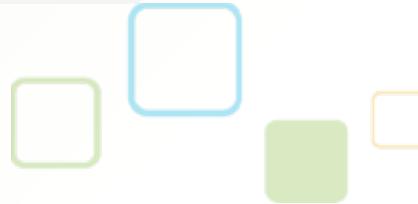
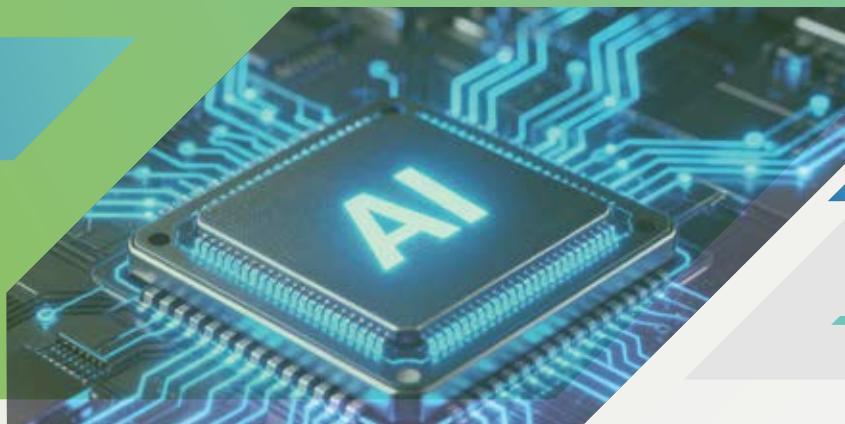




ENGINEERING THE AI FUTURE

# ANNUAL REPORT 2024-2025



We are pleased to present our shareholders with the 2024-25 Annual Report as an 'Integrated Report' for eGeneration PLC.

Our integrated reporting approach aims to enable our stakeholders, including investors, to make a more informed assessment of the value of eGeneration and prospects as this report is organized around our story of value creation.

# ABOUT OUR INTEGRATED REPORT



## REGULATIONS WE FOLLOW

- The Companies Act 1994
- Securities and Exchange Rules 1987
- Stock Exchanges Listing Regulation 2015
- Corporate Governance Code 2018 by BSEC
- Financial Reporting and Disclosure 2018 by BSEC
- And other applicable laws and regulations of the land.



## FINANCIAL AND NON-FINANCIAL REPORTING

The report is prepared mainly to provide relevant information to the shareholders. The report extends beyond financial reporting and includes non-financial performance, opportunities, risks, and outcomes that may impact our ability to create value and influence our stakeholders' decisions. The financial information is balanced with a commentary on most material sustainability matters, opportunities, and risks.



## REPORTING PRINCIPLES AND APPROACH

The report considers the guiding principles of strategic focus and future orientation, consistency and comparability, reliability and completeness, and information connectivity: stakeholder relationships and materiality from the foundation of our reporting process.



## REPORTING FRAMEWORKS AND GUIDELINES

- International Accounting Standards (IAS) and
- International Financial Reporting Standards (IFRS)
- Global Reporting Initiative (GRI)-GR4 Framework
- International Integrated Reporting Framework by International Reporting Council
- SAFA Integrated Reporting Checklist
- BSEC Corporate Governance Checklist
- ICAB Corporate Governance Checklist
- ICSB Standards of Corporate Governance



## BOARD RESPONSIBILITY STATEMENT

The Board of Directors acknowledges its responsibilities to ensure the integrity of this Annual Report. The Board has accordingly applied its collective mind and believes the report addresses all material issues and presents the performance of the Company and its impact fairly and accurately.

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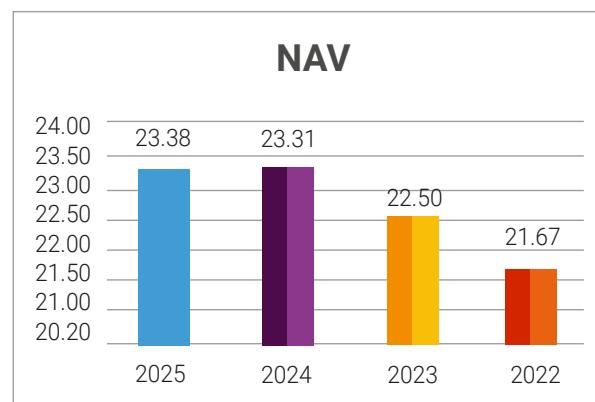
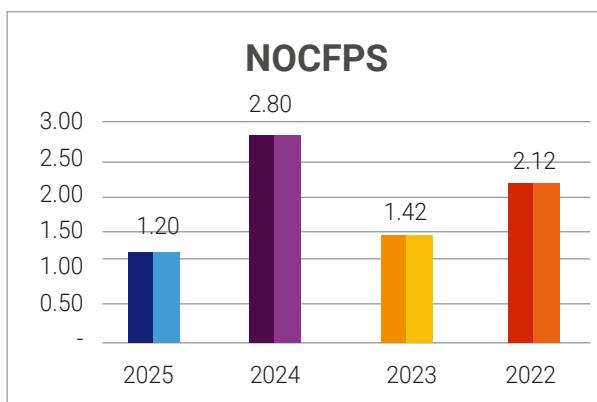
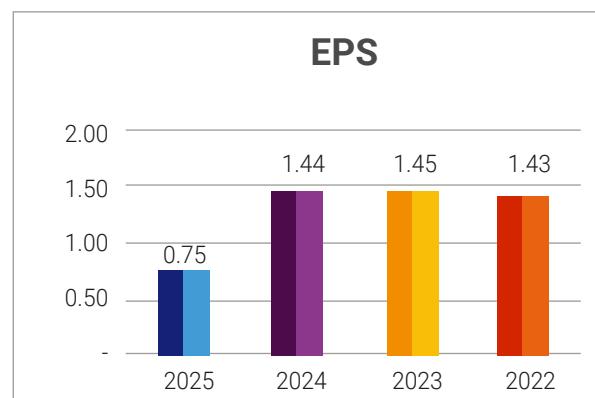
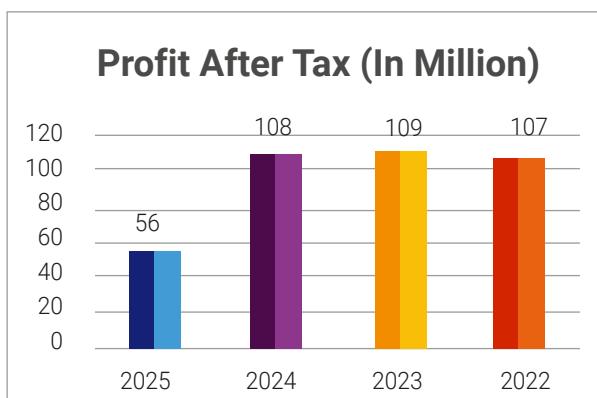
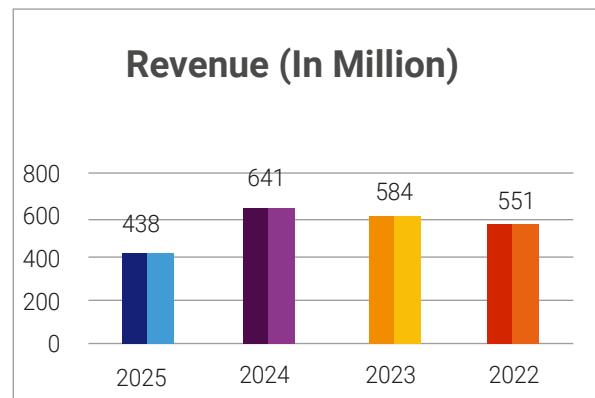
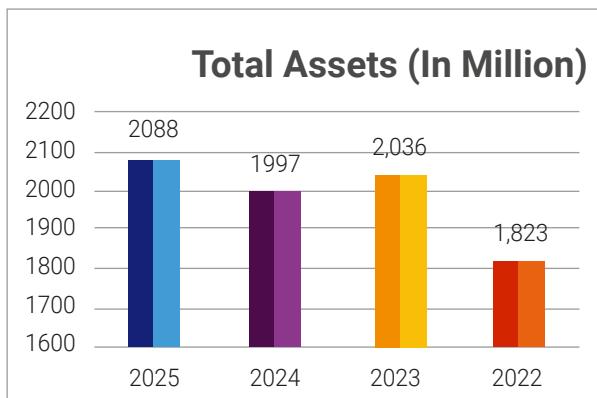
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# FINANCIAL OVERVIEW





# Letter of Transmittal

All Shareholders  
Bangladesh Securities and Exchange Commission (BSEC)  
Registrar of Joint Stock Companies & Firms (RJSC & F)  
Financial Reporting Council (FRC)  
Dhaka Stock Exchange Limited (DSE)  
Chittagong Stock Exchange Limited (CSE)  
All other stakeholders

## **Annual Report of eGeneration PLC for the financial year ended 30 June 2025**

Dear Sir(s),

We are delighted to present the Annual Report of eGeneration PLC, a testament to our commitment to transparency and compliance. The report includes the Audited Financial Statements and the Statement of Financial Position as of 30 June 2025. Additionally, the report includes the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 30 June 2025, along with a relevant Summary of Significant Accounting Policies and Other Explanatory Notes, various reports & disclosures under the applicable regulatory requirements and appropriate information for your kind perusal and record.

We extend our sincerest gratitude to our dedicated colleagues, esteemed customers, supportive shareholders, regulators, and all other stakeholders who have played a crucial role in our remarkable success. We would not have achieved such positive results without their unwavering commitment and support.

Yours Sincerely,

**Ahsan H Aminur**  
Company Secretary (Acting)

# Notice of The 22nd Annual General Meeting

NOTICE IS HEREBY GIVEN that the twenty-second Annual General Meeting (AGM) of eGeneration PLC will be held on 29 Dec 2025, at 10.30 AM at Club Notre Demian Bangladesh Ltd, Banani, Dhaka, using a Hybrid System to transact the following business:

Ordinary Business:

AGM-2025-22-01 : To receive, consider, and adopt the audited financial statements for the financial year end on 30 June 2025, along with the Auditors' and Directors' Reports.

AGM-2025-22-02 : To declare dividends for the financial year end on 30 June 2025.

AGM-2025-22-03 : To elect/re-elect Directors.

AGM-2025-22-04 : To appoint Statutory Auditors of the Company for the financial year 2025-2026 and to fix their remuneration.

AGM-2025-22-05 : To appoint Corporate Governance Compliance Auditors for the financial year 2025-2026 and to fix their remuneration.

All the shareholders of the Company are requested to make it convenient to attend the meeting.

By order of the Board,

22st Annual General Meeting QR Code:



**Ahsan H. Aminur**

Company Secretary (Acting)



4 December 2025

**Notes :**

- I. The Record Date is 03 December 2025. Shareholders whose names appear in the Depository Register as of the record date are eligible to participate in the 22nd Annual General Meeting (AGM) and receive the dividend.
- II. The Board of Directors has recommended a **2.25% Cash Dividend** for the shareholders for the year-end on 30 June 2025.
- III. Pursuant to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08, dated March 10, 2021, the AGM will be conducted using a hybrid system. Members can participate and vote in person or by proxy at the specified location or via a digital platform through the link: <https://eGen22ndAGM2025.hybridagmbd.net> or by scanning the QR Code.

- IV. The shareholders will be able to submit their questions/comments electronically **48 (forty-eight) hours** before the commencement of the AGM through this link and during the Annual General Meeting. To log into the hybrid AGM, the shareholder needs to click on the link or scan the QR Code and provide the individual's 16-digit Beneficiary Owners (BO) Account number or Folio number, name of the respective shareholders, number of shares held and mobile number or email address.
- V. The Notice of the 22nd AGM, the link for the hybrid AGM, and the detailed login process to the hybrid AGM have been sent through email of the respective shareholder's email ID, and it is also available at [https: www.egeneration.co](https://www.egeneration.co)
- VI. In compliance with Clause No. 22(1) of the Listing Regulations, 2015, of the Stock Exchanges and condition No. 9(2) of gazette notification No. SEC/CMRRCD/2006-158/208/Admin/81, dated June 20, 2018, on Financial Reporting and Disclosure of Bangladesh Securities and Exchange Commission (BSEC) soft copies of the Annual Report along with the Attendance Slip, Proxy Form, and the Notice, will be forwarded to all the Shareholders at their respective email address available with us as per CDBL record. The Shareholders may also collect the Proxy Form from the company's Registered Office. These are also available on the Company's website: [www.egeneration.co](https://www.egeneration.co); The shareholders may collect the same from the Company's share office by submitting a written request beforehand.
- VII. Members are requested to update their 12-digit Taxpayer's Identification Number (e-TIN) through their member's house. Without the updated 12-digit e-TIN, by default, tax from cash dividends will be deducted @15% instead of @10%.
- VIII. Merchant banks and depository participants (DPs) are requested to email the soft copy of their margin clients' list (in MS Excel format) as of 'Record Date' to [cs@egeneration.co](mailto:cs@egeneration.co) by 14 Dec 2025 to facilitate the payment of cash dividends.
- IX. Members are requested to update their respective Bank Account information. (Bank Name, Branch Name, 13-digit A/c no., 9-digit Routing no.), Address, Mobile Number, etc., through their respective Depository Participant (DP)/ member house before the 'Record Date.'
- X. A Shareholder may appoint a proxy to attend and vote on his/her place by filling out the Proxy Form as per the Articles of Association of the company. The proxy form, duly completed and stamped with a revenue stamp of BDT 20, must be deposited at the Share Office or sent through email to [abdullah.amin@egeneration.co](mailto:abdullah.amin@egeneration.co) not later than 72 hours before the time scheduled for holding the meeting.
- XI. Shareholders are requested to present credentials as proof of their shareholdings during registration at the meeting venue.
- XII. No gift/gift coupons/food box, etc. will be distributed at the 22nd AGM, in compliance with the Bangladesh Securities and Exchange Commission's Circular no. SEC/CMRRCD/2009-193/154 dated 24 October 2013 and regulation 24(2) of the Stock Exchanges (DSE & CSE) Listing Regulations, 2015.

# FORWARD LOOKING STATEMENTS

This report and other communications from eGeneration PLC may contain forward-looking written or spoken statements. These statements are based on assumptions, estimates, and projections that reflect our expectations and perspectives when they are made. They may include, but are not limited to, statements about the company's objectives, strategies for achieving those objectives, anticipated financial outcomes (including those related to risk management), and the overall business outlook for the company. Words such as "believe," "expect," "anticipate," "intend," "estimate," "plan," and similar expressions, along with conditional verbs like "will," "would," "should," and "could," often indicate forward-looking statements.

Forward-looking statements inherently involve assumptions, risks, and uncertainties, both general and specific. These factors may cause actual outcomes to differ materially from those expressed or implied in such statements. Therefore, readers are advised not to place undue reliance on them. Various factors, many of which are beyond our control, can influence outcomes. These include, but are not limited to:

- Fluctuations in interest rates, foreign exchange rates, and lending rates.
- Instability in capital markets and international pricing of key commodities.
- Changes in corporate taxation, government policies, and national political or socio-economic conditions.
- Shifts in demand for eGeneration PLC's products and services.
- Economic volatility, both locally and globally, includes technology spending.
- Intensified competition in domestic and global markets.
- Alterations in judicial and regulatory environments.
- Challenges in attracting and retaining key talent.
- Complexities in risk management for lending portfolios requiring advanced tools beyond existing MIS systems.

The dynamic nature of the IT industry and evolving global conditions add further uncertainties, making it challenging to predict future outcomes with precision.

These forward-looking statements are subject to change without prior notice. eGeneration PLC assumes no obligation to update or revise any forward-looking information, whether as a result of new developments, future events, or otherwise, beyond the scope of this Annual Report.

## BOARD COMMITTEE



**Mohammad Shahjalal**  
Chairman



**Shameem Ahsan**  
Director



**Prof. Dr. Mohammed Shafiul Alam Khan**  
Independent Director



**Shah Imraul Kaeesh**  
Independent Director



**Emran Abdullah**  
Managing Director



**Md. Naymur Rahman ACA**  
Chief Financial Officer



**Md. Aminul Islam**  
Head of Internal Audit & Compliance



**Ahsan H Aminur**  
Company Secretary (Acting)

# KEY MESSAGE FROM THE CHAIRMAN

## Dear Esteemed Shareholders,

On behalf of the Board of Directors of eGeneration PLC, it is my privilege to present the Integrated Annual Report and the audited financial statements for the financial year ended 30 June 2025.

This year, the global economy continued to grapple with unprecedented disruptions, largely driven by war-induced volatility, inflationary pressures, and rapidly shifting economic dynamics. These external shocks have reverberated across international markets and significantly influenced our domestic business environment. Compounding these global challenges, Bangladesh's evolving and uncertain political landscape has added further complexity for businesses operating in the country. Despite these multifaceted pressures, eGeneration has steered through another year.

Throughout the year, our commitment to excellence, accountability, and innovation remained unwavering. In collaboration with the private sector—particularly the banking and fintech industries—and various corporate segments, our engineers, business analysts, and project managers have worked diligently to build and operate technologies that facilitate data-driven decision-making.

A team of 110 dedicated professionals strengthened our organization today. eGeneration maintains partnership with global technology leaders, including Dell, Cisco, Huawei, Red Hat, Oracle, VMware, Trend Micro, Fortinet, and SAP. These partnerships empower us to deliver comprehensive digital transformation solutions across both public and private sectors. Our service portfolio spans cloud-based business applications, data center solutions, enterprise resource planning,

digital healthcare systems, cybersecurity, big data analytics, artificial intelligence, managed services, resource augmentation, and IT infrastructure and consultancy. Our achievements this year include securing significant contracts across healthcare, banking, manufacturing, defense, and major corporate groups. In addition, we continue to deliver cutting-edge IT solutions utilizing emerging technologies to clients worldwide.

### **Strength Amidst Struggles: Outlook for Bangladesh's Economy and ICT Sector**

Bangladesh's core economic pillars—especially the major foreign currency-earning sectors—continued to face substantial challenges during the year. The Ready-Made Garments (RMG) industry saw reduced global orders as Europe grappled with economic slowdown, while geopolitical tensions in the Middle East, including the ongoing Palestine–Israel conflict, weakened labor demand and slowed remittance inflows. These factors put additional pressure on the country's foreign currency reserves.

The first two quarters of FY 2024–25 were particularly difficult, shaped by heightened domestic political situation alongside persistent global economic pressures. Businesses across the country—especially those dependent on imported materials such as ICT and hardware—were heavily impacted.

Yet, despite the macroeconomic headwinds of FY

2024–2025, Bangladesh's long-term growth outlook remains fundamentally strong. Continued investment in digital infrastructure, innovation-driven industries, and export diversification will be critical to maintaining this momentum. Going forward, stabilizing the foreign exchange market, controlling inflation, and restoring a predictable political environment will be essential to fostering sustained business confidence and economic resilience.

The ICT sector is poised to remain a cornerstone of Bangladesh's development journey. While short-term obstacles persist, the sector's intrinsic potential is undeniable as companies increasingly innovate, transform, and align with global technological shifts. Strategic investment in infrastructure, workforce development, and enabling policy frameworks will play a pivotal role in unlocking long-term, sustainable growth.

As we conclude this fiscal year, we reaffirm our commitment to our long-term BHAG (Big Hairy Audacious Goal):

**To become an Asian technology leader by positively impacting billions of lives.**

The preparation of this Annual Report fully complies with the Companies Act 1994, the BSEC Notification, the Corporate Governance Code 2018, and all other relevant regulatory requirements. We are confident that this report offers a clear, comprehensive, and transparent reflection of the

company's performance, governance standards, and strategic direction.

**Acknowledgments**

At the heart of our technological journey is a core belief: technology is ultimately about people. I extend my deepest gratitude to every member of the eGeneration family. Your dedication, resilience, and commitment have enabled the company to navigate an exceptionally challenging year with determination and purpose.

I would also like to express my sincere appreciation to our leadership team and management for their steadfast guidance and tireless effort. Our profound thanks go to the Board of Directors for their strategic insight and continued support.

We remain grateful to the Government of Bangladesh, regulatory bodies, our valued clients, trusted suppliers and vendors, investors, bankers, and shareholders. Your confidence, cooperation, and partnership are central to our progress and long-term success.

Thank you for your continued trust and support.



**Chairman**  
eGeneration PLC.

# REVIEW FROM THE MANAGING DIRECTOR

## Dear Esteemed Shareholders,

On behalf of the Board, I thank all our shareholders for their unwavering support and belief in us. Our clients have placed their trust in our ability to craft innovative solutions that address their technological needs. And to our team – your collaborative spirit and dedication have been the driving force behind our company.

The global economic landscape has undergone a profound transformation in recent years, with reverberations that promise to continue reshaping business environments well into the future. Unprecedented challenges—including volatile energy markets, inflationary pressures, and complex supply chain disruptions—have emerged as critical forces fundamentally altering organizational strategies and societal dynamics. These interconnected economic shifts have not merely impacted businesses in isolation, but have created a ripple effect that touches customers, industries, and broader economic ecosystems with remarkable depth and complexity.

Facing an extraordinary business environment for the last few months, we encountered significant challenges that tested our resilience and strategic capabilities. The difficulties were substantial and navigating them required tough decisions and considerable effort. Despite these hurdles, we took deliberate actions to manage the situation, focusing on maintaining stability and addressing immediate concerns. Adapting our operational model was a demanding process, but it enabled us to persevere in the face of uncertainty. While progress was not without its struggles, these experiences have offered valuable lessons, gradually shaping our organization to become more prepared and responsive to future challenges.

Despite widespread business disruptions and reduced investment in transformative initiatives, our organization tried its best to stand resolute. We not only navigated these complex challenges but

emerged as one of the leading technology services providers in Bangladesh, rapidly establishing ourselves as the renowned brand in our sector.

Our strategic approach has been characterized by accelerated decision-making and a forward-looking perspective. From advanced business intelligence and predictive analytics to comprehensive supply chain management and operational transformation, eGeneration PLC has positioned itself as a trusted technology partner. Notably, our interventions have catalyzed significant operational transformations demonstrating our ability to drive meaningful technological innovation across diverse institutional landscapes.

Our commitment to technological innovation extends deeply into healthcare technology. Drawing on extensive research and development in Industry 4.0 domains, we have developed sophisticated Hospital Management and Clinics Management Information Systems. These advanced solutions are currently being implemented at Sylhet MAG Osmani Medical College Hospital and BGB hospital, demonstrating our capacity to drive meaningful digital transformation in critical institutional settings.

Throughout the year, eGeneration demonstrated resilience, navigating challenges with strategic determination. Our technological interventions have revolutionized diverse sectors including healthcare, banking, manufacturing, defense, public sector, and large conglomerates.

The breadth of our technological portfolio spans data center solutions, health-tech, EdTech platforms, cyber-Security, managed services, resource augmentation, computer vision technologies, speech recognition systems, secure cloud-based enterprise software, and collaborative productivity tools.

In the rapidly transforming digital ecosystem, eGeneration has distinguished itself by delivering customized technological solutions that meticulously address our clients' unique business requirements while maintaining a strategic perspective on future objectives and financial constraints. Our client-centric approach, characterized by technical expertise and responsive service delivery, has consistently positioned us as a preferred technology partner, enabling us to develop innovative solutions that not only meet but anticipate our clients' evolving

technological needs with efficiency and cost-effectiveness.

We extend our profound gratitude to our shareholders, customers, and partners whose trust and collaboration have been instrumental in our journey. Our deepest appreciation goes to our Board of Directors for their strategic guidance which has been the cornerstone of our success and progress. As we approach our 22<sup>st</sup> Annual General Meeting, we remain committed to our vision of transforming Bangladesh into an innovative high-tech nation.



**Managing Director**  
eGeneration PLC

**Mohammad Shahjalal**

Chairman

Mr. Mohammad Shahjalal is the present Chairman of eGeneration PLC. A seasoned country branding specialist and digital transformation strategist, Mr. Shahjalal brings over 25 years of expertise in driving technological development and international partnerships. His leadership includes spearheading initiatives across multiple ventures, notably GGB, M/S Jaynal Abedin, and N.M. Air International, where he has promoted Bangladesh's digital capabilities in travel, trade, and government sectors.

He has made significant strides in advancing Bangladesh's global presence, organizing landmark projects like the Bangladesh Trade Centre during CHOGM in Trinidad & Tobago, the Bangladesh Pavilion at the World Expo in Shanghai and the Bangladesh Gallery at the Dalada International Buddhist Museum in Kandy, Sri Lanka. Mr. Shahjalal is committed to leveraging digital innovation to propel eGeneration and position Bangladesh as a global technology leader. His vision combines entrepreneurial creativity and strategic digital adoption, aiming to expand eGeneration's impact both domestically and internationally.

**Shameem Ahsan**

Director

Mr. Shameem Ahsan is a technology entrepreneur focused on delivering AI-driven enterprise software solutions and high-performance engineering teams to organizations across the US, Europe, MENA, and Asia. He specializes in building AI-driven enterprise software and automation platforms, strengthening global resource augmentation with dedicated engineering pods, and driving digital transformation, cloud modernization, and systems integration for organizations worldwide.

Beyond technology and business, Mr. Ahsan has been deeply committed to creating social impact by converging innovation and entrepreneurship to address socioeconomic challenges, and he serves as the Director of the World Social Innovation Forum (WSIF), a global platform of social innovators, impact investors, policymakers, and startups. He previously served as the Chairman of the Bangladesh Association of Software and Information Services (BASIS), the largest national trade body for IT and ITES, and as a Board Director of the Federation of Bangladesh Chambers of Commerce and Industry (FBCCI), the apex trade body of the country. In recognition of his

contributions, he received the Best Young Entrepreneur award from the Dhaka Chamber of Commerce and Industry and was named a Top Outstanding Young Person by Junior Chamber International (JCI).



**Prof. Dr. Mohammed Shafiul Alam Khan**  
Independent Director

Dr. Mohammed Shafiul Alam Khan, Independent Director, eGeneration, is currently working as a Professor at the Institute of Information Technology (IIT) at the University of Dhaka.

Dr. Alam has more than 18 years of professional experience in teaching, learning and development in the Information and Communication Technology (ICT) sector. He received his PhD in Information Security from Royal Holloway, University of London, United Kingdom. He did his B.Sc. and M.Sc. in Computer Science and Engineering from the Department of Computer Science and Engineering, University of Dhaka after completing his SSC and HSC from Mirzapur Cadet College. He also completed his MBA from the Institute of Business Administration (IBA), University of Dhaka.

A Commonwealth Scholar, Dr. Alam has received numerous scholarships for his academic excellence throughout his career. He received the undergraduate merit scholarship awarded by the Government of Bangladesh. Dr. Alam is actively doing research on data security, web and application security, system security, security economics and technologies relevant to the Fourth

Industrial Revolution (4IR). He has published around thirty research articles in recognized journals and conferences.

Dr. Alam worked with different organizations at home and abroad, i.e., GSMA, London, UK; NTT Neomeit, Japan; GIZ Bangladesh; Swiss Contact Bangladesh; Friedrich-Ebert-Stiftung (FES) Bangladesh; Ministry of Women and Children Affair; ICT Division, Government of Bangladesh; Small and Medium Enterprise Foundation (SMEF) Bangladesh; Bangladesh Technical Education Board (BTEB) at a different role.



**Shah Imraul Kaeesh**  
Independent Director

Mr. Shah Imraul Kaeesh is a seasoned technology business leader in the field of information and communication technology. He brings over two decades of expertise to his newly appointed role as an Independent Director at eGeneration PLC. His journey in the IT sector began in 2000, and he now serves as the Managing Director of Technobd Limited, driving innovation in custom application development across various platforms.

Throughout his illustrious career, Mr. Kaeesh has been deeply involved in shaping Bangladesh's technological landscape. Notably, he contributed significantly to the Bangladesh Association of Software and Information Services (BASIS), holding pivotal positions such as Director, Treasurer, and Chairman of various committees, including HR Development and Access to Finance & New Investment. His tenure at BASIS saw the inception of critical initiatives like the BASIS Outsourcing Award and the BASIS Institute of Technology & Management (BITM), underlining his commitment to advancing the IT sector. His involvement in organizing prominent events such as the BASIS SoftExpo and BASIS Code Warriors Challenge underscores his active role in fostering

industry growth and talent development.

As an Independent Director of eGeneration PLC, Mr. Shah Imraul Kaeesh brings a wealth of experience, a visionary outlook, and a commitment to excellence to the table. His appointment is poised to bolster the company's strategic direction further and propel it towards greater heights in the ever-evolving realm of technology and innovation.



**Emran Abdullah**  
Managing Director

Mr. Emran Abdullah is a technology practitioner with over 18 years of experience working in digital transformation, Project Management, and technology-enabled service delivery. In his role as Managing Director of eGeneration PLC, he focuses on helping organizations adopt practical, data-driven solutions that improve efficiency and support long-term growth.

Before taking on the Managing Director position, He served in several key leadership roles within eGeneration, including Director Operations & Sales, Director Sales and Head of Operations. In these roles, he led enterprise sales, managed partnerships with global OEMs, oversaw daily operations, guided project teams, resolved inter-departmental challenges, and helped build the commercial and operational foundations that supported the company's growth.

Throughout his career, Emran has contributed to projects in workflow intelligence, analytics, AI-assisted operations, and health-tech. He has been involved in initiatives that support the management of electronic medical records (EMR) and improve operational processes in both public and private sector institutions in healthcare industry.

He has had the opportunity to work on programs with the Government of Bangladesh, the World

Bank, JICA, Toyota, Panasonic, and other partners. Beyond eGeneration, his professional journey spans banking, international recruitment, social-impact technology, academia, and startup investment—starting his career at Dhaka Bank, working in risk analysis and trade operations; serving as a Recruiting Specialist at Robert Half International in Tokyo; driving social technology innovation projects at Grameen Communications, including collaborations with Toyota; mentoring founders and evaluating investments with Pegasus Tech Ventures; teaching at North South University as an adjunct faculty. These diverse roles have grounded his leadership in both technical understanding and practical business realities.

Mr. Emran holds an MS in eBusiness Management from the International University of Japan (IIJ), an MBA in Finance from IBA, University of Dhaka, and a BBA in Finance from the University of Dhaka. His academic and professional experiences help him bridge technology with practical organizational needs from both Trchnology and business perspective.

Mr. Emran Abdullah aims to continue supporting eGeneration PLC in building meaningful, collaborative, and sustainable digital transformation initiatives.

## ABOUT EGENERATION

eGeneration is one of Bangladesh's leading system integration and software solution companies. Its vision is to become an Asian technology leader by positively touching billions of lives, and it has a mission to transform Bangladesh into an innovative, high-tech nation. We have a strong 110-member team of dynamic, highly skilled, and best-in-class technical and businesspeople. We have partnered with global tech giants such as SAP, Dell, Oracle, VMWare, Trend Micro, Fortinet, and UiPath to provide end-to-end digital transformation solutions for public and private sectors including modern workplace solutions, business applications on cloud, enterprise resource planning, digital healthcare solutions, cybersecurity, big data analytics, artificial intelligence, blockchain, internet of things, robotic process automation, natural language processing, computer vision and speech technology, and IT infrastructure and consultancy services.

We are the first software technology company in Bangladesh to be publicly listed on both the Dhaka Stock Exchange and the Chittagong Stock Exchange. Our focus industries are financial services, healthcare, government, manufacturing, and the education sector.

Some of our most notable customers in Bangladesh are various ministries of the Government of Bangladesh including Ministry of ICT, Ministry of Planning, Ministry of Health; Sonali Bank – the largest state-owned bank; Robi and Banglalink – the second and third largest telco companies; bKash – the largest MFS company; S Alam Group – one of the largest conglomerates; leading private commercial banks including Dutch-Bangla Bank, Pubali Bank, Bank Asia, Dhaka Bank, Prime Bank, Premier Bank, Mercantile Bank and Trust Bank; BRAC University – one of the leading private universities; Bangladesh Army, and Border Guard Bangladesh among others. We also provide advanced IT solutions developed with emerging technologies to international clients in more than ten countries, including the USA, Canada, UK, Japan, UAE, Saudi Arabia, Denmark, Russia, India, Philippines, and Uganda.

Our exponential growth, prospect, and value creation have already onboarded large local conglomerates in Bangladesh like United Group, Olympic Industries, and Elite Holdings; leading financial institutions like United Finance; and renowned international venture capital firms like AT Capital, Vanguard, Sonora Peak Ventures as investors.

## BHAG

To become an Asian technology leader by touching billion lives positively



## PURPOSE

To transform Bangladesh into an innovative high-tech nation



## CUSTOMER CENTRICITY

- Going extra mile for customers to provide 3X value & ROI.
- Listen empathetically and understand comprehensively the customer needs, preferences, & behaviors.
- Deep & honest insights to customers even when its not most profitable for us.

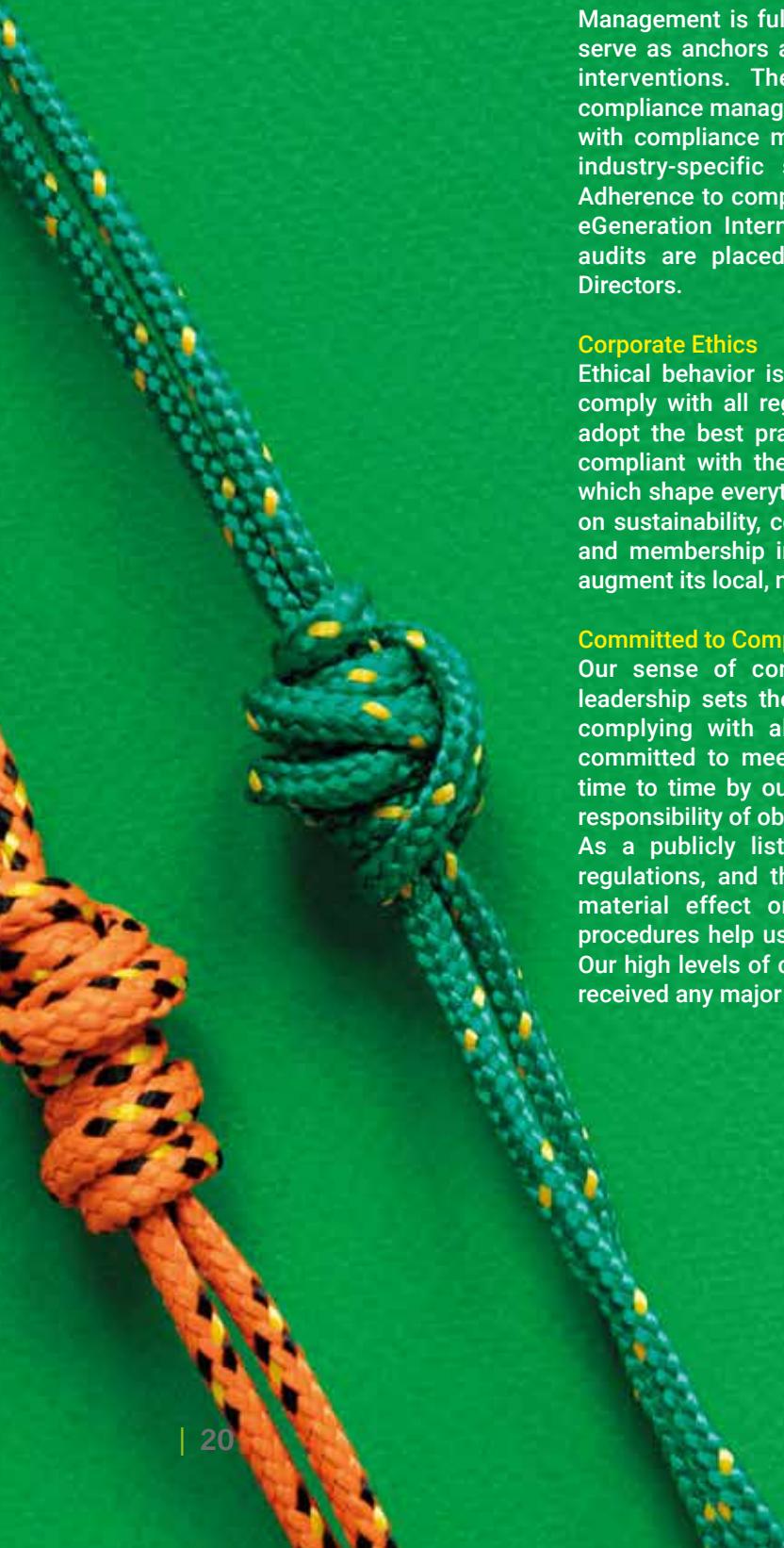
## TEAMWORK

- Culture of compassion & respectful debate.
- Trust, transparency, and integrity among each other.
- Rewards & Acknowledgement.

## OWNERSHIP

- Meeting deadline, getting work done without excuses.
- Never say "This is Not My Job."
- Assume responsibilities of realizing company's BHAG & Purpose & ensure accountability.
- Take initiatives & share ideas to increase profitability.
- Passionate to learn.
- Consistently acquiring business & industry domain knowledge.
- Self-motivated to improve communication skill.
- Actively transferring new knowledge & learnings within the organization.

# COMPLIANCE AND ETHICS



Management is fully committed to compliance, and the senior leaders serve as anchors and have a pivotal role in implementing compliance interventions. The in-house compliance function manages the compliance management framework. The function is adequately staffed with compliance managers responsible for establishing business and industry-specific standards in all units across the organization. Adherence to compliance obligations is among the subjects covered in eGeneration Internal Audit function audits. Observations from such audits are placed before the Audit Committee and the Board of Directors.

## Corporate Ethics

Ethical behavior is intrinsic to the way we conduct our business. We comply with all regulatory laws and corporate governance codes and adopt the best practices. Our focus on embracing ethical operations compliant with the laws of the land is enshrined in our core values, which shape everything we do at our company. Leadership engagement on sustainability, corporate social responsibility, corporate governance, and membership in different industry bodies helped the organization augment its local, national, and international reputation.

## Committed to Compliance

Our sense of compliance spawns from our culture, and our top leadership sets the tone on compliance, taking a rigorous stance on complying with all statutes and regulations. Further, we are also committed to meeting regulatory requirements that are issued from time to time by our regulators. Our compliance department owns the responsibility of observing all rules and guidelines.

As a publicly listed company, we are subject to many laws and regulations, and the consequences of non-compliance could have a material effect on our organization. Our auditing standards and procedures help us identify non-compliance with laws and regulations. Our high levels of compliance are reflected in the fact that we have not received any major regulatory censure since our inception.

# COMPANY PROFILE

## 1. COMPANY OVERVIEW

eGeneration PLC is one of the leading system integration and software solution companies in Bangladesh with a vision to become an Asian technology leader by touching billion lives positively and a mission to transform Bangladesh into an innovative high-tech nation. We have a strong team consisting of dynamic, highly skilled and best-in-class technical and business people. We have partnered with global tech giants such as Huawei, SAP, Dell, Oracle, RedHat, Cyble, Arcon, VIVANCO, VMWare, Trend Micro, Fortinet, and UiPath to provide end-to-end digital transformation solutions for public and private sectors including Modern Workplace Solutions, Business applications on cloud, Enterprise Resource Planning, Digital Healthcare solutions, Cybersecurity, Big Data Analytics, Artificial Intelligence and Digital Public Infrastructure, Blockchain, Internet of Things (IoT), Robotic Process Automation, Natural Language Processing, Computer Vision and Speech Technology, and Network infrastructure and consultancy services.

We are the first software technology company in Bangladesh to get publicly listed in both Dhaka Stock Exchange and Chittagong Stock Exchange. Our focus industries are financial services, healthcare, government, manufacturing, and education sector.

Some of our most notable customers in Bangladesh are various ministries of the Government of Bangladesh including Ministry of ICT, Ministry of Planning, Ministry of Health; Sonali Bank – the largest state-owned bank; GP, Robi and Banglalink leading telco companies; bKash – the largest MFS company; leading private commercial banks including Dutch-Bangla Bank, Pubali Bank, Bank Asia, Dhaka Bank, Prime Bank, Premier Bank, Eastern Bank Limited, City Bank Limited, Midland Bank, Bank Asia, Mercantile Bank, Trust Bank; BRAC University – one of the leading private universities; Bangladesh Army, and Border Guard Bangladesh among others.

We are also providing advanced IT solutions developed with emerging technologies to international clients in more than 10 countries including USA, Canada, UK, Japan, UAE, Saudi Arabia, Denmark, Russia, India, Philippines, and Uganda. Our exponential growth, prospect and value creation have already onboarded large local conglomerates in Bangladesh like United Group, Olympic Industries, Elite Holdings.



### 1.1 OUR IMPACTFUL PROJECTS

At eGeneration, we believe in generating profit with a purpose and using technology for the greater good. We wanted to establish ourselves as not only a profit-making venture but also as an organization that puts emphasis on environment, society, and gover-

nance (ESG) to create meaningful positive impacts on the lives of millions of people. Since our inception, we have tried to choose our projects keeping this objective in mind. These are some of our most notable impactful projects:

- We developed the COVID-19 dashboard for Honorable Prime Minister's office which monitors the coronavirus situation while protecting and serving 170 million people in Bangladesh.
- We initiated "Shohojoddha - a Plasma Network" in partnership with Ministry of Health and Ministry of ICT to connect critical COVID-19 patients with convalescent plasma donors.
- We developed the Hospital Management Information System for two large government hospitals.
- We developed a Fertilizer Recommendation System in partnership with the Ministry of Agriculture to help more than 15 million farmers in the country.
- We are creating a Learning Management System with the Ministry of ICT to develop skilled human resources and reduce youth unemployment.
- We enabled virtual court for the judiciary system during the pandemic through which more than 120,000 cases were disposed of, and over 80,000 people were granted bail.

## 1.2 ACCOLADES IN RECENT YEARS

- eGeneration received New Technologies Partner of the year 2025 – Bangladesh Award from EGUARDIAN
- eGeneration receives Silicon Valley-based Cyble's cybersecurity award 2024 for second time
- eGeneration wins a prestigious cybersecurity award from Cyble at GrowCon 2023.
- eGeneration wins SAP Bangladesh Partner of the Year 2021 Award
- Awarded as Modern Workplace Security Partner of the Year, Modern Workplace Teamwork Partner of the year, and SAP on Azure Partner of the Year at the virtual award ceremony organized by Microsoft Southeast Asia New Markets2020 Partner Awards.
- Emerging Partner of the Year 2020 from SAP for contribution in evolving the Digital Transformation Ecosystem of the country.
- Modern Licensing Solution Partner FY19 from Microsoft for successful implementation of workplace security, team collaboration, analytics, and cloud solutions.
- ASOCIO ICT Awards 2019 in the "Outstanding User Organization" category.
- Best Stall Award at Digital World 2017.
- 'South Asian Business Excellence Awards 2017' Awarded in 'Best Employer Brand Award' Category



## 2. EGENERATION AT A GLANCE

Mission	To transform Bangladesh into an innovative high-tech nation.
Vision	To become an Asian technology leader by touching billion lives positively.
Business Domain	Data Science, Artificial Intelligence, System Integration, Cyber Security, Training Services, NLP, Business Solution
People	More than 155 professionals: 5 Program/ Project Manager, 7 Team Lead, 60 Programmer, 7 Software Solution Architect, 9 System Analyst, 8 Business Process Analyst, 2 IT Infrastructure Specialist, 2 Database Administrator, 5 Principal Consultant, 5 Senior Consultant and other professionals
Total Years of Experiences	<b>22 years</b> , incorporated in 2003
Global & National Successful Projects	<b>1000+</b> including global projects across 10 countries
Skillsets	PMP, MCP (Microsoft Certified Professional), OCP (Oracle Certified Professional), CCNA, CISSP, CISA, CDCP, SAP Certified Professional
Global Partners & Associates	Huawei, SAP, Oracle, Dell, VMware, Fortinet, Cyble, Arcon, VIVANCO, UiPath, Trend Micro, Baracuda, Kaspersky, LinkedIn
Membership	BASIS, BCS, BACCO, BAPLC, DCCI
Accreditation	CMMI SVC 3.0 (V2), ISO 27001:2013, ISO 9001:2015
Technological Expertise	Open Sources, Java, PhP, .Net, C#, Cake PhP, PHP Laravel, Python, Oracle Technology
Industry Expertise	Government, Financial Services, Healthcare, Education, Manufacturing, and Fast-Moving Consumer Goods (FMCG)
Office Space	6,000 Sq. ft.
Support Service	24/7

### 3. ACHIEVEMENTS

2025	<b>Pharmacy and Prescription Management System</b> for Popular Diagnostics Centre Ltd.	<b>Technical Maintenance and Monitoring Support Service for Disaster Recovery Data Center (DRDC)</b> for Bangladesh Navy	
	<b>IT Resource Augmentation</b> for Looop Inc.	<b>Dark web monitoring Tool</b> for Trust Bank PLC, Eastern Bank PLC and Pubali Bank PLC	
2024	<b>Ration &amp; Clothing Management System</b> for Bangladesh Navy	<b>Establishing Tier-III Data Centre Passive Infrastructure at CCBL Own Premise and DR (Colocation) &amp; FDR (Colocation)</b> for Central Counterparty Bangladesh Limited (CCBL)	
	<b>Resource augmentation</b> for Grameenphone	<b>All in one touchscreen computer</b> for Hameem Group	
2023	<b>Microsoft Local Support service (AMC)</b> for Bangladesh Bank	<b>Procurement of Firewall (Supply, Installation &amp; Commissioning)</b> for Janata Bank PLC.	
	<b>Next Generation Server Protection System with XDR</b> for Midland Bank Ltd.	<b>Procurement of Web Application Firewall (WAF)</b> for Modhumoti Bank Limited.	<b>Procurement of Cyber Security Services (Cyble Darkweb Monitoring System)</b> for Eastern Bank Limited.
2022	<b>Enhancement, Additional Development and Maintenance of COVID-19 National Dashboard for Bangladesh</b> for a2i.		<b>Microsoft Implementation &amp; Support Service</b> for Trust Bank Limited.
	<b>Design, Development &amp; Implementation Support Services of an Integrated eLog Book System</b> for Bangladesh College of Physicians and Surgeons (BCPS)	<b>Setting up Research Center and Server Room</b> for Bangladesh Insurance Academy (BIA)	<b>Revenue Management Software (RMS)</b> for Bangladesh Telecommunication Regulatory Commission (BTRC)
2021	<b>Development of Health Service Management System for Sylhet M A G Osmani Medical College Hospital</b>	Supply, installation, configuration, and integration of security operation center-soc (lot-2) for <b>BANGLADESH ARMY</b>	Software license (MS exchange enterprise, MS windows standard server license, MS core Cal, M365-E3 package for <b>Eastern Bank Limited</b> for 3 years
	The 2 <sup>nd</sup> largest Microsoft 365 deal for FSI industry in Bangladesh with Prime Bank Limited	Signed Agreement for Banglalink, the 3 <sup>rd</sup> largest Telco company in Bangladesh	Custom Solutions and onboarding in International Commercial Marketplaces
	<b>Learning Management System (LMS)</b> for LICT and in collaboration with BASIS, BHTPA, eCAB, BACCO, BCC	Go Live of "Dhowni" – World's First Bangla IPA Transcription System developed for Ministry of ICT	<b>Awarded "SAP Emerging Partner of Bangladesh" in 2021</b>
2020	The first Microsoft 365 deal in FSI industry of Bangladesh with Premier Bank Limited	Developed <b>BeatCorona</b> , a Chatbot and X-Ray Image Analysis Tool, to help fight against Covid-19	Launching of <b>Shohojodha</b> an online platform connecting plasma donors and receivers
<b>Microsoft Inspire Southeast Asia New Markets 2020</b> <i>Modern Workplace Security Partner of the Year</i> <i>Modern Workplace Teamwork Partner of the Year</i> <i>SAP on Azure Partner of the Year</i>		Entering the new normal, we have successfully hosted several Webinars in Healthcare, Pharma & Education sector	
	Microsoft Teams Enablement campaign allowing people to work remotely from home, ensuring productivity without compromising safety.	Virtual Court Enablement Platform for Judiciary Courts of Bangladesh	<b>UiPath Silver Partner</b>
		Remote Education Enablement for Private and Public Universities with Microsoft Solutions	<b>SAP Education Partner</b>

<b>Infrastructure Solution for Central Bank of Bangladesh, Central Procurement Technical Unit (CPTU)</b>		<b>National Covid Dashboard</b> for the Honorable Prime Minister's office in collaboration with Ministry of Health, Major government agencies and hospitals	<b>Computer Vision and AI Based Solution</b> for export processing zones in Myanmar with a Japanese Company
<b>2019</b> <b>Microsoft Enterprise Agreement</b> -National Bank Limited -Sonali Bank Limited		<b>Border Guards Bangladesh: Hospital Information Management System</b>	<b>Microsoft Products &amp; Solutions</b> -Dutch Bangla Bank Limited -Pubali Bank Limited -Navana Logistics Ltd.
<b>2018</b> Partnered with <b>Microsoft LSP</b> for providing licensed solutions		Built a smart solution for <b>SmartCrowd</b> digital investment platform, using <b>AI, Blockchain &amp; Data Analytics</b>	<i>Collaboratively R&amp;D on emerging technologies with:</i> -University of Dhaka -University of Chittagong -North South University -United International University -East West University
<b>2017</b> Training service contract with <b>Sheikh Kamal IT Training &amp; Incubation Centre, Natore</b>		<b>'Outstanding Contribution in Education'</b> Bangladesh Best Employer Brand Awards 2017	<b>'Best Employer Brand'</b> South Asian Business Excellence Award 2017
<i>Partnered with <b>Logosworld</b> a German based software company to work jointly on both local and international projects.</i>		<i>Partnered with <b>Invigo Offshore Salf</b>or Solution for Mobile Device Management, Fraud Detection and IMEI Registration</i>	Affiliation with <b>SAP Corporation</b> for enterprise software
<b>2016</b> Designed, developed, and implemented <b>Queue Management System Queue Pro</b> for Ministry of Foreign Affairs, in partnering with Business Automation Ltd.		Implemented one of the largest IT Training initiatives of the Bangladesh Government <b>Learning &amp; Earning Development Project (LEDP)</b> at national level.	<i>Strengthening and supporting the idea of building a better learning community for children, we partnered with Code Club, a UK-based voluntary initiative.</i>
<i>Implemented '<b>Training on Essential Tools and Technics for Android and iOS Application Development</b>' initiative of Bangladesh Government</i>			
<b>2015</b> Expansion of our Training wing- <b>Basic IT, Outsourcing &amp; Corporate Training</b> were introduced		<b>'Advanced Technology Solution Provider'</b> across borders.	A separate training institute with modern lab facilities were established in Dhaka, Rajshahi and Tangail to boost various capacity building projects at national scale
<b>2013</b> Mr. Shameem Ahsan, was recognized as ' <b>Top Outstanding Young Person in Bangladesh</b> ' by JCI Bangladesh			
<b>2010</b> ' <b>Best Use of IT</b> ' awarded by BASIS for ' <i>Online Fertilizer Recommendation System</i> ' for Ministry of Agriculture			
<b>2005</b> Partnered with <b>International Office Machines (IOM)</b> for Customer Relationship Management (CRM) solution		<b>'Best Young Entrepreneur of Bangladesh'</b> awarded to Mr. Shameem Ahsan, at Dhaka Chamber of Commerce Business Award	

## A Few Snapshots of Our Key Achievements



eGeneration received New Technologies Partner of the year – Bangladesh Award from EGUARDIAN.



eGeneration wins SAP Bangladesh Partner of the Year 2021 Award.



eGeneration receives Silicon Valley-based Cyble's cybersecurity award for second time.



Cyble Recognizes eGeneration for Contributions to Cybersecurity.



eGeneration awarded as SAP Emerging Partner of Bangladesh.

## 4. PROJECT MANAGEMENT APPROACH

### AGILE APPROACH AND METHODOLOGY



We use two special methodologies for maximizing the use of resources and time to manage our projects. It is a perfect set of essentials adopted as the guiding principles and processes for managing different sized projects.

'Agile' is used for projects that are flexible, iterative, and incremental. The demand and solutions evolve through the collaborative effort of self-organizing and cross-functional teams and our clients. Scrum and Kanban are the two major frameworks used for Agile methodology. 'Scrum' an agile Framework used for project management that emphasizes teamwork, accountability, and iterative progress toward a well-defined goal. Our Project Managers plan on initiatives to be done within the two-week sprints as well as hold daily meetings widely known 'aka stand-ups' to check within the team on how the project is moving along the different phases of development.

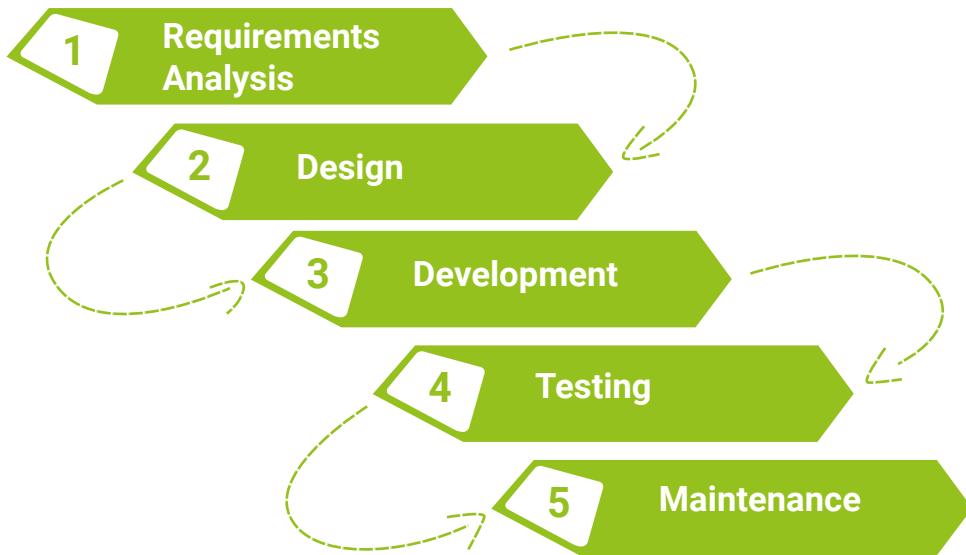
3 Major Roles	4 Types of Meeting	3 Artifacts
-Product Owner	-Planning Meeting	-Product Backlog
-Scrum Master	-Daily Scrum	-Sprint Backlog
-Development Team	-Sprint Review -Sprint Retrospective	-Product Increment

#### SPRINTS 1-4 weeks

Backlog	Design		Development		Testing		Done
	Doing	Ready	Doing	Ready	Doing	Ready	

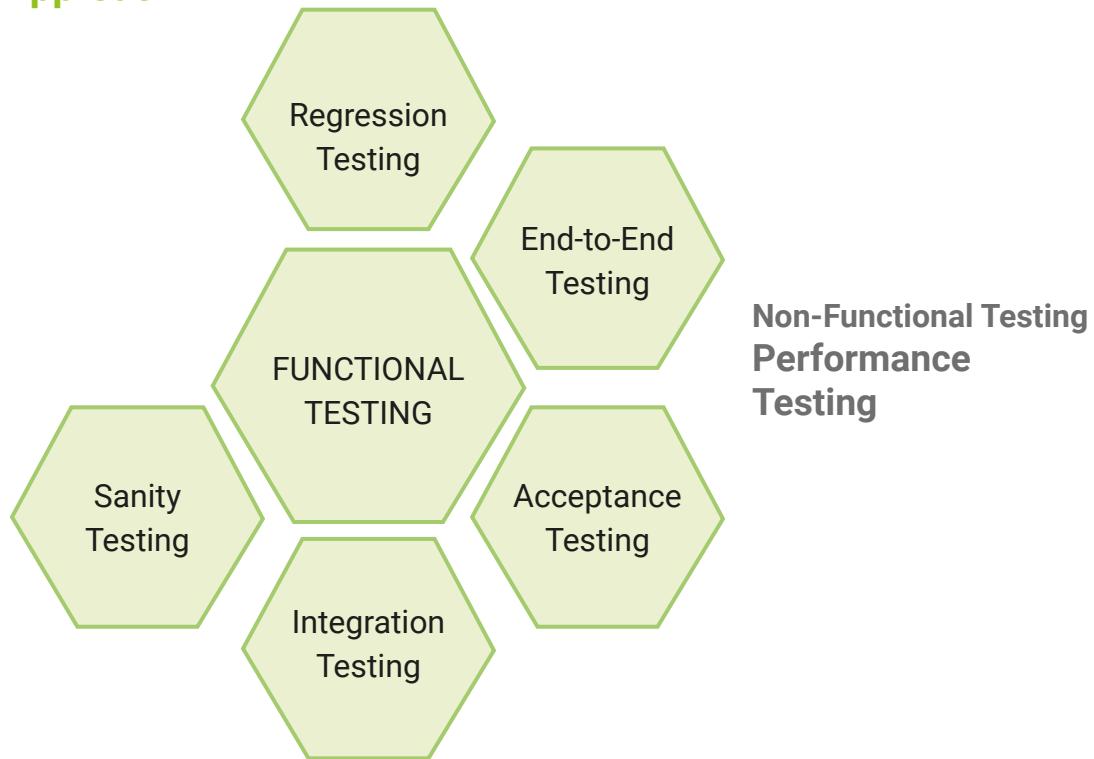
Another popular agile framework which we use to focus on early releases with collaborative and self-managing teams is Kanban. It is based on a list of aka backlog of items to do and is managed by priority of items using tickets or cards on a Kanban Board. The board has different columns which let managers know the status of a task worked on, including to-do's, in-progress and complete tasks.

**Waterfall** is one of the most traditional project management methodologies using linear- sequential design approach where progress flows downwards in one direction. Once the current phase has been



completed, then only it moves onto the next phase of the software development life cycle. Waterfall stresses on the importance of documentation and we use this methodology for large scale government projects that require maintaining stringent stages and deadlines.

## Testing Approach



## 5 . MAJOR CLIENTS

### Telco & Banks



### Manufacture



### Goverment



## 6. BUSINESS PARTNERS



## 7. RESEARCH PARTNERS



**Kyushu University**



**Shahjalal University of Science & Technology (SUST)**



**North South University**



**Dhaka University**



**United International University**  
*QUEST FOR EXCELLENCE*



**East West University**

## 8. FUNTIONS AND PRODUCTS & SERVICES

### 8.1 TECHNOLOGY WE USE



### 8.2 DATA SCIENCE

The world is producing massive amounts of data. 90% of all this data which is mainly unstructured was generated in just last few years. The immense potential of generating valuable insights from these unstructured data was never realized until recently. Traditional method of analyzing data is no more capable of analyzing today's peta and zettabytes of data and there comes the application of Data Science. Revolution in Data Science fields like Big Data Analytics, Artificial Intelligence, Machine Learning will lead the technological transformation of tomorrow's world.

We are working on developing Big Data Analytics capability which has wider business scope in local & global market-place. According to International Institute for Analytics (IIA), IDC The big data analytics market will soon surpass \$200 billion. We are developing in-house expert in cutting-edge technologies like artificial intelligence, data analysis, block-chains and cyber security.

SmartCrowd, a Dubai-based crowdfunding company, has recently assigned Bangladeshi IT firm eGeneration to create an artificial intelligence, data analytics and blockchain-based digital investment platform.

We have competed with European and American companies and finally won the project, thanks to the world-class technology and business expertise of eGeneration.

eGeneration is working diligently with an aim to make Bangladesh a global brand in providing leading innovative solutions and moving beyond being a low-cost IT solutions provider.

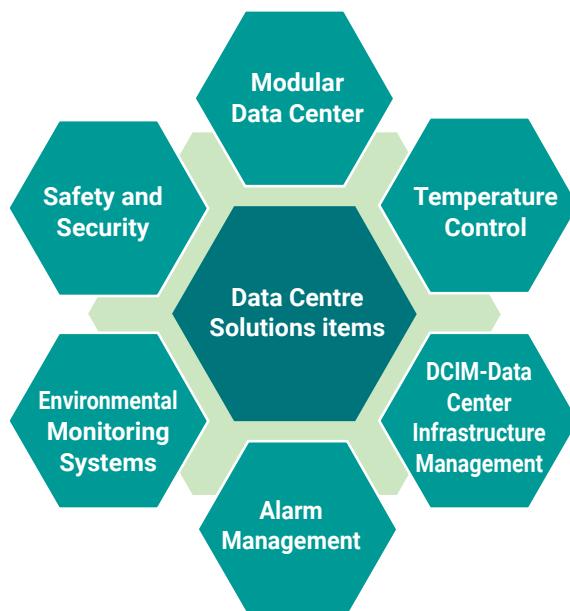
As one of the aspiring countries for achieving SDG goals, Bangladesh needs data driven evidence-based decision making in Health, Education and Social sector. For taping this opportunity of partnering with all the players in this sector eGeneration has decided to become leading Big-data Analytics service providing firm in Bangladesh.

We are also providing a data analytics service to one of our sister concerns and expecting bigger business in the consumer product manufacturing industry, telco and financial service industry. We plan to help organizations to fuel growth by harnessing valuable sources of both structured and unstructured data to outpace the competition, delight their customers, streamline processes, mitigate risk, and decision making. We understand many dimensions of effectively using information as well as the variety of technologies required to implement the best analytical solutions.

- Banking Analytics: Analytics in banking domains such as deposit, loan and advance, foreign trade, management KPI, profit, recovery, customer analytics, treasury, agent banking, bill payment, debit card, credit card, ATM etc.
- Airline Analytics: Analytics components include sales analytics, operations analytics, fleet maintenance and management, financial analytics, competition analytics, loyalty analytics.
- Media and Broadcasting Analytics: Analytics components include program analytics, sales analytics, content analytics, financial analytics, competition analytics, loyalty analytics.
- Analytics in Manufacturing: Analytics in manufacturing domains such as production reporting, MTD and YTD actual vs. target analytics for product, customer, and employee.
- Price Recommendation Engine for e-Commerce: An analytics engine has been developed to create tailored data solutions for eCommerce companies that will aggregate competitor prices of a certain product and recommend the most optimum price analyzing that data.

### 8.3 DATA CENTRE SOLUTIONS

We are well experienced with complete end-to-end distribution of Enterprise Networks & Data Center Infrastructure Components. Our Quality of Service (QoS) is defined by a set of criteria that strictly adheres to International Standards and Best Practices. In addition to adhering to the ANSI / EIA / TIA Standards in our implementation, we ensure our highest Quality of Services.



- Providing ON-TIME support and service requests.
- STRICT ADHERANCE to Service Level Agreements.
- FULLY TESTED Infrastructure Networks utilizing International Compliant Testing and Measuring Equipment.
- Infrastructures implemented by INTERNATIONALLY CERTIFIED Engineers.
- PARTNERSHIP with internationally recognized OEMs

## 8.4 SYSTEM INTEGRATION

The main challenges facing organizations today on their path to growth are complex technologies and a rapidly evolving business environment. Consequently, there is a pronounced need to understand the complexities of the IT environment and ensure that the technology is in line with your business objectives. The need to achieve operational excellence irrespective of the organization sizes while maximizing efficiency to enable technology enabled business transformation is paramount.

eGeneration plays its role as a system integrator to reduce cost burden and promote efficiency. eGeneration is the trusted and certified solution provider for Huawei, Microsoft, Cisco and Oracle.

eGeneration helps you save time and money by bringing our software applications together with third-party systems to streamline data flow, resolve information silos, minimize redundancy, and enable automated data exchange. We bring a deep understanding of the underlying business issues that should be addressed for an architecture-level initiative to be effective.

eGeneration's expert system analysts provide effective integration of applications by analyzing third-party systems and suggesting the best solution for integration. Our flexible technology platform has an underlying interoperability layer that enables us to rapidly establish interfaces with institutional accounting software, MIS databases, national ID databases, court registries, GIS systems, etc. to exchange data or validate the accuracy of information.

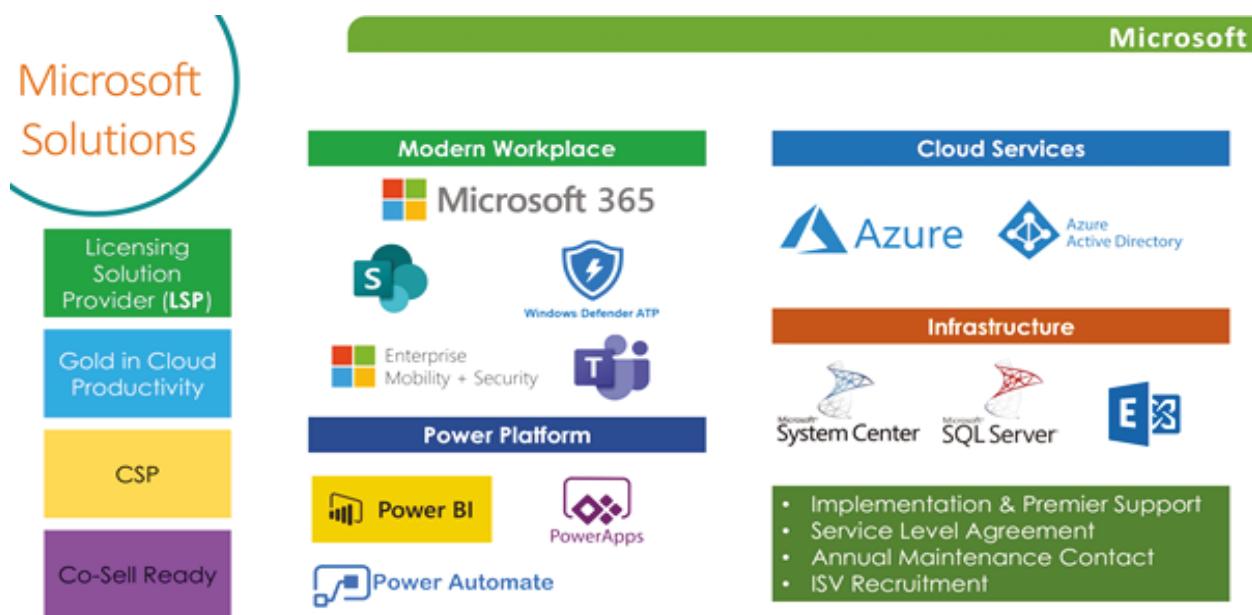


## 8.5 SAP PRODUCTS

eGeneration PLC is Gold SAP Partner in Bangladesh. We aim to provide organizations with the solutions to a varied range of IT obstacles that they are currently exposed to. With our extensive knowledge and the implementation of SAP, we want to help organizations reduce.



## 8.6 MICROSOFT SOLUTIONS



## 8.7 OUR OFFERINGS FOR CYBER SECURITY

### 8.7.1 SECURITY OPERATIONS CENTER

- Security Information & Event Management (SIEM) Solutions
- Security Orchestration, Automation & Response (SOAR) Solutions
- File Integrity Management (FIM) Solutions
- User Entity & Behaviour Analytics (UEBA) Solutions
- Deception Platform (DP) Solutions
- Threat intelligence Platform Solutions
- Threat intelligence Services

### 8.7.2 IDENTITY, ACCESS & SECURITY SOLUTIONS

- Access & Single Sign on Solutions
- Multi Factor Authentication
- Privilege Access Management Solutions
- Endpoint Privilege Access Management Solutions
- Vendor Privilege Access Management Solutions
- Identity Lifecycle Management Solutions

### 8.7.3 NETWORK & GATEWAY SECURITY

- Email Security Gateway Solutions
- Secure Web Gateway Solutions/Secure Proxy Solution
- Web Application & API Protection (WAAP) Solution
- DDoS Protection Solution
- API Security Solutions
- Network Intrusion Prevention Solution (NIPS)
- Network Advanced Threat Protection Solution

#### 8.7.4 VULNERABILITY MANAGEMENT & PENETRATION TESTING

- Infrastructure Vulnerability Assessment / Management Solutions
- Web Application Vulnerability Assessment /management Solutions
- Mobile APP Security Testing Solutions
- Web Penetration Testing Solutions
- Infra Penetration Testing Solutions
- Wi-Fi Penetration Testing Solutions
- Penetration Testing Services

#### 8.7.5 DATA LOSS PREVENTION SOLUTIONS

- Endpoint Data Loss Prevention Solutions
- Network Data Loss Prevention Solutions
- Email Data Loss Prevention Solutions
- Cloud Data Loss Prevention Solutions

#### 8.7.6 UNIFIED ENDPOINT SECURITY SOLUTIONS

- Endpoint Protection Platform Solutions
- Server Protection Platform Solutions
- Endpoint Detection & Response Solutions
- Extended Detection & Response Solutions
- Embedded Endpoint Security Solutions
- IOT Endpoint Security Solutions
- Information Protection Solutions
- Endpoint Data Loss Prevention Solution

#### 8.7.7 COMPLIANCES & AUDIT

- PCI DSS Certification
- PA DSS
- SWIFT CSCF Assessment
- ISO/IEC 27001 Certification (ISMS)
- HIPAA Compliance Assessment
- GDPR Compliance Assessment
- SOC1/ SOC2 / SOC3 Assessment





## CERTIFICATIONS OF OUR RESOURCES

CISSP, CISA, CISM, Security+, CEH, GSEC, SSCP, CASP, GCIH, OSCP, CRISC, CGEIT, GCIH, ECSA, LPT-Master, CCISO, ECIH, CHFI, CTIA, OSWP, OSEP, OSCE, ISO/IEC 27001 (LA/LI), CIOSINT, CBSP, CCSSA, CCNA Security, CCNP Security, CCIE Security, CCSA, CCSE, Azure Security Engineer Associate, AWS Certified Security - Specialty, EX415, EX425, EnCE, CFSR, NSE 4, NSE 5, NSE 6, NSE 7, NSE 8, JNCIA-SEC, JNCIS-SEC, JNCIP-SEC, JNCIE-SEC, JNCDS-SEC, PCCSA, PCNSA, PCNSE, CSA, ECIH, CCSE, CSA, CASE- Java, CASE- .NET, PMP, PRINCE2, ITIL, COBIT5, QSA, COBIT5

## 8.8 AI-POWERED SOLUTIONS

<b>eGenius AI</b>	An AI-powered recruitment tool that streamlines the entire hiring process. From continuous CV monitoring to AI-driven candidate scoring, eGenius significantly reduces processing time by up to 96% and increases fit accuracy by 90%, making recruitment faster, smarter, and more efficient.
<b>eghealth AI</b>	A comprehensive AI-powered health tech solution that simplifies hospital management by automating the entire patient journey. From admission to discharge, eghealth AI improves operational efficiency, patient experience, and clinical outcomes, enabling a seamless A-to-Z management process.
<b>egfinance AI</b>	A sophisticated AI-powered finance and accounting ERP module, designed to optimize financial operations. Comparable to Tally, QuickBooks, or SAP FICO, egfinance AI provides automated financial reporting, budgeting, and analysis, ensuring accuracy and efficiency for businesses of all sizes.
<b>eglearn AI</b>	An AI-powered Learning Management System (LMS) designed to ease the workload of educators by automating quizzes, assessments, and student progress tracking. eglearn AI enables more effective teaching and learning, offering tools that streamline the educational process while fostering student engagement.

## 8.9 IOT SOLUTIONS

For the implementation of eGeneration's IoT solutions, we developed optimal hardware and software application platforms - two integral components of IoT - to ensure maximized business performance for an organization. Our IoT solution features connectivity, sensing, integration, analyzing, active engagement and artificial intelligence.

- Soil Moisture Check with the Help of IoT: Using our IoT hardware and software platform, we have developed a solution to remotely monitor and carry out maintenance of farmland using IoT devices. The monitoring system includes temperature, humidity, soil moisture, soil temperature and soil PH monitoring and it includes disease prediction, recognition using plant leaves analysis and suggestions for the farmers.

## 8.10 HOSPITAL MANAGEMENT INFORMATION SYSTEM

Our comprehensive eghealth solution ensures that every patient receives high-quality healthcare services from caregivers. Designed as a multi-dimensional platform, eghealth enables seamless interoperability across all functional areas of a hospital—including administrative, clinical, back-office, and financial operations. The system also supports remote care capabilities, allowing patients and doctors to engage in online consultations with ease. With over 30 integrated modules and a built-in predictive engine, eghealth delivers enhanced efficiency, accuracy, and reliability. Its embedded functionalities generate real-time digital reports, e-prescriptions, billing and invoicing, and maintain data integrity, allowing physicians to focus on delivering critical medical care. Leveraging an extensive medical database, the system intelligently recommends appropriate medications and produces error-free e-prescriptions to support improved patient outcomes.

To elevate service quality further, eghealth emphasizes Health Information Exchange (HIE), enabling healthcare institutions to streamline operations and achieve greater efficiency and profitability. The solution includes a secure Audit Trail that authenticates all system entries, ensuring improved traceability and accountability. A real-time management dashboard combines advanced data analytics with intuitive visualizations, empowering decision-makers with timely insights for effective patient and hospital management.

## Comprehensive Solution Modules



## Key Features

eghealth brings together a suite of powerful features that enable seamless management of hospital operations.



### Electronic Health Record

Digital storage and easy access to patient Medical & Health records for doctors and staff.



### Billing & Accounting

Streamlined billing, invoicing, insurance claims and financial reporting tools.



### Doctor & Staff Scheduling

Automate shift assignments, manage staff calendars and track attendance.



### Inventory Management

Medical supplies and equipment with real-time tracking.



### Patient Management

Comprehensive profile management including medical history and treatment.



### Appointment Scheduling

Automated scheduling of patient appointments with doctors & specialists.



### Lab & Radiology Management

Integration with equipment for easy order placement, result tracking & reporting.

## Benefits of eghealth AI



### Efficiency & Automation

Automate tasks, reduce human error and free up valuable time for patient care.



### Data-Driven Decision Making

Real-time access to patient data & enables better decision-making and planning.



### Improved Patient Care

Integrated EHR & appointment system enable healthcare providers to offer timely care.



### Cost Effective

This solution reduces the need for multiple systems while lowering costs & increasing ROI.

## Security & Compliance



### Backup & Disaster Recovery

Regular data backups and a disaster recovery plan ensure business continuity.



### HIPAA Compliant

Compliant with healthcare regulations like HIPAA to ensure security.



### User Authentication & Authorization

Role-based access ensures that only authorized personnel can access.

## Customer Success Stories

### Sylhet MAG Osmani Medical College Hospital (SOMCH)

**Sylhet MAG Osmani Medical College Hospital**, founded in 1962, is a premier public healthcare institution in Bangladesh, providing essential medical services across the Sylhet district. The hospital has modernized with the integration of the eghealth system, streamlining patient record management, improving treatment accuracy and optimizing clinical services for better patient care and resource efficiency.



#### Key Highlights:

- Serving 9 million population in Sylhet district
- 900 beds, 1,500+ daily admissions, 4,500+ outpatient visits
- 200+ doctors and 400+ staff supported by the automated system
- Comprehensive records system enhancing treatment and efficiency
- Streamlined processes boosting efficiency and outcomes

### Border Guard Bangladesh (BGB) Hospital



**Border Guard Bangladesh (BGB) Hospital** is a specialized healthcare facility catering to the medical needs of active and retired BGB personnel and their families, primarily at minimal cost. Before digitization, the hospital's paper-based system caused delays, mismanagement and higher costs. eghealth implementation in five BGB hospitals streamlines operations for efficient healthcare.

#### Key Highlights:

- Serves 500,000+ BGB personnel and families
- Centralized EHR in five hospitals enhances efficiency
- Telemedicine services providing consultations and prescriptions to 25,000+ callers annually
- Disease Management System serving 7,500+ beneficiaries annually

## Customer Success Stories

### Evercare Hospital

Evercare Hospital Dhaka is a multi-disciplinary, super-specialty tertiary care facility located in Dhaka, Bangladesh. It is part of the Evercare Group, an international healthcare organization that invests in hospitals, clinics and diagnostic centers across Southeast Asia and Africa. The hospital was formerly known as Apollo Hospital Dhaka.

In May 2024, eGeneration began a project to integrate Power BI into Evercare Hospital's management system as a data analytics and visualization tool. Power BI's features, including data integration, interactive visualizations and collaboration proved to be a perfect fit for Evercare's needs.

As a result, Evercare Hospital has seen significant improvements with the initial problems being resolved.



The hospital is now leveraging Power BI's analytics to enhance decision-making, benefiting both management and patients. The tool helps the hospital identify:

- Strengths (e.g., high-performing departments),
- Weaknesses (e.g., customer dissatisfaction from long queues),
- Future opportunities and challenges (e.g., forecasting increased inpatient numbers and the need for more facilities).



-  Real-time & summarized data
-  Quick Improvements
-  Cost Savings

Management now has easily available summarized data and is always up to date with hospital performance.

The software and its AI tools help quickly distinguish any areas with shortcomings or need for improvements.

eGeneration has significantly reduced certain costs for Evercare particularly the license costs of the software.

### Reliable Managed IT Services for Your Business

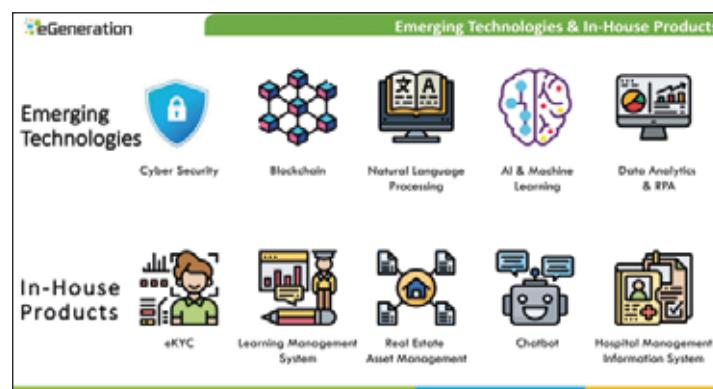
At eGeneration, we simplify IT so you can focus on growth. Our Managed IT Services keep your systems secure and efficient from network monitoring to cloud management.

For three years, we've supported Evercare Hospital Dhaka, ensuring smooth operations and better patient care. Our proactive approach minimizes downtime and boosts productivity.

Our Services:

- 24/7 Monitoring – Preventing issues before they arise
- Infrastructure Management – Scalable, tailored IT support
- Help Desk Support – Fast, friendly assistance

## 8.11 OTHER SOLUTIONS



**Applications-Offshore**

**Looop**

**About Looop:**

Looop is an energy solutions company focused on optimizing and enhancing its existing systems to improve operational efficiency and scalability. eGeneration is initially providing two resources—a Business Analyst (BA) and a System Analyst (SA)—to support Looop in working on their existing system. The primary focus will be on reverse engineering to understand the current system's architecture and functionality. While the project has started with these two key roles, additional resources will be gradually allocated based on Looop's requirements and the evolving needs of the project.

**Human Resources Deployed in Japan:**

- Solution Architect
- Business Analyst

**Human Resources Deployed in Bangladesh:**

- 30+ Technical Resources

**Technical Skills & Expertise of eGen HR engaged for TP project:**

The Looop project involves reverse engineering and analysis of an existing enterprise system. eGen's team brings strong expertise in business process modeling, system architecture analysis, and documentation. Key technologies leveraged include Java, Spring Framework, and MySQL, for backend systems, with expertise in legacy system analysis and API integration. Analysts are skilled in tools like Drawio, Lucidchart, and Microsoft Visio for system mapping, as well as JIRA and Confluence for project tracking and knowledge management. The team ensures efficient stakeholder communication and requirements gathering through structured workshops and agile documentation practices, laying the foundation for future system improvements and scalability.



**Our Services:**

- System Understanding & Analysis Support
- Business & System Analyst Allocation
- Reverse Engineering of Existing Systems
- Process Mapping & Documentation
- Graduate Resource Scaling Based on Needs
- Collaborations for System Enhancement Planning

**Property Investment Platform**

**eGeneration**

**PROPERTY INVESTMENT PLATFORM**



**MIDDLE EAST'S FIRST AND LARGEST REGULATED PROPERTY INVESTMENT PLATFORM BASED ON BLOCKCHAIN**





*"eGeneration has been the forefront in developing our digital platform. The team is highly skilled in emerging technologies. I'm looking forward to SmartCrowd."*

**Ethical Trade Finance**

**eGeneration**

**ETHICAL TRADE FINANCE**



*“TICK TALK IS A DIGITAL PLATFORM THAT LEVERAGES THE POWER OF TECHNOLOGY AND TRADE FINANCING TO TRANSFORM GLOBAL SUPPLY CHAIN PRACTICES.”*





*"Overall, eGeneration provided a high-quality service, especially in managing timelines and budgets. The team is very professional. Knowing there is a large team of experts behind us, guarantees solutions that give our business a competitive edge." - Rachael George, Director, TALK*

**LMS**

**eGeneration**

**LEARNING MANAGEMENT SOLUTION**



*A ROBUST AND SCALABLE LEARNING MANAGEMENT SYSTEM FOR STUDENTS OR PROFESSIONALS*





*"We built a Mathematics LMS Platform for ICT in collaboration with RCC, BRTC, BRTC, e-Zorb, and DTM to provide systematic and soft skill trainings to mass people with assessment & certification."*

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eGeneration

## Government Portfolio



eGeneration

### Infrastructure For BD Army



**Infrastructure Solution for Bangladesh Army**

Data Center Establishment, Microsoft Exchange License, Service

Project Value: \$260k Duration: 3 yrs.

- Installation/Implementation/Integration of Microsoft Exchange License
- Data Center Establishment - Hardware, Networking & Implementation
- Service Level Agreement

eGeneration

### HMIS for BGB



**HMIS Solution for Border Guard Bangladesh**

An end-to-end Hospital Management Information System for Border Guard Bangladesh

Project Value: \$1.6m Duration: 2 yrs.

Design, Development and Implementation of 29 HMIS Modules of HMIS for all the branches of BGB (Border Guard Bangladesh) Hospitals

- Cloud Based/On-Premise
- Scalable and Customizable
- A 15-member dedicated team

**BGB Project Signing**

eGeneration

### HR-PMS for Ministry of Disaster Management & Relief



**HR-PMS for Ministry of Disaster Management and Relief**

A Customized HR-PMS Solution for Disaster Management Department of Bangladesh Govt.

Project Value: \$150k Duration: 3 yrs.

- Development of 13 modules of PMS (Personnel Management System) including Library Management & Vehicle Management Systems
- Implementation & UAT
- Upgradation & Maintenance

**eGeneration** Infrastructure for Central Bank



### Infrastructure Solution for Central Bank

Implementation of Email, Database & Productivity Solution for Bangladesh Bank.

**Project Value: \$530k** **Duration: 3yrs.**

We are providing a pool of Solutions from Microsoft Exchange, SharePoint, SQL Server, Microsoft Project, Visio etc.

- Licensing
- Implementation
- Service



**eGeneration** MIS for Apex Govt. Body for NGOs





### MIS Solution for the Apex Govt. Body for NGOs

Implementation of Accounting & MIS Solution for 14 enlisted NGOs under PKSF

**Project Value: \$200k** **Duration: 2yrs.**

- Development of a customized MIS Solution for running operations of NGOs
- All reporting and compliance under one platform
- SaaS (Software as a Service) Model based on number of Branches

**eGeneration** Queue Management System



### Queue Management System for Ministry of Foreign Affairs

Design, Development and Implementation of Queue Management System for Ministry of Foreign Affairs

**Project Value: \$80k** **Duration: 3 months**

A system was developed in partnership with Queero to manage the queue of the people who visits the Ministry of Affairs for various purposes. The system uses advanced queuing for the visitors, assign tokens and calculates overall waiting period, it also provides appointment and visitor management.





### Virtual Court Solution for Supreme Court & Ministry of Law



Setup the first virtual court in the country through scheduling, conducting, recording hearings and file sharing

**Project Value: \$50k**      **Duration: 6months.**

Integration of Microsoft Modern Workplace solutions with the Document Management system of a2i (Access to Information) department under the Ministry of ICT

- Integrated with e-Noti (Govt.'s Central Document Management System)
- Started E-Jamra an E-mail system for more than 100 courtrooms all over the country
- More than 100,000 bills have been processed through this system already those were stuck due to pandemic

### Virtual Court Solution





### Infrastructure Solutions for Rupali Bank



Supply, Installation, Testing & Commissioning of Infrastructure Services for Rupali Bank

**Project Value: \$400k**      **Duration: 3yrs.**

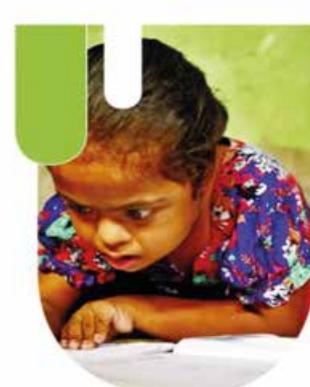
This project is to Supply, Installation, Testing & Commissioning of Servers, Active Directory Domain Services (ADDS) and System Center Configuration Management (SCCM) solutions and trainings for Data Center, Data Recovery Center of Rupali Bank Ltd. This is a 3-year long engagement for continuous improvement of their infrastructure.

### Infrastructure Solutions





### -Services for Jatiyo Protibondhi Unnyon Foundation



### e-Services for Jatiyo Protibondhi Unnyon Foundation



Development and Implementation of e-Services for Treatment, Education & Management System of Autism Spectrum Disorder(ASD) People for Jatiyo Protibondhi Unnyon Foundation

**Project Value: \$100k**      **Duration: 1 yr**

We have won this project under the ICT Division, Ministry of Posts, Telecommunication and Information Technology. We will develop a platform for people with ASD for their treatment, Education & Management system which will be mobile app-based service. This service will be launched by end of 2021.

# DIRECTORS' REPORT OF EGENERATION PLC.

## Directors' Report to Shareholders Financial Year 2024–2025

This report has been prepared in accordance with Section 184 of the Companies Act, 1994, and the Corporate Governance Code, 2018, issued by the Bangladesh Securities and Exchange Commission (BSEC) on 3 June 2018.

### **Dear Shareholders,**

We are delighted to present the Directors' Report on the performance and affairs of eGeneration PLC for the financial year ended 2024-2025. This report outlines key aspects of our business, including the industry outlook, financial performance, risk management, and corporate governance practices.

### **Industry Outlook and Future Developments**

The Information Technology (IT) sector in Bangladesh has maintained a strong growth trajectory during the financial year 2024-2025. Driven by rising global demand for IT services and an expanding pool of skilled professionals, the industry is poised for continued growth in the coming years. eGeneration PLC remains committed to leveraging these opportunities by strengthening our market presence, pursuing strategic expansions, and exploring new avenues for sustainable growth.

### **Global Software Industry**

The global software industry continues to be a cornerstone of productivity, innovation, and economic resilience across advanced and emerging markets alike. Its unmatched role in modernizing operations, enhancing competitiveness, and accelerating digital transformation remained evident between July 2024 and June 2025, a period characterized by rapid cloud adoption, major advancements in artificial intelligence, and deeper integration of software across business and consumer ecosystems.

As of June 30, 2025, the global software products market reached an estimated valuation of US\$1.2 trillion, demonstrating steady expansion despite ongoing macroeconomic challenges. The industry's compound annual growth rate (CAGR) stands at 8%, reflecting sustained momentum. Asia further solidified its leadership in the global software landscape, with India and China together hosting more than 60% of global software company

headquarters. This continued shift is driven by their expanding talent base, competitive operating environment, and rising domestic market demand.

Forward-looking estimates suggest that the global software market will reach approximately US\$1.8 trillion by the end of 2025, supported by a projected 10% CAGR. Growth will be primarily driven by the accelerating transition toward AI-enabled solutions, cloud-native applications, and enterprise automation. The shift from traditional on-premise models to SaaS-based systems is reshaping both enterprise and consumer software markets, promoting greater agility, subscription-based delivery, customer-centric innovation, and seamless scalability.

The industry encompasses a broad spectrum of product categories, including operating systems, database platforms, enterprise applications, productivity and collaboration suites, analytics systems, design and rendering tools, video games, cybersecurity offerings, and machine intelligence software. Global technology leaders such as Oracle and SAP have increased their strategic focus on mid-market enterprises by offering pre-configured, scalable cloud solutions, expanding partner ecosystems, and acquiring specialized software providers to strengthen product depth and market coverage.

During this period, data security, privacy, and regulatory compliance assumed even greater importance. Rising cybersecurity threats and stricter global data-protection requirements prompted software companies to increase investments in embedded security features, advanced threat-prevention technologies, and comprehensive compliance frameworks. These priorities are expected to significantly shape product roadmaps, architectural decisions, and operational strategies in the years ahead.

### **Bangladesh Software Industry**

As of June 30, 2025, the Bangladesh software industry continued its upward trajectory, solidifying its position as a vital pillar of the nation's digital transformation agenda. The industry now consists of over 5,000 registered software and ICT companies, employing more than 350,000 ICT professionals, including software engineers, cybersecurity specialists, data scientists, and emerging AI talents.

During FY2024–25, the domestic software market grew further, reaching approximately US\$1.5 billion, reflecting increased adoption of enterprise software, cloud platforms, cybersecurity tools, and sector-specific digital solutions. Export performance also improved, with local companies expanding their footprint beyond North America into the European Union, Japan, the Middle East, and East Asia, supported by improved capabilities in AI, analytics, mobile applications, health-tech, and enterprise consulting. The 2025 National Budget also reinforced support for software development, R&D, and digital literacy expansion. With technology becoming indispensable for e-learning, telemedicine, banking automation, logistics, digital payments, and governance, ICT adoption accelerated across both public and private sectors.

Bangladesh's rapid digital evolution continues to reshape its economic and social landscape, improving accessibility, efficiency, and inclusiveness. Increasing investor interest, combined with government support and private-sector innovation, positions the country as an emerging technology hub in South Asia.

eGeneration PLC has exemplified resilience and adaptability in this evolving environment, securing projects across diverse sectors including healthcare, banking, manufacturing, defense, large conglomerates, and public institutions. Its portfolio spans digital healthcare solutions, EdTech platforms, Learning Management Systems (LMS), and real-time license plate recognition systems, among other innovative solutions. eGeneration's ability to deliver customized, cost-effective, and timely solutions has reinforced its reputation as a trusted IT partner for clients.

During FY2024–2025, eGeneration achieved robust performance across software development, IT consulting, and outsourcing services, leveraging a diversified product portfolio to serve clients across multiple industries. Strong revenue growth and strategic project execution have further strengthened the company's market leadership, positioning it to capitalize on ongoing digitization and technological innovation in Bangladesh and beyond.

### Risks and Concerns

While we remain optimistic about the future, we acknowledge the existence of both internal and external risk factors. These include:

### Internal Risks:

#### 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 receivables from customers and investment in securities.

The company's revenue is mainly generated from services provided to banks, Financial Institutions, Multinational Corporate, and Public and Private Companies. The aforesaid clients are renowned organizations and smooth in transaction, therefore, the possibility of default by any of these Parties is significantly less.

#### 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 is to ensure, sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking the Company's reputation. Typically, the Company always ensures sufficient cash and cash equivalent to meet expected operational expenses including servicing of the financial obligation through the preparation of cash forecast, based on the timeline of payment of financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date.

#### Talent Attraction and Retention:

The competition for IT talent in Bangladesh is fierce, and retaining skilled professionals is an ongoing challenge.

#### Operational Efficiency:

Ensuring optimal operational efficiency while scaling our operations requires continuous monitoring and improvement.

#### Cybersecurity:

With the increasing threat of cyberattacks, maintaining robust cybersecurity measures is of paramount importance.

#### External Risks:

#### Interest rate risks

Interest rate risk is the risk that the Company faces due to unfavorable movements in the interest rates. Changes in the government's monetary policy, along with increased demand for loans/investments tend to increase interest rates.

Such rises in interest rates mostly affect Companies having floating-rate loans or Companies investing in debt securities.

The Management of the Company is always well-informed of interest rates. If the interest rate increases the cost of credit funds will increase. As the Company maintains a very low debt-equity ratio, the adverse impact of interest rate fluctuation is insignificant.

#### **Exchange rate risks**

Devaluation of the local currency against major international currencies i.e. USD, GBP and Euro may affect the Company's income. The management of the Company is aware of the foreign exchange risks associated with such transactions.

#### **Economic risks**

The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, commodity and energy prices and various other factors. Any significant changes may adversely affect our business and financials.

Bangladesh's economy is booming during the last few years. Consistent industrial growth along with increased agricultural production has made the Per Capita Income higher than that of recent years. Besides, favorable government policies and industry-friendly policies by other regulatory bodies have proven to be congenial for the economy of the country.

#### **Political risks**

The risk is that an investment return could suffer because of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, other foreign policy makers or military control.

The management of the Company believes that more effective management of political risk shall help the companies in the protection of their investments and shall improve the performance of business operations. Management perceives that this requires more integration of political risk management into a systematic process as well as having it embedded in the Company's other business processes. The management of the Company is fully aware of the potential risk related to political outcomes and accordingly, they have taken several safeguards to

prevent the financial loss of the Company.

#### **Market risk**

Market risk is the risk that any change in the market such as demand for a product, foreign exchange rates fluctuation, prices of product, an increase of competition, squeeze of business through the cancellation of work order, shifting of the customer to another competitor will affect the Company's business.

Globally, the demand for IT products/solutions is increasing significantly, and the trend is experiencing double-digit growth over the last decade. With businesses looking for IT solutions to increase efficiency and decrease operational expenditure, the industry is still at its nascent stage in meeting expectations and current demands. It is a similar case in Bangladesh and learning from global best practices as well as avoiding industry mistakes made especially by our neighboring countries, the IT industry in Bangladesh is leapfrogging with meeting local demands and creating new opportunities for exporting its services.

#### **Financial Performance (Cost of Goods sold, Gross Profit Margin and Net Profit Margin)**

We are pleased to report that despite various business challenges and an uncertain political environment throughout the year, eGeneration PLC delivered strong financial performance. Our Cost of Goods Sold (COGS) remained efficiently managed, supporting a solid Gross Profit Margin and demonstrating the resilience of our operating model.

Through disciplined cost management and carefully aligned strategic investments in high-growth areas, we continued to strengthen operational efficiency. As a result, our Net Profit Margin reflects our sustained commitment to delivering profitable and sustainable growth for our shareholders.

#### **Cost of Services and Sales:**

During the reporting period, the Cost of Services and Sales amounted to Tk. 318.246 million, compared to Tk. 449.167 million in the previous year. The reduction in cost is primarily attributable to a decline in overall sales and service-related expenses.

#### **Gross Profit:**

The Company generated a Gross Profit of Tk. 120.051 million, compared to Tk. 192.245 million in the preceding year. The decline in gross profit margin is mainly due to increased prices of key sales-related inputs and associated cost escalation.

### Net Profit:

Net Profit after tax stood at Tk. 57.622 million, relative to Tk. 110.143 million in the prior year. The improvement in net profit margin—despite lower gross earnings—was largely driven by a reduction in administrative expenses as well as selling and distribution costs.

An explanation of the financial results deteriorates after the company goes for an Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.

There is no decline in the financial results of the company after it went for an Initial Public Offering (IPO).

### Significant variance within Quarterly and Annual Financial Statements

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

### Continuity of Extraordinary Activities

We have not engaged in any extraordinary activities during the year that would significant impact on our financial position.

### Related Party Transactions

Related party transactions have been duly carried out in the accounts Note-3.15 (Page-122) & Note-36.04 (Page-136)

### Utilization of Proceeds

The proceeds raised through Initial Public Issues (IPO) have been utilized as per the approved plans by BSEC, primarily for business expansion, technology investments, debt reduction and own premises purchase within the stipulated time frame (December 2022) which was monthly basis audited by KM Hasan & Co., Chartered Accountants & regularly reported to Bangladesh Securities and Exchange Commission.

### Financial Results Post-IPO

The financial results after the Initial Public Offering (IPO) have remained consistent with our expectations. We have worked diligently to maintain transparency and uphold the trust of our shareholders.

### Significant Variances

We have not experienced any significant variances between Quarterly Financial performances and Annual Financial Statements.

### Director's Remuneration

No remuneration is given to the Directors of the Board apart from attendance fees in connection with Board and Board Sub-Committee meetings. During the year 2024-2025, attendance fees in connection with Board and Board Sub-Committee meetings were BDT 4,10,000 (Excluding VAT & AIT).

### Directors' Declaration on the Financial Statements

The Board is responsible for presenting an accurate and fair view of the Company's financial performance and position as part of good governance. To that end, the Directors confirm to the best of their knowledge that:

- a) The Financial Statements, prepared by the Management of the Company, present its state of affairs, the result of its operations, cash flows and changes in equity fairly.
- b) Proper books of accounts of the Company have been maintained.
- c) Appropriate accounting policies have been consistently applied in preparation of the Financial Statements and the accounting estimates are based on reasonable and prudent judgement.
- d) International Financial Reporting Standards (IFRSs) have been followed in the preparation of the Financial Statements and any departure therefrom has been adequately disclosed.
- e) The system of internal control is sound in design and has been effectively implemented and monitored; and
- f) There is no doubt about the Company's ability to continue as a going concern.

### Internal Control

eGeneration PLC is committed to maintaining a robust and effective system of internal control, designed to safeguard the company's assets, ensure financial integrity, and comply with applicable regulatory requirements. This statement reflects the company's commitment to the careful design, diligent implementation, and continuous monitoring of its internal control framework.

### Design of the Internal Control System

The internal control system at eGeneration PLC is tailored to the company's operations, addressing financial, operational, and compliance-related risks. Key features of the system include:

#### 1. Risk Assessment

The company regularly identifies, evaluates, and prioritizes risks that could affect its financial and operational objectives. This proactive approach

ensures that controls are targeted to mitigate areas of highest vulnerability.

## 2. Segregation of Duties

Clear lines of responsibility, delegation of authority, and segregation of duties are in place to minimize the risk of errors, fraud, or unauthorized activities. Critical financial and operational processes are distributed among multiple personnel to ensure accountability.

## 3. Policies and Procedures

Comprehensive policies and procedures guide employees in executing transactions, making decisions, and adhering to regulatory standards. These frameworks promote consistency, transparency, and compliance across the organization.

## 4. Management Oversight

Senior management actively monitors and evaluates the effectiveness of the internal control system, ensuring alignment with the company's strategic objectives and adherence to established policies.

## 5. Information Systems Controls

Robust IT controls safeguard sensitive data, ensure data accuracy, and protect the company against cyber risks and other digital threats.

### Effective Implementation

Effective implementation is central to eGeneration PLC's internal control framework. Key initiatives include:

- Training and Development: Employees receive regular training to enhance their understanding of internal controls and their specific responsibilities.
- Audits and Testing: Periodic internal and external audits assess the adequacy and effectiveness of controls, with prompt corrective actions taken as required.
- Incident Reporting and Response: A formal system ensures timely reporting of incidents or control deviations, with corrective measures implemented to prevent recurrence.
- Continuous Improvement: The company fosters a culture of continuous enhancement through feedback, root cause analysis, and process refinement.

### Monitoring and Review

Ongoing monitoring ensures that internal controls remain effective and responsive to emerging risks. This is achieved through:

- Regular Assessments: Internal controls are periodically reviewed and updated to address

evolving business, operational, and regulatory requirements.

- Key Performance Indicators (KPIs): KPIs are established to measure the performance and effectiveness of the internal control system, ensuring it supports the company's objectives.

### Board Oversight

The Board of Directors provides active oversight of the internal control framework, reviewing its performance, recommending improvements, and ensuring compliance with legal and regulatory requirements.

eGeneration PLC has developed and implemented a comprehensive internal control system that effectively mitigates risks, safeguards assets, and supports operational excellence. Through strong design, disciplined implementation, ongoing monitoring, and a commitment to continuous improvement, the company maintains a reliable control environment that instills confidence in stakeholders and underpins sustainable success.

### Dividend Declaration

The Board of Directors unanimously recommended Cash Dividend @ 10% for the General Public Shareholders other than Sponsors and Directors for the year ended 30 June 2023. The General Public shareholders hold 46,672,197 shares out of a total of 75,000,000 shares of the company. The gross Cash Dividend Amount is BDT. 46,672,197/-

### Bonus Shares

No bonus shares or stock dividends have been declared as dividends.

### Board Meetings

During the year under review, a total of four (04) Board meetings were conducted. We are pleased to report that all directors demonstrated consistent attendance and active participation in these meetings, reflecting their commitment to the governance and strategic oversight of the Company.

### Pattern of Shareholding

For detailed information on the pattern of shareholding, including holdings of parent entities, directors, executives, and major shareholders, please refer to Annexure-II, page 52 of this report.

### Corporate Governance Approach

eGeneration PLC is firmly committed to upholding the highest standards of corporate governance, fostering a culture of accountability, transparency, and well-defined policies and procedures. In alignment

with this commitment, the Company has fully complied with the conditions outlined in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC).

The status of compliance is presented in Annexure-I on page 52. Additionally, a certificate of compliance from Ashraf Uddin & Co., Chartered Accountants, confirming adherence to the Corporate Governance Code under condition 9(i) of the BSEC Code, has been annexed as Annexure-VI on pages 83-97.

#### **Directors' Appointment & Re-Appointment**

In accordance with the Companies Act, 1994, and the Articles of Association of the Company, Mr. Shameem Ahsan will retire by rotation at the forthcoming Annual General Meeting (AGM) and, being eligible, has offered himself for re-appointment. The Nomination and Remuneration Committee, along with the Board, has recommended his re-appointment.

Brief profiles of the retiring director, as well as the appointed and re-appointed Independent Directors, including details of the companies where they hold interests, are provided in this Annual Report on pages 13 & 17 and in Annexure-IV, page-53.

#### **Appointment of Statutory Auditor**

The existing statutory auditor, M. Z. Islam & Co., Chartered Accountants, has completed the audit for the financial year 2024-2025, marking consecutive two-year audit sessions. In accordance with BSEC guidelines, they are eligible for reappointment for the year 2025-2026.

The Company received proposals from three audit firms, including M. Z. Islam & Co., for appointment as statutory auditors for the financial year 2025-2026. After careful evaluation of their experience and expertise, the Audit Committee recommended, and the Board of Directors concurred, that M. Z. Islam & Co., Chartered Accountants be re-appointed as the statutory auditors. This appointment will be confirmed at the 22nd AGM of eGeneration PLC.

#### **Appointment of Compliance Auditor**

As per the BSEC notification dated 10 June 2018 concerning the Corporate Governance Code, the Company is required to obtain an annual compliance

certificate from a qualified professional—distinct from the statutory auditor—to confirm adherence to the Code. This certificate must be disclosed in the Annual Report, and the professional must be appointed by the shareholders at the AGM. Following due diligence and review of eligible firms, the Board Audit Committee recommended the appointment of Mohammadullah & Associates, Chartered Secretaries as the Compliance Auditor for the financial year 2025-2026. The Board has endorsed this recommendation, and the appointment will be formalized at the upcoming 22nd AGM of eGeneration PLC.

#### **Minority Interest**

eGeneration PLC recognizes that robust corporate governance is rooted in transparency, fairness, and collaboration among all stakeholders, including minority shareholders. The Board is committed to protecting the rights and interests of all shareholders while maintaining integrity, accountability, and transparency in its operations.

The Company has a dedicated Investor Relations Department to facilitate communication between minority shareholders and management or the Board. Shareholders can lodge grievances with the Company Secretary's office, where complaints are monitored until resolution. The Board supervises the resolution process, and the Annual General Meeting provides an additional platform for shareholder engagement.

#### **Conclusion**

The Board of Directors extends sincere gratitude to all shareholders for their trust and continued support. Moving forward, eGeneration PLC remains committed to delivering sustainable value to its shareholders, clients, and stakeholders, guided by principles of good governance, accountability, and transparency.

Sincerely,



**Chairman**

Sincerely,

## Annexure-I

Pursuant to Bangladesh Securities and Exchange Commission's Notification on 'Corporate Governance Code' dated 03 June 2018, the Directors also report that:

- No extraordinary gain or loss occurred during the financial year has been explained.
- Details of related party transactions have been presented in Note-3.15 (Page-122) & Note-36.04 (Page-136). in the Notes to the financial statements;
- The amount of total remuneration to Directors, including Independent Directors, has been presented in Note No. 32.03 in the Notes to the financial statements.
- The financial statements of the Company fairly present its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of accounts of the Company have been maintained.
- Appropriate accounting policies have been followed in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- The financial statements were prepared in accordance with IAS/IFRS, and any departure thereof has been adequately disclosed.
- The internal control system is sound in design and has been effectively implemented and monitored.
- There are no significant doubts about the Company's ability to continue as a going concern.
- Significant deviations from the previous year in operating results of the Company have been highlighted and reasons thereof have been explained.
- Key operating and financial data of at least the preceding 5 (five) years have been summarized on page-62 of this Annual Report.
- No bonus or stock dividend has been declared as interim dividend during the year.
- The number of Board meetings and attendance of Directors during the year 2024-2025 has been presented in Annexure-II.
- The pattern of shareholding as on 30 June 2025 has been presented in Annexure-III, Page-53.
- A report on Management's Discussion and Analysis has been presented on page-55 of this Annual Report.
- Status of compliance of conditions of BSEC's Corporate Governance Code dated 03 June 2018 has been presented on Annexure-VI, pages-83-97 of this Annual Report.
- Declaration of managing Director & Chief Financial Officer regarding compliance condition of BSEC's Corporate Governance Code dated 03 June 2018 has been presented on page-104 of this Annual Report.

## Annexure-II

Directors Meeting & Attendance: During the financial year 2024-2025 under review, a total of 06 (six) Board meetings were held. The Chief Financial Officer, Company Secretary, and Head of Internal Audit and Compliance were present at all the Board Meetings. The attendance by each Director is mentioned below:

As of June 30, 2025

Name of the Directors	Position	No. of Meetings held during his/her tenure	Meeting attended
Mr. Mohammad Shahjalal	Chairman	04	04
Mr. Shameem Ahsan	Director	04	04
Prof. Dr. Mohammed Shafiul Alam Khan	Independent Director	04	04
Mr. Shah Imraul Kaeesh	Independent Director	04	04
Prof. Dr. Rabeya Sultana	Independent Director	04	04
Mr. Emran Abdullah	Managing Director	N/A	N/A

## Annexure-III

The pattern of Shareholding: As of 30 June 2025

Name & Description of Shareholders	Shares Held	% of Holding
<b>A. Parent/ Subsidiary/ Associated/ Related Parties:</b>		
eGeneration Solutions Limited	1,000,000	1.33
eGeneration B2B Limited	279,102	0.37
<b>B. Directors/MD/CS/CFO/ HIAC and their Spouses and Minor Children:</b>		
Mr. Mohammad Shahjalal eGeneration Sourcing Ltd.)	- Chairman (Nominated by	-
Mr. Shameem Ahsan	- Director	21,036,966
eGeneration Sourcing Limited	- Director	1,514,082
Prof. Dr. Mohammed Shafiu1 Alam khan	- Independent Director	Nil
Mr. Shah Imraul Kaeesh	- Independent Director	Nil
Prof. Dr. Rabeya Sultana	- Independent Director	Nil
Mr. Emran Abdullah	- Managing Director	
Mr. Md. Naymur Rahman	- Chief Financial Officer	Nil
Mr. Ahsan H. Aminur	- Acting Company Secretary	Nil
Mr. Md. Aminul Islam	- Head of Internal Audit & Compliance	Nil
<b>C. Executives:</b>		
A. N. M. Shahadat Ullah	-Chief Solutions Architect	Nil
Mr. Sabbir Sakir	-Head of Strategy	Nil
Moniruzzaman Haque	-Project Manager & Senior Business Analyst	
Mr. Fahim Rahman	-Head of Human Resource	Nil
<b>D. Shareholders who hold 10% or more:</b>		---
<b>E. Other shareholders who hold less than 10%:</b>	51,169,850	68.23
	<b>75,000,000</b>	<b>100</b>

## Annexure-IV

As of 30 June 2025

Name of the Directors	Member of Board Committees
Mr. Mohammad Shahjalal	Nil
Mr. Shameem Ahsan	Nil
Prof. Dr. Mohammed Shafiu1 Alam Khan	Board Audit Committee (BAC) And Nomination & Remuneration Committee (NRC)
Mr. Shah Imraul Kaeesh	Board Audit Committee (BAC) And Nomination & Remuneration Committee (NRC)
Prof. Dr. Rabeya Sultana	Board Audit Committee (BAC) And Nomination & Remuneration Committee (NRC)

## Annexure- V



# EMERGING Credit Rating Ltd

eGeneration PLC.

## Credit Rating Report

(Agreement-2022-10-02-65748)

Valid From	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
August 16, 2025	August 15, 2026	Surveillance-3	A+	ST-2	Stable
August 16, 2024	August 15, 2025	Surveillance-2	A+	ST-2	Stable
August 16, 2023	August 15, 2024	Surveillance-1	A	ST-2	Stable

**Date of Incorporation** : November 22, 2003

**Chairman** : Mr. Mohammad Shahjalal

**Corporate Office** : Ranks Business Centre, 9th Floor, House No. KA-218/1, Progoti Sonori Main Road, Kuril, Dhaka-1229.

**Authorized Capital** : BDT 1,000.00 million

**Paid Up Capital** : BDT 750.00 million (As on June 30, 2025)

**Total Assets** : BDT 2,088.34 million

Bank Loan Limit : BDT 231.32 million

**Contact Analysts** : Tanmoy Banik [tanmoy@emergingrating.com](mailto:tanmoy@emergingrating.com)  
Prosenjit Datta Kanonop [prosenjit@emergingrating.com](mailto:prosenjit@emergingrating.com)

## Credit Analysis

### Entity Rating

Arifur Rahman FCCA, FCA, OSAA  
Chief Executive Officer  
Emerging Credit Rating Limited

# MANAGEMENT'S DISCUSSION AND ANALYSIS

In compliance with Condition No. 1(5)(XXV) of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), the Management Discussion and Analysis for the year ended 30 June 2025 is presented below. This section highlights eGeneration PLC's financial performance, operational developments, significant changes in financial statements, key business risks, and future outlook for the Company.

## ACCOUNTING POLICIES AND ESTIMATIONS FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements of eGeneration PLC have been prepared in accordance with International Accounting Standards (IAS), International Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchange Rules, and other applicable regulations in Bangladesh. The statements follow the historical cost convention and the going concern assumption as required under IFRS.

In the preparation of the financial statements, management applied judgment and used estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. These estimates were based on information available at the reporting date. Actual results may vary from these estimates, potentially affecting the Company's financial position and performance in subsequent periods.

## CHANGES IN ACCOUNTING POLICIES AND ESTIMATIONS

During FY 2024–2025, there were no significant changes in accounting policies except those disclosed in Note 3 of the financial statements. These updates reflect routine adjustments aligned with recent IFRS developments and industry norms. No material changes in accounting principles are anticipated in the near future.

## COMPARATIVE ANALYSIS OF FINANCIAL PERFORMANCE

A detailed summary of the Company's key operational and financial performance indicators over the last five years is provided in Annexure on page 62 of this report.

## FINANCIAL AND ECONOMIC SCENARIO OF BANGLADESH AND THE GLOBAL MARKET

The global economy in FY 2024–2025 remained under pressure due to persistent geopolitical tensions, particularly the Russia–Ukraine conflict, which continued to disrupt global supply chains, elevate energy prices, and fuel inflation. Tightened monetary policies by major central banks—including the US Federal Reserve and the European Central Bank—further constrained global liquidity and investment flow. The sustained strength of the US dollar added pressure on emerging markets, including Bangladesh.

Despite this environment, the Bangladesh economy remained resilient. According to the Asian Development Bank (ADB), GDP growth for FY 2024–2025 is projected at 6.5%, driven largely by domestic demand, industrial expansion, and continued growth in the IT and services sectors. Export performance, particularly in the textiles and garment industry, provided strong support to economic stability.

Challenges, however, persisted due to elevated energy prices, inflation, and global logistics disruptions. To counter these conditions, the Government undertook several fiscal and monetary policy measures, including investments in digital transformation and major infrastructure development.

## BANGLADESH'S INVESTMENT CLIMATE

Bangladesh continues to offer a favourable environment for foreign and domestic investment. eGeneration PLC stands to benefit significantly from the Government's Vision 2041, Digital Bangladesh initiatives, and growing demand for IT outsourcing, software development, cloud services, artificial intelligence, and data analytics. These trends present substantial opportunities for further expansion and innovation in both local and global markets.

## RISK & CONCERN

The Company continuously monitors the internal and external risks that may affect its operations and financial performance. A comprehensive overview of these risks and the related mitigation strategies is available in the Directors' Report (page 47). Key risks include:

- Economic Uncertainty: Inflationary pressure, volatile energy prices, and continued supply chain challenges affecting costs and profitability.
- Currency Fluctuations: The strong US dollar and exchange rate volatility impacting cross-border transactions and margins.
- Geopolitical Instability: Ongoing global conflicts posing risks to international trade and investor confidence.
- Cybersecurity Threats: Increased risk of cyberattacks and data breaches inherent in the technology sector.  
eGeneration PLC has implemented robust risk management frameworks, cybersecurity protocols, and business continuity measures to address these challenges proactively.

### **FUTURE PLAN & PROJECTION**

Looking ahead, eGeneration PLC remains firmly focused on sustainable growth, market expansion, and technological excellence. Key strategic priorities for the coming years include:

- International Expansion: Strengthening our presence in North America, Europe, and the Middle East to capture increasing demand for software development, cloud services, and emerging technologies.
- Investment in Innovation: Enhancing R&D capabilities in artificial intelligence, blockchain, big data analytics, and next-generation enterprise solutions to maintain technological leadership.
- Client Portfolio Diversification: Expanding our

reach across major sectors including banking and finance, telecommunications, healthcare, manufacturing, and government agencies.

- Sustainability and ESG Commitments: Advancing our alignment with global ESG standards, strengthening CSR initiatives, and supporting national priorities for sustainable and digital economic development.

With a strong financial foundation, a highly skilled workforce, and a commitment to continuous innovation, eGeneration PLC is well-positioned to capitalize on emerging opportunities and navigate the evolving global business landscape.

### **CONCLUSION**

FY 2024–2025 has been a year of resilience, adaptation, and strategic progress for eGeneration PLC amid challenging global conditions. The Company remains optimistic about the future and is dedicated to creating long-term value for shareholders and stakeholders. We will continue to expand our capabilities, explore new markets, and uphold our commitment to sustainable and innovative growth.

Thank You,



Emran Abdullah  
**Managing Director**

# STAKEHOLDER ENGAGEMENT

Stakeholders are defined as individuals, communities, and organizations whose interests are intertwined with our operations, either through being affected by our activities or by possessing the potential to influence our decisions. Our approach to stakeholder engagement is grounded in open communication, active listening, and responsive action. This approach is integral to our business philosophy and guides our commitment to sustainability.

## **Key Stakeholder Groups and Engagement Highlights:**

**Customers:** Our customers are at the heart of our operations. We engage with them through customer feedback surveys, focus groups, and direct communication channels. Their insights drive product enhancements and innovation, ensuring we meet and exceed their expectations.

**Communities:** eGeneration PLC values the communities in which we operate. Our community engagement programs include education, healthcare, and environmental sustainability initiatives. We actively participate in community dialogues to address concerns and foster harmonious coexistence.

**Governments and Regulators:** We communicate transparently and respectfully with governmental bodies and regulators. Compliance is a top priority, and we work closely with relevant authorities to ensure adherence to all legal and ethical standards.

**Investors & Shareholders:** Open and honest communication with our investors and shareholders is essential. We provide regular financial updates, conduct investor meetings, and solicit feedback to align our business strategies with their expectations and objectives.

**Employees:** Our workforce is the cornerstone of our success. We engage employees through regular

feedback mechanisms, training and development programs, and an inclusive work culture. Their valuable insights help us nurture a motivated and productive team.

**Suppliers:** We believe in forming partnerships with our suppliers. We engage in collaborative discussions to ensure ethical and sustainable supply chain practices, fostering trust and shared growth.

**Business Partners:** Our business partners are vital to our ecosystem. We maintain active collaboration and communication, aligning our goals and strategies to optimize mutual benefits and long-term partnerships. Media: Transparent and timely communication with the press is essential. We provide accurate and up-to-date information, address queries and concerns promptly, and promote responsible reporting.

**Our Commitment:** eGeneration PLC is committed to a stakeholder-centric approach underpinned by trust, respect, and responsibility. We view stakeholder engagement as a two-way street, wherein we actively listen to concerns, implement feedback, and integrate stakeholder values into our business strategies. Our ability to understand and adapt to our stakeholders' diverse needs and expectations strengthens our business resilience, fosters innovation, and sustains our long-term value proposition.

The relationships we nurture with our stakeholders are foundational to eGeneration PLC's success. This Annual Report for 2024-25 underscores our unwavering commitment to stakeholder engagement and highlights its tangible outcomes. We continue to evolve and adapt in response to the ever-changing landscape of stakeholder expectations and needs, ensuring our business remains a dynamic and trusted partner in the communities and industries we serve.

# ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

eGeneration PLC, a publicly listed IT company in Bangladesh, is committed to fostering sustainable growth while upholding the highest responsibility standards. In our Annual Report for the financial year 2023-24, we proudly present our Environment, Social, and Governance (ESG) Report, highlighting our dedication to positively impacting the environment, society, and corporate governance.

Our ESG framework serves as the compass guiding our operations and decision-making. It encompasses three key pillars:

**Environment:** Our commitment to environmental stewardship is unwavering. Our operations prioritize eco-friendly practices, resource conservation, and sustainable development. This is reflected in our initiatives to reduce carbon footprint, implement energy-efficient technologies, and minimize waste.

**Social:** eGeneration PLC believes in the power of business to drive social progress. We engage in initiatives that support education, healthcare, and community development. Our commitment to diversity, equity, and inclusion is reflected in our inclusive hiring practices and employee development programs.

**Governance:** Transparency, integrity, and ethical behavior are the cornerstones of our corporate governance. We adhere to strict compliance with all legal and ethical standards. Our board of directors is dedicated to maintaining the highest levels of governance, ensuring the protection of shareholder interests.

## Environmental Initiatives:

**Green IT Practices:** We invest in green IT infrastructure to minimize energy consumption and promote energy efficiency.

**Carbon Footprint Reduction:** We actively reduce our carbon footprint through initiatives like remote work options, energy-efficient office spaces, and sustainable transportation solutions.

**Eco-Friendly Technologies:** Our research and development efforts focus on developing environmentally responsible technologies.

## Social Responsibility:

**Education Support:** eGeneration PLC sponsors educational programs, scholarships, and e-learning platforms to empower local communities.

**Healthcare Initiatives:** We support healthcare infrastructure development, contributing to improved access to medical facilities and services. Our eGhealth software is one of the pioneer hospital management software in Bangladesh.

**Diversity and Inclusion:** We maintain an inclusive workforce, fostering an environment where all employees' unique skills and perspectives are valued.

## Governance & Ethics:

**Board Oversight:** Our board of directors ensures the highest governance and ethical behavior standards. **Compliance:** We uphold strict compliance with all applicable laws and regulations, conducting regular audits to maintain transparency.

**Shareholder Engagement:** Open and respectful communication with our shareholders ensures alignment with their interests and objectives.

## Commitment to Sustainable Growth:

eGeneration PLC understands that sustainable growth is intrinsically linked to responsible business practices. Our ESG report highlights our commitment to continually improving our ESG performance, striving to set benchmarks for the industry.

In presenting our ESG Report for 2024-25, eGeneration PLC affirms its unwavering dedication to environmental stewardship, social responsibility, and corporate governance. As a publicly listed IT company in Bangladesh, we embrace the principles of ESG not just as a compliance requirement but to drive lasting positive change. We look forward to building on this strong foundation, contributing to a sustainable and responsible future for all stakeholders.

This report is a testament to our commitment to ESG principles and our resolve to create a brighter and more responsible tomorrow.

# CORPORATE SOCIAL RESPONSIBILITY

eGeneration demonstrates resilience in advancing its operations and adaptively responding to the needs of its beneficiaries. For this purpose, we adjusted our corporate social responsibility (CSR) program and redirected our efforts. We implemented new projects and formed forums for the healthcare, education, and environmental sectors. We started to play our role in digital education methods, which brought about new challenges such as hardware, digital literacy, and connectivity issues. But we overcame all these challenges to make digital education available for future generations. We introduced a virtual education

platform to support our beneficiaries and created comprehensive online modules to continue our initiatives. As a responsible corporate entity, eGeneration PLC has taken on various initiatives considering the welfare of customers, employees, shareholders, communities, and the environment. Apart from this, we developed the Prime Minister's Covid Dashboard, from which the real-time data on covid condition is being shown till date. These endeavors extend beyond legal obligations and mandatory compliance, encompassing voluntary activities that promote sustainable development.

## eGeneration's CSR Approach



This annual CSR report reflects our dedication to Corporate Social Responsibility and our continued efforts to make a positive difference. In it, we share our progress and initiatives to contribute to a more sustainable and equitable future. Our mission goes beyond profit; it's about purpose, and this report outlines our journey toward that purpose.

### eGeneration becomes "AI Innovation Partner" of Bangladesh Artificial Intelligence Olympiad

eGeneration is delighted to jointly announce its partnership with Bangladesh Intelligence Olympiad (BdAIO) to foster artificial intelligence education and innovation among Bangladesh's youth. eGeneration is the "AI innovation partner" of this Olympiad, organized

by Bangladesh Open-Source Network (BdOSN). This partnership aims to inspire and challenge young minds to explore the vast potential of AI.

The International Olympiad in Artificial Intelligence (IOAI) in Bulgaria from August 9-15, 2024, brought together talented high school students globally, including those from Bangladesh, to delve into the realms of AI and ignite the spirit of innovation among the next generation of AI pioneers. As the AI Innovation Partner, eGeneration brings extensive expertise in AI, NLP, ML, Data Centers, Cyber Security, Health-tech, Fintech, Modern Workplace, Cloud Business Applications, and ERP Solutions.



Shameem Ahsan, Director of eGeneration PLC Said, "In the era of OpenAI-ChatGPT 4.0 and Google-Gemini 1.5 Flash, developing the new generation of Bangladesh with AI skills is crucial. eGeneration has a strong track record in local and international AI projects. This partnership will be instrumental in advancing the significance of Artificial Intelligence education and innovation among the youth of Bangladesh. eGeneration is committed to empowering young Bangladeshis to become future leaders in AI."

Munir Hasan, Secretary General of the Bangladesh Open-Source Network (BdOSN) said, "We are delighted to have eGeneration join us as a partner for the Bangladesh Artificial Intelligence Olympiad. This partnership reflects our dedication to nurturing young talent and propelling technological advancement in the country." Together, we are excited to inspire the next generation of AI leaders and contribute to their journey.

Lafifa Jamal, Professor of the Department of Robotics and Mechatronics Engineering, University of Dhaka said, "This competition will be instrumental in driving the synergy between AI and robotics. By shaping the future of AI, we are simultaneously propelling the robotics industry towards enhanced automation, efficiency, and transformative technological solutions, paving the way for innovation and progress."

Dr. B M Mainul Hossain, Professor & Director of Institute of Information Technology, University of Dhaka said, "Initiatives like the AI Olympiad foster innovation, inspire youth, and nurture future AI

leaders. By collaborating between academia and industry, we can cultivate talent and propel our nation towards a technologically empowered future."

eGeneration is recognized for its strong achievements in AI projects, including Bangla-to-International Phonetic Alphabet converter, screen reader software, and AI solutions for fintech in Dubai and automatic vehicle entry in Myanmar. Our hospital automation solutions with AI for precise medical treatment is making waves.

#### **eGeneration Stands by The Visually Impaired**

eGeneration PLC has provided a job appointment letter to a visually impaired individual, ensuring their support and commitment to standing by them. Bangladesh Securities and Exchange Commission (BSEC) organized a 'Job Fair for the Visually Impaired' people where five visually impaired individuals participated and secured employment.

eGeneration has always been technologically engaged in initiatives that positively impact the welfare of society and humanity. As part of that, Fertilizer Recommendation Software for Farmers to increase the production of crops, Development of a COVID dashboard during the COVID-19 pandemic, a Virtual court system to ensure justice for all during COVID-19, HMIS Software for Healthcare Automation, an E-Service Platform for Treatment and Education for specially abled children. It is part of our social duty to involve ourselves in today's great initiative for the visually impaired and underprivileged communities. eGeneration will always support such positive work in the future as well.

Apart from eGeneration, the other four organizations providing employment are Chittagong Stock Exchange PLC, Bangladesh Association of Software and Information Services (BASIS), Japan Bangladesh Friendship Hospital, and Three-I Asset Management Company Limited.

#### World Social Innovation Forum (WSIF)

eGeneration's decision-making process should consider not just profits but also the social and environmental implications. This aligns closely with the tenets of Corporate Social Responsibility (CSR).

Although most of our environmental influence arises indirectly from their financial and investment activities, our esteemed Director, Mr. Shameem Ahsan, has been instrumental in breaking down this barrier. He has been instrumental in assisting entrepreneurs in creating a positive social impact by merging business, technology, and innovation to address socioeconomic challenges. Additionally, Mr. Ahsan has taken on the role of Chairman for the World Social Innovation Forum (WSIF), a global platform that brings together social innovators, impact investors, policymakers, and startups.



The World Social Innovation Forum, based in Silicon Valley, is dedicated to enhancing the well-being of individuals and fostering more resilient and thriving communities worldwide. Its strategy involves a distinctive blend of instructing, involving, and linking leaders in fields such as impact investing, women's digital entrepreneurship, digital healthcare, digital education, and intelligent urban and rural development endeavors.

Numerous initiatives have been launched, along with the establishment of platforms, to enhance the welfare of beneficiaries. The expanding impact investment sector allocates funds to tackle the world's most urgent issues, spanning sustainable energy, agriculture, microfinance, e-commerce, and accessible essential services like housing, healthcare, and education. It is projected that the economy will witness a 70% value creation shift toward digitally facilitated platform business models over the next decade. Entrepreneurs are swiftly adopting this platform approach, enabling multiple stakeholders to collaborate.

Effectively address various social challenges and generate value for all parties involved. This approach will promote increased economic inclusion for marginalized populations.

In the realm of digital healthcare, traditional patient care methods will be replaced by a more integrated and less error-prone healthcare ecosystem, ultimately alleviating suffering, restoring health, and ensuring people's well-being. Digital education holds the potential to provide students, regardless of their geographical location, access to top-tier educators, schools, and universities through digital platforms. Finally, smart city initiatives, particularly the development of smart city technologies, are rapidly advancing in emerging markets where urgent needs create favorable conditions for radical innovation and rapid scalability. Startups are playing a pivotal role in the construction of smart cities by harnessing their innovation and technological resources to address urban challenges.

# KEY FINANCIAL HIGHLIGHTS

## eGeneration PLC. Five Years Analysis From 2021 To 2025

Particulars	Year				
	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22	30-Jun-21
Authorized Capital	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Issued, Subscribed & Paid up Capital	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000
Non-Current Assets:	1,359,099,281	1,370,445,921	1,298,154,363	1,246,805,410	1,159,954,500
Current Assets:	729,240,157	626,089,714	738,140,557	573,918,394	633,733,778
Total Assets	2,088,339,438	1,996,535,635	2,036,294,920	1,820,723,805	1,793,688,278
Shareholders' Equity:	1,753,284,430	1,748,540,359	1,687,481,907	1,625,313,203	1,564,572,841
Non-Current Liabilities:	-	29,365,397	25,999,225	28,312,870	47,239,548
Current Liabilities:	335,055,008	218,629,879	322,813,788	167,097,731	181,875,888
Revenue	438,297,521	641,411,096	584,239,341	550,533,951	475,831,793
Gross Profit	120,051,235	192,244,557	189,477,330	191,674,160	176,049,326
Operating Expenses	66,668,315	82,755,572	80,294,651	(81,985,819)	(70,175,476)
Profit from Operation	53,382,920	109,488,985	109,182,679	109,688,341	105,873,850
Profit before WPPF & Income Tax	60,503,612	115,650,628	115,590,190	113,605,868	111,834,020
Profit before Income Tax	57,622,487	110,143,455	110,085,895	108,196,065	106,508,591
Profit after Income Tax	56,198,349	107,730,649	108,804,393	107,412,559	105,301,656
Earnings Per Share (EPS) Basic	0.75	1.44	1.45	1.43	1.61
Earnings Per Share (EPS) Restated	0.75	1.44	1.45	1.43	1.40
Net operating Cash Flow Per Share Basic (NOCFPS)	1.20	2.80	1.42	2.09	0.03
Net Assets Value (NAV) Per Share	23.38	23.31	22.50	21.67	20.86

# DIVIDEND DISTRIBUTION POLICY

## eGeneration PLC.

[As per Directive No. BSEC/CMRRCD/2021-386/03, Dated: 14 January 2021  
issued by the Bangladesh Securities and Exchange Commission (BSEC)]

### Background and applicability

In compliance with the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2021-386/03 dated 14th January 2021, the issuers of listed securities are required to formulate and disclose their Dividend Distribution Policy. Accordingly, the Board of Directors of eGeneration Limited (herein after referred to as "the Company") has formulated and approved this Dividend Distribution Policy (herein after referred to as "the Policy").

### Definition

Dividend means distribution of profits, earned in the current year or earlier years, by the Company, to its shareholders in proportion to the amount paid-up on shares held by them. Dividend can be cash or stock in types and can also be final or interim. Dividend to be declared on the basis of audited financial statements regardless of interim or final.

The Company can declare dividend after the end of financial year, which is called final dividend. Final dividend shall be declared on the basis of recommendations of the Board and shareholders shall approve at the Annual General Meeting (AGM) of the Company. The Company can also declare dividend from current year profits, which will be called interim dividend and the Board may, at its discretion, declare an interim dividend out of current profit.

### Objectives

The objective of this policy is to provide clarity to stakeholders on the dividend distribution framework to be adopted by the Company. The Board of directors shall recommend dividend in compliance with this policy, the Articles of Association of the Company, the provisions of the Companies Act 1994, relevant Directives / Orders published by the Bangladesh Securities and Exchange Commission and other applicable legal provisions.

The Board will consider the Policy while proposing dividend on behalf of the Company. The Policy is not an alternative to the decision of the Board for proposing dividend, which takes into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided by the Board.

### Parameters for declaration of dividend

The Policy depends on the financial position of the Company, other funding needs related to the investments to be made, conditions in the sector, conditions in the economic environment, Company's present and future performance for declaration and payment of dividend. The Board of Directors shall consider the factors affecting the dividend proposal while arriving at the dividend amount:

- \* Financial parameters
- \* Availability of profits;
- \* Capital expenditure and investment plans;
- \* Favorable debt equity ratio;
- \* Company's liquidity position and future cash flow requirements for operations;
- \* Profits earned during the financial year;
- \* Profit growth;
- \* Future requirement of funds.

### A few guiding financial parameters in dividend recommendation will be as follows:

- i) Cash dividend is preferred at least once in consecutive 2 years to avoid the company to be shifted or transferred to the "Z-category" as per BSEC Order vide letter no SEC/CMRRCD/2009-193/08, dated September 01, 2020.
- ii) Cash dividend ratio will be higher or equal to the stock dividend (where stock dividend is valid as per BSEC notifications) ratio to avoid excess tax expenditure as per section 16(F) of ITO 1984.
- iii) The dividend payout ratio and process will be followed by the guideline given by BSEC time to time

### Internal Factors

- \* Growth rate of past earnings;
- \* Growth rate of predicted profits;
- \* Earnings stability;
- \* Accumulated reserves;
- \* History of dividends distributed by the Company;
- \* Working capital requirements;
- \* Mergers and acquisitions.

### External Factors

- \* Shareholders' expectations;
- \* Macroeconomic and business conditions;
- \* Sectorial performance;

- \* Cost and availability of alternative sources of financing;
- \* Industry Outlook for the future years;
- \* Changes in the government policies or changes in regulatory provisions;
- \* Other relevant factors that the Board may deem fit.

#### **Utilization of retained earnings**

The Company may utilize its retained earnings in the manner which is beneficial to the interest of the Company and its stakeholders.

Retained earnings helps in maintaining a healthy capital adequacy ratio and supports the future growth.

- \* Acquisition/diversification of business;
- \* Capital expenditure requirements;
- \* Investment in new business and/or additional investment in existing business;
- \* Market or product development/expansion plan;
- \* Expansion and modernization of existing business;
- \* High cost of debt.

Apart from the above, the Board may consider not declaring dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as financial environment.

The Portion of profits not distributed among the shareholder's as dividends will be used for the business activities of the Company.

#### **Entitlement of Dividend**

The Company shall determine the record date or date of closure of the register of members. The Company shall give notice in advance of at least 14 workings days (excluding the date of intimation and the record date) to stock exchange(s) of record date specifying the purpose of the record date.

Members whose names shall appear in the Members'/Depository Register on the Record Date will be eligible to receive dividend.

#### **Dividend Pay Out Method and Timing**

The Company shall distribute declared and duly approved dividend to all shareholders in a timely manner and in line with Bangladesh Securities and Exchange Commission directions (as issued time to time) and any other applicable local laws, rules and regulations.

#### **Dividend Distribution Process:**

- 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 stock broker or merchant banker shall pay off to the Consolidated Customer's Bank Account (CCBA) of the stock broker 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.
- Company shall credit the stock dividend to the BO account or issue the bonus share certificate of the entitled shareholder.
- Company shall follow the directives/circulars in force of the securities regulator, related to dividend distribution from time to time.

#### **Circumstances under which Shareholders of the Company may or may not expect dividend:**

- The decision regarding dividend payout is a crucial decision as it determines the amount of profit to be distributed among Shareholders and the amount of profit to be retained in business.
- The Board shall consider the parameters mentioned in this policy before determination of any dividend payout.
- The Shareholders of the Company may not expect dividend in many other circumstances, some of which are the following, always subject to the discretion of the Board:
- Company has inadequacy of profits or incurs losses for the financial year;
- Company undertakes /proposes to undertake a significant expansion project requiring higher allocation of capital;
- Company undertakes /proposes to undertake any acquisitions or joint arrangements requiring significant allocation of capital;

- Company has significantly higher working capital requirement affecting free cash flow;
- Company proposes to utilize surplus cash for buy-back of securities;
- Company is prohibited to recommend/declare dividend by any regulatory body

#### **Tax matters**

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

#### **Compliance Report**

In-compliance with the Dhaka Stock Exchange (Listing) Regulation-2015 and Chittagong Stock Exchange (Listing) Regulation-2015 and other regulatory requirement eGeneration Limited will submit a Dividend Distribution Compliance Report to BSEC, DSE and CSE within 7 days from the date of completion of dividend distribution of the concerned year's. This report shall be submitted to BSEC, DSE

and CSE in a specified format issued by the regulator (s) within stipulated time"

#### **Unclaimed Dividend**

Any unclaimed or unsettled dividend shall be managed in line with Bangladesh Securities and Exchange Commission directions (as issued time to time) and any other applicable local laws, rules, and regulations.

#### **Modification of this Policy**

The board is authorized to change or modify this Policy from time to time at its sole discretion and/or in pursuance of any amendments made by any relevant law for the time being in force.

#### **Disclosures**

The Dividend Distribution Policy (as amended from time to time) shall be disclosed in the Annual Report and on the website of the Company.

# LETTER FROM THE BOARD OF DIRECTORS PRESENTED BY THE COMPANY SECRETARY

Dear Respected Shareholders,

We are delighted to present you with eGeneration PLC's Annual Corporate Governance Report 2024-2025 for the financial year ended 30 June 2025.

This report will provide insights into eGeneration's corporate governance activities throughout the year and explain how the company is directed and governed to uplift the corporate governance culture.

The year highlighted the value of our diverse and long-term business approach. The framework and policies are reviewed regularly to maintain alignment with the Company's strategy, regulatory requirements, dynamic business environment, and technological advancements.

The principal corporate governance rules applicable to eGeneration are contained in the Corporate Governance Code (CGC) issued by the Bangladesh Securities and Exchange Commission (BSEC) and cover the global best practices applicable to us.

With the continuing economic unrest worldwide, eGeneration was well prepared with many measures to keep its people safe and support its communities. By continuing to be creative, flexible, and adaptive in our approaches, we carried on with our mission to generate strong financial results for our shareholders, people, and partners.

Emphasizing its commitment to remaining compliant with all regulations, eGeneration will continue to uphold our country's high standards in governance and sustainable development.

Yours faithfully



**Ahsan H Aminur**  
Company Secretary (Acting)

# REPORT ON CORPORATE GOVERNANCE

The Board of Directors of eGeneration PLC is pleased to present the Corporate Governance Report for the financial year 2024–2025. This report highlights the company's strong commitment to sound governance practices, compliance with all regulatory requirements, and continuous efforts to promote a culture of transparency and integrity.

## CORPORATE GOVERNANCE FRAMEWORK

eGeneration PLC is committed to upholding the highest standards of corporate governance, ensuring that its systems, processes, and practices consistently reflect excellence. The Company recognizes the critical importance of strong governance in the dynamic IT sector and its essential role in ensuring long-term business sustainability.

The Board Committees play a central role in strengthening corporate governance and assisting the Board in effectively fulfilling its oversight responsibilities. eGeneration PLC remains fully committed to complying with the Corporate Governance Code (CGC) issued by BSEC under Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 3, 2018, along with all applicable listing regulations and directives issued from time to time by BSEC, DSE, and CSE.

## VALUE CREATION THROUGH CORPORATE GOVERNANCE

Effective corporate governance is more than a regulatory obligation—it is a cornerstone of trust, transparency, and long-term stability. It enhances investor confidence and plays a crucial role in unlocking shareholder value. From its inception, eGeneration PLC has remained committed to strong corporate governance practices, ensuring the sustained maximization of value for all stakeholders.

## THE BOARD OF DIRECTORS

The Board of Directors serves as the highest governing body of the company, providing strategic oversight and ensuring effective management and sound governance practices. Its key responsibilities include defining the company's strategic direction, monitoring financial performance, strengthening internal controls and risk management systems, and upholding a rigorous code of conduct for all Board Members.

## COMPOSITION OF THE BOARD

The composition of the Board complies with regulatory guidelines. Currently, the Board consists of 6 members, including the Managing Director. Of these, 1 is a shareholding Director, 1 is a shareholding and Executive Director, 1 is a Nominated Director, and 3 are Independent Directors. This structure ensures a balanced and diverse representation.

### Composition of the board as of 30 June 2025

Sl. No.	Name	Position
1	Mr. Mohammad Shahjalal	Chairman
2	Mr. Shameem Ahsan	Director
3	Prof. Dr. Mohammed Shaiful Alam Khan	Independent Director
4	Mr. Shah Imraul Kaeesh	Independent Director
5	Mr. Emran Abdullah	Managing Director

In compliance with Condition No. 1(4)(a) of the Corporate Governance Code, separate individuals fill the positions of Chairperson and the Managing Director of the Company. In compliance with Condition No. 1(2)(a) of the Corporate Governance Code, at least 1 (one) female independent director fills the position on the Board of Directors of the company.

## KNOWLEDGE AND EXPERTISE OF DIRECTORS

The Directors bring substantial knowledge and expertise to the Board, particularly in the areas of finance and accounting. Their professional backgrounds and accomplishments demonstrate a strong grasp of business, economics, and administration. Detailed profiles of the Directors are provided on pages 13-17.

## BOARD INDEPENDENCE & GOVERNANCE

In alignment with the Corporate Governance Code of the BSEC, the Board of Directors of eGeneration PLC is committed to upholding the highest standards of governance. The Board ensures the integrity of the Company's financial reporting system, internal controls, risk management practices, and compliance with all applicable laws and regulations. It also oversees the overall management and operations of the Company, ensuring that every decision is guided by the best interests of all stakeholders.

While fulfilling its fiduciary responsibilities, the Board remains dedicated to safeguarding the rights of shareholders and other stakeholders. It maintains the highest standards of accountability and transparency and ensures the effective delegation of authority to senior management for the efficient operation of the business.

The Board of Directors of eGeneration PLC is structured to include individuals with diverse skills, experience, and personal attributes, enabling both individual Directors and the Board collectively to perform their duties effectively. This diversity enhances the Board's ability to understand the Company's business, evaluate management performance, and make well-informed strategic decisions.

The composition of the Board reflects a strong commitment to diversity, encompassing a broad range of expertise, professional experience, and specialized knowledge essential for sound governance and organizational leadership. In accordance with the BSEC Corporate Governance Code, the Company's policy on Board diversity has been disclosed in this Annual Report and is also available on our website at [www.egeneration.co](http://www.egeneration.co)

### (a) Chairman

The Directors elect a non-executive Director to serve as the Chairman of the Board. The Board affirms that the Chairman operates independently and provides an essential link between the Board and Management. Working closely with the Managing Director and the Company Secretary, the Chairman sets the agenda for Board meetings, provides strategic leadership, and ensures that the Board functions effectively and fulfills its responsibilities efficiently.

### RESPONSIBILITIES OF THE CHAIRMAN

The Chairman is responsible for the leadership, development, and effective performance of the Board

of Directors. In fulfilling this role, the Chairman shall:

- Ensure the efficient functioning of the Board and its committees in alignment with the highest standards of corporate governance.
- Facilitate effective communication with shareholders, regulators, government bodies, chambers, and other key stakeholders, ensuring their perspectives are appropriately conveyed to the Board.
- Set the agenda, tone, and style of Board discussions to encourage constructive debate and informed decision-making.
- Ensure that all Board committees are properly established, appropriately composed, and fully operational.
- Support the Managing Director in formulating strategy and provide broader guidance and advice as needed.
- Maintain an effective working relationship among Directors, acting as the primary channel for communication on matters related to business strategy, planned acquisitions, and corporate governance.
- Foster a transparent and collaborative relationship with the Managing Director.
- Ensure that Board committees are well-structured and that all corporate governance requirements are comprehensively addressed.
- Encourage active and meaningful participation from all Board members.

### (b) Managing Director

The Managing Director is appointed by the Board of Directors, subject to the approval of shareholders at the Annual General Meeting (AGM). He was elected as an ex officio Executive Director on 29 October 2025 for a three-year term, pending shareholders' approval at the upcoming 22nd AGM. Under the guidance and supervision of the Board, the Managing Director leads the management team in fulfilling the organization's Mission and Vision. He provides strategic and operational leadership, ensuring that employees perform effectively and discharge their responsibilities efficiently in pursuit of organizational objectives.

### RESPONSIBILITIES OF THE MANAGING DIRECTOR

As the highest-ranking executive officer of eGeneration PLC, the Managing Director is entrusted with wide-ranging responsibilities vital to the company's growth and performance. Key responsibilities include:

- Strategic Leadership: Defines the company's strategic direction, establishes long-term goals, and ensures that all operations are aligned with

these objectives.

- Operational Oversight: Oversees day-to-day operations—production, distribution, sales, and customer service—ensuring cohesive departmental performance aligned with strategic priorities.
- Financial Management: Leads financial planning, budgeting, forecasting, and performance analysis while working closely with the Chief Financial Officer (CFO) to safeguard financial stability and promote sustainable growth.
- Corporate Governance: Ensures compliance with relevant laws, regulations, and industry standards, fostering a culture of ethics, transparency, and accountability.
- Stakeholder Communication: Maintains strong and transparent relationships with shareholders, investors, and analysts through timely and accurate communication.
- Risk Management: Identifies, assesses, and mitigates risks while implementing strategies to protect the company's assets, reputation, and long-term interests.
- Talent Management: Attracts, develops, and retains high-caliber talent by promoting a positive work environment and a culture of continuous learning and improvement.
- Innovation and Technology: Drives innovation and ensures the company remains competitive by embracing technological advancements and fostering product and service development.
- Corporate Social Responsibility (CSR): Leads the development and execution of CSR strategies, including environmental initiatives, community engagement, and philanthropic activities.
- Performance Monitoring: Reviews key performance indicators (KPIs) and operational metrics, identifies opportunities for improvement, and implements corrective actions with the leadership team.
- Market and Industry Analysis: Continuously monitors industry trends and market dynamics to formulate responsive strategies and capitalize on emerging opportunities.
- Interaction with the Board of Directors: Maintains an effective and collaborative relationship with the Board, providing regular performance updates and seeking their guidance on significant decisions.
- Crisis Management: Leads the organization during periods of crisis or uncertainty, making timely and decisive decisions to maintain stability and resilience.

The Managing Director of eGeneration PLC plays an

essential and multifaceted role in steering the organization's growth, sustainability, and overall success. His leadership, strategic insight, and ability to manage diverse responsibilities are central to delivering long-term value to shareholders, customers, employees, and the wider community.

**(c) Distinction Between Chairman and Managing Director**

The roles of the Chairman of the Board and the Managing Director of the Company are held by different individuals, each with clearly defined responsibilities as determined by the Board. This separation ensures that decision-making powers are not concentrated in a single person. The Chairman serves as a non-executive Director, while the Managing Director functions as an executive, ex-officio Director.

**(d) Independent Directors**

The appointment of Independent Directors is in full compliance with the Corporate Governance Code, 2018 of the Bangladesh Securities and Exchange Commission (BSEC). In line with BSEC requirements, the Board currently includes four Independent Directors, each of whom satisfies the independence criteria set forth in the Corporate Governance Code.

**Appointment of Independent Directors**

According to the Corporate Governance Code-2018, at least one director, or one-fifth (1/5) of the total number of directors on the Board—whichever is higher—must be an Independent Director. Any fraction is rounded up to the next whole number for this calculation. Furthermore, the Board is required to appoint at least one female Independent Director. In compliance with these requirements, three of the five Directors on the Board are Independent Directors, including one female Independent Director. None of the Independent Directors hold any shares or other interests in eGeneration PLC. Their independence is rigorously assessed at the time of selection and appointment and is maintained throughout their tenure.

**Role of Independent Directors**

Independent Directors play a crucial role in the Board's decision-making process. They contribute to shaping the company's overall strategy and provide oversight of management performance, ensuring that decisions reflect the best interests of the Company and its stakeholders.

Bringing diverse expertise in business, economics, finance, management, law, and public policy, Independent Directors provide unbiased, well-informed perspectives that enrich Board deliberations. Their experience enhances the Company's ability to achieve strategic objectives while maintaining high standards of governance.

**Independent Directors on the Board and Disclosure**  
In accordance with the BSEC notification, all Independent Directors on the Board meet the necessary criteria for independence. Their commitment to maintaining independence is formally affirmed and disclosed to ensure transparency and compliance with the Corporate Governance Code.

#### Qualifications of Independent Directors

##### **Prof. Dr. Mohammed Shaiful Alam Khan**

Dr. Mohammed Shaiful Alam Khan, a Professor at the Institute of Information Technology, University of Dhaka, is a renowned academic and researcher with over 20 years of experience in teaching, research, and consultancy. He holds a Ph.D. from Royal Holloway, University of London, and specializes in information security, ICT adoption, and cybersecurity, holding a PhD from Royal Holloway, University of London.

Dr. Khan has published over 30 research articles and led impactful studies on SME ICT adoption and cybersecurity. He has also served as a consultant for the Government of Bangladesh and international organizations, contributing to ICT-based empowerment initiatives and citizen service automation.

Recognized with prestigious scholarships and awards, Dr. Khan continues to advance technological innovation and address critical challenges in cybersecurity and education in Bangladesh.

##### **Mr. Shah Imraul Kaeesh**

Mr. Shah Imraul Kaeesh is a distinguished information and communication technology leader with over 21 years of experience. Currently serving as an Independent Director at eGeneration PLC, he has significantly contributed to Bangladesh's technological advancement.

In 2000, Mr. Kaeesh co-founded Technobd, a prominent IT firm, where he continues to lead as Managing Director. He specializes in innovative custom application development. His impactful

contributions to the Bangladesh Association of Software and Information Services (BASIS) are noteworthy, as he has held roles such as director, treasurer, and chairman of key committees. His leadership helped launch initiatives like the BASIS Outsourcing Award and the BASIS Institute of Technology & Management (BITM), demonstrating his dedication to developing the IT ecosystem.

Mr. Kaeesh's entrepreneurial ventures include founding GolpoKobita.com, showcasing his commitment to digital innovation. He has also played a pivotal role in organizing industry events such as the BASIS SoftExpo and BASIS Code Warriors Challenge, reflecting his dedication to fostering growth and nurturing talent in the technology sector.

With his extensive expertise, visionary mindset, and passion for excellence, Mr. Kaeesh's role as an Independent Director at eGeneration PLC is expected to enhance the company's strategic direction, driving it toward innovation and success in the dynamic technology landscape.

#### **(e) Induction of the Board of Directors**

The existing Board of Directors holds key responsibilities regarding the selection and appointment of new Directors, including:

- Reviewing the Board's size and composition to ensure an appropriate mix of expertise, skills, experience, and perspectives necessary for effective governance.
- Identifying competencies that may be underrepresented and defining processes to ensure candidates nominated by shareholders, if any, possess the required qualifications.
- Appointing or reappointing Directors through shareholder approval at the Annual General Meeting (AGM). Any casual vacancies are filled by the Board in accordance with the Companies Act, 1994, and the Articles of Association of eGeneration PLC.
- Appointing the Managing Director, subject to confirmation by shareholders at the AGM.
- Ensuring that any changes in the Board's composition are promptly communicated to the Registrar of Joint Stock Companies and Firms (RJSC), the Bangladesh Securities and Exchange Commission (BSEC), and the Stock Exchanges.

#### **(f) Composition and Category**

The composition of eGeneration PLC's Board complies with conditions 1.1 and 1.2 of the

Bangladesh Securities and Exchange Commission's Corporate Governance Code, 2018. The Board consists of a balanced mix of Executive, Non-Executive, and Independent Directors. Currently, the Board has six (6) Directors: one (1) Executive Director (Ex-officio Managing Director), two (2) Non-Executive Director, and three (3) Independent Directors.

**(g) Board's Effectiveness**

The Board of Directors serves a fiduciary role, setting the strategic direction and long-term objectives of the Company. As representatives of the shareholders, the Board ensures corporate strategies, policies, and major decisions align with stakeholders' interests, overseeing management performance with integrity and diligence. A well-informed and functional Board is central to eGeneration PLC's good governance.

**Key responsibilities of the Board include:**

- Reviewing and approving the overall business strategy and organizational structure proposed by management.
- Ensuring decisions and investments align with long-term strategic objectives.
- Safeguarding the Company's financial integrity through policies approved by the Board.
- Monitoring the quality and integrity of accounting and financial reporting, disclosure, internal controls, and procedures, primarily through the Audit Committee.
- Overseeing that the Company's risk appetite and operational activities are consistent with strategic goals, regulatory standards, and effective internal controls.
- Ensuring the establishment and functioning of an independent enterprise-wide risk management system, adequately resourced and equipped with proper reporting lines.
- Reviewing material transactions, including acquisition or disposal of assets.
- Ensuring the availability of human resources required to achieve corporate objectives and appointing or removing executive officers as needed.
- Evaluating management performance and promoting fair practices, high standards of business conduct, and ethical behavior among staff.
- Establishing corporate values emphasizing integrity, honesty, and proper conduct in internal and external dealings, including conflict-of-interest scenarios.

- Providing balanced, accurate, and understandable assessments of the Company's performance, prospects, and position in reports to regulators and shareholders.
- Ensuring shareholder obligations and other statutory responsibilities are met.

**(h) Continuing Development Program of Directors & Board Performance Appraisal**

Directors are expected to contribute actively, leveraging their industry knowledge and understanding of eGeneration PLC's business model. The Chairman ensures that all Directors undergo a tailored induction program upon joining the Board, facilitated by senior management, which includes:

- A formal corporate induction covering introductions to the Board, an overview of the Company, its strategy, operational structures, and business activities.
- Participation in relevant workshops and training sessions, as necessary, to enhance governance capabilities.

**(i) Directors' Responsibility for Financial Statements and Corporate Governance**

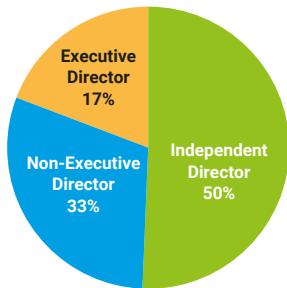
The Board accepts responsibility for the preparation and presentation of the Company's financial statements, including quarterly reports. This responsibility includes maintaining adequate records to safeguard assets, prevent and detect fraud or irregularities, selecting and consistently applying appropriate accounting policies, and making reasonable judgments and estimates where necessary.

Additionally, the Board is responsible for implementing the most appropriate corporate governance practices to ensure transparency, accountability, and compliance with statutory requirements.

**(j) Evaluation of the Managing Director by the Board**

The Board evaluates the Managing Director's performance based on pre-established goals aligned with the Company's vision and mission. Annual financial budgets and other performance objectives are discussed, reviewed, and finalized by the Board. Both financial and non-financial performance indicators are considered in the evaluation process.

**Board composition of eGeneration PLC**  
**Annual Report 2024-2025**



Executive Director 17%  
Independent Director 50%  
Non-Executive Director 33%

**(k) Board of Directors election and appointment process**

The Board decides on the appointment of any Board member and the composition of the Board and its committees.

The Board of Directors of the Company is following the condition nos. 1.1 & 1.2 of the Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018. The Board has a combination of Executive, Non-executive, and Independent Directors. The Board comprises a total of 6 (six) Directors, out of which one (1) is an Executive Director (Ex-officio Managing Director), 2 (two) are Non-executive Directors, and 3 (three) are Independent Directors. The Managing Director is an Executive and ex-officio Director of the Board.

As per provisions section 1 (2) (C) of the Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018, the following independent director(s) already appointed by the Board on 4th January 2024, subject to the Shareholders' approval at the upcoming 22nd Annual General Meeting.

- Prof. Dr. Mohammed Shafiul Alam Khan (Independent Director)
- Mr. Shah Imraul Kaeesh (Independent Director)

As per the Companies Act '1994, at the ordinary general meeting in every subsequent year, one-third (1/3rd) of the Directors shall retire from office for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third.

Pursuant to the provision of Articles of Association of the eGeneration PLC, the Directors to retire by

rotation every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those who are to retire shall, unless they otherwise agree among themselves, be determined by lot.

As per Section-73 of the 1st Schedule of the Companies Act 1994, the Managing Director shall not be subject to retirement by rotation.

As per Section-1(2)(e) of the Corporate Governance Code 2018 issued by BSEC, the Independent Director shall not be subject to retirement by rotation as per the Companies Act, 1994 provisions.

Accordingly, the following director will retire from the Board of eGeneration PLC at the upcoming 22nd Annual General Meeting and is eligible for re-election or re-appointment.

• **Mr. Shameem Ahsan (Director)**

**BOARD SYSTEMS AND PROCEDURES**

**(a) Board Meetings**

The Board meets at least four (4) times a year, once 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 (three) months. Additional Board Meetings are held by the Company as and when required. However, in case of business necessity 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. All significant decisions taken by the Board/Committee Members are 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 Managing Director**

The Board adopted a Code of Conduct for the

Chairperson, other Board Members, and Managing Director/CEO of the Company by Condition No. 1 (7) of the Corporate Governance Code 2018. This Code is intended to guide the Chairperson, other Board Members, and Senior management in ethically managing the Company's affairs.

The complete Code of Conduct, 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.egeneration.co](http://www.egeneration.co)

#### **Ethics and Compliance**

The Board is also committed to establishing the company's highest levels of ethics and compliance. As a result, eGeneration PLC remains committed to upholding its employees' highest standards of ethics and compliance. 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 eGeneration PLC.
- ii. Their relationship with and responsibilities to customers.
- iii. Compliance with laws and regulations.
- iv. Acting professionally and ethically.
- 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 on the Board of Directors and Committee Meetings**

During the financial year under-reporting, a total of 4 (four) Board Meetings, 4 (four) Audit Committee Meetings and 3 (three) Nomination and Remuneration Committee Meetings were held, and the attendance of the Directors is noted below: As of June 30, 2025

#### **Board of Directors Meetings and Committee Meetings Attendance**

as of 30 June 2025

Names of Directors	Attendance at 21st AGM	Board		Audit Committee		Nomination and Remuneration Committee	
		Total Meetings	Meetings Attended	Total Meetings	Meetings Attended	Total Meetings	Meetings Attended
<b>Mr. SM Ashraful Islam</b> (Chairman)	N/A	1	1	N/A	N/A	N/A	N/A
<b>Mr. Shameem Ahsan</b> (Director)	Present	4	4	N/A	N/A	N/A	N/A
<b>Dr. Mohammed Shafiu1 Khan</b> (Independent Director)	Present	4	4	4	4	3	3
<b>Mr. Shah Imraul Kaeesh</b> (Independent Director)	N/A	4	4	4	4	3	3
<b>Dr. Rabeya Sultana</b> (Independent Director)	N/A	4	4	4	4	3	3
<b>Mr. Emran Abdullah</b> (Ex-Officio Managing Director)	N/A	N/A	N/A	N/A	N/A	N/A	N/A

**(d) Whistle Blowing**

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

**(e) Independence of the Chairman of all Board Committee**

The Board selects the Chairmen of the Committees. The Board considers that the Chairmen of both the committees are independent.

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

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

The respective qualifications of the Directors are appended in the Directors' profile on page nos. 13-17 of this annual report.

**(g) Information Applied to the Board**

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

**(h) Disclosure of Board Committees**

The Board of Directors has constituted two committees, namely the Audit Committee and the 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 have the requisite subject 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 herein below:

**AUDIT COMMITTEE**

The primary role of the Audit Committee is to oversee the financial reporting process, disclose financial information, review the financial statements before submission to the Board, assess the adequacy of internal control systems, and review the findings of internal investigations. It also recommends the appointment/removal of statutory auditors and fixes their remuneration.

The Audit Committee of the Board was constituted in compliance with condition 4(2) of the Bangladesh Securities and Exchange Commission's (BSEC) Corporate Governance Code-2018. All the Members of the Audit Committee have the qualifications and expertise to be a member of the Committee and possess the requisite knowledge of accounting and financial management. A separate report on the activities of the Audit Committee has been presented on page-98 of this annual report.

**NOMINATION AND REMUNERATION COMMITTEE**

The Board established the Nomination and Remuneration Committee with written terms of reference in compliance with Conditions No. 4 and 6 (5) of the Corporate Governance Code. The primary duties of our Nomination and Remuneration Committee include, among others, (a) reviewing the structure, size, and composition of our Board; (b) identifying individuals suitably qualified to become members of our 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-100 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 the 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 the accounting and internal control, compliance, and risk management systems of the Company.

#### **COMPANY SECRETARY**

The role of the Company Secretary in a listed company is pivotal in ensuring compliance with legal and regulatory requirements, as well as facilitating effective communication between the board of directors, shareholders, and other stakeholders. The Company Secretary acts as a key link between the company and its various constituencies, playing a crucial role in maintaining good governance practices.

#### **BOARD SYSTEMS AND AUDIT COMMITTEE**

##### **(a) Financial Expert in the Audit Committee**

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

##### **(b) Reporting of Internal Auditor to the Audit Committee**

The Company's internal control system was 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, and 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 are duly authorized by personnel and committees with requisite experience and authority. Training programs and guidelines helped to implement a linkage between goals and operations.

The Board has ultimate responsibility for establishing an effective system of internal control. The internal control system holds 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 an internal control and compliance department directly reporting to the Board Audit Committee, which looks after compliance with the organizational policies of different departments.

eGeneration PLC. made relevant mandatory disclosure in its financial statements under the regulatory framework, including compliance with the provisions of International Financial Reporting Standards (IFRS) as adopted in Bangladesh. Besides that, 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.

##### **(c) Proportion of Independent Directors in the Audit Committee**

The Audit Committee of eGeneration PLC has been formed under the Bangladesh Securities and Exchange Commission's Corporate Governance Code 2018, dated June 3, 2018.

The Audit Committee at eGeneration PLC. was constituted in the year 2017, and the present members of the Committee are:

#### **COMPOSITION OF THE AUDIT COMMITTEE**

as of 30 June 2025

<b>Name</b>	<b>Status in the Committee</b>
<b>Mr. Shah Imraul Kaeesh</b> (Independent Director)	Chairman
<b>Prof. Dr. Mohammed Shafiu Alam Khan</b> (Independent Director)	Member
<b>Prof. Dr. Rabeya Sultana</b> (Independent Director)	Member

Mr. Ahsan H. Aminur, the Acting Company Secretary, is also the Secretary of the Audit Committee. The Head of Internal Audit reports concurrently to the Managing Director and 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, irregularity or material defect in the internal control system.
- Suspected infringement of laws, including securities-related laws, rules and regulations.
- Any other matter should be disclosed to the Board of Directors immediately.

**No such issues arose at eGeneration PLC. during the year ended on 30 June 2025.**

**(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 (21st) Annual General Meeting of the Company.

**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 eGeneration PLC. during the year ended June 30, 2025.

**(b) Disclosure regarding Compliance with IFRS**

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

**(c) Disclosure regarding Compliance of ICSB Secretarial Standards**

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

**(d) Adverse Remarks in the Auditors' Report**

The audit report for the year ended on June 30, 2025 provided no adverse observation of the activities by the Company's Statutory Auditors.

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

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

**(f) 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 the Dhaka Stock Exchange and Chittagong Stock Exchange websites.

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

**Mohammad Ullah & Associates**, Chartered Secretaries 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.

**(h) Disclosure made to the prospective investors**  
eGeneration 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) adopted in Bangladesh. Besides that, it submits all the reports/statements regularly, which are required to be submitted to the regulators and the other stakeholders of the Company and displayed on the company's website and the websites of the Dhaka and Chittagong Stock Exchanges for prospective investors.

**(i) Disclosure of Remuneration of the Board of Directors**

The Company's Board of Directors 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 the Managing Director of the Company is getting a salary since he is an Ex-officio member of the Board.

However, the details of the Directors' attendance at Board and committee meetings

are presented on page-73 of this annual report. The amount of remuneration paid to the Managing Directors is also disclosed as Managerial Salary in Note No. 36.04 of the audited financial statements for the year ended June 30, 2025 on page-136 of this annual report.

The Company's Policy on Remuneration of Directors, Key Managerial Personnel, and Senior Management of the Company, 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.egeneration.co](http://www.egeneration.co)

## TRANSPARENCY AND INTERNAL AUDIT FUNCTIONS

### (a) Establishment of an Internal Audit Department in the Company

The Company's internal control system was commensurate with its size and business nature. The system minimizes operational risks through effective control, systemic review, and ongoing audit. An internal control and compliance department directly reports to the Board Audit Committee, which looks after compliance with the organizational policies of different departments.

The internal auditors undertook an audit of all functional areas and operations, and their findings were referred to the board's Audit Committee.

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

The Head of Internal Audit (HIA) is the key person responsible for ensuring the appropriate level of assurance about the operation of internal controls, risk management, and governance. Hence, appropriate governance arrangements would include the HIA 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:

- i. Financial reporting, including disclosures.
- ii. Internal control
- iii. Internal audit
- iv. Compliance with relevant ethical requirements, in particular, independence and objectivity
- v. The statutory audit or external audit
- vi. 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 that is reviewed, evaluated, and updated regularly. The internal audit department conducts a 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

eGeneration PLC has an adequate system of internal controls for business processes, operations, financial reporting, fraud control, 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 checks and balances.

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

The internal audit adopts a risk-based audit approach. It conducts regular audits in the Company and evaluates continuously 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. It suggests improvements for strengthening the control systems according to the changing business needs from time to time.

### (e) Report on the Internal Audit to the Audit Committee

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

**Composition of Shareholding**

As of 30 June 2025

Shareholders Type	No. of Shareholders	No. of Shares	Percentage (%)
Sponsors/Directors	2	22,551,048	30.07
Local Companies	201	15,108,391	20.14
Foreign Investors	2	398,099	0.53
General Public	6,697	36,942,462	49.26
<b>Total</b>	<b>6,902</b>	<b>75,000,000</b>	<b>100</b>

**(f) Shares held by Directors/Executives and Relatives of Directors/Executives**

Shares held by the Directors/Executives and relatives of Directors/Executives of the Company have been shown in Annexure-III, page-53 of the Directors' Report.

**(g) 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-III, page-53 of the Directors' Report.

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

Key operating and financial data of the previous preceding 5 (five) years have been shown under the heading of Key Financial Highlights on page-62 of this annual report.

**(i) Redressal of Shareholders Complaints**

The company Secretariat Department of eGeneration PLC is engaged in redressing the shareholders' complaints related to their shares, non-receipt of annual reports, dividends, and other share-related matters.

The department also observes the monthly status of the number of shares held by various categories, such as Sponsors/Directors, Government, Institutes, foreigners, and General Public.

**(j) Cash/Stock Dividend Paid for the last 3 years**

The Company started its journey in the year 2003 and before listing in the stock exchanges in February 2021, eGeneration paid dividends to its shareholders in specific financial years, which are appended below:

Financial year	Dividend Nature	Amount of Dividend
2020-2021	Cash	10% Cash Dividend excepting Sponsors & Directors
2021-2022	Cash	10% Cash Dividend excepting Sponsors & Directors
2022-2023	Cash	10% Cash Dividend excepting Sponsors & Directors
2023-2024	Cash	10% Cash Dividend excepting Sponsors & Directors
2024-2025	Cash	2.25% Cash Dividend for all Shareholders (Proposed)

eGenerations aims to provide a commendable and sustainable dividend rate to its shareholders.

**(k) EPS of the Company for the last 5 years**

The Earnings per Share (EPS) for the year 2024-2025 stood at Tk. 0.75 in place of Tk. 1.44 in the previous year.

Financial Year	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Earnings Per Share (EPS) Restated	0.75	1.44	1.45	1.43	1.40

#### **(I) Periodic Reminders to Shareholders who have not encashed their dividend**

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

#### **(m) Means of Communication with the Shareholders**

As the owners of eGeneration, our shareholders are some of our main stakeholders. To accommodate shareholders' information, we regularly communicate with them across various channels—stock Exchanges, face-to-face meetings, websites, print media, etc.

### **STAKEHOLDERS' VALUE ENHANCEMENT**

Identification of stakeholders is the key to understanding the company's expectations, and as such, it helps pave the pathway toward delivering value and fulfilling those expectations. While shareholders, customers, suppliers, employees, and the government are the prime stakeholders, the regulators, local community, and environmentally interested groups complete the stakeholder circle of eGeneration PLC.

#### **(a) Encourage Employee Engagement**

Employees are considered eGeneration PLC's most valuable asset and key to the Company's continued success. They are deemed key stakeholders as they drive the company's business forward. They wish to grow with the Company and develop their careers to the level they aspire to while the Company progresses.

The employees are the main participants in management decisions, and they are guided by the principles of individual opportunity, responsibility, and merit-based reward.

#### **(b) Payment to Vendors on time**

eGeneration fosters 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) Supply Chain Management**

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

### **RESPONSIBILITY TOWARD SOCIETY**

As a responsible business entity with global affiliations, eGeneration tends to meet social causes and, hence, performs different types of social responsibilities to engage the organization in direct and indirect social welfare. While exploring any business scope, eGeneration also tries to ensure that the clients and suppliers do not encourage child labor.

eGeneration also tries to ensure zero corruption, use green energy, and reduce carbon emissions, among other things, while being committed to achieving the UN's Sustainable Development Goals (SDGs).

### **CORPORATE OBJECTIVES**

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

The Vision and Mission statement of the Company has been given on page-19 of this annual report.

#### **(b) Overall, Strength and Opportunity**

The Management Discussion & Analysis of the overall strength and opportunity of the Company has been given on page 55 of this annual report.

#### **(c) Core Values & Code of Conduct**

The company's core values have been given on page-19 of this annual report.

In line with that, there are two sets of codes of conduct - one for the Chairperson, Board Members and CEO by BSEC Corporate Governance Code 2018 and another for eGeneration 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 the Board of other Companies and organizations, have been included on page-13 to 17 of this Annual Report.

### **TIMELINES IN ISSUING FINANCIAL STATEMENTS AND HOLDING AGMS**

The Company holds a General Meeting of members once a year and the meeting is 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 to answering the various queries raised by the members at the Annual General Meeting.

## DELEGATION OF AUTHORITY

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

## AUDITORS' CERTIFICATE OF CORPORATE GOVERNANCE

The Company has complied with all mandatory requirements of the Corporate Governance Guidelines as enumerated in the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission. M.Z. Islam & Co., Chartered Accountants, have certified that the Company complied with the conditions of Corporate Governance as stipulated under the Corporate Governance Guidelines, which are annexed to pages-83-97 of this annual report.

## 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.

## DIVIDEND DISTRIBUTION POLICY

Under 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, eGeneration also ensures the 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.egeneration.co](http://www.egeneration.co).

## SUMMARY OF UNPAID OR UNDISTRIBUTED DIVIDEND

eGeneration always thrives to complete the dividend distribution process within the schedule. At first, we distribute all the dividends through BEFTN within the stipulated time frame; 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.

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

A summary of the unpaid or unclaimed cash dividends, including bank interest and others, is mentioned below:

### Unclaimed Dividend

Opening Balance	1,034,679.93	728,426.50
Add: Dividend for the year	51,462,459.47	46,672,197.00
Total Dividend	52,497,139.40	47,400,623.50
Paid during the period	(42,885,185.30)	(46,365,943.57)
<b>Closing balance</b>	<b>9,611,954.10</b>	<b>1,034,679.93</b>

In compliance with clause 3 (vii) of the BSEC Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, the summary of the unclaimed dividend is as follows which includes Bank interest and others.

#### Unclaimed Dividend year wise breakdown :

Remaining Dividend for 2020-21	410,048.80	410,048.80
Remaining Dividend for 2021-22	226,399.25	226,399.25
Remaining Dividend for 2022-23	303,687.45	303,687.45
Remaining Dividend for 2023-24	8,569,264.17	-
Bank Interest (Net off Tax)	102,554.40	94,544.43
<b>Total</b>	<b>9,611,954.07</b>	<b>1,034,679.93</b>

#### **DIRECTORS' APPOINTMENT, RETIREMENT, AND RE-APPOINTMENT:**

The Board adheres to regulatory requirements regarding the appointment, retirement, and re-appointment of Directors. Shareholding Directors are subject to retirement by rotation in Annual General Meetings. The tenure of Independent Directors is three years, extendable by another three years, with a mandatory gap of one tenure.

Mr. Shameem Ahsan, Director will retire from the Board of eGeneration PLC at the 22nd Annual General Meeting. Subsequently, he is eligible for re-election or re-appointment to the Board of Directors.

The brief resumes of the above Directors, in compliance with notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 of Bangladesh Securities and Exchange Commission (BSEC), are given in the Directors' profile on page-14 of this annual report.

#### **DECLARATION BY INDEPENDENT DIRECTORS:**

All Independent Directors have provided the necessary declaration to confirm their independence, as mandated by the Corporate Governance Code.

#### **MEETINGS AND ATTENDANCE:**

During the year, all Directors consistently attended Board meetings, and the regulations compensated them for their participation.

#### **CODE OF CONDUCT:**

The Board has developed a 'Code of Conduct for the Board members' to ensure sound corporate governance practices. All Board members have certified their compliance with this code.

#### **INTERNAL CONTROL:**

The Board is responsible for the company's internal control system, designed to mitigate risk exposure, facilitate efficiency, safeguard assets, maintain

accurate financial records, and ensure compliance with laws and regulations.

#### **SPONSORS AND DIRECTORS' JOINT SHAREHOLDING:**

eGeneration PLC complies with BSEC guidelines by ensuring that Sponsors and Directors, other than Independent Directors, jointly hold more than 30% of the paid-up capital.

#### **EACH DIRECTOR'S INDIVIDUAL SHAREHOLDING:**

By BSEC guidelines, all Directors, except Independent Directors, hold more than 2% of the paid-up capital, as required.

#### **SHAREHOLDING COMPOSITION OF EGENERATION:**

The report provides details of the company's shareholding pattern, including the ownership of securities by the members of the Board of Directors on Annexure-III, page-53.

#### **APPOINTMENT OF STATUTORY AUDITORS:**

The Board recommends that M. Z. Islam & Co., Chartered Accountants, be appointed statutory auditors for 2025-2026 for the second tenure, per BSEC guidelines.

#### **APPOINTMENT OF COMPLIANCE AUDITOR:**

The Board recommends that Mohammadullah & Associates, Chartered Secretaries, be appointed as the compliance auditor for 2025-2026, per BSEC guidelines.

#### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE:**

The auditors' certificate on compliance with the Corporate Governance Code is provided in this report.

#### **INDEPENDENCE OF STATUTORY AUDITORS:**

To ensure independence, the company's statutory auditors are prohibited from providing non-audit services. Tax and professional services are handled separately.

#### **COMPLIANCE WITH RULES, REGULATIONS, AND LAWS:**

eGeneration complies with various local laws and regulations, including those from the Ministry of Commerce, BIDA, BSEC, RJSC, NBR, and other authorities.

#### **SECRETARIAL STANDARDS:**

The company complies with all mandatory secretarial standards issued by the Bangladesh Institute of Chartered Secretaries.

#### **HUMAN CAPITAL:**

eGeneration recognizes the importance of investing in human capital to sustain growth. The company emphasizes career progression, performance

appraisals, feedback, training, and improving working conditions for its employees.

#### **CYBERSECURITY:**

Advanced security controls and threat analytics are employed to protect the organization from cyber threats. Cybersecurity staff receive ongoing training to stay updated.

#### **CREDIT RATING:**

The company conducts annual credit ratings, with the results disclosed per regulatory requirements.

#### **CONCLUSION:**

eGeneration PLC reaffirms its commitment to upholding the highest standards of corporate governance. The company's governance practices are aligned with regulatory guidelines and aim to enhance trust, transparency, and shareholder value.

## ANNEXURE - VI

## CERTIFICATE OF CORPORATE GOVERNANCE

**MOHAMMADULLAH & ASSOCIATES**  
CHARTERED SECRETARIES & CONSULTANTS

**Register Office:**  
222/1 Tejkunipara, Tejgaon  
Dhaka-1215.

**Liaison Office:**  
Flat 4, House 35, Road 2, Block B  
Nikatan, Gulshan, Dhaka-1212.

**Contact**  
Phone : + 880 1713 333 224  
E-mail: smullah1955@gmail.com

**Report to the Shareholders of  
eGeneration PLC.  
on  
Compliance with the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by eGeneration PLC. for the year ended 30th June, 2025. This Code relates to the Notification No. BSEC/CMRRC/2006-158/207/Admin/80 dated June 03, 2018 and its latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission;
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The Governance of the Company is satisfactory.

**Mohammadullah & Associates**  
Chartered Secretaries



**Shaikh Mohammadullah**

MBA (IBA), LL.B, FCS

Practicing Chartered Secretary & Consultant

Place: Dhaka

Date: November 03, 2025

**ANNEXURE - VII**

# STATUS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (CGC)

**[eGeneration PLC]**

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

Status of compliance for the period ended 30th June 2024 of **eGeneration PLC** with the conditions imposed by **Bangladesh Securities and Exchange Commission (BSEC)** vide Notification No. **BSEC/CMRRC-D/2006-158/207/Admin/80 dated 03 June 2018** and its latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969  
**(Report under Condition No. 9)**

<b>Condition No.</b>	<b>Title</b>	<b>Compliance Status (Put ✓ in the appropriate column)</b>		<b>Remarks (if any)</b>
		<b>Complied</b>	<b>Not Complied</b>	
<b>1</b>	<b>Board of Directors</b>			
1(1)	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		The Board of Directors of eGeneration PLC consists of 06 (six) members, including 03 (three) Independent Directors.
1(2)	<b>Independent Directors</b>			
1(2)(a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):  Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	✓		There are three Independent Directors on the Company's Board, including one female representative.
1(2)(b)	Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director –	✓		
1(2)(b)(i)	<b>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.</b>			
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 .	✓		
1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years.	✓		

<b>Condition No.</b>	<b>Title</b>	<b>Compliance Status (Put ✓ in the appropriate column)</b>		<b>Remarks (if any)</b>
		<b>Complied</b>	<b>Not Complied</b>	
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated Companies.	✓		
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange.	✓		
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of Stock Exchange or an intermediary of the capital market.	✓		
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code.	✓		
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies.	✓		
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution.	✓		
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude.	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM):  Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company.	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	✓		No such case in the reporting year.
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.  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].	✓		
<b>1(3)</b>	<b>Qualification of Independent Director :</b>			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regularity requirements and corporate laws and can make meaningful contribution to the business	✓		
<b>1(3)(b)</b>	<b>Independent Director shall have following qualifications :</b>			

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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	-		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid-up-capital of Tk. 100.00 million or of a listed Company; or	✓		
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law:  Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	-		N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	✓		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.			N/A
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b).	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-		No such issue arose.
<b>1(4)</b>	<b>Duality of Chairpersons of the Board of Directors and Managing Director or Chief Executive Officer:</b>			
1(4)(a)	The positions of the Chairpersons of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals.	✓		
1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company.	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and / or Chief Executive Officer.	✓		

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

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons thereof shall be disclosed.	✓		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained.	-		No such matter to explain
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		
1(5)(xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year.	✓		
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	✓		
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director.	✓		
<b>1(5)(xxiii)</b>	<b>A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:</b>			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details).	-		N/A
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details).	✓		
1(5)(xxiii)(c)	Executives; and [Executives means top salaries person other than Directors, CEO, CS, CFO & HIAC]	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details).	✓		
<b>1(5)(xxiv)</b>	<b>In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:</b>			
1(5)(xxiv)(a)	A brief resume of the director.	✓		
1(5)(xxiv)(b)	Nature of his her expertise in specific functional areas.	✓		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxv)	<b>A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:</b>			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements.	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes.	✓		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof.	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the Country and the globe.	✓		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company.	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM.	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A.	✓		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	✓		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	✓		
1(6)	<b>Meetings of the Board of Directors :</b>			
	The Company shall conduct its Board Meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1(7)	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:</b>			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other Board members and Chief Executive Officer of the Company.	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentiality; conflict of interest, compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		
<b>2</b>	<b>Governance of Board of Directors of Subsidiary Company :</b>			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company.	-		N/A
2(b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company.	-		N/A
2(c)	The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company.	-		N/A
2(d)	The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also.	-		N/A
2(e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company.	-		N/A
<b>3</b>	<b>Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).</b>			
<b>3(1)</b>	<b>Appointment</b>			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO), and a Head of Internal Audit and Compliance (HIAC).	√		
3(1)(b)	The position of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals.	√		
3(1)(c)	<p>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.</p> <p>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.</p> <p>Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately.</p>	√		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		
<b>3(2)</b>	<b>Requirement to attend Board of Directors' Meetings:</b>			
3(2)	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.	✓		
<b>3(3)</b>	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer CFO :</b>			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief.	✓		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	✓		
3(3)(a)(ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.	✓		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members.	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
<b>4</b>	<b>Board of Directors' Committee:</b>			
4(i)	For ensuring good governance in the Company, The Board shall have at least following sub-committees: Audit Committee; and	✓		
4(ii)	Nomination and Remuneration Committee.	✓		
<b>5</b>	<b>Audit Committee:</b>			
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.	✓		
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.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
<b>5(2)</b>	<b>Constitution of the Audit Committee (AC)</b>			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members.	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the Company excepting Chairpersons of the Board and shall include at least 1 (one) independent director.	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience.	✓		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed 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.	-		No such matter to explain
5(2)(e)	The Company Secretary shall act as the secretary of the Committee.	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
<b>5(3)</b>	<b>Chairperson of Audit Committee:</b>			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director.	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-		No such issue arose
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.	✓		
<b>5(4)</b>	<b>Meeting of the Audit Committee:</b>			
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.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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.	✓		Independent director remains present in the meeting.
<b>5(5)</b>	<b>Role of Audit Committee:</b>			
	<b>The Audit Committee shall:-</b>			
5(5)(a)	Oversee the financial reporting process.	✓		
5(5)(b)	Monitor choice of accounting policies and principles.	✓		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report.	✓		
5(5)(d)	Oversee hiring and performance of external auditors.	✓		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval.	✓		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.	✓		
5(5)(h)	Review the adequacy of internal audit function.	✓		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report.	✓		
5(5)(j)	Review statement of all related party transactions submitted by the management.	✓		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by the statutory auditors.	✓		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors.	✓		
5(5)(m)	<p>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.</p> <p>Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital etc.), on a quarterly basis, as a part of their quarterly declaration of financial results.</p>	-		No such issue arose

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	✓		
<b>5(6)</b>	<b>Reporting of the Audit Committee:</b>			
<b>5(6) (a)</b>	<b>Reporting to the Board of Directors</b>			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
<b>5(6)(a)(ii)</b>	<b>The Audit Committee shall immediately report to the Board on the following findings, if any:</b>			
5(6)(a)(ii)(a)	Report on conflicts of interests.	-		No such case
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.	-		No such issue arose
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations.	-		No such issue arose
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	-		No such issue arose
<b>5(6)(b)</b>	<b>Reporting to the Authorities:</b>			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-		No such issue arose
<b>5(7)</b>	<b>Reporting to the Shareholders and General Investors:</b>			
	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.	✓		
<b>6</b>	<b>Nomination and Remuneration Committee (NRC):</b>			
<b>6(1)</b>	<b>Responsibility to the Board of Directors</b>			
6(1)(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board.	✓		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executives.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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).	✓		
<b>6(2)</b>	<b>Constitution of the NRC</b>			
6(2)(a)	The Committee shall comprise of at least three members including an independent director.	✓		
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors.	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.	✓		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee.	✓		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee.	-		No such issue arose
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/ or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and / or member(s) of staff shall be required or valuable for the Committee.	-		No such issue arose
6(2)(g)	The Company Secretary shall act as the secretary of the Committee.	✓		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.	✓		
<b>6(3)</b>	<b>Chairperson of the NRC:</b>			
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.	-		No such issue arose
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.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
<b>6(4)</b>	<b>Meeting of the NRC:</b>			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC.	✓		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2) (h).	✓		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
<b>6(5)</b>	<b>Role of the NRC:</b>			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	✓		
<b>6(5)(b)</b>	<b>NRC shall oversee, among others, the following matters and make report with recommendation to the Board:</b>			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following.	✓		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully.	✓		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	✓		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflection short and long-term performance objectives appropriate to the working of the Company and its goal.	✓		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.	✓		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommended their appointment and removal to the Board.	✓		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board.	✓		
6(5)(b)(v)	Identification the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.			
6(5)(b)(vi)	Developing, recommending and reviewing annually the Company's human resource and training policies.	✓		
6(5)(c)	The Company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
<b>7</b>	<b>External or Statutory Auditors:</b>			
7(1)	<b>The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely.</b>			

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
7(1)(i)	Appraisal or valuation service or fairness opinions.	✓		
7(1)(ii)	Financial information systems design and implementation.	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements.	✓		
7(1)(iv)	Broker-dealer services.	✓		
7(1)(v)	Actuarial services.	✓		
7(1)(vi)	Internal audit services or special audit services.	✓		
7(1)(vii)	Any services that the Audit Committee determines.	✓		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1).	✓		
7(1)(ix)	Any other service that creates conflicts 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 .	✓		
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.	✓		
<b>8</b>	<b>Maintaining a website by the Company:</b>			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	✓		<a href="https://egeneration.co">https://egeneration.co</a>
8(2)	The Company shall keep the website functional from the date of listing.	✓		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
<b>9</b>	<b>Reporting and Compliance of Corporation Governance:</b>			
9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		Duly appointed.
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.	✓		

# AUDIT COMMITTEE REPORT

## Dear Shareholders,

We are pleased to present an overview of the Audit Committee's operations for the year 2024-2025. This section outlines the Committee's key activities and highlights its continued role in safeguarding the integrity of the Company's financial reporting, as well as ensuring the effectiveness of our risk management framework, internal controls, and related governance processes.

## Composition and Meetings

The Audit Committee of eGeneration PLC comprises of three (3) Independent Directors. All members possess adequate qualifications as determined in the Corporate Governance Code promulgated by the Bangladesh Securities and Exchange Commission (BSEC). The Committee includes:

Name	Designation
Mr. Shah Imraul Kaeesh (Independent Director)	Chairman
Prof. Dr. Mohammed Shafiu1 Alam Khan (Independent Director)	Member
Prof. Dr. Rabeya Sultana (Independent Director)	Member

\*\*\*Please note that Prof. Dr. Rabeya Sultana retired from the Board on 29 October 2025. Upon receiving approval from the Bangladesh Securities and Exchange Commission (BSEC), the proposed Independent Director, Assoc. Prof. Rabita Sabah, will be appointed to fill the vacancy created by her retirement. The Independent Director, Mr. Shah Imraul Kaeesh, acts as Chair of the Committee. As per the regulatory guidelines, the Company Secretary, Ahsan H. Aminur, acts as Secretary to the Committee. The Audit

Committee, accordingly, performs in coherence and ensures compliance with the Corporate Governance Code promulgated by the BSEC.

A total of 5 (five) meetings were held in 2024-2025. Mr. Shameem Ahsan (Managing Director of eGeneration PLC) attended the meeting as a special invitee. A record of the Members' attendance at the Audit Committee meetings during 2024-2025 is given below:

Name	Designation	Attendance	Percentage
Mr. Shah Imraul Kaeesh	Chairman	4/4	100
Prof. Dr. Mohammed Shafiu1 Alam Khan	Member	4/4	100
Prof. Dr. Rabeya Sultana	Member	4/4	100

Permanent invitees to the meetings were the Chief Financial Officer (CFO), the Head of Internal Audit, and the Company Secretary. Relevant heads of divisions and other members of the Management attended the meetings on occasion, as required.

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**Major Responsibilities of the Audit Committee**  
The purpose, authority, composition, duties, and responsibilities of the Audit Committee are outlined in its Charter. Some of the significant responsibilities of the Audit Committee are as follows:

- Review the annual, half-yearly, and quarterly financial statements and other financial results, and upon its satisfaction with the review, recommend the same to the Board for approval.
- Propose best practices for disclosure of financial results and annual reports of the company, in line with the principles set out in the Bangladesh Code on Corporate Governance and other applicable laws, rules, directives, and guidelines.
- Recommend appointment, termination, and determination of audit fees for statutory auditors. Consider the scope of work and oversee and evaluate the work performed by the statutory auditors. Review permitted non-audit services performed by statutory auditors.
- Exercise its oversight of the work of

eGeneration Internal Audit. Review the effectiveness of internal audit functions including performance, structure, adequacy of resources, and compliance with professional standards. Examine audit findings and material weaknesses and monitor the implementation of audit action plans.

- Oversee whether the proceeds raised through an Initial Public Offering (IPO) have been utilized as per the purposes stated in the prospectus approved by the BSEC.
- Exercise its oversight of the work of eGeneration Ethics & Compliance. Review of the Compliance Plan.
- Review related party transactions to ensure compliance with relevant statutory rules and regulations.

#### **Major Activities of the Audit Committee during the reporting period**

The Committee carried out its activities as guided by the Code of Corporate Governance of BSEC. During the reporting period, the Committee performed the following activities:

- Reviewed and recommended the quarterly and annual financial statements for the year ended 30 June 2024. Considered and made recommendations to the Board on the appointment and remuneration of statutory auditors, Fames & R., Chartered Accountants.
- Reviewed the performance of the external auditors and the improvement areas they recommended for the year under review along with management's responses thereon.
- Reviewed the Auditors' Certification on compliance with Corporate Governance for the year ended 30 June 2024
- Approved annual report to the shareholders of the Audit Committee.
- Reviewed and recommended the quarterly Financial Statements for the year 2024-2025.

- Reviewed and recommended the Compliance Plan for 2024-2025.
- Discussed Internal Audit reports and findings and guided the completion of the annual audit plan.
- Reviewed the Enterprise Risk Management (ERM) process and the top risks for the Company.
- Monitored the implementation status of audit action plans and guided to ensure timely completion of action plans.
- Reviewed and recommended related party transactions.
- Reviewed Management Letter issued by the External Auditors in their presence.
- Reviewed and received reports on the matters per the Bangladesh Securities and Exchange Commission (BSEC) requirement.
- Reviewed other issues and incidents of significance as per the Audit Committee

The minutes of the Committee meetings, containing all relevant issues along with suggestions and recommendations, were consistently placed before the Board of Directors for its approval.

The eGeneration PLC Board Audit Committee believes that effective and efficient internal controls, policies, procedures, and risk management systems are in place to provide reasonable assurance that the company's assets are adequately protected and its financial position is well managed.

For and on behalf of the Board Audit Committee of eGeneration PLC.



**Shah Imraul Kaeesh**

Chairman of the Board Audit Committee

# REPORT OF NOMINATION AND REMUNERATION COMMITTEE (NRC)

## Dear Shareholders,

This report presents an overview of the activities of the Nomination and Remuneration Committee (NRC) for the financial year 2024–2025 and outlines its key roles, responsibilities, and functions.

The Board of Directors of eGeneration PLC has duly constituted the NRC in compliance with the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC). As a sub-committee of the Board, the NRC supports the Board in developing policies and criteria related to the nomination and appointment of directors and senior executives, including defining required qualifications, professional attributes, experience, and independence. The Committee also assists in establishing a structured approach to determining the remuneration of directors and senior-level executives.

## TERMS OF REFERENCE

In accordance with the BSEC Corporate Governance Code, the Board has defined the Terms of Reference of the NRC. Under these Terms, the Committee is

responsible for formulating:

- Nomination criteria and policies for determining the qualifications, positive attributes, experience, and independence of directors and top-level executives; and
- A formal process and policy for determining the remuneration structure for directors and top-level executives.

## COMPOSITION

The Nomination and Remuneration Committee (NRC) of eGeneration PLC is composed entirely of Independent Directors of the Board, ensuring objectivity, transparency, and adherence to regulatory guidelines. The Committee is chaired by an Independent Director, reflecting the Company's commitment to maintaining strong corporate governance practices in line with the Bangladesh Securities and Exchange Commission's (BSEC) Corporate Governance Code–2018.

Sl. No.	Name	Designation
1	Prof. Dr. Mohammed Shafiu1 Alam Khan (Independent Director)	Chairman
2	Mr. Shah Imraul Kaeesh (Independent Director)	Member
3	Prof. Dr. Rabeya Sultana (Independent Director)	Member

\*\*\* Please note that Prof. Dr. Rabeya Sultana retired from the Board on 29 October 2025. Upon receiving approval from the Bangladesh Securities and Exchange Commission (BSEC), the proposed Independent Director, Assoc. Prof. Rabita Sabah, will be appointed to fill the vacancy created by her retirement.

Prof. Dr. Mohammed Shafiu1 Alam Khan, Independent Director, serves as the Chair of the Committee. In accordance with regulatory requirements, the Company Secretary performs the role of Secretary to the NRC. The Committee plays a vital role in supporting the Board by ensuring full compliance with the Corporate Governance Code of the BSEC and by overseeing key processes related to Board nominations, senior management appointments, and

remuneration policies.

Permanent invitees to NRC meetings include the Chief Executive Officer, the Head of Human Resources and Administration, the Company Secretary, relevant divisional heads, and other members of the management team, who attend as necessary based on the agenda and discussion requirements.

## QUALIFICATION

The eGeneration PLC Nomination and Remuneration Committee (NRC) members possess adequate business management and corporate governance knowledge. The detailed qualifications of the existing members of the Committee are set out in the brief profile of the Directors Profile on pages,15-16 of this Annual Report.

## ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Nomination and Remuneration Committee (NRC) flow directly from the Board's oversight functions. The NRC's purpose, authority, duties, and responsibilities are delineated in its terms of reference. The prime responsibilities of the NRC, among others, are as follows:

- (1) NRC shall be independent and responsible or accountable to the Board and shareholders
- (2) NRC shall oversee, among others, the following matters and make a report with recommendations to the Board:
  - a) Formulating the criteria for determining qualifications, positive attributes, and independence of a director and recommending a policy to the Board relating to the remuneration of Directors and top-level executives, considering the following:
    - I. The level and composition of remuneration are reasonable and sufficient to attract, retain, and motivate suitable Directors to steward the Company successfully.
    - II. The alignment of remuneration to performance is precise and meets appropriate performance benchmarks.
    - III. Remuneration to Directors and top-level executives involves balancing fixed and incentive pay, reflecting short-term and long-term performance objectives appropriate to the Company's work and goals.
  - (b) Devising a policy on the Board's diversity, considering age, gender, experience, ethnicity, educational background, and nationality.
  - (c) Identifying people who are qualified to become Directors and who may be appointed to top-level executive positions, by the criteria laid down, and recommending their appointment and removal to the Board.
  - (d) Formulating the criteria for evaluating the performance of Independent Directors of the Board.
  - (e) Identifying the Company's needs for employees at different levels and determining their selection, transfer, replacement, and promotion criteria.
  - (f) Developing, recommending, and reviewing annually the Company's human resources and training policies; and
  - (g) Develop a succession plan for the Board and top-level executives, and regularly review the plan.

## NOMINATION POLICY

The Nomination and Remuneration Committee (NRC) is responsible for identifying and assessing individuals for appointment to the Board, ensuring alignment with the Board's diversity policy and the Company's strategic requirements. In evaluating potential Directors, the NRC considers integrity, qualifications, expertise, experience, and overall suitability for the role before recommending appointments to the Board.

For the recruitment of top-level executives, candidates must demonstrate the requisite qualifications, professional expertise, and relevant experience for the position under consideration. For operational efficiency, the Managing Director is authorized to identify and appoint suitable candidates for top-level executive positions. When deemed necessary, the Managing Director may seek guidance or recommendations from the Committee or the Board.

## REMUNERATION POLICY

The Company's remuneration framework is designed to attract, retain, and motivate competent and high-performing individuals at all levels. Remuneration for Directors, top-level executives, and employees is structured to be fair, competitive, and aligned with industry standards.

The remuneration structure ensures a clear relationship between performance and reward, encouraging the achievement of defined performance benchmarks. It maintains an appropriate balance between fixed compensation and performance-based incentives, reflecting the successful attainment of both short-term and long-term Company objectives.

## EVALUATION CRITERIA

The NRC conducts an annual performance evaluation of each Director. Evaluation criteria include understanding of roles and responsibilities, level of participation, professional conduct, oversight effectiveness, and independence. Appointment, reappointment, or continuation of Directors is determined based on the results of this annual evaluation.

The Committee also evaluates the performance of top-level executives against established individual Key Performance Indicators (KPIs). Decisions regarding promotion or continuation of top-level executives are based on the annual evaluation outcomes and alignment with the Company's performance benchmarks.

### TOP-LEVEL EXECUTIVE SELECTION AND REMUNERATION POLICY

The company's performance depends upon the quality of its Top-Level Executives. The Company strives to attract, motivate, and retain highly skilled Top-Level Executives.

Recruitment standards support eGeneration's reputation as an employer of choice.

eGeneration's remuneration policy strives to attract highly motivated Top-Level Executives and to retain

them to add value to the company's growth and development.

### MEETINGS AND ATTENDANCE

The committee met three times during the financial year 2024-2025. The present NRC committee was constituted on 06 January 2024.

A record of the members' attendance at the NRC meeting during 2024-2025 is given below.

Sl. No.	Name of the Committee Members	Attendance	Percentage
1	Dr. Mohammed Shafiu1 Alam Khan (Independent Director)	3/3	100%
2	Mr. Shah Imraul Kaeesh (Independent Director)	3/3	100%
3	Dr. Rabeya Sultana (Independent Director)	3/3	100%

### ACTIVITIES CARRIED OUT DURING FINANCIAL YEAR 2024-2025

In accordance with the Terms of Reference of the Nomination and Remuneration Committee (NRC), the Committee undertook the following key activities during the financial year 2024-2025:

- Reviewed and refined the nomination criteria and policies for determining the qualifications, positive attributes, experience, and independence of Directors and top-level executives.
- Assessed the performance of top-level executives based on their respective Key Performance Indicators (KPIs).
- Reviewed and updated the performance evaluation criteria for Independent Directors and the Board as a whole.
- Evaluated the Company's human resource requirements across different levels and reviewed criteria for employee selection, transfer or replacement, and promotion.
- Examined the Company's human resource management and training policies.
- Reviewed the compensation structure and salary levels across various tiers of the organization.
- Reviewed matters relating to the appointment and reappointment of Directors.
- Identified vacancies in regulatory mandatory positions and recommended suitable

candidates to the Board for appointment.

- Reviewed the Company's compensation and benefits policies to ensure competitiveness and alignment with best practices.

### AUTHORITY

The Nomination and Remuneration Committee discharged its responsibilities with due care, diligence, transparency, and independence, always acting in good faith and in the best interest of the Company and its stakeholders.

The Committee is empowered to obtain any information it requires from the Company and may request the presence of any Director or member of Management at its meetings. All employees are expected to fully cooperate with the Committee's requests.

The Committee remains committed to carrying out its duties with fairness, equality, and in strict adherence to the principles of good corporate governance.

On behalf of the Nomination and Remuneration Committee



**Prof. Dr. Mohammed Shafiu1 Alam Khan**  
Chairman of the NRC



# HUMAN CAPITAL

At eGeneration PLC, our success is deeply intertwined with our employee-centric culture. We firmly believe that the well-being, growth, and satisfaction of our team members are not just integral to our success but define it. Reflecting on the past year, our unwavering commitment to fostering an environment that values and prioritizes our employees is evident through the array of Human Resources (HR) initiatives thoughtfully designed to enhance the workplace experience.

## Human Resources Best Practices

### 1. Talent Acquisition Excellence

Our talent acquisition strategy focuses on identifying individuals who not only possess the right skills but also align with our organizational values. This approach has enabled us to attract top-tier talent while enriching the cultural diversity of our organization.

### 2. Diversity and Inclusion

At eGeneration, diversity is more than just a concept—it's a cornerstone of our identity. By embedding diversity and inclusion into our hiring practices, we foster a workplace where diverse perspectives come together, driving innovation and creativity.

### 3. Continuous Learning and Development

We place immense importance on continuous learning and professional growth. Through employee development programs, mentorship opportunities, and upskilling initiatives, we ensure our team remains competitive and adaptive in a rapidly evolving business landscape.

### 4. Well-being and Work-Life Balance

A healthy and balanced workforce is the foundation of productivity. Our commitment to employee well-being is evident in wellness programs, mental health support, and flexible work arrangements. These initiatives create a healthier work environment and elevate overall job satisfaction.

### 5. Performance Management and Recognition

Performance at eGeneration is a collaborative effort. Our comprehensive performance management system emphasizes constructive feedback and continuous improvement. Additionally, our recognition and reward programs celebrate the exceptional contributions of our team members, reinforcing a culture of appreciation.

### 6. Innovative HR Technology

We leverage technology to enhance efficiency and streamline HR processes. From recruitment to employee engagement, our integration of cutting-edge HR technology enables us to focus on strategic initiatives while improving overall operational effectiveness.

### 7. Corporate Social Responsibility (CSR)

Our commitment extends beyond business objectives to making a positive societal impact. Through CSR initiatives focused on community development, education, and sustainability, we reinforce our dedication to driving meaningful change in the world.

## DECLARATION BY MD & CFO

20 October 2025

The Board of Directors  
eGeneration PLC.  
Ranks Business Center Level 9,  
Ka-218/1, Pragati Sarani, Kuril,  
Dhaka 1229, Bangladesh.

**Subject: Declaration on Financial Statements for the year ended on 30 June 2025**

Dear Sirs,

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

- 1) The Financial Statements of eGeneration PLC for the year ended on 30 June 2025 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.
- 4) To ensure the 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 received the financial statements for the year ended on 30 June 2025 and to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
  - b) these statements collectively present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



**Emran Abdullah**  
Managing Director



**Md. Naymur Rahman ACA**  
Chief Financial Officer

# INDEPENDENT AUDITORS' REPORT

## To the Shareholders of eGeneration PLC

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of eGeneration PLC, which comprise the Statement of Financial Position as at June 30, 2025; Statement of Profit or Loss and Other Comprehensive Income; Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information disclosed in notes 1 to 36.05, and Annexure- A & B.

In our opinion, the accompanying financial statements gives a true & fair view, in all material respects, the financial position of the Company as at June 30, 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

#### Basis For Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International

Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements for the year ended on June 30, 2025. These matters were addressed in the context of the audit of the financial statements as a whole and in forming the auditors' opinion thereon and we do not provide a separate opinion on these matters.

We have fulfilled the responsibilities described in the auditors' responsibilities for the audit of the financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatements of our financial statements, the results of our audit procedures, including the procedures performed to address the matters below;

Key Audit Matters	How our audit addressed the key audit matters
<p><b>Revenue</b></p> <p>We identified revenue recognition as key audit matter and a significant risk of material misstatement because of the risk related to the timing and accuracy of the recognized amounts of revenue. The company has reported revenue of BDT <b>438,297,521</b> for the year ended June 30, 2025.</p> <p>Recognition of revenue is complex due to several types of customer contracts utilized, including sale of software and service sales. There is also a risk that revenue may be overstated understated due to the timing differences.</p>	<p>➤ Our audit procedures included obtaining an understanding of management's revenue recognition process. We tested a sample of transactions to verify whether the revenue was accounted for in accordance with the revenue recognition policy as disclosed in Note- 3.6 of the financial statements. In addition, we assessed whether the disclosed revenue accounting policy was in accordance with relevant accounting standards.</p>

<p>Recognition of revenue is complex due to several types of customer contracts utilized, including sale of software and service sales.</p> <p>There is also a risk that revenue may be overstated understated due to the timing differences.</p> <p>We focused on this area as recognition of revenue involves significant judgment and estimates made by management including whether contracts contain multiple performance obligations which should be accounted for separately and the most appropriate method for recognition of revenue for identified performance obligations. This comprises allocation of consideration to the individual performance obligations of multielement contracts as noted above, assessing whether performance obligations under supply and installation contracts are satisfied at a point in time or over time.</p> <p>Further, it comprises the point in time when transfer of control has occurred regarding sale of software and assessing the degree of completion of project and service contracts, which are accounted for over time.</p> <p>See <b>Note-28.00</b> to the financial statements.</p>	<ul style="list-style-type: none"> <li>➤ For the revenue recognized throughout the year, we tested selected key controls, including results reviews by management, for their operating effectiveness and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement captions.</li> <li>➤ Our audit procedures on implementation of IFRS 15 Revenue from contracts with Customers, we verified management's conclusion from assessing different types of Contracts and the accuracy of the accounting policies in light of the industry specific circumstances and our understanding of the business. We tested the appropriateness of the accounting treatment on a sample basis. In addition, we verified the accuracy of IFRS 15 related party disclosures.</li> <li>➤ These procedures included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition. We performed enquiries with management to understand their risk assessments and inspected meeting minutes to identify relevant changes in their assessments and estimates.</li> <li>➤ Our audit approach was a combination of test of internal controls and substantive procedures.</li> </ul>
<p><b>Valuation of Inventory</b></p> <p>The Company had inventory of <b>BDT 2,863,319 /-</b> As at June 30,2025. On the reporting date, inventories are carried at the lower of cost and net realizable value. As such, the companies apply judgment in determining the appropriate values of inventory in accordance with International Accounting Standards.</p> <p>Considering the risk as stated above the valuation of Inventory is a key audit matter to the Financial Statements. See <b>note- 09.00</b> to the financial statements.</p>	<p>As part of our audit testing against closing inventories, we performed the following audit procedures in response to the assessed risk of material misstatements:</p> <ul style="list-style-type: none"> <li>• Evaluating the design and implementation of key inventory controls operated across the company, including those at a sample of, factory production house, warehouse;</li> <li>• Evaluating internal controls to monitor or keep track of inventory movement;</li> </ul>

	<ul style="list-style-type: none"> <li>• Reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year;</li> <li>• Reassessing reasonableness and adequacy of provision required to write down the cost of inventories recognized to net realizable value against slow moving, obsolete and damaged items to test both accuracy and valuation of reported amount.</li> </ul>
<p><b>Valuation of Tangible Assets</b></p> <p>The carrying value of the tangible fixed assets is as at June 30, 2025 BDT. 253,074,077/- The valuation of tangible fixed assets was identified as a key audit matter due to significance of this balance to the Financial Statements.</p> <p>The expenditures are classified as an asset, if it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.</p> <p>The useful lives of tangible fixed assets items are based on management's estimates regarding the period over which an asset is expected to be available for use. The estimates of the useful life of the assets is a matter of judgments based on the experience of the entity with similar assets and also take into consideration the physical condition of the assets.</p> <p>See <b>note - 4.00</b> to the financial statements</p>	<ul style="list-style-type: none"> <li>• Our audit procedures performed during the audit to address the risks identified consist of the following:</li> <li>• Obtaining and documenting detailed understanding regarding procurement process of PPE and identified relevant control points and their implementation.</li> <li>• Reviewing recognition, measurement and valuation basis of PPE in compliance with requirement of IAS 16: Property, plant and equipment.</li> <li>• Performing test of details against sampled population with supporting evidence as maintained by the company in test the accuracy, valuation of capitalized amount and ownership of the assets.</li> <li>• Assessing the appropriateness and presentation of disclosures notes to the financial statements with the requirement of IAS 16 and other relevant IFRSs.</li> </ul>
<p><b>Evaluation of Intangible Assets</b></p> <p>The intangible asset reported in the financial statements is BDT 146,061,251/- which we identified as a key audit matter due to the significance of this balance to the financial statements along with its nature. The tangible assets include the purchased software license, implementation and integration and system development costs related to the software. Periodic impairment testing of this intangible requires determination of recoverable amounts and value in use. Both these values involve significant management's estimates and judgments that can give rise to material misstatements or management bias.</p>	<ul style="list-style-type: none"> <li>• We assessed the processes and controls put in place by the company over the review of intangible assets an impairment analysis.</li> <li>• We obtained an understanding, evaluated the design and tested the operating effectiveness of the key controls over the recognition of intangible assets, impairment testing including controls over market data inputs into valuation models, model governance and valuation adjustments. We evaluated the appropriateness of future cash flows that is to be generated from the use of intangible assets.</li> <li>• Overall, we considered the measurement inputs and assumptions used by management to be in line with our</li> </ul>

<p>See <b>note - 5.00</b> to the financial statements</p>	<p>expectations and to lie also within a range that we consider reasonable.</p> <ul style="list-style-type: none"> <li>Finally, assessed the appropriateness and presentation of disclosures against relevant accounting standards.</li> </ul>
<p><b>Trade and Other Receivables</b></p> <p>The total amount of Account Receivable is <b>BDT 334,276,947/- at 30 June, 2025</b>. There are significant large numbers of individual customers. Customers in different business segments and jurisdictions are subject to their independent business risk. The increasing challenges over the economy and operating environment in developing the software and sale of service during the year have increased the risks of default on receivables from the customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customer's fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Accordingly, we identified the recoverability of receivables as a key audit matter because of the significance of receivables to company's Financial Position and because of the significant degree of management judgment involved in evaluating the adequacy of the allowance for doubtful debts.</p> <p>See <b>note - 10.00</b> to the financial statements</p>	<p>Reviewing recognition, measurement and valuation basis in compliance with requirement of IAS 32: Account and other Receivables.</p> <p>Performing test of details sampled population with supporting evidence as maintained by the company to test the accuracy, valuation aging or Accounts Receivables, Assessing the appropriateness and presentation of disclosures notes to the financial statements with the requirement of IAS 39 and other relevant IFRS's 09. Sending Balance Confirmations requests to selected parties. Verifying subsequent realization against the outstanding balance.</p>
<p><b>Long- Term Loan &amp; Short-Term Loan</b></p> <p>As at <b>June 30, 2025</b>, the reported amount of total Term loan (Long &amp; Current portion) is BDT <b>24,867,854 /-</b> and Short-term Borrowings is BDT <b>105,709,272 /-</b> respectively.</p> <p>The company may face difficulties due to unfavorable movement in interest rate &amp; monetary policy that may result in short-term and cash flow crisis</p> <p>See <b>note - 17.00,19.00 and 21.00</b> to the financial statements</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <p>Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure the proper use of loan We verified sanction letter, loan schedule bank statements to confirm the loan outstanding and found that the balance had been reported in the Financial Statements accurately.</p> <p>We checked the financial expenses and classification of loan and repayment schedule on a test basis as well.</p> <p>We checked the recording date of transactions and found the recording date is in line with the loan disbursement date.</p>

<p><b>Valuation of Investment (Development Cost)</b></p> <p>As at <b>June 30, 2025</b> the reported amount of investment is BDT <b>264,138,062/-</b> on development of several upcoming technologies.</p> <p>Future economic benefits are to come to the company in future. To determine the benefits that are to flow to the company from these investments require significant management's estimate and judgments that can give rise to material   misstatements.</p> <p>The valuation of the investment portfolio involves judgment and continues to be an area of inherent risk. The risk is not uniform for all investment types and is greatest for this type of industry, where the investments are hard to value because uncertainties are involved in relation to the future economic benefits to be received.</p> <p>See <b>note - 7.00</b> to the financial statements</p>	<p>We assessed the processes and controls put in place by the company over the investment made and whether economic benefits to flow to the company.</p> <p>We obtained an understanding, evaluated the design and tested the operating effectiveness of the key controls over the recognition of these investments. We evaluate the appropriateness of future cash flows that is to be generated from the investment made.</p> <p>Overall, we consider the measurement input and assumption used by management to be in line with our expectations and to lie also within a range that we consider reasonable.</p> <p>Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</p>
<p><b>Valuation of Work in progress</b></p> <p>The work-in-progress as at <b>June 30, 2025</b> was of BDT <b>695,825,891/-</b> which we considered key audit matter to the financial statements due to its nature. Our audit procedures were designed to focus on the development stages of the software that involves significant judgment and estimates made by Management including, whether contracts contain multiple performance obligations and these are transferred to assets based on those obligations and contracts. It comprises the point in time when transfer of control due to its usable condition has occurred regarding the software and assessing the degree of completion of project and service contracts, which are accounted for over time.</p> <p>See <b>note - 8.00</b> to the financial statements</p>	<p>We tested the design and operating effectiveness of the company's controls over the recognition of the work in progress to relevant category of assets that are critical to financial reporting.</p> <p>We assessed the processes and controls put in place by the company over the work in progress to be transferred as assets and whether economic benefits is to flow to the company at the time of its recognition. Overall, we consider the measurement inputs and assumptions used by management to be in line with our expectations and to lie also within a range that we consider reasonable.</p> <p>Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</p>

### Other Information

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### Auditors' 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 auditors' 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 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. we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report.

However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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 internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current 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.

#### **Report another Legal and Regulatory Requirements**

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 1987 and relevant notifications issued 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 Company so far as it appeared from our examination of these books;
- c) The statements of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) The expenditure incurred was for the purposes of the Company's business.

**Dated: October 29, 2025**

Place: Dhaka



**Mohammad Fakhrul Alam Patwary FCA**  
Enrollment No: 1249  
Managing Partner  
**M.Z. Islam & Co.**  
Chartered Accountants  
**DVC: 2510291249AS158782**

eGeneration PLC  
**Statement of Financial Position**  
As on 30 June, 2025

Particulars	Notes	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>Assets</b>			
<b>Non-Current Assets</b>		<b>1,359,099,281</b>	<b>1,370,445,921</b>
Property, Plant & Equipment	4	253,074,077	274,269,461
Intangible Assets	5	146,061,251	169,453,536
Right-of-use Assets	6	-	6,677,114
Investment	7	264,138,062	264,138,062
Work in Progress	8	695,825,891	655,907,747
<b>Current Assets</b>		<b>729,240,157</b>	<b>626,089,714</b>
Inventories	9	2,863,319	5,334,598
Trade and Other Receivables	10	334,276,947	253,221,350
Advance, Deposit & Prepayments	11	350,211,063	292,196,152
Tender Security & Margin	12	35,448,185	45,232,124
Cash & Cash Equivalents	13	6,440,643	30,105,490
<b>Total Assets</b>		<b>2,088,339,438</b>	<b>1,996,535,635</b>
<b>Shareholders' Equity &amp; Liabilities</b>			
<b>Shareholders' Equity</b>		<b>1,753,284,430</b>	<b>1,748,540,358</b>
Share Capital	14	750,000,000	750,000,000
Share Premium	15	186,182,451	186,182,451
Retained Earnings	16	817,101,979	812,357,907
<b>Non-Current Liabilities</b>		<b>-</b>	<b>29,365,397</b>
Term Loan (Non-Current Portion)	17	-	23,504,802
Lease Liabilities (Non-Current Portion)	18	-	5,860,595
<b>Current Liabilities</b>		<b>335,055,008</b>	<b>218,629,879</b>
Bank Overdraft	19	105,709,272	74,256,050
Liabilities for Expenses	20	22,798,700	14,546,837
Term Loan (Current Portion)	21	24,867,854	44,271,362
Lease Liabilities (Current Portion)	18	-	1,492,540
Trade and Other Payables	22	150,331,155	59,565,105
Refund Payable	23	384,044	342,532
Unclaimed Dividend	24	9,611,954	1,034,680
Unearned Revenue	25	10,126,376	14,968,055
Provision for Income Tax	26	2,842,799	2,650,990
Liability for Workers' Profit Participation Fund	27	8,382,854	5,501,729
<b>Total Shareholders' Equity &amp; Liabilities</b>		<b>2,088,339,438</b>	<b>1,996,535,635</b>
<b>Net Asset Value (NAV) Per Share</b>		<b>36.02</b>	<b>23.38</b>
			<b>23.31</b>

*The annexed notes form an integral part of the Financial Statements*



Chairman



Managing Director



Director



Company Secretary (Acting)



Chief Financial Officer

Signed in terms of our separate report of even date

**Mohammad Fakhrul Alam Patwary FCA**

Enrollment No: 1249

Managing Partner

**M.Z. Islam & Co.**

Chartered Accountants

**DVC: 2510291249AS158782**

**Dated: October 29, 2025**

Place: Dhaka

eGeneration PLC  
**Statement of Profit or Loss & Other Comprehensive Income**  
For the period ended from July 01, 2024 to 30 June, 2025

Particulars	Notes	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>Revenue</b>	28	<b>438,297,521</b>	<b>641,411,096</b>
Cost of Service & Sales	29	(318,246,286)	(449,166,539)
<b>Gross Profit</b>		<b>120,051,235</b>	<b>192,244,557</b>
<b>Operating Expenses</b>		<b>(66,668,315)</b>	<b>(82,755,572)</b>
General & Administrative Expenses	30	(40,101,695)	(45,992,840)
Selling & Distribution Expenses	31	(6,549,611)	(7,422,818)
Financial Expenses	32	(20,017,010)	(29,339,914)
<b>Profit from Operation</b>		<b>53,382,920</b>	<b>109,488,985</b>
Non-Operating Income	33	7,120,692	6,161,643
<b>Profit before WPPF &amp; Income Tax</b>		<b>60,503,612</b>	<b>115,650,628</b>
<b>Workers' Profit Participation Fund</b>	34	(2,881,124)	(5,507,173)
<b>Profit before Income Tax</b>		<b>57,622,487</b>	<b>110,143,455</b>
Provision for Income Tax	35	(1,424,138)	(2,412,806)
<b>Profit after Income Tax</b>		<b>56,198,349</b>	<b>107,730,649</b>
<b>Other Comprehensive Income</b>		-	-
<b>Total Comprehensive Income For the Period</b>		<b>56,198,349</b>	<b>107,730,649</b>
<b>Earnings Per Share (EPS)</b>	36.01	<b>0.75</b>	<b>1.44</b>

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Chairman



Managing Director



Director



Company Secretary (Acting)



Chief Financial Officer

Signed in terms of our separate report of even date

**Mohammad Fakhrul Alam Patwary FCA**

Enrollment No: 1249

Managing Partner

**M.Z. Islam & Co.**

Chartered Accountants

**DVC: 2510291249AS158782**

**Dated: October 29, 2025**

Place: Dhaka

eGeneration PLC  
**Statement of Changes In Equity**  
For the year ended 30 June 2025

Particulars	Amount in Taka			
	Share Capital	Share Premium	Retained Earnings	Total Equity
Opening Balance as on 01 July, 2024	750,000,000	186,182,451	812,357,907	1,748,540,358
Net Profit (after tax) during the period	-	-	56,198,349	56,198,349
Less: Cash Dividend for the year 2023-24	-	-	(51,454,277)	(51,454,277)
<b>Balance at the end of the period 30 June, 2025</b>	<b>750,000,000</b>	<b>186,182,451</b>	<b>817,101,979</b>	<b>1,753,284,430</b>

eGeneration PLC  
**Statement of Changes In Equity**  
For the year ended 30 June 2024

Particulars	Amount in Taka			
	Share Capital	Share Premium	Retained Earnings	Total Equity
Opening Balance as on 01 July, 2023	750,000,000	186,182,451	751,299,455	1,687,481,906
Net Profit (after tax) during the period	-	-	107,730,649	107,730,649
Less: Cash Dividend for the year 2022-23	-	-	(46,672,197)	(46,672,197)
<b>Balance at the end of the period 30 June, 2024</b>	<b>750,000,000</b>	<b>186,182,451</b>	<b>812,357,907</b>	<b>1,748,540,358</b>

*The annexed notes form an integral part of the Financial Statements*



Chairman

Managing Director

Director

Company Secretary (Acting)

Chief Financial Officer

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**Mohammad Fakhrul Alam Patwary FCA**

Enrollment No: 1249

Managing Partner

**M.Z. Islam & Co.**

Chartered Accountants

**DVC: 2510291249AS158782**

**Dated: October 29, 2025**

Place: Dhaka

eGeneration PLC  
**Statement of Cash Flows**  
For the period ended 30 June, 2025

Particulars	Notes	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>A. Cash Flows from Operating Activities:</b>			
Cash Received from Customers & Others		356,992,541	656,037,560
Cash Paid to Suppliers & Others		(178,609,206)	(381,394,847)
Cash Paid for Operating Expenses		(88,440,493)	(62,909,974)
Paid for Income Tax		-	(1,572,230)
<b>Net Cash Inflow / (Outflow) from Operating Activities</b>		<b>89,942,843</b>	<b>210,160,509</b>
<b>B. Cash Flows from Investing Activities:</b>			
Acquisition of Property, Plant and Equipment		(3,158,974)	(377,000)
Investment made during the period		-	(3,229,964)
Addition in Work-in-Progress		(39,918,144)	(125,699,604)
Interest Income Received (Net of tax)		4,398,337	5,616,510
<b>Net Cash Inflow / (Outflow) from Investing Activities</b>		<b>(38,678,781)</b>	<b>(123,690,058)</b>
<b>C. Cash Flows from Financing Activities:</b>			
Increase/(Decrease) in Long Term Loan		(42,908,310)	(19,543,044)
Increase/(Decrease) in Bank Overdraft		31,453,222	(52,911,262)
Dividend Paid		(42,885,185)	(46,365,944)
Cash payments for the principal portion of the lease liability		(652,926)	(1,257,194)
Increase/(Decrease) Refund Payable		41,512	(1,086)
Cash Paid for Financial Expenses		(20,017,010)	(29,339,914)
<b>Net Cash Inflow / (Outflow) from Financing Activities</b>		<b>(74,968,696)</b>	<b>(149,418,444)</b>
<b>D. Net Changes in Cash and Cash Equivalents for the period (A+B+C)</b>		<b>(23,704,635)</b>	<b>(62,947,993)</b>
<b>E. Effects of exchange rate changes on cash and cash-equivalent</b>		<b>39,788</b>	<b>-</b>
<b>F. Cash and Cash Equivalents at the beginning of the period</b>		<b>30,105,490</b>	<b>93,053,484</b>
<b>G. Cash and Cash Equivalents at the end of the period (D+E+F)</b>		<b>6,440,644</b>	<b>30,105,490</b>
<b>Net Operating Cash Flows Per Share (NOCFPS)</b>	<b>36.03</b>	<b>1.20</b>	<b>2.80</b>

*The annexed notes form an integral part of the Financial Statements*



Chairman



Managing Director



Director



Company Secretary (Acting)



Chief Financial Officer

Signed in terms of our separate report of even date



**Mohammad Fakhrul Alam Patwary FCA**

Enrollment No: 1249

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Chartered Accountants

**DVC: 2510291249AS158782**

**Dated: October 29, 2025**

Place: Dhaka

**eGeneration PLC**  
**A summary of significant accounting policies and other explanatory notes**  
**For the year ended 30 June, 2025**

## **1. Reporting entity**

### **1.1 Incorporation & Legal Status**

eGeneration Limited was incorporated on November 22, 2003 vide certificate of Incorporation no-C-51172(1467)/2003 as a private limited company and converted into a Public Limited Company on July 5, 2017. The company listed its shares with Dhaka Stock Exchange and Chittagong Stock Exchange in 2021. The company has its registered office and operational office at Ranks Business Center, Ka-218/1, Pragati Sarani, Kuril, Dhaka-1229, Bangladesh

### **1.2 Nature of business**

eGeneration is one of the leading system integration and software solution companies in Bangladesh with a mission to transform Bangladesh into an innovative high-tech nation. In addition to our strong technology and operations team, we have partnered with global companies such as Microsoft, SAP, Dell, UiPath to provide end-to-end digital transformation solutions for businesses and government that includes modern workplace solutions, enterprise resource planning, digital healthcare solutions, cloud services, cybersecurity, big data analytics, artificial intelligence, blockchain, internet of things, robotic process automation, natural language processing and IT consultancy services.

### **1.3 Capital Structure**

eGeneration PLC. has the following capital structure as on 30.06.2025 :-

<b>Particulars</b>	<b>Taka</b>
<b>"Authorised Share Capital</b>	
100,000,000 Ordinary Shares @ Tk. 10 each"	<b>1,000,000,000</b>
<b>"Issued, Subscribed &amp; Paid up Capital</b>	
75,000,000 Ordinary Shares @ Tk. 10 each"	<b>750,000,000</b>

## **2. Basis of preparation**

### **2.1 Statement of Compliance**

These financial statements have been prepared in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), the Companies Act, 1994 and other applicable laws and regulations, applicable to the Company in Bangladesh. The disclosures of the 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, estimates 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. As required, eGeneration PLC complies with the following major legal provisions and other applicable laws and regulations:

The Companies Act 1994;  
The Income Tax Act, 2023;  
The Income Tax Rules, 2023;  
The Value Added Tax and Supplementary Duty Act, 2012;  
The Value Added Tax and Supplementary Duty Rules, 2016;  
International Accounting Standards (IASs);  
International Financial Reporting Standards (IFRSs);  
Bangladesh Securities & Exchange Ordinance 1969;  
Bangladesh Securities & Exchange Rules 1987;  
Bangladesh Labor Act, 2006 (Amended upto date);  
Bangladesh Labor Rules, 2015 (Amended upto date);  
Bangladesh Securities and Exchange (Public Issue) Rules, 2015 (Amended upto date);

## **2.2 Basis of Measurement**

The Financial statements have been prepared on the historical cost basis.

## **2.3 Functional and presentational currency and level of precision**

These financial statements are presented in Bangladeshi Taka (Taka/Tk./BDT) which is both functional currency and presentation currency of the Company. The amounts in these financial statements have been rounded off to the nearest integer.

## **2.4 Use of estimates and judgments**

The preparation of financial statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the report, a number of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain terms such as long-term contracts, provision for doubtful accounts, depreciation and amortization, employees' benefit plans, taxes reserves and contingencies.

## **2.5 Reporting period**

These Financial Statements of the Company cover the period from the month of July 01, 2024 to June 30, 2025.

## **2.6 Presentation of Financial Statements**

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

- a. Statement of Financial Position;
- b. Statement of Profit or Loss & 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 notes.

## **2.7 Responsibility for preparation and presentation of Financial Statements**

The management of the Company is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of "The Conceptual Framework for Financial Reporting" as adopted by the ICAB & FRC.

## **2.8 Going Concern**

"As per IAS-1, a Company is required to assess at the end of each year its capability to continue as a going concern. The Company has sufficient resources to continue its operation in the foreseeable future and hence, the financial statements have been prepared on a going concern basis. As per management assessment, there are no material uncertainties related to event or condition which may cast significant doubt upon the Company's ability to continue as a going concern.

## **3. Significant Accounting Policies**

The accounting policies set out below have been applied to the accounts consistently to all periods presented in these financial statements.

Name of International Accounting Standards (IAS)	IAS No.	Status
Presentation of Financial Statements	1	Complied
Inventories	2	Complied
Statement of Cash Flows	7	Complied
Accounting Policies, Changes in Accounting Estimates and Errors	8	Complied
Events after the Reporting Period	10	Complied
Income Taxes	12	Complied
Property, Plant and Equipment	16	Complied
Accounting for Govt. Grants and Disclosure of Govt. Assistance	20	N/A
The Effects of Changes in Foreign Exchange Rates	21	Complied
Borrowing Costs	23	N/A
Related Party Disclosures	24	Complied
Accounting & Reporting by Retirement Benefit Plans	26	N/A
Separate Financial Statements	27	N/A
Investments in Associates	28	N/A
Financial Instruments: Presentation	32	Complied
Earnings Per Share	33	Complied
Interim Financial Reporting	34	Complied
Impairment of Assets	36	Complied
Provisions, Contingent Liabilities and Contingent Assets	37	Complied
Intangible Assets	38	Complied
Investment Property	40	N/A

Name of International Financial Reporting Standards (IFRSs)	IFRS No.	Status
First-time Adoption of International Financial Reporting Standards	1	Complied
Share-Based Payment	2	N/A
Business Combinations	3	N/A
Insurance Contracts	4	N/A
Non- Current Assets Held for Sale and Discontinued Operations	5	N/A
Exploration for and Evaluation of Mineral Resource	6	N/A
Financial Instruments: Disclosures	7	Complied
Operating Segments	8	N/A
Financial Instruments	9	Complied
Consolidated Financial Statements	10	N/A
Joint Arrangements	11	N/A
Disclosure of Interests in other Entities	12	N/A
Fair Value Measurement	13	Complied
Revenue from Contracts with Customer	15	Complied
Leases	16	N/A

### 3.1 Property, Plant and Equipment

#### Recognition of Property, Plant & Equipment

These are capitalized at cost or fair value and subsequently stated net of accumulated depreciation in compliance with the IAS 16 "Property, Plant and Equipment". The cost of acquisition of an asset comprises of its purchase price and any directly attributable cost inclusive of inward freight, duties and non-refundable taxes for bringing the asset to its operating condition for its intended use. Expenditure on repairs and maintenance of Property, Plant and Equipment is treated as an expense when incurred. Subsequent expenditure on Property, Plant and Equipment is only recognized when the expenditure improves the condition of the asset beyond its originally assessed standard of performance.

#### Depreciation

Depreciation on fixed asset is computed using the reducing balance method so as to write off the assets over their expected useful life. After considering the useful life of assets as per IAS-16 Property, Plant & Equipment the annual depreciation rates applied under which is considered reasonable by the management. Depreciation rates varying from 2% to 30%. Depreciation of an asset begins when it is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by the management. The cost and accumulated depreciation of depreciable assets retired or otherwise disposed off are eliminated from the assets and accumulated depreciation and any gain or loss on such disposal is reflected in operations for the period.

The depreciation rates applicable to the principal categories of Fixed Assets are:-

Category of Fixed Assets	Rates of %
Furniture & Fixture	10%
Computer & Computer Accessories	30%
Server	25%
Office Equipment	10%
Interior Development	10%
Networking Equipment	20%
Power Equipment	10%
Vehicle	20%
Data Center	10%
Land & Building	2%

Work In Progress represents the cost incurred for acquisition and/or development of assets that were not ready for use at end of the period ended June 30, 2025 and these are stated at cost.

### 3.2 Intangible assets

The Cost of Intangible Assets is capitalized provided they meet the recognition criteria specified by IAS-38: "Intangible Assets". Capitalization costs include license fees & cost of implementation/system development & integration services which are capitalized during the period in which the relevant assets are ready for use. The cost of an intangible asset comprises of cost & expenditure which are capitalized. On the basis of the future economic benefits embodied in the specific asset to which it relates. The cost of maintenance, upgrading and enhancements are charged off as revenue expenditure unless they bring similar significant additional long-term benefits.

#### Amortization

Amortization of the intangible asset is recognized on the basis of the expected pattern of consumption of the projected future economic benefits embodied in the asset and is applied during the period. Amortization of intangible assets is charged under reducing balance method.

**The amortization rates applicable to the principal categories of Intangible Assets are:-**

Category of Intangible Assets	Rates of %
Data Analytics	10%
Solution on Microsoft Platform	15%
Networking Solutions	10%
Cyber Security Solution	20%
HR Management System	20%
CRM Software	10%
Fertilizer Recommendation System	20%
Social Media Monitoring	20%
Database Solutions	18%
Digital Platform Development	10%

### **3.3 Inventories**

Inventories are valued at the lower of cost or net realizable value. The cost is assigned following weighted average cost formula. As per IAS 2: "Inventories", Net Realizable Value is determined by deducting estimated cost of completion and cost of sales from the estimated sales of related items.

### **3.4 Provisions**

A provision is recognized in the statement of financial position when the company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the date of the statement of financial position. Where the effect of time value of money is material, the amount of provision is measured at the present value of the expenditures expected to be required to settle the obligation.

### **3.5 Contingencies**

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence of one or more uncertain future events which are not within the control of the Company. In accordance with IAS 37: "Provision, Contingent Liabilities and Contingent Assets", there is no contingent liability or asset as on 31 December, 2022

### **3.6 Revenue**

The revenue during the period represents revenue arising from the sale of ERP Software, Solutions Developed in Microsoft Platform, Database Solutions, Data Analytics, AI & Natural Language Processing, Data center solution, Digital Platform Development which are recognized for each item/service, when i) the contract(s) with a customer is identified, ii) the performance obligations in the contract is identified, iii) the transaction price is determined, iv) the transaction price is allocated to the performance obligations in the contract & v) the revenue is recognised when (or as) the entity satisfies a performance obligation, in compliance with all the conditions for revenue recognition as provided in IFRS 15 : "Revenue from contracts with Customers".

### **3.7 Taxation**

#### **Current Tax**

As per Sixth Schedule, Part 1, Para 21 of the Income Tax Act, 2023, Income from Information Technology Enabled Services (ITES) for the period from the first day of July, 2024 to the thirtieth day of June, 2027 will be excluded from Tax.. eGeneration PLC is a leading management consulting, technology services and outsourcing, ICT solutions provider company in Bangladesh. The major portion of its revenues comes from the distribution of ICT solutions nationwide. For that reason, the income of the Company is exempted from income tax and current tax provision is not created, as prescribed in the above-mentioned clause of the Income Tax Act, 2023

### **Deferred Tax**

Deferred tax is made as per the balance sheet assets/liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax (basis used in the computation of taxable profit). Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that the taxable profits will be available against which the deductible temporary differences. As per Sixth Schedule, Part 1, Para 21 of the Income Tax Act, 2023, Income from Information Technology Enabled Services (ITES) for the period from the first day of July, 2024 to the thirtieth day of June, 2027 will be excluded from Tax.

### **3.8 Foreign Currency Transactions**

#### **Initial recognition**

A foreign currency transaction is recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

#### **Subsequent measurement**

A foreign currency transaction may give rise to assets or liabilities that are denominated in a foreign currency. These assets and liabilities are translated into eGeneration PLC's functional currency at each reporting date. Foreign currency monetary items outstanding at the end of the reporting date are translated using the closing rate. The difference between this amount and the previous carrying amount in functional currency is an exchange gain or loss. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements is recognized in profit or loss in the period in which they arise.

### **3.9 Finance Income and Expenses**

Finance income comprises interest income which is recognized on accrual basis and shown as non operating income in note no. 28 . Related Provision for Tax is also created. Finance expenses comprise interest expense on loan, overdraft and bank charges. All borrowing costs are recognized in the statement of comprehensive income.

### **3.10 Financial Assets**

Financial assets carried in the statement of financial position include cash and cash equivalents, trade and other receivables, other long-term receivables and deposits.

#### **(a) Cash and Cash Equivalents**

According to IAS 7: "Cash Flow Statement", cash comprises of cash in hand and demand deposit and cash equivalents which are of short term, highly liquid investments that are readily convertible to known amount of cash which are subject to an insignificant risk of changes in value, IAS 1: "Presentations of Financial Statements" also provides that cash equivalents are those which have no restriction in use considering the provision of IAS 7: "Cash Flow Statement" and IAS 1: "Presentations of Financial Statements". Cash in hand and bank balances have been considered as Cash and Cash Equivalents.

#### **(b) Accounts Receivable**

Accounts receivable are created based on original invoice amount and accrued income as per IFRS 15 and IFRS 9. Management has decided to keep provision for bad debt @1% of gross accounts receivable.

### **3.11 Financial liability**

The company initially recognizes financial liabilities on the transaction date at which the company becomes a party to the contractual provisions of the liability. The company derecognizes a financial liability when its contractual obligations are discharged or canceled or expired. Financial liabilities include trade and other payables and non-current & current liabilities.

**(a) Trade Payables**

Liabilities are recognized for the amount to be paid in the future for goods and services received, whether or not billed by the supplier.

**(b) Loans and Borrowings**

Principal amounts of the loans and borrowings are stated at their amortized amount. Borrowings repayable after twelve months from the date of the statement of financial position are classified as non-current liabilities whereas the portion of borrowings repayable within twelve months from the date of the statement of financial position, unpaid interest and other charges are classified as current liabilities.

**(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 utilised as per provision of Section 57 of The Companies Act, 1994.

**3.12 Impairment of Assets**

As all assets of the company shown in the financial statement that is within the scope of IAS 36 "Impairment of Assets" are in physical existence and valued no more than their recoverable amount following International Accounting Standards adopted in Bangladesh, disclosures with regard to IAS-36: "Impairment of Assets" have been considered wherever necessary.

**3.13 Statement of Cash Flows**

Statement of Cash Flows is prepared principally in accordance with IAS 7: "Statement of Cash Flows" shows how the company's cash and cash equivalents changed during the period through inflows and outflows and it has been presented under direct method.

**3.14 Earnings Per Share**

The Company represents earnings per share (EPS) data for its ordinary shares. With compliance to IAS 33: "Earnings Per Share", EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares or fully allotted shares outstanding during the period. EPS of the previous periods' have been restated to enhance the comparability with the current shareholding position as per "The Conceptual Framework of for Financial Reporting" as adopted by the ICAB & FRC.

**3.15 Related Party Transactions**

The objective of IAS 24: "Related Party Disclosure" is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss and other comprehensive income may have been affected by the existence of related parties and by transactions and outstanding balances with such parties. Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence or joint control over the other party in making financial and operating decisions. A party is related to an entity if: [IAS 24.9] directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, the entity has an interest in the entity that gives it significant influence over the entity, has joint control over the entity, the party is a member of the key management personnel of the entity or its parent, the party is a close member of the family of any individual, the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual and the party is a post-employment benefit plan for the benefit of employees of the entity. The Company's transaction with related parties are recognized as per IAS 24: "Related Party Disclosures".

**3.16 Events after the reporting period**

Subsequent events are events after the balance sheet date as defined in IAS 10: "Events after the reporting period". Any material event after balance sheet, adjusting or non-adjusting, are adjusted and disclosed.

### **3.17 Segment Reporting**

No segmental reporting is applicable for the company as required by IFRS-8: "Operating Segments" .

### **3.18 Employee Benefits and Short Term Employee Benefits**

Short Term Employee Benefits

Salaries, bonuses and allowances are accrued in the financial period in which the associated services are rendered by the employees of the Company."

### **Workers Profit Participation Fund**

This represents 5% of net profit before Tax, contributed by the company as per provisions of the Bangladesh Labor Law, 2006 (Amended 2013).

### **Defined contribution plans (provident fund)**

Defined contribution plan is a post-employment benefit plan. The employees' provident fund is considered as defined contribution plan as it meets the recognition criteria specified for this purpose. All permanent employees who contribute 8% of their basic salary to the provident fund, the Company also makes an equal contribution to the employees provident fund account. The Company recognizes contribution to defined contribution plan as an expense when an employee has rendered services in exchange for such contribution. The legal and constructive obligation is PLC to the amount it agrees to contribute to the fund. The fund is approved by the National Board of Revenue (NBR) and administered separately by a board of Trustees.

### **3.19 Comparative Information**

Comparative information has been disclosed as required by IAS & IFRS.

#### **Re-arrangement**

Comparative figures have been rearranged wherever considered necessary to ensure better comparability with the current period without causing any impact on the profit and value of assets and liability as reported in the Financial Statement.

### **3.20 General**

- a. All the figures in the financial statements represent Bangladesh Taka currency rounded off to the nearest integer.
- b. The comparative information has been disclosed in respect of the period from July 01, 2024 to June 30, 2025 for all numerical information in the financial statements and also the narrative and descriptive information as finding relevant for the understanding of the current period's financial statements.
- c. To facilitate comparison, certain relevant balances pertaining to the previous period have been rearranged or reclassified whenever considered necessary to conform to current presentation.

eGeneration PLC

**Summary of Significant Accounting Policies & Other Explanatory Notes**

As at and for the period ended 30 June, 2025

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>4.00</b>	<b>Property, Plant &amp; Equipment :</b>		
<b>4.01</b>	<b>Asset at Cost</b>		
	Opening balance	502,612,669	502,235,669
	Add: Addition during the period	3,158,974	377,000
	<b>Closing balance</b>	<b>505,771,643</b>	<b>502,612,669</b>
<b>4.02</b>	<b>Accumulated Depreciation :</b>		
	Opening balance	228,343,207	200,738,280
	Add: Depreciation charged during the period	24,354,358	27,604,927
	<b>Closing balance</b>	<b>252,697,565</b>	<b>228,343,207</b>
		<b>253,074,077</b>	<b>274,269,461</b>
	<i>Details of Property, Plant &amp; Equipment are shown in Annexure-A</i>		
<b>5.00</b>	<b>Intangible Assets:</b>		
	<b>Asset at Cost</b>		
	Opening Balance	462,205,439	462,205,439
	Add: Addition during the period	-	-
	<b>Closing balance</b>	<b>462,205,439</b>	<b>462,205,439</b>
<b>5.01</b>	<b>Accumulated Amortization :</b>		
	Opening balance	292,751,903	265,122,384
	Add: Amortization charged during the period	23,392,286	27,629,519
	<b>Closing balance</b>	<b>316,144,188</b>	<b>292,751,903</b>
	<b>Written Down Value (WDV)</b>	<b>146,061,251</b>	<b>169,453,536</b>
	<i>Details of Intangible Assets are shown in Annexure-B</i>		
<b>6.00</b>	<b>Right-of-use Assets :</b>		
	<b>Asset at Cost</b>		
	Opening balance	8,902,819	8,902,819
	Less: Lease termination	(8,902,819)	-
	<b>Closing balance</b>	<b>-</b>	<b>8,902,819</b>
	<b>Accumulated Depreciation :</b>		
	Opening balance	2,225,705	445,141
	Add: Depreciation charged during the period	1,187,042	1,780,564
	Less: Lease termination	(3,412,747)	-
	<b>Closing balance</b>	<b>-</b>	<b>2,225,705</b>
		<b>-</b>	<b>6,677,114</b>
<b>7.00</b>	<b>Investment :</b>		
	Opening balance	264,138,062	260,908,098
	Add: Addition during the period	-	3,229,964
	<b>Closing balance</b>	<b>264,138,062</b>	<b>264,138,062</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>7.01</b>	<b>Investment in Training Content :</b>		
	Opening balance	27,599,111	26,499,111
	Add: Addition during the period	-	1,100,000
	<b>Closing balance</b>	<b>27,599,111</b>	<b>27,599,111</b>
<b>7.02</b>	<b>Investment in Block Chain :</b>		
	Opening balance	44,562,874	44,562,874
	Add: Addition during the period	-	-
	<b>Closing balance</b>	<b>44,562,874</b>	<b>44,562,874</b>
<b>7.03</b>	<b>Investment in IOT Solutions :</b>		
	Opening balance	37,203,732	37,203,732
	Add: Addition during the period	-	-
	<b>Closing balance</b>	<b>37,203,732</b>	<b>37,203,732</b>
<b>7.04</b>	<b>Investment in Digital Platform Development :</b>		
	Opening balance	56,239,956	55,784,992
	Add: Addition during the period	-	454,964
	<b>Closing balance</b>	<b>56,239,956</b>	<b>56,239,956</b>
<b>7.05</b>	<b>Investment in Data Center Solutions :</b>		
	Opening balance	21,139,412	20,139,412
	Add: Addition during the period	-	1,000,000
	<b>Closing balance</b>	<b>21,139,412</b>	<b>21,139,412</b>
<b>7.06</b>	<b>Investment in Solutions Developed in Microsoft Platform :</b>		
	Opening balance	50,442,893	49,767,893
	Add: Addition during the period	-	675,000
	<b>Closing balance</b>	<b>50,442,893</b>	<b>50,442,893</b>
<b>7.07</b>	<b>Investment in Fertilizer Recommendation Systems :</b>		
	Opening balance	26,950,084	26,950,084
	Add: Addition during the period	-	-
	<b>Closing balance</b>	<b>26,950,084</b>	<b>26,950,084</b>
<b>8.00</b>	<b>Work-in-Progress :</b>		
	Opening balance	655,907,747	530,208,143
	Add: Addition during the period( <b>Note-8.01</b> )	39,918,144	125,699,604
	<b>Closing Balance</b>	<b>695,825,891</b>	<b>655,907,747</b>
<b>8.01</b>	<b>Addition during the period:</b>		
	Digital Platform Development	2,909,800	9,850,252
	Database Solutions	10,351,600	-
	Hospital Management Information System	21,943,272	9,452,122
	Learning Management System	4,713,472	53,829,986
	<b>Total Addition during the period</b>	<b>39,918,144</b>	<b>125,699,604</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>9.00</b>	<b>Inventories :</b>		
	Infrastructure Solutions	299,282	594,282
	Cyber Security Solutions	548,059	820,359
	Document Management Solutions	2,015,978	3,919,957
	<b>Total</b>	<b>2,863,319</b>	<b>5,334,598</b>
<b>10.00</b>	<b>Trade and Other Receivables :</b>		
	Opening balance	253,221,350	268,021,700
	Add: Addition during the period	438,297,521	641,411,096
		<b>691,518,871</b>	<b>909,432,796</b>
	Less: Realized during the period	356,992,541	656,037,560
	Exchange gain/(loss)	-	34,584
		<b>334,526,330</b>	<b>253,429,820</b>
	Provision for Bad Debt	(249,383)	(208,470)
	<b>Closing balance</b>	<b>334,276,947</b>	<b>253,221,350</b>

**The Classification Receivables as required by the Schedule XI, Part1, Para 4 of the Companies Act,1994 are given below:**

Particulars	30-Jun-25	30-Jun-24
Receivables considered good in respect of which is fully secured	334,276,947	253,221,350
Receivables considered good in respect of which the company holds no security other than the debtor's personal security	-	-
Receivables considered doubtful or Bad	249,383	208,470
Receivables due by any director or other officers of the company or any of them either severally or jointly with any other person or receivables due by firms or private companies respectively in which any director is a partner or a director or a member	-	-
Receivables due by companies under same management	-	-
The Maximum amount of receivables due by any Directors or other Officers at any time during period	-	-
<b>Total</b>	<b>334,526,330</b>	<b>253,429,820</b>

**11.00 Advance, Deposit & Prepayments :**

Advance against Office Rent	16,000	693,998
Advance against Salary	555,175	161,120
Advance Against Work/Project	290,634,082	223,229,371
Security Deposit(FDR) Microsoft & OD <b>(Note-11.01)</b>	56,277,921	47,894,771
Security Deposit(FDR) against Loan <b>(Note-11.02)</b>	100,000	17,530,011
Advance for Income Tax <b>(Note-11.03)</b>	2,627,886	2,686,880
<b>Total</b>	<b>350,211,063</b>	<b>292,196,152</b>

Disclosure as per Schedule XI,Part1, Para 6 of the Companies Act,1994 are given below:

Particulars	30-Jun-25	30-Jun-24
Advance, Deposit & Prepayments considered good in respect of which is fully secured	349,655,888	292,035,032
Advance, Deposit & Prepayments considered good in respect of which the company holds no security	555,175	161,120
Advance, Deposit & Prepayments considered doubtful or Bad	-	-
Advance, Deposit & Prepayments due by any director or other officers of the company or any of them either severally or jointly with any other person or Advance, Deposit & Prepayments due by firms or private companies respectively in which any director is a partner or a director or a member	-	-
Advance, Deposit & Prepayments due by companies under same management	-	-
The Maximum amount due by any Directors or others Officers at any time during period	-	-
<b>Total</b>	<b>350,211,063</b>	<b>292,196,152</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>11.01 Security Deposit (FDR) for Overdraft (OD) :</b>			
Opening balance	46,918,955	96,815,329	
Addition during the period	4,500,000	17,625,986	
Interest reinvested	3,523,149	4,299,629	
Encashment	(1,052,373)	(71,821,988)	
	<b>53,889,731</b>	<b>46,918,955</b>	
Interest accrued	2,388,190	975,816	
<b>Closing balance</b>	<b>56,277,921</b>	<b>47,894,771</b>	
<b>11.02 Security Deposit (FDR) against Loan :</b>			
Opening balance	17,327,045	30,338,161	
Addition during the period	100,000	-	
Interest reinvested	196,422	1,298,295	
Encashment	(17,523,467)	(14,309,411)	
	<b>100,000</b>	<b>17,327,045</b>	
Interest accrued	-	202,966	
<b>Closing balance</b>	<b>100,000</b>	<b>17,530,011</b>	
<b>11.03 Advance for Income Tax :</b>			
Opening balance	2,686,880	1,657,769	
Adjustment during the period	(1,232,329)	(391,753)	
Add: Addition during the period	1,173,334	1,420,864	
<b>Closing balance</b>	<b>2,627,886</b>	<b>2,686,880</b>	

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>12.00</b>	<b>Tender Security &amp; Margin :</b>		
	Tender security	21,226,853	20,819,394
	Letter of Credit Margin	2,875,424	2,895,629
	Performance Guarantee Margin	11,345,908	21,517,101
	<b>Total</b>	<b>35,448,185</b>	<b>45,232,124</b>
<b>13.00</b>	<b>Cash &amp; Cash Equivalents :</b>		
	Cash in Hand	-	58,680
	Cash at Bank ( <b>Note :-13.01</b> )	6,440,643	30,046,810
	<b>Total</b>	<b>6,440,643</b>	<b>30,105,490</b>
<b>13.01</b>	<b>Cash at Bank :</b>		
	Premier Bank PLC A/C No: 010711100012746	454	1,143
	Brac Bank PLC A/C No. 1501203555399001	-	219,601
	Brac Bank PLC A/C No. 1501203555399003	-	48
	Brac Bank PLC A/C No. 1501203555399004	288,207	251,269
	Brac Bank PLC A/C No. 1501203555399005	26,335	24,410
	Brac Bank PLC A/C No. 1501203555399006	13,939	11,417
	Dutch Bangla Bank PLC A/C No. 1011100043472	1,015,826	111,594
	Dutch Bangla Bank PLC A/C No. 2461100001747	3,030,357	19,516,805
	Dutch Bangla Bank PLC A/C No. 1161170001400	5,196	353,347
	Standard Bank PLC A/C No. 07433000203	14,786	96,958
	Standard Bank PLC A/C No. 01536000352	8,385	9,634
	Meghna Bank PLC A/C No. 11011110000859	40,927	-
	Social Islami Bank PLC A/C No. 0081330020198	-	170
	Agrani Bank PLC A/C No. 176878	-	411
	Shimanto Bank PLC A/C No. 1001271003010	11,817	11,817
	Trust Bank PLC A/C No. 00160210017919	41,802	42,492
	Bank Asia PLC A/C No. 61533000346	3,279	28,480
	Prime Bank PLC A/C No. 2118111025215	3,798	5,213
	Jamuna Bank PLC A/C # 0142021000497	227	1,262
	Bank Asia PLC A/C # 61536000035	5,344	980,819
	Eastern Bank PLC A/C # 1041070506081	40,579	43,225
	Bengla Commercial Bank PLC A/C # 101141007066	3,470	4,504
	Meghna Bank PLC A/C # 110111300000009	-	196
	National Bank PLC A/C # 1098006087848	1,740	37,660
	One Bank PLC-0421020006018	1,767,181	-
	Union Bank PLC-0021010010994	4,540	-
	SBAC Bank PLC-0076111002745	112,456	8,294,336
	<b>Total</b>	<b>6,440,643</b>	<b>30,046,810</b>
<b>14.00</b>	<b>Share Capital :</b>		
	<b>Authorised Share Capital</b>		
	100,000,000 Ordinary Shares @ Tk. 10 each	<b>1,000,000,000</b>	<b>1,000,000,000</b>
	<b>Issued, Subscribed &amp; Paid up Capital</b>		
	75,000,000 Ordinary Shares @ Tk. 10 each	<b>750,000,000</b>	<b>750,000,000</b>
<b>15.00</b>	<b>Share Premium :</b>		
	Share Premium	186,182,451	186,182,451
	<b>Total</b>	<b>186,182,451</b>	<b>186,182,451</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>16.00</b>	<b>Retained Earnings :</b>		
	Opening balance	812,357,907	751,299,455
	Add: Addition during the period	56,198,349	107,730,649
	Dividend paid	(51,454,277)	(46,672,197)
	<b>Closing balance</b>	<b>817,101,979</b>	<b>812,357,907</b>
<b>17.00</b>	<b>Term Loan (Non-Current Portion) :</b>		
	Opening balance	67,776,164	87,319,208
	Add: Addition during the period( <b>Note 17.01-17.05</b> )	28,498,446	84,263,807
		<b>96,274,610</b>	<b>171,583,015</b>
	Less: Adjustment during the period( <b>Note 17.01-17.05</b> )	71,406,756	103,806,851
		<b>24,867,854</b>	<b>67,776,164</b>
	Current portion of the long term loan( <b>Note 17.01-17.05</b> )	(24,867,854)	(44,271,362)
	<b>Closing balance</b>	<b>-</b>	<b>23,504,802</b>
<b>17.01</b>	<b>Prime Bank Limited :</b>		
	Opening balance	-	692,750
	Add: Addition during the period	-	10,346
		<b>-</b>	<b>703,096</b>
	Less: Adjustment during the period	-	703,096
		-	-
	Current portion of the long term loan	-	-
	<b>Closing balance</b>	<b>-</b>	<b>-</b>
<b>17.02</b>	<b>IPDC Finance Limited :</b>		
	Opening balance	23,100,972	31,542,430
	Add: Addition during the period	2,275,398	3,380,187
		<b>25,376,369</b>	<b>34,922,617</b>
	Less: Adjustment during the period	25,376,369	11,821,645
		-	<b>23,100,972</b>
	Current portion of the long term loan	-	(12,896,340)
	<b>Closing balance</b>	<b>-</b>	<b>10,204,632</b>
<b>17.03</b>	<b>IDLC Finance Limited :</b>		
	Opening balance	13,903,490	55,084,028
	Add: Addition during the period	665,162	5,493,664
		<b>14,568,652</b>	<b>60,577,692</b>
	Less: Adjustment during the period	14,568,652	46,674,202
		-	<b>13,903,490</b>
	Current portion of the long term loan	-	(13,903,490)
	<b>Closing balance</b>	<b>-</b>	<b>-</b>
<b>17.04</b>	<b>Meghna Bank Limited :</b>		
	Opening balance	30,771,703	-
	Add: Addition during the period	3,437,170	75,379,611
		<b>34,208,873</b>	<b>75,379,611</b>
	Less: Adjustment during the period	18,870,445	44,607,908
		<b>15,338,428</b>	<b>30,771,703</b>
	Current portion of the long term loan	(15,338,428)	(17,471,532)
	<b>Closing balance</b>	<b>-</b>	<b>13,300,171</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>17.05</b>	<b>United Finance Limited :</b>		
	Opening balance	-	-
	Add: Addition during the period	22,120,716	-
		<b>22,120,716</b>	-
	Less: Adjustment during the period	12,591,290	-
		<b>9,529,426</b>	-
	Current portion of the long term loan	(9,529,426)	-
	<b>Closing balance</b>	-	-
<b>18.00</b>	<b>Lease Liabilities :</b>		
	Opening balance	7,353,135	8,610,329
	Add: Interest accrued	554,005	968,806
		<b>7,907,139</b>	<b>9,579,135</b>
	Less: Lease rent	8,023,011	2,226,000
		<b>(115,872)</b>	<b>7,353,135</b>
	Current portion of the Lease Liabilities	-	(1,492,540)
	<b>Closing balance</b>	-	<b>5,860,595</b>
<b>19.00</b>	<b>Bank Overdraft/ Short Term Loan :</b>		
	Dutch-Bangla Bank Limited	20,219,249	20,134,375
	United Finance Limited	9,069,445	-
	Brac Bank Limited	61,420,578	54,121,675
	Meghna Bank PLC	15,000,000	-
	<b>Total</b>	<b>105,709,272</b>	<b>74,256,050</b>
<b>20.00</b>	<b>Liabilities for Expenses :</b>		
	Salary & Allowance	12,455,260	9,940,523
	Director's Remuneration	48,667	410,000
	Utility Expense	112,224	138,560
	Other Expenses	195,064	376,908
	Audit & Legal Fees	535,750	519,500
	VDS Payable	917,912	889,575
	TDS Payable	4,158,064	1,805,187
	PF contribution payable	4,375,760	466,584
	<b>Total</b>	<b>22,798,700</b>	<b>14,546,837</b>
<b>21.00</b>	<b>Long Term Loan (Current Portion) :</b>		
	Long Term Loan (Current Portion)	24,867,854	44,271,362
	<b>Total</b>	<b>24,867,854</b>	<b>44,271,362</b>
<b>22.00</b>	<b>Trade and Other Payables :</b>		
	Trade and Other Payables	150,331,155	59,565,105
	<b>Total</b>	<b>150,331,155</b>	<b>59,565,105</b>
<b>23.00</b>	<b>Refund Payable :</b>		
	Brac Bank A/C No. 1501203555399004	343,472	306,407
	Brac Bank A/C No. 1501203555399005	26,483	24,558
	Brac Bank A/C No. 1501203555399006	14,089	11,567
	<b>Total</b>	<b>384,044</b>	<b>342,532</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>24.00</b>	<b>Unclaimed Dividend :</b>		
	Opening Balance	1,034,680	728,427
	Add: Dividend for the year	51,462,459	46,672,197
		52,497,139	47,400,624
	Paid during the period	(42,885,185)	(46,365,944)
	<b>Closing balance</b>	<b>9,611,954</b>	<b>1,034,680</b>
	In compliance with the clause 3 (vii) of the BSEC Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, the summary of the unclaimed dividend is as follows which includes Bank interest and others.		
	<b>Unclaimed Dividend year wise breakdown :</b>		
	Remaining Dividend for 2020-21	410,049	410,049
	Remaining Dividend for 2021-22	226,399	226,399
	Remaining Dividend for 2022-23	303,687	303,687
	Remaining Dividend for 2023-24	8,569,264	-
	Bank Interest (Net off Tax)	102,554	94,544
	<b>Total</b>	<b>9,611,954</b>	<b>1,034,680</b>
<b>25.00</b>	<b>Unearned Revenue :</b>		
	Advance Received from Customer	10,126,376	14,968,055
	<b>Total</b>	<b>10,126,376</b>	<b>14,968,055</b>
<b>26.00</b>	<b>Provision for Income Tax :</b>		
	Opening balance	2,650,990	2,202,167
	Add: Addition during the period	1,424,138	2,412,806
		4,075,128	4,614,973
	Adjustment during the period	(1,232,329)	(1,963,983)
	<b>Closing balance</b>	<b>2,842,799</b>	<b>2,650,990</b>
	<b>Calculation of Income Tax</b>		
	Non-Operating Income (Note: 33.00)	7,120,692	6,161,643
	Tax @20% (shown in statement of Profit & Loss)	1,424,138	1,232,329
	Final Tax for the year (2021-2022)	-	1,180,478
	<b>Total</b>	<b>1,424,138</b>	<b>2,412,806</b>
<b>27.00</b>	<b>Liability for Workers' Profit Participation Fund :</b>		
	Opening balance	5,501,729	5,506,120
	Add: Addition during the period	2,881,124	5,507,173
		8,382,854	11,013,293
	Payment during the period	-	(5,511,564)
	Liability for Workers' Profit Participation Fund	<b>8,382,854</b>	<b>5,501,729</b>

The above fund is managed by a separate Trustee Board as per the respective provisions of the labor law and other laws prevailing in the country.

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>28.00</b>	<b>Revenue :</b>		
	ERP Software	13,225,978	26,849,080
	Solutions Developed in Microsoft Platform	131,462,268	246,509,935
	Database Solutions	51,523,379	43,249,948
	Cyber Security Solutions	43,887,617	35,196,786
	Data Analytics	2,400,000	12,239,813
	HR Management System	7,218,400	1,451,419
	Hospital Management Information System	24,351,382	37,368,408
	AI & Natural Language Processing	412,091	12,053,528
	Data Center Solution	152,772,198	221,010,566
	Digital Platform Development	11,044,206	5,481,613
	<b>Total</b>	<b>438,297,521</b>	<b>641,411,096</b>
<b>29.00</b>	<b>Cost of Service &amp; Sales :</b>		
	Cost of Service ( <b>Note: 29.01</b> )	133,624,861	123,579,645
	Cost of Sales ( <b>Note: 29.02</b> )	184,621,425	325,586,894
	<b>Total</b>	<b>318,246,286</b>	<b>449,166,539</b>
<b>29.01</b>	<b>Cost of Service :</b>		
	Salary & Allowance	79,297,290	64,245,933
	Festival Bonus	7,475,666	4,597,604
	Amortization Expenses ( <b>Annexure-B</b> )	23,392,286	27,629,519
	Depreciation Expenses ( <b>Annexure-A</b> )	22,987,260	26,624,998
	Mobile & Telephone	15,700	5,024
	Repair & Maintenance	170,352	256,331
	Internet	286,307	220,236
	<b>Total</b>	<b>133,624,861</b>	<b>123,579,645</b>
<b>29.02</b>	<b>Cost of Sales :</b>		
	ERP Software	2,763,573	13,537,128
	Solutions Developed in Microsoft Platform	52,114,570	99,782,137
	Database Solutions	3,798,734	20,394,951
	Cyber Security Solutions	8,902,715	15,457,247
	Data Analytics	1,020,960	4,315,459
	HR Management System	1,644,684	725,710
	Hospital Management Information System	10,478,123	19,769,368
	AI & Natural Language Processing	212,808	7,613,942
	Data Center Solution	101,839,904	140,522,851
	Digital Platform Development	1,845,354	3,468,102
	<b>Total</b>	<b>184,621,425</b>	<b>325,586,894</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
30.00	<b>General &amp; Administrative Expenses :</b>		
	Salary & Allowance	13,515,476	17,052,718
	PF contribution-Company Portion	3,338,014	3,491,802
	Festival Bonus	1,208,863	1,226,028
	Directors' Remuneration	5,250,000	6,500,000
	Board Meeting Attendance Fees	472,786	587,788
	Depreciation Expenses <b>(Annexure-A)</b>	2,554,140	2,760,493
	Registration & Membership fees	3,093,655	2,625,579
	Utility Expense	1,605,639	1,538,975
	Fuel & Lubricant	135,145	180,150
	Office Rent	888,898	-
	Repair & Maintenance	237,315	402,504
	Conveyance	774,394	343,938
	Mobile & Telephone	10,959	13,425
	Insurance Premium	80,434	77,220
	Internet	154,165	220,236
	Entertainment	2,006,787	2,773,549
	Audit Fee	519,500	490,750
	Miscellaneous Expenses	373,616	404,233
	Office Common expenses	979,240	947,040
	Postage & Stamps	5,920	4,830
	Enlistment Expense	18,509	58,108
	Stationery expenses	386,801	505,211
	Email & Hosting	245,931	171,184
	Car Allowance	139,928	1,923,754
	Legal Expenses	118,000	288,221
	Tours & Travels	71,761	324,573
	AGM Related Expense	746,444	310,700
	Donation & gift	520,544	89,259
	Tender Submission expense	145,261	111,126
	Meeting Expenses	293,976	395,561
	Provision for Bad debt	249,383	208,470
	Exchange rate fluctuation (Gain/Loss )	(39,788)	(34,584)
	<b>Total</b>	<b>40,101,695</b>	<b>45,992,840</b>

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024
<b>31.00</b>	<b>Selling &amp; Distribution Expenses :</b>		
	Salary & Allowance	3,378,869	4,263,180
	Festival Bonus	225,198	306,507
	Conveyance	333,504	1,031,813
	Performance Bonus	382,575	-
	Training & Seminar Expenses	257,810	105,981
	Marketing Expenses	475,575	579,841
	Business Promotion Expenses	1,496,080	1,135,496
	<b>Total</b>	<b>6,549,611</b>	<b>7,422,818</b>
<b>32.00</b>	<b>Financial Expenses :</b>		
	Interest on OD & Term Loan	18,190,137	22,536,654
	SBLC Renewal Charge	-	3,802,772
	Interest on lease liabilities	554,005	968,806
	Bank & Others Charges	1,272,868	2,031,683
	<b>Total</b>	<b>20,017,010</b>	<b>29,339,914</b>
<b>33.00</b>	<b>Non-Operating Income :</b>		
	Interest on Security Deposit (FDR)for Microsoft	5,821,997	4,693,519
	Interest on Bank Accounts	14,591	21,075
	Gain on termination of Lease	70,726	-
	Interest on Security Deposit for Loan From IPDC	1,213,378	1,447,049
	<b>Total</b>	<b>7,120,692</b>	<b>6,161,643</b>
<b>34.00</b>	<b>Calculation of Workers' Profit Participation Fund :</b>		
	Profit before WPPF & Income Tax	60,503,612	115,650,628
	Provision for Workers' Profit Participation Fund @ 5% on the above amount after charging the contribution (5/105)	2,881,124	5,507,173
<b>35.00</b>	<b>Provision for Income Tax :</b>		
	Current Tax <b>(Note 35.01)</b>	1,424,138	2,412,806
	<b>Total</b>	<b>1,424,138</b>	<b>2,412,806</b>
<b>35.01</b>	<b>Current Tax :</b>		
	Tax on Non-operating Income <b>(Note: 26)</b>	1,424,138	2,412,806
	<b>Total</b>	<b>1,424,138</b>	<b>2,412,806</b>

As per Sixth Schedule, Part 1, Para 21 of the Income Tax Act, 2023, Income from Information Technology Enabled Services (ITES) for the period from the first day of July, 2024 to the thirtieth day of June, 2027 will be excluded from Tax. For that reason, Deferred Tax is not applicable.

Notes	Particulars	Amount in Taka	
		30/Jun/2025	30/Jun/2024

**36.00 INFORMATION BASED ON PER SHARE :**

**36.01 Earnings Per Share (EPS) :**

Earning attributable to the ordinary shareholders	56,198,349	107,730,649
Weighted Average Number of ordinary shares at the end of the year	75,000,000	75,000,000
<b>Earnings Per Share (EPS)</b>	<b>0.75</b>	<b>1.44</b>

**36.02 Net Assets Value (NAV) :**

Total Assets	2,088,339,438	1,996,535,635
Less: Total Liabilities	(335,055,008)	(247,995,276)
<b>Net Assets' Value (NAV)</b>	<b>1,753,284,430</b>	<b>1,748,540,358</b>
Number of ordinary shares outstanding at the end of year	75,000,000	75,000,000
<b>Net Asset Value (NAV) Per Share</b>	<b>23.38</b>	<b>23.31</b>

**36.03 Net Operating Cash Flows Per Share (NOCFPS) :**

Net Operating Cash Flows (from Statement of Cash Flows)	89,942,843	210,160,509
Number of ordinary shares outstanding at the end of year	75,000,000	75,000,000
<b>Net Operating Cash Flows per share (NOCFPS)</b>	<b>1.20</b>	<b>2.80</b>

**36.04 Related Party Disclosures (IAS-24):**

The Company carried out a number of transactions with related parties in the normal course of business on arm's length basis.

Name of the Related Party	Relationship	Nature	Opening Balance	Addition during the period	Paid during the period	Amounts in Taka	
						30/Jun/25	30/Jun/24
SM Ashraful Islam	Chairman (Retired)	Board Meeting Fees	-	12,778	12,778	-	-
Mohammad Shahjala	Chairman (Appointed)	-	38,334	38,334	-	-	-
Shameem Ahsan	Managing Director (Retired)	Remuneration	500,000	5,250,000	5,701,333	48,667	500,000
Shah Imraul Kaeesh	Independent Director	-	140,558	140,558	-	-	-
Dr. Rabeya Sultana	Board Meeting Fees	-	140,558	140,558	-	-	-
Dr. Mohammed Shafiful Alam Khan		-	140,558	140,558	-	-	-
<b>Total</b>		<b>500,000</b>	<b>5,722,786</b>	<b>6,174,119</b>	<b>48,667</b>	<b>500,000</b>	

**36.05 Reconciliation of Net Income or Net Profit with Cash Flows from Operating Activities (Indirect Method) :**

Particulars	Note	Amount in Taka	
		30/Jun/25	30/Jun/24
Net Profit before Tax for the period	P/L	57,622,487	110,143,455
Financial Expenses paid		32,00	20,017,010
Bad debt provision		30,00	249,383
Foreign exchange gain/loss		30,00	(39,788)
Interest Income		33,00	(34,584)
Interest Income		(7,120,692)	(6,161,643)
Depreciation cost		4,00	25,541,400
Amortization cost		5,00	23,392,286
(Increase)/Decrease in Inventory		9,00	2,471,279
(Increase)/Decrease in Trade and Other Receivables		10,00	(717,753)
(Increase)/Decrease in Advance, Deposit & Prepayments (Excluding Security Deposit For Microsoft, Loan & Advance for Income Tax )		11,00	(81,304,979)
(Increase)/Decrease in Advance, Deposit & Prepayments (Excluding Security Deposit For Microsoft, Loan & Advance for Income Tax )		(57,726,840)	14,626,464
(Increase)/Decrease in Advance, Deposit & Prepayments (Excluding Security Deposit For Microsoft, Loan & Advance for Income Tax )		(7,177,518)	14,626,464
(Increase)/Decrease Tender Security & Margin		12,00	9,783,939
Increase/(Decrease) in Liabilities for expenses		20,00	8,251,864
Increase/(Decrease) in Unearned Revenue		25,00	(4,841,679)
Increase/(Decrease) in Trade and Other Payables		22,00	293,823
Increase/(Decrease) in Provision for Workers' Profit Participation Fund		27,00	(24,642,590)
Income Tax Paid		26,00	(4,391)
<b>Net Cash Inflow / (Outflow) from Operating Activities</b>		<b>89,942,843</b>	<b>210,160,509</b>

**eGeneration PLC**  
**Schedule of Property, Plant & Equipment**  
As at 30 June, 2025

Annexure-A

Particulars	Cost		Rate of %	Balance as on 01.07.2024	Charged for the period	Depreciation	Balance as on 30.06.25	Written Down Value as at 30.06.25
	Balance as on 01.07.2024	Addition during the period						
Furniture & Fixture	12,616,217.00	182,000	10%	12,798,217.00	541,538.04	8,242,004.28	4,556,212.72	
Computer & Computer Accessories	29,854,764.48	2,538,394	30%	32,393,158.48	2,323,703.69	25,602,049.14	6,791,109.34	
Server	23,972,098.33	-	25%	23,972,098.33	15,129,015.89	2,210,770.75	17,339,786.64	6,632,311.69
Office Equipment	11,975,435.83	438,580	10%	12,414,015.83	8,545,145.18	351,140.70	8,896,285.88	3,517,729.95
Interior Development	59,623,291.00	-	10%	59,623,291.00	35,865,805.70	2,375,748.57	38,241,554.27	21,381,736.73
Networking Equipment	3,498,234.49	-	20%	3,498,234.49	3,014,284.13	96,790.40	3,111,074.53	387,159.96
Power Equipment	3,910,130.38	-	10%	3,910,130.38	2,792,436.42	111,769.66	2,904,206.08	1,005,924.30
Vehicle	10,170,000.00	-	20%	10,170,000.00	8,728,638.59	288,272.55	9,016,911.14	1,153,088.86
Data Center	264,659,317.00	-	10%	264,659,317.00	119,902,366.92	14,475,694.59	134,378,061.50	130,281,255.50
Building	82,333,180.00	-	2%	82,333,180.00	3,386,702.55	1,578,929.23	4,965,631.77	77,367,548.23
<b>Balance as at 30 June 2025</b>	<b>502,612,669</b>	<b>3,158,974</b>		<b>505,771,643</b>	<b>228,343,207</b>	<b>24,354,358</b>	<b>252,697,565.24</b>	<b>253,074,077.3</b>

Allocation of Depreciation	Rate of %	Depreciation of Right of use Asset	Depreciation of Property Plant Equipment	Amounts in Taka
Cost of Service (Note - 29.01)	90%	1,068,338	21,918,922	22,987,260
General & Administrative Expenses (Note-30.00)	10%	118,704	2,435,436	2,554,140
	<b>100%</b>	<b>1,187,042</b>	<b>24,354,358</b>	<b>25,541,400</b>

eGeneration PLC  
**Schedule of Intangible Assets**  
As at 30 June, 2025

**Annexure-B**

Particulars	Cost Balance as on 01.07.2024	Addition during the period	Balance as on 30.06.25	Rate of %	Balance as on 01.07.2024	Amortization		Written Down Value as at 30.06.25
						Charged for the period	Balance as on 30.06.25	
Data Analytics	34,589,000	-	34,589,000	10%	22,806,606	1,178,239	23,984,844.99	10,604,155
Solution on Microsoft Platform	69,448,190	-	69,448,190	15%	41,276,073	4,225,817	45,501,890.85	23,946,299
Networking Solutions	33,649,500	-	33,649,500	10%	14,815,918	1,883,358	16,699,276.06	16,950,224
Cyber Security Solution	61,850,297	-	61,850,297	20%	44,746,726	3,420,714	48,167,440.55	13,682,856
HR Management System	26,953,202	-	26,953,202	20%	19,805,790	1,429,482	21,235,272.53	5,717,929
CRM Software	96,142,455	-	96,142,455	10%	53,929,693	4,221,276	58,150,969.19	37,991,486
Fertilizer Recommendation System	46,303,095	-	46,303,095	20%	37,182,017	1,824,216	39,006,232.79	7,296,862
Social Media Monitoring	31,208,394	-	31,208,394	20%	25,309,042	1,179,870	26,488,912.14	4,719,482
Database Solutions	38,358,572	-	38,358,572	18%	24,468,761	2,500,166	26,968,927.39	11,389,645
Digital Platform Development	23,702,734	-	23,702,734	10%	8,411,276	1,529,146	9,940,421.95	13,762,312
<b>Balance as at 30 Jun 2025</b>	<b>462,205,439</b>	-	<b>462,205,439</b>		<b>292,751,903</b>	<b>23,392,285.53</b>	<b>316,144,188</b>	<b>146,061,251</b>

# USEFUL INFORMATION FOR SHAREHOLDER

<b>Date of Incorporation</b>	: 22 November 2003
<b>BSEC Consent for Listing</b>	: 10 December 2020
<b>Date of Listing:</b>	: <b>DSE</b> 14 February 2021 and <b>CSE</b> : 15 February 2021
<b>Inauguration of Trading at DSE &amp; CSE</b>	: 23 February 2021

## SHARE CAPITAL :

- Authorized Share Capital: Tk. 100,00,00,000 divided into 10,00,00,000 nos. of Ordinary Shares of Tk. 10 each.
- Issued, Subscribed and Paid-up Share Capital: Tk. 75,00,00,000 divided into 7,50,00,000 nos. of Ordinary Shares of Tk. 10 each.

## 22nd Annual General Meeting:

<b>Date</b>	29 December 2025
<b>Time</b>	10:30 AM
<b>Venue</b>	The Company will conduct its 22nd AGM by using a Hybrid System according to BSEC Directive No. BSEC/CMRRC/2009-193/08, dated March 10, 2021, & Letter No. BSEC/ICAD/SRI-C/2024/318/09 dated 16 January 2024.



The Company's annual report for the year 2024-2025 along with the Notice of AGM is being sent only by email to the members, and all other persons /entities are entitled to receive the same and that the 22nd Annual General Meeting will be convened by using the digital platform.

Because of the COVID-19 pandemic, the Bangladesh Securities and Exchange Commission has to vide its Directive No. BSEC/CMRRC/2009-193/08 dated 10 March 2021, and Letter No. SEC/SRMIC/94-231/91 dated 31 March 2021 permitted the listed company to hold of Annual General Meeting

virtually. Considering the health and safety of all the shareholders and others, the 22nd AGM of eGeneration PLC. will be convened by using a digital platform without the physical presence of the members at a common venue.

## ➤ ACCESS

A simple click on the following link will allow the shareholders to connect to the hybrid AGM platform. Through the online platform, the shareholders can ask relevant questions and/or provide comments on the performance, agenda, and any other aspect of the Company.

22nd AGM Link of eGeneration PLC.  
<https://eGen22ndAGM2025.hybridagmbd.net>

**Supported device:** Laptop, Desktop, Tab, Mobile (android/iPhone)

## ➤ Q&A

The shareholders will be able to submit their questions/comments electronically 48 (forty-eight) hours before the commencement of the AGM through this link and during the Annual General Meeting. To log into the hybrid AGM, the shareholder needs to click on the link or scan the QR Code and provide the individual's 16-digit Beneficiary Owners (BO) Account number or Folio number, name of the respective shareholders, number of shares held and mobile number or email address.

## ➤ VOTE

The shareholders will be able to cast their votes on the agenda.

**Key Share Information:**

Particulars	30 June 2025
Total no. of shareholder	6,902
DSE Share price (Closing) Tk.	18.80
Outstanding shares	7,50,00,000
Free float shares	52,448,952
DSE Market Capitalization (BDT in million)	1,417.500

**Investor Calendar:**

Particulars	Date
Approval of unaudited Q1 financial statements	12 November 2024
Approval of unaudited Q2 financial statements	29 January 2025
Approval of unaudited Q3 financial statements	24 April 2025
Approval of financial results of FY: 2024-2025	29 October 2025
The record date for the 22nd Annual General Meeting	03 December 2025
Notice published for the 22nd Annual General Meeting	04 December 2025
Annual Report dispatched to the members through e-mail	15 December 2025

**Composition of Shareholding as of 30 June 2024:**

Shareholder's Group	No. of Shares	% of Shareholding
Sponsor and Directors	22,551,048	30.07%
Institutions	15,108,391	20.14%
Foreign	398,099	0.53%
General Public	36,942,462	49.26%
<b>Total</b>	<b>75,000,000</b>	<b>100%</b>

**Share Price Sensitive Analysis:**

Share price in the stock market moves due to various factors, viz., the performance of the Company, sentiments of the general market, the country's economic & political events, and money market performance. Under listing regulations and other regulatory requirements, eGeneration PLC promptly circulates its price-sensitive information to stakeholders. During 2024-2025, the Company's share price peaked at Tk. 41.00, while the lowest recorded price was Tk. 17.90. The Company's closing share price on the last trading day of the financial year stood at Tk. 18.80.

**Dividend Payment:**

eGeneration aims to provide a commendable and sustainable dividend rate to its shareholders. On 29 October 2025, the Board of Directors recommended a 2.25% Cash dividend for all shareholders for the year ended June 30, 2025. This dividend will be paid after approval in the Company's Annual General Meeting

as per the respective shareholder position on the record date, i.e., 03 December 2025.

**Investors' Grievance:**

Routine queries and complaints from shareholders are promptly attended to and replied to. During the year under review, none of the investors or shareholders has filed any letter of complaint against any service provided by the Company to its members/shareholders. Shareholders may file any query relating to investment can contact at +88 02 8413076, +88 02 8419177, or email the share department of the Company at [cs@egeneration.co](mailto:cs@egeneration.co)

**Web Presence:**

Updated information regarding eGeneration Limited can be accessed at the Company's website, [www.egeneration.co](http://www.egeneration.co)



**AGM Link:** <https://eGen22ndAGM2025.hybridagmbd.net>

**22nd Annual General Meeting Login QR Code**

# CERTIFICATE



# CERTIFICATE



**Certification**  
OF PROVISION

THIS IS TO CERTIFY THAT

**eGeneration Ltd.**

Ranks Business Center, Level 9, Ka-218/1, Pragati Sarani, Kuril, Dhaka-1229, Bangladesh

Has under implementing

**CMMI for Services (CMMI-SVC)** version 2.0 Maturity Level 3 practices compliant to

**Benchmark Appraisal for Maturity Level 3**

eGeneration is CMMI Level 13 Certified since 12<sup>th</sup> March 2020 and now in review process for the Re-appraisal

The result of CMMI-SVC V2.0 Benchmark Re-appraisal for Maturity Level 3 is

expected to be completed by 30<sup>th</sup> March 2024

*Signature*  
Director

Issue Date : 2<sup>nd</sup> January 2024  
Expiry Date : 30<sup>th</sup> March 2024

**Certification Serial No. : 2301101BD**

This certificate is property of e-ADVANCY. Certificate can be verified on [www.eadvancy.com](http://www.eadvancy.com)



**ISACA**  
Licensed CMMI Partner

**Auth Sign**

**EQUALITAS CERTIFICATIONS LTD.**

Office No 513, DDA-1, Ditt Centre, Jatrapur, New Delhi 110 056, INDIA.

Ph: +91 11 46681421, 2549721844 Email: [info@theqci.com](mailto:info@theqci.com) URL: [www.theqci.com](http://www.theqci.com)

**RECOGNITION OF ACHIEVEMENT**

**eGeneration PLC.**  
Appraisal ID: 73671

OU Name: Service Department

Model View / Domain: Services

The company has been successfully appraised at

**Maturity Level – 3**

Appraisal Validity: 2024/11/06 - 2027/11/06

**BASIS**

**CERTIFICATE OF MEMBERSHIP**

THIS IS TO CERTIFY THAT

**EGENERATION PLC.**

B. GENERAL CATEGORY MEMBER OF

BANGLADESH ASSOCIATION OF SOFTWARE AND INFORMATION SERVICES

SINCE MAY 08, 2004 HAVING MEMBERSHIP NUMBER GE-04-05-III.

THIS CERTIFICATE IS VALID UPTO DECEMBER 31, 2025.

Note: This is a system-generated certificate, no signature is required.  
Please scan the QR code to verify membership validity.

**Bangladesh Association of Software and Information Services**

Registration no: TQ-426198  
+880 96 12327327 • [info@basis.org.bd](mailto:info@basis.org.bd) • [www.basis.org.bd](http://www.basis.org.bd)

# CERTIFICATE

<div style="text-align: center;">  <p><b>Government of the People's Republic of Bangladesh</b>  <b>Office of the Chief Controller of Imports and Exports</b>  <b>Export Registration Certificate (ERC)</b></p> <p><b>ERC No:</b>  <b>230320210033320</b></p> <p>This is to certify that until further orders <b>eGeneration Limited</b>, Address: <b>12 BDBL Bhavan 6th Floor, Kawran bazar Dhaka</b>, is hereby registered as an <b>Exporter</b> of Office of the Chief Controller of Imports and Exports under the jurisdiction of Office of the Controller of Imports and Exports, Dhaka with following terms and conditions.</p> <p><b>Company's Particulars:</b></p> <table border="0" style="width: 100%;"> <tr> <td>1. E-TIN</td> <td>: 899579280871</td> </tr> <tr> <td>2. Previous ERC No</td> <td>: 0148128</td> </tr> <tr> <td>3. Nominated Bank Name &amp; Branch</td> <td>: Dutch-Bangla Bank Ltd, Gulshan 1</td> </tr> <tr> <td>4. First Issue Date</td> <td>: 12 July, 2018</td> </tr> <tr> <td>5. Valid up to</td> <td>: 30 June, 2026</td> </tr> <tr> <td>6. Last Updated Date</td> <td>: 27 July, 2025</td> </tr> </table> <p><b>Terms &amp; condition:</b></p> <ol style="list-style-type: none"> <li>1. This Registration Certificate will have to be renewed every financial year.</li> <li>2. Prohibited goods cannot be exported and in the case of controlled/restricted goods, all the terms and conditions of the export policy order should be maintained properly.</li> <li>3. Without any permission of the Chief Controller of Imports &amp; Exports or any other officer authorized by him, This Registration Certificate cannot be transferred.</li> <li>4. If any Importer, Exporter &amp; Indentor violates any provisions of the Importers, Exporters &amp; Indentors (Registration) Order, 1981 or any other laws, the registration may be suspended or cancelled.</li> <li>5. Any kind of fraud, forgery and misdeclaration is punishable under ICT Act, 2006 and in such cases the registration may be suspended or cancelled by the authority.</li> <li>6. The authority reserves the right to cancel the registration certificate at any time without assigning any reason whatsoever.</li> </ol> <p><b>N.B: This is a system generated certificate requires no manual signature.</b></p> </div>	1. E-TIN	: 899579280871	2. Previous ERC No	: 0148128	3. Nominated Bank Name & Branch	: Dutch-Bangla Bank Ltd, Gulshan 1	4. First Issue Date	: 12 July, 2018	5. Valid up to	: 30 June, 2026	6. Last Updated Date	: 27 July, 2025	<div style="text-align: center;">  <p><b>Government of the People's Republic of Bangladesh</b>  <b>Office of the Chief Controller of Imports and Exports</b>  <b>Import Registration Certificate (IRC)</b>  <b>Commercial</b>  <b>IRC No:</b>  <b>230320210033320</b></p> <p>This is to certify that until further orders <b>eGeneration Limited</b>, Address: <b>12, Karwan Bazar BDBL (6th Floor), Telgaon, Dhaka</b>, is hereby registered as a <b>Commercial Importer</b> of Office of the Chief Controller of Imports and Exports under the jurisdiction of Office of the Controller of Imports and Exports, Dhaka with following terms and conditions.</p> <p><b>Company's Particulars:</b></p> <table border="0" style="width: 100%;"> <tr> <td>1. E-TIN</td> <td>: 899579280871</td> </tr> <tr> <td>2. Previous IRC No</td> <td>: BA195572</td> </tr> <tr> <td>3. Nominated Bank Name &amp; Branch</td> <td>: Dutch-Bangla Bank Ltd, Gulshan 1</td> </tr> <tr> <td>4. 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## PHOTO GALLERY



Workshop for empowering our team with essential project management tools, techniques, and real-world insights—preparing everyone to lead projects with confidence and clarity.



An inspiring workshop on Global AI Practices, guided by the esteemed Mr. Sunny Alam, VP of Philips—sharing visionary insights into an AI-powered future.



A dynamic workshop diving into AI & Data Analytics in Digital Health, guided by experts shaping the future of smart healthcare.

## PHOTO GALLERY



Celebrating the start of another exciting year with the incredible eGeneration family!



An engaging workshop on Future-Ready RMG: Embracing AI, Analytics, and Automation, led by industry experts shaping the future.



eGeneration

eGeneration to Provide HMIS Solution to Popular Diagnostics Ltd

eGeneration to Provide eghealth, AI powered HMIS Solution to Popular Diagnostics Ltd



eGeneration to Optimize Robi's Operations with Workflow Automation and Document Management Solutions.

eGeneration to Optimize Robi's Operations with Workflow Automation and Document Management Solutions



**eGeneration PLC.**  
 Ranks Business Center (Level 9),  
 Ka-218/1, Pragati Sarani,  
 Kuril Dhaka-1229.  
 Tel: +88 02 8413076  
 +88 02 8419177  
 E-mail: cs@egeneration.co

## 22<sup>nd</sup> Annual General Meeting

### PROXY FORM



I/We .....of.....  
 ..... being a member of eGeneration PLC and a holder of .....  
 ..... shares hereby appoint Mr./ Ms. ....  
 of .....as my/ our proxy to vote for me/us  
 and on my/our behalf at the **22<sup>nd</sup> Annual General Meeting** of the Company to be held on **December 29, 2025**  
**(Monday)** and at any adjournment thereof.

Signed this	day of December 2025	
Signature	Revenue stamp of BDT 20/-	Signature
Name :		Name :
(Proxy)		(Member)

**NOTE :**

- a) This duly completed proxy form must be deposited at least 72 hours before the meeting at the Company's registered office. As explained above, the proxy is invalid if it is not signed and stamped.
- b) Signatures of the shareholders should agree with the specimen signature registered with the Company and Depository Register.

**eGeneration PLC.**  
 Ranks Business Center (Level 9),  
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 Kuril Dhaka-1229.  
 Tel: +88 02 8413076  
 +88 02 8419177  
 E-mail: cs@egeneration.co

## 22<sup>nd</sup> Annual General Meeting



### ATTENDANCE SLIP

Signature
Name :
(Member/ Proxy)
Folio/BO ID No.

**NOTE :**

Signatures of the shareholders should agree with the specimen signature registered with the Company and Depository Register.





## Our AI Solutions

egenius AI

eghealth AI

eglearn AI

egsales AI



AI Driven  
Data Analytics



AI Driven  
Software  
Development



Healthcare  
Solution



Managed  
Service



Resource  
Augmentation



Data Center  
Solutions



Cyber  
Security



Cloud  
Service



System  
Integration

[info@egenertion.co](mailto:info@egenertion.co), [www.egeneration.co](http://www.egeneration.co)

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