

## **Bismillahir Rahmanir Rahim**

### **Directors' Report to Shareholders for the year ended on 30<sup>th</sup> June, 2022**

Dear esteemed shareholders,  
Assalamu Alaikum,

I am pleased to welcome you to the 45<sup>th</sup> Annual General Meeting of our company. This year we are holding our AGM through virtual platform. In term of section 184 of the Companies Act, 1994 and the Rule 12 and the schedule thereunder of the Bangladesh Securities and Exchange Rules, 1987, I am pleased to present, on behalf of the Board of Directors, the Report of the Directors on the activities of the company together with the Auditors' Report thereon for the year ended on 30<sup>th</sup> June, 2022 for your kind consideration and approval.

#### **GLOBAL AND NATIONAL ECONOMY**

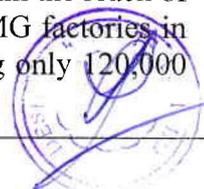
The global economy is experiencing a number of turbulent challenges. Inflation higher than seen in several decades, tightening financial conditions in most regions, Russia's invasion of Ukraine, appreciation of US dollar in most countries and the lingering COVID-19 pandemic all weigh heavily on the outlook. The war in Ukraine is leading to soaring prices and volatility in Garments Sector.

Global economic growth is projected to slow from 5.7 percent in 2021 to 2.9 percent in 2022 as per the World Bank's Global Economic Prospect, June 2022. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic. According to Bangladesh Bureau of Statistics (BBS), 6.94% GDP growth was achieved in 2020-21, and 7.25% is projected for 2021-22. Government has set 7.50% growth target for 2022-23 while World Bank has projected 6.40% growth for 2022, 6.70% for 2023 and 6.90% for 2024. The war in Ukraine has put pressure on global supply chain of raw materials. Most of the currencies have lost values against US dollar.

Bangladesh being an import dependent country, Bangladeshi Taka has also experienced devaluation and inflation has made a big impact on consumer purchasing power. We expect that with these the country will be able to address the difficult situation. The inauguration of Padma Bridge will bring revolutionary changes in the communication system in the South Asian regions as well as in the internal communication system due to its alignment in the Asian Highway.

#### **INDUSTRY OUTLOOK AND POSSIBLE FUTRUE DEVELOPMENT:**

Ready Made Garments Industry (RMGI) is the main stay of Bangladesh economy at present. This industry was born in Bangladesh during 1976-78 when late M. Noorul Quader, the founder Chairman and Managing Director of Desh Garments Limited when he signed contract with Daewoo Corporation of South Korea for providing technical and marketing collaboration for setting up of garments factory in Bangladesh. This was the first contract in the private sector of Bangladesh with any foreign company. Mr. Quader, under that contract got 128 young Bangladeshis including eleven young ladies adequately trained for 6 months in all aspects of garments making and its business at Daewoo's factory at Busan, South Korea. Thus he brought the technical knowhow of garments in Bangladesh and built up his factory at Kalurghat Heavy Industrial Area, Chattagram. The factory started operations from 1980, but were almost without work upto 1982 because of non-availability of raw materials as sufficient foreign currency for importing raw materials was not available. Mr. Quader using his personality and influence over civil administration had been able to introduce Back to Back Letter of Credit (BBLC) System for non-funded import of raw materials, and Customs Bonded Warehousing System (Duty Free Import) for storing and using of imported raw materials without payment of custom duty for two years. His these three contributions namely (i) making technical knowhow available, (ii) allowing non-funded opening of Back to Back Letter of Credit (BBLC) for procurement of raw materials, and (iii) allowing of Customs Bonded Warehouse Facilities drastically reduced the investment requirement for operating and setting up a garments industry bringing it within the reach of the entrepreneurs coming out from middle income families spawned the growth of RMG factories in Bangladesh starting from only one factory in 1980, the number rose to 383 employing only 120,000



workers and earning only US\$ 31.57 million during 1982-83 has grown into the highest export earner accounting for US\$ 42.61 billion in the year 2021-2022.

Data showed that readymade garments export in the year 2021-2022 grew by 35.47% from 31.46 billion in the year 2020-2021.

The export of woven garments, which is the main export item of Desh Garments Ltd., has been increased in this financial year by 141.87% from BDT 186.14 million to BDT 450.21 million. We have been able to make a slight margin in the business of BDT 0.34 million in the year 2021-2022. The company plans to expand its capacity to enhance turnover and profitability for coming years 2022-2023.

**CURRENCY RISK:**

The Company is exposed to foreign currency exchange rate fluctuation for its upcoming export of RMG products. Any major depreciation in foreign currency exchange rate will affect the company adversely; however, no exchange rate fluctuation risk is assumed by the company considering the past trend and current foreign exchange market condition.

**INTEREST RATE RISK:**

The company has no foreign currency loan in its balance sheet and hence, it's not exposed to any foreign currency interest rate risk. The company has taken local working capital loan at a reasonable interest rate as fixed by Bangladesh Bank.

**MARKET RISK:**

Market Risk refers to the risk of average market conditions affecting the sales and profitability of the company. Mostly, the risk arises from falling demand for the products or services which would harm the performance of the company. On the other hand, strong marketing team and branch management have been built up which would help the company increase its customer base.

**INSURANCE COVERAGE:**

The company has comprehensive Insurance Covering all risk in general.

**CHANGES IN GLOBAL POLICIES:**

The performance of the company has been increased after pandemic due the rebound of global economy.

**OPERATIONS:**

We have successfully completed another year of operation. As said earlier, total revenue of the company after pandemic has been increased by 141.87% from BDT 186.14 million to BDT 450.21 million.

Gross profit in percentage has been 10.48% (BDT 47.19 million) in the year 2021-2022 which is an improvement in operation as compared to last year's gross profit of 16.70% (BDT 31.08 million).

**Product-wise performances during the year 2021-22:**

Name of Product	Capacity	Net Output	Revenue (in million BDT)
		2021-22	2021-22
Woven Shirts	24 lac pcs with daily 10 hrs. work shirt	18.05	450.21



**FINANCIAL RESULT:**

Summarized comparative results for the years 2021-2022 and 2020-2021 are given below:

Figure in BDT	Yr- 2021-2022	Yr-2020-2021
Turnover	450,208,870	186,139,687
Cost of Goods Sold	(430,015,910)	(155,054,059)
Gross Profit	47,192,960	31,085,628
Operating Profit	28,219,788	13,001,445
Other Income	1,427,953	856,772
Net Profit Before Tax	3,270,363	4,114,320
Net Profit After Tax	344,998	3,004,566
Earnings Per Share (EPS)	0.05	0.40
Net Assets Value (NAV)	19.45	19.70
Face Value of Share	10.00	10.00
Net Operating Cash Flows per Share	(12.41)	(0.39)

**Board Meeting and Attendance:**

Eight(8) board meetings were held during the year 2021-2022. The attendance record of the directors is as follows:

Name of Directors	Position	No. of Meetings	Attended
Mrs. Rokeya Quader	Chairman	08	08
Mr. Omar Quader Khan	Managing Director	08	08
Ms. Vidiya Amrit Khan	Deputy Managing Director	08	08
Mr. Sajed Ahammad Sami	Independent Director	08	08
Mr. Abdul-Muyeed Chowdhury	Independent Director	08	06

**Status of Shareholding**

The Pattern of shareholding as on 30.06.2022 are as follows:

Sl. No.	Name-wise details	No. of Shareholding	Percentage %	Remarks
	Parent/Subsidiary/Associate Company			
i)	<b>Directors, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children:</b>			
	<b>Directors:</b>			
	Mrs. Rokeya Quader	548,834	7.28	
	Mr. Omar Quader Khan	2,622,441	34.80	
	Ms. Vidiya Amrit Khan	966,694	12.829	
	Mr. Sajed Ahammad Sami	-		Independent Director
	Mr. Abdul-Muyeed Chowdhury	-		Independent Director
	Company Secretary (CS)	-	-	
	Chief Financial Officer (CFO)	-	-	
	Head of Internal Audit (HIA)	-	-	



**ii) Executives (Top five salaried persons)  
other than CEO, CS, CFO, HIA)**

Mr. Ronnie James Serasinghee	-	-
Mr. Md. Zafrul EnayetUllah	-	-
Mr. Mohammed Nowsharat Shah	-	-
Mr. Imam Hossain	-	-
Mr. Mohammad Kamal Hossain	-	-

**Shareholders holding 10% or more voting right**

Sl. No.	Name of shareholders	No. of Shareholding	Percentage %
1.	Mr. Omar Quader Khan	2,622,441	34.80
2.	Ms. Vidiya Amrit Khan	966,694	12.829

The Directors also report that-

The financial statements of the company presented here reflect true and fair view of the company's state of affairs, result of its operations, cash flows, and changes in equity.

Proper Books of Accounts as required by the law have been maintained. Appropriate accounting policies have been followed in formulating the financial statements and the accounting estimates were reasonable and prudent. The financial statements were prepared in accordance with International Accounting Standard (IAS) as applicable in Bangladesh. The internal control system is sound in design and it's effectively implemented and monitored. There are no significant doubts upon the company's ability to continue as a going concern.

**REVALUATION OF ASSETS:**

The cost valuation of the assets of the company was calculated on the basis of actual costs incurred during 1978 to 1980. Since then the average price levels of the company assets had increased substantially. In order to find the real asset value of the company, the lands, factory building, electrical installation, and road, bridges, and fencing were revalued during 1994-95 and the balance sheet was reconstructed on that basis of the asset revaluation resulting in appreciation of the lands factory building, and electrical installation and depreciation of road, bridges, and fencing. As mentioned earlier, we have started charging depreciating on the revalued surplus amount from 2017-2018 financial year.

**FIXED ASSET REGISTER:**

Fixed asset ledger was maintained properly throughout the year. Beside this, a fixed asset register is being maintained currently mentioning the code, location, and quantity of the company property, plant, and equipment.

**WORKERS' PROFIT PARTICIPATION & WELFARE FUND:**

Workers' Profit Participation & Welfare Fund is created regularly. Company paid amount of Tk.620,350.00 and relevant supporting documents maintained properly. Worker Profit Participation & Welfare Fund during the financial year, but did not contribute any fund to the Bangladesh Workers' Welfare Foundation which is to be done accordingly from coming years.

**DIVIDEND PAYABLE:**

Dividend payable under sponsor's portion appearing in the books of accounts since long. Directors decided not to withdraw the dividend payable to them till improvement of financial position of the company so that normal business activities remain uninterrupted with required cash flow.



### **CASH AND BANK BALANCE:**

Some bank accounts are inactive and thus have become dormant. There has been no transaction in those bank accounts during the period. Application for closing those banks statements were made to the banks and received after finalizing the audit report.

### **EXTRA-ORDINARY GAIN OR LOSS**

As per IAS 1: Presentation of Financial Statements, no item of income and expenses are to be presented as extra-ordinary gain or loss in the financial statements. Accordingly, no extra-ordinary gain or loss has been recognized in the financial statements.

### **UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES AND/OR THROUGH ANY OTHER INSTRUMENTS**

During the period there was no such event of raising fund from public issue.

### **SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS**

No significant variations have occurred between quarterly and final financial results of the company during the year under report.

### **FAIR PRESENTATION OF STATE OF AFFAIRS AND COMPLIANCE OF ACCOUNTING POLICIES, STANDARDS ETC.**

The members of the Board, in accordance with the Bangladesh Securities and Exchange Commission's Notification no: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018, are pleased to make the following declarations in their report:

- i) The financial statements prepared by the management of Desh Garments Limited present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- ii) Proper books of account of the company have been maintained.
- iii) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- iv) International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS) as applicable in Bangladesh have been followed in preparation of the financial statements.
- v) The system of internal control is sound in design and has been effectively implemented and monitored.
- vi) Minority shareholders have been duly protected as have effective means of redress.
- vii) There is no significant doubt upon the company's ability to continue as a going concern.
- viii) Significant deviations from last year in operating results of the Company are highlighted and the reasons have been explained in Operation and Financial Results section.



### **LAST FIVE YEARS KEY OPERATING AND FINANCIAL DATA**

Directors are pleased to present the Key Operating and Financial Data for the 5(five) years Annual Report.

### **THE CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF THE CORPORATE GOVERNANCE CODE**

As per the Corporate Governance Code prescribed by the BSEC, the report and compliance certificate of conditions of the Corporate Governance Code has been annexed in Annual Report.

### **DIVIDEND:**

The Profit after Tax earned during the financial year under the report is BDT 344,998.00. Considering the retained earnings, the directors, recommended 10% stock dividend to General Shareholders subject to consent of the BSEC. The Board of Directors did not declare Bonus shares or Stock dividend as interim dividend.

### **DIRECTOR'S REMUNERATION:**

The Company did not pay any remuneration to the Directors and also Managing Director during the year under the report. Only Independent Directors are given allowance of BDT 5,000.00 per meeting.

### **RETIREMENT OF DIRECTOR BY ROTATION:**

Ms. Vidiya Amrit Khan has retired by rotation as per Article 122 of the Articles of Association of the Company according to her being eligible and seek for re-election as per Article 124.

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

Management Discussion and Analysis has been highlighted in the Directors Report and Financial Data.

### **APPOINTMENT OF AUDITORS:**

M/s. MABS & J Partners, Chartered Accountants retire at this Annual General Meeting and M/s. MABS & J Partners, Chartered Accountants have expressed their willingness as per their offer letter No.D-3/MABSJ(B)/2021-22/1242 dated 30 October 2022 to be the Financial Auditors for the year 2022-2023. The Auditors are required to be appointed at this Annual General Meeting and their remuneration for the year ended 30<sup>th</sup> June, 2023 is to be fixed accordingly.

### **APPOINTMENT OF COMPLIANCE AUDITORS:**

Mr. B.M. Nurul Azim of M/s. B.M. Nurul Azim & Co., Chartered Accountants has expired on 18.04.2022. Jasmin & Associates, Chartered Secretaries appointed in place of M/s. B.M. Nurul Azim & Co., Chartered Accountants by the Board of Directors.



**Related Party Disclosure:**

Since the company does not have any compensation/benefit policy other than labor law defined benefit for the key management personnel. Below is the company's key personnel and the disclosure of benefit.

Sl.	Name	Position	Short term employee benefit	Long term employee benefit	Other Long term benefit	Termination benefit	Share based payment
1	Mr. Md. Mizanur Rashid (left on 30.10.2022)	Chief Financial Officer	No	No	No	No	No
2	Dr. K. Moulic	Company Secretary	No	No	No	No	No
3	Mr. Nazmul Huda Mullick	Head of Internal Audit	No	No	No	No	No
4	Mr. Ronnie James Serasinghee	Chief Operating Officer	No	No	No	No	No
5	Mr. Md. ZafrulEnayetUllah	DGM, Commercial	No	No	No	No	No
6	Mr. Mohammed Nowsharat Shah	AGM, Merchandising & Marketing	No	No	No	No	No
7	Mr. Imam Hossain	Merchandising & Marketing	No	No	No	No	No

**MANAGEMENT APPRECIATION:**

The Management takes this opportunity to thank all the shareholders, well-wishers, banks, and business associates for their sincere co-operation and understanding.

The Management also thanks the workers, staff, and officers of the company for their hard work and sincere efforts rendered which enabled the company to achieve a substantial growth during the reporting year.

The status of compliance as required in pursuance of notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated August 07, 2012 as latest amended by notification No.BSEC/CMRRCD/2006-158/207/Admin/80 dated June03, 2018 of Bangladesh Securities and Exchange Commission is given in Annexure-02 and the audit committee report for the year 2020-2021 is also enclosed vide Annexure-03. The company has already form remuneration committee as per latest BSEC Corporate Governance Guidelines the Committee has started working on total activities, policy during the financial year, annual report.

Thanking you,



**Rokeya Quader**

Chairman

Dated :30/10/2022

