LTd.	Chairman Chairman
Mrs. Nilofar Imam Director	AWR Developments (BD) Ltd. Adverto Footwear Sun Petro Energy Ltd. Bay Petro Chemical Ltd.	Director Director Director Director
Mr. Hassan Shahid Sarwar, FCA, Nominee Director	N/A	N/A
Mrs. Rokeya Islam, Independent Director	N/A	N/A

## BRIEF RESUME AND EXPERTISE OF DIRECTORS

Brief resume and expertise of directors is depicted in the page no. 22 to 27.

## DIRECTORS' APPOINTMENT AND RE-APPOINTMENT

With regards to the appointment, retirement and re-appointment of directors, the company is governed by its Articles of Association and the Companies Act, 1994 and other related legislations. As per Articles 129 and 130 of the Articles of Association of the company, Mr. Chowdhury Fazle Imam and Mr. Hassan Shahid Sarwar retire from their position of director by rotation at the 12th Annual General Meeting and, being eligible, offer themselves for re-election.

Brief profiles of the directors being proposed for re-appointment are given in the Annual Report, which fulfills condition no.1(5)(xxiv) of the Code of Corporate Governance of BSEC.



## CHANGES IN THE POSITION OF CHAIRMAN

The board of Directors has elected and appointed Mr. T I M Nurul Kabir as Chairman in its meeting effective from 24 November 2024.

## APPOINTMENT OF INDEPENDENT DIRECTOR.

The Board of Nomination and Remuneration committee (BNRC) has been recommended to appoint Mr. Zahrul Syed Bakht as an Independent Director of the company. The appointment of Mr. Zahrul Syed Bakht will be placed in the 12th Annual General meeting to take the approval from the shareholders.

## APPOINTMENT OF STATUTORY AUDITOR

M/s M M Rahman & Co. Chartered Accountants, located in Padma Life Tower, Level 10, 115 Kazi Nazrul Islam Avenue, Dhaka - 1000, has completed his 03 years tenure successfully. For the financial year 2024-2025 the Board of Genex Infosys PLC has recommended to appoint Islam Jahid & Co., Chartered Accountants, 128/1, East Tejturi Bazar (2nd & 3rd Floor) Kawran Bazar, Dhaka 1215 for the statutory audit and their remuneration will Taka 4,00,000, that will be placed in the upcoming 12th general meeting for the approval of the shareholders.

## APPOINTMENT OF COMPLIANCE AUDITOR AS PER CORPORATE GOVERNANCE CODE

M/s YAS Hossain & Co., Cost & Management Accountants, who were appointed as professionals for the Report on Compliance of Corporate Governance Code of the company at the 11th Annual General Meeting of the company has carried out the work for the year ended 30 June 2024.

M/s YAS Hossain & Co., Cost & Management Accountants, were interested in the year 2024-2025. The board considered the proposal made by the Audit Committee and recommends the appointment of M/s YAS Hossain & Co., as compliance auditor for Corporate Governance Code of the company for the year 2024-25, that will be placed before the shareholders in the 12th Annual General Meeting for approval.

## MATERIAL CHANGES AFTER THE BALANCE SHEET DATE (JUNE 30, 2024)

There have been no material changes and commitments between the end of the financial year 2023-24 and the date of this report, affecting the financial position of the company.

## CAPITAL EXPENDITURE

The total capital expenditure on the acquisition of property, plant, equipment and software of the company amounted Tk. 974,718,495. A detailed note on the acquisition of property, plant, equipment & software is given in the notes to the financial statements.

## ACCOUNTING POLICIES AND MAINTENANCE OF BOOKS OF ACCOUNTS

The directors consider that in preparing the financial statements, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgment and estimates, and that the International Accounting Standards have been followed. In preparing the financial statements, information has been obtained from the books of accounts, which have been maintained properly as required by applicable rules and regulations. During the period there has no changes in accounting policies and estimations.



## OBSERVANCE OF IAS, BAS, BFRS AND APPLICABLE LAWS

The directors have the responsibility for ensuring that the company keeps accounting records that disclose with reasonable accuracy the financial position of the company, and which enable to ensure that the financial statements comply with the Companies Act, 1994, the Securities and Exchange Rules, 2020 and other applicable laws. The Directors also confirm that the financial statements have been prepared in accordance with the International Accounting Standards and other applicable rules and regulations.

## 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. 123 of this annual report.

## CORPORATE GOVERNANCE

Genex acknowledges that corporate governance is an ongoing process that must be formed, fostered and forged by the collective endeavours of all stakeholders. This is the reason why the company involves all of its team members in the process, since good governance necessitates the professional, efficient and responsible management of the business in a manner that is transparent, ethical, compliant with the law, and promotes accountability. In order to achieve this objective, the organisation has made efforts to adhere to all the applicable regulations of the Corporate Governance Code, as specified in the BSEC gazette notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018. The company strives to maintain its well-established principles of good governance by remaining vigilant in its management initiatives and practices.

A report on Corporate Governance practices of the Company is annexed on page no. 125 of this annual report. 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. 124 & 125 of this annual report.

## ACKNOWLEDGEMENT

The board of directors of Genex holds a strong conviction that the company possesses the fundamental strengths, resources and commitments required to facilitate long-term growth and enhance its contribution to the nation, while creating sustainable value for shareholders and other stakeholders. The performance of the company over the financial 2023-24 exemplifies the resolute commitment and determination of the board, management and all employees to serve customers to the best of their ability and power a digital society.

On this occasion, the Board would like to express its gratitude to the employees of the company, and all shareholders, customers, financiers, bankers and insurers of the company. The board would also like to express its gratitude to Bangladesh Bank, Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE), Registrar of Joint Stock Companies and Firms (RJSC), Central Depository Bangladesh Ltd. (CDBL) and all other regulatory authorities for their support and cooperation in elevating the company to its current position.

The board remains committed to collaborating with all related entities to establish an efficient and favourable digital ecosystem that will fast-track Bangladesh's transition towards a digital nation.

For and on behalf of the Board of Directors,



**T I M Nurul Kabir**

Chairman & Independent Director

