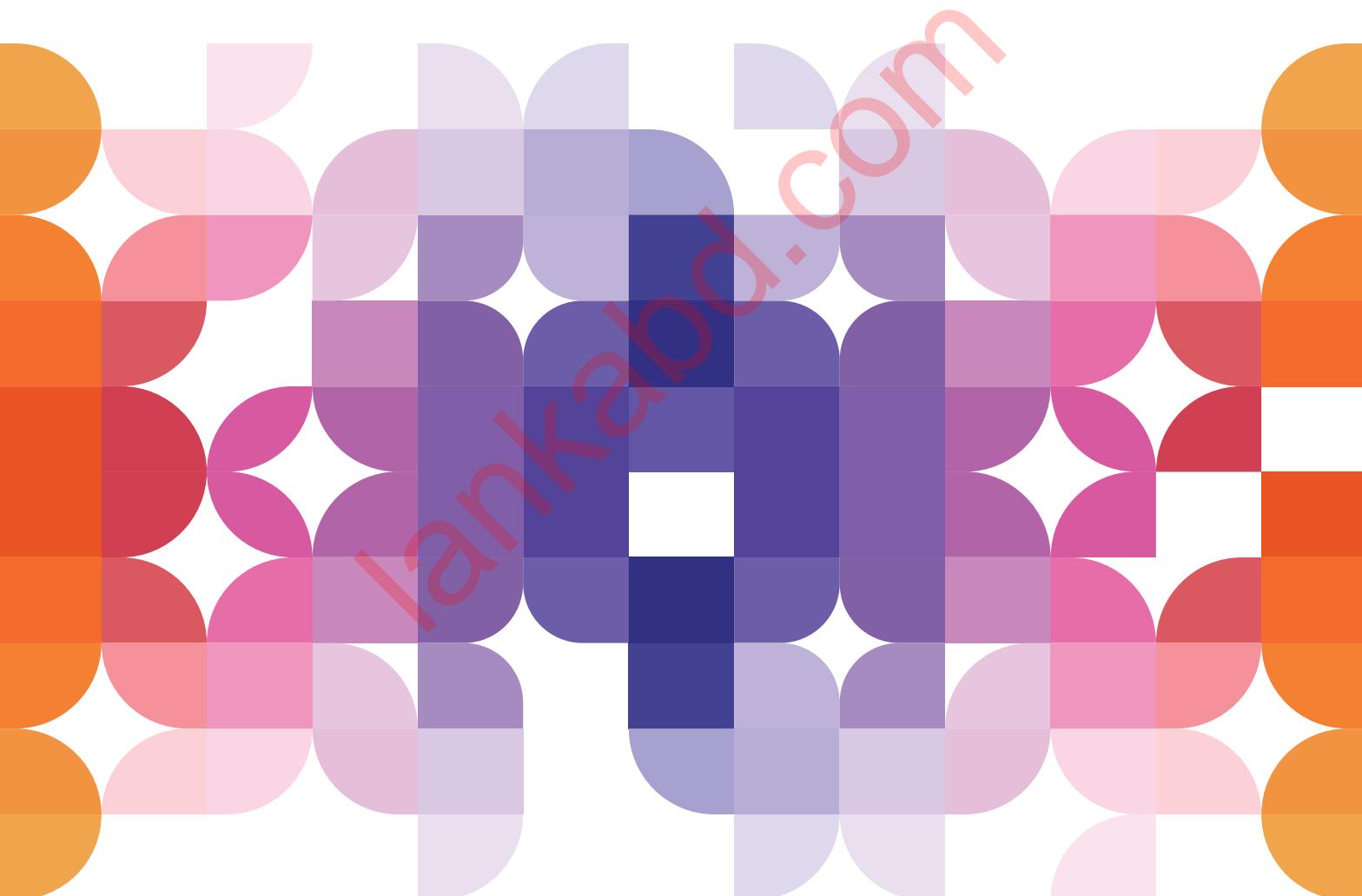


ANNUAL REPORT **2021**

aamra
networks
limited





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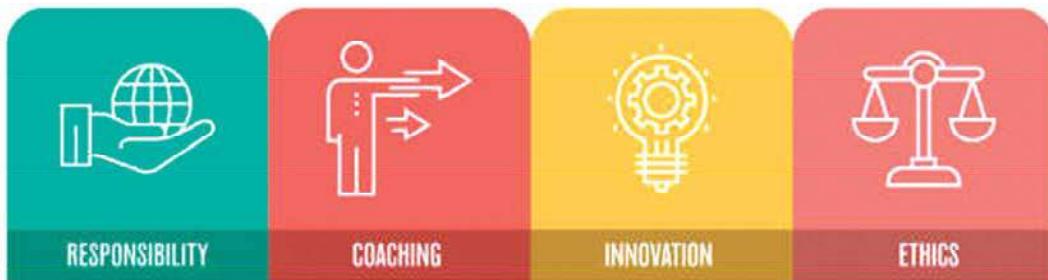
Vision

To achieve excellence
and drive innovation
without boundaries,
through the power of
"WE"

Mission

To empower our stakeholders
with best practices and finest
products every day!



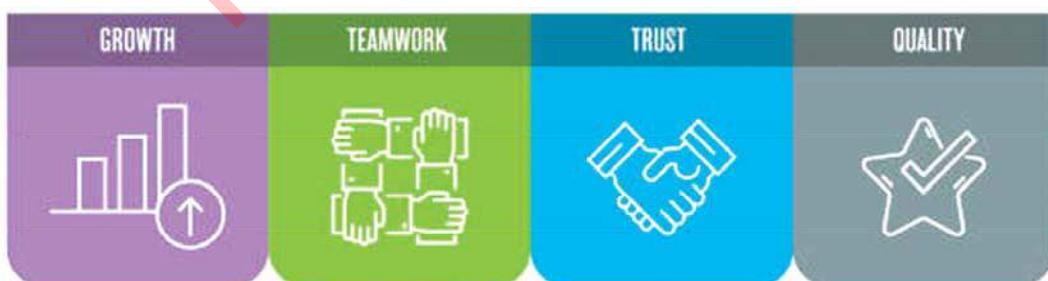


Creating value with the power of "WE"

aamra recognizes the power that partnership and cooperation have in achieving any goal. First and foremost, we are driven by 'People'.

We believe that by harnessing the strength of togetherness with all our stakeholders, we will be able to surmount any obstacle in our path and scale new heights. Consequentially, our products and services are meant to create value of unity in relations to our business partners, shareholders as well as to our employees and society in general. The period of Pandemic has reinstated our belief in the power of collaboration and togetherness.

We believe, the power of unity, the power of people and the power of 'WE' is what defines and delivers innovation and service!



CORPORATE DIRECTORY

REGISTERED OFFICE

Safura Tower (12th Floor),
20 Kemal Ataturk Avenue
Banani C/A, Dhaka-1213
Tel: +88029841100
Email: info@networks.com.bd

BUSINESS ADDRESS

Safura Tower
(12th & 15th Floor)
20 Kemal Ataturk Avenue
Banani C/A, Dhaka-1213
Tel: +88029841100
Email: info@networks.com.bd
www.aamranetworks.com

CHITTAGONG OFFICE

SFA Tower, Level-3
132 Panchlaish R/A
Chattogram - 4203

JASHORE OFFICE

Sheikh Hasina Software &
Technology Park
(MTB, 1st Floor)
Nazir Shankarpur Road,
Jashore
www.aamranetworks.com

AUDITORS

G. KIBRIA & CO.
Chartered Accountants
Sadharan Bima Sadan
(5th Floor), 24-25 Dilkusha
Commercial Area, Dhaka

COMPLIANCE AUDITOR

K. M. Hasan & Co.
Chartered Accountants
Home town Apartment
(8th & 9th Floor)
87, New Eskaton Road,
Dhaka-1000.

LEGAL ADVISER

**Syed Ishtiaq Ahmed &
Associates**
Law Consultants and
Legal Practitioners
Concord Ovilash (1st Floor)
House - 62, Road - 11A
Dhanmondi, Dhaka-1209

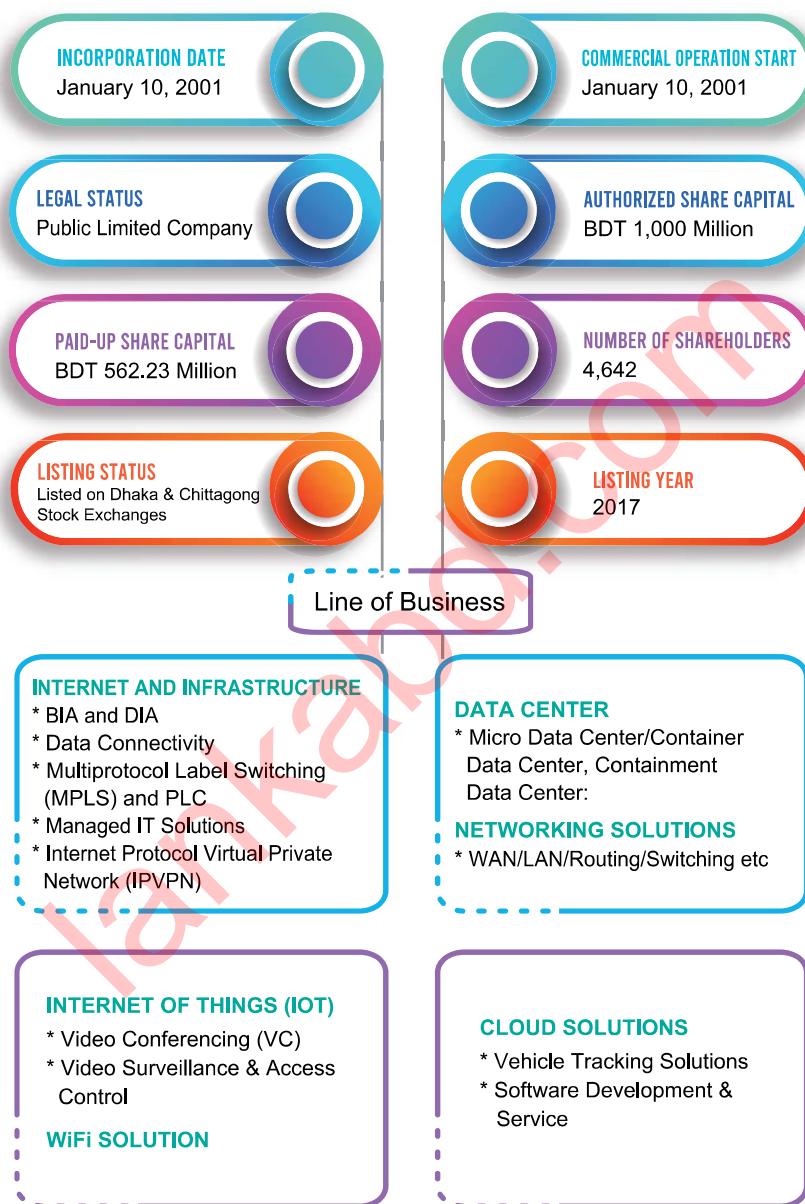
BANKERS

Shahjalal Islami Bank Ltd.
Bank Asia Limited
Dutch Bangla Bank Ltd.
The City Bank Ltd.
The Commercial Bank
of Ceylon, PLC

INSURER

Green Delta Insurance
Company Limited,
Guardian Life Insurance

COMPANY AT A GLANCE



KEY MILESTONES





NOTICE OF THE 20TH ANNUAL GENERAL MEETING

NOTICE is hereby given to all Shareholders of aamra networks limited that the **20th Annual General Meeting** of the Company will be held on **Tuesday, December 28, 2021**, at 10:00 a.m. by using a digital platform through a live webcast to transact the following businesses:

Agenda:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2021, together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the year ended June 30, 2021, as recommended by the Board of Directors of the Company.
3. To re-elect the retiring Directors.
4. To appoint Statutory Auditors of the Company for the year 2021-2022 and fix their remuneration.
5. To appoint Corporate Governance Code Compliance Auditor and fix their remuneration.

Dhaka, December 6, 2021

By order of the Board of Directors



Syed Moniruzzaman, FCS
Company Secretary

Notes:

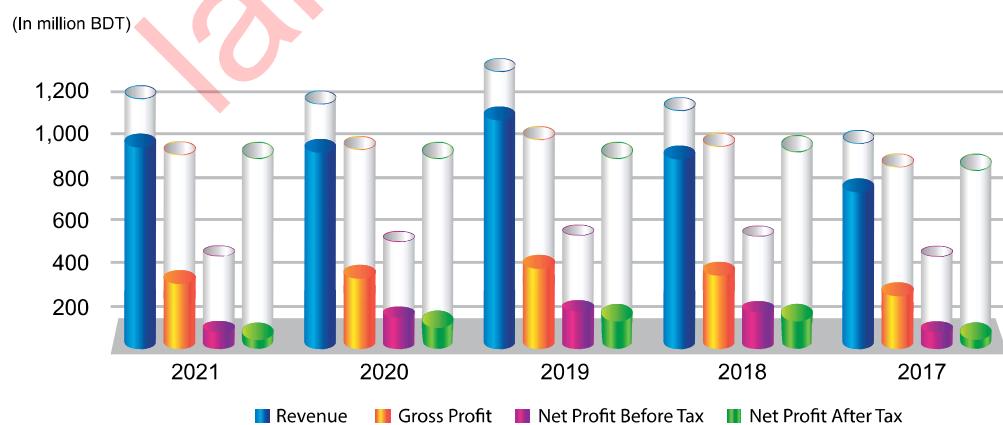
1. Members whose names appeared on the Depository Register as on the "Record Date" i.e. November 21, 2021, are eligible to attend the Annual General Meeting (AGM) and receive the dividend.
2. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her stead. A copy of the "Proxy Form", duly filled and stamped requires email at aamranet.sharedept@aamra.com.bd not later than 48 hours before the AGM.
3. According to the Bangladesh Securities & Exchange Commission's Notification No. BSEC/CMRRCD/2016-158/208/Admin/81 dated June 20, 2018, the Company will send the Annual Report 2021 in soft-copy format to the email of the shareholders available in their Beneficial Owners (BO) accounts maintained with the CDBL.
4. In case of non-receipt of Annual Report 2021 of the Company that will be sent through email, Members may download the same from the 'Investors Information' section of the Company's website: www.aamranetworks.com
5. Login process along with the joining link of the 20th AGM will be available at the 'Investors Information' section of the Company's website, members are requested to check the login details. Members may also send an email at aamranet.sharedept@aamra.com.bd for queries or assistance to join the AGM.

FIVE YEARS KEY FINANCIAL INDICATORS

(Figures are in million BDT except per share)

Particulars	2021	2020	2019	2018	2017
Revenue	999.45	972.14	1,132.42	949.51	795.52
Gross Profit	349.62	391.64	439.03	406.33	311.03
Profit from Operation	182.06	222.45	249.64	241.47	151.51
Net Profit Before Tax	131.26	195.57	226.67	222.64	131.71
Net Profit After Tax	120.39	179.45	212.03	212.44	122.27
Total Assets	2,896.32	2,509.91	2,053.46	1,891.76	1,336.63
Net Asset Value (NAV)	2,085.37	2,021.21	1,873.58	1,714.60	1,021.43
* Net Asset Value (NAV) per Share	37.09	35.95	35.32	32.33	26.88
* NAV per Share (Restated)	37.09	35.95	33.32	30.50	18.17
Number of Shares	56.22	56.22	53.04	53.04	38.00
NOCFPS	5.19	4.33	3.72	2.23	1.36
* NOCFPS (Restated)	5.19	4.33	3.51	2.10	0.92
EPS	2.14	3.19	4.00	4.01	3.22
* EPS (Restated)	2.14	3.19	3.77	3.78	2.17
Dividend	10% Stock (Proposed)	10% Cash	6% Cash & 6% Stock	10% Cash	10% Cash

* Based on current number of shares





PRODUCTS AND SERVICES

aamra networks limited over the last few decades has consistently provided its customers with ISP, IOT, IT & ITES solutions. Our clients have been able to rely on our ability to provide stable and consistent connectivity solutions. Using the state-of-the-art backbone and infrastructure, we have ensured that our clients have no worries when it comes to dependability and reliability. That in turn has ensured us an enviable list of blue-chip customers. When Internet and related value-added services are critical input to business, Corporate Bangladesh has but only one obvious choice-aamra.

Followings are brief description of our products and services.

INTERNET AND INFRASTRUCTURE

BIA and DIA: We provide Broadband Internet Access (BIA) and Direct Internet Access (DIA) connectivity to our customers nationwide. We have two categories of connectivity - i) regular and ii) premium. The premium connectivity package has more customizations in terms of latency, packet delivery and security. We are purely B2B ISP, hence we have bulk of experience and specialization in the corporate and organizational space, which puts us ahead of other contemporaries. Additionally, our nationwide POP network is extremely robust and majority of them are 10G interface enabled. Riding on the core system of our sister concern, aamra technologies limited, we provide the fastest B2B connectivity in the nation.

BIA & DIA highlights

- aamra networks limited is the largest B2B ISP of Bangladesh
- We serve 1300+ customers and 1000+ links
- We connect more than 1000000+ workstations nationwide
- We maintain a robust network of 75+ POPs
- We are ISO 9001:2015 certified

Data Connectivity: Data connectivity means the ability to connect clients and servers, securing the swift and voluminous transfer of information between them. aamra is one of the leading data connectivity solution provider in Bangladesh, with nationwide coverage to various public and private organizations.

Multiprotocol Label Switching (MPLS) and PLC:

Multiprotocol Label Switching (MPLS) is a routing technique in telecommunications networks that directs data from one node to the next based on short path labels rather than long network addresses, thus avoiding complex lookups in a routing table and speeding traffic flows. MPLS connectivity is very useful for organizations who collaborate on multiple native ERP, CRM or integrated software solutions across the globe. aamra is one of the leading MPLS solution provider of Bangladesh, riding on its robust network infrastructure, technical superiority and widespread global footprint. Additionally, we also provide other forms of Private Leased Circuits (PLC) dedicated to customers need and requirements.

MPLS/PLC highlights:

- We are one of the pioneers of MPLS in Bangladesh
- We serve leading international MPLS providers such as Orange Business Solutions & HGC Global
- MPLS and other forms of PLC solutions are rising opportunities in Bangladesh & we have an early mover's advantage

Managed IT Solutions: aamra's Managed IT solutions allow businesses to delegate their IT operations to us. aamra maintains the IT services of the leading private sector organizations and MNCs, with the assistance of our amazingly talented and versatile

Report on Products and Services continued...

Managed Services team. Our teams include service engineers recruited from the top engineering colleges, and majority of our service engineers are certified by top OEMs, i.e. Cisco, Microsoft, Juniper etc.

Managed IT Solution highlights:

- Diverse solutions offered, i.e. networking, video conferencing, video surveillance, email/router /firewall/VPN configuration, configuration, remote/on-call support etc
- We have a team of 40+ members who provider IT solutions to the top public and private organization of Bangladesh
- 10+ years of experience, 50+ managed IT clients

Internet Protocol Virtual Private Network (IPVPN): Internet Protocol Virtual Private Network is separated from the public internet, travelling via a private connection to each remote site. IPVPN also provides a high level of flexibility to organizations who have worldwide global presence. aamra has been the obvious choice of many international organization, for their IPVPN solutions.

DATA CENTER

We have 4 data centers, strategically positioned in Dhaka, Chattogram and Jashore. We provider an array of solutions from our data centers, i.e. colocation facility, infrastructure build up, managed services etc. We are uniquely position in our data center and infrastructure business, due to our strategically positioned data centers. We can manage customers loads efficiently, ensure automatic switch over and low latency connectivity through our data centers.

Data Center highlights:

- Our Disaster Recovery center is in Jashore, which is positioned on a different tectonic plate than Dhaka and Chattogram, customer data shall be safer in the event of any catastrophic natural disaster such as earthquake
- We have partnership with leading data center brands such as APC, Vivanco, Schneider etc.

Micro Data Center/Container Data Center, Containment Data Center: Micro, Container and Containment are small-scale modular data center that includes all the compute, storage, networking, power, cooling, and other infrastructure required for a given workload. This standalone infrastructure system allows organizations to build robust internal infrastructure, without having to invest in a dedicate data center. aamra is the first company to introduce these data center modules in Bangladesh.

NETWORKING SOLUTIONS

WAN/LAN/Routing/Switching etc: aamra maintains a very successful portfolio in the Enterprise Network Solution. aamra specializes in the following aspects of enterprise networking - Routing, Switching, LAN,

WAN, Servers & Storage, Configuration, Network Security etc. We have a team of amazing networks engineers, with certifications from leading OEMs. We work closely with global leaders of networking solutions and maintain partnership with them, i.e. Cisco, Fortinet, Sophos, Huawei, Juniper, Dell EMC, Vivanco etc.

WiFi

aamra is nation's largest WiFi solution provider. 'aamra WiFi' is available in hospitals, bus stations, railway station, restaurants, schools and metro city locations. We are closely working with Sheikh Russel Digital Lab Project and providing complimentary WiFi solutions throughout the country. Additionally, we are also providing white-label and managed WiFi solutions to major banks and MNCs. We are currently partnered with leading WiFi OEMs, i.e. Cisco Meraki, Aruba, Cambium and Huawei.

WiFi highlights:

- With 850+ public hotspots, we have the largest public WiFi network in Bangladesh
- We have presence in more than 30 districts and serve more than 60 crore user sessions each year (data from 2020)
- We are also providing white-labelled city WiFi in Sylhet, Cumilla, Chattogram and Cox's Bazar city corporation.

INTERNET OF THINGS (IOT)

Video Conferencing (VC): Video conferencing is technology that allows organizations to connect with their employees located in various locations, in a high resolution and life-like interaction. Riding on our core solution of Internet, we have built a fairly large and extensive VC portfolio. In addition to MNCs, we maintain an extremely large footprint on national defense organizations. To add to this, we are constantly doing fabulous innovations in the collaboration space.

Video Conferencing highlights:

- We are the largest Video Conferencing Solution provider in Bangladesh and won the reputed 'Poly South Asian Partner of the Year' three consecutive times
- We are combining Video Conferencing with popular software platform such as Microsoft Teams and Zoom, to enhance the video calling and collaboration experience of our clients.

Video Surveillance & Access Control: A video surveillance system/CCTV is composed of a system of cameras, monitors/display units, and recorders which allow any organization to monitor their premises and prevent security threats. We are one of the most reputed video surveillance providers in Bangladesh. Additionally, we cater to a large number of private and public clients. We maintain high level partnership with leading providers such as HikVision, Matrix and Samsung etc.

Video Surveillance highlights:

- 10+ years' experience of handling Surveillance solutions
- 100+ Engineers serving over 150+ companies
- We deployed nationwide Video Surveillance solutions in all Export Processing Zones (EPZ), in collaboration with BEPZA, making this one of the largest surveillance deployment of the country.

CLOUD SOLUTIONS

aamra was the first in Bangladesh to build local cloud, catering to the need of Bangladeshi customers. Currently we are providing a range of solutions from our cloud portfolio, such as Email as a Service, Email Security, Infrastructure as a service (IaaS), Platform as a service (PaaS) and Applications as a service (AaaS). We have our own enterprise cloud - 'aamra cloud', a large number of organizations are availing aamra cloud for its ease of use and simple implementation.

Cloud Highlights

- We are the first to launch private cloud in Bangladesh - aamra cloud
- We are the top Cloud Solutions Partner of Microsoft in Bangladesh, and winner of Microsoft Country Partner of the Year 2017, 2018
- We have partnered with AWS, global leader of cloud solutions

Vehicle Tracking Solutions: aamra is desirous to expand in the business of vehicle tracking, currently the company holds the necessary BTRC license. We are conducting R&D with renowned VTS brands, also conducting market assessment to formulate a winning business plan.

Software Development & Service: aamra maintains a rich portfolio of software development and services. We have strong R&D team and trained engineers, who are working relentlessly to build strong and robust enterprise software and productivity solutions. Our focus on software development aligns with our concentration on cloud-based business model. As our future business strategy revolves around cloud, we are confident our strong software development and service experience shall give us an edge in the SAAS and IAAS business model.

AFFILIATION WITH GLOBAL BRANDS

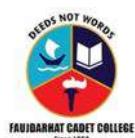
Brand	Product(s)	Origin
	Video Conferencing Solutions	USA
	International Connectivity Provider	CHINA
	Video Surveillance Solution	CHINA
	E-mail Security Gateway	USA
	Peering Partner	USA
	Access Control Solution	USA
	Collaborative Robotic Automation	DENMARK
	High-frequency and fiber optic technology connector solutions	GERMANY
	Cyber Security Appliance and Services	USA
	Firewall Protection	UK
	Innovative Robotics solution	ESTONIA

Brand	Product(s)	Origin
 VIVANCO	High-frequency and fiber optic technology connector solutions & Micro Data Center Solutions	GERMANY
	Routers and Wireless Products	LATVIA
	Wireless Networking Equipment	USA
	Online Authentication	USA
	Online Authentication	USA
	Enterprise Data Protection	USA
	Server & Storage Solution	USA
	Networking, Security & Server Solution	USA
	Mail & Cloud Solution	USA
	Networking & Security Solution	USA
	Cloud Computing	USA

Brand	Product(s)	Origin
 HUAWEI	Networking, Security & Server Solution	CHINA
	Hyper Converged Solution	USA
	Endpoint Solution	AMERICAN-JAPANESE
	Network Security Solution	ENGLAND
	Network Security Solution	USA
	Endpoint Solution	RUSSIA
	Services International Circuit	FRANCE
	Software & IoT	USA
	Load Balance & Network Security Solution	USA
	Networking Solution	USA

FEW OF OUR VALUED CLIENTS







BUSINESS PRINCIPLES



aamra's Business Principles articulate our values and beliefs, these act as the touchstone of efforts to maintain our higher standard for personal and business integrity. These principles are consistently preached and practiced in all SBU's and branches of aamra, by all employees. From technician to Managing Director, everyone maintains these principles religiously.

The key components of aamra's business principles are as follows.

People: The power of our 'people' is the driving factor behind our business practice. We trust in the ability, ingenuity and power of our people. All SBU's are committed to develop and harness the power of WE!

Innovation: Innovation is in the core of products and service. We are continuously investing on R&D, so that we remain ahead of our contemporaries in facilitating innovative products and solutions!

Trust: Our word is our honor; we choose them carefully and truthfully. We keep our commitments to each other and to our stakeholders.

Integrity: We do the right thing without compromise. We avoid even the appearance of impropriety.

Honesty: What we say is true and forthcoming - not just technically correct. We are open and transparent in our communications with each other and about business performance.

Commitment: Our commitments reflect who we are, and where we shall head as an organization. We are always committed to our stakeholders, colleagues and community!

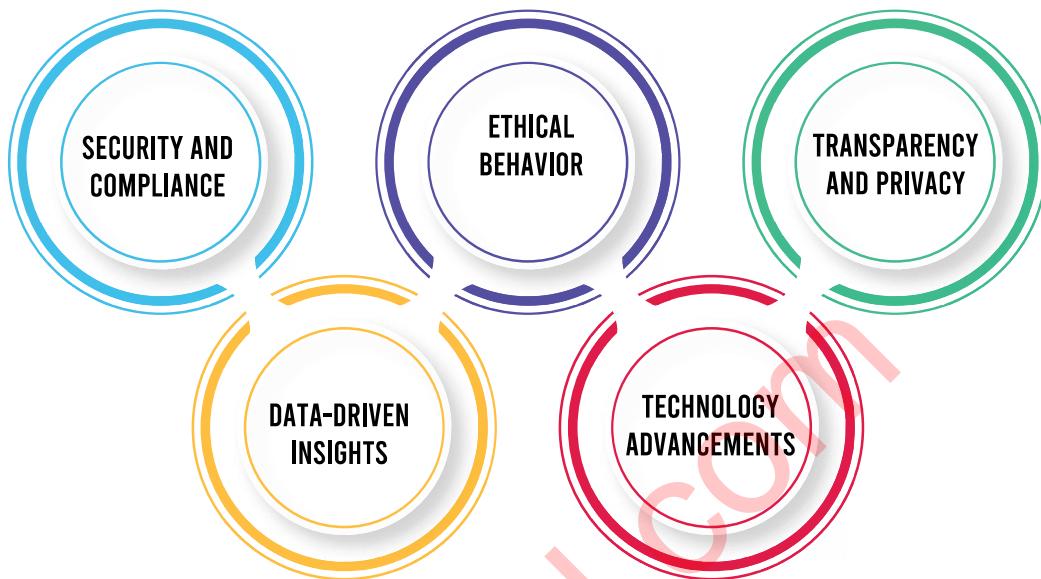
Judgment: We think before we act and consider the consequences of our actions.

Respect: We treat people with dignity and value their contributions. We maintain fairness in all relationships.

Courage: We speak up for what is right. We report wrongdoing when we see it.

Responsibility: We accept the consequences of our actions. We admit our mistakes and quickly correct them. We are responsible to our clients, our colleagues, and most importantly - ourselves!

ETHICAL PRINCIPLES



At aamra, we value honesty, integrity and the highest level of ethical conduct. We devote ourselves to creating a culture based on impenetrable ethical standards. High standards enhance our reputation as a company amongst our clients and investors. They also help in the acquisition and retention of the best and most talented employees and build stakeholder trust, confidence and loyalty. We trust that adhering to high standards minimizes the impact of ethical issues on company operations and financial performance.

Core Elements

At aamra, our ethical values serve as a guide for our actions, and ultimately forms the basis of our "winning culture." The core elements of aamra include the following:

Customers: We believe in creating loyal customers by providing a superior experience at a great value. We are committed to direct relationships, providing the best solutions, products and services based on standards-based technology, and outperforming the competition with value and a superior customer experience.

The aamra team: We believe our continued success lies in teamwork and the opportunity each team member has to learn, develop and grow. We are committed to a culture of meritocracy, and to developing, retaining and attracting the best people, reflective of national marketplace.

Honesty in relationships: We believe in being direct and honest in everything we do. We are committed to behaving ethically; responding to customer needs in a timely and reasonable manner; fostering open communications and building effective relationships with customers, partners, vendors and each other; and operating without inefficient hierarchy and bureaucracy.

National contribution: We believe in participating responsibly, not only for development of our company, but for the overall prosperity of Bangladesh. We recognize that 'aamra' is not just a company, it's a national brand that provides service and employment to many, all over Bangladesh. Its purpose is larger than mere business, aamra is devoted to making significant national contribution. We are committed to understanding and respecting the laws, values and cultures wherever we do business; profitably growing in all markets; promoting a healthy business climate; and contributing positively on a national scale, both personally and organizationally.

Winning: We have a passion for winning in everything we do. We are committed to operational excellence, superior customer experience, leading in the markets we serve, being known as a great company and great place to work, and providing a superior shareholder value over time.



BUSINESS DEVELOPMENT AND GROWTH STRATEGY

We are committed to provide continuous growth and return to our investors. Business growth, at the end of the day, is all about strategy and practice. aamra's Management and Leadership team works very closely to implement a flexible, viable and adaptive development and growth strategy.

Covid - 19 and tackling its impact

As the COVID-19 crisis drags on, companies, particularly in economies like Bangladesh, are feeling worse about the state of the economy and their own companies' prospects. It's natural that a challenge as unremitting as the pandemic should produce alternating hope and despair. There has been some progress on national scale to mitigate COVID-19, such as nationwide mask mandate, mass vaccinations, restrictions of mobility etc. Nevertheless, this deadly and evolving disease has been ahead of all forms of human efforts so far.

Just as the rise of the Delta variant ushered in a fresh wave of COVID-19 cases, so it appears to have resuscitated worries about the economy.

Employee and client safety are at the core of our business strategy during this new normal. We are trying our best to make sure that our employees have access to safe working environment and required amenities, i.e. hand sanitizers, masks, temperature check etc. We are regularly circulating updated information regarding health safety and cleanliness. Line-Managers and Supervisors are closely communicating with their respective teams. Additionally, our employees are facilitated with official vehicle facility and pick & drop service. We are especially cautious for employees responsible of infrastructure/technical support, who work closely at clients' premises and open areas. Protective gloves, masks and sanitizers are facilitated to these employees.

aamra employees are instructed to avoid any public meetings and gatherings. Non-essential interactions have been discouraged. Based on nature of jobs, a large number of our employees are directed to work on roster basis or from home and connect through virtual collaboration platforms (Microsoft Teams and Poly Video Conferencing). In addition, our pick-up vans, vehicles that carry our devices, cables, technicians and other employees are cleaned frequently with the cleaning materials to protect our employees and clients from any contamination.

Additionally, our SBUs are aggressively promoting the benefits of vaccine to our employees. COVID-19 is a relatively new disease, hence the vaccines for this calamity are fairly new as well. It is natural for anyone to have doubts, questions and confusions regarding the vaccines. To make sure our employees are well educated and aware about the vaccines, information that are available online, are regularly shared with employees. Additionally, we have strongly encouraged the need and absolute necessity of vaccination. A central 'vaccine database' has been created where employees are mandated to report their status of vaccination. This database enables to the line managers to take decisions better, in terms of mobilizing human resources, facilitating home office and making sure that the overall exposure of unvaccinated colleagues is minimized. As the age limit of vaccination become more and more inclusive, we look forward to seeing 100% of our colleagues vaccinated.

Geographical expansion

During last year, we have faced several full and partial lockdowns. While we understand the necessity of lockdowns from public health perspective, there are no doubt about the hinderance they have caused in our geographical expansion. Due to the frequent lockdowns, our mobility was affected severely. So instead of focusing on a horizontal expansion, we prioritized on vertical expansion.

For instance, we have expanded our geographical footprint in Mongla, Jashore and Khulna. For last 4 years, we have diligently pursued expansion in South-East region of the country. We trust that the region has high potential. Hence, we have upgraded our existing POPs and Data Center to cater to more clients and business opportunities. Additionally, we have hired new employees and adopted 360-degree trainings for human resources in that region.

Chittogram and southern region of the country have also gone through sizable vertical expansion. We have strengthened our network footprint in Chittogram metro regions. We had significant footprint on Chittogram EPZ and Korean EPZ, in the last year, we have penetrated even further and acquired majority of the clientele. We are also expanding in other places of CHT region, which we consider to be an unexplored territory.

Additionally, to make sure devices/hardware can be facilitated faster, we have increased local inventories. Our philosophy of geographical expansion revolves around business potential, regional growth and customer feedbacks.

New technology and innovation

COVID-19 has made the world realize the necessity to innovate, that too in warp speed. Many technologies, and industries are fighting for their relevance. As one of the frontiers of innovation in Bangladesh, we are fully aware of the importance of innovation. In the last year, we have focused on expansion of our cloud portfolio. In addition to our existing Microsoft portfolio, we have partnered with AWS, world's leading cloud solution provider. Additionally, we have a strategy to further expand our native cloud - aamra cloud. We forecast a radical growth and adoption of cloud in Bangladesh in the coming years, our teams are ready to fully utilize this opportunity.

Additionally, we are working to introduce newer technologies such as Unmanned Ground Vehicle (UGV) and a Robotic Combat Vehicle (RCV). Due to COVID-19, and high taxation on robotics, there was some sluggishness in robotics and automation business of aamra. However, we forecast this product line generate significant profit for us in years to come.

aamra networks limited (ANL) is a B2B ISP, and our priority in terms of commitment has always been our B2B customers. We understand and recognize the value of home internet business. However, we believe the rapid growth achieved by

local ISPs during the COVID-19, shall not be long-lasting. As a matter of fact, as early as first week of October 2021, The Daily Star has reported home connectivity ISPs losing market share, reflecting that our initial assessment was accurate. In light of this, we are concentrating even further into making newer and more convenient B2B solutions available for our existing and future clients.

Flexibility and adaptation

At aamra, we have always remained ahead of the national competitors in terms of technology, strategies, and innovation. We recognize that 'flexibility' and 'adaptation' is more critical now than any time before.

aamra was one of the first Bangladeshi companies to recognize that conventional 'box selling' approach shall not be sustainable. We have always adopted a 'customer driven' business and product strategy, instead of generic horizontal product approach. aamra is concentrating on developing products and solutions primarily for a specific industry and specific clients, which may apply to adjacent industries. With our deep domain expertise, we are helping our customers accelerate their growth, enhance the stickiness of our solutions and, over time, achieve competitive advantage. Our product/service strategy is flexible and adaptive, factoring our clients and their employees to create value and long-term engagement.

In the changing business atmosphere, we trust this shall give us dividends in long-term.

Diversification

aamra considers diversification as an important growth strategy. In this intensive strategy, the company grows by developing new businesses. For example, we diversified our business by partnering with AWS. We can effectively apply this intensive growth strategy through new product development in new business ventures, based on the broad differentiation generic strategy. This same spirit of diversification drives our growth in connectivity, IOT, and robotics portfolio.

A strategic objective based on this intensive strategy is to facilitate aamra's growth through continuous diversification and risk management.

Human driven development

At aamra, the core of everything is 'the power of WE'. For more than 36 years, our people have been our pillars of success and existence. We actively work and invest in ensuring our employees remain motivated and energetic to work for the company. This high level of employee satisfaction generates premium customer satisfaction. We strongly believe that happy employees lead to happy customer. Our interaction with our customers is motivated by the noble belief of collective knowledge sharing and growth. Many of our competitors are making massive profits from their clientele, on the other hand aamra is prioritizing in mutual growth, above profits.



VALUE CREATION & SUSTAINABILITY STRATEGY

Companies need to rethink their financial, business, and operating models to thrive in tomorrow's complex and dynamic business environment. Emphasizing a long-term perspective in business and strategy is more important than ever. In this section, we seek to show how aamra is working to blend short-term and long-term thinking in our business and corporate strategy and how it can deliver superior and more stable financial performance than our peers, both in the short and longer term.

Business strategies and behavior driven by short-term thinking may not be sustainable

In the light of the trends we have observed globally, business strategies and management practices driven by short-term thinking and financial engineering are unlikely to be the right answers for future success. Short-term thinking, for example by focusing on the only share price of the company, could lead to underinvestment in research and development (R&D) and innovation. This would be a critical mistake in a world approaching the end of its current economic cycle and in which company life spans are becoming shorter. Intangible assets are also difficult to build and strengthen with myopic thinking fixed on the short term. At aamra, we consciously work to make sure that our business strategies reflect long-term results, not only short-term fixes.

Long-term value

Long-term value is created by focusing on a broad set of stakeholders, with a distinct purpose in mind, to sustain a business for the long term.

Today, societies demand greater responsibility from the organizations they work for, buy from and invest in. At aamra, we believe capital and talent will shift from organizations that only create value for their shareholders to those that create value in the long term, across a broader group of stakeholders, including employees, consumers, suppliers,

communities, government, investors and shareholders.

Organizations that anchor their strategies to a meaningful purpose, with a focus on creating long-term, sustainable impact across stakeholders, are best positioned to benefit from, demonstrate and measure the value they create. Over the years, aamra has been committed with this ethos, making us aware and ever diligent about the long-term value we create in the market.

Prioritize on emerging technologies

The term "emerging" might be confusing in this context, as these technologies are not really emerging but are already here. Clients today use emerging technologies to improve operational efficiency, increase health and safety, boost automation and reduce costs. And those are only some of the benefits. Telecom organizations are developing new 5G-based products and services, and manufacturers have developed many connected products or have enriched their existing machines with connectivity. Likewise, the future of tech companies shall depend on whether they can rightly prioritize and penetrate the market of emerging technologies. At aamra, we are diligent about this and have made emerging technologies an important aspect of our financial forecast.

A business-integrated approach

aamra has built-in business integrated approach in the core of our products/solutions, because we know if our portfolio doesn't resonate with the business demands of the customers, the market shall not respond positively. Also, we have coupled operational KPIs to business KPIs because they are inextricably linked. Our business integrated approach in all of our products/solutions give us a competitive edge over other customers. Having worked alongside our customers for decades, we have a better understanding of our clientele and thus have key insights into their businesses.

Circular IT: we need to think big, but start small and act now

The take-make-waste model is way past its prime. Climate change, the scarcity of raw materials and declining biodiversity are threatening our wellbeing. We cannot continue to use virgin materials, while at the same time, valuable used materials and products are disposed as waste.

Circularity is a future proof alternative for the take-make-waste model, offering the next step in aamra's economic model. Circularity closes the loops of products, materials and resources, by extracting maximum value from resources in use, and minimizing waste and emissions.

Beware of the blind spots

The fact that global leaders are focused on long-term value rather than operating in survival mode shows a remarkable resilience during what has been two difficult years and a clear determination to move forward. Yet, it is important that the risks that seem out of control are not underestimated. At aamra, we are watchful of such blind spots. We have internal mechanism and teams to closely monitor the market trend and make strategic pivots whenever required, making sure that our core business remains future proof.

The will to transform

Transformation demands will and appetite. As we emerge from the pandemic, we look forward to seizing the opportunity to transform and leap ahead, or risk being left behind. In aamra, technology and transformation services are seen as most relevant to today's business environment. Our management and leadership have the will and commitment to continuous strategic transformation.

Priority on Business implications of analytic insights

Most analytic insights show that many companies need to move away from the belief that a more long-term business horizon is irreconcilable with the ever-growing pressure to meet short-term targets. Too much short-termism can actually distort corporate decision-making and diminish shareholder value.

At aamra, we are working to unlock value and improve financial performance by becoming more

long-term oriented and by gaining a better understanding on how short and long-term market developments, investment decisions and business projects interact with one another. For example, how could long-term macro or societal trends impact the current or future profit or revenue pools of the company? What impact does the company's cost-cutting program have on the long-term competitiveness of the company? What are the short-term benefits of a more long-term investment or innovation program? Our product, business, finance and marketing teams working round the clock to determine these broad questions, based on analytics and business intelligence.

Stakeholder engagement

At aamra, stakeholder engagement is meaningful and frequent for adding value to decision making and capital allocation. Meaningful engagement with key stakeholders enhances understanding of the positive and negative impacts of doing business, and consequently informs a continuous assessment of the material issues impacting activities in the business model. The process of defining value through engagement also helps to reveal areas of misalignment and trade-off.

Sustaining value

Retaining and protecting value internally is as critical in aamra as distributing value externally to shareholders and stakeholders. We strive to achieve a balanced approach between the retention of value derived by the organization and the distribution of value to its stakeholders aligned to purpose and value objectives.



ENVIRONMENTAL SUSTAINABILITY STRATEGY

Taking care of mother earth

At aamra, we believe environmental sustainability is critical for economies and for all global citizens. Reducing greenhouse gas emissions, preserving biodiversity and natural resources, and designing our products to minimize waste. These important actions are factored into every aspect of our business. Our teams are trained extensively regarding the environmental aspects, and we are proactively working towards ensuring environmental sustainability!

Green Office Design

aamra has deployed a new office design and decorum to support better collaboration among employees and improve productivity. The new strategy leverages wireless technologies to enable this environment. Instead of increasing IT waste by deploying additional videoconferencing cameras, we are gradually shifting today's remote collaboration solutions, i.e. Microsoft Teams. 90% of our meetings have gone online, reducing our electricity consumption and greenhouse gas emissions. Less hardware reduces consumption of materials and eventual e-waste.

Green Supply Chain

aamra's sourcing and business operations are meticulously managed by brilliant and trained professionals. Our sustainability requirements are embedded in our supply chain business processes

to help ensure continuous improvement and drive impactful change. We have adopted carefully designed strategy to maintain sustainable approach throughout the process. There are multiple protocols to be followed during critical steps such as Sourcing, Sale, Transportation, Packaging, Deployment, Service, End-of-life and Reuse. This robust mechanism of green supply chain makes sure that our businesses and operations remain sustainable and ecofriendly.

Product Takeback, Reuse Program & e-Waste Management

Through our products takeback and reuse program, we have convinced many of our clients to give back the devices which are no longer at use or end-of-life. Instead of purchasing new devices, which would have increased e-waste, wherever possible, we have reused the devices, for internal and client service. We have offered free of cost technical support to make sure that devices are functional in optimum capacity. This initiative has led to a sustainable balance of client satisfaction and environmental sustainability. To ensure minimum impact on environment, we carefully and diligently store the waste materials.

Any and all forms of e-wastes are managed by the following steps.

Business Growth, Development & Sustainability Strategy continued...

Reuse: Extension of the end of life of equipment or component parts to be used for the same purpose for which they were originally conceptualized; this may or may not include a change in ownership of the equipment. This process aims to promote optimal use of available resources, but social or environmental risks associated with poor management should be taken into account.

Dismantling and segregation: This involves careful manual separation of the parts and components of a piece of equipment in disuse. This activity is carried out by authorized personnel of aamra with years of expertise in handling e-waste and reconditioning.

Recycling and recovery: This process involves the recovery of devices, components and material. The dismantling can be manual or semi-manual.

Refurbishment: This process allows re-utilization of equipment that was previously considered to be e-waste. It may include changes in hardware and software.

Final disposition: In the process of final disposal of waste or materials, non-recoverable materials are disposed of in controlled landfills (dumps) or by incinerating.

Sustainable Packaging and Reduced Waste

At aamra, we are committed to accelerating the transition of our business to the circular economy. We aim for all of our resources to follow a **circular** model - where we reduce our consumption of natural

resources and design waste out of our value cycle, enabling products and packaging to be used and reused longer. This work goes beyond a series of projects or initiatives that eventually end with people shifting to work on new topics.

Strategic management of cabling and devices

In our day-to-day business, we have consciously remained selective in devices and equipment we use. Our core priority has been deploying greener and energy friendly IT equipment in our POPs, NOC and Data Centers. Only top-of-the-line and internationally certified brands such as Cisco, Vivanco, Hikvision, HPE etc have been deployed. Additionally, to connect our customers with fiber optics, we have adopted innovative and strategic methods. We have also built a widespread FTTX network, drastically reducing the quantity of fiber. These forward-facing strategies have reduced the quantity of fiber used, and decreased fiber wastage.

Energy Management & Sustainability

Within our internal operations, we have focused our sustainability efforts on reducing energy use and greenhouse gas (GHG) emissions and have been very successful to date. Looking ahead, we are currently conducting R&D on sensor based integrated office management IOT solutions which shall automatically control light, sound, cooling etc components, based on data driven AI technology. aamra is a 'paperless' office and we have consciously continued our commitment to this.

BOARD & COMMITTEES

Board of Directors

1. Syed Faruque Ahmed	Chairman
2. Syed Farhad Ahmed	Managing Director & CEO
3. Syeda Munia Ahmed	Director
4. Fahmida Ahmed	Director
5. Mahbub Mustafizur Rahman	Independent Director

Syed Moniruzzaman, FCS
Company Secretary

Audit Committee

1. Mahbub Mustafizur Rahman	Chairman
2. Syeda Munia Ahmed	Member
3. Fahmida Ahmed	Member

Nomination and Remuneration Committee

1. Mahbub Mustafizur Rahman	Chairman
2. Syeda Munia Ahmed	Member
3. Fahmida Ahmed	Member

Syed Moniruzzaman, FCS
Secretary to the Committees

BOARD OF DIRECTORS



SYED FARUQUE AHMED

Chairman

Syed Faruque Ahmed is the Chairman of aamra companies (formerly known as The Texas Group Bangladesh) and is one of its founder shareholders. Mr. Ahmed has been an indispensable part of the organization since its inception in 1985. His extraordinary visions, combined with his avid enthusiasm for technology, has been a pivotal element behind the success of aamra. Faruque took initiatives in the mid-1980s to introduce the first computers in Bangladesh and started one of the first ISPs in the

country. Faruque is ever-vigilant in learning about the newest technologies and implementing them in scale for Bangladeshi market. His tenacity has always kept aamra ahead of the contemporary competitions. Beside his various roles at aamra, Faruque was an EC Member of the Internet Service Providers Association of Bangladesh (ISPAB) for 3 consecutive terms, and a former VP and EC Member of BASIS.

Chairman

- aamra networks limited
- aamra technologies limited
- aamra infotainment limited
- aamra solutions limited
- aamra outsourcing limited
- aamra holdings limited
- aamra resources limited
- aamra fashions(cepz) limited
- aamra fitness limited
- aamra support services limited
- ACE IT networks limited
- aamra payment systems limited
- aamra active limited
- UMAI limited
- aamra MTS Solutions Limited
- aamra Facility Management Limited
- aamra F & B Limited
- PMGF Limited



SYED FARHAD AHMED

Managing Director & CEO

Syed Farhad Ahmed is a revered entrepreneur, marketer, leader and founder of many successful business ventures in Bangladesh. His vision and dreams are at the core of aamra networks limited - one of the most successful IT companies of Bangladesh. Farhad is a founder shareholder of aamra companies (formerly known as The Texas Group Bangladesh) and started his career immediately after University graduation in the group's

garments venture in 1985 (set up by his late father Mr. S.F. Ahmed, a renowned Chartered Accountant of the country) as its Director of Operations. Farhad has been an active participant in numerous business and professional organizations including: France-Bangladesh Chamber of Commerce & Industry, Bangladesh Garments Manufacturers and Exporters Association, Bangladesh Computer Samity and Internet Service Providers Association of Bangladesh. Farhad was also an Executive Committee Member & Vice Chairman, Marketing Committee of the Bangladesh Cricket Board.

Managing Director & CEO

- aamra networks limited
- aamra technologies limited
- aamra infotainment limited
- aamra solutions limited
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- aamra MTS Solutions Limited
- aamra Facility Management Limited
- aamra F & B Limited
- PMGF Limited

BOARD OF DIRECTORS *continued...*



SYEDA MUNIA AHMED
Director

Syeda Munia Ahmed, daughter of AHM Shafiu Islam was born in 1970. She is an M.A. in English from Dhaka University. She has also got "Special Diploma in Leadership and Diploma in Early Childhood" from Eaton House Singapore. Syeda Munia Ahmed has 21 years of teaching experience both in Bangladesh and Singapore. Syeda Munia Ahmed is also engaged in various cultural and social welfare organizations. With a higher educational background and vast experience, she is a very active Director of aamra networks limited. She spearheads the CSR activities of ANL which includes assisting the management in identifying CSR projects and mapping the companies' contribution effectively.

Chairman

- aamra infrastructure services limited

Director

- aamra networks limited
- aamra technologies limited

Committee Member

- Audit and Nomination & Remuneration Committee of aamra networks limited and aamra technologies limited



FAHMIDA AHMED
Director

Fahmida Ahmed, as the Director of aamra networks limited, plays a critical part in its operation. She brings considerable experience in marketing, branding and consumer issues to the Board. She is closely involved in the organization's strategic policies and regulations. In addition, she plays an important role in the marketing, promotional and human resource activities of aamra networks limited. Fahmida closely works with other Directors of aamra to ensure capacity development and overall welfare of employees. She is the daughter of Late Khalid Ibrahim.

Managing Director

- aamra infrastructure services limited

Director

- aamra networks limited
- aamra technologies limited

Committee Member

- Audit and Nomination & Remuneration Committee of aamra networks limited and aamra technologies limited



MAHBUB MUSTAFIZUR RAHMAN
Independent Director

Mahbub Mustafizur Rahman is a well-known, revered and coveted figure in the Banking & Financial sector of Bangladesh. Mr. Rahman, completed his MBA from the Institute of Business Administration, Dhaka University and joined Bangladesh Development Bank Limited (then named as BSRS) in 1976. During his tenure in BDBL, he was largely responsible for implementation of several critical projects and loan recovery including security enforcement. He held the position of Assistant General Manager (AGM) when he left BDBL in the year 1993. He later joined Pubali Bank in 1994 where he was responsible for wholesale, retail syndication, SME & consumer credit related operation. He retired from Pubali Bank in the year of 2011 as the Deputy Managing Director. During his illustrious professional career, he attended several overseas training in Indonesia, Nepal, Singapore and USA. Currently he is working as the Training Facilitator & Consultant, Financial Excellence Ltd.

Mr. Rahman joined the board of aamra networks limited in the year 2016 as Independent Director and reappointed for additional 3 years from February 2019.

He is the chairman of Audit and Nomination & Remuneration Committee of aamra networks limited. He is the Independent Director of United Finance Limited.

SENIOR MANAGEMENT



SYED FARHAD AHMED
Managing Director & CEO

Syed Farhad Ahmed, a well acknowledged professional and the driver of many successful business ventures in Bangladesh, leads one of the most successful IT companies in Bangladesh, aamra technologies limited, as its Managing Director & Chief Executive Officer (CEO).

Farhad is a founder shareholder of aamra Companies (formerly known as The Texas Group Bangladesh) and started his career immediately after university graduation in the group's garments venture in 1985 (set up by his late father Mr. S F Ahmed, a renowned Chartered Accountant of the country) as its Director of Operations.

Making money and expanding business are never the only invigorating thoughts in his mind. Rather he always aims to contribute to the greater growth of the country through technology and helps creating new job opportunities for people.

In 2016, Farhad received the most prestigious 'Daily Star ICT Awards' under the category of 'ICT Business Person of the Year' for his immense contribution to the ICT sector of Bangladesh. His work is distinguished not only by his willingness to take risks and experiment, but by an acute discipline to technological approaches. Throughout his career since 1985, he worked extensively to provide technology-based solutions to corporate houses for maximizing business potentials. This award highlights Farhad's commitment in recognizing aamra's long-standing contribution to the technology industry of the country.

Under his able leadership, combined with his charismatic personality and motivational capabilities, he tends to bring out the very best in all of aamra's team members. Taking the responsibility of overseeing the operations of the Group's 17 companies dealing with ICT (Information & Communication Technology), Garments & Textile and Lifestyle and HR Development, he also directly oversees aamra companies' Sales and Marketing initiative.

Farhad has been an active participant in numerous business and professional organizations including: France-Bangladesh Chamber of Commerce & Industry, Bangladesh Garments Manufactures and Exporters Association, Bangladesh Computer Samity and Internet Service Providers Association of Bangladesh. Farhad was also an Executive Committee Member & Vice Chairman, Marketing Committee of the Bangladesh Cricket Board. He is a past president of France-Bangladesh Chamber of Commerce & Industry.

He is also the Honorary consul of Estonia in Bangladesh



Md. Anamul Haque
Group Chief Financial Officer

Md. Anamul Haque started with aamra companies in 2012 and joined as Company Secretary and CFO of aamra technologies Limited (ATL). Mr. Haque is the Chief Financial Officer of aamra networks limited besides overseeing the Group's financial activities and operations as Group CFO.

Mr. Haque has over 24 years of extensive experience in finance & accounts having worked in a large group of

companies. He is an experienced executive with financial and strategic focus, financial services and commercial background and driving corporate transformation programs. His key responsibilities include all aspects of the Group's financing, financial performance, and stakeholder reporting; board accountability for internal audit, tax and strategic development; leading the executive relationship with the external auditor; and leadership of the Group Finance & Accounts and other corporate functions.

During his 9 years with the Group, Mr. Haque helped grow the group's value and was closely supervised Initial Public Offering which resulted in ANL becoming a publicly-traded company. Specializing in fast-growing, listed companies, Mr. Haque has a proven track record in change management, integration, mergers, project financing, and project development.

Mr. Haque was previously at Keya Group where he served for more than 13 years. After completing graduation, he joined K. M. Hassan & Co., in 1996 and completed the Chartered Accountancy Course. He also completed Chartered Accountancy Intermediate from the Institute of Chartered Accountants of Bangladesh.

Senior Management continued...



Khaled Ahamed Nur
Chief Operating Officer

Khaled Ahamed Nur represents 18+ years of experience in ISP and IT industry. He is currently the Chief Operating Officer of aamra networks limited. A career aamra professional, Khaled joined this company in 2003 as a System Administration. A visionary and an avid enthusiast of technology and innovation, Khaled ascended the ladder of aamra through hard work,

persistence and problem solving skills. Originally from technical background, Khaled represents vast experience in ISP, IT, ITES and IOT technology. But as an advocate of capacity building, he continuously worked with the Management in multiple layers of the organization such as Sales, Operation, Marketing and Technical Support. Khaled was appointed the COO of aamra networks limited in 2020, making him one of the first ever technical person to occupy this position in a leading Bangladeshi IT company. Before that he served in various leadership positions within aamra, i.e. General Manager, Deputy General Manager and Assistant General Manager.

He has extensive training in various IT related topics and his extensive business experience has contributed greatly to his professional growth. His skills and expertise have played a significant role in the progress of the company. His array of knowledgebase and undying passion for knowledge make him the right leader to steer aamra in the level of organizational success.



Khandaker Md. Moinuddin
GM, Credit Control

Khandaker Mohammad Moinuddin is a progressive and dynamic corporate leader with 18+ years of experience in the field of Credit Control. He has an impressive track record of controlling the credit in his credentials. He joined aamra in June 2003 as Manager. Over the years, he has risen through the ladder due to his persistence and hard work. During his long tenure at aamra, he has successfully performed in various roles, i.e. Senior

Manager, Assistant General Manager and Deputy General Manager. His skills and experience has facilitated his growth opportunities and, this in turn, has widely contributed to the progress of the company. Moin is popular for his casual and approachable personality, this has helped him build a wide network of acquaintances, friends and well-wishers in the business community. In addition to Credit Control, Moin played a critical part in the site acquisition and legal aspects of aamra WiFi since 2015. Due to his strategy and relentless pursuit, aamra WiFi project oversaw massive expansion, specifically in the HORECA and International Airports. Additionally, Moin assists Management by maintaining liaison with top business leaders of the country. He is renowned to be an expert negotiator; his frank, honest and friendly attitude helps reach mutual and win-win business resolutions between aamra and its clients.

Prior to joining aamra, he worked in Bengal Fine Ceramics. With his innate communication and inter-relationship skills, he leads the Credit Control with efficiency and vision.

Senior Management *continued...*

Md. Mahbubor Rahman
GM, Core Network

Md. Mahbubor Rahman is the General Manager, Core Network at aamra networks limited. He has been a part of the aamra family since April 2001. He has been in the IT sector for over 21 years and has extensive knowledge and experience in working with core network, enterprise software development, cloud solutions and system management. Mahbub over the years, has played an instrumental role in the expansion and development of the core network of aamra. His technical knowledge, and strategic visions have played

a critical role behind aamra's technical proficiency. In addition to his remarkable contribution to aamra's core network, Mahbub also played a major role in the set up and maintenance of 'aamra cloud', nation's first localized public cloud solutions. Additionally, he has been the architect of aamra' internal Enterprise Management System (EMS), a massive 360 degree system for enterprise management and coordination. Mahbub's skill in networks and programming is well-known throughout the industry. But his true talent is his capacity to dig deep and analyze requirement from the perspective of different functional teams, i.e. sales, credit control, accounts, marketing etc. Mahbub has also played a major role in aamra's Microsoft Cloud Solutions business in the capacity of solution architect and technical leader. Beneath his soft-spoken and introvert personality, Mahbub is a versatile and multi-dimensional technology strategist. His array of knowledge and vision has significantly contributed in the progress of aamra over the years.

He joined aamra as System Administrator and later became the Assistant General Manager before becoming the Deputy General Manager of aamra networks limited. Prior to joining aamra, he worked in Information Service Network (ISN).



Monirul Islam
GM, Internet of Things

Monirul Islam is the General Manager, IoT at aamra networks limited. He has been a part of aamra family since 2014. He is the pragmatic IT Delivery

Management professional with a well-earned reputation for consistent commitment to knowledge and innovation of IoT products. He has successfully delivered large complex infrastructure and application projects of top-notch clients of aamra. He has proven track record of managing projects through comprehensive project management system methodologies, principles and techniques.

Monir has 24 years of professional experience in ICT sector at home and abroad including countries like Nepal, India and Scotland. His ICT knowledge has been enriched through his work experience and participation in significant certification courses and training programs in and out of the country. Prior to joining aamra, he worked as Head of Information Systems in Santos Sangu Field Limited and Cairn Energy.

Senior Management continued...



Mahmudun Nabi Khan Chowdhury
GM, Value Added Service

Mahmudun Nabi Khan Chowdhury is the General Manager, VAS at aamra networks limited. He has been a part of aamra family since 2015. He is result-driven professional with 26+ years of extensive experience in IT industry as well market analysis, Brand management, Brand marketing covering retail & e-Tail. He has

successfully delivered complex infrastructure and VAS projects of top-notch clients of aamra.

Nabi has a proven track record of successfully managed and delivered numerous strategic projects of the company. His focused areas of expertise are Information Technology and Brand Management: (Consumer products - FMCG) having long-term professional experience at home and abroad. Prior to joining aamra, he worked as Senior Brand Manager in UTC, Shanghai Co. Ltd. China. Nabi holds extensive proficiency and experience in project management, software architecture & planning and ERP & CRM planning. An IT industry veteran Nabi spearheaded the campaign to implement numerous WiFi hotspots around the country, thus minimizing the digital divide between masses, which has been a brainchild of our honorable MD Sir.

Over the years, Mahmudun Nabi has proven his versatile expertise by leading brave new projects that help bolden the vision of the company as well.



Syed Moniruzzaman
Company Secretary

Syed Moniruzzaman joined aamra companies in December 2019 as Company Secretary. Mr. Zaman, a competent professional, brings with him inclusive knowledge and extensive applied experience of company secretarial, corporate governance and HR & Admin to the group.

Mr. Zaman has 17+ years of experience of which seven years as Company Secretary six years for managing affairs of the Company Secretarial functions and three

years in the HRD & Admin. He has in-depth working knowledge in the diversified industries/sectors in Bangladesh like NBFI's, Telecom, Textile, Agriculture, etc. He worked for Prime Finance & Investments, Grameenphone, Keya Group, GSP Finance, CP Bangladesh and others. Prior to joining aamra he was the Deputy Director & Company Secretary of Bengal Group.

Besides Company Secretary, Mr. Zaman was the Chief Anti Money Laundering and Compliance Officer of Prime Finance. He also held many other responsible positions in his career such as Chairman-Risk Management Forum (PFIL), Chairman-Dhaka Regional Chapter Sub Committee (ICSB).

Mr. Zaman trained on Corporate Governance Board Leadership and during his tenure at Prime Finance, he led the company in achieving the Corporate Governance Excellence Award of ICSB for two consecutive years.

Mr. Zaman completed Master of Commerce in Management and Master of Business Administration major in Finance. He is the Fellow member of the Institute of Chartered Secretaries of Bangladesh.

Senior Management continued...



T.M. Mahbubur Rahman
DGM, Admin & Logistics

T. M. Mahbubur Rahman is a progressive and dynamic leader with a proven track record of over 18 years in the field of Administration and Logistics. He has been a part of the aamra family since May 2000.

Mr. Mahbubur Rahman has made outstanding contributions as the Deputy General Manager of the Administration and Logistics Team in their persistent endeavor towards providing exceptional services to all stakeholders. With his ability to work in a challenging environment and his excellent human skills, he has played a strong role in the growth of aamra Networks Limited.

Mr. Mahbubur Rahman has contributed directly in shaping the office management manual and designed processes to train the administrative support with tasks such as reception, secretarial functions and conference facilities. A jack of many trades Mr. Mahbubur manages staff travel including visas, advances, transport, and accommodations needs while simultaneously overseeing procurement and maintaining inventory of project equipment and supplies, including liaising with vendors and maintenance firms to ensure timely payment and receipt of goods.



Md. Musfiqur Rahman Khan
DGM, Internet & Infrastructure

Mohammad Musfiqur Rahman Khan (Murad) is the Deputy General Manager of Internet & Infrastructure services at aamra Networks Limited. He has been a part of aamra since 2003. Having joined aamra networks limited as an executive in the Technical Support department right after his graduation, he has proven himself as a capable asset in the company.

Musfiqur has been crucial in enhancing aamra's infrastructure-based services and setting the standard for aamra's enterprise-grade Data Center facilities. He plays a large role in the management of the company's IT department as a whole. As a seasoned professional with years of experience in IT and infrastructure services, he oversees and develops strategies to align the department with newer ideas and futuristic advancements.



Md. Sarwar Hossain
Head of Internal Audit & Compliance

Mr. Sarwar Hossain has over 21 years of expertise in the Finance and Accounts department. He joined the aamra family in July 2001 and he is currently the Head of Internal Audit and Control. Prior to joining aamra, he was employed at Japan Color Lab Limited.

His skills and aptitude in finance and auditing empower him to guide those in his team in the path to success. Mr. Sarwar Hossain is a hardworking and meticulous professional. He is one of the leading expert TAX & VAT of Bangladesh. His diligent efforts and foresight has been instrumental in the financial control and monitoring inside aamra. Mr. Sarwar Hossain has played a major role during the IPO of aamra technologies and aamra networks limited. Steering the Finance team to deliver excellent services to all stakeholders in their incessant endeavors towards quality services, he has contributed to the growth of aamra networks limited through his experience in the field.

CHAIRMAN'S MESSAGE



As-salamu Alaikum,

Dear shareholders, colleagues, customers, and partners: last year, we started our journey into a new decade. Usually, the beginning of a decade brings hope and optimism. However, we quickly saw the world come to a near standstill from 2020, confronted by compounding crises: a public health and economic crisis, unemployment and livelihood struggles across various income groups.

It is easy to fall prey to pessimism, or the sense that we individually or as a company can't make a difference. But helplessness is corrosive to hope, and hope plus work is what is required. Amid this disruption, what's clear is that we have a once-in-a-generation opportunity to harness digital technology to define the world we want to live in. And for that, I am optimistic.

It is in times like these that our ability to stay true to aamra's mission and corporate purpose is of the utmost importance. As a company, we are steadfast in our mission to empower every client and every organization to achieve more. I'm proud of how our ecosystem of customers and partners has stepped up over the past year to help people and organizations use technology to be resilient and transform during the most trying of circumstances. We've acted as digital first for our valued clients. And we're helping

organizations navigate the response, recovery, and reimagine phases of the crisis, equipping them not only to stay open for business but to innovate. We've witnessed years of digital transformation in mere months.

Amidst these difficult times, our business has observed growth. In almost all verticals, we are making positive progress. We continued to show customer acquisition momentum across all business areas - internet connectivity, IOT, data center and infrastructure. As technology industry pivoted digital faster than ever to meet customer demand to a normal, we responded with continued product innovation to launch more digital and cloud-based solutions. We also saw secular growth across various regions of Bangladesh, highlighting our nationwide acceptance, flexibility and enduring capacity to service institutions of multiple types and sizes.

The industry recognizes us for our market leadership, product innovation, and customer success. We continued our mission to deliver customer success; we had significantly large implementations with various public and private organizations that went live this year. These implementations were on time even with the challenges that came with prolonged lockdowns and limited resources.

I am happy to assure all Shareholders, your company is in a good position to respond to market demands, with the right combination of domain expertise, functional depth and modern set of technology solutions.

On behalf of the Board of Directors and Management of aamra, I would like to thank you for your support and trust. I look forward to your continued patronage as we chart a new path towards fulfilling our mission of providing world class solutions to Bangladesh.

Thank you very much.



Syed Faruque Ahmed
Chairman

MANAGING DIRECTOR'S MESSAGE



As-salamu Alaikum,

Dear Shareholders, 2020-21 was an extraordinary year. Facing the outbreak of the COVID-19 pandemic, the company coordinated its efforts in pandemic prevention control with operation and development, firmly seized opportunities emerging from the digital transformation of the economy and society and promoted the "Cloudification and Digital Transformation" strategy on all fronts. We also strengthened our innovation capabilities and deepened corporate reforms, achieving steady growth of its operating results, while continuing to share the high-quality development results of the Company with its shareholders and the society.

We have always been a company committed to building helpful products that can improve the lives of billions of people all around Bangladesh. Our product innovations have made our services widely used, and our brand one of the most recognized in the country. Our products and services have come a long way since the company was founded more than three decades ago. Rather than selling boxes and merely delivering internet, our customers can now avail multi-layered, cross-functional and integrated solutions from aamra. Our priority is clear - Innovation and Integration! This drive to make solutions more accessible and helpful has led us over the years to improve the discovery and implementation of customized boutique solutions for clients.

This year, we have made steady progress across all sectors. Our connectivity, IOT, data center and infrastructure portfolios have observed positive

momentum. At aamra, we are using technology to try and solve big problems across many industries. COVID-19 has profoundly transformed lives and businesses the world over and cast the spotlight on the essential role we play for our customers. In a time of unprecedented disruption, digital technology and platforms have become even more critical to daily life. Our strategic reset represents a deep-set change across the SBUs to reposition and emerge stronger post-COVID.

Accelerated digitalization has fueled demand for connectivity and critical infrastructure, and we are looking to unlock the value of our infrastructure assets to drive growth. Through the years, we've concentrated heavily on a large portfolio of quality infrastructure assets including data centers, POPs, network infrastructure etc across the country. With values of infrastructure assets increasing globally, we believe it is timely to strengthen how we manage those assets, to improve returns and maximize value for shareholders.

We are heartened by the deep sense of shared purpose among our people. Our frontline staff and engineers have closely interacted with our customers and attended to their needs, irrespective of lockdown and continuous surge of Covid - 19, and for this, we are grateful to aamra people. We would also like to thank our Management and Board of Directors for their commitment in navigating the current crisis. We have every confidence that our collective resilience will underpin our efforts to thrive, prosper and progress in a much-altered post-pandemic era.

Thank you for your trust and support.

A handwritten signature in black ink, appearing to read "F. Ahmed".

Syed Farhad Ahmed

Managing Director & CEO



MANAGEMENT'S DISCUSSION AND ANALYSIS

On behalf of the Management, It is indeed a great privilege for me to present to you the discussion and analysis for the year ended June 30, 2021.

The Management and Analysis have been prepared in compliance with Code no. 5 (XXV) of BSEC's Corporate Governance Code.

World Economy

Global growth prospects have improved since the beginning of the year against the backdrop of the rapid rollout of COVID-19 vaccination in a few large economies, including in the United States and China. The global economy is now projected to expand by 5.4 per cent in 2021, marking an upward revision from the 4.7 per cent growth forecast in the World Economic Situation and Prospects (WESP) 2021. A stronger growth outlook for China and the United States of America—the two largest economies—underpins the upward revision.

The United States, with rapid vaccinations, additional fiscal stimulus and the reopening of the economy, is projected to grow by 6.2 per cent in 2021—the fastest rate of growth since 1966. Buoyed by a strong recovery in exports and robust domestic demand, China is expected to grow by 8.2 per cent in 2021. The outlook is, however, less optimistic for the rest of the world's economies. Europe—still struggling to contain the second wave of the pandemic—is projected to grow by only 4.1 per cent in 2021, which will barely make up for the output losses in 2020.

The growth outlook is also bleak for a large number of countries in Africa, South Asia as well as Latin America and the Caribbean, where the pandemic is still raging. For a vast majority of developing countries, economic output will remain below 2019 levels for most of 2021. Amid insufficient fiscal space to stimulate demand, many of these countries

will face low and stagnant growth and the prospect of a lost decade.

The tourism-dependent economies – given that travel restrictions disproportionately affected tourism flows – experienced the sharpest contraction in 2020. Commodity-dependent economies also faced a similar contraction in output. Robust global demand for consumer electronics and work-from-home equipment will continue to boost exports from manufacturing dependent economies—including China and many East Asian economies—that are well-integrated into global electrical and electronic (E&E) production networks.

The fiscal responses of most developing countries in contrast have been significantly smaller. The fiscal stimulus of the Least Developed Countries, for example, averaged only 2.1 per cent of their GDP—one-ninth of the global average. The crisis has also intensified fiscal pressures and heightened debt sustainability risks, raising concerns for widespread debt distress. As of 28 February 2021, 36 low-income countries were either in sovereign debt distress or at a high risk of falling into debt distress.

The pandemic disrupted labour markets, disproportionately affecting different sectors and groups of workers. The International Labour Organization estimated that 81 million people worldwide left the labour force. A moderate recovery in global investment is projected for 2021, but cautious investor sentiments, and elevated corporate debt may continue to exert downward pressures.

Global trade faces a strong but uneven recovery. Following a sharp contraction of 8.1 per cent in 2020, trade in goods and services is projected to expand by 9.4 per cent in 2021 and 5.7 per cent in 2022. While trade in services remains constrained by restrictions on international travel, merchandise

Management's Discussion and Analysis continued...

trade has already surpassed pre-pandemic levels, reaching a record high in January 2021. The recovery has been much faster than in the aftermath of the global financial crisis, when merchandise trade took about 2.5 years to return to pre-crisis levels.

For South Asia, already one of the hardest hit regions in the world, the crisis will last well into 2021. While a few smaller countries in the region have managed to roll out vaccinations, the largest economies continue to struggle to contain the increasing waves of infections.

By reducing short- and long-term borrowing costs, providing market liquidity, and extending credit to businesses and households, central banks averted a sharp credit crunch and disruption in financial intermediation. The number of corporate bankruptcies has so far been limited, defying expectations of a large wave of insolvencies.

Against the backdrop of shifting consumption, production and trade patterns, developing countries will need to prioritize investments in sectors that present significant growth potential, including in the digital infrastructure that would enable them to bridge the "digital divide", as many still lag behind in digital connectivity. In a number of developing countries, less than 20 per cent of enterprises are connected to the Internet.

Bangladesh Economy

The average annual real GDP growth of the Bangladesh economy has been able to achieve a real GDP growth of 5.2 per cent, which is the highest in Asia, in the outgoing fiscal year (FY) 2020-2021. Bangladesh has made some very remarkable strides in economic development over the last five decades enabling the country transitioning from low income country to achieve the status of lower middle income country in 2015. The country is on track to leave the United Nations list of least developed countries in 2024.

Bangladesh is now considered one of the fastest growing economies in the world. Bangladesh has had an annual growth rate of Gross Domestic Product (GDP) over 6.0 per cent since 2011. The Bangladesh government's vision 2041 stipulates to eliminate extreme poverty and secure upper middle-income country status by 2031 and achieve the high income country status by 2041.

Bangladesh's growth rests on three pillars: exports, social progress and fiscal prudence. Between 2011 and 2019, Bangladesh's exports grew at 8.6% every year, compared to the world average of 0.4%. The success is largely due to the country's relentless focus on products, such as apparel, in which it possesses a comparative advantage.

The COVID-19 pandemic impacted Bangladesh profoundly. In addition to the impact on health, GDP growth decelerated, and poverty increased. The pandemic may also have long term economic implications as a result of reduced female labor force participation, learning losses, and heightened financial sector vulnerabilities.

Bangladesh's economy is turning around in the context of tackling the coronavirus of the world economy. With nearly two dozen COVID-19 stimulus packages the country has an overall outlay of 1.24 trillion taka, which is 4.44% of GDP. This included steps like 50 billion taka for export-oriented industries to pay the wage bill for three months, two-year loans to factory owners at 2% interest, 200 billion taka for banks to provide working capital loan facilities to CMSMEs at an interest rate of 9%; 4% to be borne by the borrower, and 5% by the government as a subsidy.

Within the broad agriculture sector, the growth rate of agriculture and forestry sector decelerated from 4.10 percent to 2.65 percent in FY 2021-21. In addition, growth in fishing sector slowed slightly to 5.74 percent from 6.02 percent of previous fiscal year. The contribution of the broad agricultural sector to the GDP stood at 13.47 percent in FY 2020-21 against 13.74 percent in the previous fiscal year.

Of the 4 sectors of the broad industrial sector, growth in the manufacturing (large and medium scale and small scale) has increased significantly. According to provisional estimate, the growth of large and medium enterprises and small scale industries in GDP stood at 6.56 and 1.73 percent respectively in FY 2020-21, compared to 1.39 percent and 3.96 percent in the previous fiscal year. The growth of the construction sector stood at 8.68 percent as compared to 8.66 percent over the previous fiscal year. Overall, the contribution of the broad industry sector stood at 34.99 percent in FY 2020-21, as compared to 34.74 percent in the previous fiscal year.

In maintaining the trend of socio-economic development and high growth in Bangladesh, the private sector is playing a very positive and important role along with the government. In FY 2020-21, the total investment of GDP was 29.92 percent, out of which 21.25 percent was from private sector.

Inflation rate in FY 2020-21 was 5.56 percent at national level, which was 5.65 percent in the previous fiscal year. It may be mentioned that the average inflation rate in the country is set at 5.4 percent in the FY 2020-21. Food inflation witnessed a 0.22 percentage point increase in only six months. It was 5.23% in January 2021 and increased to 5.45% in June 2021.

Despite production and manufacturing setbacks, a drop in exports, loss of livelihood and a rise in poverty, Bangladesh's economy has also shown resilience through the Covid-19 pandemic.

IT Industry

Around a year and a half have passed since the onset of the Covid crisis. The Bangladesh economy and the global economy have certainly not been able to go back to the pre-Covid state. Though there have been some signs of recovery for the Bangladesh economy, the recovery process has remained weak, fragile and uncertain. The effective

Management's Discussion and Analysis continued...

recovery process also requires a better understanding of the Covid context and setting the priorities right.

The COVID crisis showed us that domestic production, distribution, and finance system require further digitisation to manage operations remotely without human involvements. As the trends in supply, demand, and financing mechanisms are changing rapidly, the ICT industry can play a crucial role for Bangladesh in not only containing and responding to the impact of COVID-19 but also to build on the opportunities that are shaping up globally.

The Information Communication and Technology (ICT) sector has been at the forefront of Bangladesh's "Vision 2021" and "Digital Bangladesh" agenda. As a middle-income country, the importance of transitioning to a knowledge-based economy is very crucial for Bangladesh's future. The ICT as a sector of economy has also been growing fast. The total export from the sector touched the \$ 1.0 billion-mark in 2019, showing a 66 per cent growth over the last two years. The sector is poised to fetch US\$ 5.0 billion in export earnings by the year 2025. Bangladesh has made phenomenal progress in expanding mobile financial service coverage. When citizens have universal access to digital device, Internet and digital literacy with universal identity system, implementation of universal digital financial services (UDFS) would be easier and quicker to ensure a true inclusive economy and society. From the perspective of ICT industry, implementation of 'Made in Bangladesh' action agenda will make Bangladesh a major hub of ICT and IoT devices manufacturing. The ICT industry will be able to create 100,000 jobs in the device manufacturing sector. The success of 'Made in Bangladesh' roadmap will also depend on restriction of 100% FDI in device manufacturing. The participation of local industry will ensure establishment of factories of world class device manufacturers.

Bangladesh has also established various back-end capacity for becoming a manufacturing hub of ICT devices and software. To ascertain the proper applicability of the software and hardware produced, developed, or purchased by different government departments or agencies and to maintain its quality, Bangladesh Computer Council (BCC) has established Software and Hardware Quality Testing & Certification Centre. Based on leading standards, practices, and frameworks and aligned and tailored as per Bangladesh requirements and strategic objectives, Bangladesh National Digital Architecture (BNDA) project has created Bangladesh National Digital Architecture framework. Design, development, and implementation of interoperability framework across the GoB has been developed through this project.

Bangladesh has become a global example for digital transformation of government services. The Government has made all necessary information of the Ministries and other relevant notifications available through various websites which are accessible to the public. In addition, the Government has trained more than 50,000 public officials to maintain these websites and update data and information regularly. The Government of Bangladesh (GoB) has also

introduced a national portal containing information from all the Ministries, while e-Service centres were introduced at the district level enabling the districts to share information online. Moreover, a National Data Centre facilitating the dissemination of citizens' National Identification (NID) Cards and voter lists has been established and made operational.

The Government has also established the National ICT Infra-Network for Bangladesh Government Phase II, and implemented 800 video conferencing systems at different Ministries, departments and upazila offices. Additionally, successful implementation of the project will ensure 10Gbps capacity network at the upazila levels and 100 Gbps capacity networks at the district levels. The digitisation of government services has expanded and improved significantly. The government's e-governance initiative comprises of five components i.e., Service Process Simplification (SPS), 'less paper office,' government services portal, land information services, and government forms portal. Bangladesh has been working relentlessly to establish "Digital Bangladesh", an integral part of the government's Vision 2021. The government initiatives have resulted in an accelerated pace of growth of internet users. Number of internet users in Bangladesh stood at 103.476 Million in June, 2020. Dependence on the Internet increased since the start of the pandemic. The Internet has become essential for work, education, essential services, telemedicine or entertainment. During the pandemic, the increased internet traffic led to reduced bandwidth availability per head. The mass closures resulting from the COVID-19 pandemic have left Internet service providers with two main issues to address: An unprecedented number of people are now working from home or taking classes online, and people suddenly out of work may be wondering how they'll make their monthly payments, including the Internet bill. When the national holiday was announced, many people left urban areas and were headed towards their villages. Most of the urban houses use ISP connection and as a result, a sudden fall in revenue was experienced by the ISP firm. ISPs were unable to collect bills of thousands of consumers, where bills of 2/3 months were due. The sector is facing problems in accessing working capital from the banking sector under the government's stimulus package as the banks are unsure if the ISP industry qualifies for the stimulus package.

However, the foundations for fiber optic connectivity are being laid, which will ensure high speed internet at cheaper price. Bangla-GovNet project implemented by ICT Division built the ICT Backbone Network up to 240 government ministries, divisions and departments, 64 districts and 64 upazila. Info-Sarker 2 project extended this network up to the upazilla level and connected the government offices. The ongoing Info-Sarker Phase-3 project has taken up the goal to establish broadband internet infrastructure in 2600 unions across the country through the optical fiber cable, of which 2400 unions have already been connected. The Connected Bangladesh project is working on establishment of connectivity in 772 remote unions of the country.

Management's Discussion and Analysis continued...

Despite the fact that the internet use has increased significantly during the coronavirus outbreak but as almost all the corporate houses, the main revenue source for major ISPs, were closed for several months, the Broadband internet service providers were facing obstructions in revenue collections. Furthermore, complex VAT structure in the ISP value chain, lack of cash and inability to secure loan from banking sector or Govt's stimulus package, delayed in port clearance and excessive import duty on equipment, lack of National Data Protection and localization rule and incentive to operate business and lack of rules & guidelines to host public confidential data in local cloud have halted immediate pivoting that the players in the sector could have undertaken to minimize the intensity of the initial blow from the pandemic.

Industry outlook

With the growing inevitability that COVID-19 is here to stay, the ICT Division of the Government of Bangladesh is developing a roadmap to tackle the pandemic and ensuing crisis and to find innovative ways to flourish in the 'new normal'. ISP and Infrastructure is one of the 18 priority sectors selected based on the impact of COVID-19 on the sector and its potential for transformation of the economy and society.

Bangladesh is propelling on the trajectory of new growth curve of rapid digitization determined by technological progress. High-tech and Software Technology Parks, vibrant start-up ecosystem involving over 1200 tech startups, over 100 million internet users, and mounting adoption of digital devices construct the columns of support ecosystem for building Digital Bangladesh. Bangladesh is targeting USD 5 Billion local revenue and USD 5 Billion export by the IT and ITES sector in next five years (Mission 5 billion). To reach the goal, Bangladesh needs to profit from the cognitive ability of graduates on the rise and just over 150 institutions in Bangladesh are preparing the huge workforce with industry demand-driven training on science and technology. The ICT industry needs to be settled down into the "new normal" caused by the pandemic through governmental policy intervention, potential transformation and upgradation so that it can sustain its ever-growing impact on the economy and society.

On the other hand, a dynamic industry is rising in Bangladesh, with many businesses running initiatives covering most emerging technologies like robotic process automation, artificial intelligence, block chain, big data analytics, virtual reality, and internet of things, and are at different phases of examining and conducting. Their capacity of following the digital progress will be an important element for the future success of the country's ICT industry. Augmented reality and virtual reality have grown significantly in 2020. These immersive technologies are now part of everyday life, from entertainment to business. The arrival of Covid-19 has prompted this technology adoption as businesses turned to the remote work model, with communication and collaboration extending over to AR and VR.

The COVID-19 also identified new divides, especially digital divide for the population as for the Cottage, Micro, Small and Medium Enterprise (CMSME), as they have suffered most for not having access to digital devices and Internet. Due to lack of digital literacy and affordability most of the children and students suffered and are continuing to suffer for not having classes. This situation is forcing the government and private sector to go for ambitious plan or universal access to digital ecosystem with access to device, Internet and digital learning. There is a scope for second wave of financial inclusion by covering all citizens under digital financial services, along with payment services, the private and government are now thinking to launch digital credit, savings and insurance. The market size for these two initiatives is USD 30 Billion in next five years.

In the context of the current pandemic ICT interventions that can help mitigate the negative impact as well as create new business opportunities need to be identified. To reach that goal specific action items have been proposed by the UN in the mitigation strategy, the strategy for leveraging new opportunities, and the post COVID readiness strategies. These will ensure further investment in the economy as a whole and especially in the ICT sector, in the development of human resources, in policy formulation, and create the need for research and development resulting in the desired impact of reaching the ICT readiness goal by 2025.

ICT-based development of any country is dependent primarily on innovation and ICT infrastructure, hardware, software, and essentially its human resources. To ensure that Bangladesh tops the ICT readiness index among South Asian countries by 2025, it is important to ensure that ICT penetration and its utilisation transpires for all citizens and for small and medium sized organisations across the country. Undeniably, it'll be impossible to not feel the impact of the pandemic in any industry but precautionary and supportive policies will ensure the tech and digital industry will not be crippled in during and post COVID-19 economy. With the challenges now apparent for the IT and digital sector, it's crucial that the government pays significant attention to its third-engine during and post COVID Bangladesh.

Operating and Financial

Performance of the Company

The financial results of the Company for the year 2021 with a comparison of 2020 are summarized below:

(BDT in millions except per share data)

	2020	2021
Revenue	972.13	999.45
Gross profit	391.64	349.61
Operating profit	222.44	182.06
Profit before tax	195.56	131.26
Tax	16.12	10.87
Profit after tax	179.44	120.39
Earnings per Share (EPS)	03.19	02.14

Management's Discussion and Analysis continued...

The impact of the COVID-19 pandemic was severely felt by all the industries. Lockdowns and mobility restrictions hampered economic activities and despite the varying monetary stimuli offered by governments, the year overall proved highly constraining for most sectors. While the pandemic has had a significant impact on industries across the country, we have been fortunate as the impact on the company has been relatively modest. As we adapted to the challenges arising from the pandemic, we stayed true to our strategies and core beliefs.

The company strove to not only deliver the high speeds that the ANL name has become synonymous with, but to also ensure a high level of reliability and consistency of its Internet connections. The FY 2020/21 brought with it a whole new set of challenges. With the COVID-19 global pandemic affecting the economic wellbeing of the nation, Almost overnight, organizations and employees had to adapt to what is now termed as the 'new normal' - making a shift to working remotely. It was surely a year where humankind was tested to the limit of their capabilities, tolerance, innovation, adaptability and much more. Amidst unprecedented challenges, the Company recorded growth in top line in the financial year 2020/21. Planned robust portfolio growth was

hampered due to COVID-19 in the first half of the year while collections were an issue due to closure of corporate houses and mobility restrictions.

Despite devastating impact of COVID-19 aamra networks commitment to simplification, capital discipline and culture laid the foundation for a steady performance in FY2021. During 2020-21, the turnover of the Company was BDT 999.45 mn as against BDT 972.13 mn during FY 2019-20 registering an increase of 2.80%. The Company posted a Profit Before Tax from continuing operation of BDT 131.26 during the year as against BDT 195.56 mn of previous year registering a decrease of 32.87%. The Profit After Tax from continuing operation during FY 2020-21 is BDT 120.39 mn as against BDT 179.44 mn in FY 2019-20 registering a decrease of around 33%.

During FY20, the gross profit is BDT 349.61 mn which was BDT 391.64 mn registering a decrease of 10.73%. During the year the company paid tax of BDT 10.87 mn which was BDT 16.12 mn in 2020. The COVID-19 pandemic has disrupted demand and supply chains across industries, negatively impacting the cost of goods sold. Higher service & maintenance cost, competitive sales price, minimum margin collectively impacted on the overall profitability of the Company.

Five years data

Key operating and financial data of preceding 5 (five) years of the Company are the part of this report and have been summarized on 09 page of this Annual Report.

Particulars	FY(2020-2021)	FY(2019-2020)	FY(2018-2019)	FY(2017-2018)	FY(2016-2017)
	Taka	Taka	Taka	Taka	Taka
Fixed assets	1,346,148,787	1,135,085,914	1,013,795,561	957,496,957	643,230,633
Current Assets	1,181,266,291	1,134,480,380	1,014,058,092	907,093,831	571,543,564
Share Capital	562,236,810	562,236,810	530,412,090	530,412,090	380,000,000
Retained Earnings	980,648,844	916,480,090	800,684,416	641,695,458	482,299,963
Current Liabilities	583,201,017	381,177,244	160,351,704	161,743,489	298,953,183
Revenue	999,450,492	972,139,225	1,132,418,024	949,509,019	795,520,446
Gross Profit	349,616,515	391,644,792	439,028,102	406,326,034	311,032,921
Profit from Operation	182,063,473	222,448,171	249,641,010	241,472,135	151,513,534
Profit/(Loss) before Tax	131,264,681	195,565,823	226,672,852	222,638,402	131,706,346
Net Profit after Tax	120,392,435	179,445,118	212,030,167	212,436,705	122,274,505
Net cash flows from operating activities	291,829,924	243,502,140	197,423,123	118,040,854	51,501,822
Net cash flows from investing activities	(535,616,489)	(522,245,311)	(224,801,663)	(350,597,114)	(173,330,138)
Net cash flows from financing activities	239,122,885	264,361,950	(50,801,475)	302,801,041	147,210,749
Net Asset Value (NAV) per share	37.09	35.95	33.32	30.50	18.17
Earnings Per Share (EPS)	2.14	3.19	3.77	3.78	2.17
Net Operating Cash Flow Per Share	5.19	4.33	3.72	2.23	1.36

Management's Discussion and Analysis continued...
Ratios:

Performance Measure	Indicator Name	FY(2020-2021)	FY(2019-2020)	FY(2018-2019)	FY(2017-2018)	FY(2016-2017)
Liquidity Ratio	Current Ration	2.03	2.98	6.32	5.61	1.91
	Quick ration	1.39	2.05	4.20	3.91	1.16
	Time Interest Earned Ratio	3.96	11.98	27.12	16.41	10.99
	Debt to Equity Ratio	0.31	0.18	0.04	0.03	0.24
Operating Ratios	Account Receivable Turnover Ratio	2.75	2.80	3.67	4.52	7.10
	Inventory Turnover Ratio	1.79	1.67	2.25	2.17	2.39
	Assets Turnover Ratio	0.37	0.43	0.57	0.59	0.66
Profitability Ratios	Gross Margin Ratio	34.98%	40.29%	38.77%	42.79%	39.10%
	Operating Income Ratio	18.22%	22.88%	22.04%	25.43%	19.05%
	Net Income Ratio	12.05%	18.46%	18.72%	22.37%	15.37%
	Return on Assets Ratio	4.45%	7.86%	29.04%	46.38%	44.53%
	Return on Equity Ratio	5.77%	8.88%	11.32%	12.39%	11.97%
	EBITDA Margin	36.10%	41.01%	35.66%	38.83%	30.79%
Coverage Ratios	Debt to Total Assets Ratios	0.28	0.19	0.09	0.09	0.24
Cash Flow Ratios	Net Operating Cash Flow Per Share	5.19	4.33	3.72	2.23	1.36
	Net Operating Cash Flow Per Share to EPS Ratio	2.42	1.36	0.99	0.59	0.62

Discussion on few ratios:

Current Ratio (Times): The current ratio greater than one indicates the ability of the company to remain solvent after adjustment of its debt at a time in the short-term. Though the higher current ratio reflects the more capable of paying the obligations but on the other hand it indicates that it's not using its current assets efficiently, is not securing financing very well, or is not managing its working capital. However, during the year, the company can manage its working capital more prudently compared to the last couple of years.

Debt to Equity Ratio (Times): The debt-to-equity (D/E) ratio compares a company's total liabilities to its shareholder equity and can be used to evaluate how much leverage a company is using. Low debt-to-equity ratio suits companies operating under volatile and unpredictable business environments as they cannot afford financial commitments that they cannot meet in case of sudden downturns in economic activity.

Accounts Receivable Turnover Ratio: Year on year the company's ARTR reduced gradually, the present ARTR is reflecting a poor credit and collection capacity. The company is exerting its best to gear up the ARTR. The company also believes that the receivables are collectible in the targeted time.

Operating Profit Ratio (%): Operating profit ratio indicates how efficiently the company is operating.

For a couple of years, the company was running efficiently and in 2021 the efficiency level has decreased by 20.26% compared to last year. The company will pay more attention on controlling costs and expenses associated with business operations.

Net Profit Ratio (%): This is the best measure of profitability and liquidity. Our strategic approach in the changing competitive market environment assists us to retain a consistent net profit margin for the previous two years. But this year it has reduced by 34.72 % from last year. We believe that a slight fine tune in current practices will help to achieve higher growth and we are now more focused on this particular issue.

Return on Equity Ratio (%): Consistently we are maintaining a steady return on equity over many years. We are focusing on long term sustainability to keep the consistency in return of an investor.

Net Operating Cash Flows per Share (NOCFPS): Operating cash flows per share measures the value of the company's operations, it better reflects the company's long-term core operations. An investor can get an idea about how the company is allocating resources by observing the degree of difference between cash flows per share and earnings per share. The company is very efficiently using its resources and that's why the difference between NOCFPS and EPS is very minimum.

Management's Discussion and Analysis continued...

Comparison of Financial Performance in peer industry scenario: (for the year end 2020)

As on June 30, 2020

Particulars	aamranet	adntel	agnisysl	genexil	bocom
	Taka	Taka	Taka	Taka	Taka
Fixed assets	1,135,085,914	1,130,596,707	511,786,920	1,181,491,245	352,797,272
Current Assets	1,134,480,380	1,090,589,603	596,688,028	688,484,944	689,033,450
Share Capital	562,236,810	646,516,660	725,561,920	938,400,000	517,791,380
Retained Earnings	916,480,090	573,310,564	61,105,230	703,888,608	153,406,179
Current Liabilities	381,177,244	383,813,574	118,670,702	411,994,445	263,075,782
Revenue	972,139,225	1,129,619,018	355,306,578	1,035,595,131	640,316,797
Gross Profit	391,644,792	416,612,603	109,221,946	495,285,664	332,768,032
Profit from Operation	222,448,171	165,025,862	31,409,464	329,093,623	58,116,435
Profit/(Loss) before Tax	195,565,824	156,623,670	9,887,278	321,515,137	78,348,243
Net Profit after Tax	179,445,119	161,468,391	22,192,176	320,577,515	59,359,248
Net cash flows from operating activities	243,502,140	180,516,703	55,378,277	399,542,374	86,449,452
Net cash flows from investing activities	(303,818,051)	(274,377,315)	(22,270,101)	(208,206,626)	(37,590,371)
Net cash flows from financing activities	264,361,950	441,556,492	(42,081,053)	(157,614,156)	(26,327,005)
Net Asset Value (NAV) per share	35.95	25.27	14.04	17.50	15.69
Earnings Per Share (EPS)	3.19	2.50	0.31	2.71	1.15
Net Operating Cash Flow Per Share	4.33	2.79	0.76	4.20	1.67

Accounting Policies and Estimation for preparation of Financial Statements

aamra networks limited followed International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) along with prevailing local rules and regulations applicable for the preparation of financial statements. A detailed description of accounting policies and estimation used for the preparation of the financial statements are disclosed in the Notes to the Financial Statements.

Changes in Accounting Policies and Estimation

aamra networks has adopted to follow consistent policies and estimation and thus, there are no such changes in accounting policies or estimation which has a material impact on financial statements.

Risk and concerns

The management recognizes that risk is inherent in the Company's pursuit and achievement of our strategic and operating objectives. The Board has oversight responsibility for the Company's risk management framework, which is designed to identify, assess, prioritize, manage and communicate risks to which the Company is exposed in our business, and foster a corporate culture of integrity. Consistent with this approach, the Board regularly reviews and consults and discusses with management on strategic direction, challenges and risks faced by the Company, and annual and quarterly financial results.

Management is responsible for the direct management and oversight of strategic, operational, legal/compliance, and financial risks and the Company's formal program to continually and proactively identify, assess, prioritize and mitigate enterprise risk. Critical risks are managed through cross-functional participation in senior-level management.

Risk Management

Risk is inherent with the IT business and the Company aims at delivering superior value to shareholders by achieving an appropriate trade-off between risk and return. Sound risk management and balancing risk-return trade-off are critical to a Company's success. Business and revenue growth has therefore to be weighed in the context of the risks embedded in the Company's business strategy. Of the various types of risks aamra networks is exposed to, the most important are credit risk, market risk, operational risk and technology reformation risk. The identification, measurement, monitoring and mitigation of risks, continued to be a key focus area for the Company. The risk management function attempts to anticipate vulnerabilities at the transaction level or at the portfolio level, as appropriate, through quantitative examinations of embedded risks. The risk management strategy of the Company is based on a clear understanding of various risks, disciplined risk assessment, risk measurement procedures and continuous monitoring for mitigation.

Management's Discussion and Analysis continued...

Principal Risks	Mitigation Action
Competition Risk	aamra networks has the vision to be the leading converged solutions company in Bangladesh delivering industry-leading network and connectivity. We are focused on driving efficiencies and innovation, via new technologies, products and services, processes and business models to provide an unmatched personalized experience to them.
Economic Risk	The business units in aamra networks have continuous revenue and cost optimization programs to drive improvements in their cost structures. Our business planning and management review processes involve the continuous monitoring of a rolling plan and actual expenditures to minimize the risk.
Operation Risk	We continue to expand our addressable market through ongoing network development. We proactively attract customers looking for an alternative to incumbent carriers that are unable to offer the desired routes, services, and total cost of ownership. We track and monitor services at a customer level to ensure continued low customer churn. We actively target high growth market segments. We actively seek to recruit and retain the talent necessary to maintain our standard of operational excellence.
People Risk	We continue to invest in our existing workforce and build up emerging capabilities through external professional/ fresh graduates' hires. To develop and retain talent, we conduct regular skills assessment into the critical business areas and set out structured developmental roadmaps to fill new and emerging skills gaps.
Technology Risk	We continue to invest in upgrading, modernizing and equipping our systems with new capabilities to ensure we can deliver innovative and relevant services to our customers. We continue to closely monitor key secular industry trends driving demand, developments in the Internet of things, cloud computing, artificial intelligence, big data, Virtual Reality, and ultra-high-definition video. We actively monitor competitor activity on key routes with regards to its focused products to ensure that its products and bandwidth solutions remain competitively positioned and differentiated. We work with suppliers to ensure that its cost base remains competitive, and to enable flexibility to respond to changing pricing and commercial dynamics.
Vendor/ Supply Chain Risk	We work closely with our third-party suppliers to ensure third party service levels meet customers' operational and commercial performance needs. We construct our network where possible to reduce third party dependencies, and we have sufficient access to capital to support planned development projects.
New Business Risk	We continuously update our organization structure, talent management and development program, reviewing our policies and processes, and by investing in new technologies to meet the changing needs.
Network Failure Risk	We continue to make our networks resilient and review our processes to prevent any network disruptions. We also have an effective communication process for timely updates to our stakeholders during any incidents and/or crisis. Our defined crisis management and escalation process enables our senior management to respond to emergencies and catastrophic events on time. Additionally, we have business continuity plans as well as insurance policies in place.

COVID-19 related risks

The COVID-19 pandemic is a global humanitarian and health crisis, that continues to impact all our stakeholders, employees, clients, investors and communities we operate in. Many countries are reporting the second and third waves of infections. The actions taken by the governments to contain the pandemic, such as closing of borders and lockdown restrictions, have resulted in significant disruption to people and businesses. While vaccines have been made available, there are delays in vaccinating larger populations, increased instances of variants and infections, and consequential stress on the

healthcare sector. Consequently, market demand and supply chains have been affected.

In responding to this crisis, our primary objective has been to ensure the safety of our employees, to deliver our client commitments, and put in place mechanisms to protect the financial wellbeing of the Company, and protect its long-term prospects. During the year, we launched several health and wellness programs for our employees covering various aspects of physical and emotional wellbeing, counselling support and awareness.

The pandemic has impacted, and may further impact, all of our stakeholders - employees, clients, investors

Management's Discussion and Analysis continued...

and communities we operate in. COVID-19 has heightened several other risks that are described in this section. Some of the specific consequent risks related to the occurrence of COVID-19 that have materialized include:

- Many of our clients' business operations may be negatively impacted due to the economic downturn - resulting in postponement, termination, suspension of some ongoing projects with us and/or reduced demand for our services and solutions.
- Our ability to continue to deliver service delivery obligations while our employees work from home is sometimes constrained by contractual terms with our clients and is therefore dependent on receiving the requisite approvals from them on time.
- Restrictions on travel may impact our ability to assign and deploy people at required locations and times to deliver contracted services, thereby impacting our revenue and / or profitability.
- Our profitability may be marginally impacted as some clients have sought price reductions or discounts.
- Lower profitability and prolonged payment terms requests from clients can impact our cash flows negatively and may impact our liquidity.
- We incurred unanticipated costs in ensuring that our offices are safe and hygienic workplaces for our employees; and to enable employees to work from home.

While the above-mentioned risks have materialized to varied extent in the last financial year, their impact may continue in the next financial year as well. In addition to the above, other consequent risks related to the COVID-19 pandemic that may materialize in future are as follows:

- The financial stability of our clients may get affected or they may file for bankruptcy, jeopardizing our ability to collect our account receivables and unbilled revenue.
- Clients may invoke contractual clauses and / or levy penalties if we are unable to meet project quality, productivity and scheduled service-level agreements due to our employees working remotely.
- Our profitability may be negatively impacted if we are unable to eliminate fixed or committed costs in line with reduced demand. Additionally, any sudden change in demand may impact utilization in the short term, thereby impacting margins.
- Our profitability may be marginally impacted as some clients may dispute some of the existing work-in-process. This in turn can impact our profitability and cash flows negatively.
- The productivity of our employees may be negatively impacted due to isolated remote working from home, quarantine requirements, negative social sentiment and personal anxiety.

SWOT analysis

<p>Strengths</p> <ul style="list-style-type: none"> • 20+ years of experience • Robust national infrastructure • Priority access to best-in-class IIG bandwidth from sister concern aamra technologies limited • Rich clientele in both the private and public sector • 4 strategically located data centers • Diverse, widespread and versatile products and services • Best talents and employees available in the country • Strategic alliances, i.e. BCB, BEPZA, CRI, DNCC etc • Ability to adapt and innovate in constantly changing market environments • High level partnerships with top OEMs, i.e. Cisco, Microsoft, Polycom, HikVision etc 	<p>Weaknesses</p> <ul style="list-style-type: none"> • B2B only, no B2C products • Dependencies on 3rd party infrastructure providers such as NTTNs, LSPs • It is expensive to deliver a premium customer experience • Expansion and purchase are contingent on profits
<p>Opportunities</p> <ul style="list-style-type: none"> • Launch commercial vehicle tracking solutions • Increase MPLS business portfolio • Partner with national content providers • Launch B2C internet products • Explore robotics and automation business • Innovate and explore in video/audio communication and collaboration space • Increase businesses in data center, colocation, and other infrastructure products • Collaborate and partner with international companies and investors • Leverage from the growing national market of 	<p>Threats</p> <ul style="list-style-type: none"> • Frequent cable cuts by various authorities • Lack of transmission infrastructure and NTTN coverage • Competitive market • Illegal ISPs and unregulated IT companies • High TAX/VAT on various products and services • Illegal and untaxed imports, lowering revenue on equipment sell

*Management's Discussion and Analysis continued...***Prioritizing employees**

We acknowledge the commitment, competence and dedication of our employees at all areas of business. ANL is committed to nurture, enhance and retain best talent through investment in its people to upgrade their technical, domain and leadership capability. To retain leadership position, the Company continuously innovates and customizes its Human Resource (HR) strategy to meet changing employee need. In keeping with our employee-first approach, we quickly instituted measures to trace all employees of the Company and to assure ourselves of their well-being. We set up communication channels to ensure constant updates of status, consistent communication of decisions and to alleviate concerns of our employees and clients. These included a 24x7 helpdesk, regular tele-conferences and video-conferences with the Company leadership, employees and extensive email communication. We also set up counselling sessions for employees to provide them emotional support and health tips for their well-being in the current situation. To provide a safe work environment for our employees and partners, the following actions have been taken:

- Established processes for reporting, quarantining and supporting any personnel suspected of or confirmed having tested positive for the disease.
- Established detailed protocol for evacuation and sanitization of our office premises in the event of a suspected or confirmed health incident.
- Increased cadence of sanitization of our office facilities and transport vehicles, and implemented various social distancing measures in our premises.
- Ensured availability of thermal scanners, masks, hygiene products, medicines and medical facilities at our offices.
- Issued travel advisories to our employees and partners in line with government regulations and restricted participation in events that have large gatherings.
- Promoted work from home and created detailed plans for enabling return-to-work in a phased manner, that emphasize social distancing and hygiene.

Diversity and inclusion

Our vision is of an 'inclusive organisational culture', with a focus on making the changes that will achieve the biggest positive difference, such as developing the capabilities of our leaders who have a critical role in driving the business and enhancing our working culture and creating a safe space for all employees to have open conversation through our Employee Support Network groups. We aim to treat people fairly, equitably and without bias, creating conditions that encourage and value diversity, and promoting respect, dignity and belonging. We follow and promote diversity and inclusion legislation, complying with its letter and spirit, recognising we can continue to improve the employee experience.

Business implications

The Company anticipates a continued slowdown in client technology spending in the near term, influenced

by a broader global economic recession and impact to certain sectors. In the near term, this could result in continued lower demand for our services and solutions. However, in the longer term, we see increased opportunities for our business as enterprises accelerate their digital transformation initiatives. With some impact due to project deferrals and the softening of discretionary spending, there will be some margin pressure in the near term. In response to these new contours of projected demand, ANL is working to optimize its cost structure and operational rigor to ensure execution excellence of our operations. Some of the activities initiated are:

- Improve liquidity and cash management with a rigorous focus on working capital cycles, including collections, receivables and any other blocked cash.
- Accelerate operational cost optimization initiatives such as automation.

Strategy execution

We embraced a strategy to strengthen our relevance with clients and drive accelerated value creation. We continued to execute on this strategy and generated significant outcomes. In the coming years, we will continue to execute our strategy along the same dimensions. The client market segments we serve are faced with challenges and opportunities arising from the COVID-19 pandemic and its resulting impact on the economy. We believe the investments we have made, and continue to make, in our strategy will enable us to advise and help our clients as they tackle these market conditions.

Branding

The "aamra" Superbrand award winner is a key intangible asset for the Company. It positions aamra networks as a next-generation internet connectivity services company that helps enterprises navigate their transformation.

Acknowledgment

The COVID-19 pandemic has triggered all of us to reflect on our lifestyles, our work practices, and the resilience of our businesses. We are feeling reassured of the well-being of our employees and take great pride in the responsiveness of our teams that rapidly enabled us to continue servicing our clients through these unprecedented times. We are confident that we have the financial strength to endure the adverse economic impact of the current crisis. Looking ahead, we firmly believe that innovative use of technology will be integral to helping businesses navigate this crisis, and we look forward to further strengthening our client partnerships in these times.

For and on behalf of the Company,



Syed Farhad Ahmed
Managing Director & CEO
Dhaka, October 28, 2021



DIRECTORS' REPORT

On behalf of the Board of Directors and Management, It is indeed a great privilege for me to welcome you to the 20th Annual General Meeting of the Company. We are pleased to place herewith the Directors' Report and the Auditors' Report together with the Audited Financial Statements of the Company for the year ended June 30, 2021 for your valued consideration, adoption and approval. These were approved by the Board of Directors on October 28, 2021.

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

Bangladesh Economy

Bangladesh has been able to achieve a real GDP growth of 5.2 per cent, which is the highest in Asia, in the outgoing fiscal year (FY) 2020-2021. Bangladesh has made some very remarkable strides in economic development over the last five decades enabling the country transiting from low income country to achieve the status of lower middle income country in 2015. The country is on track to leave the United Nations list of least developed countries in 2024.

Bangladesh is now considered one of the fastest growing economies in the world. Bangladesh has had an annual growth rate of Gross Domestic Product (GDP) over 6.0 per cent since 2011. The Bangladesh government's vision 2041 stipulates to eliminate extreme poverty and secure upper middle-income country status by 2031 and achieve the high income country status by 2041.

Bangladesh's growth rests on three pillars: exports, social progress and fiscal prudence. Between 2011 and 2019, Bangladesh's exports grew at 8.6% every year, compared to the world average of 0.4%. The success is largely due to the country's relentless focus on products, such as apparel, in which it possesses a comparative advantage.

The COVID-19 pandemic impacted Bangladesh profoundly. In addition to the impact on health, GDP growth decelerated, and poverty increased. The pandemic may also have long term economic implications as a result of reduced female labor force participation, learning losses, and heightened financial sector vulnerabilities.

Bangladesh's economy is turning around in the context of tackling the coronavirus of the world economy. With nearly two dozen COVID-19 stimulus packages the country has an overall outlay of 1.24 trillion taka, which is 4.44% of GDP. This included steps like 50 billion taka for export-oriented industries to pay the wage bill for three months, two-year loans to factory owners at 2% interest, 200 billion taka for banks to provide working capital loan facilities to CMSMEs at an interest rate of 9%; 4% to be borne by the borrower, and 5% by the government as a subsidy.

Within the broad agriculture sector, the growth rate of agriculture and forestry sector decelerated from 4.10 percent to 2.65 percent in FY 2021-22. In addition, growth in fishing sector slowed slightly to 5.74 percent from 6.02 percent of previous fiscal year. The contribution of the broad agricultural sector to the GDP stood at 13.47 percent in FY 2020-21 against 13.74 percent in the previous fiscal year.

Of the 4 sectors of the broad industrial sector, growth in the manufacturing (large and medium scale and small scale) has increased significantly. According to provisional estimate, the growth of large and medium enterprises and small scale industries in GDP stood at 6.56 and 1.73 percent respectively in FY 2020-21, compared to 1.39 percent and 3.96 percent in the previous fiscal year. The growth of the construction sector stood at 8.68 percent as compared to 8.66 percent over the previous fiscal year. Overall, the contribution of the broad industry sector stood at 34.99 percent in FY 2020-21, as compared to 34.74 percent in the previous fiscal year.

In maintaining the trend of socio-economic development and high growth in Bangladesh, the private sector is playing a very positive and important role along with the government. In FY 2020-21, the total investment of GDP was 29.92 percent, out of which 21.25 percent was from private sector.

Inflation rate in FY2020-21 was 5.56 percent at national level, which was 5.65 percent in the previous fiscal year. It may be mentioned that the average inflation rate in the country is set at 5.4 percent in the FY2020-21. Food inflation witnessed a 0.22 percentage point increase in only six months. It was 5.23% in January 2021 and increased to 5.45% in June 2021.

Despite production and manufacturing setbacks, a drop in exports, loss of livelihood and a rise in poverty, Bangladesh's economy has also shown resilience through the Covid-19 pandemic.

Capital Market Scenario

The country's capital market is set to post the highest return in a decade in the outgoing fiscal year (FY), 2020-21, when most other sectors faced serious disruptions in their business operations due to the ongoing Covid-19 pandemic.

The stock market witnessed a 51.31 per cent return in the outgoing FY as in June 2021, despite the free fall of many stock prices. Initially the fall was contained by setting floor prices, as investors became panicky following the COVID outbreak. The country's capital market showed better performance in the first half (H1) of 2021 as the key index of the major bourse soared 748 points to reach at 41 months high at the end of June.

After the 2010-11 stock market debacle, the DGEN, the then benchmark index of the DSE, witnessed negative returns of 0.59 per cent and 25 per cent for 2010-11 and 2011-12 respectively. Later, the premier bourse posted a positive return of 0.07 per cent in 2012-13. The DSE introduced new benchmark index - the DSEX - on June 27, 2013 with a base of 4,055 points. After introduction of the DSEX, the DSE posted a 9.16 per cent return in 2013-14, while the return was 2.30 per cent in 2014-15, and 25.49 per cent in 2016-17. The market returns were negative for 2015-16, 2017-18, 2018-19 and 2019-20, ranging from 1.65 per cent to 26.41 per cent. Finally, in June the DSEX closed at 6,036, posting the highest return of 51.31 per cent or 2,047 points since the 2010-11 debacle.

The regulatory initiatives to restore governance in the market and other reforms including removal of a floor price, re-listing of OTC companies has positively impacted the market. Introduction of SME board,

corporate restructuring, development initiatives for Sukuk and bond market, new IPO allotment rules and change of circuit breaker for IPOs has positively impacted the bourse towards building a vibrant capital market. Corporate tax cut for the listed manufacturing companies in the fiscal year (FY) 2021-2022 has further strengthened the investors' optimism in this unprecedented pandemic time.

In early May, the Bangladesh Securities and Exchange Commission (BSEC) approved rules to create a market stabilization fund worth around Tk. 210 billion with unclaimed and unsettled dividends of listed companies. According to information of the Dhaka and Chittagong bourses, 335 listed companies have unclaimed cash dividends worth Tk. 9.56 billion and unclaimed or unsettled stock dividends worth Tk. 199.86 billion.

The flow of liquidity increased in the stock market, as returns in other sectors declined. Experts and market operators said the investors pumped fresh funds into the stock market - following decline in interest rates of other fixed income securities along with various regulatory reforms in market operations. The regulatory steps, including formation of the market stabilisation fund, helped the market to witness the investors' increased participation.

Along with posting the highest return in index in the outgoing FY, the DSE witnessed hefty turnovers, especially in May and June. In the last two months, the DSE posted daily turnovers ranging from Tk. 11.60 billion to Tk. 27.00 billion. Following the investors' increased participation, the DSE's market capitalization also hit an all-time high of Tk. 5.10 trillion on June 10. And, at the end of June, market capitalization of the prime bourse soared by Tk. 660 billion in six months to reach an all-time high at Tk. 5,142 billion.

Between January 1 and June 30, 2021, DSEX, the prime index of the Dhaka Stock Exchange (DSE), rose 748 points or 13.85 per cent to settle at 6,150 on Wednesday (June 30). The daily turnover, another important gauge, stood at Tk. 12.44 billion on an average in January-June, 2021, up by 51 per cent over the same period of the previous year.

The Chittagong Stock Exchange (CSE) also performed well in the first half of 2021 with the CSE All Share Price Index - CASPI - soaring 2,202 points to settle at 17,795 and the Selective Categories Index - CSCX rising 1,291 points to close at 10,695. Market capitalization of the CSE also rose to Tk. 4,384 billion on June 30, rising 16.80 per cent over the same period of the previous year. The daily average turnover stood at Tk. 655 million in January-June,

Directors' Report continued...

2021, jumping by 121 per cent over the same period of the previous year.

The rally has been largely supported by major sectors stocks like general insurance, miscellaneous, cement, life insurance, textile, food, engineering, banking and non-bank financial institutions. The market momentum exerted that bullish trend to be prevalent on bourses and 2021 will be a year of opportunities for the capital market.

ICT Industry

Around a year and a half have passed since the onset of the Covid crisis. The Bangladesh economy and the global economy have certainly not been able to go back to the pre-Covid state. Though there have been some signs of recovery for the Bangladesh economy, the recovery process has remained weak, fragile and uncertain. The effective recovery process also requires a better understanding of the Covid context and setting the priorities right.

The COVID crisis showed us that domestic production, distribution, and finance system require further digitisation to manage operations remotely without human involvements. As the trends in supply, demand, and financing mechanisms are changing rapidly, the ICT industry can play a crucial role for Bangladesh in not only containing and responding to the impact of COVID-19 but also to build on the opportunities that are shaping up globally.

The Information Communication and Technology (ICT) sector has been at the forefront of Bangladesh's "Vision 2021" and "Digital Bangladesh" agenda. As a middle-income country, the importance of transitioning to a knowledge-based economy is very crucial for Bangladesh's future. The ICT as a sector of economy has also been growing fast. The total export from the sector touched the \$ 1.0 billion-mark in 2019, showing a 66 per cent growth over the last two years. The sector is poised to fetch US\$ 5.0 billion in export earnings by the year 2025.

Bangladesh has made phenomenal progress in expanding mobile financial service coverage. When citizens have universal access to digital device, Internet and digital literacy with universal identity system, implementation of universal digital financial services (UDFS) would be easier and quicker to ensure a true inclusive economy and society. From the perspective of ICT industry, implementation of 'Made in Bangladesh' action agenda will make Bangladesh a major hub of ICT and IoT devices manufacturing. The ICT industry will be able to create 100,000 jobs in the device manufacturing sector. The success of 'Made in Bangladesh' roadmap

will also depend on restriction of 100% FDI in device manufacturing. The participation of local industry will ensure establishment of factories of world class device manufacturers.

Bangladesh has also established various back-end capacity for becoming a manufacturing hub of ICT devices and software. To ascertain the proper applicability of the software and hardware produced, developed, or purchased by different government departments or agencies and to maintain its quality, Bangladesh Computer Council (BCC) has established Software and Hardware Quality Testing & Certification Centre. Based on leading standards, practices, and frameworks and aligned and tailored as per Bangladesh requirements and strategic objectives, Bangladesh National Digital Architecture (BNDA) project has created Bangladesh National Digital Architecture framework. Design, development, and implementation of interoperability framework across the GoB has been developed through this project.

Bangladesh has become a global example for digital transformation of government services. The Government has made all necessary information of the Ministries and other relevant notifications available through various websites which are accessible to the public. In addition, the Government has trained more than 50,000 public officials to maintain these websites and update data and information regularly. The Government of Bangladesh (GoB) has also introduced a national portal containing information from all the Ministries, while e-Service centres were introduced at the district level enabling the districts to share information online. Moreover, a National Data Centre facilitating the dissemination of citizens' National Identification (NID) Cards and voter lists has been established and made operational.

The Government has also established the National ICT Infra-Network for Bangladesh Government Phase II, and implemented 800 video conferencing systems at different Ministries, departments and upazila offices. Additionally, successful implementation of the project will ensure 10Gbps capacity network at the upazila levels and 100 Gbps capacity networks at the district levels. The digitisation of government services has expanded and improved significantly. The government's e-governance initiative comprises of five components i.e., Service Process Simplification (SPS), 'less paper office,' governmentservices portal, land information services, and government forms portal.

Bangladesh has been working relentlessly to establish "Digital Bangladesh", an integral part of the government's Vision 2021. The government initiatives have resulted in an accelerated pace of

Directors' Report continued...

growth of internet users. Number of internet users in Bangladesh stood at 103.476 Million in June, 2020. Dependence on the Internet increased since the start of the pandemic. The Internet has become essential for work, education, essential services, telemedicine or entertainment. During the pandemic, the increased internet traffic led to reduced bandwidth availability per head. The mass closures resulting from the COVID-19 pandemic have left Internet service providers with two main issues to address: An unprecedented number of people are now working from home or taking classes online, and people suddenly out of work may be wondering how they'll make their monthly payments, including the Internet bill. When the national holiday was announced, many people left urban areas and were headed towards their villages. Most of the urban houses use ISP connection and as a result, a sudden fall in revenue was experienced by the ISP firm. ISPs were unable to collect bills of thousands of consumers, where bills of 2/3 months were due. The sector is facing problems in accessing working capital from the banking sector under the government's stimulus package as the banks are unsure if the ISP industry qualifies for the stimulus package.

However, the foundations for fiber optic connectivity are being laid, which will ensure high speed internet at cheaper price. Bangla-GovNet project implemented by ICT Division built the ICT Backbone Network up to 240 government ministries, divisions and departments, 64 districts and 64 upazila. Info-Sarker 2 project extended this network up to the upazilla level and connected the government offices. The ongoing Info-Sarker Phase-3 project has taken up the goal to establish broadband internet infrastructure in 2600 unions across the country through the optical fiber cable, of which 2400 unions have already been connected. The Connected Bangladesh project is working on establishment of connectivity in 772 remote unions of the country.

Despite the fact that the internet use has increased significantly during the coronavirus outbreak but as almost all the corporate houses, the main revenue source for major ISPs, were closed for several months, the Broadband internet service providers were facing obstructions in revenue collections. Furthermore, complex VAT structure in the ISP value chain, lack of cash and inability to secure loan from banking sector or Govt's stimulus package, delayed in port clearance and excessive import duty on equipment, lack of National Data Protection and localization rule and incentive to operate business and lack of rules & guidelines to host public confidential data in local cloud have halted immediate pivoting that the players in the sector could have undertaken

to minimize the intensity of the initial blow from the pandemic.

Industry outlook

With the growing inevitability that COVID-19 is here to stay, the ICT Division of the Government of Bangladesh is developing a roadmap to tackle the pandemic and ensuing crisis and to find innovative ways to flourish in the 'new normal'. ISP and Infrastructure is one of the 18 priority sectors selected based on the impact of COVID-19 on the sector and its potential for transformation of the economy and society.

Bangladesh is propelling on the trajectory of new growth curve of rapid digitization determined by technological progress. High-tech and Software Technology Parks, vibrant start-up ecosystem involving over 1200 tech startups, over 100 million internet users, and mounting adoption of digital devices construct the columns of support ecosystem for building Digital Bangladesh. Bangladesh is targeting USD 5 Billion local revenue and USD 5 Billion export by the IT and ITES sector in next five years (Mission 5 billion). To reach the goal, Bangladesh needs to profit from the cognitive ability of graduates on the rise and just over 150 institutions in Bangladesh are preparing the huge workforce with industry demand-driven training on science and technology. The ICT industry needs to be settled down into the "new normal" caused by the pandemic through governmental policy intervention, potential transformation and upgradation so that it can sustain its ever-growing impact on the economy and society.

On the other hand, a dynamic industry is rising in Bangladesh, with many businesses running initiatives covering most emerging technologies like robotic process automation, artificial intelligence, block chain, big data analytics, virtual reality, and internet of things, and are at different phases of examining and conducting. Their capacity of following the digital progress will be an important element for the future success of the country's ICT industry. Augmented reality and virtual reality have grown significantly in 2020. These immersive technologies are now part of everyday life, from entertainment to business. The arrival of Covid-19 has prompted this technology adoption as businesses turned to the remote work model, with communication and collaboration extending over to AR and VR.

The COVID-19 also identified new divides, especially digital divide for the population as for the Cottage, Micro, Small and Medium Enterprise (CMSME), as they have suffered most for not having access to digital devices and Internet. Due to lack of digital literacy and affordability most of the children and

Directors' Report continued...

students suffered and are continuing to suffer for not having classes. This situation is forcing the government and private sector to go for ambitious plan or universal access to digital ecosystem with access to device, Internet and digital learning. There is a scope for second wave of financial inclusion by covering all citizens under digital financial services, along with payment services, the private and government are now thinking to launch digital credit, savings and insurance. The market size for these two initiatives is USD 30 Billion in next five years.

In the context of the current pandemic ICT interventions that can help mitigate the negative impact as well as create new business opportunities need to be identified. To reach that goal specific action items have been proposed by the UNDP in the mitigation strategy, the strategy for leveraging new opportunities, and the post COVID readiness strategies. These will ensure further investment in the economy as a whole and especially in the ICT sector, in the development of human resources, in policy formulation, and create the need for research and development resulting in the desired impact of reaching the ICT readiness goal by 2025.

ICT-based development of any country is dependent primarily on innovation and ICT infrastructure, hardware, software, and essentially its human resources. To ensure that Bangladesh tops the ICT readiness index among South Asian countries by 2025, it is important to ensure that ICT penetration and its utilisation transpires for all citizens and for small and medium sized organisations across the country. Undeniably, it'll be impossible to not feel the impact of the pandemic in any industry but precautionary and supportive policies will ensure the tech and digital industry will not be crippled in during and post COVID-19 economy. With the challenges now apparent for the IT and digital sector, it's crucial that the government pays significant attention to its third-engine during and post COVID Bangladesh.

Principal Business

aamra networks limited (ANL) is an ISP company involved in Leased Bandwidth distribution, IAAS, SAAS and IP enabled value-added services. ANL is one of the first private sector licensed Internet Service Provider (ISP) in Bangladesh. aamra networks limited over the last decade has consistently provided its customers with the state-of-the-art IT communication solutions and services which includes Internet Access, Web Page Development, and Hosting, Leased Port Internet Access, Total Network Solutions, Video Conferencing Solutions, Video Surveillance Solutions, Software Development and

Maintenance Services etc. Additionally, aamra networks limited has ventured into Infrastructure and Cloud solutions. To add to this, the company is constantly upgrading its international connectivity portfolio, i.e. MPLS, PLC and other forms of peer-to-peer connectivity. The company has also ventured into IoT solutions, Robotics and Automation.

Business Strategy

Our strategic objective is to build a sustainable and resilient organization that remains relevant to the agenda of our clients, while creating growth opportunities for our employees, generating profitable returns for our investors and contributing to the communities that we operate in. Our clients and prospective clients are faced with transformative business opportunities due to COVID. These organizations are dealing with the challenge of having to reinvent their core offerings, processes and systems rapidly and position themselves as 'digitally enabled'. The current economic climate and volatility, resulting from the COVID-19 pandemic, in their operations has accelerated their adoption of digital technologies to enhance organizational resilience, get competitive advantage and optimize cost structures.

The journey to the digital future requires not just an understanding of new technologies and new ways of working, but a deep appreciation of existing technology landscapes, business processes and practices. Our strategy is to be a navigator for our clients as they ideate, plan and execute on their journey to a digital future.

In fiscal 2020-2021, we continued to focus our strategy to strengthen our relevance to clients and drive accelerated value creation. We believe the investments we have made, and continue to make, in our strategy will enable us to advise and help our clients as they tackle these market conditions, especially in the areas of digitization of processes, migration to cloud-based technologies, workplace transformation, business model transformation, enhanced cyber security controls and cost structure optimization in IT. Further, we have successfully enabled our employees to work remotely and securely thus achieving the operational stability to deliver on client commitments and ensuring our own business continuity.

Product Categories & Services

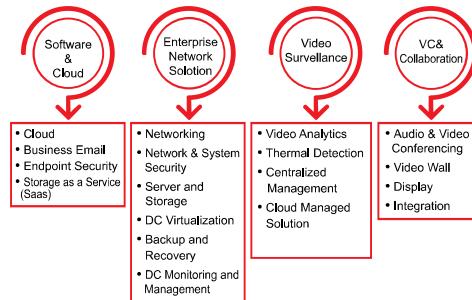
aamra networks limited maintains a wide range of product and service portfolio. Our products and service portfolio can be summarized in two broad categories - i) Internet and Infrastructure Solutions, ii) IoT Solutions.

Directors' Report *continued...*

Internet & Infrastructure



Internet of Things (IoT) Solutions



Nationwide Presence

ANL has spread its service throughout the country. The coverage of its services is illustrated in the map of Bangladesh:



Distributor of Global Brands

aamra networks limited is the authorized distributor of the world-renowned brands that cater to the Government Organizations, Multinational Companies, International Organizations, Manufacturing Industries, Financial Institutions and Small & Medium Businesses in Bangladesh. We make every effort to offer quality products and outstanding services that ensure utmost client satisfaction.

Some of the reputed brands we represent are Cisco, Fortinet, Sophos, Huawei, Juniper, Dell, HikVision,

Samsung, Matrix, Poly, VMWare, Schneider, NBS etc.

aamra making significant progress in Bangladesh IT Industry

aamra has made sizable progress in the IT industry last year. Our internet and infrastructure portfolio has gone through a significant overhaul. We have updated our network in several POPs across the country. Additionally, we have made moderate upgradations in our data centers to ensure that we can serve our customers better. Dhaka and Chattogram metro have always been key sources of our revenue stream. We have retained our market share in these metro locations, and also expanded our business.

During the last one year, we have majorly focused on onboarding quality and high-yielding customers, instead of just concentrating on customer number. This vertical approach contributed significantly in terms of generating revenue from upsell.

This year, we have been very successful in our MPLS business. We are partnered with two of the largest name in international MPLS industry - Orange Business Solutions (OBS) and Hutchison Global Communications Limited (HGC). We have made significant progress in the MPLS business last year and generated sizable revenue from this portfolio. We forecast that more and more international organizations shall need MPLS solutions, hence we have proactively reengineered our network so that we can accommodate future client requirements at ease.

For last few years, South-East and North-East regions of our country have been priority zones for aamra's business expansion. We already have strong and growing presence in Jashore-Khulna-Mongla region. In addition, we have made significant progress in Bagura-Nilphamary-Rangpur region. In both regions, we are the selected service provider for majority of national defense organizations. We are also very glad to have added several high-value public and private clients in these regions, from our internet and IOT portfolio.

We consider Data Center and Infrastructure to be one of the most potential business opportunities in near future. aamra already has 4 major data centers (2 in Dhaka, 1 in Jashore and Chattogram each), and we are regularly working to enhance our data center portfolio. Our largest DC in DevoTech, Gulshan 2 is already receiving brilliant market response and our existing resources are almost depleted. Our upgradation and expansion initiatives are also ongoing. In addition to serving local customers, we are also serving several international customers from our data centers. Also, we have been able to secure

Directors' Report continued...

several business opportunities for implementation and migration of client data center. Our target for next year is to actively pursue this vertical.

Our IOT portfolio has also seen positive growth this year. Especially in Software and Cloud vertical, we have successfully secured several large tenders and we are in the path of securing several others. We have also onboarded AWS solutions this year, and we are receiving fantastic feedback from our potential customers. In years to come, we forecast, AWS to be one of our most high-return product line.

As far as business is concerned, aamra has remained consistent and in the right track. However, we must mention the deadly impact of COVID - 19 on the global economy. Companies all around the world are facing various difficulties, we are no different. aamra has always been a customer driven company. We work alongside our customers and focus on long-term mutually beneficial relationship. We are very disheartened to see some of our very valued clients face tremendous difficulties. Some of our clients are on the verge of closing their operation. In these difficult times, aamra team has been by the side of its clients. We have facilitated discounts, waivers, complimentary solutions, term payment options to help our clients remain afloat. From the beginning of this pandemic, we have been working closely with our customers. Our 'client first, business second' approach has helped many of our customers. Many of our clients have successfully tackled the calamity and have started clearing their back-payments. During these times of common struggle, we have successfully strengthened relationship with customers. We are thankful for being able to fight this pandemic together, with collective support and empathy.

Operating and Financial Performance of the Company

The financial results of the Company for the year 2021 with a comparison of 2020 are summarized below:

(BDT in million except per share data)	2020	2021
Revenue	972.13	999.45
Gross profit	391.64	349.61
Operating profit	222.44	182.06
Profit before tax	195.56	131.26
Tax	16.12	10.87
Profit after tax	179.44	120.39
Earnings per Share (EPS)	03.19	02.14

The impact of the COVID-19 pandemic was severely felt by all the industries. Lockdowns and mobility restrictions hampered economic activities and despite the varying monetary stimuli offered by governments,

the year overall proved highly constraining for most sectors. The company strove to not only deliver the high speeds that the ANL name has become synonymous with, but to also ensure a high level of reliability and consistency of its Internet connections. The FY 2020-21 brought with it a whole new set of challenges. With the COVID-19 global pandemic affecting the economic wellbeing of the nation, Almost overnight, organizations and employees had to adapt to what is now termed as the 'new normal' - making a shift to working remotely. It was surely a year where humankind was tested to the limit of their capabilities, tolerance, innovation, adaptability and much more. Amidst unprecedented challenges, the Company recorded growth in top line in the financial year 2020-21. Planned robust portfolio growth was hampered due to COVID-19 in the first half of the year while collections were an issue due to closure of corporate houses and mobility restrictions.

Despite devastating impact of COVID-19 aamra networks commitment to simplification, capital discipline and culture laid the foundation for a steady performance in FY2021. During 2020-21, the turnover of the Company was BDT 999.45 mn as against BDT 972.13 mn during FY 2019-20 registering an increase of 2.80%. The Company posted a Profit Before Tax from continuing operation of BDT 131.26 during the year as against BDT 195.56 mn of previous year registering a decrease of 32.87%. The Profit After Tax from continuing operation during FY 2020-21 is BDT 120.39 mn as against BDT 179.44 mn in FY 2019-20 registering a decrease of around 33%.

During FY21, the gross profit is BDT 349.61 mn which was BDT 391.64 mn in FY20 registering a decrease of 10.73%. During the year the company paid tax of BDT 10.87 mn which was BDT 16.12 mn in 2020. The COVID-19 pandemic has disrupted demand and supply chains across industries, negatively impacting the cost of goods sold. Higher service & maintenance cost, competitive sales price, minimum margin collectively impacted on the overall profitability of the Company.

Product or Segment wise performance

During FY21, the Internet and WiFi Bandwidth sales the main stream products of the company collectively generated BDT 539.80 mn which was BDT 546.86 mn registering a decrease of 1.30%. The Company's business is rolling to corporate clients only, during the last quarter of FY 21 the countrywide lockdown for controlling the spread of deadly Coronavirus impacted the growth momentum in turnover. Additionally, the Company's IT Support services, which contributed 29.40% of total turnover in FY20, decreased by 38.14%. On the contrary, taxable equipment sales increased 115%. Due to its higher imported/purchase price remarkably impacted the COGS and gross profit.

Directors' Report continued...

Significant deviation in operating results & significant variance between quarterly and annual results

During the year under review, the company was able to maintain steady performance until the 3rd quarter. The Company's IT Support services, which contributed 29.40% of total turnover in FY20, decreased by 38.14%. On the contrary, taxable equipment sales increased 115%. Due to its higher imported/purchase price remarkably impacted the COGS and gross profit. In addition to that, competitive sales price, minimum margin collectively impacted the overall profitability of the Company. Therefore, a 33% decrease in net profit and EPS have been observed.

Five years data

Key operating and financial data of preceding 5 (five) years of the Company has been summarized on 09 page of this Annual Report.

Capital Expenditure

The Total Capital Expenditure on acquisition of Property, Plant & Equipment equipment, of the Company amounted to BDT 535.62 million. The detailed note on acquisition of Property, Plant and Equipment is given under the note no. 4, 6 of the Financial statements.

Related party transaction

Compliant steps have been taken by the Board to avoid any conflict of interests that may arise, in transacting with related parties as per the definition of IAS. A statement of related party transactions has been presented in note no. 35 on 131 page of the Annual Report.

Events occurring after the reporting date

As at the date of this report, the directors are not aware of any matter or circumstance that has arisen since the end of the year 2021 that has significantly affected or may significantly affect the operations of the Company, the results of its operations or its state of affairs, which is not already reflected in this report other than the following:

On October 28, 2021, aamra networks recommended 10 percent stock dividend. Details of the recommended dividend during the financial year are disclosed in Note 36 of the Financial Report.

Material changes after Balance Sheet date (June 30, 2021)

There have been no material changes and commitments between the end of FY21 and the date of this report, affecting the financial position of the Company.

Appropriations of profit

Taking into account the profit available for distribution after complying with the regulatory requirements, the Board recommended 10 percent stock dividend for the year ended June 30, 2021 for approval of Shareholders in the Nineteenth Annual General Meeting. The Board proposed the following appropriations:

Amount in million BDT	
Net profit for the year 2021	120.39
Retained earnings at the beginning of 2021	916.48
Total profit available for appropriation	1036.87
Proposed Appropriations	
Proposed stock dividend	56.22
Retained earnings	980.65

Dividend

The Company will be paying 10% stock dividend for the year ended 2021. The Board of Directors in its meeting held on 28 October 2021 recommended "10% stock" dividend for the year 2021. As per article-89, Schedule-1 of the Companies Act 1994, dividend shall be declared out of profit i.e. from current year's profit and from previous years' retained profit. During the year ended the company has registered profit of BDT 120.39 mn.

The Board while recommending stock dividend considered the Notification of BSEC in this regard and decided to retain the stock dividend amount as capital for utilizing the amount for nationwide network expansion with the view to comply the regulatory requirement (under BMRE). The Board also noted the following;

- a) the stock dividend or bonus shares has declared from the current year's profit;
- b) the stock dividend or bonus shares has not declared-
 - i) from the accumulated profit or retained earnings; and
 - ii) from capital reserve or revaluation reserve or any unrealized gain or profit earned prior to incorporation of the company or through reducing paid up capital
- c) as the stock dividend or bonus shares has declared complying the above so, the post dividend retained earnings will not be negative or debit balance;

aamra networks aims to provide commendable and sustainable rate of dividend to its shareholders and the Company has been paying dividend consistently for many years.

The Board of Directors affirm that no bonus share or stock dividend has been or shall be declared as interim dividend.

Directors' Report continued...

Dividend Distribution Policy

The Board, in complying with the requirements of BSEC's notification approved dividend distribution policy, in its 127th meeting held on October 28, 2021. According to the said notification the details policy has been disclosed in page no. 96 of this annual report and also available at www.aamranetworks.com.

Status of Issuance of Zero Coupon Bond

The company assuming the rapid growth in access bandwidth occurs and to expand the capacity of our core networks while at the same time getting the competitive edge on controlling costs, delivering higher reliability, offering an attractive mix of broadband access technologies and speeds, dynamically distinguishing between types of traffic, offering new value-added service options and enhancing customer service and customer satisfaction, we have undertaken the PoP upgradation project.

We got approval from the Bangladesh Securities and Exchange Commission for issuing Zero Coupon Bond (ZCB) worth BDT 1000 million for the financing of the aforesaid PoP upgradation and network expansion project. The bond market in Bangladesh is relatively a new concept and other than FIs there are few companies where the investors subscribed to the bond. As a result, no deal has been finalized yet. However, we are trying our best and are optimistic about the prospect of the bond market. Meanwhile, BSEC has extended the timeline till June 2022 for issuing the ZCB.

Contribution to the National exchequer and the economy

During the year 2021, the company contributed a total amount of BDT 10.87 million as Corporate Tax, BDT 17.50 million as TDS and BDT 51.53 million as VAT, in total BDT 79.91 million was paid to the national exchequer. aamra networks always uphold its responsibilities to the development of the society and the country as a whole. We encourage our employees to participate in social and charitable programs.

Annual General Meeting

Annual General Meeting is the biggest program for the Company in a year. All shareholders are encouraged to attend and/or participate in AGM to deliberately give their opinion regarding any facts of the company. Shareholders can attend in person or send a proxy as their representative. The notice of AGM and proxy form is also available for all shareholders in the official website.

The notice of the twentieth Annual General Meeting is given on page 08 of this Annual Report. A summary of the agenda is given below:

Ordinary Business :

- Adoption of Directors' Report, Auditors Report and Audited Financial Statements;
- Declaration of dividend;
- Re-appointment of retiring Directors;
- Re-appointment of Statutory Auditors and compliance auditors.

Special Business : Nil

Notice of the Annual General Meeting

Notice of the Twentieth Annual General Meeting of the Company is given on page no. 08 of the Annual report.

Management Discussion and Analysis

A management discussion and analysis signed by the Managing Director regarding the Companies operation and position along with a brief discussion of changes in the financial statements has attached on page no. 37

Directors' statement pursuant to the disclosure and transparency

The Directors confirm that to the best of each director's knowledge and belief:

- the financial statements, prepared in accordance with IAS/IFRS, give a true and fair view of the assets, liabilities, financial position and results of the Company, and
- the management report contained in the operational and financial review includes a fair review of the development and performance of the business and the position of the company, together with a description of principal risks and uncertainties that may face.
- the internal control system is properly designed, implemented and effectively monitored.

Accounting policies and maintenance of books of accounts

The Directors consider that in preparing the Financial Statements, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates and that the International Accounting Standards have been followed. In preparing financial statements, information has been obtained from the books of accounts, which have been maintained properly as required by the applicable rules and regulations.

Directors' responsibilities of preparation of Financial Statements

The Directors are of the view that the Annual Report and Company's financial statements have been prepared in accordance with applicable laws and regulations and as per the requirement of regulatory

Directors' Report continued...

authorities. The Board confirms that a true and fair view of the state of the affairs of the Company has been ensured while preparing the Financial Statements of the Company. A statement of the Directors' responsibility in relation to financial statements has been given on page 84 of this Annual Report.

Observance of IAS, IFRS & applicable laws

The Directors have the responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable to ensure that the financial statements comply with the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other applicable laws. The Directors also confirm that the financial statements have been prepared in accordance with the International Accounting Standards and other applicable rules and regulations. A separate report on Directors' Responsibilities as to the preparation of financial statement is set out on page 84 in this Annual Report.

Fairness of the accounts

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards (IFRS) and the requirements of Companies Act, 1994. The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of their profits for the year ended June 30, 2021.

Internal control

Internal control including financial, operational and compliance controls and risk management systems, maintained by Management and that was in place throughout the financial year and up to and as of the date of this report, is adequate to meet the needs of the company in its current business environment. The Internal Audit regularly reviews of the aamra networks operations, examine the business processes and evaluate the adequacy and efficiency of financial and operating controls and highlights significant risks. Management follow up and review the status of actions on recommendations made by the internal control. The Board reviews regular reports from the management on the key operating statistics, as well as legal and regulatory matters. The Board also approves any changes or amendments to the company's policies.

There are policies and procedures in place to ensure compliance with internal control and the prescribed laws and regulations. These policies and procedures are set out in the company's Standard Practice

Instruction and are updated from time to time in tandem with changes to the business environment or regulatory guidelines.

Risk and concerns

The Board of Directors is in charge of determining the Company's fundamental attitude toward risk while setting out the risk principles as well as the level of risk exposure. The Board of Directors are responsible for formulating risk policies, determining methods to measure and manage risk, setting commensurate risk limits and monitoring their performance.

Fundamental principles of aamra networks risk management philosophy are:

- Effectively managing and monitoring credit, interest rate, liquidity, market and operational risk and providing for appropriate allocation of capital among the types of risk.
- Managing risk in a forward-looking manner and identifying and analyzing risks from the beginning with the help of steering risk strategies, models and parameters.
- Creating maximum value for the shareholders, depositors and employees in long term
- Being financially reliable and strong and establishing business relations with the stakeholders that will last for many years by creating the image of a profound institution that will stay in business permanently
- Complying with Companies Act, Rule and Regulations of BSEC, Listing Regulations of Stock Exchanges and other guiding principles of BSEC.

Going concern

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

Directors' Responsibilities for Financial Statements

The Board is responsible to present a fair, balanced and understandable assessment of the Company's position and prospect as part of good corporate governance and to that end the directors confirm to the best of their knowledge that-

- the Financial Statements, prepared by the Management of the Company, present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- proper books of account as required by the law have been maintained;
- appropriate accounting policies have been consistently applied in preparation of the Financial

Directors' Report continued...

- Statements and that the accounting estimates are based on reasonable and prudent judgements;
- the Financial Statements prepared in accordance with IAS/IFRS;
 - the Financial Statements prepared on going concern basis;
 - the minority shareholders have been protected from abusive action by or in the interest of controlling shareholders acting either directly or indirectly and have effective means of redress;

Directors' Responsibility to Internal Control System

The Board of Directors are responsible to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. In this regard, the board has taken proper steps and sufficient care in building a system of internal control, which is reviewed, evaluated and updated regularly. The internal audit department of the Company conducts periodic audit to provide reasonable assurance that the established policies and procedures of the Company are consistently followed. The Audit Committee consists of three members from the Board of Directors. The Chairman of the Audit Committee is an Independent Director.

Corporate governance

Fundamentally, the conduct of the Company is guided by our core values, our code of ethics and a commitment to openness and transparency. Our corporate governance practices are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

Corporate governance is about maximizing shareholder value legally, ethically and sustainably. At ANL, the Board exercises its fiduciary responsibilities in the widest sense of the term. ANL's Board of Directors endeavors always to provide learned and strategic direction for the Company through applying the highest standards of corporate governance practice. To this end, we comply with all reporting regulations and requirements as defined in the Code of Corporate Governance issued by the Bangladesh Securities and Exchange Commission. Strengthening the policies and procedures by accommodating the changes in legislation and perspectives is our routine application to protect the Company from risk and introduce new policies necessary to steer the company on right and clear strategic direction. We work to ensure all governance matters are transparent to stakeholders as well as shareholders through channels such as the Annual General Meeting (AGM), quarterly financial statements and this annual report. The Board of

Directors of the Company has always committed to maintain and practice an effective corporate governance structure. A detailed report on corporate governance has been set out on page 62 to 72 of this Annual Report.

Board diversity

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender that will help us retain our competitive advantage.

The Board Diversity Policy adopted by the Board sets out its approach to diversity. The policy is available on our website, at <https://www.aamranetworks.com> Additional details on Board diversity are available in the corporate governance report that forms part of this Annual Report.

Policy on directors' appointment and remuneration

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As of June 30, 2021, the Board had five members, one of whom are executive director, one non-executive chairman, one independent director and two non-executive directors. Two of the non-executive directors of the Board are women. The details of Board and committee composition, tenure of directors, areas of expertise and other details are available in the corporate governance report that forms part of this Annual Report.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Bangladesh Securities and Exchange Commission Corporate Governance Code is available on our website, at <https://www.aamranetworks.com>

Board evaluation

The evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board evaluation process was completed for fiscal 2020-2021. The evaluation parameters and the process have been explained in the Board Evaluation policy.

Directors' meeting, attendance & remuneration

During the year ended June 30, 2021 total 7 (Seven) meetings were held. During this year, all of the Directors serving on the Board attended were more than 97 percent of the aggregate of the total number

Directors' Report continued...

of meetings of the Board of Directors. The attendance in the Board and Committee meetings by each Director is given in Annexure-I on page 60 of this Annual Report. Please note that the amount of total remuneration which has been paid to the Directors including Independent Directors is given in Note - 26.2 on page 127 of this Annual Report.

Directors to retire, re-appointment and biographies of the Directors-

As per Article 91 of the Articles of Association of the Company, one-third of the Directors of the Company are required to retire by rotation at each Annual General Meeting (AGM). The retiring Directors are eligible to stand for re-election. In this connection the following Directors will retire in the 20th Annual General Meeting and being eligible offered themselves for re-election as per Article 93 of the Articles of Association of the Company:

- i) Ms. Syeda Munia Ahmed
- ii) Ms. Fahmida Ahmed

The Nomination and Remuneration Committee reviewed the nomination of the above retiring directors and recommended the board for re-appointment. Accordingly, the board recommended the re-appointment of retiring directors for re-election.

Biographies of the Directors (including retiring Directors) and the names of the Company where they have an interest are mentioned in this annual report on 28 page.

Report on the compliance of the conditions of BSEC's notification

In accordance with the BSEC's Notification dated June 3, 2018, the Board of Directors are required to report on the compliance of certain conditions. The notification was issued for the purpose of establishing a framework for ensuring good governance practices in the listed companies for the interest of the investors and the capital market. The overall shareholding pattern and a statement on the compliance with the BSEC's conditions is given on Annexure-II and Annexure-III on page no. 60 and 62 respectively of this annual report.

Pattern and distribution of shareholding-

As on June 30, 2021 the paid up capital of the Company is Tk. 562,236,810 subdivided by 56,223,681 shares of Tk. 10 each where the Sponsor Shareholders holding is 33.03%. The overall shareholding patterns of the Company as at the end of the year 2021 is shown in Annexure-III, page 62 of this Annual Report. The distribution of shareholdings as required by the regulatory authorities is also given in this Annual Report.

Substantial shareholdings

BSEC's Corporate Governance Notification dated June 3, 2018 requires a listed company to disclose in the Directors' Report, the list of shareholders holding ten percent or more voting interest in the Company. Shareholders who hold ten percent or above shares in aamra networks including the shareholding status of all sponsors shareholders as on June 30, 2021 is given in Annexure-II, page 60 of this Annual Report.

Corporate responsibility

aamra networks defines Corporate Responsibility as operating with integrity at all times, sustaining the Company's long-term viability while contributing to the present and future well-being of all stakeholders.

At aamra networks, we recognize that we have certain responsibilities to our clients, shareholders, employees, and the communities in general. But the biggest contribution of the Company has to make the long-term sustainability of its business.

We value our shareholders and their rights. We are always committed towards our shareholders to preserve their rights and to enhance their return as much as possible. Considering this fact the management of aamra networks gives its best effort to:

- Keep standard operating performance that ranks among the best in the industry;
- Ensure Effective corporate governance;
- Provide Complete financial information;
- Give attractive dividend.

aamra networks is committed to being an equal opportunity employer, adhering to the highest social standards, the company seeks to provide a superior working environment for its employees based on diversity and respect for the importance of the individual. Based on these aamra networks is committed to:

- Provide a workplace in which employees are respected;
- Encourage a management style that empowers and develops employees;
- Ensure proficient training and development program that emphasizes the employees to add value;
- Measure progress in employment practices and employee morale.

Business ethics

Our customer welfare comes first. We ensure understanding our client's needs, extending facilities to the right clients at just terms. We care for our clients to enjoy consistent continuous service wherever we operate. We have 24/7 dedicated customer

care and also have complaint box for taking care of customer complaints with the highest priority. All our Board, Management and employees strictly follow regulatory guidelines, instructions, and all applicable laws, rules, and regulations of the country.

Audit information

The Directors who held office at the date of this Director's Report confirm that:

- So far as the Directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- The Directors have taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant information and to establish that the company's auditors are aware of that information.

Auditors

According to the BSEC's order dated 27 July, 2011 an Auditor of cannot be appointed for more than three consecutive years. Besides, section 210(10) of the Companies Act, 1994 also gives authority to shareholders of the company to fix the Auditor's remuneration.

G. Kibria & Co., Chartered Accountants have completed their first year of audit and expressed willingness to be reappointed as the statutory auditor of the company for the FY-2021-2022. In this regard, the Audit Committee scrutinized and reviewed their proposals and recommended to the Board to appoint G. Kibria & Co., Chartered Accountants as the external auditor of the Company for the FY-2021-2022.

The Board in its meeting held on October 28, 2021, recommended the shareholders to reappoint G. Kibria & Co., Chartered Accountants at a remuneration of Tk. 2,20,000 plus VAT.

The Audit Committee scrutinized and reviewed the proposals of K. M. Hasan & Co., Chartered Accountants to be compliance auditor of the company and recommended to the Board for reappointment.

The Board in its meeting held on October 28, 2021 also recommended the shareholders to appoint K. M. Hasan & Co., Chartered Accountants at a remuneration of Tk. 27,500 plus VAT as the compliance auditor for the year 2022.

Credit Rating

Alpha Credit Ratings Limited reaffirms A+ (A Plus) in the long term and ST-2 in the short-term rating of aamra networks limited on the basis of Company's year-end financials of 2020. This rating is valid till July 21, 2022.

Our employees and environment

The Management of aamra networks believes that the Human Resources of any organization can make a difference in the Industry. Considering this

thought aamra networks recruits competent people, develop them as per the demand of the time and situation, and retain them with competitive and standard motivation-award and retention policies and practices.

The Company is committed to creating a working environment based on the values of equal opportunity, diversity and meritocracy. All the Company's activities are reinforced by its governance structure, which complies with the leading codes of best practices.

With respect to issues that are relevant to its operating environment, aamra networks promises to:

- Avoid and discourage discrimination and provide equal opportunity and respect diversity;
- Ensure frequent interaction between employees and senior Management for constructive development in systems & procedure;
- Support employee efforts to achieve a healthy work-life balance;
- Organizing Training & Seminar for employee development
- Ensuring best HR practices
- An empowering Management style that develops employees and encourages performance;
- Aamra networks seeks to enhance employee motivation and performance in line with Company's strategic objectives and in accordance with "aamra" brand promises: ethics, professionalism, innovation, pragmatism, team spirit and integrity.

Signing of Report

The Board in its 127th meeting held on October 28, 2021 authorized the Chairman, Mr. Syed Faruque Ahmed to sign the Directors report and any addendum thereto.

Acknowledgment

We would like to acknowledge and place on record our gratitude to our valued clients, depositors and shareholders for their confidence in aamra networks. Our sincere appreciation to the Bangladesh Telecommunication Regulatory Commission, Bangladesh Securities and Exchange Commission, Dhaka and Chittagong Stock Exchanges, NBR, Banks and Financial Institutions, Other government bodies and statutory auditors for their constructive suggestions and cooperation. We also express our appreciation for the dedication and efforts put in by the employees at all levels of the Company.

For and on behalf of the Board,



Syed Faruque Ahmed
Chairman
Dhaka, October 28, 2021

Annexure-I

Board Meetings and Attendance by the Directors

Attendance by the Directors in the Board of Directors' Meeting in 2020-2021 is summarized below:

SI No	Name	Number of Meeting	Number of Attendance	(%)
1	Syed Faruque Ahmed, Chairman	7	7	100%
2	Syed Farhad Ahmed, Managing Director & CEO	7	7	100%
3	Syeda Munia Ahmed, Director	7	7	100%
4	Fahmida Ahmed, Director	7	7	100%
5	Mahbub Mustafizur Rahman, Independent Director	7	6	86%

Audit Committee Meetings and Attendance by the Members

Attendance by the Members in the Audit Committee Meeting in 2020-2021 is summarized below:

SI No	Name	Number of Meeting	Number of Attendance	(%)
1	Mahbub Mustafizur Rahman, Chairman	4	4	100%
2	Syeda Munia Ahmed, Director	4	4	100%
3	Fahmida Ahmed, Director	4	4	100%

NRC Meetings and Attendance by the Members

Attendance by the Members in the NRC Meeting in 2020-2021 is summarized below:

SI No	Name	Number of Meeting	Number of Attendance	(%)
1	Mahbub Mustafizur Rahman, Chairman	2	2	100%
2	Syeda Munia Ahmed, Director	2	2	100%
3	Fahmida Ahmed, Director	2	2	100%

Annexure-II

Shareholding Pattern of the Company as on June 30, 2021

Particulars	No. of Shareholding	%
Sponsors/Directors	18,573,351	33.04%
Foreign Institutions	8,986,648	15.98%
Local Institutions	15,705,314	27.93%
Public	12,958,368	23.05%
Total	56,223,681	100.00%

A. Parent/Subsidiary/Associated Companies/Others Related Party:

Name	Status	No. of Shareholding	%
aamra holdings limited	Sponsor	13,356,000	23.75
aamra resources limited	Sponsor	4,793,351	8.52

B (1). Directors & their Spouses and Minor Children

Name	Status	No. of Shareholding	%
Syed Faruque Ahmed, nominated by (aamra holdings limited)	Chairman	106,000	0.18
Syed Farhad Ahmed, nominated by (aamra resources limited)	Managing Director	106,000	0.18
Syeda Munia Ahmed, nominated by (aamra holdings limited)	Director	106,000	0.18
Fahmida Ahmed, nominated by (aamra resources limited)	Director	106,000	0.18
Mahbub Mustafizur Rahman	Independent Director	-	-
Their Minor Children do not have shareholding			

B (2). Chief Financial Officer, Company Secretary & Head of Internal audit and compliance and their Spouses and Minor Children

Name	Status	No. of Shareholding	%
Md. Anamul Haque	CFO	-	-
Syed Moniruzzaman	Company Secretary	-	-
Md. Sarwar Hossain	Head of Internal Audit & Compliance	-	-
Their Spouses & Minor Children do not have shareholding			

C. Top 5 (Five) Executives and their Spouses and Minor Children

Name	Status	No. of Shareholding	%
Khaled Ahamed Nur	COO	-	-
Khandaker Mohd. Moinuddin	GM, Credit Control	-	-
Md. Mahbubor Rahman	GM, Core Network	-	-
Monirul Islam	GM, Internet of Things	-	-
Mahmudun Nabi Khan Chowdhury	GM, Value Added Service	-	-
Their Spouses & Minor Children do not have shareholding			

D. Shareholders holding 10% or more voting interest

Name	No. of Shareholding	%
aamra holdings limited	13,356,000	23.75
Augere Holdings (Netherlands) B. V.	8,986,648	15.98

Annexure-III

STATUS OF COMPLIANCE ON CORPORATE GOVERNANCE CODE OF BSEC

Status of compliance for the period ended 30 June 2021 of aamra networks limited with the Conditions imposed by BSEC's Notification on Corporate Governance Code No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969 is presented below:

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1	Board of Directors (BoD)			
1(1)	Size of the Board of Directors (number of Board members - minimum 5 and maximum 20).	✓		
1(2)	Independent Directors			
1(2)(a)	At least one fifth (1/5) of the total number of Directors shall be Independent Directors.	✓		
1(2)(b)	Independent Director means a Director			
1(2)(b)(i)	Does not hold any share or holds less than 1% shares of the total paid-up shares of the company.	✓		
1(2)(b)(ii)	Not a sponsor of the company or not connected with the company's any sponsor/director/nominated director/shareholder/associates/sister concerns/ subsidiaries and parents or holding entities who holds 1% or more shares of the total paid-up shares of the company on the basis of family relationship and his/her family member also shall not hold said mentioned shares in the company.	✓		
1(2)(b)(iii)	Not been an executive of the Company in immediately preceding 2 (two) financial years.	✓		
1(2)(b)(iv)	Does not have any other relationship, whether pecuniary or otherwise, with the company/ subsidiary/ associated companies.	✓		
1(2)(b)(v)	Not a member or TREC holder, director or officer of any stock exchange.	✓		
1(2)(b)(vi)	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)	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 conducting special audit or professional certifying compliance of the Code.	✓		
1(2)(b)(viii)	Not be an independent director in more than 5 (five) listed companies.	✓		
1(2)(b)(ix)	Not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or advance to a bank or NBFI.	✓		
1(2)(b)(x)	Not been convicted for a criminal offence involving moral turpitude.	✓		

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(2)(c)	Appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM).	✓		
1(2)(d)	Not remain vacant for more than 90 (ninety) days.	✓		No such event in the year
1(2)(e)	The office tenure of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	✓		Independent Director is reappointed for 2nd term
1.3	Qualification of Independent Director			
1(3)(a)	Shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to the business.	✓		
1(3)(b)(i)	Business Leader: Promoter or director of an unlisted company having minimum paid-up capital of Tk. 100 million or any listed company or a member of any national or international chamber of commerce or business association.		Not applicable
1(3)(b)(ii)	Corporate Leader: Top level executive not lower than Chief Executive Officer /Managing Director/Deputy Managing Director/Chief Financial Officer/Head of Finance or Accounts/Company Secretary/Head of Internal Audit and Compliance/Head of Legal Service or a person with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100 million or of a listed company.		Do
1(3)(b)(iii)	Former Govt. Official: Government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale having educational background of bachelor degree in economics or commerce or business or law.	✓		
1(3)(b)(iv)	University Teacher: Having educational background in economics or commerce or business studies or law.		Not applicable
1(3)(b)(v)	Professional: An advocate practicing 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.		Not applicable
1(3)(c)	Shall have at least 10 (ten) years of experiences as mentioned in clause 1(3)(b)(1) to (v).	✓		
1(3)(d)	In special cases, the above qualifications may be relaxed subject to prior approval of the Commission.		None
1(4)	Duality of Chairperson of the Board of Directors and Managing Director			
1(4)(a)	Chairperson of the Board and the Managing Director of the Company shall be filled by different individuals.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status ("✓" has been put in the appropriate column)		Remarks (If any)
		Not Complied	Complied	
1(4)(b)	The Managing Director of a listed company shall not hold the same position in another listed company.	✓		Ministry of commerce has allowed the MD to hold similar Position for another 12 associate companies
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.	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.		No such event in the year
1(5)	The Directors' Report to Shareholders			
1(5)(i)	An industry outlook and possible future developments in the industry.	✓		
1(5)(ii)	The segment-wise or product-wise performance.	✓		
1(5)(iii)	Risks and concerns.	✓		
1(5)(iv)	Discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin.	✓		
1(5)(v)	Discussion on continuity of an extraordinary activities and their implications (gain or loss).	✓		
1(5)(vi)	Disclosure for related party transactions.	✓		
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or any other instruments.		Not applicable
1(5)(viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Share Offer, Direct Listing, etc.		Not applicable
1(5)(ix)	Explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements.	✓		
1(5)(x)	Disclosure for remuneration paid to the directors including independent directors.	✓		
1(5)(xi)	Fairness of financial statements.	✓		
1(5)(xii)	Maintenance of proper books of accounts.	✓		
1(5)(xiii)	Adoption of appropriate accounting policies and estimates.	✓		
1(5)(xiv)	Followed IAS or IFRS as applicable in preparation of the financial statement and departure there from has been adequately disclosed.	✓		
1(5)(xv)	Internal control system is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	The interest of the minority shareholders have been duly protected.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(5)(xvii)	Going concern (ability to continue as a going concern).	✓		
1(5)(xviii)	Highlight and explain significant deviations from the last year's operating results.	✓		
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		
1(5)(xx)	Reasons for non-declaration of dividend.		10% Stock Dividend has proposed
1(5)(xxi)	No bonus share or stock dividend has been declared as interim dividend during the year.	✓		
1(5)(xxii)	Total number of Board meetings held during the year and attendance by each director.	✓		
1(5)(xxiii)	Pattern of shareholding and name wise details (disclosing aggregate number of shares)			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties.	✓		
1(5)(xxiii)(b)	Directors, MD, CS, CFO, HIAC and their spouses and minor children.	✓		
1(5)(xxiii)(c)	Executives(top five (5) other than mentioned 1(5)(xxiii)(b).	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest.	✓		
1(5)(xxiv)	In case of the appointment/reappointment of a director, disclose			
1(5)(xxiv)(a)	A brief resume of the director.	✓		
1(5)(xxiv)(b)	Expertise in specific functional areas.	✓		
1(5)(xxiv)(c)	Holding the directorship and the membership of committees of the Board other than AFL.	✓		
1(5)(xxv)	Management's Discussion and Analysis			
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, disclose the effects on financial results and position as well cash flows.	✓		
1(5)(xxv)(c)	Comparative analysis of financial results and position as well as cash flows for current year with immediate preceding five years.	✓		
1(5)(xxv)(d)	Compare financial results and positions as well as cash flows with the peer industry.	✓		
1(5)(xxv)(e)	Discussion on financial and economic scenario of the country and the global.	✓		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements.	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position.	✓		
1(5)(xxvi)	Declaration on Financial Statements for the year ended on 30 June 2020 by the MD and the CFO to the Board.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(5)(xxvii)	The report and the certificate regarding compliance of conditions of Corporate Governance Code.	✓		
1(6)	Meetings of the Board of Directors			
	Meeting of the Board of Directors and record the minutes as well as keep required statutory books and records in line with the relevant provisions of Bangladesh Secretarial Standards (BSS) of ICSB .	✓		
1(7)	Code of Conduct (CoC) for Board of Directors			
1(7)(a)	The Board shall lay down a code of conduct, for the Chairperson of the Board, other board members and Managing Director.	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓		
2	Governance of Board of Directors of Subsidiary Company			
2(a)	The composition of the Board of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	--		Not Applicable
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.	--		Not Applicable
2(c)	Submission of Minutes to the holding company.	--		Not Applicable
2(d)	Review of Minutes by the holding company.	--		Not Applicable
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	--		Not Applicable
3	Managing Director (MD), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)			
3(1)(a)	The Board shall appoint a Managing Director (MD), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC).	✓		
3(1)(b)	The positions of the MD, CS, CFO, HIAC shall be filled by different individuals.	✓		
3(1)(c)	The MD, CS, CFO and HIAC of a listed company shall not hold any executive position in other company.		✓	Ministry of commerce has allowed the MD to hold similar Position for another 12 associate companies. CS also holds the same position in aamra technologies Ltd.
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of CFO, HIAC and CS.	✓		
3(1)(e)	With Board's approval the MD, CS, CFO and HIAC are removed from their position and immediate dissemination to the commission and stock exchanges.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
3(2)	The MD, CS, CFO and HIAC of the Company shall attend the meetings of the Board except such part of the meeting which involves an agenda relating to their personal matters.	✓		
3(3)(a)	The MD and CFO shall certify to the board that they have reviewed financial statements for the year 2019-2020 and 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)	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 code conduct for Board of Directors.	✓		
3(3)(c)	The certification of the MD and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee			
4(i)	Audit Committee	✓		
4(ii)	Nomination and Remuneration Committee (NRC)	✓		
5	Audit Committee			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The Company shall have an Audit Committee as a sub-committee of the Board.	✓		
5(1)(b)	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)	Responsible to the Board and the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5(2)	Constitution of the Audit Committee			
5(2)(a)	Shall be composed of at least 3 (three) members.	✓		
5(2)(b)	The Board shall appoint members of the Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director.	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience.	✓		
5(2)(d)	Casual vacancy shall be filled by the Board not later than 1 (one) month from the date of vacancy.	---		No such event in the year

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓” has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
5(2)(e)	The Company Secretary shall act as the secretary of the Committee.	✓		
5(2)(f)	The quorum of the Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the 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 and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	---		No such event in the year
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM).	✓		
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year.	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5(5)	Role of Audit Committee			
5(5)(a)	Oversee the financial reporting process.	✓		
5(5)(b)	Monitor choice of accounting policies and principles.	✓		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report.	✓		
5(5)(d)	Oversee hiring and performance of external auditors.	✓		
5(5)(e)	Hold meeting with the statutory auditors for review of the annual financial statements before submission to the Board for approval.	✓		
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 all related party transactions.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors.	✓		
5(5)(m)	Oversee whether IPO proceeds utilized as per the published Prospectus.	---		Not applicable
5(6)	Reporting of the Audit Committee			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)(a)	Report on conflicts of interests.	---		No such incident
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 incident
5(6)(a)(ii)(c)	Report on suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations.	---		No such incident
5(6)(a)(ii)(d)	Report on any other matter deemed necessary shall be disclosed to the Board immediately.	---		No such incident
5(6)(b)	Reporting to BSEC (If any material impact on the financial condition and results of operation, unreasonably ignored by the Board and management).	---		No such incident
5(7)	Reporting to the shareholders of Audit Committee activities, which shall be signed by the Chairperson of the committee and disclosed in the Annual Report.	✓		
6	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board.	✓		
6(1)(b)	Assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive.	✓		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing.	✓		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director.	✓		
6(2)(b)	All members of the Committee shall be non-executive directors.	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee.	✓		
6(2)(e)	Casual vacancy shall be filled by the Board within 180 days of occurring such vacancy.	--		No such event in the year
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee.	--		No such event in the year
6(2)(g)	The Company Secretary shall act as the secretary of the Committee.	✓		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director.	✓		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	--		No such event in the year
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.	✓		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC.	--		No such case in the year
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.	✓		
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.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	✓		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.	✓		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	✓		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.	✓		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.	✓		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board.	✓		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board.	✓		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.	✓		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies.	✓		
6(5)(c)	Disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7	External or Statutory Auditors			
7(1)(i)	Non- engagement in appraisal or valuation services or fairness opinions.	✓		
7(1)(ii)	Non-engagement in designing and implementation of Financial Information System.	✓		
7(1)(iii)	Non-engagement in Book Keeping or other services related to the accounting records or financial statements.	✓		
7(1)(iv)	Non-engagement in Broker-Dealer services.	✓		
7(1)(v)	Non-engagement in Actuarial services.	✓		
7(1)(vi)	Non-engagement in Internal Audit or special audit services.	✓		
7(1)(vii)	Non-engagement in any other services that the Audit Committee determines.	✓		

Status of Compliance Report continued...

Condition No.	Title	Compliance Status (“✓”has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
7(1)(viii)	Non-engagement in audit or certification services on compliance of Corporate Governance as required under condition no. 9(1).	✓		
7(1)(ix)	Non-engagement of any other service that creates conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company during the tenure of their assignment; his or her family members also shall not hold any shares in the said company.	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting to answer the queries of the shareholders.	✓		
8	Maintaining a website by the Company			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The Company shall keep the website functional from the date of listing.	✓		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
9	Reporting and Compliance of Corporate Governance			
9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		
9(3)	The directors of the Company shall attach the compliance status in the directors' report whether the Company has complied with these conditions or not.	✓		



কে. এম. হাসান এন্ড কোং
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**McMillan Woods
International**
Professionalism at the forefront

Report to the Shareholders of aamra network limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by aamra network limited for the year ended on 30 June 2021. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission except for the condition # 3(1)(c).
- (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.

This report, however, is no endorsement about quality of contents in the Annual Report of the Company for the year ended 30 June 2021.

Dhaka, November 25, 2021

For. K. M. HASAN & CO.
Chartered Accountants



Md. Shahidul Islam FCA
Partner



REPORT OF THE AUDIT COMMITTEE

The Audit Committee is a sub-committee of the Board of Directors of the Company and its role is to assist the Board in fulfilling their oversight responsibilities regarding the integrity of aamra networks financial statements, risk management, internal control & compliance with legal and regulatory requirements, the external auditors' performance, qualifications and independence and the performance of the internal audit function.

The Audit Committee, in compliance with the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC), is comprised of three Directors of the Board of which one is Independent Director. The Independent Director is the Chairman of the Committee.

For the purposes of the Corporate Governance Code, all the members of Committee are financially literate and Mr. Mahbub Mustafizur Rahman, Chairman of the Committee is the financial expert. During the year under review the Committee met four times. Detailed qualifications of the existing members of the Committee are set out on pages 28 of this Annual Report.

During the year 2020-2021, the Audit Committee of the Company met four times and reviewed the following:

- Reviewed the financial statements of the company for the year ended on June 30, 2021
- Reviewed the Company's 1st Quarterly Un-Audited Financial Statements- Statement of Financial Position, Statement of Comprehensive Income, statement of Changes in Equity, statement of Cash Flows and related explanatory notes as on 30 September 2020.
- Reviewed the Company's 2nd quarterly Un-Audited Financial Statements- Statement of Financial Position, Statement of Comprehensive Income, and Statement of Changes in Equity, statement of Cash Flows and related explanatory notes as on 31 December 2020.

- Reviewed the Company's 3rd Quarterly Un-Audited Financial Statements- Statement of Financial Position, Statement of Comprehensive Income, statement of Changes in Equity, statement of Cash Flows and related explanatory notes as on 31 March 2021.
- Recommended for appointment of External Auditors and fixation of their remuneration.
- Recommended for appointment of compliance auditor.
- Reviewed the management discussion and analysis.
- Reviewed the Internal Audit Report and Compliance plan.
- Reviewed the adequacy of internal control and systems.
- Reviewed the financial reporting process.
- Reviewed the choice of accounting policies and principles.
- Reviewed the management letter issued by the statutory auditor.
- Reviewed the effectiveness and independence of the statutory auditors.
- Evaluate the performance of statutory auditor.
- Reviewed 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.

The Audit Committee expressed its sincere thanks to the members of the Committee, Board, Management and the auditors for their support in carrying out their duties and responsibilities.

Mahbub Mustafizur Rahman
Chairman
Audit Committee
October 28, 2021



REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is a sub-committee of the Board of Directors of the Company and its role is to assist the Board in fulfilling their oversight responsibilities defined in the BSEC's Corporate Governance Code.

The NRC, in compliance with the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC), is comprised of three Directors of the Board of which one is Independent Director. The Independent Director is the Chairman of the Committee.

The terms of reference of the Nomination and Remuneration Committee (NRC) have been adopted by the Board as per BSEC notification. The NRC 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 to develop policy for formal process of considering remuneration of directors, top level executives.

Mr. Mahbub Mustafizur Rahman, Chairman of the Committee is an Independent Director. Detailed qualifications of the existing members of the Committee are set out on pages 28 of this Annual Report. The Committee formally met twice during the year under review. The NRC of aamra networks

limited observed the following activities:

- Reviewed nomination of the directors to be re-elected in retire by rotation.
- Reviewed reappointment of Managing Director
- Finalize Terms of Reference of the Committee
- Reviewed the Board Evaluation Policy
- Reviewed the Charter of the Board
- Reviewed the Dividend Distribution Policy
- Reviewed the Employee Insurance Policy
- Reviewed the increment of salary and promotion of the employee
- Reviewed the Fees for attending meetings by the Directors/Members

Nomination and Remuneration Committee (NRC) expressed their sincere thanks to the members of the Board of Directors, management of the Company for their support and co-operation.

Mahbub Mustafizur Rahman
Chairman, NRC
October 28, 2021

CHAIRMAN'S LETTER ON CORPORATE GOVERNANCE

Dear Shareholder,

At aamra, we believe that good corporate governance is more than just an awareness and adherence to rules. It is about the Board setting clear expectations for conduct throughout the business, embracing difficult issues and being honest and open in our business dealings.

We monitor developments in corporate governance, both in nationally and internationally. We adopt emerging practice where it has the potential to enhance transparency and improve our business performance over the long term, whether or not it becomes mandatory.

A system of good governance keeps shareholder interests front of mind, and ensures a balanced outcome for stakeholders in general. Tone is always set from the top and an effective Board comprised with right composition, structure, processes and a clear understanding of its role maneuvering the Company towards right course. We have appropriate processes in place that are crucial for the effective functioning of our Board. They ensure efficient and balanced decision making, and guarantee a seamless information transfer, allowing the Board to perform its supervisory duty and to make decisions that are reserved for the Board.

In my role as independent, non-executive Chairman I provide leadership to the Board and make sure that it has an excellent collaboration with our Managing Director and the Senior Management. Leading the Board I ensure that the Board and its committees work effectively. I set the agenda, style and tone of the Board discussions, promote constructive debate and effective decision-making. I support and counsel our MD, while not interfering with the operational management of the Company.

Our corporate governance system consistently meets the best-practice standards as we continually strive to improve our leadership principles and practices that supports in protecting the interests of our shareholders, by creating long term and sustainable shareholder value. To achieve this, our governance is structured to address conflicts, align interests and allow for efficient and well-founded Board and management decisions.



Syed Faruque Ahmed
Chairman



REPORT ON CORPORATE GOVERNANCE

"Good corporate governance is an indispensable requirement for sustainable corporate success"

Corporate Governance Philosophy

Corporate Governance is a set of policies, processes and procedures affecting the way a company is controlled and administered. It covers stakeholders, the relationship between them, the company and the strategic vision of the company. The stakeholders comprise shareholders, management, board of directors, employees, depositors, customers, creditors, suppliers, regulators and society at large.

The Company believes that principles of Corporate Governance belong to the foundation of transparency, fairness, accountability, compliance with the laws, required disclosures, professionalism, maximizing shareholders value. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth.

Company's philosophy of Corporate Governance represents the dual goals of protecting the interests of all stakeholders while respecting the duty of the board and management to oversee the affairs of the company and promote long-term growth and profitability.

Corporate Governance Approach

aamra network's approach to governance, which has remained largely consistent over time, is to:

- promote the long term profitability of aamra network while prudently managing risk
- drive superior and sustainable shareholder value over the long term through the alignment of the interests of stakeholders and employee
- meet stakeholder expectations of sound corporate governance as part of aamra network's broader responsibility to clients, shareholders, investors and the community in which it operates.

aamra networks recognizes that a key factor in delivering long term shareholder returns is providing superior services to the clients. High standards in corporate governance are fundamental in maintaining ANL's one of the leading position within the ISP sector. Continuous review and adherence to strong corporate governance practices help enhance compliance levels according to standards and best practice. aamra networks (the Company/Company) shall continue its effort to enhance shareholders value, protect their interests and defend their rights by practicing the pursuit of excellence in corporate life. The Company shall not only comply with all statutory requirements including the Corporate Governance Code of the Bangladesh Securities and Exchange Commission and the regulations of the stock exchanges but also formulate and adhere to strong corporate governance practices.

Corporate Governance Principle

The core corporate governance principles that regulate the relationships between aamra network's management, shareholders, employees and third parties (i.e. customers, legal authorities, suppliers, and all types of individuals and institutions which the Company does business with) are stipulated below.

Integrity

The Company is committed to the principle of integrity in its activities, operations and relationships with all of its stakeholders and other parties.

Credibility

Aware that customer confidence lies at the heart of business, aamra networks provides customers and all other stakeholders with clear, comprehensive and accurate information and offers timely and comprehensive services.

Non-discrimination

aamra networks refrains from anchoring prejudice against stakeholders based on gender, behavior, opinion or ethnic origin and does not discriminate against anyone under any condition or circumstance.

Compliance

aamra networks abides by all applicable laws, regulations and standards.

Transparency

Except for the information deemed commercial secret, the Company informs clients and the public at large thoroughly, accurately and promptly.

Statement of Compliance

aamra networks being a listed company in Dhaka Stock Exchange and Chittagong Stock Exchange is committed to maintain the highest standards of Corporate Governance.

The adoption and implementation of corporate governance framework is the responsibility of the Board of Directors (Board), and this effort is in line with the policies of regulatory authorities and statutory requirements in Bangladesh. The Board has adopted a comprehensive framework of Corporate Governance Guidelines which are designed to properly balance performance and conformance and thereby allow the Company to undertake, in an effective manner, the prudent risk-taking activities which are the basis of its business. The Guidelines and the practices of the Company comply among other with the Guidelines issued by

the Bangladesh Securities and Exchange Commission (BSEC) vide its notification dated June 03, 2018, as well as the continuous compliance of listing regulations of stock exchanges.

Statement of Ethics

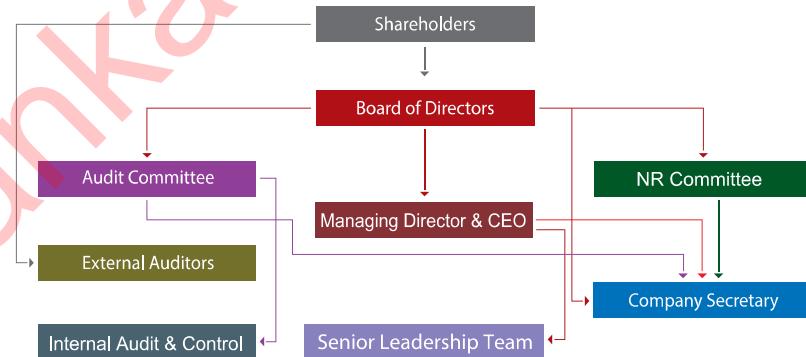
aamra networks ensures high standards of ethics and corporate behavior including transparency in the conduct of business. Understanding the client's expectation, aamra networks always concentrates on extended and fixing fair terms in favor of the client. The Management always have keen interest for setting and promoting ethical standard, ensuring compliance indicator and empowering to improve moral of the employees.

Bangladesh Securities and Exchange Commission's Notification on Corporate Governance

As aamra networks is listed on the Stock Exchanges in Bangladesh, we comply with the BSEC's notification on Corporate Governance. For the year ended June 30, 2021, we have complied with the relevant provisions set out in page [62-72] in this report.

Corporate Governance Framework

Good corporate governance practices are not just a matter for the Board but are at the heart of everything that we do within the Company. The Company operates within a comprehensive governance framework, which is outlined in the diagram below and set out in the report that follows.



Shareholders

The Company has only ordinary shares and strategic shares are held by the sponsors. All the shares of the Company are in dematerialized form and are freely tradable in both the stock exchanges except sponsor shares. Trading of sponsor shares are subject to compliance of relevant laws in this regard. As on June 30, 2021 the paid up capital of the Company was Tk. 562,236,810 subdivided into 56,223,681 ordinary shares of Tk. 10 each where the Sponsor Shareholders holding was 33.04%. At the end of 2021, there was 67% of free float of shares.

General Meetings of shareholders

The decision-making rights of shareholders in aamra networks are exercised at shareholders' meetings. The AGM of aamra networks is held within the Dhaka City (registered address place of the Company), Bangladesh, during the last quarter of the year. Extraordinary General Meetings may be held at the discretion of the Board or, if requested, by shareholders owning at least 10% of the shares.

Participation in decision-making requires the shareholder's presence at the meeting, either personally or through a proxy. In addition, the shareholder must have owning of shares on Record Date for attending the meeting. Decisions on ordinary businesses at the AGM's are usually taken on the basis of a simple majority.

Annual General Meeting 2020

The 19th Annual General Meeting of the Company was held on December 29, 2020 at virtual platform. The total shareholders presence at the AGM was representing a total of 49.20% of the paid-up share capital and 49.20% voting rights. The Annual General Meeting is the company's supreme decision-making body. The shareholders in 19th AGM of the Company were unanimously resolved:

1. Adoption of audited financial statements of the company for the year ended 30 June 2020 and receives and considers the Auditors and Directors report.
2. Declare dividend of Tk. 1 per share
3. Re-elect Directors and
4. Reappoint Managing Director
5. Appoint Auditors and fix their remuneration

Shareholder's right

A shareholder can appoint proxy for attending the meeting. In accordance with the provisions of the Companies Act, 1994, the Notice of the 20th Annual General Meeting along with Audited Accounts, Directors Report, and Proxy Card were sent to shareholders 21 days before the meeting. The notice also published in the national dailies. The AGM may, in principle, pass resolutions without regard to the number of shareholders present at the meeting or represented by proxy as the case may be. Resolutions generally require the approval of a simple majority of the votes represented at the meeting. The Shareholders of the Company will exercise their voting right in the 20th AGM in connection with resolving the following ordinary businesses:

1. Adoption of audited financial statements of the company for the year ended 30 June 2021 and receives and considers the Auditors and Directors report.
2. Declare dividend as recommended by the board
3. Re-elect Directors and
4. Appoint Auditors and fix their remuneration

Five members present in person or by proxy or any member or members holding not less than one-tenth of the issued capital which carries voting rights and the Chairman shall be entitled to demand a poll.

Dividend Announcements

The Board of Directors of the Company has recommended 10% Stock Dividend for the financial year ended June 30, 2021, subject to the declaration by shareholders at the ensuing AGM. The stock dividend, if declared, will be distributed within 30 days of Meeting.

Record date for the purpose of Dividend and AGM

All the shares of the Company are in dematerialized form and to determine the entitlement of shareholders to attend the AGM and receive the Dividend, if any, for the year ended June 30, 2021, the Board of Directors has fixed the Record Date on November 21, 2021.

Dividend Remittance

Dividend on Equity Shares as recommended by the Directors for the financial year ended June 30, 2021, when declared at the AGM will be distributed to all those equity shareholders whose names shall appear in the CDS Register as on November 21, 2021 (the record date). The stock dividend will directly be credited to the beneficiary owner's account of the respective shareholders. After completion of disbursement an announcement will be made in its website informing the shareholders about the date of dividend disbursement.

Board of Directors

Role of the Board

The Board is collectively responsible for the long term success of the Company. The role and responsibilities of the Board of Directors are set out in the Board Charter in addition to the responsibilities outlined in the Memorandum and Articles of Association. It attains this by:

- Setting the strategic direction and long-term goals of the Company and ensuring that adequate resources are available to meet these objectives and overseeing delivery against it;
- Approving and monitoring capital and financial plans to ensure that they are in line with the Company's strategic directions; the annual budget; the annual and interim financial statements; and capital expenditures and strategic acquisitions and divestments;
- Establishing a risk strategy and a framework for risks to be assessed and managed;
- Determining the culture, values and standards;
- Monitoring financial performance and deviations of the budgeted and the actual figures;
- Monitoring and reviewing management performance;
- Oversight of resources including people and other key resources and by ensuring that appropriate and effective remuneration policies and succession planning arrangements are in place;
- Ensuring that the necessary policies are in place to meet the strategic objectives and oversee effective implementation of the same.

Composition of the Board

The Board composition is based on the Company's Articles of Association and guidelines of regulatory authorities in this regard. The Board represents a mix of high-level professional skills and expertise. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

As on June 30, 2021 the Board of aamra networks have 05 Directors, comprising three non-executive Directors, including the Chairman and one executive director and one independent director as defined under the Corporate Governance Guidelines of the Bangladesh Securities and Exchange Commission. Detailed profiles of the Directors have been discussed on page [28] of this annual report. Furthermore, in compliance with the corporate governance requirements, the Board Committees consist of members with adequate professional background and experience. The composition of Board of Directors as on June 30, 2021 is as follows:

Non-executive Directors		
i)	Syed Faruque Ahmed, Representing aamra holdings limited	Chairman
ii)	Syeda Munia Ahmed, Representing aamra holdings limited	Director
iii)	Fahmida Ahmed, Representing aamra resources limited	Director
Independent Director		
i)	Mahbub Mustafizur Rahman	Independent Director
Executive Director		
i)	Syed Farhad Ahmed, Representing aamra resources limited	Managing Director

Director's Independence

Other than Managing Director all directors in the Board are non-executive Director. The non-executive Directors are independent from management. Their role is to advise and constructively challenge management and monitor the success of management in delivering the agreed strategy within the risk appetite and control framework that is set by the Board. There are no such relationships or circumstances relating to any of the Directors, which might cause any of them not to be considered independent. The Board considers that its constitution brings an appropriate balance of experience and expertise in judging matters of strategy, performance, resources, internal controls and corporate governance. Their wide-ranging experience and particular areas of knowledge and expertise continue to add value to the deliberations of the Board. The Directors biographies appear on pages [28] illustrate that the Directors have a complementary range of financial, operational and entrepreneurial experience which ensures that

no single Director dominates in the decision making process.

Term of Board Membership

As per the provisions of the Companies Act, 1994 and Articles of Association, one-third of the Board members (other than Executive Director and Independent Director) who are subject to retire by rotation, retire every year and approval of shareholders is sought for the re-appointment of such retiring members, if eligible. Election or re-election of a Director to shareholders shall be accompanied by a recommendation from the Nomination and Remuneration Committee and Board. Approval of shareholders was sought for appointment of Independent Director. As per Corporate Governance Guidelines, term of the Independent Director is for three years and upon completion of the term they are eligible for re-appointment by the shareholders for another one term for three years.

Selection and Appointment of New Directors

Induction of any new member is the responsibility of the Board of Directors. The Board can exercise

its authority for appointing alternative director and additional director. While inducting a new member the Board considers existing composition and organization of the Board, and the requirement of new skill sets, if any, potentiality of the candidates in terms of expertise, skills, attributes, personal and professional backgrounds and ability to attend meetings. The person being appointed as an additional director shall retire in the immediate next Annual General Meeting (AGM) and may offer himself for re-appointment.

The Managing Director is also appointed by the Board subject to approval of the Shareholder. Any new appointment to the Board requires intimation to the Bangladesh Securities and Exchange Commission (BSEC) and Stock Exchanges.

Except for the Managing Director and Independent Director, Articles of Association of the Company requires that at least one-third of the Directors to retire by rotation in each year. They are, however,

Report on Corporate Governance *continued...*

eligible for reappointment by the Shareholders in the Annual General Meeting (AGM).

Induction, Business Awareness and Development

Each new Director receives an induction presentation, an information memorandum and a personalized induction program. The induction presentation explains their responsibilities as a Director of the company and sets out an overview of the company and its businesses. The information pack gives details of the disclosures that Directors are required to make to comply with various laws and regulations. The Company Secretary along with other existing Directors conducts the induction presentation session.

Meetings of the Board

The Company plans and prepares the schedule of the Board and Board Committee meetings in advance to assist the Directors in scheduling their program. The schedule of meetings and agenda for meeting is finalized in consultation with the Chairman of the Company. The agenda of the meeting is pre-circulated with detailed notes and supporting documents.

Under Companies Act, the Board of Directors must meet at least four times a year. The Company held a minimum of one Board meeting in each quarter as required under the Companies Act, 1994. During the year under review the Board of aamra networks met 7 times.

Attendance of Directors

Details of Directors attendance at Board meetings and Committee meetings are given in page [60] of this annual report.

Operating Principles of the Board of Directors

A secretariat is present to inform and communicate with the members of the Board of Directors. The Board of Directors met 7 times during the year. Members of the Board of Directors make every effort to attend every meeting and to convey their opinions. The Chairman of the Board of Directors determines the agenda of the Board of Directors meetings in consultation with the other Board members and the Managing Director. Information and documents related to the matters on the meeting agenda are made available for the examination of the members of the Board of Directors sufficiently before the meeting. Members of the Board of Directors may make motions to the Chairman of the Board to amend the agenda prior to the meeting. Agenda are discussed openly and from every possible perspective at the Board of Directors meetings. The Chairman of the Board of Directors makes the best effort to ensure the active participation of the members in Board meetings. For a resolution to be passed by the Board of Directors, a quorum consisting

of three member's presence is necessary. A simple majority of the members in attendance is sufficient to adopt resolutions. Decisions of Board of Directors on the respective agenda items are recorded by the Company Secretary. The minutes of the meeting is signed by the Chairman and present it in the subsequent Board meeting for confirmation. If there be any dissenting votes regarding the resolution(s), the name of the member and reason are recorded in the minutes and dissenting reason also signed by the dissenting member(s).

Members of the Board of Directors are not participated in the discussion of matters concerning their personal benefit or the benefit of their relatives/related concern. In case such a matter becomes the subject of a Board discussion, the concerned member is required to inform the Board of his connection. The interested director is not counted in the quorum and the director remains silent while passing the resolution and the same is recorded in the minutes of that meeting.

In the course of Board and Committee meetings, the Managing Director, unit heads and key management personnel make presentations to the Board. The Board is updated on the discussions at the Committee meetings and their recommendations through the Chairman of the respective Committees.

Post meeting follow-up mechanism

The important decisions taken at the Board/Board Committees' meetings are communicated to the concerned departments/divisions promptly. An action taken/status report on the decisions of the previous meeting(s) is placed at the next meeting of the Board/Board Committees for information and further recommended action(s), if any.

Conflict of Interest

Directors are required to monitor continuously and disclose any potential conflicts of interest that may arise. Directors must:

- disclose any actual or potential conflicts of interest that may exist as soon as the situation arises;
- take necessary and reasonable steps to resolve any conflicts of interest within an appropriate period, if required by the Company's Board or deemed appropriate by that director;
- comply with the requirements of Companies Act 1994 about disclosing interests and restrictions on voting.

Any proposed board or executive appointments being considered by Directors must be discussed with the Chairman. Any related-parties transactions by Directors must be reported in writing to the Chairman and, where appropriate, raised for consideration at the next Board meeting.

Material Contracts

Since the end of the previous financial year, no material contracts involving the interest of any director or controlling shareholder of the Company has been entered into by the Company and no such contract subsisted as at June 30, 2021, save as disclosed via stock exchanges and publications.

Related Party Transactions

The Company has embedded procedures to comply with all regulations governing related party transactions. All new directors are briefed on all relevant provisions that affect them. All credit facilities to related parties are continually monitored. Checks are conducted before the Company enters into credit or other transactions with related parties to ensure compliance with regulations.

The details of related party transactions are discussed in detail in page no. 131 of this annual report. All related party transactions during the year, in the ordinary course of business or otherwise, were placed before the Board. All related party transactions were on arm's length basis.

Dealings in securities

In conformance with the notification prescribed by Bangladesh Securities and Exchange Commission, aamra networks directors and employees are prohibited from trading in aamra networks securities two months before the end of the financial year to till approval of financials by the Board. In addition, directors and officers are prohibited at all times from trading in aamra networks securities if they are in possession of material non-public information. An Insider Trading Policy has been adopted by the Board to aware the Insiders before trading shares of aamra networks.

Directors' Remuneration

The Directors do not get any performance based remuneration or incentive. The Board members get only fees for attending Board/Committee meetings to the maximum of Tk. 5,000 per meeting. The remuneration package of the Managing Director is determined by the Board which requires approval from the Shareholders.

The Managing Director is appointed for a period of five years during which the remuneration cannot be reviewed without the approval of the approval of the shareholders. Renewal is considered prior to the expiration of each term. The fixed compensation components are negotiated and determined at the time of appointment/renewal.

Delegation of Authority

To assist the Board in carrying out its functions and to provide independent oversight of the internal control and risk management framework, a substantial part of the Board's responsibilities are delegated to the Board's Committees. These committees enable the Board to better carry out its stewardship and fiduciary responsibilities. Each of the Committees is chaired by an experienced Chairman and comprises Independent Non-Executive Members only. The Board is kept up to date on the activities of the Committees through reports from the Committee Chairmen at each board meeting.

In addition, the Board has delegated certain responsibilities to the Management on some matters within defined parameters. These include development and recommendation of strategic plans for consideration by the Board reflecting the long term objectives and priorities established by the Board, including implementation of the strategies and policies of the Company as determined by the Board; monitoring the operating and financial results against plans and budgets; monitoring business operations against objectives; prioritizing the allocation of capital, management and control of borrowing limits and treasury policy; technical and human resources and developing and implementing risk management systems and operation of Bank Account.

Board Committees

The Board committees are formed and their members are appointed by the Board of Directors amongst the non-executive and Independent Directors. They are considered the high level link between the Board and the Senior Management. The objective of these committees is to assist the Board in supervising the actual operations of the Company, by reviewing any issues that are submitted by the Senior Management and making recommendations to the Board for their final review. The Board reserves the right to form temporary committees and discontinue them, from time to time as necessary. Furthermore, the members of the Board are provided with copies of the meeting minutes of the said committees as required by the regulators. In accordance with the Corporate Governance Code of BSEC the Board formed the following two committees;

- Audit Committee
- Nomination and Remuneration Committee

The Board also laid down specific roles and responsibility of the committees. Details of the Terms

Report on Corporate Governance continued...

of Reference for Board Committees can be found in the Company's website and summary can be found later of this annual report.

Audit Committee

Audit Committee comprises with three non-executive Directors including one Independent Director who is also the Chairman of the Committee. The members of the Committee are elected by the Board. In 2020, the mandate of the Audit Committee was updated to include additional corporate governance responsibilities.

The committee among others is also responsible for:

- Assisting the Board in its oversight of (i) the integrity and reporting of the Company's quarterly and annual financial statements, (ii) compliance with legal and regulatory requirements; and (iii) the qualifications, independence and performance of the Company's internal and external auditors.
- Assisting the Board in fulfilling its statutory and fiduciary responsibilities with respect to internal controls, accounting policies, auditing and financial reporting practices.
- Overseeing performance of the Company's internal audit function, independent audits.
- Overseeing the Company's compliance with the rules of good corporate governance.

As per BSEC Notification, the members must meet at least 4 times in a year. The mandate of the Audit Committee provides further particulars on financial reporting processes, process improvements, and additional ethical and legal compliance overview responsibilities. The Head of Internal Audit and Control reports functionally to the Audit Committee and administratively to the Managing Director.

Review of quarterly Financials:

The Audit Committee reviewed quarterly, half yearly and annual financials of the Company prior to submission to the Board of Directors for approval. The review ensures that the financial reporting and disclosure are in compliance with the Companies Act 1994, Securities and Exchange Rules 1987 and other applicable approved accounting standards such as IAS, IFRS etc.

In case of reviewing of the annual audited financial statements, the Audit Committee discussed with the Management and the statutory auditors regarding the accounting principles and standards that were applied and their judgment of the items that may affect the financial statements and after satisfying the Committee recommended to the Board for

approval.

Nomination and Remuneration Committee

Nomination and Remuneration Committee comprises with three non-executive Directors including one Independent Director who is also the Chairman of the Committee. The members of the Committee are elected by the Board. The mandate of the Nomination and Remuneration Committee requires it, among other things, to:

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

The Board may advise or modify or amend any decision of the committee. In all cases, the members of the committee must exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders.

Members of the Board Committee

As mentioned earlier, each Committee of the Board has been formed with specific Charter. The Charter defines the extent of the authority delegated to each Committee. The Charter, including the composition of the Committee, are reviewed and updated as and when necessary to ensure ongoing compliance. The Board is kept fully informed of the work of those Committees from time to time. The list of different Board Committees and its members

Members of the Board Committee

Name of the Members	Audit Committee	Nomination and Remuneration Committee
Mahbub Mustafizur Rahman	Chairman	Chairman
Syeda Munia Ahmed	Member	Member
Fahmida Ahmed	Member	Member

is given hereunder:

Disclosure of Directors' Remuneration

Directors of the Company are not eligible for any remuneration other than the meeting attendance fee as prescribed by the articles of association or as fixed by the board. During the year under review, Board of Directors was eligible for attendance fee of Tk. 5,000 per meeting of Board, NR Committee and Audit Committee. Remuneration paid to the Managing Director and other directors is disclosed on page 127 of this Report.

Setting out the Directors Responsibilities

A separate statement as to the preparation and presentation of financial statements is given on page 55 of the Directors Report. A Management report on the operational review and segmental analysis of the Company is given on pages 53 of this Report.

Separate role of the Chairman & Managing Director Chairman of the Board and Managing Director of the Company are different persons. The responsibilities of the Chairman and the Managing Director are separate, thereby preventing unfettered powers of decision making on a single hand. The Chairman is a Non-executive Director while the Managing Director is an Executive Director.

Role of the Chairman

The Chairman is elected by the board from the non-executive directors. The Chairman is responsible for the overall leadership and efficient functioning of the Board of Directors. The Chairman of the Board is also responsible of maintaining a role in recommending the skills and experience that the Board should contain and exhibit, for its effective operation, encourage active engagement and participation by all members of the Board, promote the highest standards of corporate governance, ensure clear structure for the effective running of the Board Committees, ensure the long-term sustainability of the Company, set the Board's agenda, ensure that Directors receive accurate, timely and clear information to enable the Board to take sound decisions and to identify the development needs of the Board as a whole to enhance its overall effectiveness as a team.

Role of the Managing Director

The Managing Director is responsible for the day-to-day management, operations and administration of the company. He also responsible to implement, manage and administer corporate business strategy, ensure adherence to policies and procedures,

applicable regulations and laws, and monitoring exceptions and serious deviations, manage the overall human resources and skills/competencies pool to ensure the effective and efficient running of the company, represent the company with customers, suppliers, governments, financial institutions, the media, the community and the public. He is also accountable to the Board for the financial and operational performance of the company.

Role of the Chief Financial Officer

The CFO plays four critical role as

Catalyst

Catalyze behaviors across the organization to execute strategic and financial objectives while at the same time creating a risk intelligent culture

Steward

Protect and preserve the critical assets of the organization and accurately report on the financial position and operations to internal and external stakeholders

Strategist

Provide financial leadership in determining strategic business direction, M&A, financing, capital market and longer-term strategies vital to the future performance of the company

Operator

Balance capabilities, talent, costs and service levels to fulfill the finance organization's core responsibilities efficiently

Role of the Company Secretary

The Company Secretary is responsible for ensuring appropriate information flow within and to the Board, the Board Committees and between the senior management and non-executive directors. The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information and documents are made available to the directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. The Company Secretary supports in designing and facilitating induction programs for new non-executive Directors and in putting together development program for Directors. The authority of the appointment of the Company Secretary is vested to the Board.

Report on Corporate Governance continued...

Role of the Head of Internal Audit and Control

The head of Internal Audit and Control is responsible for reporting to the Board Audit Committee regarding any deviation from accounting and internal control systems of the company. He is also responsible for ensuring regulatory compliance of the company. The authority of the appointment of the head of Internal Audit and Control is vested to the Board.

Management

The senior management team is responsible for the day-to-day management of the Company entrusted to it by the Board. It is headed by the Managing Director, who is assisted by the Chief Financial Officer, Chief Operating Officer, General Managers, Company Secretary and Head of Departments. The biographies of the members of the senior management team are set out on page 30 of this Annual Report.

Senior Leadership Team

The Team comprises of the top management of the Company including CFO, COO, CS, GMs, DGM, AGMs and assists the Board and Board Committees to achieve the organizational objective. The Team operates within the periphery of delegated authority from the Board and specific terms of reference. In fulfilling its principal responsibility for the day-to-day management of the Company, the senior management team is required to implement Board approved policies and effective controls, within the strategy and objectives set by the Board. The members of the SLT are appointed by the Managing Director.

Appraisal of the Managing Director

The Managing Director is entrusted with the Management of the Company's operations and he is fully accountable to the Board. Performance of Managing Director including the top Management is assessed by the Board on yearly basis.

Removal of the Managing Director

The Board is authorized to remove the Managing Director and fill the vacancy by having consent from the shareholders.

Risk Management

The Risks Management Policy act as an enabler of growth for the Company by helping its businesses to identify the inherent risks, assess, evaluate and monitor these risks continuously and undertake effective steps to manage risks.

The risks are assessed by the senior executives of the Company and periodically reviews the robustness of the Risk Management Policies. The periodical update on the risk management practices and mitigation plan of the Company are presented to

the Audit Committee and Board of Directors. The Audit Committee and Board periodically review such updates and findings and suggest areas where internal controls and risk management practices can be improved. The senior management team also ensure compliance of the respective policies approved by the Board.

Internal Control

The Board has ultimate responsibility for establishing an effective system of internal control. It is designed to manage rather than eliminate the risk of failure to achieve the business objectives and to provide reasonable but not absolute assurance that assets are safeguarded against unauthorized use or material loss and those transactions are properly authorized and recorded. The internal control system embraces all business risks, including financial, operational and strategic risks. Accountability for managing risks is delegated to the senior management team who review and assess risk management matters as part of their business processes and risks controls and actions are regularly adjusted in response to the changing market environment.

Major elements of the control environment are as follows:

- Regular Board meeting with comprehensive agenda dealing with all major aspects of business;
- Regular Board Committee meeting to discuss issues as clearly defined in their charter;
- Regular SLT meetings with specific issues relating to operation of the Company;
- An established management structure and delegation of authorities with job descriptions for each division and section;
- Defined operating guidelines and procedures with authorization limits at appropriate levels;
- An internal audit department directly reporting to the Board Audit Committee in compliance with procedures and authority limits;
- A comprehensive annual budgetary system with ultimate approval by the Board;
- Accounting and operational manuals;
- Review and analysis of fund position on daily basis;
- Well defined policies relating to personnel issues;
- A comprehensive financial reporting system including actual performance with budget.

Standards Issued by ICSB

The Institute of Chartered Secretaries of Bangladesh (ICSB) has issued 'Secretarial Standards' on key corporate functions like Board Meetings and General Meetings. These standards are followed by the Company.

MD and CFO certification

Certification as required under the Corporate Governance Notification has provided by Syed Farhad Ahmed, Managing Director and Md. Anamul Haque, CFO of the Company and it can be found on page 107 of this annual report.

Appointment of Compliance Auditor

According to BSEC Notification dated June 03, 2018 on Corporate Governance the company is required to obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines. In compliance with the above Notification K.M. Hasan & co., practicing Chartered Accountants firm has been appointed to conduct compliance audit in this regard.

Auditors' Certificate on Corporate Governance

The Auditors' certificate on compliance of Corporate Governance Notification can be found in page 73 of this Annual Report.

Appointment of Statutory Auditors

The Auditor is appointed by the shareholders in the AGM. Based on the recommendation of the Audit Committee, the Board of Directors recommends to the Shareholders for appointment of Auditors. The remuneration of the Auditors is also fixed by the shareholders in the AGM. As per BSEC's Order an Auditor cannot be appointed for more than three consecutive years.

Independence of Statutory Auditors

The Company's statutory auditors are prohibited from non-audit services as prescribed by the Bangladesh Securities and Exchange Commission vide its Notification dated 03 June 2018. Tax and other professional services of the Company are conducted by separate professional Firms to ensure the Auditors' independence K.M. Hasan & Co., Chartered Accountants retains for company taxation services on the other hand Syed Ishtiaq Ahmed and associates provides legal services to the Company. If there is uncertainty as to whether a matter falls within the permitted services, the matter is referred to the Head of Internal Audit and Control, the Chief Financial Officer and the Company Secretary who will consult with the Audit Committee.

Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting standards as prescribed

under the Companies Act 1994, Securities and Exchange Rules, IAS. The Accounting Policies followed by the Company, to the extent relevant, are set out elsewhere in this Annual Report.

Budgetary Process

Each year, the Board approves the annual budget. Performance is monitored and relevant actions are taken throughout the year through quarterly reporting to the Board on variances from the budget, together with information on key operational areas.

Means of Communication

Interim and final financial results are communicated to the concern regulators within the stipulated time line and also published in two national daily newspapers, one in Bangla and another in English and in online publications. Audited final financial statements along with Directors' report and notice of the AGM are sent to the respective shareholders email address. All the financial results are also posted in the company's website at www.aamranetworks.com

Price Sensitive Information

Price Sensitive Information means any such information which if published, may influence market price of the concerned security. According to the guideline, price sensitive information is disseminated within 30 minutes of the decision or immediately upon getting such information to the BSEC and the Stock Exchanges. Besides, the price sensitive information also published in two widely circulated national daily newspapers, one in Bangla and the other in English and also in online newspaper.

Website: The basic information about the company is provided on the Company's website and the same is updated regularly. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, information on dividend declared by the Company, any price sensitive information disclosed to the regulatory authorities from time to time.

Annual Report: Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report, Notice of AGM and other important information is circulated to members and others entitled thereto.

AGM Minutes Submission

In accordance with the requirement of regulatory authority minutes of the Annual General Meeting are submitted to the respective regulators within the stipulated time line.

Report on Corporate Governance continued...

Communication with Shareholders

The investor relations activities of the Company are designed to provide a balanced level of communication between the Company and its stakeholders. Established procedures are in place to ensure timely release of price sensitive information. The Company also publishes its quarterly, half yearly and annual results within the time periods stipulated by the Bangladesh Securities and Exchange Commission, Stock Exchanges.

The announcements and other important information are posted in the Company's website. The website also contains corporate information which is updated on a regular basis and includes a corporate governance section which contains details of the Company's adherence to the Code and the full terms of reference of the Board and its Committees.

Environmental and Social Compliance

aamra networks recognizes that it is part of a wider community of shareholders, customers, suppliers, employees and other stakeholders and recognizes that the Company has a responsibility to act in a way that respects the environment. It is the policy of aamra networks, so far as is reasonably practical, to protect and conserve the local and wider environment from any adverse impacts caused by its operations.

Recycling and waste reduction

Recycling is implemented where possible in relation to paper, glass and residual waste. Printing is carried out through central printers in order to reduce paper waste.

Health and safety

The Company strives to provide and maintain a safe environment for all employees, customers and visitors to its premises and to comply with relevant health and safety legislation.

Transportation

Transportpoolarerregularlymonitoredandmaintained properly with an objective to ensure reducing of carbon emission. Drivers are asked to conserve their speed as this is more energy efficient and ensure prevention of accident.

Social

aamra networks always encourage its clients and vendors to comply with relevant legislation to ensure environmental issues and before establishing business relations, properly scrutinize to ensure that the client may not have any direct/indirect influence in terrorist financing activities.

Review of Governance Practices

It has been attempted in this Report to present the governance practices and principles being followed at aamra networks, as evolved over the years, and as best suited to the needs of the Company's business and stakeholders. Disclosures and governance practices are continually revisited, reviewed and revised to respond to the needs of business and ensure that the standards are at par with the globally recognized practices of governance, so as to meet the expectations of all our stakeholders.



BOARD DIVERSITY POLICY

Purpose

This policy is intended to provide a framework for inclusion to promote diversity in the Board of aamra networks limited.

The Board of Directors of aamra networks limited believes in the benefits diversity brings and it recognizes that diversity of thought makes prudent business sense. Having a board composed of men and women with diverse skills, experience, backgrounds and perspectives means:

- competitive advantage;
- robust understanding of opportunities, issues and risks;
- inclusion of different concepts, ideas, and relationships;
- enhanced decision-making and dialogue; and
- heightened capacity for oversight of the organization and its governance.

The Board of Directors of aamra networks limited (ANL) believes that board diversity enhances decision-making capability and a diverse board is more effective in dealing with organisational changes and less likely to suffer from group thinking. We recognise that board diversity is an essential element contributing to the sustainable development of the Company.

In applying this Policy we recognise that directors are appointed by shareholders, not the Board or the Company. The right to appoint directors is one of the most important rights exercisable by shareholders and is not sought to be fettered by this Policy.

Objectives

The objectives of this Policy are, with the support of our shareholders, to have a Board which

- a) is characterized by a broad range of views arising from different experiences when discussing business;
- b) facilitates the making of informed and critical decisions; and
- c) has sustainable development as its core value, and thus promotes the interests of all our stakeholders, particularly the long term interests of our shareholders, fairly and effectively.

Scope

For purposes of Board composition, diversity includes, but is not limited to, business and industry skills and experience, age, educational background, gender, and ethnicity. The Board will make good use of these differences and distinctions among individuals in determining the optimum composition of the Board.

Independence

The Board shall have an optimum balanced composition of Executive, Non-executive Directors and Independent Non-executive Directors as required by applicable laws so that there is a strong element of independence in the Board. The Independent Non-executive Directors shall be of sufficient calibre and stature for their views to carry weight. In so far as the independence of each of the Directors is concerned, this is a question of fact and the Board is committed to assessing this on an ongoing basis with regard to all relevant factors concerned.

Gender

ANL is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment or discrimination on the basis of gender, physical or mental state, race, nationality, religion, age, family status, or

Board Diversity Policy continued...

any other attribute recognised by the laws of the country. The same principle is applied to the selection of potential candidates for appointment to the Board and thus the Board intends to ensure at least 30% female representation.

Nationality and Ethnicity

ANL shall encourage of having a board of directors of different nationality or ethnic backgrounds, subject to fulfilment of required qualifications, who can contribute their knowledge and understanding of the environment, in which the company operates.

Skills and Experience

The Board shall possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors will have a mix of finance, marketing, legal and management backgrounds that taken together provide the Company with considerable experience in a range of activities.

Age

The Board shall comprise of directors with a range of ages and tenure on the ANL Board that can enhance diversity and minimise succession risks. In support of that objective, Non-executive Directors (excluding the Chairman) will not be considered for re-election at an Annual General Meeting ("AGM") of the Company if, as at the date of the relevant AGM, they will have reached the age of 72 years. The Board may from time to time determine to relax or waive this guideline in relation to any

director whom the Board considers has skills, experience or capabilities that cannot be replaced at the relevant time.

Board Size

The size of the Board can have a significant impact on board diversity. The Board shall ensure that the total number of members shall not be less than 5 (five) and more than 20 (twenty).

Implementation

The Nomination and Remuneration Committee (NRC) has been delegated with the overall responsibility for implementation, monitoring and periodic review of this Policy. In assessing potential candidates for the Board, the NRC will consider the diversity perspectives, as set out in this policy.

The shareholders shall provide required information about the qualifications, experience, and other engagement etc. of each individual Board member so that the shareholders are aware of the composition of their Board, including diversity.

Publication and Revision

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

Any revisions to the Policy as recommended by the Nomination and Remuneration Committee will be submitted to the Board for consideration and approval.

BOARD EVALUATION POLICY

Introduction

An effective board defines the company's purpose and then sets a strategy to deliver it, underpinned by the values and behaviours that shape its culture and the way it conducts its business. It will be able to explain the main trends and factors affecting the long-term success and future viability of the company.

A company's purpose is the reason for which it exists. The board is responsible for setting and reconfirming the company's purpose. A well-defined purpose will help companies to articulate their business model, and develop their strategy, operating practices and approach to risk. Companies with a clear purpose often find it easier to engage with their workforce, customers and the wider public.

A sound understanding at board level of how value is created over time is key in steering strategies and business models towards a sustainable future. This is not limited to value that is found in the financial statements. An understanding of how intangible sources of value are developed, managed and sustained - for example a highly trained workforce, intellectual property or brand recognition is increasingly relevant to an understanding of the company's performance and the impact of its activity. These are important considerations for boards when setting corporate strategy.

Boards have a responsibility for the health of the company and need to take a long-term view. This is in contrast to the priorities of some investors, not all of whom will be aligned with the pursuit of success over the long-term. An effective board will manage the conflict between short-term interests and the long-term impacts of its decisions; it will assess shareholder and stakeholder interests from the perspective of the long-term sustainable success of the company.

Effective directors will understand their duties both collectively and individually. Directors' duties are articulated in the Companies Act, Articles of

Associations and in the Charter of the Board. Directors are expected to act in a manner consistent with their statutory duties, and to uphold the highest standards of integrity and support the chair in instilling the appropriate values, behaviours and culture in the boardroom and beyond. The boardroom should be a place for robust debate where challenge, support, diversity of thought and teamwork are essential features. Diversity of skills, background and personal strengths is an important driver of a board's effectiveness, creating different perspectives among directors, and breaking down a tendency towards 'group think'.



Openness and accountability matter at every level. Good governance means a focus on how this takes place throughout the company and by those who act on its behalf. The quality of governance will be evident in the way the company conducts business, for example, how it treats its workforce, customers and suppliers. The board sets the framework of values within which the desired

corporate culture can evolve and thrive. Ownership of the values will be stronger if a collaborative approach is taken and both the leadership and the workforce are involved in a two-way process to define the company's values.

It is important for trust that companies avoid giving contradictory messages through their decisions, strategies or conduct. Directors can reinforce values through their own behaviour and decisions. To do this effectively, executive and non-executive directors may need to increase their visibility. To have an impact on behavioural outcomes and influence the way business is done, values need to be embedded at every level of the organisation. Boards will need assurance from management that it has effectively embedded the company's purpose and values in operational policies and practices. In particular, incentives, rewards and promotion decisions should be aligned to value.

BOARD EVALUATION POLICY *continued...*

Purpose

Board performance evaluations provide the Board with an opportunity for consideration, reflection and discussion of its performance, the performance of its committees, the Chair and individual directors. The purpose of these evaluations is not only to review the effectiveness of individual directors and the Board but also to identify gaps in skills, experience and expertise that would need to be filled in order to promote Board effectiveness and satisfy fitness requirements. This policy sets out how these evaluations will be conducted.

Regulatory Framework

Clause 6 (5) (b) (iv) read with the applicable Clauses of Corporate Governance Code of Bangladesh Securities and Exchange Commission require the Nomination and Remuneration Committee of a company ("NRC") to formulate the criteria for evaluation of performance of Independent Directors and the Board. Further, the Board of Directors is responsible for monitoring and reviewing of the Board Evaluation framework.

The Board of Directors is also required to satisfy itself that plans are in place for orderly succession for appointments to the Board and to senior management.

This Board Evaluation policy is framed as per the requirements of the aforesaid governance code. Evaluation of Individual Directors Including Independent Directors performance of individual Directors of the Company (including the Chairperson and Independent Directors) shall be evaluated, on an annual basis, by: (i) the Board as a whole (excluding the Director being evaluated); and (ii) the Nomination and Remuneration Committee.

In carrying out its evaluation, the Board and/ or the Nomination and Remuneration Committee, shall keep in mind the evaluation parameters set out in: (i) Annexure 1 (ii) Annexure 2 with respect to the Board; and (iii) Annexure 3 with respect to the Board Committees of the Company.

While evaluating the performance of individual Directors, the Nomination and Remuneration Committee shall always consider the appropriate benchmarks set as per industry standards, the performance of the individual Director, the performance of the Company and the role of the individual Director within the Company. Further, the Nomination and Remuneration Committee shall determine whether to extend or continue the term of appointment of each Independent Director, on the basis of the report of performance evaluation of Independent Directors.

Evaluation of the Board

The Board shall, on an annual basis, evaluate its own performance keeping in mind the evaluation parameters set out in Annexure 2.

In addition, the Independent Directors, without the presence of the non-Independent Directors of the Company, shall (i) review the performance of the Board as a whole in accordance with the evaluation parameters set out in Annexure 1; and (ii) assess the quality, quantity and timelines of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Evaluation of the Board Committees

The Board shall, on an annual basis, evaluate the performance of each Board Committee as per the evaluation parameters set out in Annexure 3.

In addition, the Independent Directors, without the presence of the non-Independent Directors of the Company, shall (i) review the performance of the Committees as a whole in accordance with the evaluation parameters set out in Annexure 3; and (ii) assess the quality, quantity and timelines of flow of information between the management of the Company and the Board Committees that is necessary for the Board to effectively and reasonably perform its duties.

Criteria for Evaluation

The criteria for evaluation are laid out in the relevant Annexures. These include quantitative questions along with an option to provide qualitative comments. Each of the questions have the following five options:

- i) Strongly Disagree- 01 point
- ii) Disagree-02 point
- iii) No opinion-03 point
- iv) Agree-04 point
- v) Strongly agree-05 point

Feedback

The Chairman of Board or the Chairman NR Committee shall give [a written assessment/ an oral feedback] to:

- i) each Director separately;
- ii) the entire Board; and
- iii) each Board Committee.

Provided in case the members are not comfortable with open individual assessment, provision for confidentiality may be made where possible.

BOARD EVALUATION POLICY *continued...***Action Plan**

Once responses from all the Directors have been received, a summary of results of the Board evaluation will be placed before the Nomination and Remuneration Committee. Based on the feedback from each member, an average rating for each question will be obtained. All questions with average rating of 4.00 or less have been identified as areas for reflection and action planning.

These are not necessarily the problem areas but definitely the areas where processes/ practices can be improved to meet the best governance standards and the Board may devise a plan to address such identified areas ("Action Plan").

The Action Plan should carry in detail the following:

- i) The nature of actions, including training and skill building, required to be undertaken to address the identified areas.
- ii) Timeline within which the actions detailed in the Action Plan shall be completed.
- iii) Persons responsible for the implementation of the Action Plan.
- iv) Resources required to achieve the objectives set out in the Action Plan.

The Board must review the actions set out in the Action Plan within a specific time period.

Policy Review

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Policy, if

required, to ascertain its appropriateness as per the needs of the Company.

Disclosure

The Corporate Governance Code 5 (C) of Bangladesh Securities and Exchange Commission requires to disclose the evaluation criteria in the annual report of a company. Thus, the key features of this Policy will be included in the corporate governance statement contained in the annual report of the Company.

Parameters of Board Evaluation**Board Structure**

Board and Committee composition and constitution
■ Diversity ■ Competencies of the members ■
Board and Committee charters ■ Frequency of
meetings ■ Board processes

Boards Role in Governance

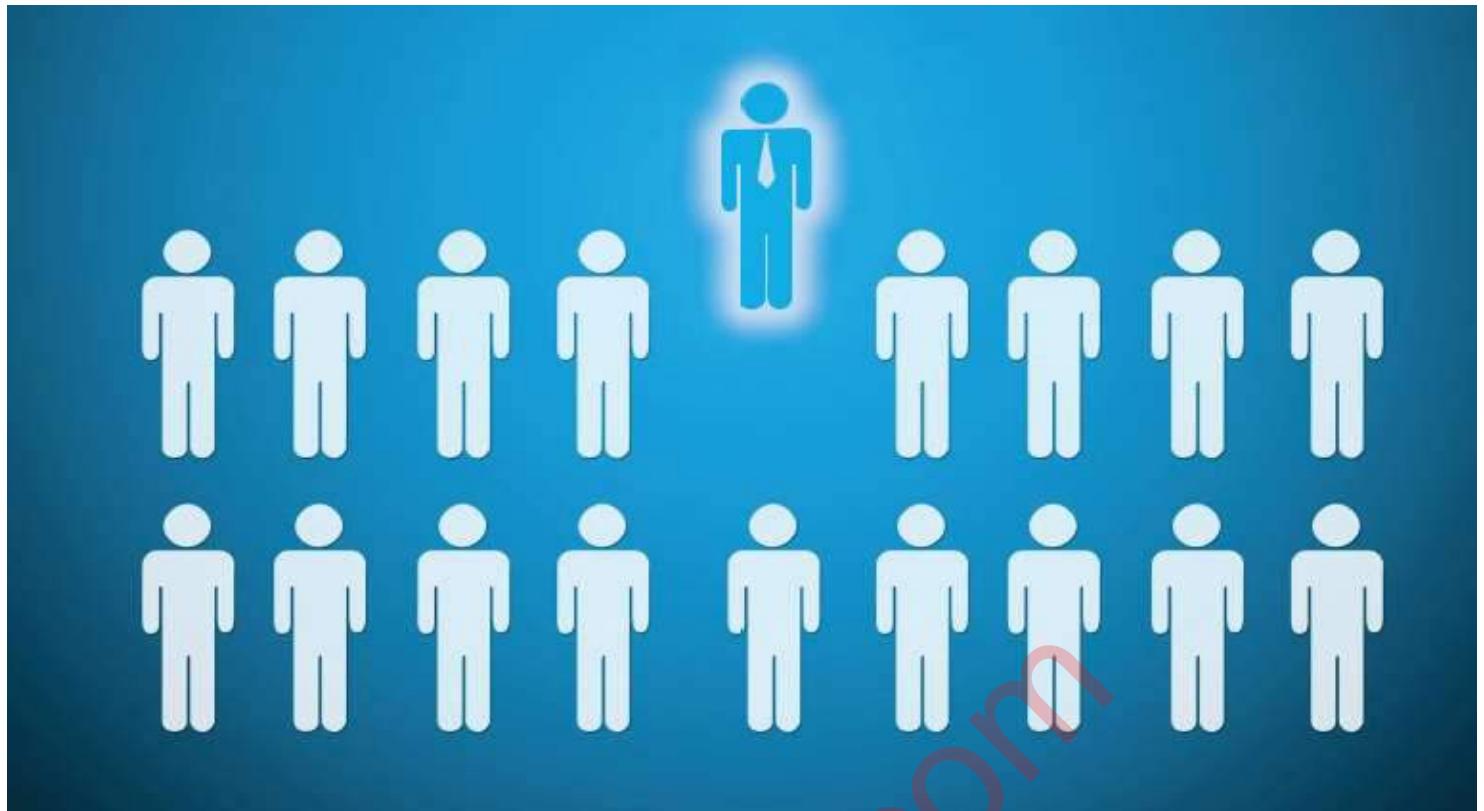
Direction: Business strategy governance ■
Monitoring: Monitoring of policies, systems and
strategy implementation ■ Supporting and advisory
role

Dynamics and Functioning

Annual Board calendar ■ Information availability ■
Interactions and communication with MD & CEO
and senior management ■ Board agenda ■
Cohesiveness and quality of participation in Board
meetings ■ Chair person's role

Financial Reporting Process, Internal Controls, Risk
Management

Integrity and robustness of financial and other
controls ■ Risk management ■ Abusive related
party transactions ■ Whistle blower mechanism



POLICY ON NOMINATION

Introduction:

For the Board of a Company to be effective and efficient, it should comprise of individuals who have professional qualifications and proven experience in their respective fields of specialization.

The Nomination and Remuneration committee evaluates the Directors and recommends the Board for their appointment and ensures optimum composition of Board. While recommending appointment of an Individual as a Director on the Board, the committee has to review the following factors including the others:

- Diversity of the Board
- Qualification and positive attributes
- Independence of Directors (in the case of Independent Directors)

Regulatory Framework:

Clause 6 (5) (b) read with the applicable Clauses of Corporate Governance Code of Bangladesh Securities and Exchange Commission require the Nomination and Remuneration Committee of a company ("NRC") to recommend to the Board of Directors a policy, relating to the appointment, removal and remuneration of the directors, top level executives and to devise a policy on Board diversity.

The said governance code also require NRC to lay down the evaluation criteria for performance evaluation of Board, its Committees and individual directors. Further, the Board of Directors is responsible for monitoring and reviewing of the Board Evaluation framework.

The Board of Directors is also required to satisfy itself that plans are in place for orderly succession for appointments to the Board and to senior management.

This nomination policy is framed as per the requirements of the aforesaid governance code.

Criteria for Board Nominations:

The Nomination and Remuneration Committee (NRC) of the Board is responsible for identifying persons for initial nomination as directors and evaluating incumbent directors for their continued service. The following are the qualifications, positive attributes and independence criteria laid down by the NRC of aamra networks limited in terms of Corporate Governance Code, Notification of BSEC and Companies Act, 1994 to be considered for nominating candidates for Board positions/appointment of directors.

Qualifications:

Personal Traits

- Highest personal and professional ethics, integrity and values
- Shares the values and beliefs of the Company.
- Inquisitive and objective perspective, practical wisdom and mature judgment
- Demonstrates intelligence, maturity, wisdom and independent judgment
- Self-confidence to contribute to board deliberations, has a stature that other board members will respect his or her views.

Policy on Nomination continued...

Experience and Background

- Well accomplished in his / her respective field.
- Demonstrated success at policy-setting and strategy development levels in a large organization (such as corporation, government, academic institution or profession)
- Typically first level leadership position (i.e., Chair, MD & CEO or equivalent) or second level (i.e., COO, CFO or other CXO's) unless the Board is seeking a particular skill set (e.g., technology, human resources management or financial expert)
- Leadership role- at the time a potential director's initial candidacy is evaluated must either be current or very fresh and recent, and incumbent directors should continue to demonstrate a sophisticated understanding and current knowledge of complex business issues
- A mastery of a broad knowledge area (e.g., engineering, finance, marketing, corporate affairs, technology, law, human resources management, executive leadership) that complements the skills of current board members and proposed board role
- Absence of adverse events (e.g., bankruptcy affiliations, disqualifications under Companies Act 1994 or other applicable laws etc.) that either disqualify or require adverse disclosures

Fit and proper

- The intangibles of demeanour, attitude and interpersonal skills that indicate the candidate will be an effective member of the board of directors "team" in a major company setting
- Should act on fully informed basis, in good faith, with due diligence and care and in the best interest of the Company and its stakeholders
- Should be able to exercise objective independent judgement on corporate affairs
- Special skills, expertise and background that contribute to the diversity of views and perspective of the board as a whole
- with respect to Directors being nominated for Independent position, the candidate should comply with the "Independence qualifications" as defined by applicable laws
- Willingness to devote sufficient time to carry out the duties and responsibilities effectively, including attendance at meetings
- Willingness to undertake appropriate induction and regularly update and refresh his/ her skills, knowledge and familiarity with the Company
- Commitment to representing the long-term interests of the shareholders and balancing the interests of stakeholders
- Willingness to challenge management in a constructive manner while working effectively as a part of a team in an environment of collegiality and trust

- Adhere to the code of conduct of the Company
- Protecting the legitimate interests of the Company, its shareholders and employees and maintain confidentiality
- Meets the age criteria and applicable tenor restrictions placed by the Board
- Absence of an unacceptable number of other board commitments
- Absence of personal and business relationships/directorship that would pose a conflict of interest to the Board position
- Absence of unfair obstruction in the functioning of the Board/Committees

Positive Attributes

The positive attributes for a director would encompass:

- Ethical Integrity & transparency
- Has/acquires sufficient knowledge in the Company's business and operations
- Demonstrate sound judgement gained through experience & expertise in management/ technical/ financial/governance or regulatory matters
- Foresight - ability to see and prepare for future, anticipate needs, opportunities and threats
- Managerial abilities required to lead and guide the management such as effective communication skills, cultural sensitivity, flexibility, team player, strategic thinking, balancing risk with opportunity, ability to juggle several variables and make complicated decisions etc.

Independence Standards:

A Director is independent if the Board affirmatively determines that he/she meets the

Independence criteria provided under the applicable laws. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a director's independence.

Two core objectives in selecting board members and continued board service are that the skills, experiences and perspectives of the Board as a whole should be broad and diverse, and the collective talent should blend together to be as effective as possible.

Independence of Directors (only in the case of Independent Directors):

Any relationship between the Company and Directors other than in the normal course will affect the Independence of Directors in many ways. The Committee shall assure that the candidate proposed for the position of Independent Director meets the minimum criteria for Independence set out in the Corporate Governance Code of BSEC.



POLICY ON REMUNERATION

The principles and criteria for the director, MD & CEO, Senior Management employee remuneration policy will be annually reviewed by the Nominations and Remuneration Committee and the Board of Directors within the framework of their powers to maintain the alignment of the Company's remuneration policy with the best practices and trends in the market.

Therefore, the directors' remuneration for exercising their supervision and decision-making functions is based on the following main principles:

- The remuneration must be sufficient and conform to the directors' dedication, qualification and responsibilities but it must not compromise their independent criteria.
- The remuneration must be sufficient to attract and retain directors with the talent and profile desired by the Company.
- The remuneration must be competitive, which is achieved by establishing a remuneration package in line with market standards of comparable sectors and companies.

The MD & Chief Executive's remuneration for exercising his/her functions is based on the following main principles:

- Making sure that the compensation package can attract, retain and motivate the Chief Executive

thanks to its structure and overall amount and be competitive with respect to the similar trend business standards, so that the Company can meet its strategic objectives within the increasingly competitive environment in which it operates.

- The MD & Chief Executives remuneration will necessarily be approved by the shareholders and disclosed in annual report.

The Nomination and Remuneration Committee shall recommend to the Board, remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to the managing director, the whole-time director, the executive directors, the chief executive officer and other senior management employee.

The remuneration to be paid to the managing director, the whole-time director, the executive directors, the chief executive officer and other senior management employee shall be determined keeping in view the market practice, the relative performance of the Company to the industry performance and individual performance and shall be subject to approval of appropriate authorities, as and when required.

Independent and non - executive directors may be paid such sitting fees for attending the meeting of the Board and its committees, as approved by the Board time to time.





DISTRIBUTION POLICY

Preamble

This policy is being adopted in compliance with Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2021-386/03 dated January 14, 2021. According to Clause No. 1 of the aforesaid Directive, the Company (ANL) is required to formulate and disclose its Dividend Distribution Policy in its annual report and website. Accordingly the Board of Directors of the Company ('the Board') has approved this Dividend Distribution Policy for the Company at its meeting held on 28 October, 2021.

Objective

The objective of this policy is to ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company and to strike the right balance between the quantum of dividend and amount of profits to be retained in the business for future requirements. The Board of Directors will refer to the policy while declaring/recommending dividends on behalf of the Company. Through this policy, the Company would endeavour to maintain a consistent approach to dividend pay-out plans but various factors having impact on the profits and operations of the Company will be required to be considered before recommending / declaring dividends.

The Company operates in the high potential and fast growing business segment which offers huge investment opportunities. Therefore, the retention of surplus funds for future growth will override considerations of returning cash to the shareholders. In case in future, the Company generates profit and decides to pay dividend to its shareholders, in this context, it is important to provide clarity on dividend pay-out philosophy of the Company.

Philosophy

The philosophy of the Company is to maximise the shareholders' wealth in the Company through various means. The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilise its profits for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for growth opportunities and thereafter distribute the surplus profits in the form of dividend to the shareholders.

Dividend

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. A Company can either declare dividend during the year, which is called interim dividend, or can declare dividend after the end of financial year, which is called final dividend.

Interim dividend can be declared by the Board of Directors during the financial year by passing a resolution at its meeting. Final dividend is recommended by the Board of Directors for approval by the shareholders at the annual general meeting.

This policy applies to declaration of interim dividend and recommendation of final dividend by the Board:

- no dividend shall be paid other than out of profits of the year or accumulated profits of earlier financial years or any other undistributed profits
- the shareholders who shall be entitled to such dividend, if recommended
- the decision about recommending or not recommending dividend and entitlement for such dividend, if recommended, shall be taken after considering the interim dividend already distributed and cannot be changed prior to holding of the annual general meeting

Board Diversity Policy continued...

- no dividend shall be declared out of the capital reserve account or the revaluation reserve account or any unrealized gain or out of profit earned prior to the incorporation of the company, if any, or through reducing paid-up capital or through doing anything so that the post dividend retained earnings become negative or a debit balance

The Board if deemed fit may capitalize the profits of the company by issuing fully paid-up bonus shares. Provided that in case of declaration of stock dividend for the year, the company shall consider the proportion of Cash and Stock or Bonus prescribed by the Finance Act, the bonus shares shall be recommended out of accumulated profit or share premium and shall explain the reason for recommending stock dividend and utilization of such retained amount as capital (stock dividend) shall be disclosed in the annual report. The bonus shares shall be issued having justified reasons including the company's BMRE (Balancing, Modernization, Rehabilitation and Expansion) or any of its components. The Company shall disclose the following while disseminating Price Sensitive Information in this regard:

- a) the reasons for declaration of bonus shares and utilization of such retained amount as capital;
- b) the bonus shares is declared out of accumulated profit or share premium;
- c) the bonus shares is not declared from capital reserve or revaluation reserve or any unrealized gain or out of profit earned prior to incorporation of the company or through reducing paid up capital or through doing anything so that the post-dividend retained earnings become negative or a debit balance.

The Company shall follow the guidelines/steps time to time prescribed by the regulators while recommending stock dividend.

Dividend Decision

Dividend for the year shall be decided by the Board of Directors considering various statutory requirements, financial performance of the company and internal and external factors enumerated below. However, the Company shall distribute not less than 30% of its Profit after Tax as dividend (interim and final together).

a) Internal factors

- Current year's profits and future outlook for the Company and the industry
- Liquidity position of the Company
- Investment plans
- Working capital requirements
- Past dividend pay-out trends of the Company

- Rate of growth in net profits and turnover during the preceding three financial years
- Likelihood of crystallization of any of Company's contingent liabilities
- Such other parameters as may be considered appropriate by the Board of Directors from time to time

b) External factors

- Prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws;
- Dividend pay-out ratios of companies in the same industry.

The Board may decide not to recommend/ pay any Dividend during a financial year in the following circumstances:

- In the event of loss or inadequacy of profit;
- Where Company needs to conserve its profits/ surplus funds for business plans and other exigencies;
- Non availability of surplus cash and liquid funds;
- Such other circumstances where Board is of the opinion to not declare/ pay any Dividend.

Utilisation of retained earnings

Subject to applicable regulations, the Company's retained earnings shall be applied for:

- Business expansion and up-gradation - Expansion and modernization of infrastructure facilities, product development, market expansion, business promotion and related activities
- Payment of Dividend
- Issue of Bonus shares
- Investments and new business opportunities
- Meeting financial emergencies and other contingencies
- Any other purpose as may be deemed proper by the Board

Payment of Dividend

The Company shall pay off the annual or final dividend to the entitled shareholders within 30 (thirty) days of approval. The Interim dividend shall pay off within 30 (thirty) days from Record Date.

Cash dividend shall be distributed in the following manner and procedures:

- An amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account within 10 (ten) days of declaration of cash dividend by the Board

- The Company shall pay off cash dividend directly to the bank account of the entitled shareholders, as per CDS database on record date, through Bangladesh Electronic Funds Transfer Network (BEFTN)
- Upon receiving the claim on cash dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or portfolio manager, the Company shall pay off such cash dividend to the Consolidated Customers' 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 if not possible to distribute cash dividend through BEFTN, the Company shall issue dividend warrant and shall send it by post to the registered address of the shareholders
- The Company shall pay off cash dividend to non-resident shareholders or foreign portfolio investor through the security custodian in compliance with the rules or regulations in this regard
- The Company after disbursement of cash dividend shall send through email a dividend notice to the shareholder containing the bank details, date of transfer, applicable tax deducted at source, net dividend amount etc.

Stock dividend shall directly credit to the BO account of the entitled shareholders as per CDS database on record date within 30 (thirty) days of approval subject to clearance of the Securities and exchange Commission, Stock exchange(s) and the Central Depository Bangladesh Limited (CDBL).

The Company shall follow the provisions of প্রিধান 46 the ডিপজিটরি (ব্যবহারিক) প্রিধানমালা, 2003 for issuance of bonus shares.

The Company shall maintain a Suspense BO Account for undistributed or unclaimed stock dividend or bonus shares and the Suspense BO Account shall be held under Block Module. Any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus shares shall be credited to the Suspense BO Account.

The Company shall, upon receiving application from the shareholders and after proper verification of identity and entitlement, credit the bonus shares lying with the Suspense BO Account to the BO account of the shareholder, within 15 (fifteen) days

of receiving application with an intimation to the Bangladesh Securities and Exchange Commission (BSEC) and Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE).

Any voting rights on such undistributed or unclaimed stock dividend or bonus shares shall remain suspended till the rightful ownership claim of the shareholders is established.

Unclaimed or unpaid cash dividend and stock dividend

The Company shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of land in force. The unclaimed dividend for a period of three years from the date of declaration/approval shall be transferred by the Company to the Capital Market Stabilization Fund in accordance with the Bangladesh Securities and Exchange Commission's notification in this regard. After transfer of the unclaimed dividend, the Company may recommend the fund manager for payment of dividend within 15 days of receiving a valid claim.

Disclosures

The Company shall maintain detailed information of unpaid or unclaimed cash dividend and rationale thereof, as per BO account (number-wise or name-wise or folio number-wise) of the shareholders, and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (Quarterly/annually) as a separate line item 'Unclaimed Dividend Account'. The Company shall publish the year-wise summary of its unpaid or unclaimed cash dividend along with the dividend compliance report in the website.

The Company shall place this policy on its website and shall also disclose the same in its Annual Report.

Dividend distribution compliance report

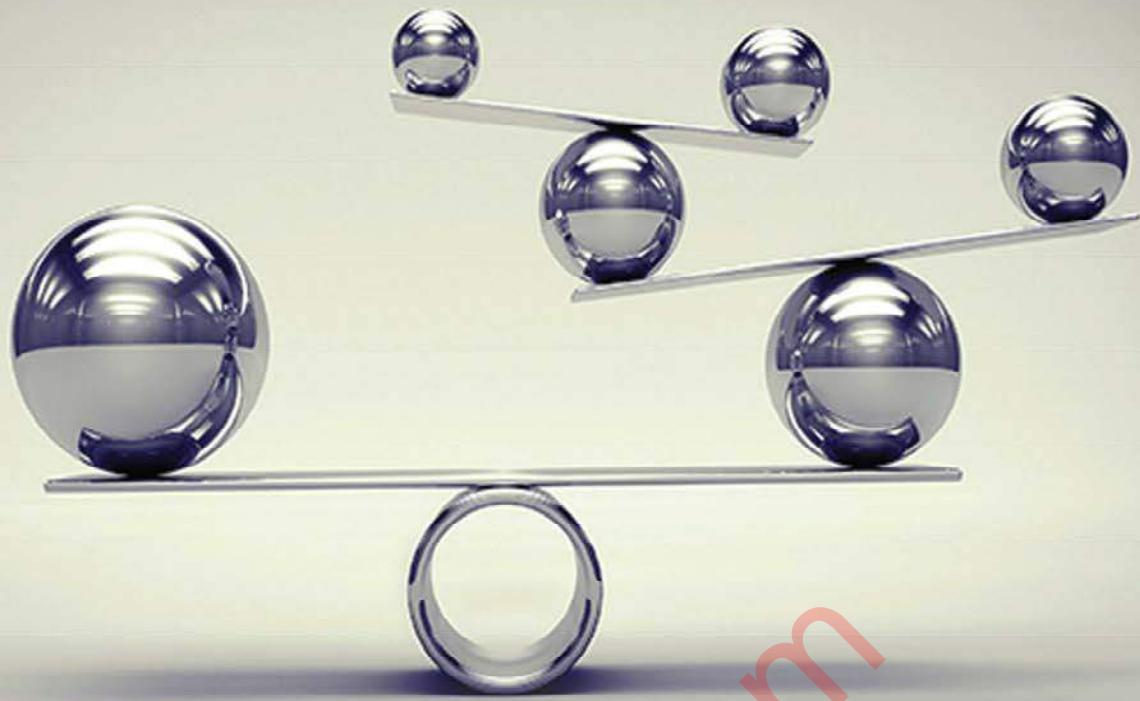
The Company shall submit a dividend distribution compliance report to BSEC, DSE & CSE in the prescribed format issued by the regulator(s) within the stipulated time of completion of dividend distribution to the entitled shareholders.

Classes of shares

As on the date of this Policy, issued, subscribed and paid-up share capital of the Company consist of only Equity Shares of face value of Tk. 10/- each. There is no other class of shares.

Review and amendment of policy

This Policy shall be subject to periodical review by the Board.



RISK MANAGEMENT & BUSINESS CONTINUITY

Risk management approach

We believe that risk is inherent in innovation and the pursuit of long-term growth opportunities. aamra's management is responsible for day-to-day risk management activities. The Board of Directors, acting directly and through its committees, is responsible for the oversight of aamra's risk management. With the oversight of the Board of Directors, aamra has implemented practices, processes, and programs designed to help manage the risks to which we are exposed in our business and to align risk-taking with our efforts to increase shareholder value.

aamra's management has implemented an enterprise risk management strategy, managed by our internal audit function, that is designed to work across the business to identify, assess, govern, and manage risks and response to those risks. aamra's internal audit function performs an annual risk assessment. Both internal, external and global risks are weighed and measured during this process.

Going forward, aamra is working to integrate our functional and operational architecture development process with the security and regulatory compliance initiatives that traditionally existed within multiple individual organizations throughout the enterprise. The regulatory compliance element will address the industry rules and regulations of Bangladesh, and the security element will provide a safe environment for employees and business partners to conduct business transactions. These elements

are integrated into the core architecture without detracting from the existing functional and operational architectural strengths, so we remain competitive. At the core of our risk management strategies, we have the following components:

- Mitigate risks (market, credit, operational, reputation)
- Facilitate compliance with government regulatory requirements
- Provide the functional capabilities needed to compete in a regulated marketplace
- Support secure trading transactions and interactions within the enterprise, with customers, and with business partners
- Protect critical assets (customer information, corporate information, intellectual property, and infrastructure)
- Provide efficient security and compliance monitoring, operation, management, and reporting to regulatory bodies.

We are continuously working on our polishing our risk management strategy, in compliance to national statutory bodies and international best practices.

Business continuity strategy

aamra's business continuity strategy ensures corporate focus on resumption of aamra's business in the event of a business interruption. This applies to all aspects of aamra's business, all employees, all functions, including support functions and diversified business units, all locations, all subsidiaries and all acquisitions

Business continuity management

- All aamra SBU senior management must adopt the strategy and ensure all entities within the company
- Senior management sign-off is required for all final action items, response plans, testing and remediation plans.

Business Impact Analysis

- Each SBU/team must perform a risk threat assessment and business impact analysis to identify significant risks/threats and prioritize critical functions based on financial and non-financial impact to aamra
- All functions must identify critical process dependencies which include systems, applications, people, facility, vendor/supplier, and any other necessary resources to recover the critical function.

Strategy and Plan Development

- All relevant personnel, including board of director, senior management, respective teams, within aamra must develop appropriate and actionable contingency plans that will enable management to focus on resuming aamra's most critical functions, in the event of a business disruption. The plan shall have documented recovery strategies that include workarounds for processes in which dependencies are unavailable to resume servicing the customer
- All relevant personnel, must ensure key suppliers and partners supporting critical functions have effective contingency arrangements in place.



Testing and Maintenance

- Testing for all critical functions, including penetration testing and audits, must be conducted annually
- All teams must go through comprehensive business continuity training and assessment, atleast once every year.

Monitoring and reporting to management

- Status reporting to be presented to Board of Directors periodically and as needed
- Significant gaps/deficiencies in the process will be escalated to Board of Directors and the Senior Leadership team for remediation if unresolved and poses a threat to the organization's ability to adequately recover.

Training and Awareness

- Business continuity training applies to all aamra employees, management and process owners involved in the execution of business continuity plans.



REPORT ON HUMAN RESOURCE

Introduction

aamra networks limited (previously known as Global Online Limited) is one of the successful SBU's of aamra companies (formerly known as Texas Group) over the last decade has consistently provided its customers with state of the art IT communication solutions. Our clients have been able to rely on our ability to provide stable and consistent connectivity solutions. Using the state of the art backbone and infrastructure, aamra have ensured that our clients have had minimal worry when it comes to dependability of their IT Communication. That in turn has ensured us an enviable list of blue-chip customers. When Internet and related value-added services are critical input to business, Corporate Bangladesh has but only one obvious choice-aamra.

aamra networks limited (ANL) employs more than 370 employees with diverse skill sets and expertise. Through years of experience ANL is able to accurately assess constantly changing customer requirements, offering the most extensive and affordable IT services available.

ANL places due importance on quickly adopting new technology by investing 30% of its budget for R&D. The company also strives to maintain international standard products and services; ANL is upholding ISO9001:2015 certification for the last 9 years.

HR Philosophy

Human Resource Management is a philosophy of people management based on the belief that human resources are uniquely important to grow and sustain business success. HR philosophy of aamra refers its leadership style of the top management, the current corporate culture and practicing values. It is about the vision of the leader of the organization. aamra believes in modern HR Management approach and builds the environment suitable for the evolution of the modern HR Management. aamra respects and values the opinions of the main stakeholders. aamra management and HR division puts continuous effort to change and develop the corporate culture for its stakeholders.

The future of work is evolving all around us. Everything will be more data-driven and this means more transparency.

HR priorities for a better employee experience

Understanding and responding to the trends shaping the future of work enables us to create the best possible environment for our workforce. In 2019, aamra built on a number of initiatives to improve existing HR systems and processes as well as develop new tools to enhance the employee experience. These efforts, spanned recruitment and employer brand; development; engagement; performance and recognition; leadership and succession.

Recruitment and Employer Brand: Entry level candidates now respond to different approaches, for example through social media and virtual reality, as well as look for an authentic Employee Value Proposition. We have employed a number of these approaches. At the same time, in line with our focus on internal mobility, we have continued our efforts to retain expertise and experience by providing attractive career opportunities. Internal mobility also helps us turn necessary restructuring into an opportunity.

Development: As we adopt digital tools and new ways of working, we also need to ensure our employees are equipped with the right skills. To support this objective, we provide access to learning available anywhere and anytime via our digital learning platform. This covers the entire range of mandatory training and available learning at aamra. Furthermore, reflecting our commitment to help employees develop professionally and personally and advance their careers, we are pursuing a cross-divisional approach to talent acceleration.

Engagement: It is crucial for us to understand what motivates and engages our employees and how they perceive their work environment. Therefore, we encourage open and regular dialogue between managers and their team members.

Performance and Recognition: Reflecting the ambitions and needs of our employees, we have adopted a holistic approach to performance management, which includes providing regular meaningful feedback and recognition, while holding people accountable and promoting continuous development. This approach is directly linked to our compensation framework and promotion process. In addition, to ensure our employees' financial, social, mental and physical wellbeing throughout all stages of their lives while employed at aamra, we offer a wide range of benefits; few of them are;

- Provident Fund
- Festival Bonuses
- Meal Facilities
- Accommodation
- Utilities Allowances
- Mobile Allowance
- Transportation Facilities
- Financial Assistance Schemes
- Insurance
- Group Term Life Insurance
- Medical Coverage
- Vehicle Allowance

Leadership and Succession: To ensure we develop future leaders for the aamra, we provide a number of cross-divisional programs to foster management and leadership skills. The purpose is to equip our

people with the necessary capabilities to lead the organization through change, develop their teams, manage performance and ensure business success in line with the aamra's strategy and our values and beliefs.

Diversity and Inclusion: Diversity and inclusion are vital to business success and are integral to all of our people practices and culture. We are progressing in our integrated, multi-dimensional approach.

Digital HR Program

The core component of our Digital HR Program is the implementation of EMS, which is a cloud based platform for HR services covering the entire employee lifecycle, from recruiting and onboarding to absence management and performance. The EMS helps us using real-time data and enhanced analytics, provide integrated end-to-end services and help us consolidate the number of our HR systems.

Fostering Career Mobility

Career mobility continues to play a vital role for aamra in retaining talent and providing attractive career opportunities. At the same time, it helps to develop leaders who have experience in multiple areas. This contributes to operational stability by retaining expertise, providing business performance continuity, reducing cost and helping to mitigate succession risk. We enable our employees to change roles both within and across divisions. Cross-divisional mobility has been a particular focus as it develops leaders who have a broad understanding of the aamra's business and operations. Our HR team also focuses on placing this talent within critical and senior roles.

Employer Brand

In the context of rapid change taking place both within our organization and among our clients and society, we practiced Employee Value Proposition, outlining what current and future employees may expect from the company in terms of career opportunities, culture and people aspects. This process has involved extensive internal and external research as well as interviews with senior leaders. We have a responsibility to our clients, investors, communities and employees. Earning and maintaining the trust of these stakeholders is fundamental. We can only do this by always acting with integrity and holding ourselves to high standards. Our continuous efforts in best HR practices recognized both nationally and internationally. Few of them are;

- Best Employer Brand in Bangladesh' for the year 2018 which is accredited jointly by World HRD Congress and CHRO Asia.

Report on Human Resource continued...

- Best Global CSR Practices" jointly by CHRO Asia & Star Media, 2017.
- Best Leadership Development Program of the year 2017" award at "World Organizational Summit"
- EmployerBrandAsia, WorldHRDCongress, MIHRM and CHRO jointly awarded aamra as "ASIA's BEST EMPLOYER BRAND" for the year 2017.
- Best Leadership Development Program of the year 2017? by Employee Brand Association (EBA) and Time Ascent

Code of Conduct: Acting in accordance with our Code of Conduct is vital for us to be a socially responsible company that achieves sustainable success. The Code sets out our standards of behavior and conduct to which we expect our people to adhere. Our Code of Conduct should be at the heart of everything we do. Its success depends on all employees using their judgment to navigate what is sometimes a complex regulatory environment and seeking advice as appropriate. It also highlights that critical matters should be escalated promptly and appropriately. The Code is designed to ensure that we conduct ourselves ethically - with integrity, and in accordance with aamra's policies and procedures as well as the laws and regulations that apply to us.

We are committed to advocating a "speak up" culture, an environment where all employees feel comfortable in voicing their concerns about misbehavior or any issues that they may come across in their daily work. "Speak up" is about supporting an open and honest dialogue across the organization. This includes providing feedback when things are going well and alerting management to potential problems and scope for improvements.

Comprehensive Performance Management

To achieve a sustainable performance culture, our employees need to know what is expected of them and understand what the desired standards of delivery, behavior and conduct are. Essential ingredients to succeed in an environment where people can do their best work and speak up are trust, accountability and collaboration. Strong and open relationships are key to this, which is why regular conversations between manager and employee are at the heart of Total Performance, the company's approach to managing and developing performance.

Rewarding Employees

A fair, transparent and sustainable approach to employee remuneration remains of crucial importance to the company. Our compensation strategy is focused on supporting a competitive and sound compensation practices. Our compensation framework aims to promote and reward sustainable performance and contributions at all levels of the organization. It provides a clear structure of compensation composition across the company.

Wellbeing

Our employees are our most important resource and we rely on them to help us shape the future of the company. For our people to stay healthy and engaged, perform well and thrive in their professional and personal lives we provide a comprehensive offering. In addition to competitive compensation, we offer provident fund which complement social security and private savings.

We provide a range of benefits to help our employees manage professional and personal commitments and achieve a healthy work-life balance. We believe that we can make a positive contribution to the good health of our people.

Employee Turnover & Retention

aamra has an effective employee retention program which includes employee compensation, recognition and reward system, work-life balance, communication and feedback, effective teamwork etc. The Company also has the best practices in developing workplace culture for its employees. The company experiences minimum employee turnover.

Senior Leadership Development

We continue to place leadership and culture at the core of our transformation and change efforts. This includes intensified support for senior talent who drive performance, innovation and culture at aamra. This phase of corporate talent management builds on existing executive practices by amplifying focus on board readiness, senior talent development and team effectiveness.

Workforce Management

Our workforce management concept enables us to achieve cost savings, while managing organizational change, strengthening our corporate culture and facilitating cross-divisional collaboration through a consistent approach to planning and defining roles.

Equal Employment Opportunity

aamra believes to provide equal opportunity in all aspects of employment for all persons, to prohibit discrimination in employment because of age, disability, marital status, race, religion, personal appearance, family responsibilities, matriculation, political affiliation, sex or veteran status or other unlawful factors; to prohibit sexual, racial and other forms of unlawful harassment; and to promote the full realization of equal employment opportunity through a positive, continuing, result-oriented program of affirmative action throughout the Organization.

As a large and diverse organization, aamra offers these policies as a framework within which to make human resources decisions in a competitive environment. Although progressive and flexible, the policies provide sufficient framework in a climate where our best employees can excel and we can address the deficiencies of those who cannot meet legitimate job performance standards.

Working Environment

aamra companies offers a wonderful and friendly environment in the office. The company has conducive and safe working environment. The company's intent is to establish a good relationship through a mutual understanding of expectations. Aamra believes in working in a team and demonstrate team spirit to maximize and excel in standard quality service to our valued customers in the area of business. Employees work in an environment where they feel valued, responsible, and supported by the authority as well as their colleagues. aamra also takes preventive and safety measures to avoid all sorts of hazardous situations that might take place in some areas of technical functions. With the present status, the company aims to expand and grow at a faster pace by utilizing the best possible opportunities and expansion of network, distribution channels throughout the whole country. This enormous task requires dedicated, devoted, and committed manpower.

Safety at Work

We are committed to promoting accident prevention and providing safe places to work and conduct business for our employees, clients and other visitors. We believe that integrating sound environment, health and safety practices into our business has multiple positive effects, including contributing to improving quality and productivity in the workplace and increasing employee job satisfaction.

Health, Safety and Environment

aamra is a safe and attractive place to work. The main principle of this policy is that injury, discomfort in the job and work related diseases, can be prevented. This can be achieved through systematic work, awareness of dangers and common sense. aamra companies strives to maintain all the employees motivated and educated work force.

Health, safety and environment issues must have high priority and must also be managed by objectives. All concerned are encouraged to reduce workplace hazards and implement new or improve existing safety and health programs. It is an important issue that all concerned employee and officials give great importance to HSE. The working environment has to be evaluated as a company issue and all efforts should be given for a good working environment. If all demonstrates a cooperative attitude and plays their active role concerning HSE issues, then it is expected that aamra companies will become an attractive place to work having a good atmosphere and low injuries figures.

A good and safe working environment in the company will enable all employees to render a high level of services to customers and ensure high productivity and efficiency.

Employee Safety During COVID-19 Outbreak

The Management of aamra companies is concerned of stakeholders and employees health and safety. The Management is always dedicated to the well-being of aamra employees and was ready to support in every way possible during the period.

Following preventive measures were taken considering the outbreak of the Coronavirus (COVID-19) -

- Employees of aamra companies were requested to postpone or avoid all kinds of professional meetings, events, and gatherings at office premises as well as outside office, and was advised not to arrange or participate any such gatherings which could be potentially risky to COVID-19 spread.
- Employees who use public transport/ride sharing transport (i.e. Uber, Pathao, Obhai etc) and comes in connection with frequently used items (i.e. Helmets, Handles, Seats etc) were advised to be cautious about touching such items and were requested to maintain personal hygiene and health safety measures.
- Employees of aamra companies were advised to postpone or avoid any kind of professional or personal travel to countries with high levels of confirmed infections.
- Employees who had traveled abroad or been in contact with confirmed cases or had been directly exposed to a potential source of infection in recent 14 days were requested to go under Self-Quarantine for 14 days incubation period. Employees were also advised to inform the office if any of his/her family members have been recently visited abroad.
- Employees and their families were requested to be aware of rumors and advised to refrain themselves from spreading any kind of rumors or improper information about the pandemic. It is very important to know the appropriate information and share them for public safety. Inaccurate and wrong information may lead to health hazards of families, aamra colleagues and employees.

A few recommended practices:

- Washing hands thoroughly and often, with soap, for 30 seconds or with sanitizer for 20 seconds.
- Cleaning between fingers and under nails.
- Avoid shaking hands, hugs, especially with those who appear to be ill.
- Avoid touching eyes, nose and mouth as much as possible.
- Cleaning/Sanitizing shared surfaces, such as doorknobs, bathroom taps, or table tops.
- Maintaining social distance whenever moving or appearing in any physical interactions.
- Avoid taking tea outside/roadside or food.
- Staying home when feeling sick.

FEW EVENTS OF LAST AGM



DECLARATION BY CEO AND CFO

October 28, 2021

The Board of Directors
aamra networks limited

Subject: Declaration on Financial Statements for the year ended on June 30, 2021

Dear Sir,

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

1. The Financial Statements of aamra networks limited for the year ended on June 30, 2021 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

We have reviewed the financial statements for the year ended on June 30, 2021 and that to the best of our knowledge and belief:

- a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.

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,



Md. Anamul Haque

Chief Financial Officer



Syed Farhad Ahmed

MD & CEO



Independent Auditor's Report

To the Shareholders of aamra networks limited

Report on the audit of the Financial Statements

Opinion

We have audited the financial statements of Aamra Networks Limited ("the Company"), which comprise the statement of financial position as at June 30, 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit

of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our 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 our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report

KEY AUDIT MATTER	How our audit addresses the Key Audit Matter
Revenue and Accounts Receivables	Our audit procedures included: <ul style="list-style-type: none"> Obtain an understanding of Company's internal controls, systems and processes around revenue recognition and accounts receivable. Review invoices, delivery reports and other supporting documents such as payment support to ensure occurrence and completeness of revenue recognized. Test Subsequent receipts for receivable balances to substantiate existence, collectability and completeness of accounts receivables recognized on the books. Inspect correspondence with clients and customers to determine whether provisions are necessary.
Details of Revenue Recognition are included in Note 24.00 and Accounts Receivable are included in Note 8.00 to the Financial Statements	
Inventory	Our audit procedures included: <ul style="list-style-type: none"> Obtain an understanding of Company's internal controls, systems and processes around inventory management. Perform procedures over inventory purchase to substantiate existence, completeness and valuation of inventory Perform Physical inspection of inventory to determine the existence and valuation of inventory Perform price testing of inventory to determine inventory valuation and determine whether inventory is obsolete or not. Revenue prices received by the Company and the overall gross margin earned to determine whether the Company is able to recover the net realizable value of inventory.

Sadharan Bima Sadan (5th Floor), 24-25 Dilkusha Commercial Area, Dhaka - 1000, Bangladesh

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Tel: +88-02-9568071, +88-02-9570717, +88-02-9575324

Details of Inventory are included in Note 7.00 to the Financial Statements	
Property, Plant & Equipment (PPE)	Our audit procedures included:
The Company's PPE balance as at 30 June 2021 was BDT 1,346,148,787 (BDT 1,135,085,914 as at 30 June 2020). This represents 46.5% of Total Assets of the Company (45.22% of the Company as at 30 June 2020). There is estimation performed by management in regards to Asset useful life. Based on the requirement of estimates and the fact that this is a major asset category, this was determined to be a key audit matter.	<ul style="list-style-type: none"> Obtain an understanding of Company's internal controls, systems and processes around PPE. Performed discussions with management to understand their process of determining asset useful life. We performed PPE additions procedures by obtaining supporting documentation, invoices, and delivery information as well as payments support. We performed reasonability of depreciation expenses charged by management to ensure accuracy and occurrence. We performed discussions with management and performed other corroborating procedures to ensure management's assumptions around impairment were reasonable.

Details of PPE are included in Note 4.00 and Annexure A to the Financial Statements

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for information other than financial statements and auditor's report. The other information comprises of the Director's Report, Corporate Governance Compliance Report and Management Discussion and Analysis. We expect to receive this other information after the date of our auditor's report.

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 on the other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, 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.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgement 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings,

including any significant deficiencies in internal control that we identify during our audit.

We also 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 on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Securities and Exchange Rules 1987 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report that:

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examinations of those books and proper returns adequate for the purpose of our audit have been received from branches not visited by us;
- The statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and returns;
- The expenditures incurred were for the purpose of the Company's business.



A.K. Gulam Kibria, FCA (#392)
Engagement Partner
G. KIBRIA & CO.
Chartered Accountants

Place: Dhaka
Date: 28 October 2021
DVC:2111020392AS873236

aamra networks limited
STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

	Notes	Amount in Taka	
		30-Jun-21	30-Jun-20
ASSETS			
Non-current assets			
Property, plant and equipment	4	1,346,148,787	1,135,085,914
Intangible assets	5	8,862,609	11,078,261
Capital work-in-progress	6	349,199,430	218,427,260
Advance, deposit & prepayments	9.1	10,840,373	10,837,410
Total non-current assets		1,715,051,199	1,375,428,845
Current assets			
Inventories	7	373,393,724	352,264,959
Trade and other receivables	8	355,932,840	369,871,111
Advance, deposit and prepayments	9.2	439,543,319	395,284,222
Cash and cash equivalents	10	12,396,408	17,060,087
Total current assets		1,181,266,291	1,134,480,380
TOTAL ASSETS		2,896,317,490	2,509,909,224
EQUITY AND LIABILITIES			
Capital and reserves			
Shareholders equity			
Share capital	11	562,236,810	562,236,810
Share premium	12	542,488,192	542,488,192
Retained earnings	13	980,648,844	916,480,090
Total equity		2,085,373,846	2,021,205,092
Non-current liabilities			
Long term loan	14.1	193,665,908	82,468,889
Deferred tax liability	15	34,076,719	25,058,000
Total non-current liabilities		227,742,627	107,526,889
Current liabilities			
Lease liabilities	16	341,854	1,410,805
Current portion of long term loan	14.2	80,027,423	20,617,222
Short term loan	17	372,983,487	250,143,549
Accrued expenses	18	41,726,640	30,583,631
Dividend payable	19	10,802,906	7,834,545
Provision for BPP & WF	20	15,021,232	16,280,631
Trade and other payables	21	52,951,186	36,231,308
Provision for tax	22	9,346,288	18,075,553
Total current liabilities		583,201,017	381,177,244
Total liabilities		810,943,644	488,704,132
TOTAL EQUITIES AND LIABILITIES		2,896,317,490	2,509,909,224
Net Asset Value (NAV) per share		37.09	35.95

The annexed notes form an integral part of these financial statements.



Chairman



Managing Director & CEO



Director



Chief Financial Officer



Company Secretary

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

Dhaka
28 October 2021
DVC:2111020392AS873236



A.K Gulam Kibria, FCA (#392)
Engagement Partner
G. KIBRIA & CO.
Chartered Accountants

aamra networks limited
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2021

	Notes	Amount in Taka	
		Jul'20-Jun'21	Jul'19-Jun'20
Revenue	24	999,450,492	972,139,225
Cost of goods sold & services	25	(649,833,976)	(580,494,432)
Gross Profit		349,616,515	391,644,792
Operating expenses	26	(167,553,042)	(169,196,621)
Operating Profit		182,063,473	222,448,172
Financial expenses	27	(44,283,345)	(17,812,800)
Other income	28	47,787	708,743
Profit before BPP&WF		137,827,915	205,344,115
Beneficiaries' Profit Participation & Welfare Fund (BPP &		(6,563,234)	(9,778,291)
Profit before income tax		131,264,681	195,565,823
Income tax expenses			
Current tax	29	(1,853,527)	(10,582,792)
Deferred tax	15	(9,018,719)	(5,537,913)
		(10,872,246)	(16,120,705)
Net Profit after income tax		120,392,435	179,445,119
Other comprehensive income		-	-
Total comprehensive income		120,392,435	179,445,119
Earning per share (EPS)		31.3	2.14
			3.19

The annexed notes form an integral part of these financial statements.



Chairman



Managing Director & CEO



Sohel Mainul Haque
Director



Chief Financial Officer



Company Secretary

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

Dhaka
28 October 2021
DVC:2111020392AS873236



A.K. Gulam Kibria, FCA (#392)
Engagement Partner
G. KIBRIA & CO.
Chartered Accountants

aamra networks limited
STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2021

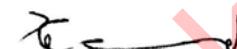
Particulars				<u>Amount in Taka</u>
	Ordinary Share Capital	Share Premium	Retained Earnings	Total
Balance at 01 July 2020	562,236,810	542,488,192	916,480,090	2,021,205,092
Dividend for the year 2019 - 2020	-	-	(56,223,681)	(56,223,681)
Net profit after tax during the year	-	-	120,392,435	120,392,435
Balance at 30 June 2021	562,236,810	542,488,192	980,648,844	2,085,373,846

For the year ended 30 June 2020

Balance at 01 July 2019	530,412,090	542,488,192	800,684,416	1,873,584,698
Dividend for the year 2018 - 2019	-	-	(63,649,445)	(63,649,445)
Addition stock dividend	31,824,720			31,824,720
Net profit after tax during the year	-	-	179,445,119	179,445,119
Balance at 30 June 2020	562,236,810	542,488,192	916,480,090	2,021,205,092



Chairman



Managing Director & CEO



Director



Chief Financial Officer



Company Secretary

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

Dhaka
28 October 2021
DVC:2111020392AS873236



A.K Gulam Kibria, FCA (#392)
Engagement Partner
G. KIBRIA & CO.
Chartered Accountants

aamra networks limited
STATEMENT OF CASH FLOWS

For the year ended 30 June 2021

		<u>Amount in Taka</u>	
	Notes	Jul'20-Jun'21	Jul'19-Jun'20
A. Cash flows from operating activities			
Cash received from customers & others		1,013,436,550	926,454,202
Cash paid to suppliers and employees		(525,689,520)	(510,671,205)
Operating expenses		(134,129,573)	(137,915,188)
Finance expenses		(44,283,345)	(17,812,800)
Income tax		(17,504,188)	(16,552,870)
Net cash provided from operating activities	32	291,829,924	243,502,140
B. Cash flows from investing activities			
Acquisition of property, plant & equipment		(186,417,059)	(303,818,051)
Capital work-in -progress		(349,199,430)	(218,427,260)
Net cash used in investing activities		(535,616,489)	(522,245,311)
C. Cash flows from financing activities			
Long-term loan (paid)/received		170,607,219	103,086,111
Short-term loan (paid)/received		122,839,937	194,935,866
Lease liabilities (paid)/received		(1,068,951)	(1,126,842)
Dividend paid		(53,255,320)	(32,533,185)
Net cash provided from financing activities		239,122,885	264,361,950
D. Net increase/ (decrease) in Cash and cash equivalents (A+B+C)		(4,663,679)	(14,381,221)
Cash and cash equivalents at the beginning of the period		17,060,087	31,441,308
Cash and cash equivalents at the end of the period	10	12,396,408	17,060,087
Net Operating Cash Flow Per Share (NOCFPS)	33	5.19	4.33

The annexed notes form an integral part of these financial statements.



Chairman



Managing Director & CEO



Director



Chief Financial Officer



Company Secretary

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

Dhaka
28 October 2021
DVC:2111020392AS873236



G. Kibria
A.K Gulam Kibria, FCA (#392)

Engagement Partner

G. KIBRIA & CO.

Chartered Accountants

aamra networks limited

Notes to the Financial Statements

For the year ended 30 June 2021

1.00 ABOUT THE COMPANY

1.1 Reporting entity

aamra networks limited (formerly Global Online Services Limited) was incorporated in Bangladesh under The Companies Act, 1994 on 10 January 2001 vide registered No. C - 42228(1587)/2001 as a private company limited by shares. The company was converted in to a public company limited by shares on May 08, 2013 under The Companies Act 1994. The registered office of the company is situated at Safura Tower (12th floor), 20 Kemal Ataturk Avenue, Banani C/A, Dhaka - 1213.

1.2 Principal activities

Over the last decade, aamra networks limited has been consistently providing state-of-the-art IT communication solutions and services to its customers which includes Internet Access, Web Page Development and Hosting, Leased Port Internet Access, Total Network Solutions, Video Conferencing Solutions, various IT enable Support, Software Development and Maintenance Services etc.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below, which comply with International Financial Reporting Standards (IFRSs), have been applied consistently to all periods presented in these financial statements, and have been applied consistently by entities.

2.1 Basis of preparation of financial statements

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

2.2 Going concern

The Company has adequate resources to continue in operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. As per management assessment there are no

material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

It is to be mentioned that, license from BTRC is being regularly renewed by them since 2001 and aamra networks limited has already got the renewed ISP license from BTRC for the period 30 June 2020 to 29 June 2025. It is expected that BTRC will continue the renewal of license in future.

2.3 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation in compliance with the requirements of International Accounting Standard (IAS) -16: "Property, Plant and Equipment". The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

2.3.1 Depreciation on property, plant and equipment

Depreciation has been charged to allocate the cost of property, plant and equipment, over the period of their expected useful life, in accordance with IAS 16: "Property, Plant and Equipment". Depreciation is provided for the period in use of the assets. Acquisitions during the year are depreciated for effective month. Depreciation is charged at the following rates under reducing balance method:

Category of property, plant and equipment	Rate (%)
Furniture & Fixture	10
Office Equipment	15
Electric Installation	18
Telephone Installation	18
Computer & Computer Equipment	20
Data Centre	20
Fiber Optic Cable & Equipment	20
Radio link/infrastructure & Backbone	18
Motor Vehicle	20
Office Decoration	15
Wi-Fi Equipment & Installation	20

2.3.2 Right on use asset

The company has complied with International Financial Reporting Standards IFRS(16):Lease and accordingly accounted for asset under appropriate head. However upon review of company's lease rental agreement, termination clause include a clause like " Both party can cancel the agreement with 3 (three) months prior notice, which indicates that lease term is not more than 1 year. So company need not to include in Right of Use (ROU) assets".

2.4 Intangible assets

Intangible assets (IAS - 38 Para -8) that are acquired by the Company such as computer software and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses, if any.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

Intangible assets are amortized on a reducing balance method and charged in statement of profit or loss and other comprehensive income. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

2.5 Components of financial statements

- a) Statement of financial position.
- b) Statement of profit or loss and other comprehensive income.
- c) Statement of changes in equity
- d) Statement of cash flows.
- e) Notes to the financial statements

2.6 Other regulatory compliances

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

- a) The Income Tax Ordinance & Rules, 1984
- b) Value Added Tax and Supplementary Duty Act, 2012.
- c) Bangladesh Telecommunication Regulatory Commission Act, 2001
- d) Securities & Exchange Rules, 1987
- e) DSE & CSE Listing regulation

2.7 Valuation of inventories

Inventories are stated at cost which is lower than net realizable value in compliance with the requirements of paras 21 and 25 of IAS-2 (Inventories).

The cost of inventories is based on the weighted average cost principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

Net realizable value (NRV) is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

2.8 Impairment

Non-derivative financial assets

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

Non-financial assets

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

2.9 Trade & other receivables

Trade & other receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition trade & other receivables are measured at amortized cost using the effective interest method, less any bad debts provision.

2.10 Advance, deposit & prepayments

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

2.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand and with banks on current and deposit accounts which are held and available for use by the company without any restriction. There is insignificant risk of change in value of the same.

2.12 Share capital

Ordinary shares are classified as equity. Paid up share capital represents total amount

contributed by the shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholders' meetings. In the event of a winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

2.13 Borrowings

Interest-bearing borrowing include term loan, lease finance and short term loan. Interest-bearing borrowing are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowing are stated at amortized cost using the effective interest method.

2.14 Trade & other payables

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

2.15 Provision for tax

Provision for tax is made @ 22.50% on estimated taxable income in accordance with Income Tax Ordinance - 1984 and presented with IAS-12.

2.16 Deferred tax

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

The nature and amount of a change as deferred tax in an accounting estimate that has an effect in the current period or is expected to have an effect in future periods.

2.17 Revenue recognition

Revenue from goods & services

In compliance with the requirements of IFRS 15 : Revenue from receipts from customers against sales and services are recognized

when products and services are provided to customers, that is, when the significant risk and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods.

Revenue from other income

Revenue from bank interest has been recognized at the time of received.

2.18 Earnings per share (EPS)

This has been calculated in compliance with the requirements of IAS 33 : Earnings Per Share is calculated dividing the basic earnings by the number of ordinary shares outstanding at the end of the year.

2.19 Number of employees

The number of employees engaged for the period who received a total salary of Taka 36,000 and above during the period was 365. None of them were receiving below Taka 3,000 per month.

2.20 Statement of cash flows

The statement of cash flows has been prepared in accordance with the requirements of "IAS 7: statement of cash flows" using direct method.

2.21 Risk and uncertainty for use of estimates and judgments

"The preparation of financial statements in conformity with International Financial Reporting Standards (IFRSs) requires management to make judgments, estimates and assumptions that affect the applicable of accounting policies and the reported amounts of assets, liabilities, income and expenses, and disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. Actual result may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period in which the estimate is revised in any future years affected as required by IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors."

2.22 Financial instruments

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

2.23 Foreign currency

Transactions in foreign currencies are translated to Taka at the foreign exchange rates prevailing on the date of transaction. All monetary assets and liabilities denominated

in foreign currencies at reporting date are translated to Taka at the rates of exchange prevailing on that date. Resulting exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in the statement of profit or loss and other comprehensive income as per International Accounting Standard (IAS)-21 "The Effects of Changes in Foreign Exchange Rates".

'As per the Paragraph 28 of IAS 7" Unrealized gains and losses arising from changes in foreign currency exchange rates are not cash flows. However, the effect of exchange rate changes on cash and cash equivalents held or due in a foreign currency is reported in the statement of cash flows in order to reconcile cash and cash equivalents at the beginning and the end of the period. This amount is presented separately from cash flows from operating, investing and financing activities and includes the differences, if any, had those cash flows been reported at end of period exchange rates.

2.24 Provision, contingent liabilities and contingent assets

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

In accordance with the guidelines as prescribed by IAS-37 provisions were recognized in the following situations:

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

2.25 Events after the reporting period

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

- * Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and
- * Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

No material events had occurred from the end of the reporting period to the date of issue of this Financial Statements, which could materially affect the value stated in the Financial Statements Note - 35

2.26 Related party disclosures

The company carried out a number of transactions with related parties (as per IAS-24) in the normal course of business and on arm's length basis. The information as required by IAS 24, Related party disclosure have been disclosed in note-36 to the Financial Statements.

2.27 Borrowing Costs

Borrowing costs directly attributable to the acquisition and construction of plant and equipment are capitalized as part of the cost of those assets, until such time as the assets are ready for their intended use in accordance with IAS 23. All other borrowing costs are charged to the statement of profit or loss and other comprehensive income as an expense in the period in which they are incurred.

3. OTHERS

3.1 Employee benefits

The company maintains the following benefit schemes for their employees:

(a) Defined contribution plan

The company maintains a recognized contributory provident fund for all its permanent employees. Assets of provident fund are held in a separate trustee board administered fund as per the relevant rules and is funded by contributions from both the employees and the company at pre-determined rates.

(b) Insurance scheme

Employees of the company are covered under group life insurance scheme & Medical Insurance.

(c) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognized for annual leave encashment based on the latest basic salary.

3.2 Beneficiaries' Profit Participation & Welfare Fund (BPP & WF)

The company has made a provision for Beneficiaries' Profit Participation & Welfare Fund (BPP&WF) for the year ended July'20 - June'21 Note - 20. The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation in accordance with "Bangladesh Labour (Amendment) Act 2013".

3.3 Reporting period

The reporting period covers 1 (one) year from 01 July 2020 to 30 June 2021.

3.4 Reporting currency

The financial statements are prepared and presented in Bangladeshi currency (Taka), which is the company's functional currency. All financial information presented have been

rounded off to the nearest taka except where indicated otherwise.

3.5 Comparative information

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

3.6 General

3.6.1 Wherever considered necessary, previous years phrases and figures have been rearranged to conform to the current year presentation.

3.6.2 Figures have been rounded off to nearest taka.

		Amount in Taka	
		30-Jun-21	30-Jun-20
4.	PROPERTY, PLANT AND EQUIPMENT		
	Property, plant and equipment (Except EPZ Project) (Note - 4.1)	1,343,952,024	1,132,465,574
	Property, plant and equipment (EPZ Project) (Note - 4.2)	2,196,763	2,620,340
		1,346,148,787	1,135,085,914
4.1	Property, plant and equipment (Except EPZ Project)		
	Land and land development	200,659,864	200,659,864
	Furniture & fixture	4,420,778	4,708,523
	Office equipment	18,924,330	22,263,918
	Electric installation	522,645	637,372
	Telephone installation	39,775	48,506
	Computer & computer equipment	2,527,103	3,158,879
	Data Centre	112,251,595	115,186,701
	Fiber optic cable & equipment	114,959,217	142,248,204
	Infrastructure & backbone equipment	778,580,351	515,277,259
	Motor vehicle	8,580,577	10,725,721
	Office decoration	33,158,280	30,891,241
	WiFi equipment & installation	69,327,508	86,659,385
		1,343,952,024	1,132,465,574
4.2	Property, plant and equipment (EPZ Project)		
	Furniture & Fixture	179,395	199,328
	Office Equipments	238,027	280,031
	Computer & Comp. Equipment	63,731	79,664
	Infrastructure & Backbone Equipment	997,907	1,216,960
	Office Decoration	717,703	844,356
		2,196,763	2,620,340
	Details of property, plant and equipment are shown in annexure - "A".		
5.	INTANGIBLE ASSETS		
	Computer software	8,862,609	11,078,261
	Details of intangible assets are shown in annexure - "B".		
6.	CAPITAL WORK- IN-PROGRESS		
	Balance as on 01 July	218,427,260	-
	Add: Addition during the year	349,199,430	218,427,260
		567,626,690	218,427,260
	Less: Transfer to fixed assets	218,427,260	-
	Balance as on 30 June	349,199,430	218,427,260
	A new project has initiated for networking system upgradation & expansion		
7.	INVENTORIES		
	Inventories	190,125,362	198,597,244
	Inventories in transit for sales	183,268,363	153,667,715
		373,393,724	352,264,959
8.	TRADE AND OTHER RECEIVABLES		
	Balance as on 01 July	369,871,111	323,477,346
	Add: Addition during the year	999,450,492	972,139,225
		1,369,321,603	1,295,616,571
	Less: Received during the year	1,013,388,764	925,745,459
	Balance as on 30 June	355,932,840	369,871,111

	Amount in Taka	
	30-Jun-21	30-Jun-20
9. ADVANCE, DEPOSIT & PREPAYMENTS		
Advance, deposit & prepayments - Non current (Note 9.1)	10,840,373	10,837,410
Advance, deposit & prepayments - Current (Note 9.2)	439,543,319	395,284,222
	450,383,692	406,121,632
9.1 Advance, deposit & prepayments (Non current)		
Security deposit against T & T	328,200	328,200
Security deposit against office rent	5,972,029	5,972,029
Security deposit against POP rent	147,963	145,000
Security deposit against bandwidth services	3,992,181	3,992,181
Security deposit against Summit Communication underground cabling services	400,000	400,000
	10,840,373	10,837,410
9.2 Advance, deposit & prepayments (Current)		
Advance against office rent	2,564,000	3,381,753
Bank guarantee margin & tender security	7,020,449	25,105,450
Advance income tax (Note 9.2.1)	71,019,892	64,098,496
Advance to suppliers & others	358,938,978	302,698,523
	439,543,319	395,284,222
All the above advance, deposit and prepayments are considered as good and secured by the company		
9.2.1 Advance income tax		
Balance as on 01 July	64,098,496	58,087,075
Add: Addition during the year	17,504,188	16,552,870
	81,602,684	74,639,945
Less: Adjustment during the year	10,582,792	10,541,449
Balance as on 30 June	71,019,892	64,098,496
10. CASH AND CASH EQUIVALENTS		
Cash in hand	513,584	523,640
Cash at bank (Notes-10.1)	11,882,825	16,536,448
	12,396,408	17,060,087
10.1 Cash at bank		
Bank Asia Limited (MCB Banani Branch) (Note - 10.1.1)	388,469	1,197,531
Dhaka Bank Limited (Banani Branch) (Note - 10.1.2)	250,604	2,613,400
Dutch Bangla Bank Limited (Banani Branch) (Note - 10.1.3)	7,775,324	4,336,485
Shahjalal Islami Bank Limited (Banani Branch) (Note - 10.1.4)	2,528,944	7,708,960
BRAC Bank Limited (Gulshan Branch) (Note - 10.1.5)	380,776	380,073
City Bank Ltd. (Gulshan Avenue Branch) (A/C No. 1102604203001)	3,022	-
Commercial Bank of Ceylon (Gulshan Avenue Branch) (A/C No. 1818004005)	60,615	-
IFIC - 0180074006001	195,071	-
Janta Bank Limited (Banani Branch) (A/C No. 0100153836391)	300,000	300,000
	11,882,825	16,536,448
10.1.1 Bank Asia Limited (MCB Banani Branch)		
A/C No: 01236050632	63,664	952,099
A/C No: 01236050650	146,808	146,266
A/C No: 01233051466	92,564	13,042
A/C No: 01233052008	85,434	86,124
	388,469	1,197,531

	Amount in Taka					
	30-Jun-21	30-Jun-20				
10.1.2 Dhaka Bank Limited (Banani Branch)						
A/C No: 206.100. 3584	165,713	2,099,139				
A/C No: 206.100. 3714	15,837	443,827				
A/C No: 201.100.7356	61,816	62,506				
A/C No: 204.100.552	7,238	7,928				
	250,604	2,613,400				
10.1.3 Dutch Bangla Bank Limited (Banani Branch)						
A/C No: 1031100016776	35,118	37,538				
A/C No: 1031200000594	289,231	484,252				
A/C No: 1031100016790	38,815	39,505				
A/C No: 1031200001113	7,412,160	3,775,190				
	7,775,324	4,336,485				
10.1.4 Shahjalal Islami Bank Limited (Banani Branch)						
A/C No: 4013 11100005465	338,112	1,454,120				
A/C No: 4013 13100000937	685,444	677,414				
A/C No: 4013 13100000941	190,963	220,230				
A/C No: 4013 13100000949	461,102	459,523				
A/C No: 4013 13100000965	279,420	4,897,673				
A/C No: 4013 13100000972	573,904	-				
	2,528,944	7,708,960				
10.1.5 BRAC Bank Limited (Gulshan Branch)						
A/C No. 1501203495396001	80,689	79,833				
A/C No. 1501203495396002 (USD)	300,087	300,239				
	380,776	380,073				
11. SHARE CAPITAL						
11.1 Authorized capital						
100,000,000 ordinary shares @ Tk. 10 each		1,000,000,000	1,000,000,000			
11.2 Issued, subscribed & paid -up capital						
56,223,681 ordinary shares of Tk. 10 each.		562,236,810	562,236,810			
11.3 The detail of shareholding positions are as follows						
Name of Shareholders	30-Jun-21			30-Jun-20		
	No. of Shares	% of Holding	Amount in Taka	No. of Shares	% of Holding	Amount in Taka
Sponsors and Directors:						
aamra holdings ltd	13,356,000	23.76%	133,560,000	13,356,000	23.76%	133,560,000
aamra resources ltd	4,793,352	8.53%	47,933,518	4,793,352	8.53%	47,933,518
Syed Faruque Ahmed	106,000	0.19%	1,060,000	106,000	0.19%	1,060,000
Syed Farhad Ahmed	106,000	0.19%	1,060,000	106,000	0.19%	1,060,000
Syeda Munia Ahmed	106,000	0.19%	1,060,000	106,000	0.19%	1,060,000
Fahmida Ahmed	106,000	0.19%	1,060,000	106,000	0.19%	1,060,000
Sub-Total	18,573,352	33.03%	185,733,518	18,573,352	33.03%	185,733,518
Other than Sponsors and Directors	37,650,329	66.97%	376,503,292	37,650,329	66.97%	376,503,292
Total	56,223,681	100%	562,236,810	56,223,681	100%	562,236,810

	Amount in Taka	
	30-Jun-21	30-Jun-20
12. SHARE PREMIUM		
Balance as on 01 July	542,488,192	542,488,192
Add: Addition during the year	-	-
	542,488,192	542,488,192
Less: Adjustment during the year	-	-
Balance as on 30 June	542,488,192	542,488,192
13. RETAINED EARNINGS		
Balance as on 01 July	916,480,090	800,684,416
Add: Net Profit after tax during the year	120,392,435	179,445,119
	1,036,872,525	980,129,535
Less: Dividend paid during the year	56,223,681	63,649,445
Balance as on 30 June	980,648,844	916,480,090
14. LONG TERM LOAN		
Lankan Alliance Ltd.	44,515,380	-
City Bank Ltd. (Gulshan Avenue Branch)	125,037,935	-
Shahjalal Islami Bank Limited (Banani Branch)	104,140,015	103,086,111
	273,693,330	103,086,111
14.1 Term loan - Non-Current Portion		
Lankan Alliance Ltd.	31,151,550	-
City Bank Ltd. (Gulshan Avenue Branch)	100,030,348	-
Shahjalal Islami Bank Limited (Banani Branch)	62,484,009	82,468,889
	193,665,908	82,468,889
14.2 Term loan - Current Portion		
Lankan Alliance Ltd.	13,363,830	-
City Bank Ltd. (Gulshan Avenue Branch)	25,007,587	-
Shahjalal Islami Bank Limited (Banani Branch)	41,656,006	20,617,222
	80,027,423	20,617,222
15. DEFERRED TAX LIABILITY		
Balance as on 01 July	25,058,000	19,520,087
Charged during the year	9,018,719	5,537,913
Balance as on 30 June	34,076,719	25,058,000
Details of calculation of deferred tax liability is shown in annexure "C".		
16. LEASE LIABILITIES		
CAPM = Lease - VL16TI0005	341,854	1,410,805
	341,854	1,410,805
17. SHORT TERM LOAN		
City Bank Ltd. (Gulshan Avenue Branch)	-	116,116,149
Commercial Bank of Ceylon (Gulshan Avenue Branch)	54,657,321	-
Shahjalal Islami Bank Limited (Banani Branch)	318,326,165	134,027,401
	372,983,487	250,143,549

	Amount in Taka	
	30-Jun-21	30-Jun-20
18. ACCRUED EXPENSES		
Accrued expenses (Note - 18.1)	34,850,314	27,033,318
Withholding tax and VAT payable (Note - 18.2)	6,876,326	3,550,313
	41,726,640	30,583,631
18.1 Accrued expenses		
Salary & allowances	12,636,482	10,209,640
Office & roof rent	6,499,094	8,010,367
Utilities expenses	1,168,452	1,797,070
PF liabilities	14,129,027	6,737,698
Audit fee	230,000	48,875
Telephone & mobile bill	187,259	229,668
	34,850,314	27,033,318
18.2 Withholding tax and VAT payable		
VAT Payable	1,018,021	-
Tax payable	5,858,305	3,550,313
	6,876,326	3,550,313
19. DIVIDEND PAYABLE		
Balance as on 01 July	7,834,545	8,543,004
Add: Addition during the year	56,223,681	63,649,445
	64,058,226	72,192,449
Less: Adjustment during the year	53,255,320	64,357,904
Balance as on 30 June	10,802,906	7,834,545
Year wise break up		
Financial year 2016-17	611,300	611,300
Financial year 2017-18	302,951	303,036
Financial year 2018-19	240,930	6,920,209
Financial year 2019-20	9,647,725	-
	10,802,906	7,834,545
20. PROVISION FOR BPP & WF		
Balance as on 01 July	16,280,631	15,569,254
Add: Addition during the year	6,563,234	9,778,291
	22,843,865	25,347,545
Less: Adjustment during the year	7,822,633	9,066,914
Balance as on 30 June	15,021,232	16,280,631
21. TRADE AND OTHER PAYABLES	52,951,186	36,231,308
22. PROVISION FOR TAX		
Balance as on 01 July	18,075,553	18,034,211
Add: Addition during the year	1,853,527	10,582,792
	19,929,080	28,617,002
Less: Adjustment during the year	10,582,792	10,541,449
Balance as on 30 June	9,346,288	18,075,553
23. CONTINGENT LIABILITIES		
Bank Guarantee	86,981,764	46,982,369
Corporate Guarantee	28,395,127	28,395,127
Income tax expenses	7,753,353	7,753,353
	123,130,244	83,130,849

		Amount in Taka	
		30-Jun-21	30-Jun-20

Detail status income tax expenses

Contingent liability is BDT 7,753,353. Following are the detail of the pending issues related to litigation regarding Taxation filed by ANL for the assessment period 2004-05 and 2005-06 that are pending in the High Court and for the assessment period 2006-07 and 2007-08 that are pending in the Income Tax Appellate Tribunal:

Assessment period	Income Tax Paid	Further Income Tax claimed by NBR	Current Status
2004-05	620,000	4,562,514	Pending in the High Court
2005-06	1,075,165	6,769,017	Pending in the High Court
2006-07	429,244	(200,584)	Pending in the Income Tax Appellate Tribunal
2007-08	1,489,218	236,033	

24. REVENUE

Internet & Wi-Fi bandwidth and equipment sales (Taxable unit) (Note-24.1)	785,534,602	658,889,885
IT support & software (Non taxable unit) (Note-24.2)	176,561,897	285,446,762
EPZ project (Non taxable unit) (Note-24.3)	37,353,993	27,802,578
	999,450,492	972,139,225

24.1 Internet & Wi-Fi bandwidth and equipment sales (Taxable unit)

Internet & Wi-Fi bandwidth	513,244,485	534,842,496
Computer & related accessories	48,468,506	35,514,333
Equipments sale	265,197,240	123,288,893
	826,910,231	693,645,722
Less: Value added tax (VAT)	41,375,629	34,755,838
Net Revenue from Internet & Wi-Fi bandwidth and equipment sales	785,534,602	658,889,885

24.2 IT support & software (Non taxable unit)

IT support & services	149,217,574	125,516,232
Software & website services	34,473,393	165,928,739
	183,690,967	291,444,971
Less: Value added tax (VAT)	7,129,071	5,998,209
Net Revenue from IT support & software	176,561,897	285,446,762

24.3. EPZ project (Non taxable unit)

Internet Service	26,561,751	12,021,389
Equipments sale	11,132,577	6,068,538
IT support & services	2,684,246	12,239,764
	40,378,574	30,329,691
Less: Value added tax (VAT)	3,024,581	2,527,113
Net Revenue from EPZ project	37,353,993	27,802,578

25. COST OF GOODS SOLD & SERVICES

Internet & Wi-Fi bandwidth and equipment sales (Taxable unit) (Note-25.1)	557,957,580	452,436,522
IT support & software (Non taxable unit) (Note-25.2)	73,693,158	114,236,342
EPZ project (Non taxable unit) (Note-25.3)	18,183,239	13,821,568
	649,833,976	580,494,432

	Amount in Taka	
	Jul'20-Jun'21	Jul'19-Jun'20
25.1 Internet & Wi-Fi bandwidth and equipment sales (Taxable unit)		
Wages, salary & other allowances	83,129,263	76,902,921
Company's contribution to provident fund (PF)	2,427,961	1,766,793
Infrastructure, optical fiber & networking equipment cost	77,363,399	62,395,651
POP expenses & roof rent	11,646,232	14,672,604
Utilities expenses	6,416,109	5,072,548
Repairs & maintenances	1,963,924	723,777
Cost of bandwidth	66,300,697	85,024,756
Cost of equipment and Computer & related accessories	173,158,053	98,909,676
License renewal & others fee	196,978	905,989
Entertainment expenses	208,103	557,936
Communication expenses	1,698,271	2,262,678
Depreciation charges	133,448,590	103,241,193
	557,957,580	452,436,522
25.2 IT support & software (Non taxable unit)		
Wages, salary & other allowances	18,684,677	33,316,174
Company's contribution to provident fund (PF)	545,724	765,417
Cost of IT support & software	18,018,398	27,874,128
Utilities expenses	1,442,127	2,228,539
Repairs & maintenances	441,424	392,873
License renewal & others fee	44,274	392,496
Entertainment expenses	429,183	38,276
Research & development	1,458,408	725,000
Communication expenses	418,512	1,007,335
Depreciation charges	29,994,778	44,726,539
Amortization of intangible asset	2,215,652	2,769,565
	73,693,158	114,236,342
25.3 EPZ project (Non taxable unit)		
Wages, salary & other allowances	1,157,325	1,038,800
Company's contribution to provident fund (PF)	63,009	56,358
Infrastructure, optical fiber & networking equipment cost	2,801,549	1,945,527
Cost of equipment	8,462,541	4,308,662
POP expenses	795,747	413,817
Utilities expenses	131,494	71,536
Cost of bandwidth	4,372,876	5,637,287
Communication expenses	163,712	62,528
Depreciation charges	234,986	287,053
	18,183,239	13,821,568
26. OPERATING EXPENSES		
Internet & Wi-Fi bandwidth and equipment sales (Taxable unit) (Note-26.1)	136,057,190	117,432,290
IT support & software (Non taxable unit) (Note-26.2)	30,658,968	50,999,603
EPZ project (Non taxable unit) (Note-26.3)	836,884	764,728
	167,553,042	169,196,621

	Amount in Taka	
	Jul'20-Jun'21	Jul'19-Jun'20
26.1 Internet & Wi-Fi bandwidth and equipment sales (Taxable unit)		
Salary & other allowances	49,037,226	37,342,871
Company's contribution to provident fund (PF)	1,456,309	1,176,928
Office rent	12,065,601	12,833,803
Utilities expenses	3,424,563	2,815,765
Travelling expenses	335,475	2,746,306
Training Expenses	11,635	145,741
Stationery expenses	962,298	779,715
Repair & maintenance	64,197	215,296
Telephone & mobile bills	859,343	1,046,930
Conveyance	6,072,443	5,369,751
Audit & professional fees	456,250	225,436
Royalty expenses *	12,774,080	12,652,475
Regulatory fees & form	3,543,220	3,063,778
Courier & postage	294,197	104,028
Business development & marketing	9,782,731	4,945,799
Vehicle expenses	6,799,048	3,984,552
Papers & Periodicals	1,919	24,046
Insurance expenses	965,897	888,898
Security & protection expenses	188,203	220,466
Annual general meeting expenses	153,499	143,185
Board meeting attendance fees	212,285	-
Office maintenances	1,256,688	1,508,009
Entertainment expenses	915,425	1,414,314
Depreciation charges	24,424,656	23,784,199
	136,057,190	117,432,290
26.2 IT support & software (Non taxable unit)		
Salary & others allowances	11,021,928	16,177,820
Company's contribution to provident fund (PF)	327,329	509,873
Office rent	2,711,944	5,559,909
Utilities expenses	769,727	1,219,857
Travelling expenses	75,404	1,189,765
Training Expenses	2,615	63,139
Stationery expenses	221,628	347,294
Repair & maintenances	23,857	110,285
Telephone & mobile bills	212,422	485,449
Conveyance	1,388,399	2,363,443
Audit & professional fees	102,550	97,664
Royalty expenses *	2,871,186	5,481,353
Regulatory fees & form	796,397	1,327,302
Courier & postage	76,980	58,860
Business development & marketing	2,198,831	2,142,637
Vehicle expenses	1,528,199	1,726,202
Papers & Periodicals	431	10,417
Insurance expenses	217,101	385,092
Security & protection expenses	42,302	95,511
Annual general meeting expenses	34,501	62,031
Board meeting attendance fees	47,715	-
Office maintenances	291,921	669,105
Entertainment expenses	205,757	612,714
Depreciation charges	5,489,846	10,303,880
	30,658,968	50,999,603

A common trade mark: "aamra the power of we" is registered by aamra holdings limited (AHL) which is also used by aamra networks limited (ANL). ANL is paying AHL royalty fees for using the said trade mark.

	Amount in Taka		
	Jul'20-Jun'21	Jul'19-Jun'20	
26.3 EPZ project (Non taxable unit)			
Salary & others allowances	286,750	276,450	
Company's contribution to provident fund (PF)	15,120	14,580	
Stationery expenses	23,738	21,936	
Repair & maintenances	41,946	39,271	
Telephone & mobile bills	85,736	73,621	
Conveyance	104,627	85,729	
Courier & postage	48,292	31,836	
Office maintenance	42,084	36,471	
Depreciation charges	188,591	184,834	
	836,884	764,728	
27. FINANCIAL EXPENSES			
Internet & Wi-Fi bandwidth and equipment sales (Taxable Unit)	36,150,676	12,424,414	
IT Support & Software (Non Taxable Unit)	8,125,462	5,382,552	
EPZ Project (Non Taxable Unit)	7,207	5,834	
	44,283,345	17,812,800	
28. OTHER INCOME			
Interest on bank deposit	47,787	314,441	
Lapse and Forfeiture Account (PF)	-	394,302	
	47,787	708,743	
29. PROVISION FOR - CURRENT TAX			
Net revenue (Taxable unit)	785,534,602	658,889,885	
Allowable cost of service	(557,957,580)	(452,436,522)	
Allowable excess depreciation	(35,397,128)	(18,298,572)	
Gross Profit	192,179,895	188,154,791	
Allowable operating expenses	(136,057,190)	(117,432,290)	
Allowable excess depreciation	(6,423,156)	(9,853,077)	
Allowable Operating Profit	49,699,549	60,869,424	
Allowable finance cost	(36,150,676)	(12,424,414)	
Other income	47,787	708,743	
Allowable Profit before WPPF	13,596,660	49,153,752	
Workers' Profit Participation Fund (WPPF)	(5,358,763)	(6,822,585)	
Business income before Tax	8,237,897	42,331,167	
Provision for Tax on business income @ 22.5%	1,853,527	10,582,792	
Provision for Tax during the year	1,853,527	10,582,792	
30. DISCLOSURE OF MANAGERIAL SALARY			
30.1	The total amount of salary paid to the director of the company during the period is as follows :		
Name	Designation		
Syed Farhad Ahmed	Managing Director	4,062,500	3,900,000
		4,062,500	3,900,000
30.2	The total amount of salary paid to the director of the top five executive of the company during the period year is as follows:		
Name	Designation		
Syed Farhad Ahmed	Managing Director	4,062,500	3,900,000
Khaled Aahamed Nur	Chief Operating Officer	2,122,000	2,120,750
Md. Anamul Haque	Chief Financial Officer	715,000	676,250
Mahbubor Rahman	General Manger	1,882,000	1,882,000
Kh. Md Moinuddin	General Manger	2,051,000	1,989,750
Syed Moniruzzaman	Company Secretary	1,838,000	816,667
		12,670,500	11,385,417

	Amount in Taka	
	Jul'20-Jun'21	Jul'19-Jun'20
30.3 Aggregate amount of salary paid to all director and managers of the company during the period is as follows:		
Particulars	Nature of Payment	
Director	Salary	4,062,500 3,900,000
Managers and Above	Salary	47,836,850 40,444,600
		51,899,350 44,344,600

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

30.4 Disclosures under para 3 of schedule XI part II of the Companies Act. 1994

Salary Range (Monthly)	Number of Employee's
Below Tk. 3000	Nil
Above Tk. 3000	365

30.5 Disclosures under para 6 of schedule XI part II of the Companies Act. 1994

Amount paid to Auditor

Name of Auditor	Purpose		
G. KIBRIA & CO. Chartered Accountants	Audit Fee	230,000	195,500

31. INFORMATION AS REQUIRED BY ANNEXURE – E (B)(25)(f),(g),(i) OF BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015

31.1 Earnings per share (EPS)

Particulars			
Net Profit after Tax		120,392,435	179,445,119
Weighted average number of ordinary shares		56,223,681	56,223,681
Earnings Per Share (EPS)		2.14	3.19

31.2 Net profit excluding Extra-ordinary income or non-recurring income coming from other than core

Particulars			
Net Profit after Tax		120,392,435	179,445,119
Less: Extra-ordinary income or non-recurring income			
Interest on bank deposit		47,787	708,743
		47,787	708,743
Net profit excluding Extra-ordinary income or non-recurring income		120,344,649	178,736,376

31.3 Earnings per share excluding extra-ordinary income or non-recurring income coming from other than core operation

Net profit after tax except Extra-ordinary income or non-recurring income	120,344,649	178,736,376
Number of Shares before IPO	56,223,681	56,223,681
Earnings Per Share (EPS)	2.14	3.18

Reason for significant deviation in EPS:

During the year the revenue has increased 2.81% compared to the last year. The growth in revenue has derived mainly based on computer & related accessories and equipment sales where the margin is usually very minimum. On the other hand, the software sales has significantly (79.22%) reduced. Besides, the financial expenses has also increased considerably during the year. These all together have significantly decreased the EPS at the end of June 30, 2021, compared to the last year.

Amount in Taka		
	Jul'20-Jun'21	Jul'19-Jun'20
31.4 Net Asset Value per Share		
Particulars		
Share Capital	562,236,810	562,236,810
Share Premium	542,488,192	542,488,192
Retained Earnings	980,648,844	916,480,090
Total Shareholders' Equity	2,085,373,846	2,021,205,092
Total Number of Ordinary Shares	56,223,681	56,223,681
Net Asset Value (NAV) per Share	37.09	35.95

32. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES THROUGH INDIRECT METHOD

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

Profit after income tax	120,392,435	179,445,119
Add: Non-cash Items		
Depreciation charges	193,781,446	182,527,698
Amortization of Intangible Asset	2,215,652	2,769,565
	316,389,533	364,742,382
Add/(less): Changes in Working Capital		
Inventories	(21,128,765)	(11,268,180)
Trade and other receivables	13,938,272	(46,393,765)
Advance, deposit & prepayments	(44,262,058)	(76,223,963)
Accrued expenses	11,143,009	6,075,435
Provision for Beneficiaries' Profit Participation & Welfare Fund (BPP&WP)	1,259,399	711,377
Trade and other payable	16,719,879	279,598
Provision for tax	(8,729,265)	41,343
Deferred tax asset/(liability)	9,018,719	5,537,913
Net cash provided from operating activities	291,829,924	243,502,140

33. NET OPERATING CASH FLOW PER SHARE (NOCFPS)

Operating Cash Inflow at the year end	291,829,924	243,502,140
Number of Ordinary Shares	56,223,681	56,223,681
Net Operating Cash Flow Per Share	5.19	4.33

During the year the NOCFPS has increased 19.85% due to collection versus revenue is comparatively higher than the last year.

34. EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS

There is no effect of exchange rate changes on cash and cash equivalents during the year.

35. RELATED PARTY DISCLOSURES

The details of related party transaction during the year along with the relationship is illustrated below in accordance with IAS 24:

SL	Name of the related parties	Relationship	Nature of Transaction	Transaction during the Year		Balance as on 30 June 2021	Balance as on 30 June 2020
				Addition	Payment / Adjustment		
1	aamra technologies limited	Sister Companies	IIG bandwidth Purchase	65,347,902	69,942,600	1,856,940	6,451,638
2	Syed Faruque Ahmed and Syed Farhad Ahmed	Chairman and Managing Director	Office rent (Chittagong)	2,245,893	1,457,865	1,512,938	724,910
3	Syed Farhad Ahmed	Managing Director	Salary	4,062,500	3,737,500	325,000	300,000
Total Related Party Transactions				159,373,295	162,854,965	3,694,878	7,476,548

36. EVENTS AFTER THE REPORTING PERIOD

36.1 The Board of Directors in its meeting held on 28 October 2021 approved the financial statements for the year ended 30 June 2021.
The Board of Directors also authorized the same for issue.

36.2 The Board of Directors recommended 10% Stock dividend for the shareholders subject to approval in the ensuing Annual General Meeting.

36.3 Except above, no other significant event occurred till the date of signing the financial statements.

aamra networks limited

Schedule of Property, plant and equipment

As at 30 June 2021

Annexure -"A"

A. Property, plant and equipment (Except EPZ Project)

Amount in Taka

Particulars	Cost				Depreciation				Written Down Value as on 30.06.2021	Written Down Value as on 30.06.2020
	Balance as on 30.06.2020	Addition during the year	Disposal during the year	Balance as on 30.06.2021	Rate of Dep.	Balance as on 30.06.2020	Charged during the year	Disposal during the year		
Land and Land Development	200,659,864	200,659,864	-	200,659,864		-	-	-	-	200,659,864
Furniture & Fixture	8,785,512	8,785,512	-	8,988,964	10%	4,076,989	491,198	-	4,568,186	4,420,778
Office Equipment	56,143,503	56,143,503	-	56,143,503	15%	33,879,585	3,339,588	-	37,219,173	18,924,330
Electric Installation	5,711,155	5,711,155	-	5,711,155	18%	5,073,783	114,727	-	5,188,510	522,645
Telephone Installation	2,995,531	2,995,531	-	2,995,531	18%	2,947,025	8,731	-	2,955,756	39,775
Computer & Comp. Equipment	22,535,039	22,535,039	-	22,535,039	20%	19,376,160	631,776	-	20,007,936	2,527,103
Data Centre	217,439,335	217,439,335	-	239,091,116	20%	102,252,633	24,586,887	-	126,839,521	112,251,595
Fiber Optic Cable & Equipment	259,396,867	259,396,867	-	260,692,925	20%	117,148,664	28,585,044	-	145,733,708	114,959,217
Infrastructure & Backbone Equipments	969,403,091	969,403,091	-	1,342,977,618	18%	454,125,832	110,271,436	-	564,397,268	778,580,351
Motor Vehicle	23,384,154	23,384,154	-	23,384,154	20%	12,658,433	2,145,144	-	14,803,577	8,580,577
Office Decoration	68,401,957	68,401,957	-	76,520,457	15%	37,510,716	5,851,461	-	43,362,177	33,158,280
WiFi Equipment & Installation	182,495,916	182,495,916	-	182,495,916	20%	95,836,532	17,331,877	-	113,168,409	69,327,508
Sub-Total	2,017,351,925	2,017,351,925	-	2,422,196,243		884,886,350	193,357,869	-	1,078,244,220	1,343,952,024
										1,132,465,574

B. Property, plant and equipment (EPZ Project)

Particulars	Cost				Depreciation				Written Down Value as on 30.06.2021	Written Down Value as on 30.06.2020
	Balance as on 30.06.2020	Addition during the year	Disposal during the year	Balance as on 30.06.2021	Rate of Dep.	Balance as on 30.06.2020	Charged during the year	Disposal during the year		
Furniture & Fixture	473,134	-	-	473,134	10%	273,806	19,933	-	293,739	179,395
Office Equipment	1,446,128	-	-	1,446,128	15%	1,166,097	42,005	-	1,208,101	238,027
Computer & Comp. Equipment	728,750	-	-	728,750	20%	649,086	15,933	-	665,019	63,731
Infrastructure & Backbone Equipment	4,226,181	-	-	4,226,181	18%	3,009,221	219,053	-	3,228,274	997,907
Office Decoration	2,624,398	-	-	2,624,398	15%	1,780,042	126,653	-	1,906,695	717,703
Sub-Total	9,498,591	-	-	9,498,591		6,878,251	423,577	-	7,301,828	2,196,763
Total as at 30 June 2021	2,026,850,516	404,844,319	-	2,431,694,834		891,764,602	193,781,446	-	1,085,546,047	1,346,148,787
Total as at 30 June 2020	1,723,032,464	303,818,051	-	2,026,850,516		709,236,903	182,527,698	-	891,764,602	1,135,085,914
										1,013,795,561

Total Depreciation has been apportioned as following:

Dep: Except EPZ Project	Taka	Dep: EPZ Project	Taka
Cost of goods sold & services	163,443,368	Cost of goods sold & services	234,986
Operating expenses	29,914,502	Operating expenses	188,591
	193,357,869		423,577

Jul'20-Jun'21	Jul'19-Jun'20
163,678,353	148,254,786
30,103,093	34,272,912
193,781,446	182,527,698

aamra networks limited
Schedule of Intangible Assets

As at 30 June 2021

Annexure -"B"

Particulars	Amount in Taka						
	Cost	Amortization			Written Down Value as on 30.06.2021	Written Down Value as on 30.06.2020	
Balance as on 30.06.2020	Addition during the year	Balance as on 30.06.2021	Rate of Dep.	Balance as on 30.06.2020	Charge during the year	Balance as on 30.06.2021	
Computer Software	45,340,117	-	45,340,117	20%	34,261,856	2,215,652	36,477,508
Total as at 30 June 2021	45,340,117	-	45,340,117		34,261,856	2,215,652	36,477,508
Total as at 30 June 2020	45,340,117	-	45,340,117		31,492,291	2,769,565	34,261,856
							11,078,261
							13,847,826

Total Amortization has been charged as following:

Intangible assets	Amount in Taka	
	Jul'19-Jun'21	Jul'18-Jun'20
Cost of goods sold & services	2,215,652	2,769,565
	2,215,652	2,769,565

aamra networks limited
Schedule of Calculation of Deferred Tax Liability

As at 30 June 2021

Particular	Amount in Taka		
	Carrying Amount	Tax Base	Taxable/(De ductible) temporary differences
	Tk.	Tk.	Tk.
Relevant assets			
Property, plant & equipments (Taxable unit)	1,343,952,024	1,181,122,855	162,829,168
Property, plant & equipments (Non Taxable unit)	2,196,763	1,768,861	427,902
Intangible assets	8,862,609	20,667,596	(11,804,987)
Relevant liabilities			
Total temporary differences			151,452,083
Deferred tax liability @ 22.5%			34,076,719
Deferred tax asset @ 22.5%			-
Balance as on 01 July 2020			25,058,000
Movement during the year			9,018,719
Net deferred tax (asset)/ liability			34,076,719

aamra networks limited

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Email: aamranet.shareddept@aamra.com.bd

PROXY FORM

I/We.....
of being Member
of aamra networks limited and a, holder of
shares hereby appoint Mr./Ms.
as my/our proxy to vote for me/us and on my/our behalf at the **20th Annual General Meeting** of the company to
be held on **Tuesday December 28, 2021** at 10: 00 a.m. and any adjournment thereof.

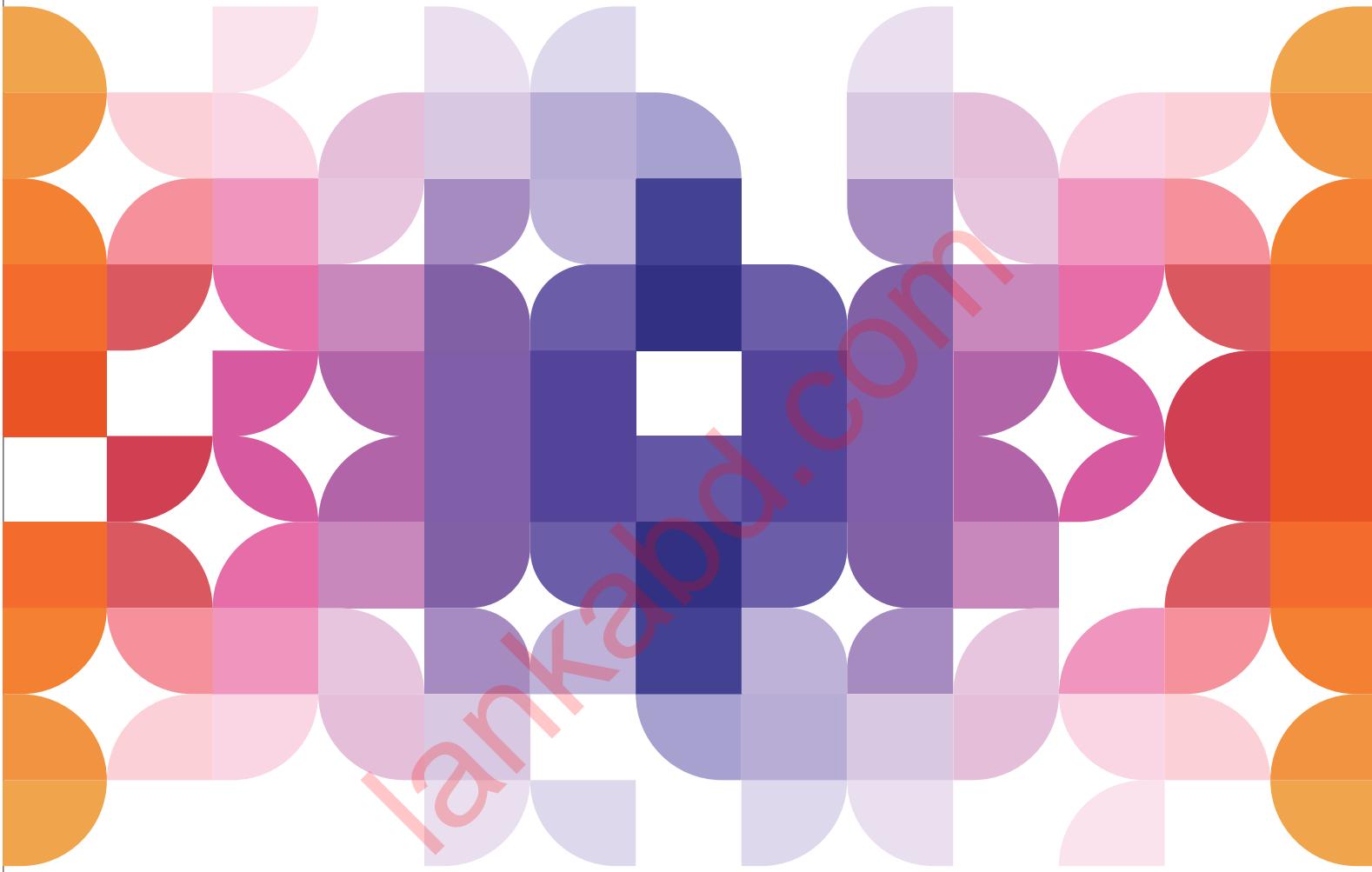
Signed this day of 2021. (Signature of the Proxy)

(Member) (Proxy)

BO A/C No.



- 1) This form of proxy, duly completed must be emailed/ deposited at least 48 hours before the meeting at the Company's corporate office. Proxy is invalid if not duly signed and stamped.
- 2) Signature of the shareholder should agree with the Specimen Signature registered with the Company and depository register.



aamra networks limited

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