



FAS Finance & Investment Limited

www.fasbd.com

Annual Report 2023



Letter of Transmittal

**All Shareholders
Bangladesh Bank
Registrar of Joint Stock Companies & Firms
Bangladesh Securities & Exchange Commission
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.**

Subject: Annual Report for the year ended 31 December 2023

Dear Sir,

We are pleased to enclose a copy of the Annual Report together with the Audited Financial Statements including Balance Sheet as at December 31, 2023, Profit and Loss Account, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date along with notes thereon for your kind information and record.

Thank you.

Sincerely yours,



Md. Ayinuddin, FCS
Company Secretary



Notice of the 27th Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting (AGM) of the shareholders of FAS Finance & Investment Limited will be held on Tuesday, December 24, 2024 at 11.00 a.m. through Hybrid System in combination of both online and physical presence <https://fasfin27thagm.hybridagmbd.net> at RAOWA Complex, VIP Road, Mohakhali, Dhaka-1206 to transact the following businesses:

AGENDA

1. To receive and adopt the Directors' Report, Auditors' Report and Audited Financial Statements of the Company for the year ended December 31, 2023;
2. To declare Dividend for the year ended December 31, 2023;
3. To elect/re-elect Directors;
4. To appoint the Statutory Auditors till next Annual General Meeting for auditing the Financial Statements for the year ended December 31, 2024 and to fix their remuneration;
5. To appoint the Auditors for auditing Corporate Governance for the year ended December 31, 2024 and to fix their remuneration;

By order of the Board

A handwritten signature in black ink, appearing to read 'Ayinuddin'.

Md. Ayinuddin FCS
Company Secretary

Dated: December 02, 2024

Notes:

- I. December 01, 2024 is the 'Record Date' to determine the Shareholders' entitlement to the dividend and their eligibility to attend and vote at the meeting.
- II. The Board of Directors recommended 'No Dividend' for the year ended December 31, 2023.
- III. A member entitled to attend and vote in the General Meeting is also entitled to appoint a proxy to join the meeting and vote on his/her behalf. The proxy form duly completed, must be affixed with a revenue stamp of TK.100/- and to be deposited at the Registered Office of the Company not later than 72 hours before the meeting.
- IV. Link for joining the Annual General Meeting through Online Platform and detail login process will be notified to the Shareholders through mobile SMS and e-mail. Full login/participation process for the online Platform Meeting will also be available in the Company's official website: www.fasbd.com
- V. Pursuant to the BSEC notification, the soft copy of the Annual Report 2023 is being sent to the e-mail addresses of the shareholders available in the BO account maintained with the Depository. The Annual Report 2023 is also available in the Website of the Company at www.fasbd.com

N.B: Members may please note that no gift or benefits in cash or kind shall be given at the AGM as per BSEC's notification dated 24 October 2013.



Growth & Sustainability

FAS Finance & Investment Limited has been working together to bring its growth & sustainability for more than a decade to make powerful the industry and national economy. During the last decade, we have observed a remarkable upsurge of concern about the sustainability of economic development over the long run. As a result considerable effort has been invested in the design of an analytical framework that can be used to think about policies that promote sustainable growth. Sustainable growth is the realistically attainable growth that a company could maintain without running into problems. A business that grows too quickly may find it difficult to fund the growth. FFIL built a strong dynamic leadership to face the challenges and ensuring growth & sustainability by the way of profit maximization and moving together to achieve the company's vision.

Passage of FAS Finance & Investment Limited

FAS Finance & Investment Limited (FFIL) is a registered Public Limited Company established in 1997 under the Companies Act, 1994. Primarily, the company received license from Bangladesh Securities & Exchange Commission (BSEC) to act as a Merchant Bank in 1998. Subsequently the FFIL obtained license from Bangladesh Bank in 2001 as a first generation Non-Banking Financial Institution (NBFI) under the Financial Institutions Act, 1993 with the belief of innovation, integration in financial services and creation of best value to the Shareholders. FFIL is sponsored by a group of renowned & dedicated Bangladeshi industrialists and businessmen with the initial paid up capital of Tk. 21.34 million against Authorized Capital of Tk. 500 million. At present the paid up capital stands at Tk. 1490.77 million against Authorized Capital of Tk. 2100 million.

FFIL has been progressively growing over 19 years by providing prompt and high quality services to diverse group of customers within its territory. FFIL is dedicated to broaden the depth and width of its services while maintaining high asset quality. Incessant development and providing financial solutions in Industrial Finance, Transport Finance, Home Loan, SME Finance, Corporate Finance, and other potential sectors are the significant concern of FFIL since its inception. As a part of endeavors to capitalize the competitive advantages through widening the financial services, FFIL also offers factoring loan against receivables, finance to women entrepreneurs, green financing as well as lucrative deposit schemes.

FFIL is a publicly traded Company listed with Dhaka & Chittagong Stock Exchanges, and regulated by Bangladesh Securities and Exchange Commission FFIL maintains the Investor Relations Department to meet up the shareholders' complaints (if any) regarding any inconvenience. In addition to part of Money Market, FFIL is also involved with capital market through its subsidiary as "FAS Capital Management Limited" of the Country. FAS Capital Management Limited, a wholly owned subsidiary Company of FAS Finance & Investment Limited, was incorporated as Private Limited Company in Bangladesh in 2010 under the Companies Act, 1994 and received license from Bangladesh Securities and Exchange Commission in 2012. FAS Capital Management Limited provides issue management, portfolio management, and other allied services with advisory support to the investors as and when required, even any uncalled situation.

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Business Philosophy

FFIL's business philosophy outlines our Vision, Mission and Strategy along with our Guiding Principles and expectations of leaders. It outlines in a simple way who we are, what we stand for and how we get things done. It's easy for employees to understand and incorporate in their day-to-day work.

Our Vision

To become a premier financial institution for providing innovative and credible financial products & services for every community of our country.

Our Mission

1. To inspire & enable customers for making healthy business relationships of mutual benefit and create customers' loyalty, shareholders' value and employees' satisfaction.
2. To strengthen capital base and to secure a sustainable business growth on long term basis.
3. To maintain strong risk management & compliance, high underwriting standards and internal control using best banking practices, including timely recovery of all loans.
4. To contribute to the development of our community by providing wide variety of financial products, services and solutions with special emphasis to CMSME.
5. To introduce and maintain state of the art technology for enhancing digitalization, further tailoring of financial services ensuring quick delivery of customers' need.

Our Objectives

1. Raising of Capital base of Tk. 500 crore in long term (phase by phase) from multiple sources through issuance of bonds/right shares etc. jointly by Treasury and Accounts departments under the guidance of company secretariat.
2. Launching new & customized products and services (for deposit, credit & others) by Treasury/Credit department and promoting it in co-ordination with corporate branding department.
3. Expansion of credit & investment portfolio comprising of a balanced mix of quality credit/investment by Tk. 1000 crore in long term with special focus on CMSME sector with a view to increasing profitability of the company led by credit department.
4. Deposit being considered as the blood stream of any financial institution, extensive promotional campaign & marketing drive to be given by all departments led by top management to increase the deposit to Tk. 2000 crore within next 5-7 years.
5. Following comprehensive recovery guidelines by Special Asset Management department, to facilitate systematic & timely recovery of all kinds of loan in order to arrest from non-performing as well as to bring that to below 10% within 2029.

Core Values

For our Customers:

- To provide the most courteous and efficient service in every aspect of its business.
- To be innovative in the development of new products and Services.

For our Employee:

- By promoting their well-being through attractive remuneration and fringe benefits.
- By promoting good staff morale through proper staff training and development and provision of opportunities for career development.

For our Shareholders:

- By forging ahead and consolidating its position as a stable and progressive financial institution.
- By generating profits and fair return on their investment.

For our Community:

- By assuming our role as a socially responsible corporate citizen in a tangible manner.
- By adhering closely to national policies and objectives thereby contributing towards the progress of the nation.
- By upholding ethical values and best practices constantly seeking to improve performance by aligning our goals with stakeholders' expectations.

CORPORATE DIRECTORY

Registered Name of the Company	: FAS Finance & Investment Limited
Company Registration Number	: C-32457
Bangladesh Bank License	: FID(L)/27(1)/2001
Legal Form	: Incorporated in 1997 with RJSCB as a Public Limited Company under the Companies Act. 1994 and issuer listed by securities with Dhaka Stock Exchange & Chittagong Stock Exchange.
Corporate Head Office	: Suvastu Imam Square (4th & 5th Floor), 65, Gulshan Avenue, Gulshan-1, Dhaka-1212, Phone : +88 -02-58815841, FAX : +88 02 9860531
Company E-mail	: info@fasbd.com
Company Website	: www.fasbd.com
Chattogram Branch	: Aktaruzzaman Centre, (9th floor), 21/22, Agrabad Commercial Area Chattogram-4100, E-mail: Chattogram@fasbd.com
Sylhet Branch	: Feroz Centre (4th Floor), Chouhatta, Sylhet Sadar, Sylhet-3100, E-mail: sylhet@fasbd.com
Narsingdi Branch	: Index Plaza (Basement Floor), Station Road Bowakur, Narsingdi. E-mail: narsingdi@fasbd.com
Managing Director (CC)	: Mr. A. F. Sahbbir Ahmad
Chief Financial Officer	: Mr. Foize Ahmed (Current Charge)
Company Secretary	: Md. Ayinuddin, FCS
Accounting Year End	: 31 December
Authorized Capital	: Tk. 2,100,000,000/-
Paid-up Capital	: Tk. 1,490,773,640/-
No. of Employee	: 38
Auditors (For Financial Statements)	: K.M. ALAM & CO. Chartered Accountants 46 Mohakhali C/A (12th floor), Dhaka-1212.
Auditors (For CG Guidelines Compliances)	: Saiful Enayets Associates Cost & Management Accountants House # 53, Road # 03, Sector # 3, Uttara, Dhaka-1230, Bangladesh, Phone; +880255087069, Cell:+8801911-753415 01716446036, Email: saifur.sea@gmail.com web:www.saifurenayet.com
TIN	: 142726239751
VAT Registration No.	: 000467229
Trade License No.	: 03-027573

Principal Bankers	: Al-Arafah Islami Bank Ltd. Bank Asia Ltd. BASIC Bank Ltd. Dhaka Bank Ltd. Dutch Bangla Bank Ltd. Mercantile Bank Ltd. Midland Bank Ltd. Mutual Trust Bank Ltd. NCC Bank Ltd. NRB Bank Ltd. NRB Commercial Bank Ltd Prime Bank Ltd. Social Islami Bank Ltd. South Bangla Agriculture & Commerce Bank Ltd. State Bank of India The Premier Bank Ltd. Uttara Bank Ltd. Woori Bank
Stock Brokers	: Khwaja Equity Services Limited Stock & Bond Limited KHB Securities Limited International Leasing Securities Limited Be Rich Limited
Memberships	: Bangladesh Leasing & Finance Companies Association (BLFCA) Bangladesh Association of Publicly Listed Companies (BAPLC) The Institute of Bankers, Bangladesh (IBB)

Historical Record of Dividend Payments

Sl. No	Shareholding position of the Company	No. of Shares	Balance	Paid up capital in Tk.
1	Initial Subscription	1,500,200	1,500,200	150,020,000
2	Right Share	850,000	2,350,200	235,020,000
3	10% Bonus Share for the year 2006	150,020	2,500,220	250,022,000
4	Issuing IPO 2007	1,406,350	3,906,570	390,657,000
5	12% Cash for the year 2008	3,906,570	3,906,570	390,657,000
6	15% Bonus Share for the year 2009	585,985	4,492,555	44,925,550
7	15% Bonus Share for the year 2010 (Split of share @Tk. 100 to Tk.10)	6,738,830	51,664,380	516,643,800
8	5% Bonus Share for the year 2011	2,583,219	54,247,599	542,475,990
9	5% Bonus Share for the year 2012	3,254,855	57,502,454	575,024,550
10	Right Share and 5.20% Cash for the year 2013	54,247,599	111,750,053	1,117,500,530
11	10% Cash for the year 2014	111,750,053	111,750,053	1,117,500,530
12	10% Bonus Share for the year 2015	11,175,005	122,925,058	1,229,250,580
13	5% Bonus Share for the year 2016	6,146,253	129,071,311	1,290,713,110
14	10% Bonus Share for the year 2017	12,907,131	141,978,442	1,419,784,420
15	5% Bonus Share for the year 2018	7,098,922	149,077,364	1,490,773,640

Sector Wise Investment

Taka in million

Sl. No	Sector Wise Investment	Investment in 2023	% in 2022
1	Trade and Commerce	856.68	46.81
2	Garments & Accessories	54.14	2.96
3	Textile	23.46	1.28
4	Food & Beverage	0.69	0.04
5	Jute & Jute Products	2.31	0.13
6	Plastic Rubber Industries	0.25	0.01
7	Leather and Leather products	0.87	0.05
8	Iron, Steel & Engineering	0	-
9	Chemicals & Pharmaceuticals	154.98	8.47
10	Paper, Printing & Packaging	12.98	0.71
11	Ship Manufacturing Industry	27.18	1.49
12	Electronics & Electrical	8.37	0.46
13	Power, Gas, Water & Sanitary Services	6.66	0.36
14	Transport & Aviation	162.57	8.88
15	Others	15.45	0.84
16	Agriculture	24.72	1.35
17	Home loan	221.64	12.11
18	Merchant Banking	255.82	13.98
19	Services	0.09	0.00
20	Consumer Finance	1.22	0.07
Total		1830.09	100.00

Financial Highlights as required by Bangladesh Bank

Sl. No	Particulars		Taka in Million	
			31-Dec-2023	31-Dec-2022
1	Paid up capital	Taka in Million	1,490.77	1,490.77
2	Total capital	Taka in Million	(14,041.97)	(11,361.52)
3	Capital surplus/deficit	Taka in Million	(15,041.97)	(12,361.52)
4	Total assets	Taka in Million	20753.99	20,827.32
5	Total deposits	Taka in Million	1,1400.15	10,173.01
6	Total loans, advances and leases	Taka in Million	18,300.09	18,403.52
7	Credit deposit ratio	%	160.53	180.91
8	Percentage of classified loans, advances and leases	%	99.79	99.51
9	Profit after tax and provision	Taka in Million	(2,664.63)	(6,322.50)
10	Classified loans, advances and leases during the year	Taka in Million	18,263.32	18,313.30
11	Provisions kept against classified loans	Taka in Million	6,755.91	5,812.31
12	Provision surplus/deficit	Taka	6,000.00	6,960.00
13	Cost of fund	%	9.08	11.01
14	Interest earning assets	Taka in Million	19,887.40	19,972.19
15	Non-interest earning assets	Taka in Million	866.59	855.12
16	Return on investment (ROI)	%	(14.50)	(37.77)
17	Return on asset (ROA)	%	(12.82)	(31.93)
18	Income from investment	Taka in Million	17.98	0.28
19	Earnings per share	Taka	(17.87)	(42.41)
20	Net income per share	Taka	(17.87)	(42.41)
21	Net Assets Value per share (NAV)	Taka	(93.71)	(75.72)

Five Years Financial Summary

Taka in Million

Operating Year	2023	2022	2021	2020	2019
Total Assets	20,753.99	2,087.32	21,739.89	21,534.41	20,270.24
Total Liability	34,724.29	32,115.17	26,027.17	23,228.37	19,932.47
Financial Liabilities	20,385.59	18,478.73	17,442.17	16,395.77	15,703.49
Investment Portfolio	18,300.85	18,403.52	19,279.29	19,190.80	17,928.10
Term Deposit Balance	11,400.15	10,173.01	9,550.45	9,089.51	8,943.85
Operating Income	(1,372.20)	(1,553.72)	(1,447.45)	(1,604.22)	(251.21)
Operating Expenses	79.46	1,310.03	103.28	121.60	130.39
Financial Expenses	1,490.90	1,665.73	1,770.68	1,825.52	1,974.15
Profit Before Tax	(2,655.56)	(6,317.71)	(2,594.41)	(2,028.41)	(1,457.67)
Net Profit After Tax	(2,664.63)	(6,322.50)	(2,593.89)	(2,031.73)	(1,464.73)
Debt to Equity (times)	(2.48)	(2.85)	(16.47)	(11.69)	109.58
Financial Expenses Coverage (Times)	(0.97)	(1.72)	0.18	(1.11)	(0.74)
ROA (%)	(12.84)	(29.71)	(12.02)	(9.72)	(7.50)
Earnings Per Share (Tk.)	(17.87)	(42.41)	(17.40)	13.63	(9.83)
Dividend Per Share (%)	-	-	-	-	5
P/E Ratio (Times)	(0.32)	(0.14)	(0.40)	(0.51)	(0.68)
Dividend Yield (%)	-	-	-	-	0.62
Dividend Payout Ratio (%)	-	-	-	-	(29.41)
No. of Shares	149.08	149.08	149.08	149.08	149.08
Year End Market Price Per Share (Tk.)	5.40	5.80	7.00	6.60	6.70
NAV Per Share (Tk.)	(93.71)	(75.72)	(28.76)	(11.36)	2.27
Shareholders' Equity	(13,970.30)	(11,287.85)	(4,287.28)	(1,693.96)	337.77

Message from the Chairman



Dear Shareholders,

Assalamu Alaikum

Please accept our heartfelt felicitations at the 27th Annual General Meeting of FAS Finance Investment Limited. It is an honor to present the Annual Report for the financial year ending on 31 December 2023, along with the Auditors' Report.

On behalf of the new board my message for the ill-fated shareholders is:

The new board and the management, in unison, is working honestly and sincerely to seal further spillage, desired revival and rebound of the company. At the backdrop of the changed scenario, we have been offered with the hope to work in safeguarding and furthering the interest of the shareholders.

Let us keep our fingers crossed and help the company towards a bright future.

Ameen.

A handwritten signature in black ink, appearing to read 'Anwar'.

Maj Gen Md Anwarul Islam (Retd)
Chairman

Corporate Governance

Brief Profile of the Directors
Committees of Board of Directors
Management Committees
Directors' Report
Audit Committee Report
Statement on Internal Control
CEO and CFO's Declaration
Disclosures under Pillar-III Market Discipline
Statement on Corporate Governance
Certificate on Compliance of Conditions of Corporate Governance Guidelines to the Shareholders of FAS Finance and Investment Limited
Report on Compliance of BSEC's Notification on Corporate Governance
Statement of Compliance with Good Governance Guideline Issued by Bangladesh Bank
Compliance of Meeting & Remuneration
Shareholder's Information as on December 31, 2023

BRIEF PROFILE OF THE DIRECTORS



Mr. Mohammed Nurul Amin
Independent Director & Chairman
Till on 31 May 2024

Mr. Mohammed Nurul Amin joined FAS Finance & Investment Limited (FFIL) as Independent Director & Chairman on May 31, 2021. In his 41 years of experiences in Banking, Mr. Amin took the responsibility of Managing Director & CEO of Meghna Bank Ltd. in June 2014 & served up to November, 2017 and he is former Managing Director & CEO for 09 (nine) years at NCC Bank Ltd. He started his career in Janata Bank Ltd. as Senior Officer in 1977 and in 1983, he joined National Bank Ltd., first Private Bank in the country. Mr. Amin obtained his Honours and Master's degree in Economics in 1973 and 1974 respectively from University of Dhaka. Besides, he received higher education and different trainings on Banking from home and abroad. He was the Chairman of Association of Bankers' Bangladesh (ABB), Primary Dealers' Bangladesh Ltd. (PDBL) and Bangladesh Foreign Exchange Dealers' Association (BAFEDA). He is the only CEO of Banks who held the position of Chairman of these 03(three) organizations. He was a Senate Member of University of Dhaka from 2010 to 2013. Presently, he is a fellow of Institute of Bankers, Bangladesh (IBB).

Mr. Amin is associated with various social activities including Rotary International & Bangladesh Red Crescent Society. Mr. Amin was born in 1954 and hails from Laxmipur.

Mr. Md. Salim
Independent Director
Till on 31 May 2024

Mr. Md. Salim is appointed as an Independent Director of FAS Finance & Investment Limited by Bangladesh Securities & Exchange Commission (BSEC). He is nominated Director and Chairman of FAS Capital Management Ltd (A full-fledged Merchant Bank). He is also appointed as Independent Director of Alhaj Textile Mills Ltd. by Bangladesh Securities & Exchange Commission (BSEC). He has completed B.Com (Hon's) Finance in 1993 and M.Com Banking in 1995 from University of Dhaka. He is also Gold Medalist for his academic excellence. He has 15 years teaching experience from University of Dhaka, under Banking & Insurance Department. He has also 5 years teaching experience from Jagannath University, under Management Information and Accounting System Department. He has also completed professional degree Banking Diploma (Part I & II). He has written many articles on Banking in nationally and internationally reputed Journals and publications. He has 20 years banking experience also. Lastly, he was Deputy Managing Director (DMD) of a State-Owned Bank. Currently, he is pursuing Doctorate of Business Administration, under Business Faculty University of Dhaka and also Mr. Salim is serving as a Senior Faculty Member of Bangladesh Academy for Securities Markets (Academic Wing of BSEC).





Professor Dr. Muhammad Saifuddin Khan

Independent Director
Till on 31 May 2024

Professor Dr. Muhammad Saifuddin Khan joined as an Independent Director of FAS Finance & Investment Limited on May 31, 2021. Currently, Professor Khan is working as a Professor in the Department of Finance, University of Dhaka, Bangladesh. During his long & esteemed 18 years teaching career he taught at the University of Dhaka, Bangladesh; University of Sydney, Australia; University of Technology Sydney, Australia, and University of Western Sydney, Australia. His teaching areas are Corporate Finance, Financial Management, Portfolio Management, Investment Analysis, Financial Markets & Institutions, Commercial Bank Management, Management of Financial Institutions, Financial Statement & Analysis and Valuation, etc. His research interest focuses on Financial Institutions, Banking Regulation, Corporate Finance, Capital Markets, and Corporate Governance.

Professor Khan started his career in Premier Bank Ltd. as Management Trainee Officer in 2004 after that Professor Khan joined as a Lecturer in the Department of Finance, University of Dhaka in 2006.

So far, Professor Khan has 17 research articles published in peer-reviewed national and international indexed journals. He has received many national & international awards, scholarships, and research grants. Professor Khan worked as Placement Director and Student Adviser at the Department of Finance, University of Dhaka. Professor Khan is currently working as an Independent Director of Dhaka Regency Hotel & Resort Ltd. appointed by the High Court Division, Supreme Court of Bangladesh and also, Professor Khan is working as Independent Director of Al-haj Textile Mills Ltd. and Bangladesh Welding Electrodes Ltd. appointed by the Bangladesh Securities and Exchange Commission.

Professor Khan completed his B.B.A. & M.B.A. in Finance from the Department of Finance, University of Dhaka. He completed Master of Commerce in Finance from the University of Melbourne, Australia. Later on, Professor Khan earned his Ph.D. in Finance from the University of Technology Sydney, Australia. He is also an Ad hoc Reviewer for Journal of Financial Stability, Review of Accounting Studies, Managerial Finance, North American Journal of Economics and Finance, and Journal of Banking & Financial Services. Professor Khan is an Editorial Board Member of the International Journal of Accounting & Finance Review and the Indian Journal of Finance and Banking.



Dr. Syed Abdulla Al Mamun, FCMA, CSRS

Independent Director
Till on 31 May 2024

Dr. Syed Abdulla Al Mamun FCMA CSRS joined FAS Finance and Investment Limited as Independent Director on May 31, 2021. Dr. Mamun is currently working as Chief Executive Officer (CEO) of The Bangladesh Rating Agency Limited (a subsidiary of Dun & Bradstreet SAME). He is also the Independent Director, and Chairman of Audit & Finance Committee of Board of Director, North-West Power Generation Company Limited.

Dr. Mamun earned his PhD in Finance from School of Management, Asian Institute of Technology (AIT), Thailand. He completed BBA (Accounting) and MBA (Strategic Management Accounting) from Department of Accounting and Information Systems, University of Dhaka. Dr. Mamun is a certified professional Cost & Management Accountant (CMA) and Fellow member (FCMA) of Institute of Cost & Management

Accountants of Bangladesh (ICMAB), a statutory professional accounting body in Bangladesh, and also a Certified Sustainable Reporting Specialist (CSRS), Institute of Certified Sustainability Practitioners (ICSP), Indonesia.

As an inquisitive finance professional, he has more than 15 years of professional experience in Business Strategy, Financial Analysis, Industry Analysis and Business Research Areas. Earlier, he worked in Credit Rating information and Services Limited (CRISL) more than a decade with multiple roles including Deputy CEO, industry analyst, member of rating committee and Director of CRISL School of Finance. In addition, he worked as consultant of different projects including International Financial Corporation (IFC), World Bank, Japan International Cooperation Agency (JICA), SNV Netherland, UNCDF. Dr. Mamun also teaches Finance & Accounting Courses in different reputed local and international institutions including Asian Institute of Technology (AIT), Thailand; Indian Institute of Management (IIM) Amritsar as Visiting Professor; University of Utara Malaysia (UUM), Malaysia; Institute of Business Administration (IBA) University of Dhaka; North South University (NSU); Brac Business School and Islami Bank Training & Research Academy of Islami Bank Bangladesh Limited (IBBL).

His research-interest focuses on Corporate Governance, Strategic Finance, Fintech, Intellectual Capital, Family Business, Business Strategy, Special Economic Zone and Sustainability. He has more than 35 research articles published in peer reviewed national and international journals. His book titled "Internal Corporate Governance in an Emerging Economy: Impact on the Performance of Financial Institutions in Bangladesh" published from Germany.

Dr. Mamun is also engaged in professional community leadership and currently the Councilor and Vice Chairman of Dhaka Branch Council (DBC) of ICMAB, a statutory professional accounting Institution in Bangladesh under ministry of Commerce. He is also Life Member Alumni of Dhaka University Accounting Alumni and Bangladesh Accounting Association (BAA).



Brigadier General Abu Sayeed Mohammad Ali (Retd.)

Independent Director
Till on 31 May 2024

Mr. Abu Sayeed Mohammad Ali has joined at FAS Finance & Investment Ltd. as Independent Director on May 31, 2021. In his long 33 years of service in Bangladesh Army, Mr. Ali held leadership position at various level both at national and multinational environment, Staff and Instructional assignments including head of institutions. Having experience of over 18 years of Leadership position as Acting Division Commander, Multinational sector in UN, Bridge Commander, Commandant of Army school of Education & Administration, Deputy Sector Commander of Military Observer Group in UN, Commanding Officer of Artillery Unit, Officer Commanding of Artillery & Infantry Minor Unit. He completed his three Master's Degree in Strategic Studies, Business Studies & Defense Studies respectively from National Defense University, China, South East University & National University of Bangladesh. He also obtained M Phil degree from Bangladesh University of Professionals (BUP). He was a faculty member at Bangladesh Military Academy (BMA) and National Defence College (NDC), Mirpur. He received Distinguished Instructor insignia from National

Defense College, Mirpur and Bangladesh Military Academy. In his career he attended various Military training and Courses of operational and strategic level. He also received Special Responsibility of Secretary General (UN), Force Commander and Senior Military Observer's COMMENDATION for outstanding contribution for promoting Global peace in Haiti, East Timor and Congo under BLUE Helmets.

Major General Md Anwarul Islam, SUP, ndu, psc (Retd)

Independent Director & Chairman

Joined on October 16, 2024

Major General Md Anwarul Islam joined FAS Finance & Investment Limited (FFIL) as Independent Director & Chairman on October 16 2024 as Independent Director and Chairman by Bangladesh Bank . Commissioned in the year of 1987, Maj Gen Anwar had 32 years of commendable active service in the Army till retiring honorably in June 2020. He had sequential junior leadership to senior leadership ascendance with exposure and working experience at strategic level. He is a reputed officer of the Army with vast experience in academic, administrative, operational, security, instructional, advisory, leadership and human resource management responsibilities. He served thrice in Army Headquarters looking after desks requiring collaboration and coordination with ministries and embassies abroad. He is trained at home and abroad including higher studies. He has the experience of training the aspiring youths for grant of commission as officers in Bangladesh Army as `Maker of the Leaders` and trained the BCS cadre officers on number of occasions. Maj Gen Anwar achieved Army level insignia from Chief of Army Staff for achievements of the commanded outfit, awarded peace time gallantry medal for efficiently leading independent organization entrusted for selecting officer cadets for Bangladesh Armed Forces and implementing innovative schemes. As `Selector of the Leaders` and being President of ISSB he tested over 20000



FAS Finance & Investment Limited

applicants and selected more than 2000 cadets who are likely to form 15-20% of the officers of Armed Forces in future. He was deeply involved in planning and management of career of all ranks especially officers of Bangladesh Army. Experienced in working for security of military and national installations and VVIPs including head of the states he led a security farm for more than one year. Maj Gen Anwar handled number of national and international projects/ ventures. Trained abroad for Senior Mission Leadership, he held multiple leadership assignments. His flawless service profile paved the way for his uninterrupted elevation in military career. Experienced in diversified and multinational working environment he successfully led senior officers from 50 countries. Maj Gen Anwar has experience in participating national and international seminars at home and abroad. He worked as Chairman of leading educational institutions including institution for special children. He was trained in media handling, organizational conflict management and negotiation. His servile pattern yielded him vast experience in planning and execution of disaster management events. He had intimate involvement in planning and execution of Vulnerable Group Feeding (VGF) card project. Maj Gen Anwar successfully commanded forces of Army, BGB, Police, Ansar and VDP in Chittagong Hill Tracts for implementation of the 'Peace Accord' with the assistance of other law enforcing agencies and the local administration. He was entrusted with the 'Peace-unity-development' projects there. He worked as member of newly formed 'Think Tank Group' of the Army. Currently he is teaching Management and Leadership for both under/post-graduation students at MIST, BUP and IBA. Appointed as Chairman and Independent Director of FAS Finance and Investment Limited since 16 November 2024, he is resolutely working for the revival of the scam hit institution. He is a visionary, down to the earth personality having resilience to work in challenging domains.



Mr. Md. Abdul Hakim

Independent Director

Joined on October 16, 2024

Mr. Md. Abdul Hakim has been appointed 16 October 2024 as an Independent Director of FAS Finance & Investment Limited by Bangladesh Bank. He is a retired Executive Director of Bangladesh Bank, known for his extensive career spanning several decades in key leadership positions. His academic journey includes an MBA in Finance from The Millennium University, achieving the Dean's Award in 2007 and a strong background in BSC (Honours) Mathematics, MSC Applied Mathematics from Dhaka University. Over the years, he has played pivotal roles in various departments, including Agricultural Credit, Human Resources, Banking Supervision, Financial Integrating and Customer Service, Debt Management, Deposit Insurance and Financial Inclusion etc. Throughout his career, he actively participated in numerous foreign and local training programs in countries like Germany, India, Thailand, Nepal, and Kenya, focusing on innovations in rural and agricultural credit, managerial skills, and cooperative development. His

notable achievements include receiving the Bangladesh Bank Employees' Award in 2015. He was also the project Director, small and marginal sized farmers agricultural productivity improvement and diversification financing project (SMAP), Bangladesh funded by JICA.

Mr. Hakim also served as a guest speaker at prestigious institutions such as Bangladesh Institute of Bank Management (BIBM), Bangladesh Bank Training Academy (BBTA). He involved in policy-making as a government-nominated member of Bangladesh Samboj Bank Limited and observer in Krishi Bank. His dedication to professional excellence and his contributions to the banking sector have earned him respect and recognition.

In addition to his professional achievements, Mr. Hakim is committed to continuous learning, as demonstrated by his participation in local and international training on agricultural banking and SME Banking, HR Management and risk analysis. His leadership and dedication have made a lasting impact on the financial sector in Bangladesh.



Mr. Mokhlesur Rahman

Independent Director

Joined on October 16, 2024

Mr. Mokhlesur Rahman is appointed on October 16 2024 as an Independent Director of FAS Finance & Investment Limited by Bangladesh Bank. He is a nominated Director and Chairman of FAS Capital Management Ltd - a full-fledged Merchant Bank. Mr. Rahman is a highly experienced banking professional with a distinguished career spanning nearly 35 years at Janata Bank Limited-the second largest commercial bank of Bangladesh. Selected by the then Bankers' Recruitment Committee (BRC) of Bangladesh Bank he joined in the services of Janata Bank as a Senior Officer in the year 1984. Over the course of his tenure, Mr. Rahman held various senior positions, culminating in his retirement as General Manager in January 2019.

Throughout his career, Mr. Rahman was recognized for his dynamic leadership and strong work ethics. He

played a pivotal role in driving the bank's profitability through his expertise in financial product management, customer relations and revenue growth. His leadership and ability to foster trust among clients is central to his success in the banking sector leaving a lasting impact in the organization.

In addition to his managerial expertise, Mr. Rahman continuously enhanced his professional knowledge by participating in various domestic and international training programs, workshop and seminars. Notably he attended a workshop in Singapore focusing on critical areas such as Foreign Account Tax Compliance Act and Anti-Money Laundering ensuring his proficiency in global banking regulations.

Mr. Rahman completed Master of Science in Botany from Dhaka University and obtained MBA with a major in Finance from IBA, Rajshahi University. His commitment to personal and professional development has been a key driver in his successful banking career.

He also visited Malaysia, Thailand and India.



Mr. Mostafa Kamal Ahmed FCA

Independent Director

Joined on October 16, 2024

Mr. Mostafa Kamal Ahmed FCA is appointed on October 16 2024 as an Independent Director of FAS Finance & Investment Limited by Bangladesh Bank. He is a highly experienced financial professional with over 25 years of expertise in finance, company operations, and corporate governance. He is a Fellow Chartered Accountant, qualified through The Institute of Chartered Accountants of Bangladesh, with extensive knowledge in financial management, tax compliance, VAT consultancy, and corporate law.

Currently, he is the Proprietor of Kamal Ahmed & Co., Chartered Accountants. He has held senior roles such as Group CFO and Company Secretary, managing portfolios across industries like telecommunications, textiles, home appliances, cement manufacturing, and financial services. His leadership extends to IT, supply chain management, human resources, and administrative functions.

His notable career milestones include senior managerial roles at Grameenphone Ltd., Airtel Bangladesh Limited, and Apex Spinning & Knitting Mills Ltd., where he drove financial strategies, compliance processes, and business optimization.

Mr. Ahmed holds an M.Com in Management, with additional certifications in governance, internal audit, tax law, and corporate governance. Beyond his professional career, he serves as a Board of Trustee member for COAST Trust, a microfinance-focused NGO, and has a deep interest in social work, traveling, music, and sports.

A. F. Shabbir Ahmad

Managing Director (Current Charge)

Mr. A. F. Shabbir Ahmad joined FAS Finance & Investment Ltd. as Deputy Managing Director recently. He is a career banker having more than 28 years of diversified banking experience in home and abroad to his credit. He started career with Arab Bangladesh Bank Limited (now AB Bank Limited) as Probationary Officer and subsequently worked for several private commercial Banks in different capacities. He held positions as Head of Branch and as Head of different Divisions/Departments at Head Office of the banks last being Chief Operating Officer of Meghna Bank Limited.

Mr. Ahmad attended a good number of trainings, workshops and seminars at home and abroad. He obtained his Bachelor and Masters in Finance from University of Dhaka.



Committees of Board of Directors

Board of Directors

Maj Gen Md Anwarul Islam (Retd), Independent Director & Chairman

Mr. Md. Abdul Hakim, Independent Director

Mr. Md. Mokhlesur Rahman, Independent Director

Mr. Mostafa Kamal Ahmed, FCA, Independent Director

Audit Committee of the Board of Directors

Mr. Mostafa Kamal Ahmed, FCA, Chairman

Mr. Md. Mokhlesur Rahman, Member

Executive Committee

Maj Gen Md Anwarul Islam (Retd), Chairman

Mr. Md. Abdul Hakim, Member

Risk Management Committee:

Mr. Md. Abdul Hakim, Chairman

Mr. Md. Mokhlesur Rahman, Member

Mr. Mostafa Kamal Ahmed, FCA, Member

Management Committees

Management Committee (MANCOM)

Designation	Position
Managing Director & CEO	Chairman
Deputy Managing Director	Member
Chief Financial Officer	Member
Head of ICC	Member
Company Secretary	Member
Head of Special Asset Management	Member
Head of Credit Administration	Member
Head of Credit Risk Management	Member
Head of Treasury	Member
Head of HR & Admin.	Member Secretary
Head of Credit	Member
Head of IT	Member

Anti-Money Laundering (AML) Committee

Designation	Position
Managing Director & CEO	Chairman
Chief Financial Officer CAMLCO	Member
Head of ICC DCAMLCO	Member Secretary
Head of Treasury	Member
Head of Credit Risk Management	Member
Head of Liability Marketing	Member
Manager, Principal Branch	Member

Basel-II Committee

Designation	Position
Managing Director & CEO	Chairman
Deputy Managing Director	Member
Chief Financial Officer	Member Secretary
Head of Credit Administration	Member
Head of Treasury	Member

Management Information Systems (MIS) Committee

Designation	Position
Managing Director & CEO	Chairman
Chief Financial Officer	Member
Head of IT	Member Secretary
Head of Credit Administration	Member
Head of Treasury	Member
Head of HR & Admin	Member
Head of Liability Operation	Member
Head of ICC	Member

Assets Liability Management (ALCO) Committee

Designation	Position
Managing Director & CEO	Chairman
Deputy Managing Director	Member
Head of Treasury	Member Secretary
Chief Financial Officer	Member
Head of ICC	Member
Head of Credit Administration	Member
Head of Liability Marketing	Member
Head of Credit Risk Management	Member
Head of Liability Operation	Member

Risk Management Forum (RMF)

Designation	Position
Deputy Managing Director	Chairman
Head of Risk Management	Member
Chief Financial Officer	Member
Head of ICC	Member
Head of Credit Risk Management	Member Secretary
Head of Treasury	Member

Sustainable Finance Committee (SFC)

Designation	Position
Deputy Managing Director	Chairman
Chief Financial Officer	Member
Head of ICC	Member
Head of Credit	Member
Head of Credit Risk Management	Member Secretary
Head of HR & Admin.	Member
Head of SME	Member

National Integrity Strategy Committee

Designation	Position
Deputy Managing Director	Chairman
Chief Financial Officer	Member
Head of ICC	Member
Company Secretary	Member
Head of HR & Admin	Member Secretary

Recruitment/Selection Committee

Designation	Position
Managing Director & CEO	Chairman
Chief Financial Officer	Member
Company Secretary	Member
Head of HR & Admin.	Member Secretary

Internal Control & Compliance (ICC) Committee

Designation	Position
Head of ICC	Chairman
Chief Financial Officer	Member
Company Secretary	Member
Head of HR & Admin.	Member Secretary
Head of Credit Administration	Member

Purchase Committee

Designation	Position
Deputy Managing Director	Chairman
Chief Financial Officer	Member
Head of ICC	Member
Head of HR & Admin.	Member Secretary

National Integrity Strategy (NIS) Implementation Cell

Designation	Position
Head of ICC	Head of Unit
Head of HR & Admin.	Member Secretary
Head of SME	Member
Head of IT	Member

ICT Steering Committee

Designation	Position
Managing Director & CEO	Chairman
Chief Financial Officer	Member
Head of ICC	Member
Head of Credit Risk Management	Member
Head of HR & Admin.	Member
Head of IT	Member Secretary

Credit Review Committee

Designation	Position
Deputy Managing Director	Chairman
Head of Credit	Member
Chief Financial Officer	Member
Head of Special Asset Management	Member
Head of Credit Administration	Member
Head of Credit Risk Management	Member Secretary

Sustainable Finance Unit (SFU)

Designation	Position
Head of Credit Administration	Head of Unit
Head of HR & Admin.	Member
Head of Credit Risk Management	Member Secretary
Head of SME	Member

Directors' Report

Bismillahir Rahmanir Rahim

Dear Shareholders

Assalamu Alaikum Wa Rahmatullah.

On behalf of the Board of Directors and the dedicated Management, it is my distinct honor to extend a heartfelt welcome to all participants of the 27th Annual General Meeting of our Company. We are excited to present the Directors' Report, the Auditors' Report, and the Audited Financial Statements for the year ended 31 December 2023, including the Auditors' Report thereon. These documents are presented for the careful consideration and approval of our Honorable Shareholders, ensuring compliance with the provisions of Section 184 of the Companies Act 1994, Rule 12 (and the schedule thereunder) of the Securities and Exchange Commission Rules 1987, BSEC Notification on Corporate Governance Code dated 3rd June 2018, and IAS-1: Presentation of Financial Statements as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB). The Board of Directors officially approved these reports in its 311th Board of Directors meeting held on 10th November 2024. The Management have made relevant disclosures and explanations on specific matters, emphasizing compliance, transparency, and good governance practices. We believe that this detailed report will offer valuable insights into the Company's performance over the past year.

Present Situation of FFIL

The company is facing financial bugs for the last few years. Unavailability of new deposit due to adverse image of the company for huge Non- Performing Loan as well as overall scenario of the financial sector are the main obstacle for normal business functioning. The present Board is working to create a better future for the company by way of formulating a revival plan.

Outlook 2024

2024 was predicted to be another challenging year for our economy. Board considers outlook and adopted changes where required in course of business in 2024. We had to embrace a number of challenges, which includes increased obstacles, and deadly slow recovery due to adverse

investment environment, volatility in capital & money market. The micro and macro-Economic situation also turn down. We will for sure consider these factors in business sustainability. The Board is moving forward with a prospect of turn around the company at least minimizing the deadly ditch by way of formulating a revival plan. A professional firm consulted and presently our internal professional team is working to suggest various ways of reviving the company. Board is in dialogue with the regulators in order to find out a negotiated way of

rebuilding the company. Board is hopeful that with the approval of regulators a revival plan can be implemented for the company which will protect the interest of the Honorable shareholders, depositors and other stakeholders.

Financial performance summary of FAS Finance & Investment Limited

Key operating and financial data of last 5 (five) years as required by BSEC is shown under the heading of Five Years Financial Summary in page no. 10 of this Annual Report.

Performance of the company was stagnant mainly due to its liquidity crisis, negative Cash Flow, Huge Bad and doubtful loan and depositor's negativity caused by lack of market confidence and malpractices. Mobilization of new fund to make fresh investment was extremely next to impossible. Recovery of bad loans were also very challenging given the overall condition including post COVID-19 scenario. As you are aware, almost all loans were irregularly sanctioned in earlier days and the persons behind the loans are either absconding or behind the bars. This has made recovery situation more Frozen.

Bangladesh Securities & Exchange Commission (BSEC) vide their letter/order dated May 31, 2021, restructured the Board of the Company and subsequently on October 16, 2024 Bangladesh Bank constitute new Borad members took measures to assess the actual position of the company in order to find out ways of reviving the company. Following is the summary of the measures taken by the new Board and related outcome:

1. A special audit has been conducted by a professional firm in line of the requirement of regulators.
2. Quite a few internal investigations were also conducted to find out details of anomalies surfaced time to time.
3. All financial irregularities, detected till completion of audit activities of year 2023, was booked in the accounts or Financial Statements suitably so that actual financial position is reflected.
4. A core financial software has been implemented to maintain transparency and accuracy in books of accounts.
5. Legal steps have been taken against borrowers and responsible officials where irregularity/anomalies were detected and it is continuing.
6. The Board of Directors has been approved settlement proposal of 10 loan accounts (Collection of default Loans) during the year 2023 for total amount of Tk.4.95 crore.

Financial Review

During 2023, the Company generated revenue of BDT 12.38 Crore but the year concluded with loss from operation of BDT

FAS Finance & Investment Limited

288.82 Crore this was mainly because of Everest of non-performing Loan and not adding of interest from non-performing loan. The financial result of the Company for the year 2023 with a comparison of 2022 is summarized below:

The Financial result of the Company for the year 2023 with a Comparison of 2022

Particulars	2023	2022	In million
			Growth
Interest Income	9.99	11.07	-1.08
Net Interest Income	-139.09	-155.50	16.41
Other Income	1.87	0.13	1.74
Operating Income	-137.22	-155.37	18.15
Operating Expenses	7.96	17.72	9.76
Profit before Provision	-145.17	-173.09	27.92
Provision	120.39	458.68	-338.29
Profit before Taxation	-265.56	-631.77	366.21
Profit after Taxation	-266.46	-632.25	365.79

Risk Management

At FFIL, we believe that getting risk management right is an essential component of success. The identification, evaluation and management of risks together with the way we respond to changes in the external operating environment are keys to sustainable growth. Identifying Risk area, raising the flag or measuring the detrimental scenario is the major priority.

Corporate and Financial Reporting Framework

- The Directors of FFIL, in conforming to the BSEC Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, confirm compliance with the financial reporting framework for the following:
- The financial statements, prepared by the management of FFIL make a fair presentation of its activities, operational details and results, cash flow information and changes in equity structure.
- Proper books and accounts of the Company have been maintained.
- Appropriate accounting policies, including International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been consistently applied in preparation of the financial statements. Any change or deviation has been adequately disclosed.
- Accounting estimates are based on reasonable and prudent judgment.
- Internal control processes have been properly designed and implemented; we believe in KAIZEN, so there is always option of development.
- Minority shareholders have been duly protected as have effective means of redress.
- Comparative analyses of significant deviations have been highlighted and reasons have been explained in the respective sections.

Related Party Transactions

Disclosure of all related party transactions, including basis for such transactions, has been provided in Note. 44 on page no. 120 - 121

Subsidiary Company

FAS Finance & Investment Limited has one fully owned subsidiary company, namely, FAS Capital Management Limited a full-fledged merchant bank. FAS Capital Management Limited was incorporated on 13 October 2010. During the year 2023, FAS Finance & Investment Limited did not receive any dividend from the Subsidiary Company. Separate audited financial statements of the subsidiary company are given on pages 129 - 152 Annual Report.

Declaration of Dividend

The Company will not be paying any dividend for the year 2023. As per Article-89, Schedule-I 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. Since the Company is carrying huge negative balance of accumulated profit, the Board of Directors in its 311th meeting held on 10 November 2024 recommended "No Dividend" for the year 2023.

The Board also states that no bonus shares or stock dividend has been paid during the year or will be paid in future as interim dividend.

Details of the dividend declared during the financial year are disclosed in Note 45.07 of the Notes to the Financial Statements on page no. 136 of this annual report.

Annual General Meeting

The notice of the 27th Annual General Meeting is given on page no. 1 of this Annual Report.

Directors' Meeting, Attendance & Remuneration

During the year 2023 a total 25 meetings were held. The Directors including the Independent Directors are not entitled to get any remuneration other than fees for attending in the Board/Committee meetings. The details of attendance of the members Board meeting & remuneration paid to them in 2023 is presented on page 123-124 of this Annual Report.

Regulatory Compliance

FAS Finance & Investment Limited is well aware of its regulatory compliance and has always followed applicable regulations passionately. FAS Finance & Investment Limited has a dedicated compliance team for ensuring regulatory compliance across all the businesses and operations. They are responsible for identification and assessment and compliance related matters from a regulatory compliance perspective and monitoring and reporting. We ensure that these are periodically reviewed in line with the changing scenario and taking into account modifications if any in the regulatory guidelines.

Auditors

The present Statutory Auditors M/S. K.M. ALAM & Co., Chartered Accountants, has completed Audit for the year ended 31 December, 2023. The Board in its 312th Meeting held on November 27, 2024 recommended the shareholders to appoint M/S. K.M. ALAM & Co., Chartered Accountants as statutory auditors of the company until completion of 27th AGM of the company and to audit the financials of the Company for the period ended December 2024 at a remuneration of BDT 2,50,000/- Excluding VAT subject to approval from Bangladesh Bank.

Status of Compliance on Corporate Governance

Corporate Governance status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. BSEC/ CMRRCD/ 2006-158/207/Admin/80 dated June 03, 2018 issued under Section 2CC of the Securities and Exchange Commission Ordinance 1969 and DFIM Circular No. 07, dated September 25, 2007, issued by Bangladesh Bank is enclosed in the subsequent section of the Directors' Report.

Certificate from the practicing professional on the compliance of conditions on corporate governance. The Board in its 312th meeting held on November 27, 2024 recommended for approval of the shareholders in the 27th AGM to re-appoint M/S. Saifur Enayet & Associates, Cost & Management Accountants to audit the compliances of Corporate Governance Guidelines for the year 2024 at a remuneration of BDT 30,000/- Excluding VAT. They conducted corporate governance audit for the year 2023 as approved in last AGM.

Shareholding Pattern

FFIL's shareholding pattern as on December 31, 2023, is disclosed as per the new CGC of BSEC in this annual report on page no. 104 - 105.

Qualified opinion and Emphasis of matters

You have noticed that the Statutory auditors of the company made qualified opinion and put some emphasis matters in the auditor's report. You are aware that lot of unscrupulous activities occurred earlier in this company and the financial impacts were not properly reflected. The new Board took different steps and made all such hidden items exposed. This has made the financial numbers too much negative in all aspects. Net worth of the company is negative and due to liquidity scenario CRR could not be maintained. Because of the two issues our auditors made their opinion qualified. The new Board is working on finding ways for revival of the company through arranging fresh capital and/or long-term borrowing to improve the financials and liquidity to address these key matters. Similarly, due to wrongdoing of some corrupt persons and crooks' management in the past, few findings became matter of concern which were mentioned by the auditors in the Emphasis of matters. Board will obviously keep those in the focus while taking steps of reviving the company so that the matters can be eliminated.

Going Concern

Going concern is a fundamental principle underlying the preparation of the financial statements of a listed company. Bangladesh Accounting Standards require Directors to consider whether there are material uncertainties that would lead to significant doubt about a company's ability to continue for foreseeable period. BSEC requires the listed companies to make adequate disclosures in the financial report about the going concern of a listed company. The financial statements of the FAS Finance & Investment Limited have been prepared on a going concern basis. In making this assessment, the Directors have considered information relating to present and future conditions covering principal activities, strategic directions and challenges and uncertainties together with a review of the income statement, financial position and risk profile. In addition, the Directors have considered the prospect of implementing a restructure and revival plan for the company together with forecasted financials in making their assessment. After assessment, the Directors are satisfied that the Company has adequate resources to continue its operation for the foreseeable future and therefore continue to adopt the going concern basis in preparing the financial statements.

Directors to Retire and Re-Appointment

Bangladesh Securities & Exchange Commission (BSEC) vide their letter/order dated May 31, 2021, restructured the Board of the Company and subsequently on October 16, 2024 Bangladesh Bank constitute new Board of director. As per Corporate Governance Code 2018, retirement and appointment/re-appointment is not required for any Independent Director. As such no Directors is retiring and all Directors at present will continue to hold office.

Acknowledgement

The Board of Directors of the Company would like to extend their sincere thanks and gratitude to its stakeholders for assistance and guidance from time to time. The Directors of the Company acknowledge their gratitude to its customers, financiers, Bangladesh Bank, Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) and other regulatory authorities for their guidance and support to the Company and the co-operation extended by the Auditors, and the devoted efforts put in by the Company's employees at all levels to uphold the Company's performance.

For and on behalf of the Board of Directors.

Maj Gen Md Anwarul Islam (Retd)
Chairman

Audit Committee Report

The Composition of the Committee

In accordance with the currently accepted Best Practice and Corporate Governance Guidelines, the Board appointed Audit Committee comprising of the following Directors of the Company:

Sl.	Name	Status in the Company	Status with Committee
1	Mr. Mostafa Kamal Ahmed, FCA	Independent Director	Chairman
2	Mr. Md. Mokhlesur Rahman	Independent Director	Member
3	Md. Ayinuddin FCS	Company Secretary	Secretary

The Audit Committee held eight meetings in 2023 so far, we have found the Meeting minutes and attendance as per the record. In that period the members Consists of earlier Board.

Present Audit Committee Attendees included the Managing Director (Current Charge), Chief Financial Officer (Acting), Head of Internal Audit and Compliance, who provided input and responded to queries.

The Audit Committee of the Company has been formed according to the Bangladesh Bank guidelines on Internal Control and Compliance framework vide DFIM circular no 13, dated October 26, 2011, and the Guidelines on Corporate Governance Code issued by Bangladesh Securities and Exchange Commission (BSEC) dated June 3, 2018.

Terms of Reference

The Terms of Reference of the Audit Committee clearly defines the roles and responsibilities of the Audit Committee. The Terms of Reference are periodically reviewed and revised with the concurrence of the Board of Directors. The Audit Committee is responsible to and reports to the Board of Directors. The Role and functions of the Committee are further regulated by the rules governing the Audit Committee as specified by the "Corporate Governance Code" issued by the Bangladesh Securities and Exchange Commission (BSEC) and Guidelines on Corporate Governance & Responsibilities of Audit Committee issued by Bangladesh Bank.

Role of Audit Committee

The Audit Committee on behalf of the Board of Directors attempts to ensure effective implementation of the processes set out in the business plan and policies. The major role of the Audit Committee is to monitor and review the effectiveness of the internal control system. The Audit Committee is also responsible to ensure the integrity of the Financial Statements so that it provides a true and fair view of the state of affairs of the Company. In addition, the Audit Committee reviews and, when appropriate, makes recommendations to the Board on business risks, internal control, and compliance. The Committee satisfies itself, by means of suitable steps and appropriate

information that proper and satisfactory internal control systems are in place to identify the risks so that Company's business is conducted in a sound manner.

The Audit Committee discharged the following responsibilities:

Key Responsibilities and Actions:

- Financial Statement Review and Recommendations.
- Met with external auditors to discuss the draft Audited Financial Statements for the year 2023.
- Reviewed the draft financial statements for the year ended 31 December 2023 and recommended them to the Board for approval.
- Recommended adoption of the Audit Committee report by the Board for publication in the 2023 Annual Report.

Advisory on Appointments:

- Provided recommendations to the Board regarding the appointment of external auditors for 2024, including their audit fees.
- Advised on the appointment of a professional for compliance certification of Corporate Governance for 2024.

Review of Reports and Statements:

- Reviewed management discussions and analysis, quarterly financial statements, and reports on risk management, compliance, internal audit, and system audit, recommending them for Board approval.
- Assessed the development of pending legal cases.

Internal Controls and Compliance:

- Reviewed the Management Report from external auditors for 2023, along with management's response regarding internal control improvements.
- Approved the Operational Guidelines on Internal Control and Compliance.
- Approved the Compliance Calendar for 2024.
- Reviewed and approved lease/loan write-off cases.

Corporate Governance Report

As required by the provisions of Corporate Governance Guidelines issued by the Bangladesh Securities & Exchange Commission (BSEC) through notification Number: SEC/CMRRCD/2006-158/207/Admin/80, dated; 03 June 2018 Corporate Governance for Licensed Financial Institutions in Bangladesh, Annual Corporate Governance Report for 2023 is provided on page no. 34 - 45. The external auditors have performed procedures set out by the Bangladesh Securities and Exchange Commission (BSEC), to meet the compliance requirement of the Corporate Governance directive.

Ethics and Good Governance

The highest standards in Corporate Good Governance and strict adherence to the requirements of FFIL's Code of Ethics are ensured through close monitoring. Through the Code of

Ethics, all levels of staff have been educated and encouraged to resort to whistleblowing, when they suspect wrong doings or other improprieties. The Committee also ensures that appropriate procedures are in place to conduct independent investigations into all such incidents.

Based on the above review and discussions, the Audit Committee is of the view that the internal control and compliance procedures are adequate to present a true and fair view of the activities and financial status of the Company.



Mr. Mostafa Kamal Ahmed, FCA
Chairman
Audit Committee of the Board of Director

Statement on Internal Control

Responsibilities

As per Bangladesh Bank's DFIM Circular No. 07, dated 25-09-2007, DFIM Circular Letter No. 09, dated 08-10-2007, DFIM Circular Letter No. 18, dated 26-10-2011, and DFIM Circular Letter No. 06, dated 17-06-2012, the Board of Directors is entrusted with the responsibility of establishing and maintaining an effective internal control system for the Company.

In line with these directives, the Company has been trying to implement internal control framework designed to safeguard its operations and ensure compliance with regulatory requirements. This system is subject to regular review, evaluation, and refinement to remain aligned with the evolving operational and regulatory landscape. The Internal Control and Compliance (ICC) Department conducts audit on case-to-case basis to provide reasonable assurance that the Company's policies and procedures are consistently applied in the organization.

To further strengthen governance, the Board has constituted several Sub-Committees to support the oversight process. These committees ensure the effectiveness of daily operations, alignment of activities with corporate objectives and strategies, and adherence to the policies, procedures and business directions provided by the Board.

The Internal Audit Division, which evaluates compliance with established policies and procedures, assesses the efficiency and adequacy of internal controls to identify instances of non-compliance. The risks based audits are performed to ensure internal control and compliances in FFIL. The activities of ICCD are reviewed and approved by the Audit Committee. ICCD provides reports with findings and recommendations to the Audit Committee time to time for their reviews.

The Audit Committee, as a vital component of the Company's governance framework, oversees internal control issues highlighted by the Internal Audit Division, external auditors, regulatory authorities, and management. It assesses the adequacy and effectiveness of the risk management framework and internal controls, emphasizing the scope and quality of audit activities.

Minutes from Audit Committee meetings are presented to the Board to ensure transparency and accountability.

In addition, the Internal Risk Management committee has been established to address the business and operational risks faced by the Company. This committee comprises representatives from business and operational parts of FFIL to play a pivotal role in implementing policies and procedures endorsed by the Risk Management Committee of the Board. Executive Committee of the Board has been established and empowered to supervise core business functions and investment activities.

The Company has also incorporated International Financial Reporting Standards (IFRS) where it is required. This commitment has led to significant progress in aligning the Company's practices with international reporting standards for recognition, measurement, classification, and disclosure of financial information. Efforts are underway to strengthen processes for written off loans and advances as well as enhance the accuracy and transparency of financial statement disclosures. The financial reporting is processed combining manual and system based. Recommendations from external auditors in prior years have been reviewed and addressed to enhance the Company's internal control framework.

Confirmation

Based on these rigorous measures, the Board confirms that the Company's financial reporting system has been designed to provide reasonable assurance regarding its reliability and fair presentation. The preparation of financial statements adheres to International Financial Reporting Standards adopted by Financial Reporting Council of Bangladesh as well as the regulatory requirements of Bangladesh Bank and the Bangladesh Securities and Exchange Commission.



Giasuddin Mulla ACMA, FCCA
AVP & Head of ICCD

Disclosures under Pillar-III Market Discipline -2023

A) Scope of application

Qualitative Disclosures:

- (a) The name of the top corporate entity in the group to which this guidelines applies.

FAS Finance & Investment Limited (FFIL)

- (b) An outline of differences on the basis of consolidation for accounting and regulatory purposes, with a brief description of the entities within the group (a) that are fully consolidated;
- (c) that are given a deduction treatment; and (c) that are neither consolidated nor deducted (e.g. where the investment is risk-weighted).

The FFIL has one subsidiary: FAS Capital Management Ltd. which is fully consolidated.

- (d) Any restrictions, or other major impediments, on transfer of funds or regulatory capital within the group.

Not applicable. Quantitative Disclosures:

- (e) The aggregate amount of capital deficiencies in all subsidiaries not included in the consolidation that are deducted and the name(s) of such subsidiaries.

Not applicable.

B) Capital structure Qualitative Disclosures

- (a) Summary information on the terms and conditions of the main features of all capital instruments, especially in the case of capital instruments eligible for inclusion in Tier 1 or in Tier 2.

Tier 2 capital includes:

- i) General provision up to a limit of 1.25% of Risk Weighted Asset (RWA) for Credit Risk;
- ii) Revaluation reserves:
50% Revaluation reserve for fixed assets; 45% Revaluation reserve for securities;
- iii) All other preference shares.

Conditions for maintaining regulatory capital:

The calculation of Tier 1 capital, and Tier 2 capital, shall be subject to the following conditions:

- i) The amount of Tier 2 capital will be limited to 100% of the amount of Tier 1 capital.
- ii) 50% of revaluation reserves for fixed assets and 45% of revaluation reserves for securities are eligible for Tier 2 capital.

Quantitative Disclosures:

- (b) The amount of Tier 1 capital, with separate disclosure of:

Particulars	Creore Taka
Paid up capital	149.08
Non-repayable share premium account	0.00
Statutory reserve	20.56
General reserve	0.03
Retained earnings	(1580.98)
Minority interest in subsidiaries	0.00
Non-cumulative irredeemable preference shares/Others	(0.20)
Dividend equalization account	0.00
Total Tier 1 capital	(1411.51)

(c)	The total amount of Tier 2 capital	7.32
(d)	Other deductions from capital	
(e)	Total eligible capital	(1404.19)

C) Capital Adequacy Qualitative Disclosures

- (a) A summary discussion of the FI's approach to assessing the adequacy of its capital to support current and future activities.

Risk Weighted Assets (RWA) and Capital Adequacy Ratio (CAR)

FFIL has adopted Standardized Approach for computation of Capital Charge for Credit Risk and Market Risk while Basic Indicator Approach for Operational Risk. Total Risk Weighted Assets (RWA) of the Company is determined by multiplying the capital charge for market risk and operational risk by the reciprocal of the minimum capital adequacy ratio and adding the resulting figures to the sum of risk weighted assets for credit risk. Total RWA is then used as denominator while total Eligible Regulatory Capital as on numerator to derive Capital Adequacy Ratio.

Strategy to achieve the required Capital Adequacy:

- Rigorous monitoring of overdue loans to bring those under 90 days overdue
- Financing clients having good rating as per Company's policy Using benefit of credit risk mitigation by taking eligible collaterals against transactions.
- Focusing more to increase the spread between loan /leases and deposits loan and thus increasing retained earnings
- Raise fresh capital by issuing bonus share/ right/Bond /Preference Share or any other lawful means.

Quantitative Disclosures

Amount in crore Taka

(b) Capital requirement for Credit Risk	72.44
(c) Capital requirement for Market Risk	0.12
(d) Capital requirement for Operational Risk	(23.03)

(e) Total and Tier 1 capital ratio:

For consolidated group

CAR on Total capital basis (%) (230.77)

CAR on Tier 1 capital basis (%) (232.30)

For stand alone

CAR on Total capital basis (%) (283.50)

CAR on Tier 1 capital basis (%) (284.98)

D) Credit Risk Qualitative Disclosures

(a) The general qualitative disclosure requirement with respect to credit risk, including:

Definitions of past due and impaired (for accounting purposes)

As per the Bangladesh Bank's Prudential Guideline on Capital Adequacy and Market Discipline for Financial Institutions, the unsecured portion of any claim or exposure (other than claims secured by residential property) that is past due for 90 days or more, net of specific provisions (including partial write-off) will be risk weighted as per risk weights of respective balance sheet exposures. For the purpose of defining the net exposure of the past due loan, eligible financial collateral (if any) may be considered for Credit Risk Mitigation.

Description of approaches followed for specific and general allowances and statistical methods;

General provisions are maintained according to the relevant Bangladesh Bank Guideline and Specific provisions are maintained as per the guidelines approval of Bangladesh Bank.

Discussion of the FI's credit risk management policy. Implementation of various strategies to minimize risk: To encounter and mitigate credit risk, the following control measures are taken place at FFIL:

- Vigorous monitoring and follow up by fully dedicated recovery and collection team
- Strong follow up of compliance of credit policies by appraiser and credit department Taking collateral, performing valuation and legal vetting on the proposed collateral by members of our own dedicated technical and legal department as well as enlisted third party for valuation.

Seeking legal opinion from external lawyers for any legal issues if required

Regular review of market situation and industry exposures

- Insurance coverage for funded assets.

In addition to the best industry practices for assessing, identifying and measuring risks, FFIL also considers Guideline for Managing Core Risks of Financial Institutions issued by Bangladesh Bank for management of risks.

Separation of Corporate/SME Department & CRM Department

As a structured financial institution FFIL has separated Corporate/SME Financing Department & CRM Department and doing their responsibilities and duties independently. While Corporate/SME Department originates the credit proposal with all formalities & finding, the CRM Department assesses the risk areas and its mitigating factors. CRM Department of the company also place their findings & observations before the relationship manager of the Corporate/SME Department before taking approval from the concerned authority. Corporate/SME Department takes steps immediately according to the recommendation of the CRM Department & places the memo to the Credit Committee/EC/Board for approval/decision/recommendations.

Credit Administration Department

An independent Credit Administration Department is in place, at FFIL, to scrutinize all loans from risk-weighted point of view and assist the management in creating a high quality portfolio and maximize returns from assets. The Credit department suggests for administrator mitigations and ensures that adequate security documents are in place before sanction of loan and before disbursement of loans.

Recovery and Legal Affairs Department

FFIL has a strong team of recovery & monitoring operation and follow up of court cases. For managing NPL cases the loan files are placed to Recovery & Legal affairs Department to directly monitor, put into action and intensify recovery and settlement drives through dedicated internal recovery officers. In case of need suits are filed in Artho Rin Adalat as well as under NI act to expedite the recovery drive.

Independent Internal Compliance Department

Appropriate internal control measures are in place at FFIL. An Internal Compliance Department has been established to ensure compliance with all internal guidelines, Bangladesh Bank guidelines, operational procedures and adequacy of internal control and documentation procedures.

Credit Evaluation

To mitigate credit risk, FFIL search for credit reports from Credit Information Bureau (CIB) of Bangladesh Bank. The report is scrutinized by Credit Admin Department and Loan Operation Department to understand the liability condition and repayment behavior of the client. Depending on the reports, opinions are taken from the concerned related parties for better understanding about client's credit worthiness.

Credit Approval Process

To ensure both speedy service and mitigation of credit risk, the approval process is maintained through a multilayer system.

Depending on the size of the loan, a multilayer approval system is designed. All the proposals are originated from the concerned Branch/department of Head office (corporate/SME) and if recommended by them the same is routed through CRM department and Credit committee for their comments/ recommendation. Thereafter approval from the BOD/EC is obtained.

Early Warning System`

Performance of loans is regularly monitored to trigger early warning system to address the loans and advances whose performance show any deteriorating trend. It helps the company to grow its credit portfolio with ultimate objective of protecting the interest of the stakeholders.

Methods used to measure Credit Risk

As per the directives of Bangladesh Bank, 'The Standardize Approach' is applied by the company to measure its Credit Risk.

Quantitative Disclosures

(b) Total gross credit risk exposures broken down by major types of credit exposure.

Particulars	Core Taka
Loans	1805.16
Leases	24.93
Total	1830.09

(c) Geographical distribution of exposures, broken down in significant areas by major types of credit exposure.

Area	Core Taka
Dhaka	1813.97
Chittagong	15.58
Sylhet	0.54
Total	1830.09

(d) Industry or counterparty type distribution of exposures, broken down by major types of credit exposure.

Sector	Core Taka
Trade and Commerce	856.68
Garments & Accessories	54.14
Textile	23.46
Food & Beverage	0.69
Jute & Jute Products	2.31
Plastic Rubber Industries	0.25
Leather and Leather products	0.87
Iron, Steel & Engineering	0.00
Chemicals & Pharmaceuticals	154.98
Paper, Printing & Packaging	12.98
Ship Manufacturing Industry	27.18
Electronics & Electrical	8.37

Sector	Core Taka
Power, Gas, Water & Sanitary Services	6.66
Transport & Aviation	162.57
Others	15.45
Agriculture	24.72
Home loan	221.64
Merchant Banking	255.82
Services	0.09
Consumer Finance	1.22
Total	1830.09

(e) Residual contractual maturity breakdown of the whole portfolio, broken down by major types of credit exposure.

Particulars	Core Taka
Repayment on demand	0.00
Not more than 3 months	1251.68
Over 3 months but not more than 1 year	127.12
Over 1 year but not more than 5 years	438.72
Over 5 years	12.57
Total	1830.09

(f) Gross Non Performing Assets (NPA's)
Non Performing Assets (NPA's) to Outstanding Loans & advances

Movement of Non Performing Assets (NPAs)

Particulars	Core Taka
Opening balance	1831.33
Additions	5.00
Reductions	-
Closing balance	1836.33

Movement of specific provisions for NPAs

Particulars	Core Taka
Opening balance	581.23
Additions	94.36
Reductions	-
Closing balance	675.59

Note: Bangladesh Bank vide their letter No-DFIM(C) 1054/10/2022-2808 dated September 29, 2022 has given NOC for maintaining required provision of Tk. 800.00Crore in 8 (Eight) years from the year 2022-2029@ Tk.100.00 Crore per year. In line of the approval, Tk. 100.00 Crore against Tk.100.00 Crore has been provided as deferral of provision of the year 2023. As such the residual balance for Tk. 600.00 Crore only is remaining for next 6 (Six) Years.

E) Equities: Banking book positions

(a) The general qualitative disclosure requirement with respect to equity risk, including:

Qualitative Disclosures

Differentiation between holdings on which capital gains are expected and those taken under other objectives including for relationship and strategic reasons. Discussion of important policies covering the valuation and accounting of equity holdings in the banking book positions. This includes the accounting techniques and valuation methodologies used, including key assumptions and practices affecting valuation as well as significant changes in these practices.

Quoted shares are valued at cost prices and if the total cost of a particular share is lower than the market value of that particular share, then provision are maintained as per terms and conditions of regulatory authority.

Mutual funds have been valued at 85% of latest published NAV available as on December, 2017. On the other, unquoted share is valued at cost price or book value as per latest audited accounts.

Quantitative Disclosures

(b) Value disclosed in the balance sheet of investments, as well as the fair value of those investments, for quoted securities, a comparison to publicly quoted share values where share price is materially different from fair value.

Particulars	Cost Price	Market Price
Quoted shares	0.79	0.59
Unquoted shares	0.00	0.00

Quantitative Disclosures

(c) The cumulative realized gains (losses) arising from sales and liquidations in the reporting period.

Particulars	Core Taka
Cumulative realized gains (losses)	(0.20)

(b)

Total unrealized gains (losses)	(0.20)
Total latent revaluation gains (losses)	-
Any amounts of the above included in Tier 2 capital.	-

(e) Capital requirements broken down by appropriate equity groupings, consistent with the FI's methodology, as well as the aggregate amounts and the type of equity investments subject to any supervisory provisions regarding regulatory capital requirements.

Specific Risk- Market value of investment in equities is BDT 3.20 crore. Capital Requirement is 10% of the said value which stand to BDT 0.32 crore.

General Risk- Market value of investment in equities is BDT 3.20 crore. Capital Requirement is 10% of the said value which stand to BDT 0.32 crore.

F) Interest rate in the banking book Qualitative Disclosures

(a) The general qualitative disclosure requirement including the nature of interest risk and key assumptions, including assumptions regarding loan prepayments and behavior of non-maturity deposits.

Interest rate risk in the banking book arises from mismatches between the future yield of assets and their funding cost. Assets Liability Committee (ALCO) monitors the interest rate movement on a regular basis.

FFIL measures the interest rate risk by calculating maturity gap between Risk Sensitive Assets (RSA) and Risk Sensitive Liabilities (RSL) i.e. a positive maturity gap affect company's profitability positively with the increment of interest rate and negative maturity gap affects company's profitability adversely with the increment of interest rate.

Quantitative Disclosures

(b) The increase (decline) in earning or economic value (or relevant measure used by management) for upward and downward rate shocks according to management's method for measuring interest rate risk broken down by currency (as relevant).

Maturity wise Distribution of Assets-Liabilities

Particulars	1 to 30/31 day (one month)	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year
A. Total Rate Sensitive Liabilities (A)	279.19	132.194	220.34	405.28	787.83
B. Total Rate Sensitive Assets (B)	11.18	13.03	12.76	4.09	41.07
C. Mismatch	-267.96	-119.26	-207.59	-366.48	-746.76
D. Cumulative Mismatch	-267.96	-387.22	-594.81	-961.29	-1708.05
E. Mismatch (%)	-95.98%	-90.15%	-94.21%	90.43%	-94.79%

Interest Rate Risk - Increase in Interest Rate

Interest Rate Risk			
Magnitude of Shock	Minor	Moderate	Major
	2%	4%	6%
Change in the Value of Bond Portfolio	0.00	0.00	0.00
Net Interest Income	-25.10	-50.19	-75.29
Revised Regulatory Capital	-1,422.46	-1,447.55	-1,472.65
Risk Weighted Assets	725.28	725.28	725.28
Revised CAR (%)	-196.12%	-199.59%	-203.05%

G) Market risk Qualitative Disclosures

(a) Views of BOD on trading/investment activities
All the Market Risk related policies/guidelines are duly approved by BOD. The BOD sets limit and review and updates the compliance on regular basis aiming to mitigate the Market risk.

Methods used to measure Market risk

Market Risk is the probability of losing assets in balance sheet and off- balance sheet position arising out of volatility in market variables i.e. interest rate, exchange rate and prices of securities. In order to calculate the market risk for trading book purposes the company uses Standardized (rule based) Approach where capital charge for interest rate risk, price and foreign exchange risk is determined separately.

Market Risk Management system

Policies and processes for mitigating market risk
 A Policy for managing Market Risk has been set out by the Board of Directors of the company where clear instructions has been given on Loan Deposit Ratio, Whole Sale Borrowing Guidelines, Medium Term Funding, Maximum Cumulative Outflow, Liquidity Contingency Plan, Local Regulatory Compliance, Recommendation / Action Plan etc. Treasury manages the Market Risk with the help of Asset Liability Management Committee (ALCO) and Asset Liability Management (ALM) Desk in the following fashion:

Interest Risk Management

Treasury Division reviews the risks of changes in income of the Company as a result of movements in market interest rates. In the normal course of business, FFIL tries to minimize the mismatches between the duration of interest rate sensitive assets and liabilities. Effective Interest Rate Risk Management is done as under:

Market analysis

Market analysis over interest rate movements are reviewed by the Treasury of the company. The type and level of mismatch interest rate risk of the company is managed and monitored from two perspectives, being an economic value perspective and an earning perspective.

GAP analysis

ALCO has established guidelines in line with central Bank's policy for the management of assets and liabilities, monitoring and minimizing interest rate risks at an acceptable level. ALCO in its regular monthly meeting analyzes Interest Rate Sensitivity by computing GAP i.e. the difference between Rate Sensitive Assets and Rate Sensitive Liability and take decision of enhancing or reducing the GAP according to prevailing market situation aiming to mitigate interest rate risk.

Continuous Monitoring

Company's treasury manages and controls day-to-day trading activities under the supervision of ALCO that ensures continuous monitoring of the level of assumed risks.

Equity Risk Management

Equity Risk is the risk of loss due to adverse change in market price of equities held by the Company. Equity Risk is managed by the following fashion:

FFIL minimizes the Equity Risks by Portfolio diversification as per investment policy of the company. The entire portfolio is managed by FFIL Investments Limited.

Quantitative Disclosures

(b) The capital requirements for Market Risk:

Interest rate risk	-
Equity position risk	0.59
Foreign Exchange Position and Commodity Risk (if any).	-

H) Operational Risk:

Qualitative disclosure:

(a) Views of Board on system to reduce Operational Risk:

All the policies and guidelines of internal control and compliances are duly approved by the Board. The Board delegates its authority to Executive Committee and to MANCOM members as per company policy of delegation of authority. Audit Committee of the Board directly oversees the activities of internal control and compliance as per good governance guideline issued by Securities and Exchange Commission.

Performance gap of executives and staffs

FFIL's recruitment strategy is based on retaining and attracting the most suitable people at all levels of the business and this is reflected in our objective approach to recruitment and selection. The approach is based on the requirements of the job (both now and in the near future), matching the ability and potential of the individual. Qualification, skills and competency are our basis for nurturing talent. We are proud to state that favorable job responsibilities are increasingly attracting greater participation from different level of employees in the FFIL family. We aim to foster a sense of pride in working for FFIL and to be the employer of choice. As such there exists no performance gap in FFIL.

Potential external events

No such potential external event exists to raise operational risk of FFIL at the time of reporting.

Policies and procedures for mitigating operational risk:

FFIL has also established Internal Control and Compliances Department (ICC) to address operational risk and to frame and implement policies to encounter such risks. ICC assesses operational risk across the Company as a whole and ensures that an appropriate framework exists to identify, assess and manage operational risk.

Approach for calculating capital charge for operational risk:

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and system or from external events. FFIL uses basic indicator approach for calculation capital charge against operational risk i.e. 15% of average positive annual gross income of the company over last three years.

Quantitative Disclosures:

(b) Capital requirement for operational risk

Capital requirement for operational risk:	-23.03
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**Certificate on Compliance of Conditions of
Corporate Governance Guidelines to the Shareholders of
FAS Finance and Investment Limited**



SAIFUR ENAYET & ASSOCIATES

Cost & Management Accountants

Certificate as per condition no. 1(5)(xxvii)

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATION

Report to the Shareholders
of
FAS Finance & Investment Limited
On Compliance on the Corporate Governance Codes
For the year ended on 31st December 2023

We have examined the compliance status to the corporate governance Code by **FAS Finance and Investment Limited** for the year ended on 31st December 2023. This code relates to the Notification No. BSEC/CMRRCD/2006/ 158/207/Admin/80, Dhaka, 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 condition of the Corporate Governance Code.

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

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

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

Place: Dhaka
Date: December 09, 2024

For Saifur Enayet & Associates

Md. Saifur Rahman FCMA
Principal & CEO
Cost & Management Accountants

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Status of Compliance with the Corporate Governance Code (CGC) of FAS Finance & Investment Limited for the year ended 31st December 2023

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

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018.

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1.00	Board of Directors (BoD)			
1.(1)	Board Size shall not be less than 5(five) and more than 20(twenty)	✓		5(Five) independent directors has appointed by BSEC as per letter no. SEC/SRMIC/105-2017/146 dated 31/05/2021& on October 16, 2024 Bangladesh Bank constitute new Borad of director and all are independent. However, no latest Form XII was not submitted to RJSC by the company.
1.(2)	Independent Director:			
1.2.(a)	At least one-fifth (1/5) of the total number of board of directors shall be Independent Directors (ID) Complied	✓		All Independent Director s are appointed by Bangladesh Bank.
1.2 (b) (i)	IDs do not hold any share or holds less than 1% shares of the total paid-up shares of the Company	-	-	None of the Independent Director holds any share of the company
1.2(b) (i i)	ID is not a sponsor and not connected with any sponsor or director or nominated director or shareholder or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares and his or her family members shall not hold above mentioned shares;	✓	-	
1.2 (b)(iii)	ID has not been an executive of the company in immediately preceding two financial years;	✓	-	-
1.2 (b)(iv)	ID does not have any relationship whether pecuniary or otherwise relationship with the company or its subsidiary/associated companies;	✓		-
1.2 (b)(v)	ID is not a member or TREC holder, director or officer of any stock exchange;	✓		-
1.2 (b)(vi)	ID is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		-

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1.2 (b)(vii)	ID is/was not a partner or an executive of company's audit firms engaged in Statutory Audit or Internal Audit or Special Audit or Compliance Certification of the Codes during preceding three years;	✓		-
1.2 (b)(viii)	ID shall not be independent director in more than five listed companies;	✓		-
1.2 (b)(ix)	ID has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or NBFi;	✓		-
1.2 (b)(x)	ID has not been convicted for a criminal offence involving moral turpitude;	✓		-
1.2 (c)	Appointment of ID shall be done by Board and approved by the shareholders in AGM.	✓		-
1.2 (d)	The Post of ID cannot remain vacant more than 90 days.	✓		-
1.2 (e)	The tenure of office of an ID shall be for three(3) years, which may be extended for one(1) tenure only;	✓		-
1.3	Qualification of Independent Director(ID):			
1.3(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, corporate laws, regulatory requirements and can make meaningful contribution to the business;	✓		
1.3(b)	Independent director shall have the following qualifications:			
1.3(b)(i)	ID is a Business Leader who is/was a promoter or director of an unlisted company having minimum paid-up capital of One Hundred million or any listed company or a member of any national or international chamber of commerce or business association;	-	-	No such category ID appointed
1.(3)(b)(ii)	ID is/was a Corporate Leader as top level executive as adopted by the code and a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;	✓		Two Independent Directors have such qualification.
1(3)(b)(iii)	ID was Former official of government in the position not below 5th Grade of the national pay scale and educational background of bachelor degree in economics or commerce or business or law;	✓		Four Independent Director has such qualification.
1(3)(b)(iv)	ID is/was University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	✓	-	

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1(3) (b)(v)	ID is/was a professional or an advocate practicing in the HCD of Bangladesh Supreme Court or a CA, CMA, CFA, CCA, CPA and CS or equivalent qualification;	✓	-	One of the ID is a Chartered Accountant
1 (3) (c)	The ID shall have at least Ten (10) years of experiences in any field mentioned in clause (b);	✓		
1 (3) (d)	Special cases for relaxing qualifications or experiences with prior approval of the Commission;	-	-	No such event occurred
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or CEO:			
1(4)(a)	The Position of the Chairman of the Board and the Managing Director (MD) and/or the Chief Executive Officer (CEO) of the Company shall be filled by different Individuals;	✓		The Chairman of the Board and MD & CEO of the company are different individual
1(4)(b)	MD and/or CEO of a listed Company shall not hold the same position in another listed Company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or CEO;	✓		
1(4)(e)	In absence of Chairman, the remaining members may elect one from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence shall be duly recorded in the minutes.	N/A	-	No such event occurred
1(5)	Directors' Report to Shareholders:			
1(5)(i)	Industry outlook and possible future developments in the industry;	✓	-	
1(5)(ii)	Segment-wise or product-wise performance;	✓	-	
1(5)(ii i)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓	-	
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable;	-	-	Not applicable
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	N/A	-	No such matter arose during the year.
1(5)(vi)	A detailed discussion and statement on related party transactions;	✓	-	
1(5)(vii)	A statement of utilization of proceeds raised through 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 Offer, Direct Listing, etc.;	-	-	Not Applicable

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1(5)(ix)	Explanation by the Management if significant variance occurs between Quarterly Financial Performance and Annual Financial Statements;	✓	-	
1(5)(x)	Disclosure for remuneration paid to Directors including Independent Directors	✓	-	
1(5)(xi)	A statement that financial statements prepared by the management of the issuer present fairly its state of affairs, the result of its operations, cash flows, and changes in equity;	✓		
1(5)(xii)	Proper books of account of the issuer company have been maintained;	✓	-	
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation to the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓	-	
1(5)(xiv)	Followed IAS or IFRS as applicable in preparation of the financial statement and departure therefrom has been adequately disclosed.	✓	-	
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓	-	
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓	-	
1(5)(xvii)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed;	✓	-	
1(5)(xviii)	Significant deviations from the last year's operation results of the issuer company shall be highlighted and the reasons thereof should be explained;	✓	-	
1(5)(xix)	Key operating and financial data of at least preceding 5 (Five) years shall be summarized;	✓	-	
1(5)(xx)	Reason for non-declaration of dividend (cash or stock) for the year.	✓	-	
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	N/A	-	
1(5)(xxii)	The number of Board meetings held during the year and attendance by each Director;	✓	-	
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate (name wise details);			
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details);	✓	-	

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1(5)(xxiii)(b)	Directors, CEO, Company Secretary, CFO, HIAC and their spouses and minor children (name wise details).	✓	-	
1(5)(xxiii)(c)	Executives (top 5 (five)) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance	✓	-	
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details);	-	-	Not Applicable
1(5)(xxiv)	In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders:			
1(5)(xxiv)(a)	A brief resume of the director.	✓	-	
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas;	✓	-	
1(5)(xxiv)(c)	Names of the companies in which the person also holds the directorship and the memberships of committees of the Board;	✓	-	
1(5)(xxv)	Management discussion and analysis sign ed by CEO/MD presenting detail analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	✓	-	
1(5)(xxv)(b)	Presenting detailed Changes in accounting policies and estimation as well as cash flows on absolute figure for such changes;	✓	-	
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance and position as well as cash flows for current financial year with immediately preceding five years explaining reasons thereof;	✓	-	
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓	-	
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and globe;	✓	-	
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	✓	-	
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓	-	
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A;	✓	-	

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure -B and as per Annexure-C .	✓	-	
1(6)	Meeting of the Board of Directors: Conducting Board meetings and recording the minutes of the meetings and keeping required books and records in line BSS as adopted by the ICSB;	✓	-	
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC);	N/A	-	Please refer to the condition no.6
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;	N/A	-	
2	Governance of Board of Directors of Subsidiary Company:			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary Company;	✓	-	
2(b)	At least 1 (One) Independent Director of holding company shall be a director on the Board of subsidiary company;	✓	-	
2(c)	Minutes of subsidiary to be placed in the meeting of holding company;	✓	-	
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	✓	-	
2(e)	The Audit Committee of the holding company shall also review the financial statements particularly the investments made by the subsidiary company.	✓	-	
3.0	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):			
3.1	Appointment:			
3(1)(a)	The Board shall appoint a MD or CEO, CS, CFO and HIAC;	✓		
3(1)(b)	The positions of the MD or CEO, CS, CFO and HIAC shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO, and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
3(1)(e)	MD or CEO, CS, CFO, and HIAC shall not be removed from their position without approval of the Board and be disseminated to the commission and stock exchange(s).	✓		
3 (2)	Requirement to attend Board of Directors' Meetings: MD or CEO, CS, CFO and HIAC shall attend the meetings of the Board;	✓		
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and CFO:			
3(3)(a)(i)	The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	✓		
3(3)(a)(ii)	The 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)	Certification of CEO and CFO that to the best of their knowledge and belief there was no fraudulent, illegal transactions during the year;	✓		
3(3)(c)	The certification of the MD/CEO and CFO shall be disclosed in the Annual Report.	✓		
4.	Board of Directors' Committee:			
4 (i)	Audit Committee	✓		
4 (ii)	Nomination and Remuneration Committee	N/A		
5.	Audit Committee:			
5(1)	Responsibility to the Board of Directors			
5(1) (a)	Company shall have an Audit Committee as a sub-committee of the Board.	✓		
5(1) (b)	Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business;	✓		
5(1) (c)	Audit Committee shall be responsible to the Board. The duties of Audit Committee shall be clearly set forth in writing.	✓		
5.2	Constitution of the Audit committee:			
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members.	✓		
5(2) (b)	Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least one independent director (ID);	✓		
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 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 the vacancy.	✓	-	

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit Committee;	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director;	✓		
5.3	Chairperson of the Audit Committee:			
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director;	✓		
5(3)(b)	Election of Chairman of the particular meeting in absence of regular Chairperson of Audit Committee recording the reasons of such absence in the minutes.	-	-	No such situation occurred
5(3)(c)	Chairperson of the Audit Committee shall remain present in the AGM.	✓		
5.4	Meeting of the Audit Committee:			
5(4)(a)	The Audit Committee shall conduct at least 4 meetings in a financial year.	✓		
5(4)(b)	Quorum of Audit Committee, presence of 2 or 2/3 members whichever is higher, where the presence of an ID 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)	Internal Audit and Compliance process to ensure that it is adequately resourced;	✓		
5(5)(d)	Oversee hiring and performance of external auditors;	✓		
5(5)(e)	Hold meeting with the auditors, review the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval;	✓		
5(5)(g)	Review along with the management, the quarterly and half-yearly financial statements before submission to the board for approval;	✓		
5(5)(h)	Review adequacy of internal audit function;	✓		
5(5)(i)	Review the management's discussion and analysis before disclosing in the Annual Report;	✓		
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		
5(5)(k)	Review management letters or letter of Internal Control weakness issued by 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;	✓		

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
5(5)(m)	Oversee whether the proceeds raised IPO or RPO or Rights Share Offer have been utilized per the purposes stated in relevant offer document or prospectus approved by the Commission;	N/A	-	
5.6	Reporting of the Audit Committee:			
5.6 (a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)	The audit committee shall immediately report to the board on the following findings, if any:-			
5(6)(a)(ii)(a)	Report on conflicts of interests;	-	-	No such event occurred
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process;	-	-	No such event occurred
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities-related laws, relies on and regulation;	-	-	No such event occurred
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	No such event occurred
5.6 (b)	Reporting to the Authorities: If any material impact on the financial condition and results of operation, unreasonably ignored by the management;	-	-	No such reportable incidence occurred
5.7	Reporting to the Shareholders and General Investors: Report on the activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 5(6)(a)(ii);	✓		
6	Nomination and Remuneration Committee (NRC):	Not applicable for Banking Company as per Bangladesh bank guideline .		
6.1	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a NRC as a sub-committee of the Board.	-	-	
6(1)(b)	The NRC shall assist the Board in the 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 covering the areas stated at the condition No. 6(5)(b);	-	-	
6.2	Constitution of the NRC			

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
6(2)(a)	The Committee shall comprise of at least three members including an independent director (ID);	NA	-	
6(2)(b)	All members of the Committee shall be non-executive directors;	NA	-	
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	NA	-	
6(2)(d)	Board shall have authority to remove and appoint any member of the committee;	NA	-	
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	NA	-	
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 an advisor who shall be a 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;	NA	-	
6(2)(g)	The company secretary shall act as the secretary of the committee;	NA	-	
6(2)(h)	The quorum of the NRC meeting shall not constitute without the attendance of at least an independent director;	NA	-	
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;	N/A	-	
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;	NA	-	
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;	NA	-	
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.	NA	-	
6.4	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	NA	-	
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC.	NA	-	

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
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 the presence of an independent director is must as required under condition No. 6(2)(h).	NA	-	
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.	NA	-	
6.5	Role of NRC			
6(5)(a)	NRC shall be independent and responsible/accountable to the Board and to the shareholders;	NA	-	
6(5)(b)(i)(a)	NRC shall oversee, formulate & recommend to the Board regarding the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	NA	-	
6(5)(b)(i)(b)	Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;	NA	-	
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;	NA	-	
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	NA	-	
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;	NA	-	
6(5)(b)(iv)	Formulating criteria for evaluation of performance of independent directors and the Board;	NA	-	
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	NA	-	
6(5)(b)(vi)	Developing recommending and reviewing annually the company's human resources and training policies.	NA	-	
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC at a glance in its annual report.	NA	-	

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
7	External or Statutory Auditors			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-			
7(1)(i)	Appraisal or valuation services or fairness opinions.	✓		
7(1)(ii)	Financial information systems design and implementation.	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements.	✓		
7(1)(iv)	Broker-dealer services.	✓		
7(1)(v)	Actuarial services.	✓		
7(1)(vi)	Internal audit services or special services;	✓		
7(1)(vii)	Any other service that the Audit Committee determines;	✓		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1);	✓		
7(1)(ix)	Any other service that may create conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family shall not hold any shares in the said company.	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders;	✓		
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/Secretary (Chartered Accountant/ Cost and Management Accountant / Chartered Secretary) other than its statutory auditor or audit firm on yearly basis regarding the compliance of conditions of the 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 Corporate Governance shall be appointed by the Shareholders in the AGM.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not.	✓		

CEO and CFO's Declaration

November 10, 2024

The Board of Directors
FAS Finance & Investment Limited Suvastu Imam Square (4th & 5th floor) 65, Gulshan Avenue, Gulshan
Dhaka-1212.

Subject: Declaration on Financial Statements for the year ended on December 31, 2023.

Dear Sirs,

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

- (1) The Financial Statements of FAS Finance & Investment Limited for the year ended on December 31, 2023 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 could not conduct periodic audits due to various reasons for which opinion cannot be formed 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 because the present Board is reconstituted by Bangladesh Securities & Exchange Commission with 5 dignified professionals and they are in a process of restructuring the company which resulting positive impact so far, for Which we do believe there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on December 31, 2023 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.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



A. F. Shabbir Ahmad
Managing Director (Current Charge)



Foize Ahmed
CFO (Current Charge)

Statement of Compliance with Good Governance Guide-line Issued by Bangladesh Bank

The Statement of compliance with the good governance guidelines issued by the Bangladesh Bank vides DFIM Circular No. 7, dated 25 September 2007 regarding the policies on the responsibility & accountability of the Board of Directors, Chairman & Chief Executive of financial institution. The Board of Directors of the Company has taken appropriate steps to comply with the guidelines. A status report on compliance with those guidelines is stated below:

Sl. No.	Particulars StatusofCompliance	Status ofCompliance
	Responsibilities and authorities of the Board of Directors:	
	(a) Work-planning and strategic management:	
	(i)The Board shall determine the Vision/ Mission of the institute. In order to enhance operational efficiency and to ensure business growth, they shall chalk out strategies and work-plans on annual basis. The Board shall review such strategies on quarterly rests and shall modify accordingly, if required. If any structural modification is required, shall bring those changes with consultation with the management.	Complied
	(ii) The Board shall have its analytical review incorporated in the Annual report as regard to the success/failure in achieving the business and other targets as set out in its annual work-plan and shall apprise the shareholders on future plans and strategies.	Complied
	(iii) The Board will set the Key Performance Indicator (KPI)s for the CEO and other senior executives and will appraise those on half yearly basis.	Complied
	(b) Formation of sub-committee:	
	Executive Committee may be formed in combination with directors of the Company for rapid settlement of the emergency matters (approval of loan/lease application, write-off, rescheduling etc.) arisen from the regular business activities. Except the Executive Committee and Audit Committee, no other committee or sub-committee can be formed, even in temporary basis.	Complied
	(c) Financial management:	
	(i) Annual budget and statutory financial statements shall be adopted finally with the approval of the Board.	Complied
	(ii) Board shall review and examine in quarterly basis various statutory financial statements such as statement of income-expenses, statement of loan/lease, statement of liquidity, adequacy of capital, maintenance of provision, legal affairs including actions taken to recover overdue loan/lease.	Complied
	(iii) Board shall approve the Company's policy on procurement and collection and shall also approve the expenditures according to policy. The Board to the maximum extend shall delegate the authority on the Managing Director and among other top executives for approval of expenditure within budget.	Complied
	(iv) The Board shall adopt the process of operation of bank accounts. To ensure transparency in financial matters, groups may be formed among the management to operate bank accounts under joint signatures.	Complied
	(d) Management of loan/lease/investments:	
	(i) Policy on evaluation of loan/lease/investment proposal, sanction and disbursement and its regular collection and monitoring shall be adopted and reviewed by the Board regularly based on prevailing laws and regulations. Board shall delegate the authority of loan/lease/investment specifically to management preferably on Managing Director and other top executives.	Complied

Sl. No.	Particulars Status of Compliance	Status of Compliance
	(ii) No director shall interfere on the approval of loan proposal associated with him. The director concerned shall not give any opinion on that loan proposal.	Complied
	(iii) Any large loan/lease/investment proposal must be approved by the Board.	Complied
	(e) Risk Management:	
	Risk Management Guideline framed in the light of Core Risk Management Guideline shall be approved by the Board and reviewed by the Board regularly.	Complied
	(f) Internal Control and Compliance Management:	
	An Audit Committee as approved by the Board shall be formed. Board shall evaluate the reports presented by the Audit Committee on compliance with the recommendation of internal auditors, external auditors and Bangladesh Bank Inspection team as well.	Complied
	(g) Human Resource Management:	
	Board shall approve the policy on Human Resources Management and Service Rule. The Chairman and directors of the Board shall not interfere on the administrative job in line with the approved Service Rule.	
	Only the authority for the appointment and promotion of the Managing Director/Deputy Managing Director/ General Manager and other equivalent position shall lie with the Board in compliance with the policy and Service Rule. No director shall be included in any Executive Committee formed for the purpose of appointment and promotion of others.	Complied
	(h) Appointment of CEO:	
	The Board shall appoint a competent CEO for the institution with the prior approval of the Bangladesh Bank and shall approve the proposal for increment of his salary and allowances.	Complied
	(i) Benefits offer to the Chairman:	
	For the interest of the business, the Chairman may be offered an office room, a personal secretary, a telephone at the office and a vehicle subject to the approval of the Board.	Complied
2.	Responsibilities of the Chairman of the Board of Directors:	
	(a) Chairman shall not participate in or interfere into the administrative or operational and routine affairs of the Company as he has no jurisdiction to apply executive power;	Complied
	(b) The minutes of the Board meetings shall be signed by the Chairman;	Complied
	(c) The Chairman shall sign-off the proposal for appointment of Managing Director and increment of his salaries & allowances;	Complied
3.	Responsibilities of Managing Director & CEO:	
	(a) Managing Director shall discharge his responsibilities on matters relating to financial, business and administration vested by the Board upon him. He is also accountable for achievement of financial and other business targets by means of business plan, efficient implementation of administration and financial management;	Complied
	(b) For day to day operations, Managing Director shall ensure compliance with the rules and regulation of the Financial Institutions Act, 1993 and other relevant circulars of Bangladesh Bank;	Complied
	(c) All recruitment/promotion, except those of DMD, GM and equivalent positions shall be vested upon the Managing Director. He shall act such in accordance the approved HR Policy of the institution;	Complied
	(d) Managing Director may re-schedule job responsibilities of employees;	Complied
	(e) Except for the DMD, GM and equivalent positions, power to transfer and to take disciplinary action shall vest to the Managing Director.	Complied
	(f) Managing Director shall sign all the letters/statements relating to compliance of policies and guidelines. However, Departmental/Unit heads may sign daily letters/statements as set out in DFIM circular no. 2 dated 06 January 2009 if so authorized by MD.	Complied

Compliance of Meeting & Remuneration**Board Meeting held during 2023 and attendance of each Director**

Sl. No.	Name	Meeting Held	Meeting Attended	Total (Tk)	%
1	Mr. Mohammed Nurul Amin	25	25	220,000	100%
2	Professor Dr. Muhammad Saifuddin Khan	25	25	220,000	100%
3	Brigadier General Abu Sayeed Mohammad Ali (Retd.)	25	25	220,000	100%
4	Dr. Syed Abdulla Al Mamun, FCMA	25	25	220,000	100%
5	Mr. Md. Salim	25	25	220,000	100%

Executive Committee (EC) held during 2023 and attendance of each Director

Sl. No.	Name	Meeting Held	Meeting Attended	Total (Tk)	%
1	Brigadier General Abu Sayeed Mohammad Ali (Retd.)	7	7	61,600	100%
2	Professor Dr. Muhammad Saifuddin Khan	7	7	61,600	100%
3	Dr. Syed Abdulla Al Mamun, FCMA	7	7	61,600	100%

Audit Committee (AC) held during 2023 and attendance of each Director

Sl. No.	Name	Meeting Held	Meeting Attended	Total (Tk)	%
1	Professor Dr. Muhammad Saifuddin Khan	8	8	70,400	100%
2	Dr. Syed Abdulla Al Mamun, FCMA	8	8	70,400	100%
3	Mr. Md. Salim	8	8	70,400	100%

Shareholder's Information as on December 31, 2023

Distribution of Shareholdings

Category	Number of Share	% of total Paid up Capital
Sponsor/Director	19,682,870	13.20
Govt.	0	0
Institute	12,895,709	8.65
Foreign	0	0
General Public	116,498,785	78.15
Total	149,077,364	100.00

Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit.

Sl. No.	Designation	Name	Share Hold	% of Holding
1	Managing Director (Current Charge)	Mr. A. F. Shabbir Ahmad	Nil	Nil
2	Chief Financial Officer	Mr. Foize Ahmed	Nil	Nil
3	Company Secretary	Mr. Md. Ayinuddin FCS	Nil	Nil
4	Head of Internal Audit	Mr. Giasuddin Mulla ACMA, FCCA	Nil	Nil

Executives (top five salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit):

Sl. No	Designation	Name	Share Hold	% of Holding
1	SAVP	Mr. Md. Junaed kha	Nil	Nil
2	FAVP	Mr. Dipak Shaha	Nil	Nil
3	FAVP	Mr. Foize Ahmed	Nil	Nil
4	FAVP	Mr. Md. Imran Ali	Nil	Nil
5	FAVP & Manager, Principal Branch	Mr. Md. Nazirul Hoque	Nil	Nil

Shareholders holding ten percent or more voting interest in the company: Nil

Range of Shareholdings as on 31 December 2023 was as under:

Shareholding Range as on December 31, 2023	Number of holders		% of total holding	
	31-Dec-2023	31-Dec-2022	31-Dec-2023	31-Dec-2022
1-500	2,312	2,318	0.26	0.26
501-5,000	4,500	4,438	6.56	6.52
5,001-10,000	1,139	1,114	5.92	5.70
10,001-20,000	780	728	7.93	7.28
20,001-30,000	311	290	5.28	4.94
30,001-40,000	182	180	4.33	4.28
40,001-50,000	128	299	4.02	3.70
50,001-100,000	215	215	10.73	10.76
100,001-1,000,000	169	164	25.44	27.45
1,000,001 and above	14	14	29.51	29.11
Total	9,750	9,760	100.00	100.00

Dividend Distribution Policy

This policy will be applicable to FAS Finance and Investment Limited ("The Company"). This policy is for payment of dividend to shareholders of the company.

1.00 Introduction

The Dividend Distribution Policy is prepared and adopted in compliance with the provisions of the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC) about dividend declaration, pay off, disbursement and compliance.

The Board of Directors (the Board) will consider the directive while declaring/ recommending dividend on behalf of the Company. In compliance with the said requirements, the Board of Directors of FAS Finance and Investment Limited has approved the policy as stated below. The Board may review and amend this policy from time to time.

2.00 Definitions

"the Act" means Companies Act 1994.

"the Company" means FAS Finance and Investment Limited.

"AGM" means Annual General Meeting.

"Board" means Board of Directors of FAS Finance and Investment Limited.

"Shareholders" means Members whose name is registered in the Member Register of the company.

"Shares" means Ordinary Equity Shares.

3.00 Concept of Dividend

Dividend is the share of the profit that a Company decides to distribute among its Shareholders in proportion to the amount paid-up on shares they hold in the form of Cash and/or Stock (Bonus). The profits earned by the Company can either be retained in the business or can be distributed among the Shareholders as dividend.

4.00 Types of Dividends

The Act deals with two types of dividends - Interim and Final.

- I. Interim dividend is the dividend declared by the Board between two AGMs as and when considered appropriate. The Act authorizes the Board to declare interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account.
- II. Final dividend is recommended for the financial year at the time of approval of the annual financial statements as well as appropriation of profit. The Board shall have the power to recommend final dividend to the shareholders for their approval at the AGM of the Company. Dividend recommended by the Board of Directors cannot be changed prior to holding of the AGM.

5.00 Declaration of Dividend

Subject to the provisions of the Act, dividend shall be declared and paid out of:

- a. Profits of the Company for the year for which the dividend is to be paid after setting off carried over previous losses and depreciation not provided in the previous year(s)
- b. Undistributed profits of the previous financial years after providing for depreciation in accordance with law and remaining undistributed.
- c. Out of a & b both.

Before declaration of dividend, the Company may transfer a portion of its profits to reserves of the Company as may be considered appropriate by the Board at its discretion.

In the event of inadequacy or absence of profits in any financial year, the Company may declare dividend out of free reserves subject to the compliance with the Act and Rules.

7.00 PARAMETERS TO BE CONSIDERED FOR DECLARATION OF DIVIDEND:

The Board of Directors of the Company shall consider the following internal or external parameters while recommending dividend:

- i. Financial performance and growth opportunities of the Company;
- ii. Dividend payout trend of the Company;
- iii. Capital Adequacy Ratio (CAR) position of the Company;
- iv. Positive impacts on capital market;
- v. Tax implication;
- vi. Economic factors;
- vii. Any other Regulatory requirements.

For fixing the dividend payout ratio, the Board needs to consider the operating results of the Company and the Shareholders return as well. Dividend should be paid out of divisible profit of the Company. If the eligibility criteria for recommendation of dividend have not been met by the Company or any threshold has been fixed by the Regulators or any restriction has been imposed by the Regulatory Authorities; the Board of Directors of the Company may recommend dividend within the threshold or may not recommend any dividend according to restrictions.

8.0 ENTITLEMENT TO DIVIDEND:

Only the shareholders of the Company whose names appear in the depository register maintained with Central Depository Bangladesh Limited and or members' register of the Company on the record date fixed by the Company shall be entitled to receive the dividend.

9.00 PAYMENT OF DIVIDEND:

Dividend shall be distributed in the following manner and procedures, namely

- i. Company shall pay off the dividend (cash/stock) to the shareholders within 30 days of declaration or approval or record date as the case may be.
- ii. Company shall pay off the cash dividend to the bank account for entitled shareholders as available in the BO account maintained with the depository participant (DP), or the bank account as provided by the shareholder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN) or through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible through BEFTN.
- iii. Dividend of the margin client of stock broker or merchant banker shall pay off to the Consolidated Customer's Bank Account (CCBA) of the stock broker or to the separate bank account of the merchant banker or portfolio manager through BEFTN.
- iv. In case of non-availability of bank account information or not possible to distribute cash dividend through BEFTN or any electronic payment system, Company shall issue cash dividend warrant and shall send it by post to the shareholder.
- v. Company shall credit the stock dividend to the BO account or issue the bonus share certificate of the entitled shareholders.
- vi. Company shall follow the directives/circulars in force of the securities regulator, related to dividend distribution from time to time.

10.0 UTILIZATION OF RETAINED EARNINGS:

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

11.00 UNPAID/UNCLAIMED DIVIDEND:

The Company must not forfeit any unclaimed cash or stock dividend till the claim becomes barred by the law of land in force. Unclaimed dividend is paid off as per procedure set by the Bangladesh Securities and Exchange Commission and the Stock Exchanges.

12.00 Effective Date

This Policy has been approved by the Board of Directors of the Company at its meeting held on 30th January, 20 and shall be effective and applicable for dividend, if any, declared for the Financial Year 2021-2022 onwards.

12.00 Review/Amendment

The Board may amend, repeal, modify or revise any or all provisions of this Policy. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

13.00 Disclosures

This Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and on the Company's website www.fasbd.com If the Company proposes to declare dividend on the basis of any additional parameters apart from those mentioned in the Policy or proposes to change the parameters contained in this Policy, it shall disclose such changes along with the rationale for the same in the Annual Report and on the website.

Management Discussion & Analysis

1. Accounting Policies

The Annual Financial Statements have been prepared on a going concern basis and accrual method under historical cost convention and therefore did not take into consideration of the effect of inflation. The preparation and presentation of the financial statements and the disclosure of information have been made in accordance with the DFIM circular no. 11 dated 23rd December 2009 in conformity with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), the Companies Act 1994, the Financial Institutions Act 1993, Securities and Exchange Rules 1987, the Listing Regulations of Dhaka and Chittagong Stock Exchanges and other applicable laws & regulations in Bangladesh. 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.

2. Changes in Accounting Policies

The company applies its accounting policies consistently for similar transactions unless an IFRS requires or permits categorization of items for which different policies may be appropriate. In the year 2022, the company has not adopted any change in accounting policies and estimates. Correction in interest against loan, lease, advance and various deposits were made while transferring financial data to a new Core Financial Solution with due endorsement from statutory auditors.

3. Analysis of Financial Performance

The company is facing numerous challenges due to its legacy for which the financial position is remaining the same. Performance of your Company over the last 5 years is appended in page no. 10 of the Director's Report. Changes over the last year in the key operating and financial position indicators from the financial statements are discussed below:

Financial Highlights:

Sl. No.	Particulars	31st Dec - 2023	31 st Dec- 2022	Changes in %	Reasons for change
1	Paid up Capital	1,490.77	1,490.77	0	No Change
2	Total Eligible Capital (Tier -1 + Tier -2)	-14,041.97	-11,361.52	23.59	Operating loss & additional provisioning effected in Retained Earning that impacted on Capital and Equity
3	Capital Surplus/(deficit)	-15,041.97	-12,361.52	21.68	Due to same reason for increasing deficit.
4	Total Equity	-13,970.30	-11,287.84	23.76	The same reason also impacted on Total equity
5	Total Assets	20,753.99	20,827.32	-0.35	Few loans recovered and depreciated on Fixed assets
6	Total Deposits	11,400.15	10,173.00	12.06	Increased due to applying interest.
7	Total Loans, Advances and Leases	18,300.85	18,403.52	-0.56	Decreased due to recovery of Loans and adjustment of interest.
8	Credit Deposit Ratio (times)	160.53	180.91	-11.27	Decreased due to increase in deposit & decrease in Loan.
9	Percentage of Classified Loans, Advances and Leases	99.79%	99.51%	0.28	More loans were classified as per Bangladesh quick Summary Report.
10	Profit after Tax and Provision	-2,664.63	-6,322.50	-57.85	Additional provisioning increase loss.
11	Classified Loans, Advances and Leases during the year	18,263.32	18,313.29	-0.27	More loans were classified as per Bangladesh quick Summary Report.
12	Provision kept against Classified loans	6,755.91	5,812.31	16.23	Due to maintaining provision against classified loans.
13	Interest Suspense balance	3,108.20	3,067.42	1.33	Remains almost same.
14	Provision Surplus/(deficit)	6,000	6,960	-13.79	Reduced for maintaining proportionate against approved deferral amount.
15	Cost Of Fund	9.08%	11.01%	-17.53	Increased due to upward trend in Market.
16	Interest Earning Assets	19,887.40	19,972.19	-0.42	Due to increase of classified loans.
17	Non Interest Earning Assets	866.59	855.12	1.34	Due to increase of classified loans.
18	Return on Investment (ROI)	-14.50%	-37.77%	-61.61	Due to increase operational loss.
19	Return on Assets (ROA)	-12.82	-31.93%	-59.85	Due to increase of classified loans.
20	Income from Investment	17.98	0.28	6321.43	Increased income of investment in Capital Market.
21	Earnings Per Share	-17.87	-42.41	-57.86	Due to loss and provisioning.
22	Net Income per Share	-17.87	-42.41	-57.86	Due to loss and provisioning.
23	Net Assets Value per Share (NAV)	-93.71	-75.72	23.76	Due to loss and provisioning.

4. Comparison of Performance:

Performance of the company is badly affected by financial scam occurred in previous years. It is in a revival phase to overcome liquidity crisis for resumption of business. During the year 2022 we focused on cleansing activity to prepare the ground for revival aiming at business as usual. Regular business activity was however kept on moving in a limited scale where partial payment to individual small depositors were given preference. Very small number of loans were possible to disburse due to making such payments and therefore peer group analysis will not reflect any useful scenario in terms of business and financial position. We will present such analysis in subsequent years.

5. Economic Overview

5.1. Global perspective

In 2023, the global economy faced several challenges, largely stemming from regional conflicts that disrupted supply chains. The lingering effects of the pandemic and climate change further complicated the situation, impacting millions of lives and slowing progress toward sustainable development goals. Despite these headwinds, the global economy showed resilience, navigating through significant monetary tightening and policy uncertainties.

While the U.S. and several emerging markets enjoyed robust economic growth, most European nations experienced sluggish performance. China, however, maintained steady growth. Inflation eased in many regions, thanks to declining energy and food prices, which allowed central banks to scale back interest rate hikes. According to IMF estimates, global GDP growth slowed to 3.1% in 2023, down from 3.5% in 2022, driven by inflation-controlling measures and reduced fiscal support amidst rising debt levels.

Global inflation, after two years of rapid increases, moderated in 2023 but remained above the average levels seen between 2010 and 2019. Inflation fell to 6.8%, down from 8.7% in 2022. Advanced economies saw inflation decline significantly to 4.6% from 7.3%, while emerging and developing economies experienced a slower decrease to 8.4% from 9.8%.

The global unemployment rate improved slightly, reaching 5.1% in 2023 compared to

5.3% in the previous year. However, wage growth lagged behind inflation, intensifying cost-of-living challenges in many countries.

Rising borrowing costs and currency depreciations posed heightened debt risks for many developing countries due to tighter monetary policies in advanced economies. Fiscal revenues either stagnated or fell in the post-pandemic period, while debt-servicing costs rose, particularly in countries with high levels of foreign currency debt. These financial pressures limited the ability of developing nations to invest in climate initiatives and the Sustainable Development Goals (SDGs).

Least Developed Countries (LDCs) faced further constraints due to reduced official development assistance, worsening their financial challenges. Global trade also experienced a sharp slowdown, growing by only 0.8% in 2023, a steep decline from 3% in 2022.

5.2 Bangladesh perspective

Bangladesh's economic recovery from the COVID-19 pandemic, which gained momentum in 2022, faced setbacks in 2023 due to rising inflation, currency volatility, and global economic uncertainties. Disruptions in global supply chains, exacerbated by regional conflicts, added further pressure. As a result, the country's GDP growth slowed to 5.78% in FY2023, down from 7.10% in FY2022. This slowdown was primarily due to weaker performance in the service and manufacturing sectors, although the agriculture sector remained resilient.

Inflation surged to 9.5% in 2023, compared to 7.7% in 2022, driven by higher food and non-food prices, increased shipping costs, and the devaluation of the Bangladeshi Taka against the US Dollar. In response, the Bangladesh Bank adopted tighter monetary policies to control inflationary pressures.

Despite the challenges, Bangladesh's economy demonstrated resilience. Export earnings reached \$55.7 billion, reflecting a 2% growth, largely driven by diversification of products and increased exports to non-traditional markets. Meanwhile, imports fell by 24% to \$61.9 billion due to declining local demand, lower demand in export markets, and import restrictions. Remittances also saw a 3% rise, totaling \$21.9 billion in 2023. Consequently, the current account balance shifted to a surplus of

\$1,927 million during the Jul-Dec period of FY24, a significant improvement of 139% year-on-year.

Efforts to stabilize the foreign exchange market led to a decline in reserves, which fell to around \$21 billion in 2023, compared to over \$26 billion in 2022. Additionally, foreign loan repayments hit a record high, reaching \$4.78 billion in FY2023, marking a 32.8% increase from the previous year.

Despite these headwinds, Bangladesh's economy showcased dynamism, underpinned by a robust domestic market with a growing middle class and expanding consumer base. The digital transformation played a crucial role in enhancing sectors like finance, education, and government services, fostering inclusive growth and economic resilience amid global uncertainties.

5.3 Bangladesh Financial Sector

In 2023, Bangladesh's financial sector faced significant challenges, including tight liquidity conditions, rising costs of funds, and slower credit growth in both public and private sectors. These issues were driven by the Bangladesh Bank's contractionary monetary policies aimed at controlling inflation. Liquidity pressures, exacerbated by policy rate hikes, posed significant difficulties, with many institutions struggling to meet capital and provisioning requirements amidst rising non-performing loans (NPLs).

The banking sector experienced heightened liquidity stress, with excess liquidity shrinking to Tk 1.63 trillion by December 2023. Despite these constraints, banks increasingly relied on support from the central bank as they adjusted to higher borrowing costs. The call money rate jumped to 8.84% in December 2023 from 5.80% a year earlier, while the policy rate rose to 7.75% from 5.75% over the same period.

Interest rate spreads improved for both banks and Non-Bank Financial Institutions (NBFIs) starting in July 2023. This was largely due to a shift from a fixed-rate system to a market-driven framework, facilitated by the introduction of the Six-months Moving Average Rate of Treasury Bill (SMART) and the removal of deposit rate floors, allowing for greater flexibility in setting rates.

Default loans increased significantly, rising by

Tk 25,000 crore in 2023, largely due to economic volatility and a dollar shortage that hindered borrowers' ability to repay debt. By December 2023, NPLs reached Tk 1.46 trillion, accounting for 9% of total loans, up from 8.16% in the previous year. NBFIs also saw a rise in NPLs, which climbed to 27.65% in June 2023 from 23.88% in December 2022.

To address these challenges, the Bangladesh Bank introduced measures to strengthen discipline and governance within the financial sector. These included enhanced regulatory oversight, improved risk management practices, and steps to curb political interference. Additionally, the government enacted the Bank Company (Amendment) Bill 2023 and the Finance Company Act 2023, which allowed banks to sell insurance products, expanding their operational scope.

The financial sector also saw rapid digitalization, with the Bangladesh Bank fostering digital banking initiatives. These efforts, aimed at improving efficiency and accessibility, signal a positive outlook for the sector's future growth and resilience.

5.4 Risks and Concerns

The economy and financial sector of Bangladesh encountered several risks in the year 2023 which may continue in coming year beyond. In the immediate term, the effects of high inflation, energy and food supply crisis, balance of payment deficit and supply chain disruption due to consequence of Russia-Ukraine conflict may persist.

The financial sector will have to challenge the risks posed by the escalating corporate defaults resulting from the disruptions caused by multifaceted crises. Particularly, the import businesses may continue to experience disruption due to restriction in opening letters of credit. Interest rate may remain high keeping the cost of capital on the rise. The consumer demand may decline given high inflation and cost of living which together with rising public debt can lead to low private sector credit growth.

Your Company's risk management process appended as Pillar III: Market Discipline disclosure to this Annual Report illustrates the details of how we are prepared to tackle such risks.

5.5 The year ahead:

FAS Finance & Investment Limited

It is a challenge to bring the company back in right track. Efforts are continued to get policy supports for liquidity improvement for making payment of depositors and to commence business. The Board of Directors of the company comprised of 5 dignitaries appointed by Bangladesh Securities and Exchange Commission as Independent Directors completed their 3-year term on May 30, 2024. The current Board also comprises of Independent Directors appointed by Bangladesh Bank. We will continue our best efforts to convince the stakeholders for providing support to the company in terms of policy and liquidity under guidance from the Board.

Honorable Shareholders, Business policy of your company will be to expand in a sustainable manner targeting SME segment in the emerging sector. Collection of defaulted loans and strengthening legal efforts will continue to

remain in focus though it will be highly challenging due to huge irregularity in the total process and administration of the loan. Because of the challenge associated in recovery of bad loans, achieving comfort in liquidity in near future from result of recovery effort will be very difficult. Therefore, our all-out effort will continue to look for other possibilities for reviving the company.

Sincerely Yours,



A. F. Shabbir Ahmad
Managing Director (Current Charge)

Independent Auditor's Report to the Shareholders' of FAS Finance & Investment Limited

Report on the Audit of the consolidated and separate Financial Statements

Qualified Opinion

We have audited the consolidated financial statements of FAS Finance & Investment Limited and its subsidiary (the Group) as well as the separate financial statements of FAS Finance & Investment Limited (the "Company"), which comprise the consolidated and separate balance sheet as at 31 December 2023, along with the consolidated and separate profit and loss accounts, the consolidated and separate statement of changes in equity and the consolidated and separate cash flow statement for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, except for the effect described in the Basis for Qualified Opinion section of our report, accompanying consolidated financial statements and separate financial statements of the company give a true and fair view of the consolidated balance sheet and the separate balance sheet of the company as at 31 December 2023, and of its consolidated and separate profit and loss accounts and its consolidated and separate cash flows statement for the year then ended in accordance with International Financial Reporting Standards (IFRSs), as explained in notes 1 to 45.

Basis for Qualified Opinion

1. The company has been incurring losses for several years and in accumulation the total loss was BDT 15,809,837,256 for the year ended 31 December 2023 and, as of that date the Company's total liabilities exceeded its total assets by BDT 13,970,304,399. In addition, we noticed that the operating cash flow of the company has been reported at Tk. (1,479,471,097) indicating significant operating cash crisis. These conditions or events indicate that a material uncertainty exists on the company's ability to continue its operation in the foreseeable future unless arrangements are made to increase capital or to improve liquidity position by means of facilitating equity support/long term loan from govt. We noted that in such circumstances, some initiatives have already been taken including a strategic plan for improving the financial position of the Company.
2. Reference to the Note No. 2.3.1 to the financial statements, according to Section 9 of Finance Company Act 2023 and FID circular No. 06 November 2003 and DFIM circular No. 03, Dated 21 June 2020:
 - i) The company should maintain Cash Reserve Ratio (CRR) at a rate of 1.5% of 'Term or Fixed Deposit' (except from Banks and Financial Institutions) but the company could not maintain such provision noncomplying with above regulation. As on 31 December 2023, CRR represents a deficit amounting to BDT 56,128,019 to comply with CRR requirement.
 - ii) The company is obligated to maintain Statutory Liquidity Reserve (SLR) at a rate of 5% of 'Total Liabilities' (Including CRR of 1.5% on total term deposit) but the company could not maintain such provision in compliance with above regulation. As on 31 December 2023, SLR represents a deficit amounting to BDT 190,329,142 as per the financial statements.
3. Company has reported that they maintained actual reserve of Tk. 233,334,095 against SLR requirement. Out of the reported SLR balance maintained by the company more than Taka 22 crore was covered by the fixed deposit with International Leasing & Financial Services Ltd. and Social Islami Bank PLC. It was noted that both deposits with these financial institution and bank are doubtful of recovery as the financial conditions of both is vulnerable.
4. We could not verify the fixed deposits with International Leasing & Financial Services Ltd. for Tk. 756,406,251 and with Social Islami Bank Ltd for Tk 39,426,727 in absence of the instrument e.g. fixed deposit receipt and FDR Statement. No feedback was received against the balance confirmation request letter sent to the corresponding NBFIs as part of our audit process.

5. As per DFIM circular no 04, dated 26 July 2021 in case of realizing outstanding balance from defaulter client, interest suspense account should be adjusted first. We noted that the company did not comply with this circular in multiple cases. Outstanding amount was realized against classified loans without adjusting the interest suspense account. The company continued the interest suspense account of the then classified loan in spite of receiving regular installments from the client after rescheduling of the loan.
6. No party wise break up of interest expenses charged against 651 fixed deposit was available. As a result, we could not check calculation of interest expenses of Tk. 613,006,565 reported in the financial statements. (Note 23)

Emphasis of matters

1. Bangladesh Bank vide their letter No-DFIM(C) 1054/10/2022-2808 dated September 29, 2022, has given NOC for maintaining required provision of Tk.800.00 Crore in 8 (Eight) years from the year 2022 to 2029 @ Tk.100.00 Crore per year. In line of the approval, Tk.200.00 Crore has been maintained in the year 2022 and 2023. As such the residual balance for Tk.600.00 Crore only is remaining for next 6 (Six) Years. Furthermore, Bangladesh Bank vide their letter No. DFIM (C) 1054/10/2023-3613 dated October 19, 2023, has directed to maintain further provision of Tk. 280.75 Crore, which has been maintained in full accordingly.
2. In reference to the BSEC directive no. BSEC/CMRRCD/2009-193/217/Admin/90, dated: May 21, 2019, the directors and sponsors of the listed security must hold jointly 30% of paid-up capital. However, the directors and sponsors of the company do not hold 30% shares collectively.
3. With reference to last year's auditors report, there have been few bank accounts which were not disclosed in the financial statements. The bank accounts were i) Southeast Bank-EURO, A/C no: 163-00000-019, ii) Southeast Bank-Pound, A/C No: 163-00000-028, iii) Southeast Bank-Dollar, A/C no: 163-00000-689 and iv) IPO Refund Account at the Gulshan Branch. The same accounts have not been shown this year.
4. According to BSEC directive dated January 14, 2021, if any dividend remains unpaid or unclaimed for a period of three years then this fund should be transferred to the BSEC "Capital Market Stabilization Fund", and the issuer shall publish the year-wise summary of its unpaid or unclaimed dividend on the website. But the company has not paid such unpaid dividends according to the directive.
5. During the audit, we could not confirm the share capital amount in the financial statements with Schedule-X, as the company has yet to update its annual return to the Registrar of Joint Stock Companies & Firms (RJSC) and a new board has set by BSEC.
6. We draw attention to the classified of Loans, advances and leases under note no. 6.6 of the Financial Statements, where 99.79% of Loans, advances and leases are classified. We have reviewed several loan files of FFIL. Due to non-recovery from those loans the entity is suffering with huge, classified loans & liquidity crisis.
7. We draw attention to Capital Adequacy Ratio (CAR) under note no. 14.06 of the Financial Statements, where required capital of the company at the close of the business on 31 December 2023 was amount to Taka 1,000,000,000. However, eligible capital of the company showing negative amount to BDT (15,829,715,132) which indicates deficit of capital amount to BDT (16,829,715,132) in accordance with DFIM Circular No. 08, dated-02 August 2010 and Prudential Guidelines on Capital Adequacy and Market Discipline (CAMD) for Financial Institutions issued by Bangladesh Bank, the company as a financial institution should maintain a Capital Adequacy Ratio (CAR) of minimum 10% of its Risk Weighted Assets (RWA) according to Tier-I. The above-mentioned calculations are made considering Financial Statements Data.
8. According to the Companies (Amendment) Act 2020, all public limited companies must add 'PLC' to the end of their company name in order to be recognized as public limited companies. Banks and non-bank financial institutions (NBFI) would have to change the company name and articles of association to adopt the PLC suffix under the Company (Second Amendment) Act 2020. The company has not done anything about this, though.
9. Reference to the Note no. 3 to the financial statements, Balance with Other Banks and Financial Institutions; there have been long pending significant reconciliation items prior to 2018 in the bank reconciliation statements of First Security Islami Bank Ltd. A/C. No. SND 010113100001512 and A/C No. SND 013313100000056.
10. Reference to the Note no. 6 to the financial statements, Loan and Advances; as per DFIM circular no 04, dated 26 July 2021, loan balance should not be increased by interest amount against interest suspense accounts if the loan is classified as bad/loss. We noted that the company continued to increase the loan balance of its subsidiary FAS Capital Management Limited though the loan balance was recorded under bad/loss category last year. The loan balance of FAS Capital Management Limited has been increased by Tk. 55,698,527 this year against interest suspense accounts noncomplying with above circular.

11. Note 8 – Fixed Assets including Premises and Furniture & Fixtures: No fixed assets register was maintained by the company. Item wise detailed break up of the reported asset categories was not available.
12. Reference to the Note no. 9.2.1 to the financial statements, Advance Corporate Income Tax against FDR Interest, we draw attention users of this report to the fact that the company did not receive Treasury Challan against deposit of advance Income tax deducted by banks and Fis with whom they made the fixed deposit.
13. Note 10(a)- Non Financial Institution's assets: We have significant doubt about the ownerships of the assets held as "Non-current Assets held for sale and discontinued operations" because there has been no control of the company over these assets. We physically visited "Rhine OK Market & Real Estate, Middle Birampur Road, Madhabdi" which is under category of "Non-current Assets held for sale and discontinued operations" while it is being occupied and used by other people. Some shops in this market, which are registered mortgaged, are already sold to other people and providing rent for a long-term basis by managing committee of the Rhine OK market. As a result, we doubt that FAS Finance & Investment Ltd has control over these properties. We also did not find any valuation report in support of reported amount of Tk. 44,665,893 of the above-mentioned assets held for sale.
14. Note 11 – Borrowing from other banks, financial institutions: We have sent loan balance confirmation request letter to thirty-one banks and financial institutions and received reply from five organizations. Out of the five confirmations received loan balances of two organizations were not matched with reported amount. We noticed that i) as per company record loan balance with Basic Bank Ltd. is Tk. 510,772,315 but as per bank record the same is Tk. 337,562,387 resulting difference of Tk. 173,209,928 and ii) as per company record loan balance with NRB Bank Ltd is Tk. 379,584,453, but as per bank record the same is Tk. 370,156,723 resulting difference of Tk. 9,427,730. The reason for such difference is the fact that the loan balance has been categorized as bad and loss by the above banks and no further interest was recorded in name of this company. No reply to our balance confirmation request letter was available from the remaining banks/financial institutions.
15. Note 12 – Deposits and other accounts: The company has reported Tk. 11,400,152,972 against Fixed Deposits received from different parties in Bangladesh. We have sent balance confirmation letters on test basis, but no feedback was received from the parties on fixed deposit made with the company.
16. Reference to the Note no. 13 to the financial statements, Tax deducted at source amounting to BDT 567,557,941, VAT deducted at source amounting to BDT 4,639,459 and Excise duty amounting to BDT 26,160,457 which has been kept as payable (total of above 3 balance is BDT 598,357,857). However, the company has not deposited the Tax deducted at source & VAT deducted at source duly in the government treasury. This is a non-compliance of Income Tax Act, 2023 Value Added Tax and Supplementary Duty act, 2012 and Excise Duty and Salt act, 1944.
17. Note 13.1 - Accumulated Provisions against Loan, Advances and Leases: Tk. 6,755,914,866 has been calculated after deduction of value of collateral assets against specific loans. We noted significant inadequacy of required documents e.g. RJSC registration of the mortgage deed, original mutation, valuation report of the collateral asset, SRO token for collecting original deed with certified deed copy etc. in most of the loan files checked under our sample test. As a result, significant doubt exists on the ability of the company to realize the value of collateral assets considered in determining the provision.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), Bangladesh Securities and Exchange Commission (BSEC) and Bangladesh Bank, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Qualified Opinion of Subsidiary

We observed that –

1. The Company has been incurring losses for several years. The Company has reported loss of Tk. 226,848,706 in current year. Its accumulated loss was Tk. 1,783,700,662 for the year ended 31st December 2023 and as of that date the company's total liabilities exceeded its total assets by Tk. 1,544,746,923. These conditions or events indicate that a material uncertainty exists on the company's ability to continue its operation in the foreseeable future unless arrangements are made to increase capital or to improve liquidity position.

3. AIT has been overstated by Tk. 24,437,586 related with years prior to 2023 for which IT assessment has been completed. As no future economic benefit will be flown to the company, recognizing AIT paid in the years prior to 2023 as asset in the financial statements is non-compliant with IFRS. No treasury challan for AIT deducted in current year for Tk. 5,181,672 by FAS Finance & Investment PLC. could be made available.
4. The calculation of provision for current tax could not be confirmed as the company considers 20% AIT on FDR as final tax settlement in current year and 0.6% in previous year whereas corporate tax rate should be applied on FDR Interest. The company has carry forwarded entire IT provision for current tax of previous year without any adjustment whereas the company completed the IT assessment of previous years under self-assessment.

Emphasis of matters of Subsidiary

Without further modifying our audit opinion in above paragraph, we would like to draw attention of the users of these financial statements on below statements and notes:

1. Note 6 Loans and Advances: The Company has reported margin loan balance at Tk. 1,398,308,837 against which provision of Tk. 1,140,099,837 (81.53%) has been made in the financial statements. Most of the parties are doubtful for recovery. We send confirmation letter to selected 11 active parties to confirm the margin loan balance and received feedback from 07 parties agreeing with their balance as per the company record.
2. Note 15 Share Capital: The Company has not updated its Schedule X and submitted an annual return to the Registrar of Joint Stock Corporation & Firms (RJSC) which is non-compliant with The Company Act 1994 Section 36 & Section 190.

Other Matter

In 2019 the company had faced loan scams which had caused the company to suffer huge losses, afterwards in 2021 to protect investors' interest; the BSEC had nominated five independent directors who are in a process to implement multiple business plans for the revival of this company.

Last year the company was audited by Mahfel Haq & Co., Chartered Accountants. They issued qualified opinion covering the concerns mentioned in current year report.

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. For each matter below our description of how our audit addressed that matter is provided in that context. We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the financial statements section of our report, including in relation to those matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatements of the financial statements. These results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Risk	Our response to the risk
Measurement of provision for loans and advances	
<p>The process for estimating the provision for loans and advances portfolio associated with credit risk is significant and complex.</p> <p>For the individual analysis, these provisions consider the estimates of future business performance, and the market value of collateral provided for credit transactions.</p> <p>For the collective analysis, these provisions are manually processed that deals with voluminous databases, assumptions and calculations for the provision estimates of complex design and implementation.</p>	<p>We tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> • Tested the credit appraisal, loan disbursement procedures, monitoring and provisioning process. • Identification of loss events, including early warning and default warning indicators. • Reviewed quarterly classification of loans (CL). <p>Our substantive procedures in relation to the provision for loans and advances portfolio comprised the following:</p>

<p>At year end of 2023, provision for loans and advances was BDT 6,755,914,866.</p> <p>We have focused on the following significant judgements and estimates which could give rise to material misstatement or management bias:</p> <ul style="list-style-type: none"> • Completeness and timing of recognition of loss events in accordance with criteria set out in DFIM circular no 04, dated 26 July 2021 and its subsequent amendments. • For individually assessed provisions, the measurement of the provision may be dependent on the valuation of collateral, estimates of exit values and the timing of cash flows. • Provision measurement is primarily dependent upon key assumptions relating to probability of default, ability to repossess collateral and recovery rates; 	<ul style="list-style-type: none"> • Reviewed the adequacy of the companies general and specific provisions and loan classification disclosures in the financial statements in line with related Bangladesh Bank guidelines. • Assessed the methodologies on which the provision amounts based, recalculated the provisions and tested the completeness and accuracy of the underlying information. • Reviewed the security documents and assessed legal provisions for realization of the secured assets, if required. • Reviewed any specific guideline from Bangladesh bank on provision against loans and advances, if any. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards and Bangladesh bank guidelines.
<p>See note no. 13.1 of financial statements</p>	
<p>Measurement of deferred tax</p>	
<p>In 2023, the Company reports net deferred tax liabilities (DTL) amounted to BDT 51,669,141.</p> <p>Significant judgement is required in relation to deferred tax assets/liabilities as their recoverability is dependent on forecasts of future profitability over a number of years.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Group’s key controls over the recognition and measurement of DTLs and the assumptions used in estimating the Group’s future taxable income.</p> <p>We also assessed the completeness and accuracy of the data used for the estimations of future taxable income.</p> <p>We involved tax specialists to assess key assumptions, controls, recognition and measurement of DTL’s.</p> <p>Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.</p>
<p>See note no. 13.3 to the financial statements</p>	
<p>Interest Income on Lease, loans, and advances</p>	
<p>Recognition of interest income has significant and wide influence on financial statements.</p> <p>Recognition and measurement of interest income have been involved of complex IT environment.</p> <p>We have identified recognition of interest income. from loans and advances as a key audit matter because this is one of the key performance indicators of the company and therefore there is an inherent risk of fraud and error in recognition of interest by management to meet specific targets or expectations.</p>	<p>We tested the design and operating effectiveness of key controls over the recognition and measurement of interest on loans and advances.</p> <p>We performed a test of operating effectiveness on automated control in place to measure and recognize interest income. We have also performed substantive procedure to check whether interest income is recognized completely and accurately.</p> <p>We have checked the interest recognition criteria as per Bangladesh Bank circular no DFIM 04, 26.07.2021.</p> <p>We assessed the appropriateness and presentation of disclosure against relevant accounting standards and Bangladesh Bank guidelines.</p> <p>However, due to the current uncertainty of the overall economic situation both in Bangladesh and Globally there are inherent risk that the judgment applied by Management in</p>

	assessing recoverability of interest income from classified loans may be different than the actual situation in future.
See note no. 22 and 22 (a) to the financial statements	
IT systems and controls	
<p>Our audit procedures have a focus on IT systems and controls due to the pervasive nature and complexity of the IT environment, the large volume of transactions processed in numerous locations daily and the reliance on automated and IT dependent manual controls.</p> <p>Our areas of audit focus included user access management, developer access to the production environment and changes to the IT environment. These are key to ensuring IT dependent and application-based controls are operating effectively.</p>	<p>We tested the design and operating effectiveness of the Company's IT access controls over the information systems that are critical to financial reporting.</p> <p>We tested IT general controls (logical access, changes management and aspects of IT operational controls). This included testing that requests for access to systems were appropriately reviewed and authorized. We tested the Company's periodic review of access rights and reviewed requests of changes to systems for appropriate approval and authorization.</p> <p>We considered the control environment relating to various interfaces, configuration and other application layer controls identified as key to us.</p>
Implementation of IFRS 16 Leases	
<p>IFRS 16 modifies the accounting treatment of operating leases at inception, with the recognition of a right of use (ROU) on the leased asset and of a liability for the lease payments over the lease contract term. With respect to operating leases of premises used by the Company, at inception of the lease, the lessor receives a right of using the premises, in exchange of a lease debt, using an implicit discount rate. Our key audit matter was focused on all leasing arrangements within the scope of IFRS 16 are identified and appropriately included in the calculation of the transitional impact and specific assumptions applied to determine the discount rates for lease are inappropriate.</p>	<p>In responding to the identified key audit matter, we completed the following audit procedures: Assessed the design and implementation of key controls pertaining to the determination of the IFRS 16 Leases impact on the discount rates applied in determining discount rates applied in determining lease liabilities; Verified the accuracy of the underlying lease data by agreeing to original contract and checked the discount accuracy of the IFRS 16 calculations through recalculation of the expected IFRS16 adjustment; Assessed whether the disclosures within the financial statements are appropriate in light of the requirements of IFRS.</p>
See note no. 08 and 13 to the financial statements	

Other Information

The other information comprises all the information in the Annual Report other than the financial statements and our auditor's report thereon. We have not been provided the Director's report and other information contained within the annual report except the financial statements to the date of our auditor's report. We expect to obtain the remaining reports of the Annual report the date of our auditor's report. Management is responsible for the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available 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.

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

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

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements of the Group and also separate financial statements in accordance with International Financial Reporting Standard 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. The Financial Institutions Act, 1993 and the Bangladesh Bank guidelines require

the managements to ensure effective internal audit, internal control and risk management functions of the Company. The management is also required to make a self-assessment on the effectiveness of anti-fraud internal controls and report to Bangladesh Bank on instances of fraud and forgeries.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group's and 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 consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and the Securities and Exchange Rules, 2020, the Finance Company Act 2023 and the rules and regulations issued by Bangladesh Bank, we also report that:

- (i) 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 do verification thereof.
- (ii) in our opinion, proper books of account as required by law have not been kept by the Company as far as it appeared from our examination of those books.

- (iii) the consolidated and separate balance sheet and consolidated and separate profit and loss account together with the annexed notes dealt with by the report are not in agreement with the books of account and returns.
- (iv) the expenditures incurred were for the purpose of the Company's business for the year.
- (v) the financial statements of the Group and the Company have not been drawn up in conformity with the Finance Company Act, 2023 and in accordance with the accounting rules and regulations which were issued by Bangladesh Bank to the extent applicable to the Company.
- (vi) Except as mentioned above, adequate provisions have been made for loans, advances, leases, investments and other assets which are, in our opinion, doubtful of recovery and Bangladesh Bank's instructions in this regard have been followed properly.
- (vii) Except as mentioned above, the financial statements of the Company do conform to the prescribed standards set in the accounting regulations which were issued by Bangladesh Bank after consultation with the professional accounting bodies of Bangladesh.
- (viii) we have reviewed over 80% of the risk weighted assets of the Company and we have spent around 1,500 person hours for the audit of the books and accounts of the Company.
- (ix) Except as mentioned above, the Company has complied with relevant instructions which were issued by Bangladesh Bank relevant to classification, provisioning and calculation of interest suspense.
- (x) the Company has complied with the 'First Schedule' of the Finance Company Act 2023 in preparing these financial statements; and
- (xi) all other issues which in our opinion are important for the stakeholders of the Company have been adequately disclosed in the audit report.

Place: Dhaka
Date: 10 November 2024



K. M. Alam & Co.

Chartered Accountants

Signed By: Kazi Ahmmed Monowa, FCA

Enrollment No: 822

DVC: 2412030822AS482849

FAS Finance & Investment Limited

Consolidated Balance Sheet

As at December 31, 2023

Particulars	Notes	Amount in BDT	
		31-Dec-2023	31-Dec-2022
PROPERTY AND ASSETS			
Cash	2 (a)	464,029	177,237
In hand (including foreign currencies)		4,405	26,060
Balance with Bangladesh Bank and its agent bank(s) (including foreign currencies)		459,624	151,177
Balance with other banks and financial institutions	3 (a)	1,353,268,296	1,298,408,755
In Bangladesh		1,353,268,296	1,298,408,755
Outside Bangladesh		-	-
Money at call and on short notice	4 (a)	-	-
Investments	5 (a)	56,272,514	73,798,323
Government		-	-
Others		56,272,514	73,798,323
Loans, advances and leases		17,881,385,448	17,996,940,721
Loans, cash credits, overdrafts, and leases etc.	6 (a)	17,881,385,448	17,996,940,721
Bills purchased and discounted	7 (a)	-	-
Fixed assets including premises, furniture and fixtures	8 (a)	290,643,042	301,900,184
Other assets	9 (a)	574,732,782	514,964,409
Non-Financial Institution's assets	10 (a)	44,665,893	44,665,893
Total Assets		20,201,432,004	20,230,855,522
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from other banks, financial institutions, and agents	11 (a)	9,459,966,243	8,681,565,668
Deposits and other accounts	12 (a)	10,977,631,066	9,766,861,428
Current deposits and other accounts		-	-
Bills payable		-	-
Savings bank deposits		-	-
Fixed deposits	12 (a)	10,977,631,066	9,761,461,428
Bearer certificates of deposit		-	-
Other deposits	12 (a)	-	5,400,000
Others liabilities	13 (a)	15,521,886,014	14,659,962,132
Total Liabilities		35,959,483,323	33,108,389,228
Capital/Shareholders' Equity*		(15,716,242,020)	(12,842,164,736)
Paid-up capital	14	1,490,773,640	1,490,773,640
Statutory reserve	15	205,579,082	205,579,082
Other reserve	16	315,000	315,000
Revaluation reserve	17	144,908,888	150,474,570
Retained earnings	18 (a)	(17,544,728,616)	(14,690,880,652)
Other Components of Equity		(13,090,014)	1,573,624
Non-Controlling Interest		(41,809,299)	(35,368,971)
Total Liabilities and Shareholders' Equity		20,201,432,004	20,230,855,522
Net asset value per share		(105.42)	(86.14)

OFF-BALANCE SHEET ITEMS

Contingent Liabilities

Acceptances and endorsements
 Letters of guarantee
 Irrevocable letters of credit
 Bills for collection
 Other contingent liabilities

-	-
-	-
-	-
-	-
-	-

Other commitments

Documentary credits and short term trade-related transactions
 Forward assets purchased and forward deposits placed
 Undrawn note issuance and revolving underwriting facilities
 Undrawn formal standby facilities, credit lines and other commitments

-	-
-	-
-	-
-	-

19 (a)

Total

-	-
-	-

Other memorandum items

20 (a)

-	-
-	-

The Annexed notes form an integral part of these Financial Statements

Maj Gen Md Anwarul Islam (Retd.)
 Independent Director & Chairman

Mostafa Kamal Ahmed, FCA
 Independent Director

A.F. Shabbir Ahmad
 Managing Director (Current Charge)

Md. Ayinuddin, FCS
 Company Secretary

Foize Ahmed
 Chief Financial Officer (Current Charge)

Place: Dhaka

Dated: 10 November 2024

Signed in terms of our report of DVC date.

K. M. Alam & Co.
Chartered Accountants
Signed by: Kazi Ahmmed Monowar, FCA
Engagement Partner
Enrollment No. 822
DVC: 2412030822AS482849

Place: Dhaka

Dated: 3 December 2024

FAS Finance & Investment Limited
Consolidated Profit and Loss Account
For the Year ended 31 December 2023

Particulars	Notes	Amount in BDT	
		31-Dec-2023	31-Dec-2022
OPERATING INCOME			
Interest income	22 (a)	103,024,721	81,465,844
Less: Interest paid on deposits and borrowings, etc.	23 (a)	1,589,921,742	1,782,383,577
Net interest income		(1,486,897,020)	(1,700,917,733)
Investment income	24 (a)	18,570,280	4,757,368
Commission, exchange and brokerage	25 (a)	200,000	200,000
Other operating income	26 (a)	1,993,117	5,661,542
		20,763,397	10,618,910
Total operating income (a)		(1,466,133,624)	(1,690,298,823)
OPERATING EXPENSES			
Salary and allowances	27 (a)	41,592,481	42,667,235
Rent, taxes, insurance, electricity, etc.	28 (a)	4,136,113	4,752,331
Legal expenses	29 (a)	1,827,154	2,117,557
Postage, stamps, telecommunication, etc.	30 (a)	1,447,878	1,280,602
Stationery, printings, advertisements, etc.	31 (a)	1,956,981	1,320,947
Chief executive's salary & fees		-	3,577,500
Directors' fees	32 (a)	1,953,600	1,761,600
Auditors' fees	33 (a)	345,000	186,875
Charge on loan losses		-	-
Depreciation and repairs of FI's assets	34 (a)	21,328,087	20,491,731
Other expenses	35 (a)	11,617,824	116,699,972
		86,205,117	194,856,349
Total operating expenses (b)		(1,552,338,741)	(1,885,155,172)
Profit before provision (c=a-b)			
Provision against loans, advances and leases	36 (a)	1,067,330,953	3,806,051,761
Provision for diminution in value of investments	37 (a)	-	-
Other provisions		260,291,515	1,458,280,597
Total provision (d)		1,327,622,468	5,264,332,358
Profit before taxation (c-d)		(2,879,961,209)	(7,149,487,530)
Provision for taxation	38 (a)	14,678,534	5,534,324
Current tax		25,170,377	1,506,476
Deferred tax		(10,491,843)	4,027,848
Net profit after taxation		(2,894,639,743)	(7,155,021,854)
Attributable:		(2,894,639,743)	(7,155,021,853)
Shareholders of the Company		(2,888,199,415)	(7,132,361,171)
Non-Controlling Interest		(6,440,328)	(22,660,682)
Appropriations		-	-
Statutory reserve	15	-	-
General reserve		-	-
Dividend, etc.		-	-

Retained surplus		(2,888,199,415)	(7,132,361,171)
Unrealized Gain or Loss In share Investment		(14,663,638)	11,305,523
Total Other Comprehensive Income		(2,902,863,053)	(7,121,055,648)
Earnings per share-EPS	40(a)	(19.37)	(47.84)

The Annexed notes form an integral part of these Financial Statements



Maj Gen Md Anwarul Islam (Retd.)
Independent Director & Chairman




Mostafa Kamal Ahmed, FCA
Independent Director



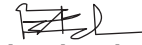
A.F. Shabbir Ahmad

Managing Director (Current Charge)



Md. Ayinuddin, FCS

Company Secretary



Foize Ahmed

Chief Financial Officer (Current Charge)

Place: Dhaka

Dated: 10 November 2024

Signed in terms of our report of DVC date.



K. M. Alam & Co.
Chartered Accountants

Signed by: Kazi Ahmmmed Monowar, FCA
Engagement Partner
Enrollment No. 822
DVC: 2412030822AS482849

Place: Dhaka

Dated: 3 December 2024

FAS Finance & Investment Limited
Consolidated Statement of Changes in Shareholders' Equity

For the Year ended 31 December 2023

Particulars	Paid-up capital	Statutory reserve	Revaluation reserve	Other reserve	Other Components of Equity	Retained earnings	Total
Balance as at 01 January 2023	1,490,773,640	205,579,082	150,474,570	315,000	1,573,624	(14,690,880,652)	(12,842,164,736)
Prior year adjustment	-	-	-	-	-	28,785,769	28,785,769
Net profit after taxation for the year	-	-	-	-	-	(2,888,199,415)	(2,888,199,415)
Transfer to statutory reserve	-	-	-	-	-	-	-
Unrealized Gain or Loss In Share Investment	-	-	-	-	(14,663,638)	-	(14,663,638)
Transfer of revaluation reserve	-	-	(5,565,682)	-	-	5,565,682	-
Balance as at 31 December 2023	1,490,773,640	205,579,082	144,908,888	315,000	(13,090,014)	(17,544,728,616)	(15,716,242,020)

For the Year ended 31 December 2022

Particulars	Paid-up capital	Statutory reserve	Revaluation reserve	Other reserve	Other Components of Equity	Retained earnings	Total
Balance as at 01 January 2022	1,490,773,640	205,579,082	154,136,204	315,000	(9,731,899)	(6,808,859,449)	(4,967,787,422)
Prior year adjustment	-	-	-	-	-	(753,321,665)	(753,321,665)
Net profit after taxation for the year	-	-	-	-	-	(7,132,361,171)	(7,132,361,171)
Transfer to statutory reserve	-	-	-	-	-	-	-
Unrealized Gain or Loss In Share Investment	-	-	-	-	11,305,523	-	11,305,523
Transfer of revaluation reserve	-	-	(3,661,634)	-	-	3,661,634	-
Balance as at 31 December 2022	1,490,773,640	205,579,082	150,474,570	315,000	1,573,624	(14,690,880,652)	(12,842,164,736)

Amount in BDT

The Annexed notes form an integral part of these Financial Statements



Maj Gen Md Anwarul Islam (Retd.)
Independent Director & Chairman



A.F. Shabbir Ahmad
Managing Director (Current Charge)



Mostafa Kamal Ahmed, FCA
Independent Director



Foize Ahmed
Chief Financial Officer (Current Charge)



Md. Ayinuddin, FCS
Company Secretary

FAS Finance & Investment Limited
Consolidated Cash Flow Statement
For the Year ended 31 December 2023

Particulars	Notes	Amount in BDT	
		31-Dec-2023	31-Dec-2022
Cash flows from operating activities			
Interest receipts		103,024,721	81,465,844
Interest payments		(1,589,921,742)	(1,782,383,577)
Dividend receipts		18,570,280	4,757,368
Fee and commission receipts		200,000	200,000
Previous Year Adjustment		-	(753,321,666)
Recoveries on loans previously written off		-	-
Payments to employees		(41,592,481)	(46,244,735)
Payments to suppliers		-	-
Income taxes paid		(25,123,605)	(21,938,248)
Receipts from other operating activities		1,993,117	5,661,542
Payment for other operating activities		(61,131,432)	(39,792,191)
Operating profit before changes in operating assets & liabilities		(1,593,981,141)	(2,551,595,663)
Increase/decrease in operating assets and liabilities			
Loans, advances and leases to customers		115,555,273	1,200,983,886
Other assets		(9,961,871)	63,353,443
Deposit from other FI's		988,205,826	478,064,852
Deposit from customers		238,939,502	144,489,000
Other liabilities to customer		(3,915,199)	16,621,794
Trading liabilities (short-term borrowing)		125,745,906	(278,927,996)
Other liabilities		(403,909,494)	96,874,248
		1,050,659,943	1,721,459,227
Net cash from/(used in) operating activities (a)		(543,321,199)	(830,136,436)
Cash flows from investing activities			
Purchase/sale of trading securities, shares, bonds, etc.		17,525,809	(17,678,711)
Purchase/sale of property, plant and equipment		(7,274,683)	96,199,897
Net cash used in investing activities (b)		10,251,126	78,521,186
Cash flows from financing activities			
Increase/(decrease) of long-term borrowings		588,216,407	756,674,034
Dividend paid		-	(373,356)
Net cash flow from financing activities (c)		588,216,407	756,300,678
Net increase/(decrease) in cash (a+b+c)		55,146,334	4,685,428
Effects of exchange rate changes on cash and cash equivalents			
Cash and cash equivalents at beginning of the year		1,298,585,992	1,293,900,563
Cash and cash equivalents at end of the year*		1,353,732,326	1,298,585,991
*Cash and cash equivalents at end of the year			
Cash in hand and balance with Bangladesh Bank		464,029	177,237
Balance with other banks		1,353,268,296	1,298,408,755
Money at call and short notice		-	-
Treasury bills		-	-
Prize bond		-	-
		1,353,732,325	1,298,585,991
Net operating cash flow per share-NOCFPS	Note-41.a	(3.64)	(5.57)

The Annexed notes form an integral part of these Financial Statements



Maj Gen Md Anwarul Islam (Retd.)
Independent Director & Chairman



Mostafa Kamal Ahmed, FCA
Independent Director



A.F. Shabbir Ahmad

Managing Director (Current Charge)



Md. Ayinuddin, FCS

Company Secretary



Foize Ahmed

Chief Financial Officer (Current Charge)

FAS Finance & Investment Limited

Balance Sheet

As at December 31, 2023

Particulars	Notes	Amount in BDT	
		31-Dec-2023	31-Dec-2022
PROPERTY AND ASSETS			
Cash	2	461,579	175,391
In hand (including foreign currencies)	2.1	1,955	24,214
Balance with Bangladesh Bank and its agent bank(s) (including foreign currencies)	2.2	459,624	151,177
Balance with other banks and financial institutions	3	1,327,700,149	1,293,462,057
In Bangladesh	3.1	1,327,700,149	1,293,462,057
Outside Bangladesh		-	-
Money at call and on short notice	4	-	-
Investments	5	15,385,153	32,040,886
Government	5.1	9,476,910	-
Others	5.2	5,908,243	32,040,886
Loans, advances and leases		18,300,850,893	18,403,517,341
Loans, cash credits, overdrafts, and leases etc.	6	18,300,850,893	18,403,517,341
Bills purchased and discounted	7	-	-
Fixed assets including premises, furniture and fixtures	8	287,822,551	298,654,389
Other assets	9	777,101,332	754,804,025
Non-Financial Institution's assets	10	44,665,893	44,665,893
Total Assets		20,753,987,550	20,827,319,981
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from other banks, financial institutions, deposits and other accounts	11	8,985,441,687	8,305,717,600
Current deposits and other accounts	12	-	-
Bills payable		-	-
Savings bank deposits		-	-
Fixed deposits	12.1	11,400,152,972	10,167,607,645
Bearer certificates of deposit		-	-
Other deposits	12.1	-	5,400,000
Others liabilities	13	14,338,697,289	13,636,444,457
Total Liabilities		34,724,291,948	32,115,169,701
Capital/Shareholders' Equity*		(13,970,304,399)	(11,287,849,721)
Paid-up capital	14	1,490,773,640	1,490,773,640
Statutory reserve	15	205,579,082	205,579,082
Other reserve	16	315,000	315,000
Revaluation reserve	17	144,908,888	150,474,570
Retained earnings	18	(15,809,837,256)	(13,150,774,901)
Other Components of Equity (Unrealized Gain on Listed Shares)		(2,043,753)	15,782,888
Total Liabilities and Shareholders' Equity		20,753,987,550	20,827,319,981
		-	-
Net asset value per share		(93.71)	(75.72)

OFF-BALANCE SHEET ITEMS**Contingent Liabilities**

Acceptances and endorsements
 Letters of guarantee
 Irrevocable letters of credit
 Bills for collection
 Other contingent liabilities

	-	-
	-	-
	-	-
	-	-
	-	-

Other commitments

Documentary credits and short term trade-related transactions
 Forward assets purchased and forward deposits placed
 Undrawn note issuance and revolving underwriting facilities
 Undrawn formal standby facilities, credit lines and other

19

	-	-
	-	-
	-	-
	-	-

Total**Other memorandum items**

20

	-	-
	-	-
	-	-
	-	-

The Annexed notes form an integral part of these Financial Statements.



Maj Gen Md Anwarul Islam (Retd.)
 Independent Director & Chairman



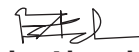
Mostafa Kamal Ahmed, FCA
 Independent Director



A.F. Shabbir Ahmad
 Managing Director (Current Charge)



Md. Ayinuddin, FCS
 Company Secretary (C.C)



Foize Ahmed
 Chief Financial Officer (Current Charge)

Place: Dhaka

Dated: 10 November 2024

Signed in terms of our report of DVC date.



Signed by: Kazi Ahmmed Monowar, FCA
Engagement Partner
Enrollment No. 822
K. M. Alam & Co.
Chartered Accountants
DVC: 2412030822AS482849

Place: Dhaka

Dated: 3 December 2024

FAS Finance & Investment Limited
Profit and Loss Account
For the Year ended 31 December 2023

Particulars	Notes	Amount in BDT	
		31-Dec-2023	31-Dec-2022
OPERATING INCOME			
Interest income	22	99,977,471	110,698,660
Less: Interest paid on deposits and borrowings, etc.	23	1,490,902,059	1,665,732,358
Net interest income		(1,390,924,587)	(1,555,033,698)
Investment income	24	17,984,660	279,842
Commission, exchange and brokerage	25	-	-
Other operating income	26	736,760	1,035,513
		18,721,420	1,315,355
Total operating income (a)		(1,372,203,168)	(1,553,718,343)
OPERATING EXPENSES			
Salary and allowances	27	38,040,784	37,688,400
Rent, taxes, insurance, electricity, etc.	28	3,999,367	3,811,106
Legal expenses	29	1,644,304	1,966,407
Postage, stamps, telecommunication, etc.	30	1,257,634	1,047,197
Stationery, printings, advertisements, etc.	31	1,759,541	1,271,860
Chief executive's salary & fees	-	-	3,577,500
Directors' fees	32	1,548,800	1,232,000
Auditors' fees	33	287,500	158,125
Depreciation and repairs of FI's assets	34	20,899,504	19,992,500
Other expenses	35	10,025,836	106,489,377
Total operating expenses (b)		79,463,269	177,234,471
Profit before provision (c=a-b)		(1,451,666,437)	(1,730,952,814)
Provision against loans, advances and leases	36	943,600,753	3,128,472,003
Provision for diminution in value of investments	37	-	-
Other provisions	13.08	260,291,515	1,458,280,597
Total provision (d)		1,203,892,268	4,586,752,600
Profit before taxation (c-d)		(2,655,558,705)	(6,317,705,414)
Provision for taxation	38	9,069,332	4,797,460
Current tax	13.2	19,549,930	755,129
Deferred tax	13.3	(10,480,598)	4,042,331
Net profit after taxation		(2,664,628,037)	(6,322,502,874)
Appropriations		-	-
Statutory reserve	15	-	-
General reserve		-	-
Dividend, etc.		-	-
Retained surplus		(2,664,628,037)	(6,322,502,874)
Other Comprehensive Income		(17,826,641)	16,914,075
Total Other Comprehensive Income		(2,682,454,678)	(6,305,588,799)
Earnings per share-EPS	40	(17.87)	(42.41)

The Annexed notes form an integral part of these Financial Statements.



Maj Gen Md Anwarul Islam (Retd.)
Independent Director & Chairman



Mostafa Kamal Ahmed, FCA
Independent Director



A.F. Shabbir Ahmad
Managing Director (Current Charge)



Md. Ayinuddin, FCS
Company Secretary



Foize Ahmed
Chief Financial Officer (Current Charge)

Place: Dhaka

Dated: 10 November 2024

Signed in terms of our report of DVC date.



K. M. Alam & Co.
Chartered Accountants

Signed by: Kazi Ahmmad Monowar, FCA

Engagement Partner

Enrollment No. 822

DVC: 2412030822AS482849

Place: Dhaka

Dated: 3 December 2024

FAS Finance & Investment Limited
Statement of Changes in Shareholders' Equity For
the Year ended 31 December 2023

Particulars	Amount in BDT					Total
	Paid-up capital	Statutory reserve	Revaluation reserve	Other Components of Equity	Other reserve	
Balance as at 01 January 2023	1,490,773,640	205,579,082	150,474,570	15,782,888	315,000	(11,287,849,721)
Prior Year Adjustment	-	-	-	-	-	-
Balance after Prior Year Adjustment	1,490,773,640	205,579,082	150,474,570	15,782,888	315,000	(11,287,849,721)
Net profit after taxation for the year	-	-	-	-	(2,664,628,037)	(2,664,628,037)
Unrealized Gain or Loss Investment in Share	-	-	-	(17,826,641)	-	(17,826,641)
Transfer to statutory reserve	-	-	(5,565,682)	-	-	5,565,682
Balance as at 31 December 2023	1,490,773,640	205,579,082	144,908,888	(2,043,753)	315,000	(13,970,304,399)

For the Year ended 31 December 2022

Particulars	Amount in BDT					Total
	Paid-up capital	Statutory reserve	Revaluation reserve	Other Components of Equity	Other reserve	
Balance as at 01 January 2022	1,490,773,640	205,579,082	154,136,204	(1,131,187)	315,000	(4,287,276,909)
Prior Year Adjustment	-	-	-	-	-	(694,984,013)
Balance after Prior Year Adjustment	1,490,773,640	205,579,082	154,136,204	(1,131,187)	315,000	(4,982,260,922)
Net profit after taxation for the year	-	-	-	-	(6,322,502,874)	(6,322,502,874)
Unrealized Gain or Loss Investment in Share	-	-	-	16,914,075	-	16,914,075
Transfer to statutory reserve	-	-	(3,661,634)	-	-	3,661,634
Balance as at 31 December 2022	1,490,773,640	205,579,082	150,474,570	15,782,888	315,000	(11,287,849,721)

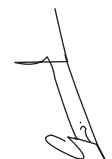
The Annexed notes form an integral part of these Financial Statements.



Maj Gen Md Anwarul Islam (Retd.)
Independent Director & Chairman



Mostafa Kamal Ahmed, FCA
Independent Director



A.F. Shabbir Ahmad
Managing Director (Current Charge)



Md. Ayinuddin, FCS
Company Secretary



Foize Ahmed
Chief Financial Officer (Current Charge)

FAS Finance & Investment Limited

Cash Flow Statement

For the Year ended 31 December 2023

Particulars	Amount in BDT	
	31-Dec-2023	31-Dec-2022
Cash flows from financing activities		
Interest receipts	99,977,471	110,698,660
Interest payments	(1,490,902,059)	(1,665,732,358)
Dividend receipts	17,984,660	279,842
Previous Year Adjustment	-	(694,984,013)
Fee and commission receipts	-	-
Recoveries on loans previously written off	-	-
Payments to employees	(38,040,784)	(41,265,900)
Payments to suppliers	-	-
Income taxes paid	(19,632,383)	(17,773,368)
Receipts from other operating activities	736,760	1,035,513
Payment for other operating activities	(49,594,763)	(23,109,341)
Operating profit before changes in operating assets & liabilities	(1,479,471,097)	(2,330,850,965)
Increase/decrease in operating assets and liabilities		
Loans, advances and leases to customers	102,666,448	875,776,239
Other assets	(2,664,924)	52,326,485
Deposit from other FI's	988,205,826	478,064,852
Deposit from customers	238,939,502	144,489,000
Other liabilities to customer	(19,469,136)	34,624,801
Trading liabilities (short-term borrowing)	125,745,906	(379,719,817)
Other liabilities	(484,097,811)	347,971,397
	949,325,811	1,553,532,957
Net cash from/(used in) operating activities (a)	(530,145,286)	(777,318,008)
Cash flows from investing activities		
Purchase/sale of trading securities, shares, bonds, etc.	16,655,733	(1,387,436)
Purchase/sale of property, plant and equipment	(7,274,301)	82,305,902
Net cash used in investing activities (b)	9,381,432	80,918,466
Cash flows from financing activities		
Increase/(decrease) of long-term borrowings	555,288,134	724,930,228
Dividend paid	-	(373,356)
Net cash flow from financing activities (c)	555,288,134	724,556,872
Net increase/(decrease) in cash (a+b+c)	34,524,280	28,157,329
Effects of exchange rate changes on cash and cash equivalents		
Cash and cash equivalents at beginning of the year	1,293,637,448	1,265,480,118
Cash and cash equivalents at end of the year*	1,328,161,727	1,293,637,446
*Cash and cash equivalents at end of the year		
Cash in hand and balance with Bangladesh Bank	461,579	175,391
Balance with other banks	1,327,700,149	1,293,462,057
Money at call and short notice	-	-
Treasury bills	-	-
Prize bond	-	-
	1,328,161,728	1,293,637,447
	-	-
Net operating cash flow per share-NOCFPS -Note-41	(3.56)	(5.21)

The Annexed notes form an integral part of these Financial Statements.



Maj Gen Md Anwarul Islam (Retd.)
Independent Director & Chairman



Mostafa Kamal Ahmed, FCA
Independent Director



A.F. Shabbir Ahmad
Managing Director (CC)



Md. Ayinuddin, FCS
Company Secretary



Foize Ahmed
Chief Financial Officer (Current Charge)

FAS Finance & Investment Limited
Liquidity Statement
(Asset and Liability Maturity Analysis)
As at 31 December, 2023

Particulars	Amount in BDT					Total
	Up to 1 month	1-3 months	3-12 months	1-5 years	More than 5 years	
Assets						
Cash in hand (including balance with Bangladesh Bank)	1,955	-	459,624	-	-	461,579
Balance with other banks and financial institution	169,742,451	-	732,917,385	425,040,313	-	1,327,700,149
Money at call and on short notice	-	-	-	-	-	-
Investments	234,411	2,092,734	11,915,610	1,142,398	-	15,385,153
Loan, advances and leases	2,633,355	597,096	8,667,541	22,251,976	18,266,700,925	18,300,850,893
Fixed assets including premises, furniture and fixture	-	-	-	-	287,822,551	287,822,551
Other assets	-	-	-	-	777,101,332	777,101,332
Non-Financial Institution's assets	-	-	-	-	44,665,893	44,665,893
Total assets	172,612,172	2,689,830	753,960,160	448,434,687	19,376,290,701	20,753,987,550
Liabilities						
Borrowings from Bangladesh Bank, other banks, financial institutions and agents	90,327,319	174,274,187	3,974,782,982	2,646,008,471	2,100,048,728	8,985,441,687
Deposits and other accounts	2,382,240,304	2,530,745,419	6,418,507,283	55,703,976	12,955,991	11,400,152,973
Provision and other liabilities	343,073,276	200,959,372	328,207,217	11,707,883,812	1,758,573,612	14,338,697,289
Total liabilities	2,815,640,899	2,905,978,978	10,721,497,482	14,409,596,259	3,871,578,331	34,724,291,948
Net liquidity excess/(shortage)	(2,643,028,727)	(2,903,289,148)	(9,967,537,322)	(13,961,161,572)	15,504,712,370	(13,970,304,399)

FAS Finance & Investment Limited
Notes to the financial statements
As at and for the year ended 31 December 2023

1.0 Legal status and Nature of the Company:

FAS Finance & Investment Limited (formerly named as Fidelity Assets & Securities Company Limited) is a Non-Banking Financial Institution (NBFI) formed under the Financial Institutions Act, 1993. FAS Finance & Investment Limited (FFIL) was incorporated as a Private Limited Company on 04 March 1997 under the Companies Act, 1994 and was converted into Public Limited Company on 18 August 2001. Initially the Company was registered as a Merchant Bank with the Bangladesh Securities and Exchange Commission on 22 January 1998. It started lease financing operation after obtaining license from Bangladesh Bank on 17 September 2001. FAS Finance & Investment Limited (FFIL) obtained license for principal branch vide Bangladesh Bank letter dated September 26, 2001 and 1st lease agreement & commencement of public deposit mobilization commenced on December 27, 2001. FAS Finance & Investment Limited (FFIL) obtained license for Chattogram, Narsingdi and Sylhet branches under section 4(1) of the Financial Institution Act, 1993 on 14 February 2007, 18 July 2007 and 09 July 2008 respectively. The Company is listed with both Dhaka and Chittagong Stock Exchanges (09 January 2008). It launched its first trading of shares in Dhaka and Chittagong Stock Exchange on 16 January 2008.

The Head Office of FAS Finance & Investment Limited (FFIL) is situated at Suvastu Imam Square (4th& 5thfloor), 65 Gulshan Avenue, Gulshan, Dhaka-1212.

Subsidiary Company:

FAS Finance & Investment Limited (former Fidelity Assets & Securities Company Limited) started its activity as a Merchant Bank in 1997. In the year 2019 BSEC (letter no. BSEC/CMRRCD/2009-193/217/Admin/90 Dated 21 May 2019) instructed to form a separate subsidiary company for Merchant Banking within 30th September, 2010. Accordingly a separate subsidiary Merchant Banking Company named as FAS Capital Management Limited (FCML) was formed. Due to formulation of a new Merchant Banking Company FAS Finance and Investment Limited transferred the entire investment portfolio amounting Tk.97.20 crore to FAS Capital Management Limited. The FAS Capital Management Limited applied on 26.09.10 to BSEC in order to transfer the Merchant Banking license in favor of the newly formed subsidiary company and got the license from BSEC on 16 May 2012.

The FAS Finance & Investment Limited acquired 97.20% shares of its subsidiary: "FAS Capital Management Limited" (24,300,000 shares of Tk.10 each). The subsidiary is a private limited company, incorporated with the Registrar of Joint Stock Companies vide registration no. C-87541/10 dated 13th October 2010 under the companies Act, 1994.

1.01 Financial Activities:

a) Lease financing:

FAS Finance & Investment Limited provides lease finance under simple terms and conditions for acquisition of capital machineries for industrial undertakings, industrial equipments, office equipments, medical equipments and construction equipments etc.

b) Transport financing:

FAS Finance & Investment Limited has a significant presence in Commercial Transport Sector. We provide various trade & commercial entities to procure vehicles to operate commercially. Also we provide corporate financing to the reputed Dealer or Distributor of the commercial vehicle to their operators. Besides this corporate clients may also apply to acquire vehicles for official purpose under the scheme.

c) Term financing:

FAS Finance & Investment Limited provides loan to the customers within the period of series from one year to five years or more in the manufacturing industries. The Company also extends financing in the processing industries of the agricultural products depending on the nature of a product, profitability of the project and socioeconomic factors. The range of finance can be between one year to five years or more based on the cash flow analysis.

d) Project financing:

complex financial structure under its project financing scheme where the projects seem to be financially sound. FAS Finance & Investment Limited also participated in syndicated loan with other FIs/Banks.

e) House financing (Real Estate Finance):

FAS Finance & Investment Limited provides loans for construction of house both land owner & developer, purchase of flat & renovation of existing house/flat to different classes of people in the country at a competitive rate of interest. At present, the Company is providing loan facility to the client for a maximum period of fifteen years. FAS Finance & Investment Limited also provides financing for the construction of housing project.

f) Small and Medium Enterprise (SME) refinancing:

FAS Finance & Investment Limited provides finance in the SME sectors from its own sources & in some cases under refinance scheme of Bangladesh Bank after compliance with the terms and conditions. It also encourages women entrepreneurs by providing loan facilities under this scheme as per the rules and regulations given by Bangladesh Bank as per ACSPD circular no. 08, dated 26 May 2008.

i) Finance to other sectors:

FAS Finance & Investment Limited also encourages providing loans to cottage & micro industries, services sector, small, medium & micro businesses.

ii) Service sector financing:

FAS Finance & Investment Limited extends finance in the form of short term loan as well as long term loans to different service providing companies ranging from large categories to medium, SME & micro level businesses.

g) Working capital financing:

Working capital gives investors an idea of the companies underlying operational efficiency. Upon measuring the company's efficiency & its short-term financial needs FAS Finance & Investment Limited provides working capital to some selective business enterprise to meet-up their both short & long term liabilities. By availing this finance from FAS Finance & Investment Limited the borrower company is able to pay off their short & long term liability which keeps the business running smoothly.

h) Factoring:

FAS Finance & Investment Limited is offering to purchase accounts receivable (i.e. invoice) at discount under its purchasing option of financial assets.

i) Deposit mobilization:

FAS Finance & Investment Limited has got a number of deposit products like Term Deposits ageing from 3 months to 1 year, double money benefit scheme, monthly earner scheme & deposit pension scheme etc. The company provides attractive interest rates the different firms, companies, Banks, NBFIs and individual depositors.

1.02 Significant accountings policies and basis of preparation of financial statements:

1.02.01 Statement of compliance:

The financial statements have been prepared in accordance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as adopted by The Financial Reporting Council (FRC), except the circumstances where local regulations differ, and the Companies Act, 1994, the Financial Institutions Act, 1993, Securities and Exchange Rules, 1987 & the (Listing) Regulations, 2015 of Dhaka & Chittagong Stock Exchanges and other applicable laws and regulations.

The presentation of the financial statements has been made as per the requirements of DFIM Circular No: 11, dated December 23, 2009 issued by the Department of Financial Institutions and Markets (DFIM) of Bangladesh Bank. The activities and accounting heads mentioned in the prescribed form, which are not applicable for the financial institutions, have been kept blank in the financial statements.

1.02.02 Components of the financial statements:

The financial statements comprise of (As per DFIM Circular No. 11, Dated 23 December 2009):

1. Consolidated and Separate Balance Sheet as at December 31, 2023;
2. Consolidated and Separate Profit or Loss Accounts for the year ended December 31, 2023;
3. Consolidated and Separate Statement of Cash Flows statement for the year ended December 31, 2023;
4. Consolidated and Separate Statement of Changes in Equity for the year ended December 31, 2023;
5. Liquidity Statement for the year ended December 31, 2023;
6. Notes to the Consolidated and Separate Financial Statements for the year ended December 31, 2023.

1.02.03 Disclosure of deviations from few requirements of IAS/IFRS due to mandatory compliance with Bangladesh Bank's requirement:

Bangladesh Bank (the local Central Bank) is the prime regulatory body for Financial Institutions in Bangladesh. Some requirements of Bangladesh Bank's rules and regulations contradict with those of financial instruments and general provision standards of IAS and IFRS. As such the company has departed from those contradictory requirements of IAS/IFRS in order to comply with the rules and regulations of Bangladesh Bank, which are disclosed in Note 1.02.3 along with financial impact where applicable.

1.02.04 Directors' responsibility statement:

The Board of Directors takes the responsibility for the preparation and presentation of these financial statements as per section 183 of companies Act 1994.

1.02.05 Changes in significant accounting policies

During the year 2023, the Company has not adopted any change of accounting estimates and consistently applies same accounting estimates for the year of 2022.

1.02.06 Consistency:

In accordance with the IFRS framework for the presentation of financial statements together with IAS 1 and IAS 8, FAS Finance & Investment Limited applies the accounting disclosure principles consistently from one period to the next. In case of selecting and applying new accounting policies, changes in accounting policies applied and correction of errors, the amounts involved are accounted for and disclosed retrospectively in accordance with the requirement of IAS-8.

1.02.07 Basis of consolidation:

The Consolidated Financial Statements include the Financial Statements of FAS Finance and Investment Ltd and its Subsidiary, FAS Capital Management Limited made up to end of the reporting year. The consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS)-10: Consolidated Financial Statements. The Consolidated Financial Statements are prepared to a common reporting year ended 31 December 2023.

1.02.08 Compliance with local laws:

The financial statements have been prepared in compliance with the requirements of the Companies Act 1994, the Financial Institution Act 1993, Guidelines from Bangladesh Bank, the Bangladesh Securities and Exchange Ordinance 1969, the Bangladesh Securities and Exchange Rules 1987, the Listing Regulations of Dhaka and Chittagong Stock Exchange and other relevant local laws and regulations as applicable for its operation.

1.02.09 Materiality of financial statements:

Each material item as considered by management significant has been presented separately in the financial statements wherever applicable.

1.02.10 Statement of Cash Flows:

Statement of cash flows has been prepared in accordance with the template provided with DFIM circular no.-11, Date-23 December 2009 and accordance with IAS 7 "Statement of Cash Flows".

1.02.11 Statement of Changes in Equity:

Statement of Changes in Equity is prepared principally in accordance with IAS-1 "Presentation of Financial Statements" and under the guidelines of Bangladesh Bank's DFIM Circular No.11 dated December 23, 2009.

1.02.12 Liquidity statements:

The liquidity statement of assets and liabilities as on the reporting date has been prepared on the following basis:

- a) Cash in hand (including balance with Bangladesh Bank)
- b) Balance with other banks and financial institutions
- c) Money at call and on short notice
- d) Investments
- e) Loans, advances and leases
- f) Fixed assets including premises, furniture and fixtures
- g) Other assets
- h) Non-Financial Institution's assets
- i) Borrowings from Bangladesh Bank, other banks, financial institutions and agents
- j) Deposits and other accounts
- k) Other liabilities

1.02.13 Status of compliance of International Accounting Standards and International Financial Reporting Standards:

In addition to compliance with local regulatory requirements, in preparing the Consolidated Financial Statements and Separate Financial Statements, FAS Finance & Investment Limited applied following IAS and IFRS:

Sl.	Name of IAS	IAS No.	Status
1	Presentation of Financial Statements	1	Partially Complied
2	Inventories	2	Not Applicable
3	Statement of Cash Flows	7	Partially Complied
4	Accounting Policies, Changes in Accounting Estimates and Errors	8	Complied
5	Events after the Reporting Period	10	Complied
6	Income Taxes	12	Complied
7	Property, Plant and Equipment	16	Complied
8	Employee Benefits	19	Complied
9	Accounting for Government Grants and Disclosure of Government Assistance	20	Not Applicable
10	The Effects of Changes in Foreign Exchange Rates	21	Complied
11	Borrowing Costs	23	Complied
12	Related Party Disclosures	24	Complied
13	Accounting and Reporting by Retirement Benefit Plans	26	Not Applicable
14	Separate Financial Statements	27	Complied
15	Investments in Associates and Joint Ventures	28	Not Applicable
16	Financial Reporting in Hyperinflationary Economics	29	Not Applicable
17	Interests in Joint Ventures	31	Not Applicable
18	Financial Instruments: Presentation	32	Complied
19	Earnings per share	33	Complied
20	Interim Financial Reporting	34	Complied
21	Impairment of Assets	36	Complied
22	Provisions, Contingent Liabilities and Contingent Assets	37	Complied
23	Intangible Assets	38	Complied
24	Investment Property	40	Not Applicable
25	Agriculture	41	Not Applicable

Sl.	Name of IFRS	IFRS No.	Status
1	First-time Adoption of International Financial Reporting Standards	1	Not Applicable
2	Share Based payment	2	Not Applicable
3	Business combinations	3	Complied
4	Insurance Contracts	4	Not Applicable
5	Non-current Assets Held for Sale and Discontinued Operations	5	Not Applicable
6	Exploration for and Evaluation of Mineral Resources	6	Not Applicable
7	Financial Instruments: Disclosures	7	Partially Complied
8	Operating Segments	8	Complied
9	Financial Instruments	9	Complied
10	Consolidated Financial Statements	10	Complied
11	Joint Arrangements	11	Not Applicable
12	Disclosure of Interests in Other Entities	12	Complied
13	Fair Value Measurement	13	Complied
14	Regulatory Deferral Accounts	14	Not Applicable
15	Revenue from Contracts with customers	15	Complied
16	Leases	16	Complied

Partially Complied standards are those requirements which are different from those of Bangladesh Bank. Annexure-4 contains details about such departure from IFRS requirements to comply with Bangladesh Bank.

1.02.14 Use of estimates and judgments:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. It also requires disclosures of contingent assets and liabilities at the date of the financial statements.

Provisions and accrued expenses are recognized in the financial statements in line with the International Accounting Standard (IAS) 37 "Provisions, Contingent Liabilities and Contingent Assets" when

- The Company has a legal or constructive obligation as a result of past event.
- It is probable that an outflow of economic benefit will be required to settle the obligation.
- A reliable estimate can be made for the amount of the obligation.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. However, the estimates and underlying assumptions are reviewed on an ongoing basis and the revision is recognized in the period in which the estimates are revised.

1.02.15 Contingent asset and contingent liability:

The Company does not recognize any Contingent Asset and Contingent Liability; but discloses the existence of contingent liability in the financial statements. A contingent liability is a probable obligation that arises from the past events and whose existence will be confirmed by the occurrence of uncertain future events beyond the control of the Company or a present obligation that is not recognized because of outflow of resources is not likely or obligation cannot be measured reliably.

1.02.16 Current maturity:

Current maturity of long term debts, lease receivables, term financing and house financing has been shown in the financial statements.

1.02.17 Reporting period:

These financial statements cover for the period from 01 January 2023 to 31 December 2023.

1.02.18 Director of the Company:

At the end of the year under audit, there were Five Directors (excluding MD & CEO) in the Board of Directors of the Company excluding the Managing Director. The Managing Director is the Chief Executive and Ex-officio Director of the Company.

1.02.19 Comparative information:

Comparative information has been disclosed in respect of the year 2022 for all numerical information in the financial statements for understanding of current year financial statements.

1.02.20 Presentational and reporting currency:

The presentation of financial statements has been made in accordance with the DFIM No. 11 dated 23 December 2009 of Bangladesh Bank. These financial statements have been prepared in Bangladesh Taka (BDT) which is the Company's functional currency. All financial information presented in Taka has been rounded off to the nearest Taka. The financial statements are stated in Taka unless or otherwise signified.

1.02.21 Assets and basis of their valuations:

a) Fixed assets:

Fixed assets are capitalized at cost of acquisition and subsequently stated at cost/ valuation less accumulated depreciation in compliance with the Benchmark treatment of IAS-16 "Property, Plant and Equipment". The cost of acquisition of assets comprises purchase price and any direct attributable cost of bringing the assets within the operating condition for its intended use inclusive of inward freight, duties and non-refundable taxes; if any.

b) Subsequent expenditure of fixed assets:

Subsequent expenditure is capitalized only when it increases the future economic benefit from the assets and that cost can be measured reliably. All other expenditures are recognized as an expense as and when they are incurred.

c) Disposal of fixed assets:

On disposal of fixed assets, the cost and accumulated depreciation are eliminated from the fixed assets schedule and gain or loss on such disposal is reflected in the profit and loss account, which is determined with reference to the net book value of the assets and net sale proceeds.

d) Depreciation on fixed assets:

Fixed assets are depreciated based on diminishing balance method (except Right of Use Assets) at different rates varying from 5% to 20% per annum.

Additions of fixed assets are depreciated when it is available for use at the applicable rates and depreciation is charged up to the date of disposal.

Rates of depreciation applied are shown below:

Sl. No.	Category of assets	Rate of depreciation
1	Office buildings	5%
2	Furniture and fixtures	10%
3	Office decoration	10%
4	Office equipment	15%
5	Motor vehicles	20%
6	Electrical installation	15%
7	Computer	15%
8	Telephone line & PABX system	15%
9	Software	15%
10	Right of use assets	Equal Monthly Lease period

1.02.20 Presentational and reporting currency:

Depreciation of right of use assets:

Leased assets in the use and possession of the Company are depreciated in the books of the Company over the lease terms. The principal portions of lease installment paid or due are charged as depreciation in the year to which it relates.

Intangible assets:

Intangible assets comprise the value of computer software. Intangible assets acquired separately are measured on initial recognition at cost and are carried at cost less accumulated amortization and accumulated impairment losses if any.

1.02.22 Other assets:

Any assets which do not appear as separate line item in the face of the balance sheet of the company are categorized as other assets as per DFIM circular No # 11 dated 23 December 2009 issued by Department of Financial Institutions and Market of Bangladesh Bank.

Other assets include advance office rent, payment of advance income tax for which assessment of tax has not been closed yet and all other financial assets, fees and other unrealized income receivable advance for operation and investment in subsidiaries etc. However, investment in subsidiaries is eliminated at time of consolidation in accordance with IFRS -10 'Consolidated Financial Statements'.

1.02.23 Investment:

Investment is carried in Financial Statement at cost. Provision is made for diminishing in value of investment.

1.02.24 Cash and cash equivalents:

Cash and cash equivalents consist of cash in hand and cash at bank, that are readily convertible to known amount of cash and that are subject to an insignificant risk of change in value.

11.02.25 Off balance sheet exposures:

Under general operating transactions, liabilities against acceptance and endorsements, Letters of guarantee, irrevocable letters of credit, Bills for collection, Other contingent liabilities & Commitments have been given and claims exist there against, have been shown as off balance sheet items.

1.02.26 Authorized Share capital:

Authorized Capital is the maximum amount of Share Capital that the Company is authorized by its Memorandum and Article of Association to issue to shareholders.

1.02.27 Paid-up Capital:

Paid up capital represents total amount of shareholders' capital that has been paid in full by the ordinary shareholders. Holders of Ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholders meeting.

1.02.28 Revaluation reserve:

Revaluation reserve arises from the revaluation of property, plant and equipment, when the market price of property, plant and equipment increased significantly from the carrying value. When an asset's carrying amount is increased as a result of revaluation, the increase amount should be credited directly to equity under the heading of revaluation surplus/reserve as per IAS-16 "Property, Plant and Equipment". The Company revalued its land and building during the year 2010 and there arises revaluation surplus of Tk. 313,888,244. The revaluation was done by G.K.Adjusters Ltd.

1.02.29 Borrowings from other banks, financial institutions and agents:

Bank and financial institution borrowings include interest bearing borrowings, which are brought to account at gross value of the outstanding as on 31 December 2023.

1.02.30 Provision for taxation:

Provision for current year income tax has been made @ 37.50% as prescribed in the Finance Act, 2023. The accounting profit has made by the company after considering some of add back to income and disallow of expenditure as per income tax laws in compliance with IAS-12. Assessments completed up to 2017-2018 but some years settlements are pending due to legal issues. In assessment year: 1998-1999 to 2003-2004 tax clearance certificates have been issued in favor of FAS Finance & Investment Limited. Assessment year: 2004-2005, 2005-2006 & 2008-2009 are pending at appeal stage in NBR. High Court Order already received for the assessment year: 2006-2007, 2007-2008, 2009-2010, 2010-2011 & 2011-2012 order also given in favoring FAS Finance & Investment Ltd. By the honorable Appellate Division of Supreme Court. Assessment year: 2012-2013, 2013-2014, 2014-2015, 2015-2016, 2017-2018 are pending at High Court stage. Assessment year: 2016-2017 has been completed under section 82BB. Assessment year 2018-2019 appeal pending to High Court Division. Assessment year 2019-2020 filed in High Court Division. Assessment year 2020-2021 assessment has been completed. Assessment year 2021-2022 under tribunal appeal Completed. Assessment year 2022-2023 return submitted under section 82BB. Assessment year 2023-2024 & 2024-2025 return submitted under section 180.

1.02.31 Deferred taxation:

Deferred tax is recognized on temporary (taxable and deductible) differences between the carrying amount of assets and liabilities in the balance sheet and the amount attributed to such assets and liabilities for tax purposes. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted at the balance sheet date. The impact on the account of changes in the deferred tax assets and liabilities is recognized in the profit and loss account as per IAS-12 "Income Taxes" at the year end. Deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the assets can be utilized.

1.02.32 Non-controlling Interest:

Minority interest is the equity in a subsidiary not attributable, directly or indirectly, to parent. As per IFRS-10 'Consolidated Financial Statements' company presents Non-controlling Interest (NCI) separately in Financial Statements.

1.02.33 Provision on lease, house loan and term finance:

Provision has been made at an estimated rate on outstanding exposures based on lease receivables and other financing(s) against aging of receivables as per FID circular no. 08, dated 03 August 2002 and subsequent to the time it is revised in FID circular no. 11, dated 31 October 2005, FID circular no. 03, dated 03 May 2006, FID circular no. 06, dated 20 August 2006 and DFIM circular no. 03, dated 29 April 2013 of Bangladesh Bank. The provision is considered adequate to meet probable losses. These have been shown under other liabilities in the balance sheet with corresponding effect given in the revenue account over the years.

Basis of classification and rate of percentages for provision thereon:

Lease or Loan up to 5 years:

Limit of overdue rentals & installments	Classification	Provision of percentage
1-2 rentals/installments (up to 2 months) for SME	Standard	0.25%
1-2 rentals/installments (up to 2 months) other than SME	Standard	1%
3-5 rentals/installments (3 to 5 months)	SMA	5%
6-11 rentals/installments (6 to 11 months)	Sub-standard	20%
12-17 rentals/installments (12 to 17 months)	Doubtful	50%
18 and above rentals/installments (18 months and above)	Bad/Loss	100%

Lease or Loan above 5 years:

Limit of overdue rentals & installments	Classification	Provision of percentage
1-5 rentals/installments (up to 5 months) for SME	Standard	0%
1-5 rentals/installments (up to 5 months) other than SME	Standard	1%
6-11 rentals/installments (6 to 11 months)	SMA	5%
12-17 rentals/installments (12 to 17 months)	Sub-standard	20%
18-23 rentals/installments (18 to 23 months)	Doubtful	50%
24 and above rentals/installments (24 months and above)	Bad/Loss	100%

House Loan up to 5 years:

Limit of overdue rentals & installments	Classification	Provision of percentage
1-8 rentals/installments (up to 8 months) for SME	Standard	0%
1-8 rentals/installments (up to 8 months) other than SME	Standard	1%
9-11 rentals/installments (9 to 11 months)	SMA	5%
12-17 rentals/installments (12 to 17 months)	Sub-standard	20%
18-23 rentals/installments (18 to 23 months)	Doubtful	50%
24 and above rentals/installments (24 months and above)	Bad/Loss	100%

House Loan above 5 years:

Limit of overdue rentals & installments	Classification	Provision of percentage
1-8 rentals/installments (up to 8 months) for SME	Standard	0%
1-8 rentals/installments (up to 8 months) other than SME	Standard	1%
9-17 rentals/installments (9 to 17 months)	SMA	5%
18-23 rentals/installments (18 to 23 months)	Sub-standard	20%
24-35 rentals/installments (24 to 35 months)	Doubtful	50%
36 and above rentals/installments (36 months and above)	Bad/Loss	100%

1.02.34 Provision for diminution in value of investment in shares and bonds:

Provision has been made for diminution in value of investment in shares and bonds.

1.02.35 Interest suspense account:

In compliance with Bangladesh Bank FID Circular No. 08, dated 03 August 2002, FID Circular No. 11, dated 31 October 2005, and FID Circular No. 06, dated 20 August 2006, interests on leases, loans and advances overdue beyond three months (in case of loan duration is within 5 years) and overdue beyond six months (in case of loan duration is more than 5 years) are not recognized as revenue and credited to interest suspense account. Interests on mortgage finance overdue beyond nine months are not recognized as revenue and credited to interest suspense account.

1.02.36 Borrowing cost:

Borrowing costs are recognized as expense in the year in which they are incurred unless capitalization is permitted under International Accounting Standard (IAS) 23: "Borrowing Costs".

1.02.37 Liabilities and provisions:

All material liabilities and provisions have been included in the financial statements

- (i) When the company has a present obligation, legal or constructive result of a past event;
- (ii) When it is probable that an outflow of resources embodying economic benefits will be required to settle that obligation; and
- (iii) When a reliable estimate can be made of the amount of the obligation.

1.02.38 Write off:

The company follows the guidelines of Bangladesh Bank duly write off its loans/leases.

Recovery against written-off loans/leases is credited to revenue. Income is recognized where amounts are either recovered and/or adjusted against securities/properties or advances there-against or are considered recoverable.

1.02.39 Risk management:

Risk is defined as the possibility of losses, financial or otherwise. Risk management of the Company covers core risk areas of Companies credit risk, liquidity risk, market risk that also includes foreign exchange risk, interest rate risk and equity risk, operational risk and reputation risk arising from operational inefficiencies. The prime objective of the risk management is that the Company evaluates and takes well calculative business risks and thereby safeguarding the Company's capital, its financial resources and profitability from various business risks through its own measures and through implementing Bangladesh Bank's guidelines and following some of the best practices as under:

Credit risk:

It arises mainly from lending, trade finance, and leasing and treasury businesses. This can be described as potential loss arising from the failure of a counter party to perform as per contractual agreement with the Company. The failure may result from unwillingness of the counter party or decline in his / her financial condition. Therefore, the Company's credit risk management activities have been designed to address all these issues.

The Company has segregated duties of the officers / executives involved in credit related activities. Separate Corporate / SME / Retail divisions have been formed at Head Office which is entrusted with the duties of maintaining effective relationship with customers, marketing of credit products, exploring new business opportunities etc. Moreover, credit approval, administration, monitoring and recovery functions have been segregated. For this purpose, three separate units have been formed within the Credit Risk Management (CRM) Division. These are (a) Credit Risk Management Unit (b) Credit Administration Unit and (c) Credit Monitoring and Recovery Unit. Credit Risk Management Unit is entrusted with the duties of maintaining asset quality, assessing risk in lending, sanctioning credit, formulating policy / strategy for lending operation, etc.

A thorough risk assessment is done before sanction of any credit facility at risk management units. The risk assessment includes borrower risk analysis, financial analysis, industry analysis, historical performance of the customer, security of the credit facility etc. The assessment process starts at the relationship level and ends at Credit Risk Management Unit when it is approved / declined by the competent authority.

Liquidity risk:

The object of liquidity risk management is to ensure that all foreseeable funding commitments and deposit withdrawals can be met when due. To this end, the Company is maintaining a diversified and stable funding base comprising of core retail and corporate deposits and institutional balance. Management of liquidity and funding is carried out by Treasury Department under the leadership of the management as per approved policy guidelines.

Market risk:

The exposure of market risk of the Company is restricted to interest rate risk and equity risk.

Interest rate risk:

Interest rate risk may arise either from trading portfolio and non-trading portfolio. The trading portfolio of the Company consists of Government treasury bills and bonds of different maturities. Interest rate risk arises from mismatches between the future yield of an asset and their funding cost.

Portfolio risk:

Portfolio risk arises from movement in market value of equities held.

Operational risk:

Operational risk may arise from error and fraud due to lack of internal control and compliance. Management through Internal Control and Compliance Division controls operational procedure of the Company. Internal Control and Compliance Division undertakes year call and special audit of the Company for review of the operation and compliance of statutory requirements. The Audit Committee of the Board subsequently reviews the reports of the Internal Control and Compliance Division.

Implementation of BASEL –II:

To comply with International Best Practice and to make the Company's Capital more risk-sensitive as well as to build the Financial Industry more shock absorbent and stable , Bangladesh Bank provide revised regulatory capital framework "Risk Based Capital Adequacy" for Company's which is effected from January 2012.

- a. Standardized Approach for calculating Risk Weighted Assets (RWA) against Credit Risk;
- b. Standardized (Rule Based) Approach for calculating Risk Weighted Assets (RWA) against Market Risk;
- c. Basic Indicator Approach for calculating Risk Weighted Assets (RWA) against Operational Risk;

Under the Standard Approach of the Risk Based Capital Adequacy Framework (BASEL-II) credit rating is to be determined on the basis of risk profile assessed by the External Credit Assessment Institutions (ECAIs).

As per CDMD guideline, Financial Institutions should maintain a Capital Adequacy Ratio (CAR) of minimum 10% of Risk Weighted Assets (RWA).

Internal Capital Adequacy Assessment Process (ICAAP):

Internal Capital Adequacy Assessment Process (ICAAP) represents the Company's own assessment of its internal capital requirements. The Company's approach to calculating its own internal capital requirement has been to take the minimum capital required for credit risk, market risk and operational risk under Pillar-I as the starting point, assess whether this is sufficient to cover those risks and then identify other risks (Pillar-II) and assess prudent level of capital to meet them.

The assessment is undertaken using time series of data and Bangladesh Bank's guidelines on Risk Based Capital Adequacy for Company to assess the likelihood of occurrence and potential impact. Purposes of Internal Capital Adequacy Assessment Process are to:

i) inform the Board of Directors about:

- assessing risks
- initiatives to mitigate identified risks

Capital requirement to support the operations in light of identified risks.

ii) comply with Bangladesh Bank's requirement.

1.02.40 Statutory reserve:

This represents 20% of net profit after tax which is set aside in compliance with clause 6 of the Financial Institution Regulations, 1994.

1.02.41 Employees benefits:

There were two benefit schemes for FAS Finance & Investment Limited employees, provident fund and gratuity fund. Both of these benefit plans are operated in compliance with IAS-19 "Employees Benefits" and stated as under;

1.02.42 Provident fund:

The Company operates a contributory provident fund scheme for its employees, which is recognized by the National Board of Revenue under Clause 2(1) of the First Schedule Part B of the Income tax Ordinance, 1984 of (XXXVI) effective from 31 August 2008. Both the company and employees are contributing to the fund.

1.02.43 Gratuity fund:

The Company extends gratuity benefits to its employees, which is recognized by the National Board of Revenue (NBR) under clause 2(1) of the First Schedule Part-B of the Income Tax Ordinance, 1984 of (XXXVI) effective from 25 November 2008. The gratuity is paid on the basis of the last two basic pay and is payable at the rate of two month's basic pay for every completed year of service.

1.02.44 Earnings per share (IAS -33):**Basic earnings per share:**

Basic earnings per share have been calculated in accordance with IAS-33 "Earnings per Share" which has been shown on the face of the profit and loss account. This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year.

In computing the basic earnings per share during the year January 1, 2023 to December 31, 2023, the total number of shares including the said bonus shares has been considered as the weighted average no. of shares outstanding during the year January 1, 2023 to December 31, 2023 as per IAS-33 "Earnings Per Share".

1.02.45 Related party disclosure (IAS-24):

The Company transacts with related parties. Parties are considered to be related if one party has the ability to control the other or exercise significant influence in making the financial and operating decisions.

1.02.46 Impairment of assets (IAS-36):

The company has assessed at the end of each reporting period or more frequently if events or changes in circumstances indicate that the carrying value of an asset may be impaired, whether there is any indication that an asset may be impaired. If any such indication exists, or when an annual impairment testing for an asset is required, the Company makes an estimate of the assets recoverable amount. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount by debiting to statement of comprehensive account. Fixed assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may be impaired. This is in compliance with the requirement of IAS – 36 "Impairment of Assets".

1.02.48 Foreign currency transaction (IAS-21):

Translation in foreign currencies are translated in Bangladesh Taka and recorded at the ruling exchange rates applicable on the date of transaction and in accordance with IAS-21 "The Effects of Changes in Foreign Exchange Rates"

1.02.49 Revenue recognition:

Revenue is only recognized when it meets the following five steps model framework as per IFRS 15: "Revenue from Contracts with Customers"

- a) identify the contract(s) with customers;
 - b) identify the performance obligations in the contract;
 - c) determine the transaction price;
 - d) allocate the transaction price to the performance obligations in the contract;
 - e) recognize revenue when (or as) the entity satisfies a performance obligation.
- Interest income from loans and other sources is recognized on an accrual basis of accounting.

(a) Lease income:

Finance lease income is allocated over the lease term on a systematic and rational basis. This income allocation is based on a pattern reflecting a constant periodic return on net investment in the finance lease. The unearned lease income is recognized on installment date as revenue on an accrual basis over the terms of the lease. However, lease income is not recognized if capital or interest receivable is in arrears for more than two months for lease finance up to 5 years & for more than five months for lease finance more than 5 years.

(b) Interest on term loans and short term finance:

Interest on term loan and short term finance is recognized as revenue on an accrual basis and interest income on term loan is not recognized where any portion of interest is in arrear for more than two months for term finance up to 5 years & for more than five months for term finance more than 5 years.

(c) Interest on real estate finance:

Interest on real estate finance is recognized as revenue on an accrual basis and no interest on real estate finance is accounted for as revenue where any portion of capital or interest is in arrear for more than 8 months.

(d) Overdue interest:

The overdue interest on lease, term & house finance is recognized when interest is received.

(e) Other operational income:

Other operational income is recognized whenever these are received. Such income comprises of the following components of the FAS Finance & Investment Limited;

- i) Appraisal and documentation fees;
 - ii) Miscellaneous.
- (f) Dividend income:

Dividend is recognized as income when the right to receive income is established.

1.02.50 Operating expenses:

Major component of operating expenses other than salary and allowances are office rent, printing and stationery, postage and stamp, telecommunication, legal and professional fees and other miscellaneous expenses. All expenses are recognized on accrual basis of accounting.

1.02.51 Events after the reporting period (IAS -10):

As per IAS-10 "Events after the reporting period" Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. Two types of events can be identified:

- (a) Those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and
- (b) Those that is indicative of conditions that arose after the reporting period (no adjusting events after the reporting period)

There were no materials events have occurred after the reporting period which could affect the values stated in the financial statements.

1.02.52 General:

- a. These financial statements are presented in Taka, which is the Company's functional currency. Figures appearing in these financial statements have been rounded off to the nearest Taka.
- b. Figures of previous year have been rearranged whenever necessary to conform to current year presentation.

Particulars	Amount in BDT		
	As at		
	31-Dec-2023	31-Dec-2022	
2 Cash			
Cash in hand (including foreign currency)	2.1	1,955	24,214
Balance with Bangladesh Bank and its agent bank(s) (including foreign currency)	2.2	459,624	151,177
		461,579	175,391
2.1 Cash in hand (including foreign currency)			
Local currency		1,955	24,214
Foreign currency		-	-
		1,955	24,214
		-	-
Cash in hand was physically counted at the end of the year and found in order.			
2.2 Balance with Bangladesh Bank and its agent bank(s) (including foreign currency)			
Balance with Bangladesh Bank			
Local currency		459,624	151,177
Foreign currency		-	-
		459,624	151,177
Agent Bank of Bangladesh Bank		-	-
		459,624	151,177

2.3 Statutory deposits

2.3.1 Cash reserve requirement (CRR) and statutory liquidity reserve (SLR)

Cash reserve requirement and statutory liquidity reserve have been calculated in accordance with Financial Institution Act, 1993 & Financial Institution Regulations 1994 and FID circular number 06 dated November 06, 2003, FID circular number 02 dated November 10, 2004 and DFIM circular number 03 dated June 21, 2020 of Bangladesh Bank.

Cash reserve requirement (CRR) has been calculated at the rate of 1.50% on total term deposits. 'Total term deposit' means term or fixed deposit, security deposit against lease/loan and other term deposits, received from individuals and institutions (except banks & financial institutions).

Statutory liquidity reserve (SLR) has been calculated at the rate of 5.00% on total liabilities (except banks & financial institutions), including CRR of 1.50% on total term deposit. SLR is maintained in liquid assets in the form of cash in hand (notes & coin in BDT), balance with Bangladesh Bank and other banks and financial institutions, investment at call, unencumbered treasury bill, prize bond, savings certificate & any other assets approved by Bangladesh Bank.

(a) Cash reserve requirement (CRR)

Required reserve	56,403,879	48,948,074
Actual reserve maintained	275,860	212,531
Surplus/(shortage)	(56,128,019)	(48,735,543)

(b) Statutory liquidity reserve (SLR)

Required reserve (Including CRR)	423,663,237	342,220,000
Actual reserve maintained (Including CRR)	233,334,095	274,627,428
Surplus	(190,329,142)	(67,592,572)
Total required reserve	423,663,237	342,220,000
Total actual reserve maintained	233,334,095	274,627,428
Surplus/(shortage)	(190,329,142)	(67,592,572)

Particulars	Amount in BDT		
	As at		
	31-Dec-2023	31-Dec-2022	
3 Balance with other banks and financial institutions			
In Bangladesh	3.1	1,327,700,149	1,293,462,057
Outside Bangladesh		-	-
		1,327,700,149	1,293,462,057
3.1 In Bangladesh			
Current deposits			
Al-Arafah Islami Bank Ltd., VIP Road Branch, Nayapaltan, Dhaka	CD-0141020041903	5,743	5,743
First Security Islami Bank Ltd., Dilkusha Branch, Dhaka	CD-010111100028541	595,514	597,189
Islami Bank Bangladesh Ltd., Foreign Ex. Cor. Br., Dhaka	AWCA-1090100819116	89,482	89,482
Meghna Bank Ltd., Principal Branch, Gulshan, Dhaka	CD-110111100000917	17,355	17,355
NRB Bank Ltd., Corporate Branch, Dhaka	CD-1012010102227	155,058	54,058
Pubali Bank Ltd., Mohakhali Branch, Dhaka	CD-3677901015917	101,019	20,319
Southeast Bank Ltd., Gulshan Branch, Dhaka	CD-001011100017141	4,247,913	50,612,330
Uttara Bank Ltd., Corporate Branch, Dhaka	CD-154512200212029	61	61
		5,212,145	51,396,537
Special notice deposit accounts			
Bank Asia Ltd., Paltan Branch, Dhaka	SND-04936000058	100,472	1,743
Bank Asia Ltd., Sonargaon-Janapath Road Branch, Dhaka	SND-07536000033	65,428	65,428
Bangladesh Commerce Bank Ltd., Principal Branch, Dhaka	SND-00232000082	105,300	105,300
BASIC Bank Limited, Bangshal Branch, Dhaka	SND-0616-01-0000635	4,003	4,003
Dutch Bangla Bank Ltd., Gulshan Branch, Dhaka	SND-1161200000974	12,449,234	1,918,196
Dutch Bangla Bank Ltd., Gulshan Branch, Dhaka	SND-1161200003865	206,064	744,750
Dutch Bangla Bank Ltd., CDA Avenue Branch, Chittagong	SND-1291200000707	2	2
EXIM Bank Ltd., Gulshan Branch, Dhaka	SND-00713100065009	17,760	19,106
First Security Islami Bank Ltd., Dilkusha Branch, Dhaka	SND-010113100001512	370,958	370,958
First Security Islami Bank Ltd., Ring Road Branch, Dhaka	SND-013313100000056	306,877	306,877
First Security Islami Bank Ltd., Dilkusha Branch, Dhaka	SND-010113100002301	1,075	2,187
First Security Islami Bank Ltd., Dilkusha Branch, Dhaka	SND-13100009342	120,833	119,641
Mercantile Bank Ltd., Main Branch, Dhaka	SND-110113100002380	543	543
Midland Bank Ltd., Dilkusha Corporate Branch, Dhaka	SND-0001-1090000296	1,515	30,340
Mutual Trust Bank Ltd., Gulshan Branch, Dhaka	SND-0022-0320000131	213,787	213,220
Mutual Trust Bank Ltd., CDA Avenue Branch, CTG	SND-0009-0320000889	152,712	153,131
Mutual Trust Bank Ltd., Sylhet Branch, Sylhet	SND-0023-0320000578	177,516	414,075
NCC Bank Ltd., Bashundhara Branch, Dhaka	SND-0096-0325000017	7,333	7,504
NCC Bank Ltd., Gulshan Branch, Dhaka	SND-0012-0325000802	62,409	62,409
NRB Bank Ltd., Bhulta Branch, Dhaka	SND-1131030002531	1	20,769
NRB Commercial Bank Ltd., Principal Branch, Dhaka	SND-010136000000012	39,659	39,659
One Bank Limited, Ganakbari Branch, Savar	SND-0053000000323	2,211	2,211
Padma Bank Ltd., Motijheel Branch, Dhaka	SND-0113000007464	17,359	18,509
Prime Bank Limited, Dhanmondi Branch, Dhaka	SND-14631090025594	80	80
Pubali Bank Ltd., Narsingdi Branch, Narsingdi	SND-0722102000518	264,442	264,239
Social Islami Bank Ltd., Begum Rokeya Sarani Br., Dhaka	SND-0131360001027	1,554,398	1,554,398
South Bangla Agriculture & Commerce Bank Limited, Gulshan Branch, Dhaka	SND-1130000097627	153,000	3,000
The Premier Bank Limited, Tejgaon Link Road Br., Dhaka	SND-13100000020	161	161
Uttara Bank Ltd., Corporate Branch, Dhaka	SND-154514100041132	1,959	1,959
Woori Bank Ltd., Dhaka Branch, Dhaka	NDA-923000195	506,273	6,273
		16,903,364	6,450,672

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
Savings deposits		-	-
Fixed deposits			
International Leasing and Financial Services Limited		756,406,251	719,798,214
Premier Leasing & Finance Limited		509,751,662	486,451,967
Social Islami Bank Limited		39,426,727	29,364,667
Woori Bank Limited		-	-
		1,305,584,639	1,235,614,848
		1,327,700,149	1,293,462,057
		-	-
The Bank Balances were confirmed and reconciled with Bank statements and found in order.			
3.1.a Account-wise/grouping of balance with other banks and financial institutions			
Current deposits		5,212,145	51,396,537
Special notice deposit accounts		16,903,364	6,450,672
Savings deposits		-	-
Fixed deposits		1,305,584,639	1,235,614,848
		1,327,700,149	1,293,462,057
3.1.b Maturity grouping of balance with other banks			
Repayable-on demand		5,212,145	51,396,537
-up to 3 months		164,530,306	124,206,552
-over 3 months but within 1 year		732,917,385	732,818,657
-over 1 year but within 5 years		425,040,313	385,040,311
-over 5 years		-	-
		1,327,700,149	1,293,462,057
3 (a) Consolidated balance with other banks and financial institutions			
i. In Bangladesh:			
FAS Finance & Investment Limited	3.1	1,327,700,149	1,293,462,057
FAS Capital Management Limited	3 (a)i	25,568,147	4,946,698
		1,353,268,296	1,298,408,755
ii. Outside Bangladesh:			
FAS Finance & Investment Limited		-	-
FAS Capital Management Limited		-	-
		1,353,268,296	1,298,408,755
3 (a)i Bank balance of FAS Capital Management Limited			
Current deposits			
Woori Bank Ltd., Dhaka Branch, Dhaka	CDA-923920015	-	-
Special notice deposit accounts			
Dutch Bangla Bank Ltd., Gulshan Branch, Dhaka	SND-116.120.1505	107,048	31,169
Dutch Bangla Bank Ltd., Gulshan Branch, Dhaka-LRHR	SND-116.120.4323	741	1,865
Mutual Trust Bank Ltd., Gulshan Branch, Dhaka	SND-0022-0320000793	25,518	26,668
One Bank Ltd., Principal Branch	SND-0013000001743	-	724
One Bank Ltd., Principal Branch	SND-0013000001754	3,311	4,332
Social Islami Bank Ltd., Gulshan Branch, Dhaka	SND-0081360000649	-	23,350
The City Bank Ltd., Gulshan Branch, Dhaka	6002-PIAA	21,089	22,042
The City Bank Ltd., Gulshan Branch, Dhaka	SND-3101221156001	25,281,344	4,815,189
The City Bank Ltd., Gulshan Branch, Dhaka	SND-3101221156003	120,870	12,025
Woori Bank Ltd., Dhaka Branch, Dhaka	NDA-923000208	8,226	9,334
		25,568,147	4,946,698
Fixed deposits			
FAS Finance & Investment Limited		422,521,906	406,146,217
		422,521,906	406,146,217
Less: Inter Company transaction		(422,521,906)	(406,146,217)
		-	-
Total		25,568,147	4,946,698

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
4	Money at call and on short notice		
	With banks	-	-
	With financial institutions	-	-
		-	-
4 (a)	Consolidated money at call and on short notice		
	FAS Finance & Investment Limited	-	-
	FAS Capital Management Limited	-	-
		-	-
5	Investments	15,385,153	32,040,886
5.1	In Government securities		
	Treasury bills	9,476,910	-
	National investment bonds	-	-
	Bangladesh bank bills	-	-
	Government notes/bonds	-	-
	Prize bonds	-	-
	Others	-	-
		9,476,910	-
5.2	Other investments		
	Preference shares	-	-
	Ordinary shares (Quoted and Unquoted)	5,908,243	32,040,886
	Debentures	-	-
	Bonds	-	-
	Zero Coupon Bond	-	-
	Other investments	-	-
	Gold, etc.	-	-
		5,908,243	32,040,886
		15,385,153	32,040,886
5.2.a	Ordinary shares (Quoted and Unquoted)		
	Quoted		
	AB Bank Limited	1,926,065	1,927,233
	Apex Footwear Ltd.	141,625	
	Aftab Automobiles	1,500,000	
	BBS Cables Ltd.	261,975	261,975
	BD Building Systems	129,600	
	Delta Life In. Co. Ltd.	409,500	163,800
	GBB Power Limited	45,300	
	Esquir Knit Composite Limited	627,728	627,728
	Golden Harvest Ag. Ind. Ltd.	262,500	262,500
	Meghna Cement Mills Ltd.	-	684,600
	Niloy Cement Industries Limited	24,950	24,950
	Square Textiles Ltd.	135,000	135,000
	VSF Thread Dye. Ltd.	444,000	233,100
		5,908,243	4,320,886
	Achia Sea Foods Limited	-	27,720,000
		5,908,243	32,040,886
	(A schedule of investments in share is given in Annexure-2)		
5.3	Maturity grouping		
	Repayable-on demand	-	-
	-up to 3 months	2,327,145	9,599,788
	-over 3 months but within 1 year	11,915,610	6,868,700
	-over 1 year but within 5 years	1,142,398	15,572,398
	-over 5 years	-	-
		15,385,153	32,040,886

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
5 (a) Consolidated Investments			
i. In Government securities			
FAS Finance & Investment Limited		-	-
FAS Capital Management Limited		-	-
		-	-
ii. Other Investments			
FAS Finance & Investment Limited	5.2	15,385,153	32,040,886
FAS Capital Management Limited	5 (a)i	40,887,361	41,757,437
		56,272,514	73,798,323
		56,272,514	73,798,323
5 (a)i Ordinary shares (Quoted and Unquoted) of FAS Capital Management Limited			
AB Bank Limited		4,902,230	4,905,203
IFIC Bank Ltd.		964,320	966,000
Jamuna Bank Ltd.		-	532,500
Mercantile Bank Ltd.		-	340,000
One Bank Ltd.		-	214,200
Union Bank Ltd.		467,250	465,000
Exim Bank Ltd.		520,000	520,000
National Housing Fin. And Inv. Ltd.		209,000	-
Aftab Automobiles Limited		900,000	-
Bangladesh Building Systems		432,000	-
Monno Ceramic Industries Ltd.		516,000	-
BSRM Ltd.		630,000	630,000
BSRM Steel Ltd.		447,300	447,300
BBS Cables Limited		1,047,900	523,950
GPH Ispat Ltd.		1,182,523	1,181,600
Golden Son Ltd.		728,000	728,000
Eastland Insurance Company Ltd.		488,000	488,000
Premier Cement Ltd.		-	393,336
Meghna Cement Mills Ltd.		-	684,600
Fu-Wang Ceramic Industries Ltd.		-	174,000
RAK Ceramics Ltd.		429,000	429,000
Shinepukur Ceramics Ltd.		-	215,000
BATBC Limited		4,149,600	4,149,600
Beach Hatchery Ltd.		-	1,604,000
Golden Harvest Agro Industries Ltd.		525,000	525,000
GBB Power Ltd.		151,000	-
Intraco Refueling Station Limited		405,000	-
Power Grid Company		524,000	524,000
Summit Power Limited		340,000	340,000
Titas Gas T & D Company Ltd.		3,476,500	2,863,000
United Power GD Com. Ltd.		233,700	233,700
Asia Insurance Ltd.		493,000	489,000
Delta Life Insurance Ltd.		409,500	273,000
Green Delta Insurance Ltd.		655,000	651,000
National Life Insurance Co. Ltd.		915,227	915,227
Rupali Insurance Co. Ltd.		544,000	530,000
Union Insurance Company Ltd.		-	746,000
GQ Ball Pen Industries Ltd.		-	98,200
Alif Industries Ltd.		373,000	-
National Feed Mill Limited		-	162,000
ACI Formation Ltd.		775,000	775,000
ACI Limited		1,092,840	1,092,840
Eastern Housing Limited		604,800	-
Summit Alliance		408,000	-
Marico Bangladesh Ltd.		-	242,150
Bashundhara Paper Mills Limited		305,000	-
Sonali Paper & Board Mills Ltd.		307,550	-
Apex Footwear Limited		566,500	-

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
Desh garments Ltd.	122,540	157,630	
Pacific Denims Limited	-	665,500	
Square Textile Ltd.	266,963	337,500	
VFS Thread Dying Limited	222,000	233,100	
M.L. Dyeing Ltd.	2,604,000	2,604,000	
Prime Bank Ltd.	840,000	768,000	
Sea Peari Beach Tesort & Spa Ltd.	99,700	-	
Simtex Industries Limited	-	4,410,000	
Apex Foods Limited	303,100	-	
Advent Pharma Limited	249,000	-	
Beximco Pharmaceuticals Ltd.	1,462,000	1,462,000	
Reckitt Benchkiser (BD) Ltd.	952,140	952,140	
The ACME Laboratories Ltd.	425,000	-	
Sinobangla Industries Limited.	314,500	-	
Exim 1st MF	116,162	116,162	
egeneration Limited	904,000	-	
Pubali Bank Perpetual Bond	113,040	-	
SJIBL Mudaraba Perpetual Bond	775,476	-	
Total	40,887,361	41,757,437	
6 Loans, advances and leases	18,300,850,893	18,403,517,341	
6.1 Maturity wise grouping's			
Repayable-on demand	-	-	
-not more than 3 months	3,230,451	86,043,281	
-more than 3 months but not more than 1 year	8,667,541	86,675,413	
-more than 1 year but not more than 5 years	22,251,976	1,403,416,548	
-more than 5 years	18,266,700,925	16,827,382,099	
	18,300,850,893	18,403,517,341	
6.2 Loans, cash credits, overdrafts, and leases etc			
In Bangladesh			
Loans-General	18,051,563,072	18,153,034,611	
Cash credits	-	-	
Overdrafts	-	-	
Leases	249,287,821	250,482,730	
	18,300,850,893	18,403,517,341	
Outside Bangladesh			
	-	-	
	18,300,850,893	18,403,517,341	
6.3 Loans, advances & leases on the Basis of Significant			
Advance to allied concerns of Directors	-	-	
Advance to chief executive officer, other executives and staffs	-	-	
Advances to industries	17,662,211,922	17,722,006,568	
Advance to customer groups	638,638,971	681,510,772	
	18,300,850,893	18,403,517,341	
6.4 Industry-wise loans, advances and leases			
Trade & Commerce	8,566,779,492	8,576,537,275	
Garments & Knitwear	541,430,664	541,692,302	
Textiles	234,648,343	234,643,071	
Food production, Processing & Rice Mills	6,901,734	9,579,959	
Jute & Jute Products	23,092,778	59,820,392	
Plastic & Rubber Industry	2,466,920	2,466,920	
Leather & Leather Goods	8,744,462	8,744,462	
Pharmaceuticals & Chemicals	1,549,809,290	1,549,809,290	
Paper, Packaging, Printing, Publishing & Allied Industry	129,798,860	138,412,990	
Ship Manufacturing & breaking	271,818,351	264,573,907	
Electronics & Electrical Products	83,727,757	83,727,757	
Power, Gas, Petrollium, Water & Sanitary	66,554,901	66,554,901	
Transport & Aviation	1,625,701,687	1,776,104,097	
Others	154,462,801	12,297,444	
Agriculture	247,225,929	247,225,929	
Housing	2,216,448,960	2,317,293,667	
Merchant Banking	2,558,219,101	2,502,520,574	
Service	866,225	866,225	
Consumer Finance	12,152,636	10,646,179	
	18,300,850,893	18,403,517,341	

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
6.5 Geographical Location-wise (Division)			
In Bangladesh			
Dhaka		18,070,267,778	18,236,344,945
Chattagram		225,129,906	162,242,940
Sylhet		5,453,209	4,929,457
		18,300,850,893	18,403,517,341
6.6 Classification of loans, advances and leases			
Unclassified			
Standard		32,068,854	85,269,831
Special mention account		5,459,093	4,950,111
Total unclassified loans, advances and leases		37,527,947	90,219,942
Classified			
Sub-standard		29,713	552,880
Doubtful		4,503,952	6,849,220
Bad/Losses		18,258,789,281	18,305,895,298
Total classified loans, advances and leases		18,263,322,946	18,313,297,399
		18,300,850,893	18,403,517,341
		-	-
6.7 Particulars of loans, advances and leases			
i) Loans considered good in respect of which the FI's is fully secured		8,314,423,512	10,464,239,806
ii) Loans considered good against which the FI's holds no security other than the debtors' personal guarantee		5,132,962,368	5,132,962,368
iii) Loans considered good and secured by the personal undertaking of one or more parties in addition to the personal guarantee of the debtors		4,853,465,013	3,593,596,934
iv) Loans adversely classified but provision not maintained there against		-	-
		18,300,850,893	18,403,517,341
Note/ Discloser:			
Bangladesh Bank vide their letter No-DFIM(C)1054/10/1022-2808 dated September 29, 2022 has allowed deferral for maintaining a portion of required provision amounting Tk. 800.00 Crore over 8 (Eight) Years from the year 2022. Out of the amount Tk. 200.00 crore has been maintained in year 2022 and 2023. Remaining amount of Tk. 600.00 Crore will be maintained in next 6 (six) years.			
v) Loans due by directors or officers of the FI's or any of them either separately or jointly with any other persons		-	-
vi) Loans due from companies or firms in which the directors of the FI's are interested as Directors, partners or Managing agents or, in case of private companies, as members		-	-
vii) Maximum total amount of advances, including temporary advances made at any time during the year to directors or managers or officers of the FI's or any of them either separately or jointly with any other persons		-	-
viii) Maximum total amount of advances including temporary advances granted during the year to the companies or firms in which the Directors of the FI's are interested as Directors, partners or managing agents or, in the case of private companies, as members		-	-
ix) Due from other FI's		-	-
x) Amount of classified loans on which interest has not been charged:			
a) Increase/decrease of provision (specific)		3,822,258,949	1,061,524,136
b) Amount of loan written off		-	-
c) Amount realized against loan previously written off		457,000	457,000
d) Provision kept against loans classified as bad/loss on the date preparing the balance sheet		6,755,914,866	2,933,655,917
e) Interest creditable to interest suspense account		3,108,200,992	3,067,420,978
xi) Written off loan			
Opening Balance		241,073,639	241,530,639
During the year		-	-
Cumulative to date (as per Bangladesh Bank guidelines)		240,616,639	241,073,639
The amount of written off loans for which law suits have been filed for its recovery		240,616,639	241,073,639

Notes	Particulars	Amount in BDT		
		As at		
		31-Dec-2023	31-Dec-2022	
6 (a) Consolidated loans, cash credits, overdrafts, and leases etc				
i. In Bangladesh				
	FAS Finance & Investment Limited	6.2	18,300,850,893	18,403,517,341
	FAS Capital Management Limited		1,398,308,837	1,411,197,662
			19,699,159,730	19,814,715,003
	Less: Inter company transaction		(1,817,774,282)	(1,817,774,282)
			17,881,385,448	17,996,940,721
ii. Outside Bangladesh				
	FAS Finance & Investment Limited		-	-
	FAS Capital Management Limited		-	-
			-	-
			17,881,385,448	17,996,940,721
7 Bills purchased and discounted				
	In Bangladesh		-	-
	Outside Bangladesh		-	-
7.1 Maturity grouping				
	-payable within 1 month		-	-
	-over 1 month but less than 3 months		-	-
	-over 3 months but less than 6 months		-	-
	-6 months or more		-	-
			-	-
7 (a) Consolidated bills purchased and discounted				
	FAS Finance & Investment Limited		-	-
	FAS Capital Management Limited		-	-
			-	-
8 Fixed assets including premises, furniture and fixtures				
Cost:			Annexure-1	
	Land		86,527,860	86,527,860
	Office building		309,082,808	309,082,807
	Furniture & fixture		9,688,248	9,799,112
	Office decoration		9,808,774	9,405,859
	Office equipment		11,585,555	10,430,378
	Motor vehicles		24,622,606	24,622,605
	Electrical installation		2,429,081	2,350,573
	Computer		12,179,563	11,558,703
	Telephone line & PABX system		1,058,150	1,058,150
	Right of use Assets		28,318,962	23,191,255
	Software		16,638,421	16,638,421
			511,940,028	504,665,723
Less: Accumulated depreciation:				
	Office Building		162,882,891	155,188,160
	Furniture & fixture		5,647,831	5,319,040
	Office Decoration		5,786,325	5,418,149
	Office Equipment		7,800,142	7,412,690
	Motor vehicles		19,200,260	17,844,674
	Electrical installation		1,845,121	1,746,687
	Computer		7,520,756	6,756,171
	Telephone line & PABX system		824,941	783,785
	Right of use Assets		9,039,520	4,278,535
	Software		3,569,690	1,263,444
			224,117,477	206,011,334
	Written down value at the end of the year		287,822,551	298,654,389

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
8 (a) Consolidated fixed assets including premises, furniture and fixtures		Annexure-1 (a)	
FAS Finance & Investment Limited	8	287,822,551	298,654,389
FAS Capital Management Limited		2,820,491	3,245,794
		290,643,042	301,900,184
9 Others assets			
Income generating			
i) Investment in Shares of subsidiary companies			
-In Bangladesh	9.1	243,000,000	243,000,000
-Outside Bangladesh		-	-
		243,000,000	243,000,000
Non-income generating			
ii) Stationery, stamps, printing, materials, etc.		153,007	151,443
iii) Advance rent and advertisement		2,736,300	-
iv) Interest accrued on investment but not collected, commission & brokerage receivable on shares and debenture and income receivable		67,359,155	84,708,571
v) Security deposit		509,300	509,300
vi) Preliminary, formation and organization expenses, renovation/development and prepaid expenses		9,992,333	12,284,825
vii) Branch adjustment (net reconciled)		-	-
viii) Suspense account		-	-
ix) Silver		-	-
x) Advance Corporate income tax	9.2	416,588,576	396,956,194
xi) Accounts receivable		18,807,302	17,193,693
xii) Deferred tax asset		-	-
xiii) Others		17,955,359	-
		534,101,332	511,804,026
		777,101,332	754,804,026
9.1 Investment in Shares of subsidiary companies			
In Bangladesh	9.1.a	243,000,000	243,000,000
Outside Bangladesh		-	-
		243,000,000	243,000,000
9.1.a Investment in Shares of subsidiary companies-In Bangladesh			
FAS Capital Management Limited		243,000,000	243,000,000
		243,000,000	243,000,000
9.2 Advance corporate income tax			
Advance income tax on bank interest		2,081,774	2,052,416
Advance income tax on dividend		7,616,799	7,375,340
Advance income tax (LTU)		318,826,033	317,317,372
Advance income tax on motor vehicle		1,998,445	1,653,445
Advance income tax on share placement		6,412,500	5,620,000
Advance income tax (source Tax)		318,356	279,356
Advance income tax on FDR Interest*		79,334,670	62,658,265
		416,588,576	396,956,194
9.2.1 Advance corporate income tax against interest on FDR			
International Leasing & Financial Services		9,177,010	-
Premier Leasing & Finance Ltd.		5,837,424	-
Social Islami Bank PLC		1,661,971	-
		16,676,405	-
Note : Our company did not receive Treasury Challan against deposit of above advance Income tax deducted from Interest on FDR to Government account.			
9.2 (a) Consolidated advance Corporate Income Tax			
FAS Finance & Investment Limited	9.2	416,588,576	396,956,194
FAS Capital Management Limited		29,928,808	24,437,586
		446,517,384	421,393,780

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
9 (a) Consolidated others assets			
i. Income generating			
FAS Finance & Investment Limited	9	243,000,000	243,000,000
FAS Capital Management Limited		-	-
		243,000,000	243,000,000
Less: Investment in subsidiary companies (FAS Capital Management Limited)		(243,000,000)	(243,000,000)
		-	-
ii. Non-income generating			
FAS Finance & Investment Limited	9	534,101,332	511,804,026
FAS Capital Management Limited		44,734,323	31,946,154
		578,835,655	543,750,180
Less: Inter Company transaction		(4,102,873)	(28,785,769)
		574,732,782	514,964,411
		574,732,782	514,964,411
10 Non-Financial Institution's assets			
Land & Building		44,665,893	44,665,893
		44,665,893	44,665,893
10 (a) Consolidated Non-Financial Institution's assets			
FAS Finance & Investment Limited	10	44,665,893	44,665,893
FAS Capital Management Limited		-	-
		44,665,893	44,665,893
11 Borrowings from other banks, financial institutions and agents			
In Bangladesh	11.1	8,985,441,687	8,305,717,600
Outside Bangladesh		-	-
		8,985,441,687	8,305,717,600
11.1 In Bangladesh			
Al-Arafah Islami Bank Limited		659,001,041	599,785,741
Bank Asia Limited		203,139,868	203,135,594
BASIC Bank Limited		510,772,315	450,540,249
Dhaka Bank Limited		166,743,568	153,976,298
Mercantile Bank Limited		2,245,395,283	2,036,129,811
Midland Bank Limited		363,237,959	330,185,320
Mutual Trust Bank Limited		531,826,528	477,744,469
NCC Bank Limited		125,495,249	112,880,760
NRB Bank Limited		379,584,453	346,657,696
NRB Commercial Bank Limited		296,630,909	269,393,331
One Bank Limited		223,945,584	207,648,155
Prime Bank Limited		64,809,703	58,858,673
Social Islami Bank Limited		121,061,680	109,947,234
South Bangla Agriculture & Commerce Bank Limited		752,486,127	682,810,090
State Bank of India		51,331,721	51,331,721
The Premier Bank Limited		608,609,013	552,997,083
UAE-Bangladesh Investment Company Limited		1,447,484	3,056,764
Uttara Bank Limited		257,047,703	233,563,113
Woori Bank Limited		6,500,238	6,500,238
Bangladesh Commerce Bank Limited		200,100,000	200,000,000
Bangladesh Development Bank Limited		158,500,000	158,500,000
ICB Islamic Bank Limited		4,700,000	4,800,000
Meghna Bank Limited		53,776,250	53,776,250
Rupali Bank Limited		33,066,383	33,066,383
NRB Commerce Bank Ltd.		5,000,000	5,000,000
Mercantile Bank Ltd.		142,800,000	145,000,000
SBAC Bank Ltd.		214,300,000	214,300,000
Bangladesh Infrastructure Finance Fund Limited (BIFFL)		26,900,000	26,900,000
International Leasing and Financial Services Limited		402,566,538	402,566,536
Fareast Finance & Investment Limited		36,066,092	36,066,092
Agrani Bank Limited		70,000,000	70,000,000
Sonali Bank Limited		68,600,000	68,600,000
		8,985,441,687	8,305,717,600
11.2 Security against Borrowings from other banks, financial institutions and agents			
Secured		8,985,441,687	8,305,717,600
Unsecured		-	-
		8,985,441,687	8,305,717,600

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
11.3 Maturity grouping's			
Repayable-on demand		-	-
-up to 3 months		264,601,506	270,514,293
-over 3 months but within 1 year		3,974,782,982	3,299,037,076
-over 1 year but within 5 years		2,646,008,471	2,630,204,716
-over 5 years		2,100,048,728	2,105,961,515
		8,985,441,687	8,305,717,600
11 (a)Consolidated borrowings from other banks, financial institutions and agents			
FAS Finance & Investment Limited	11	8,985,441,687	8,305,717,600
FAS Capital Management Limited		2,292,298,838	2,193,622,350
		11,277,740,525	10,499,339,950
Less: Inter company transaction		(1,817,774,282)	(1,817,774,282)
		9,459,966,243	8,681,565,668
12 Deposits and other accounts			
Current deposits and other accounts		-	-
Bills payable		-	-
Savings bank deposits		-	-
Fixed deposits	12.1	11,400,152,972	10,167,607,645
Bearer certificates of deposit		-	-
Others deposits	12.1	-	5,400,000
		11,400,152,972	10,173,007,645
12.1 Fixed deposits			
Deposit from FI's-inside Bangladesh		7,704,611,564	6,716,405,738
Other than FI's-inside Bangladesh		3,695,541,409	3,456,601,907
		11,400,152,972	10,173,007,645
12.1.aMaturity analysis of Fixed Deposits			
Deposit from FI's-inside Bangladesh			
Repayable-on demand		-	-
-within 1 month		828,662,651	3,598,113,720
-over 1 month but within 6 months		2,151,200,415	326,641,610
-over 6 months but within 1 year		4,724,748,498	2,510,850,615
-over 1 year but within 5 years		-	280,799,793
-over 5 years but within 10 years		-	-
		7,704,611,564	6,716,405,738
Other than FI's-inside Bangladesh			
Repayable-on demand		-	-
-within 1 month		1,553,577,653	2,983,304,368
-over 1 month but within 6 months		379,545,005	283,559,440
-over 6 months but within 1 year		1,693,758,785	148,253,977
-over 1 year but within 5 years		55,703,976	41,293,442
-over 5 years but within 10 years		12,955,990	190,680
		3,695,541,408	3,456,601,907
		11,400,152,972	10,173,007,645
12 (a)Consolidated deposits and other accounts			
Fixed deposits			
FAS Finance & Investment Limited	12.1	11,400,152,972	10,167,607,645
FAS Capital Management Limited		-	-
		11,400,152,972	10,167,607,645
Less: Inter company transaction		(422,521,906)	(406,146,217)
		10,977,631,066	9,761,461,428
Others deposits			
FAS Finance & Investment Limited	12.1	-	5,400,000
FAS Capital Management Limited		-	-
		-	5,400,000
		10,977,631,066	9,766,861,428

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
13 Others liabilities			
Accumulated provision against loans, advances and leases	13.1	6,755,914,866	5,812,314,113
Provision for current tax	13.2	469,360,514	449,810,584
Deferred tax liabilities	13.3	51,669,141	62,149,739
Interest suspense account	13.4	3,108,200,992	3,067,420,978
Accounts payable		7,855,872	5,590,890
Accrued expenses		3,572,612	2,231,742
Provision for Gratuity	13.5	8,343,100	8,993,456
Provident fund	13.6	5,655,704	6,764,000
Advance installment		65,555,796	85,024,932
Lease liabilities-Office premises	13.7	17,239,395	15,311,887
Provision for other assets	13.8	469,914,578	342,988,949
Provision for FDR		1,266,157,912	1,132,792,026
Unclaimed dividend	Annexure-3	907,304	907,304
Excise Duty Payable		26,160,457	18,809,856
Interest payable		1,396,246,826	2,217,183,799
Tax deduction at source		567,557,941	290,022,161
Interest Charged for delay Payment of Tax, Vat & Excise duty		98,687,835	98,687,835
VAT payable		4,639,459	4,722,695
Sundry deposit		15,056,986	14,717,512
		14,338,697,289	13,636,444,457
		-	-
13.1 Accumulated provision for loans, advances and leases			
Provision for classified loans, advances and leases			
Opening balance		5,810,590,557	2,600,875,908
Fully provided debts written off during the year	(-)	-	-
Recovery of amounts previously written off	(+)	-	-
Specific provision made for the year	(+)	944,533,678	3,209,714,649
Recoveries and provision no longer required	(-)	-	-
Net charge to profit and loss statement	(+)	-	-
Total Provision for classified loans, advances and leases		6,755,124,235	5,810,590,557
Provision for unclassified loans, advances and leases			
Opening balance		1,723,556	82,966,202
Provision for the year		-	-
Adjustment during the year		(932,925)	(81,242,646)
Total provision for unclassified loans, advances and leases		790,631	1,723,556
Total provision against loans, advances and leases		6,755,914,866	5,812,314,113
Provision for	Required	Maintained	Excess/(Shortage)
Classified loans, advances & leases	12,755,124,235	6,755,124,235	(6,000,000,000)
Un-classified loans, advances & leases	790,631	790,631	-
	12,755,914,866	6,755,914,866	(6,000,000,000)
Note/ Discloser:			
Bangladesh Bank vide their letter No-DFIM(C)1054/10/1022-2808 dated September 29, 2022 has allowed deferral for maintaining a portion of required provision amounting Tk. 800.00 Crore over 8 (Eight) Years from the year 2022. Out of the amount Tk. 200.00 crore has been maintained in year 2022 and 2023. Remaining amount of Tk. 600.00 Crore will be maintained in next 6 (six) years.			
13.1 (a) Consolidated provision against loans, advances and leases			
FAS Finance & Investment Limited	13.1	6,755,914,866	5,812,314,113
FAS Capital Management Limited		1,140,099,837	1,016,369,637
		7,896,014,703	6,828,683,750

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
13.2 Provision for current tax			
	Opening balance	449,810,584	449,055,455
	Add: Provision made during the year	19,549,930	755,129
		469,360,514	449,810,584
	Less: Adjustment during the year	-	-
		469,360,514	449,810,584

13.2.1 Reconciliation of effective Tax rate

Particulars		Taxable Amount	Tax rate	Tax Liability
Profit Before Provision & Tax		(1,451,666,437)	0.375	(544,374,914)
Business Receipts		Taxable Amount	Minimum Tax	Tax Liability
Interest Income		99,977,471	-	-
Interest on Loans, Advances and Leases		30,351,367	0.006	182,108
Interest on placement with other banks and Financial Institutions		69,626,104	-	-
Interest on STD/SND Account		98,403	0.2	19,681
Interest on Non-call loan Treasury Line		7,137,684	0.006	42,826
Int. on FDR		62,390,017		
Opening Int. on FDR receivable	55,209,516			
Addition D/y	62,390,017			
Closing Int. on FDR receivable	30,693,337			
Taxable FDR interest income	86,906,196	86,906,196	0.2	17,381,239
Processing fees		26,522	0.006	159
Documentation Charge		3,881	0.006	23
Office Rent		780,000	0.006	4,680
Transfer Price		2,925	0.006	18
				17,630,734
Other receipts				
Tax on Dividend		1,207,295	0.2	241,459
Gain on sale of fixed assets		(76,568)	0.2	-
Tax on Share Investment Income		16,777,365	0.1	1,677,737
				1,919,196
				19,549,930

13.2 (a) Consolidated provision for current tax

FAS Finance & Investment Limited	13.2	469,360,514	449,810,584
FAS Capital Management Limited		11,577,093	5,956,646
		480,937,607	455,767,230

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022

13.3 Deferred tax

Deferred tax has been calculated based on deductible/taxable temporary difference arising due to difference in the carrying amount of the assets and its tax base in accordance with the provision of Bangladesh Accounting Standard (IAS) 12 "Income Taxes".

Deferred tax liability is arrived at as follows:

Particulars	Carrying amount at Accounting base	Carrying amount at Tax base	(Taxable)/deductible temporary difference	Tax Rate	Deferred tax (Liability)/Asset
			Taka	Taka	Taka
Assets:					
Fixed assets net off depreciation as on December 31, 2023 (Excluding revaluation reserve)	78,430,489	47,009,246	(31,421,243)	37.5%	(11,782,966)
Right of Use Asset	19,279,443	28,318,962	9,039,519	37.5%	3,389,820
Revalued amount of Building	105,747,959	-	(105,747,959)	37.5%	(39,655,485)
Base amount of Land	84,364,660	-	(84,364,660)	8.0%	(6,749,173)
Total of Assets	287,822,550	75,328,208	(212,494,342)		(54,797,804)
Liabilities:					
Employee Gratuity fund as on December 31, 2023	8,343,100	-	8,343,100	37.5%	3,128,663
Employee Provident fund as on December 31, 2023	-	-	-		-
			8,343,100		3,128,663
Total:Deferred tax liability as on December 31, 2023			(204,151,242)		(51,669,141)
Deferred tax liability as on December 31, 2022					(62,149,739)
Deferred tax (expenses)/Income as on December 31, 2023					10,480,598

Opening Deferred Tax	62,149,739	58,107,408
Deferred Tax Expense/(Income)	(10,480,598)	4,042,331
Closing Deferred Tax Liability/(Asset)	51,669,141	62,149,739

13.3 (a) Consolidated Deferred tax liabilities

FAS Finance & Investment Limited	13.3	51,669,141	62,149,739
FAS Capital Management Limited		(154,039)	(142,794)
		51,515,102	62,006,945

13.4 Interest suspense account

Opening balance		3,067,420,978	3,042,677,356
Transfer during the year	(+)	40,780,014	24,743,622
Recovery during the year	(-)	-	-
Written off during the year	(-)	-	-
		3,108,200,992	3,067,420,978

13.4 (a) Consolidated interest suspense account

FAS Finance & Investment Limited	13.4	3,108,200,992	3,067,420,978
FAS Capital Management Limited		-	-
		3,108,200,992	3,067,420,978

13.5 Provision for Gratuity

Opening balance		8,993,456	8,993,456
Add: Provision made during year		1,980,228	-
		10,973,684	8,993,456
Less: Adjustment during the year		2,630,584	-
		8,343,100	8,993,456

13.6 Provident fund

Opening balance		6,764,000	3,798,131
Add: Provision made during the year		2,171,830	2,965,869
		8,935,830	6,764,000
Less: Adjustment during the year		3,280,126	-
		5,655,704	6,764,000

Notes	Particulars	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022

14.4 Classification of Shareholders by holding of share

Shareholding range as on December 31, 2023	Number of holders		% of total holding	
	31-Dec-2023	31-Dec-2022	31-Dec-2023	31-Dec-2022
1-500	2,312	2,318	0.26%	0.26%
501-5,000	4,500	4,438	6.56%	6.52%
5,001-10,000	1,139	1,114	5.92%	5.70%
10,001-20,000	780	728	7.93%	7.28%
20,001-30,000	311	290	5.28%	4.94%
30,001-40,000	182	180	4.33%	4.28%
40,001-50,000	128	299	4.02%	3.70%
50,001-100,000	215	215	10.73%	10.76%
100,001-1000,000	169	164	25.44%	27.45%
1,000,001 and above	14	14	29.51%	29.11%
	9,750	9,760	100.00%	100.00%

No. of Shares		Value of Shares	
31-Dec-2023	31-Dec-2022	31-Dec-2023	31-Dec-2022
391,083	390,325	3,910,830	3,903,250
9,778,506	9,721,654	97,785,060	97,216,540
8,829,356	8,502,661	88,293,560	85,026,610
11,825,016	10,846,462	118,250,160	108,464,620
7,878,098	7,365,444	78,780,980	73,654,440
6,460,174	6,373,557	64,601,740	63,735,570
5,997,079	5,519,260	59,970,790	55,192,600
16,001,977	16,046,348	160,019,770	160,463,480
37,930,550	40,916,128	379,305,500	409,161,280
43,985,525	43,395,525	439,855,250	433,955,250
149,077,364	149,077,364	1,490,773,640	1,490,773,640

14.5 Name of the Directors and their shareholding (including holdings of sponsors shareholders and general public) as on 31 December 2023

Sl. No.	Name	Position	Total Nos. of Share	Value of Shares	% of Shareholding
1	Mr. Mohammed Nurul Amin	Chairman & Independent Director	-	-	-
2	Dr. Mohammad Saifuddin Khan	Independent Director	-	-	-
3	Brigadier General Abu Sayeed Mohammad Ali (Retd.)	Independent Director	-	-	-
4	Dr. Syed Abdulla Al Mamun FCMA	Independent Director	-	-	-
5	Mr. Md. Salim	Independent Director	-	-	-
6	Mr. A.F. Shabbir Ahmad	Managing Director & CEO (Ex-Officio), Current Charge	-	-	-
7	Reptiles Farm Limited	Independent Director	11,678,720	116,787,200	7.83%
8	P & L International Limited	Independent Director	8,004,150	80,041,500	5.37%
9	Institutions		12,895,709	128,957,090	8.65%
10	General public		116,498,785	1,164,987,850	78.15%
	Total		149,077,364	1,490,773,640	100.00%

14.06 Capital adequacy ratio (CAR) As per BASEL-II

- a. In terms of Bangladesh Bank DFIM circular no. 05 dated 24 July 2011, required paid up capital of the Company at 31 December 2012 should be of Taka 1,000,000,000 against which the paid up capital of the company as at 31.12.23 was Tk. 1,490,773,640.

Consolidated - Capital adequacy ratio :

- b. In terms of Bangladesh Bank DFIM circular no. 14 dated 28 December 2011, required capital of the Company on consolidated basis at the close of business on 31 December 2023 is TK. 100,00,00,000 as against available core capital of Tk.: (15,90,29,60,207) and supplementary capital of Tk.7,32,45,075 making a total of Tk. (15,82,97,15,132) thereby showing surplus/(short) capital/equity of Tk. (16,82,97,15,132) at that date. Details are shown below:

Notes	Particulars	Amount in BDT
		As at
		31-Dec-2023
14.06.01	Core capital (Tier-I)	
	Paid-up capital	1,490,773,640
	Statutory reserve	205,579,082
	Non-repayable Share premium account	-
	General reserve	315,000
	Retained earnings	(17,544,728,616)
	Minority Interest in Subsidiaries	(41,809,299)
	Non-Cumulative irredeemable Preferences shares	-
	Dividend Equalization account	-
	Other (if any item approved by BB)	(13,090,014)
	Total	(15,902,960,207)
	Deductions from Tier-I (Core Capital)	
	Book value of Goodwill and Value of any contingent assets which are shown as assets	-
	Shortfall in provisions required against classified assets irrespective of any relaxation allowed	-
	Shortfall in provision required against investment in shares	-
	Remaining deficit on account of revaluation of investment in securities after netting off from any other surplus on the securities	-
	Any investment exceeding the approved limited	-
	Investment in subsidiaries which are not consolidated	-
	Increase in equity capital resulting from a securitization exposure	-
	Others if any	-
	Total	-
	Total Eligible Tier-1 Capital	(15,902,960,207)
14.06.02	Supplementary capital (Tier II)	
	General provision on unclassified loans and advances	790,631
	Provision for off-balance sheet exposure	-
	Exchange equalization account	-
	Asset revaluation reserves (Up to 50%)	72,454,444
	Revaluation loss on investment - held to maturity (HTM) (Up to 50% of the revaluation loss)	-
	Sub total	73,245,075
	Applicable Deductions if any	-
	Total Eligible Tier-2 Capital	73,245,075
	(A) Total Eligible Capital (Tier-1 + Tier-2)	(15,829,715,132)
	Total assets including off- balance Sheet items	20,201,432,004
	Total risk -weighted assets(RWA)	4,702,143,826
	(B) Total Required Capital (10% of Total RWA or MCR, whichever is higher)	1,000,000,000
	(C) Surplus / (Shortfall) (A-B)	(16,829,715,132)
	Capital adequacy ratio	-336.65%

Off-Balance Sheet

Exposures types

a)	Claims on Bangladesh Government and Bangladesh Bank (Outward/Inward Bill Lodged)	-
b)	Claims on other Sovereigns & Central bank's	-
c)	Claims on banks for International Settlements, International Monetary Fund and European Central Bank	-
d)	Claims on Multilateral Development Banks (MDBs):	-
	i) IBRD, IFC, ADB, AFDB, EBRD, IADB, EIB, EIF, NIB, CDB, IDB, CEDB	-
	ii) Other MDBs	-
e)	Claims on Public Sector Entities (other than Government) in Bangladesh	-
f)	Claims on NBFI	-
	i) Maturity over 3 months	-
	ii) Maturity less than 3 months	-
g)	Claims on Corporate (excluding equity exposure)	-
h)	Against retail portfolio & Small Enterprise (excluding consumer investment)	-
i)	Consumer Investment	-
j)	All other assets	-
	Risk weighted assets (RWA)	<u>-</u>
	Total Risk weighted assets (RWA)	<u><u>7,199,646,862</u></u>

B. Market Risk

	Capital Charges for Specific Risk	Capital Charge for General Market Risk	Total Capital Charge for Market Risk
A	Interest Rate Related Instruments	-	-
B	Equities	5,908,243	11,816,486
C	Foreign Exchange Position	-	-
	Total(A+B+C)	<u>5,908,243</u>	<u>11,816,486</u>
	Risk weighted assets (RWA)	<u>59,082,430</u>	<u>118,164,860</u>

C. Operational Risk

Gross income	(5,018,639,045)
Average gross income	(1,672,879,682)
Capital charge for operational risk (15% of Average gross income)	(250,931,952)
Risk Weighted Assets	<u><u>(2,509,319,523)</u></u>

For the company (Solo)- Capital adequacy ratio:

In terms of Bangladesh Bank DFIM circular no. 14 dated 28 December 2011, required capital of the Company on solo basis at the close of business on 31 December 2023 is Tk. 1,00,00,00,000 as against available core capital of Tk. (14,11,52,13,287) and supplementary capital of Tk. 7,32,45,075 making a total of Tk. (14,04,19,68,212) thereby showing surplus capital/(Shortfall) equity of Tk. (15,04,19,68,212) at that date. Details are shown below:

Core capital (Tier I)

Paid-up capital	1,490,773,640
Statutory reserve	205,579,082
Non-repayable Share premium account	-
General reserve	315,000
Retained earnings	(15,809,837,256)
Minority Interest in Subsidiaries	-
Non-Cumulative irredeemable Preferences shares	-
Dividend Equalization account	-
Other (if any item approved by BB)	(2,043,753)
Total	<u><u>(14,115,213,287)</u></u>

Deductions from Tier-1 (Core Capital)

Book value of Goodwill and Value of any contingent assets which are shown as assets	-
Shortfall in provisions required against classified assets irrespective of any relaxation allowed	-
Shortfall in provision required against investment in shares	-

n) Past Due Claims (Risk weights are to be assigned net of specific provision):	
The claim (other than claims secured by eligible residential property) that is past due for more than 90 days and/or impaired will attract risk weight as follows:	-
Where specific provisions are less than 20 percent of the outstanding amount of the past due claim.	721,995,656
Where specific provisions are no less than 20 percent of the outstanding amount of the past due claim.	1,131,699,010
Where specific provisions are more than 50 percent of the outstanding amount of the past due claim.	2,685,378,244
Claims fully secured against residential property that are past due for more than 90 days and/or impaired specific provision held there-against is less than 20% of outstanding amount	803,571,265
Investments and claims fully secured against residential property that are past due by 90 days and/or impaired and specific provision held there-against is not less than 20% of outstanding amount	
o) Investments in Capital Market Exposures	622,455,566
p) Investments in venture capital	-
q) Unlisted equity investments and regulatory capital instruments issued by other FIS (other those deducted from capital) held in the banking book	-
r) Investments in premises, plant and equipment and all other fixed assets	287,822,551
s) Claims on all fixed assets under operating lease	-
t) All other assets	-
i) Claims on Gob & BB (advance income tax , reimbursement of patirakha/shanchy patra	-
ii) Staff Loan / Investment	-
iii) Cash items in process of collection	-
iv) other assets	162,180,165
Risk weighted assets (RWA)	7,243,904,101
Off-Balance Sheet	
Exposures types	
a) Claims on Bangladesh Government and Bangladesh Bank (Outward/Inward Bill Lodged)	-
b) Claims on other Sovereigns & Central bank's	-
c) Claims on banks for International Settlements, International Monetary Fund and European Central Bank	-
d) Claims on Multilateral Development Banks (MDBs):	-
i) IBRD, IFC, ADB, AFDB, EBRD, IADB, EIB, EIF, NIB, CDB, IDB, CEDB	-
ii) Other MDBs	-
e) Claims on Public Sector Entities (other than Government) in Bangladesh	-
f) Claims on NBFI	-
i) Maturity over 3 months	-
ii) Maturity less than 3 months	-
g) Claims on Corporate (excluding equity exposure)	-
h) Against retail portfolio & Small Enterprise (excluding consumer investment)	-
i) Consumer Investment	-
j) All other assets	-
Risk weighted assets (RWA)	-
Total Risk weighted assets (RWA)	7,243,904,101

B. Market Risk

	Capital Charges for Specific Risk	Capital Charge for General Market Risk	Total Capital Charge for Market Risk
A Interest Rate Related Instruments	-	-	-
B Equities	5,908,243	5,908,243	11,816,486
C Foreign Exchange Position	-	-	-
Total (A+B+C)	5,908,243	5,908,243	11,816,486
Risk weighted assets (RWA)	59,082,430	59,082,430	118,164,860

C. Operational Risk

Gross income	(4,605,391,709)
Average gross income	(1,535,130,570)
Capital charge for operational risk (15% of Average gross income)	(230,269,585)
Risk Weighted Assets	<u>(2,302,695,855)</u>

15 Statutory reserve			
Opening balance		205,579,082	205,579,082
Add: Addition during the year		-	-
		205,579,082	205,579,082
16 Other reserve			
Capital reserve	16.1	315,000	315,000
		315,000	315,000
16.1 Capital reserve			
Opening balance		315,000	315,000
Add: Addition during the year		-	-
		315,000	315,000
17 Revaluation Reserve			
Land	17.1	80,903,545	80,903,545
Office building	17.2	64,005,343	69,571,025
		144,908,888	150,474,570
17.1 Revaluation reserve-Land			
Opening balance		80,903,545	80,903,545
Add: Addition during the year		-	-
Prior year adjustment		-	-
		80,903,545	80,903,545
17.2 Revaluation reserve-Office building			
Opening balance		69,571,025	73,232,659
Add: Addition during the year		-	-
		69,571,025	73,232,659
Less: Depreciation on increased value due to revaluation		(5,565,682)	(3,661,634)
		64,005,343	69,571,025
18 Retained earnings			
Opening balance		(13,150,774,901)	(6,136,949,648)
Prior Year Adjustment		-	(694,984,013)
Net profit after taxation		(2,664,628,037)	(6,322,502,874)
Transfer to statutory reserve		-	-
Add: Transfer of revaluation reserve		5,565,682	3,661,634
		(15,809,837,256)	(13,150,774,901)
18 (a) Consolidated retained earnings			
Opening balance		(14,690,880,652)	(6,808,859,449)
Prior year adjustment		28,785,769	(753,321,665)
Consolidated net profit after taxation		(2,888,199,415)	(7,132,361,171)
Transfer to statutory reserve		-	-
Stock dividend paid		-	-
Add: Depreciation on increased value due to revaluation		5,565,682	3,661,634
		(17,544,728,616)	(14,690,880,652)

19 Undrawn formal standby facilities, credit lines and other commitments

Leases, loans & advances commitments outstanding

-	-
-	-

19 (a) Consolidated undrawn formal standby facilities, credit lines and other commitments

FAS Finance & Investment Limited

19

- -

FAS Capital Management Limited

- -

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20 Other memorandum items

Customers' stocks of securities-Merchant Banking Wing

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20 (a) Consolidated other memorandum items

FAS Finance & Investment Limited

20

- -

FAS Capital Management Limited

20 (a)i

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20 (a)i Other memorandum items of FAS Capital Management Limited

Customers' stocks of securities-Merchant Banking Wing

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This amount consists of portfolio investors' investment at cost price.

Notes	Particulars	Amount in BDT	
		for the year ended	
		31-Dec-2023	31-Dec-2022
21	Profit and loss account		
	Income		
	Interest, discount and similar income	99,977,471	110,698,660
	Dividend income	1,207,295	52,495
	Fee, commission and brokerage	-	-
	Gains less losses arising from investment securities	16,777,365	227,347
	Gains less losses arising from dealing in foreign currencies	-	-
	Other operating income	736,760	1,035,513
	Gains less losses arising from dealing securities	-	-
	Income from Non-FI's assets	-	-
	Profit less losses on interest rate changes	-	-
		118,698,891	112,014,015
	Expenses		
	Interest, fee and commission	1,490,902,059	1,665,732,358
	Losses on loans, leases and advances	-	-
	Administrative expenses	50,713,737	51,893,451
	Other operating expenses	10,025,836	1,239,281,403
	Depreciation on FI's assets	18,723,697	18,851,643
		1,570,365,328	2,975,758,855
		(1,451,666,437)	(2,863,744,840)
22	Interest income		
	Interest on loans, advances and leases	30,351,367	9,388,352
	Interest on placement with other banks and Financial Institutions	69,626,104	101,310,308
	Interest on foreign currency balance	-	-
		99,977,471	110,698,660
22 (a)	Consolidated interest income		
	FAS Finance & Investment Limited	99,977,471	110,698,660
	FAS Capital Management Limited	3,047,250	5,039,083
		103,024,721	115,737,743
	Less: Inter company transaction	-	(34,271,899)
		103,024,721	81,465,844
23	Interest paid on deposits, borrowings, etc.		
	Interest on deposits	613,006,565	779,734,348
	Interest on borrowings	876,090,886	882,646,432
	Interest on lease liabilities-Office premises	1,804,608	3,351,578
	Interest on foreign bank accounts	-	-
		1,490,902,059	1,665,732,358
23 (a)	Consolidated interest paid on deposits, borrowings, etc.		
	FAS Finance & Investment Limited	1,490,902,059	1,665,732,358
	FAS Capital Management Limited	125,788,815	150,923,118
		1,616,690,874	1,816,655,476
	Less: Inter company transaction	(26,769,132)	(34,271,899)
		1,589,921,742	1,782,383,577
24	Investment income		
	Gain/(loss) on sale of shares	16,777,365	227,347
	Dividend on shares	1,207,295	52,495
		17,984,660	279,842

Notes	Particulars	Amount in BDT	
		for the year ended	
		31-Dec-2023	31-Dec-2022
24 (a) Consolidated investment income			
FAS Finance & Investment Limited	24	17,984,660	279,842
FAS Capital Management Limited		585,620	4,477,526
		18,570,280	4,757,368
25 Commission, exchange and brokerage			
Commission		-	-
Exchange gain/(loss)		-	-
Brokerage		-	-
		-	-
25 (a) Consolidated Commission, exchange and brokerage			
FAS Finance & Investment Limited	25	-	-
FAS Capital Management Limited		200,000	200,000
		200,000	200,000
26 Other operating income			
Gain on sale of fixed assets		(76,568)	265,413
Misc. Income		-	-
Processing fees		26,522	11,350
Documentation Charge		3,881	5,000
Office Rent		780,000	741,000
Residual value		-	-
Transfer Price		2,925	12,750
		736,760	1,035,513
26 (a) Consolidated Other operating income			
FAS Finance & Investment Limited	26	736,760	1,035,513
FAS Capital Management Limited		28,805,489	27,834,922
		29,542,249	28,870,435
Less: Inter company transaction		(27,549,132)	(23,208,893)
		1,993,117	5,661,542
27 Salary and allowances			
Basic salary, provident fund contribution and all other allowances		35,554,629	35,497,381
Festival and incentive bonus		2,486,155	2,191,019
		38,040,784	37,688,400
27 (a) Consolidated salary and allowances			
FAS Finance & Investment Limited	27	38,040,784	37,688,400
FAS Capital Management Limited		3,551,697	4,978,835
		41,592,481	42,667,235
28 Rent, taxes, insurance, electricity, etc.			
Rent, rates, taxes and electricity, etc.		3,776,933	3,435,379
Insurance premium		222,434	375,727
		3,999,367	3,811,106

Notes	Particulars	Amount in BDT	
		for the year ended	
		31-Dec-2023	31-Dec-2022
Disclosure related to Rent, rate and taxes:			
	Actual rent, rates, taxes and electricity, etc.	9,436,843	10,488,516
	Less: Reclassification of rent expenses (as per IFRS 16: Leases)	(5,659,910)	(7,053,137)
	Rent expenses as reported	3,776,933	3,435,379
In addition to the above mentioned change in rent expense, implementation of IFRS 16 has resulted in charging of depreciation against Right of use assets as disclosed in Annexure-1 and of Interest on Right of use assets as disclosed in Note 23.			
28 (a) Consolidated rent, taxes, insurance, electricity, etc.			
	FAS Finance & Investment Limited	3,999,367	3,811,106
	FAS Capital Management Limited	916,746	941,225
		4,916,113	4,752,331
	Less: Inter company transaction	(780,000)	-
		4,136,113	4,752,331
29 Legal expenses			
	Professional & legal fees	1,644,304	1,966,407
		1,644,304	1,966,407
29 (a) Consolidated legal expenses			
	FAS Finance & Investment Limited	1,644,304	1,966,407
	FAS Capital Management Limited	182,850	151,150
		1,827,154	2,117,557
30 Postage, stamps, telecommunication, etc.			
	Telephone & Fax	282,894	306,610
	Internet bill	913,715	670,582
	Postage and stamp	61,026	70,005
		1,257,634	1,047,197
30 (a) Consolidated postage, stamps, telecommunication, etc.			
	FAS Finance & Investment Limited	1,257,634	1,047,197
	FAS Capital Management Limited	190,244	233,405
		1,447,878	1,280,602
31 Stationery, printings, advertisements, etc.			
	Printing	269,058	337,573
	Stationery & Photocopy	293,768	290,449
	Publicity and advertisement	1,196,715	643,838
		1,759,541	1,271,860
31 (a) Consolidated stationery, printings, advertisements, etc.			
	FAS Finance & Investment Limited	1,759,541	1,271,860
	FAS Capital Management Limited	197,440	49,087
		1,956,981	1,320,947
32 Directors' fees			
	Directors' fees	1,548,800	1,232,000
		1,548,800	1,232,000
32 (a) Consolidated Directors' fees			
	FAS Finance & Investment Limited	1,548,800	1,232,000
	FAS Capital Management Limited	404,800	529,600
		1,953,600	1,761,600

Notes	Particulars	Amount in BDT	
		for the year ended	
		31-Dec-2023	31-Dec-2022
33	Auditors' fees		
	Statutory audit fees	287,500	158,125
		287,500	158,125
33 (a)	Consolidated Auditors' fees		
	FAS Finance & Investment Limited	287,500	158,125
	FAS Capital Management Limited	57,500	28,750
		345,000	186,875
34	Depreciation and repairs of FI's assets		
	Depreciation		
	Office building	7,694,732	8,099,718
	Furniture & fixture	434,976	399,396
	Office decoration	423,702	405,754
	Office equipment	570,325	524,542
	Motor vehicles	1,355,586	1,239,041
	Electrical installation	98,433	67,775
	Computer	764,585	826,388
	Telephone line & PABX system	41,155	48,417
	Right of use Assets	5,033,956	6,407,155
	Software	2,306,247	833,457
		18,723,697	18,851,643
	Repairs		
	Fixed assets repair and maintenance	2,175,807	1,140,857
		2,175,807	1,140,857
		20,899,504	19,992,500
34 (a)	Consolidated Depreciation and repairs of assets		
	FAS Finance & Investment Limited	20,899,504	19,992,500
	FAS Capital Management Limited	428,583	499,231
		21,328,087	20,491,731
35	Other expenses		
	A.G.M. Expenses	88,803	161,878
	Bank charge and excise duty	504,082	1,378,225
	Books, newspaper and periodicals	33,724	28,772
	Business promotion	-	50,000
	CDBL charge	5,400	15,738
	Entertainment	672,050	728,562
	Fees, subscription and donation	1,448,260	1,393,800
	Fine	4,216,950	600,000
	Fuel, oil and lubricants	774,275	848,273
	Miscellaneous expenses	40,000	-
	Office maintenance	638,080	991,597
	Portfolio management fees	62,575	18,796
	Registration and renewal	141,386	89,459
	Security service	826,304	824,942
	Staff welfare, training and education	25,000	3,450
	TA & DA	451,287	542,522
	Uniform & Liveries	97,660	1,260
	Interest Charged for delayPayment of Tax , VAT & Excise duty	-	98,687,835
	VAT Expenses	-	124,268
		10,025,836	106,489,377

Notes	Particulars	Amount in BDT	
		for the year ended	
		31-Dec-2023	31-Dec-2022
35 (a) Consolidated Other expenses			
FAS Finance & Investment Limited	35	10,025,836	106,489,377
FAS Capital Management Limited		1,591,988	10,210,595
		11,617,824	116,699,972
Less: Inter company transaction		-	-
		11,617,824	116,699,972
36 Provision against loans, advances and leases	13.1		
On un-classified loans		(932,925)	(81,242,646)
On classified loans		944,533,678	3,209,714,649
		943,600,753	3,128,472,003
36 (a) Consolidated provision against loans, advances and leases			
FAS Finance & Investment Limited	36	943,600,753	3,128,472,003
FAS Capital Management Limited		123,730,200	677,579,758
		1,067,330,953	3,806,051,761
37 Provision for diminution in value of investments	13.6		
In quoted shares		-	-
		-	-
37 (a) Consolidated provision for diminution in value of investments			
FAS Finance & Investment Limited	37	-	-
FAS Capital Management Limited		-	-
		-	-
38 Provision for taxation			
Current tax		19,549,930	755,129
Deferred tax		(10,480,598)	4,042,331
		9,069,332	4,797,460
38 (a) Consolidated provision for Taxation			
Current tax			
FAS Finance & Investment Limited	38	19,549,930	755,129
FAS Capital Management Limited		5,620,447	751,347
		25,170,377	1,506,476
Deferred tax			
FAS Finance & Investment Limited		(10,480,598)	4,042,331
FAS Capital Management Limited		(11,245)	(14,483)
		(10,491,843)	4,027,848
		14,678,534	5,534,324

Notes	Particular	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022

39 Appropriations

Retained earnings-brought forward	(13,150,774,901)	(6,136,949,648)
Less: Adjustment for prior year	-	(694,984,013)
Add: Post-tax profit for the year	(2,664,628,037)	(6,322,502,874)
	(15,815,402,938)	(13,154,436,535)
Add: Depreciation on increased value due to revaluation	5,565,682	3,661,634
Less: Stock dividend	-	-
Transferred to:	-	-
Statutory reserve	-	-
Proposed dividend	-	-
	(15,809,837,256)	(13,150,774,901)

40 Earnings per share

	Amount in BDT	
	for the year ended	
	31-Dec-2023	31-Dec-2022
Earning attributable to ordinary shareholders (Net profit after tax)	(2,664,628,037)	(6,322,502,874)
Weighted average number of ordinary shares outstanding	149,077,364	149,077,364
Earnings per share-EPS	(17.87)	(42.41)
	-	(0)

The negative EPS reduced compared to last year due to more provision requirement in previous year as per directive of Bangladesh Bank vide their letter No. DFIM (C) 1054/10/2023-3613 dated October 19, 2023.

Earning per share as shown in the face of the profit and loss account is calculated in accordance with IAS-33: Earning per share (EPS).

40 (a) Consolidated earnings per share

Earning attributable to ordinary shareholders (Net profit after tax & non-controlling interest)	(2,888,199,415)	(7,132,361,171)
Weighted average number of ordinary shares outstanding	149,077,364	149,077,364
Earnings per share-EPS	(19.37)	(47.84)

The negative EPS reduced compared to last year due to more provision requirement in previous year as per directive of Bangladesh Bank vide their letter No. DFIM (C) 1054/10/2023-3613 dated October 19, 2023.

Earning per share as shown in the face of the consolidated profit and loss account is calculated in accordance with IAS-33: Earning

41 Net operating cash flow per share-NOCFPS

Net cash from operating activities	(530,145,286)	(777,318,008)
Weighted average number of ordinary shares outstanding	149,077,364	149,077,364
Net operating cash flow per share-NOCFPS	(3.56)	(5.21)

During the year under report, the business of the Company was running with negative growth resulting cash receipt was poor, the cash in and out flow so transacted mostly were the amount of recovery from the classified loans, advances and leases. However it shows improvement in 2023 compared to previous year due to decreased operating expenses.

Notes	Particular	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
41.a Consolidated Net operating cash flow per share-NOCFPS			
Net cash from operating activities		(543,321,199)	(830,136,436)
Weighted average number of ordinary shares outstanding		149,077,364	149,077,364
Net operating cash flow per share-NOCFPS		(3.64)	(5.57)

During the year under report, the business of the Company was running with negative growth resulting cash receipt was poor, the cash in and out flow so transacted mostly were the amount of recovery from the classified loans, advances and leases. However it shows improvement in 2023 compared to previous year due to decreased operating expenses.

	Amount in BDT	
	for the year ended	
	31-Dec-2023	31-Dec-2022
42 Reconciliation of Net Profit with Cash Flows from Operating Activities		
Net profit after tax	(2,664,628,037)	(6,322,502,874)
Adjustments for non-cash items:		
Add: Depreciation	18,723,697	18,851,643
Add: Provision for leases, loans, advances & investment	1,203,892,268	3,454,766,499
Add: Provision for taxation	9,069,332	4,797,460
Add/(Less): Accrued expenses	(559,452,076)	1,666,454,270
Add/(Less): Accrued income	17,349,416	54,141,178
Less: Gain on sale of fixed assets	76,568	(265,413)
	689,659,204	5,198,745,637
Changes in operating assets and liabilities		
(Increase)/Decrease in leases, loans and advances	102,666,448	875,776,239
(Increase)/Decrease in other assets	(20,014,340)	3,530,302
Previous Year adjustment	-	(694,984,013)
Comprehensive income against Share Investment	-	(1,937,112)
Increase/(Decrease) in short term borrowings	125,745,906	(383,589,190)
Increase/(Decrease) in term & other deposits	1,227,145,327	622,553,852
Payment of corporate tax	(19,632,383)	(17,773,368)
Increase/(Decrease) in other liabilities	110,060,948	40,047,268
Increase/(Decrease) in interest suspense	(81,148,358)	(97,184,750)
	1,444,823,548	346,439,229
Net cash from/(used in) operating activities	(530,145,286)	(777,318,008)
42.a Reconciliation of Net Profit with Cash Flows from Operating Activities (Consolidated)		
Net profit after tax	(2,894,639,743)	(7,155,021,854)
Adjustments for non-cash items:		
Add: Depreciation	19,149,380	19,344,376
Add: Provision for leases, loans, advances & investment	1,327,622,468	4,131,540,332
Add: provision for Taxation	14,678,534	5,534,324
Add/(Less): Accrued expenses	(602,709,779)	1,666,674,106
Add/(Less): Accrued income	(26,788,507)	61,630,876
Less: Gain on sale of fixed assets	76,568	(265,413)
	732,028,664	5,884,458,601

Notes	Particular	Amount in BDT	
		As at	
		31-Dec-2023	31-Dec-2022
Changes in operating assets and liabilities			
	(Increase)/Decrease in leases, loans and advances	115,555,273	1,305,163,197
	(Increase)/Decrease in other assets	(27,311,287)	28,042,496
	Previous Year adjustment	-	(753,321,665)
	Comprehensive income against Share Investment	-	(16,146,376)
	Increase/(Decrease) in short term borrowings	125,745,906	(383,589,189)
	Increase/(Decrease) in term & other deposits	1,210,769,638	604,566,980
	Payment of Corporate tax	(25,123,605)	(21,938,248)
	Increase/(Decrease) in other liabilities	123,175,414	22,044,262
	Increase/(Decrease) in interest suspense	96,478,541	(344,394,640)
		1,619,289,880	440,426,817
	Net cash from/(used in) operating activities	(543,321,199)	(830,136,436)
Amount in BDT			
As at			
		31-Dec-2023	31-Dec-2022
43	Net asset value per share		
	Total assets	20,753,987,550	20,827,319,981
	Total liabilities	34,724,291,948	(32,115,169,701)
		(13,970,304,399)	(11,287,849,719)
	Weighted average number of ordinary shares outstanding	149,077,364	149,077,364
	Net asset value per share (Last year restated)	(93.71)	(75.72)
43 (a)	Consolidated net asset value per share		
	Total assets	20,201,432,004	20,230,855,522
	Total liabilities	(35,917,674,025)	(33,073,020,256)
		(9,459,966,243)	(8,681,565,668)
	Borrowings from other banks, financial institutions, and agents	(10,977,631,066)	(9,766,861,428)
	Deposits and other accounts	(15,521,886,014)	(14,659,962,132)
	Others liabilities	41,809,299	35,368,971
	Non-controlling interest	(15,716,242,020)	(12,842,164,734)
	Weighted average number of ordinary shares outstanding	149,077,364	149,077,364
	Net asset value per share (Last year restated)	(105.42)	(86.14)

Net asset value per share-NAV have been decreased as compare to the last year mainly due to increase of non-performing loan

44 Related Party Disclosure**a. Particulars of Directors and their interest in different entities:**

Sl. No.	Name of Director	Status in FAS Finance & Investment Limited	Name of the firms/Companies in which interested as proprietor, partner, director, managing agent, guarantor, employee etc.
1	Mr. Mohammed Nurul Amin	Chairman & Independent Director till 30 May, 2024.	Independent Director, Shahjibazar Power Co. Ltd. Chairman Global Islami Bank PLC. (Since 27.08.2024)
2	Dr. Muhammad Saifuddin Khan	Independent Director till 30 May, 2024.	Professor, Department of Finance, University of Dhaka. Independent Director, Dhaka Regency Hotel & Resort Ltd., Al-Haj Textile Mills Ltd. and Bangladesh Welding Electrodes Ltd.
3	Brigadier General Abu Sayeed Mohammad Ali (Retd.)	Independent Director till 30 May, 2024.	Independent Director, Quest BDC PLC, Chief Executive Officer, Radisson Blue Hotel, Chattagram Bay View.
4	Dr. Syed Abdulla Al Mamun, FCMA	Independent Director till 30 May, 2024.	Nominated Director of FAS Capital Management Ltd. (Subsidiary) till 30.05.2024. Independent Director of North West Power Generation Company Limited and Chief Executive Office (CEO) of the Bangladesh Rating Agency Limited.
5	Mr. Md. Salim	Independent Director till 30 May, 2024.	Chairman & Nominated Director of FAS Capital Management Limited (Subsidiary) till 30.05.2024. Senior Faculty Member, Bangladesh Academy for Securities Markets (An Academic Wing of BSEC)
6	Maj Gen Md. Anwarul Islam (Retd.)	Chairman & Independent Director appointed on 16 October, 2024.	
7	Mr. Md. Abdul Hakim	Independent Director appointed on 16 October, 2024.	
8	Mr. Md. Mokhlesur Rahman	Independent Director appointed on 16 October, 2024.	Nominated Director of FAS Capital Management Limited (Subsidiary) since 16th, October, 2024.
9	Mr. Mostafa Kamal Ahmed, FCA	Independent Director appointed on 16 October, 2024.	Kamal Ahmed & Co. Chartered Accountants (Proprietor), Board of Trustee, COAST Trust-NGO. Nominated Director Partex Cables Limited.
10	Mr. A.F Shabbir Ahmad	Managing Director & CEO (Ex-Officio), Current Charge	Nominated Director of FAS Capital Management Limited (Subsidiary).

b. Related Party Transaction

The company carried out a number of transactions with related parties in the normal course of business. The nature of transactions and their values are shown below:

Name of the Related Party	Transaction Nature	Relationship	Balance as at 01-Jan-2022		Addition		Adjustment		Balance as at 31-Dec-2023	
			BDT		BDT		BDT		BDT	
FAS Capital Management Limited.	Loan	Subsidiary Company	1,713,594,971		117,984,077		13,804,765		1,817,774,282	
FAS Capital Management Limited.	Equity Investment	Subsidiary Company	243,000,000		-		-		243,000,000	
FAS Capital Management Limited.	TDR	Subsidiary Company	406,146,217		20,375,689		4,000,000		422,521,906	
FAS Finance & Investment Limited Employee's Contributory Provident Fund	TDR	-	3,798,131		6,309,497		2,987,252		7,120,376	
FAS Capital Management Limited Employees Provident Fund	TDR	-	2,555,467		139,303		-		2,694,770	
FAS Capital Management Limited Employees Gratuity Fund	TDR	-	3,417,100		-		157,215		3,259,885	

c. Share issued to Directors and Executives without consideration or exercisable at a discount - Nil

d. Lending policy to related parties

Related parties are allowed loans and advances as per General loan policy of the Company.

e. Loans, advances & leases to Directors & their related concern

Name of the Related Party	Transaction Nature	Classification Status	Outstanding Balance	Provision Kept	Security Amount
Nil	Nil	Nil	Nil	Nil	Nil

f. Shares held by Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit

Name	Status	No. of Shares
Mr. A.F Shabbir Ahmad	Managing Director (CC)	-
Mr. Md. Abdul Bari sarker	SVP & CFO	-
Mr. Md. Mizanur Rahman Khan	VP & Head of ICCD	-
Mr. Md. Ayinuddin FCS	FAVP & Company Secretary	-

g. Shares held by Top five salaried employees other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit

Name	Status	No. of Shares
Mr. Md. Junaed Kha	SAVP & Head of Special Asset Management	-
Mr. Dipak Saha	FAVP, Finance & Accounts	-
Md. Imran Ali	FAVP, Recovery & Legal	-
Mr. Foize Ahmed	FAVP, Finance & Accounts	-
Mr. A.K.M Mojibul Haque	FAVP, Head of HR & Admin	-

45 **General**

45.01 **Expenditure incurred on employees**

Salary Range

Below BDT. 8,000
Above BDT. 8,000

31-Dec-2023	
Number of Employees	
Permanent Basis	Contractual Basis
-	-
39	14

Includes all types of benefits paid and provided both in cash and kind other than the re-imbusement of expenses incurred for the company's business.

45.02 **Key Management Benefits**

Benefits	2023		2022	
	Directors	Executives	Directors	Executives
Salary	Nil	3,345,000	Nil	2,973,000
Festival Bonus	Nil	557,500	Nil	247,750
Provident Fund	Nil	250,500	Nil	355,500
Gratuity	Nil	417,492	Nil	297,300
Medical Assistance	Nil	669,000	Nil	594,600
Group Insurance	Nil	14,850	Nil	14,850
Conveyance allowance & Transport	Nil	941,100	Nil	277,800
Total:		6,195,442		4,760,800

45.03 **Disclosure of director remuneration under para - 4 of schedule XI part II of the companies act 1994 :**

Name	Position	2023	2022
Mr. Mohammed Nurul Amin	Chairman & Independent Director	211,200	211,200
Dr. Muhammad Saifuddin Khan	Independent Director	211,200	211,200
Brigadier General Abu Sayeed Mohammad Ali (retd.)	Independent Director	211,200	211,200
Dr. Syed Abdulla Al Mamun, FCMA	Independent Director	211,200	211,200
Mr. Md. Salim	Independent Director	211,200	211,200
Mr. A.F Shabbir Ahmad	Managing Director & CEO (Ex-Officio), Current Charge	3,577,500	3,577,500
		4,633,500	4,633,500

45.04 **Meeting Fees:**

(a) Board Meeting:

During the year, 25 Board Meetings were held and the following fees were paid:

Name	2023		2022	
	No. of Meeting Attendance	Attendance Fees	No. of Meeting Attendance	Attendance Fees
Mr. Mohammed Nurul Amin	25	220,000	24	211,200
Dr. Muhammad Saifuddin Khan	25	220,000	24	211,200
Brigadier General Abu Sayeed Mohammad Ali (retd.)	25	220,000	24	211,200
Dr. Syed Abdulla Al Mamun, FCMA	25	220,000	24	211,200
Mr. Md. Salim	25	220,000	24	211,200
BDT:		1,100,000		1,056,000

(b) Audit Committee Meeting Fees:

During the year, 8 Audit Committee Meetings were held and the following fees were paid :

Name	2023		2022	
	No. of Meeting Attendance	Attendance Fees	No. of Meeting Attendance	Attendance Fees
Dr. Muhammad Saifuddin Khan	8	70,400	5	44,000
Dr. Syed Abdulla Al Mamun, FCMA	8	70,400	5	44,000
Mr. Md. Salim	8	70,400	5	44,000
BDT:		211,200		132,000

(c) Executive Committee (EC) Meeting Fees:

During the year, 7 Executive Committee Meetings were held and the following fees were paid :

Name	2023		2022	
	No. of Meeting Attendance	Attendance Fees	No. of Meeting Attendance	Attendance Fees
Brigadier General Abu Sayeed Mohammad Ali (retd.)	7	61,600	7	61,600
Dr. Muhammad Saifuddin Khan	7	61,600	7	61,600
Dr. Syed Abdulla Al Mamun, FCMA	7	61,600	7	61,600
BDT:				184,800

45.05 Foreign remittance

There were no foreign remittance during the year 2023.

Contingent Liabilities :

There were no foreign remittance during the year 2023.

45.06 Claims

	31-Dec-2023	31-Dec-2022
	Amount in BDT	
(a) Claim against the company acknowledge as debts.	151,725,507	160,082,645
(b) Claim by the company not acknowledge as receivable.	149,913,698	106,138,532

FAS Finance & Investment Limited
Fixed Assets Schedule
As on December 31, 2023

Annexure-1

a. Cost

Particulars	Cost			Rate of Dep.	Depreciation			Written Down Value as on 31.12.2023
	Balance as on 01.01.2023	Addition during the year	Adj./disposal during the year		Balance as on 01.01.2023	Addition during the year	Adj./disposal during the year	
Land	2,163,200	-	-		-	-	-	- 2,163,200
Office building	79,559,223	-	-	5%	36,978,216	2,129,050	-	40,451,957
Furniture & fixture	9,799,112	58,977	169,841	10%	5,319,040	434,976	106,186	4,040,418
Office decoration	9,405,859	491,727	88,812	10%	5,418,149	423,702	55,526	4,022,449
Office equipment	10,430,378	1,447,677	292,500	15%	7,412,690	570,325	182,873	3,785,413
Motor vehicles	24,622,605	-	-	20%	17,844,674	1,355,586	-	5,422,345
Electrical installation	2,350,573	78,507	-	15%	1,746,687	98,433	-	583,960
Computer	11,558,703	620,860	-	15%	6,756,171	764,585	-	4,658,807
Telephone line & PABX system	1,058,150	-	-	15%	783,786	41,155	-	233,209
Right of use Assets	23,191,255	6,910,585	1,782,878	0%	4,278,535	5,033,956	272,971	19,279,442
Software	16,638,421	-	-	15%	1,263,443	2,306,247	-	13,068,731
Total (BDT)	190,777,479	9,608,332	2,334,031		87,801,391	13,158,015	617,556	97,709,931

b. Revaluation

Particulars	Cost			Rate of Dep.	Depreciation			Written Down Value as on 31.12.2023
	Balance as on 01.01.2023	Addition during the year	Adj./disposal during the year		Balance as on 01.01.2023	Addition during the year	Adj./disposal during the year	
Land	84,364,660	-	-		-	-	-	-84,364,660
Office building	229,523,584	-	-	5%	118,209,943	5,565,682	-	105,747,959
Total	313,888,244	-	-		118,209,943	5,565,682	-	190,112,619
Total (a+b) at 31 December 2023	504,665,723	9,608,332	2,334,031		206,011,334	18,723,697	617,556	287,822,551
Balance at 31 December 2022	586,971,625	38,182,038	120,487,941		242,433,193	18,851,643	55,273,502	298,654,390

Note:1. Depreciation on fixed assets (except Right of Use Assets) has been charged at rates varying from 5% to 20% on diminishing balance method.

FAS Finance & Investment Limited
Consolidated Fixed Assets Schedule
As on December 31, 2023

a. Cost **Annexure-1 (a)**

Particulars	Cost			Rate of Dep.	Depreciation			Written Down Value as on 31.12.2023
	Balance as on 01.01.2023	Addition during the year	Adj./disposal during the year		Balance as on 31.12.2023	Addition during the year	Adj./disposal during the year	
Land	2,163,200	-	-		-	-	-	2,163,200
Office building	79,559,223	-	-	5%	36,978,217	2,129,050	-	40,451,956
Furniture & fixture	11,491,341	58,977	169,841	10%	6,430,126	493,090	106,185	4,563,446
Office decoration	10,222,325	491,727	88,812	10%	5,590,886	488,075	55,525	4,601,804
Office equipment	11,883,018	1,447,677	292,500	15%	7,856,956	721,581	182,873	4,642,531
Motor vehicles	24,622,606	-	-	20%	17,844,674	1,355,586	-	5,422,346
Electrical installation	2,350,573	78,507	-	15%	1,746,687	98,433	-	583,960
Computer	13,565,766	621,240	-	15%	8,305,245	833,340	-	5,048,421
Telephone line & PABX system	1,335,870	-	-	15%	1,003,392	49,872	-	282,606
Right of use Assets	29,029,074	6,910,585	7,620,695		10,116,352	5,033,956	6,110,786	19,279,442
Software	19,000,671	-	-	15%	3,129,248	2,380,714	-	13,490,709
Total(BDT)	205,223,667	9,608,713	8,171,848		99,001,783	13,583,697	6,455,369	106,130,111

b. Revaluation

Particulars	Cost			Rate of Dep.	Depreciation			Written Down Value as on 31.12.2023
	Balance as on 01.01.2023	Addition during the year	Adj./disposal during the year		Balance as on 31.12.2023	Addition during the year	Adj./disposal during the year	
Land	84,364,660	-	-		-	-	-	84,364,660
Office building	229,523,584	-	-	5%	118,209,943	5,565,682	-	105,747,959
Total	313,888,244	-	-		118,209,943	5,565,682	-	190,112,619
Total (a+b) at 31 December 2023	519,111,911	9,608,713	8,171,848		217,211,727	19,149,380	6,455,370	290,643,042
Balance at 31 December 2022	615,311,808	38,182,038	134,381,935		260,797,120	19,344,376	62,929,769	301,900,184

Note: Depreciation on fixed assets (except Right of Use Assets) has been charged at rates varying from 5% to 20% on diminishing balance method.

FAS Finance & Investment Limited
Investments in Shares and Bonds
As on December 31, 2023

Annexure-2**Shares (quoted)**

Name of Share	Number of Share	Market Price Per Share	Market Value	Cost of Share	Provision Amount
AB Bank PLC	198,563	9.70	1,926,065	3,537,792	1,611,727
Aftab Automobiles	50,000	30.00	1,500,000	1,659,110	159,110
Apex Footwear Ltd.	550	257.50	141,625	186,593	44,968
BBS Cables Ltd.	5,250	49.90	261,975	263,048	1,073
Delta Life Ins. Co. Ltd.	3,000	136.50	409,500	412,343	2,843
Esquir Knit Composite Limited	18,195	34.50	627,728	740,242	112,514
Golden Har.Ag. Ind. Ltd.	15,000	17.50	262,500	293,168	30,668
Niloy Cement Industries Limited	500	49.90	24,950	67,845	42,895
Square Textiles Ltd.	2,000	67.50	135,000	139,154	4,154
GBB Power Limited	3,000	15.10	45,300	53,312	8,012
BD Building Systems	6,000	21.60	129,600	135,540	5,940
VFS Thread Dye. Ltd.	20,000	22.20	444,000	463,848	19,848

5,908,243	7,951,997	2,043,754
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Shares (unquoted)

Particulars	Number of shares	Market price per share /Taka	Total Market Price/Taka	Book value	Provisions
	-	-	-	-	-

-	-	-
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Grand Total:

5,908,243	7,951,997	2,043,754
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-	-	-
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FAS Finance & Investment Limited
Financial Highlights
As on December 31, 2023

Annexure-3

Sl. No.	Particulars	Amount in BDT		
		31-Dec-2023	31-Dec-2022	Change in %
1	Paid up capital	1,490,773,640	1,490,773,640	-
2	Total Capital	(14,041,968,212)	(11,361,516,877)	23.59
3	Capital surplus/(deficit)	(15,041,968,212)	(12,361,516,877)	21.68
4	Total assets	20,753,987,550	20,827,319,981	(0.35)
5	Total deposits	11,400,152,972	10,173,007,645	12.06
6	Total loans, advances and leases	18,300,850,893	18,403,517,341	(0.56)
7	Total contingent liabilities and commitments	-	-	-
8	Credit deposit ratio	160.53%	180.91%	(11.26)
9	Percentage of classified loans, advances and leases	99.79%	99.51%	0.29
10	Profit after tax and provision	(2,664,628,037)	(6,322,502,874)	(57.85)
11	Classified loans, advances and leases during the year	18,263,322,946	18,313,297,399	(0.27)
12	Provisions kept against classified loans	6,755,124,235	5,810,590,557	16.26
13	Provision surplus/deficit	(6,000,000,000)	(6,960,000,000)	(13.79)
14	Cost of fund	11.01%	11.33%	(2.82)
15	Interest earning assets	19,887,397,774	19,972,195,675	(0.42)
16	Non-interest earning assets	866,589,776	855,124,308	1.34
17	Return on investment (ROI)	-14.50%	-37.77%	(61.61)
18	Return on asset (ROA)	-12.82%	-31.93%	(59.86)
19	Incomes from investment	17,984,660	279,842	6,326.72
20	Earning per share	(17.87)	(42.41)	(57.85)
21	Net income per share	(17.87)	(42.41)	(57.85)
22	Price earning ratio (Times)	(0.32)	(0.16)	105.40

**Auditors' Report on the Accounts
Of
FAS Capital Management Limited**
for the year ended 31st December, 2023

Qualified Opinion

We have audited the accompanying Financial Statements of FAS Capital Management Limited ("the Company"), which comprises the Statement of Financial Position as at 31st December, 2023 along with relevant Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies (hereinafter referred to as "financial statements").

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31st December, 2023 and its financial performance and its cash flows for the year then ended in accordance with the International Financial Reporting Standards (IFRSs) with few exceptions as stated in Note 1(I).

Basis for Qualified Opinion

We observed that –

1. The Company has been incurring losses for several years. The Company has reported loss of Tk. 226,848,706 in current year. Its accumulated loss was Tk. 1,783,700,662 for the year ended 31st December 2023 and as of that date the company's total liabilities exceeded its total assets by Tk. 1,544,746,923. These conditions or events indicate that a material uncertainty exists on the company's ability to continue its operation in the foreseeable future unless arrangements are made to increase capital or to improve liquidity position.
2. We could not confirm the loan balance from International Leasing & Financial Services Ltd. for Tk. 418,826,029 in absence of balance confirmation from concerned lenders and loan statements.
3. AIT has been overstated by Tk. 24,437,586 related with years prior to 2023 for which IT assessment has been completed. As no future economic benefit will be flown to the company, recognizing AIT paid in the years prior to 2023 as asset in the financial statements is non compliant with IFRS. No treasury challan for AIT deducted in current year for Tk. 5,181,672 by FAS Finance & Investment Limited could be made available.
4. The calculation of provision for current tax could not be confirmed as the company considers 20% AIT on FDR as final tax settlement in current year and 0.6% in previous year whereas corporate tax rate should be applied on FDR Interest. The company has carry forwarded entire IT provision for current tax of previous year without any adjustment whereas the company completed the IT assessment of previous years under self-assessment.

Emphasis of matter

Without further modifying our audit opinion in above paragraph, we would like to draw attention of the users of these financial statements on below statements and notes:

1. Note 6 Loans and Advances: The Company has reported margin loan balance at Tk. 1,398,308,837 against which provision of Tk. 1,140,099,837 (81.53%) has been made in the financial statements. Most of the parties are doubtful for recovery. We send confirmation letter to selected 11 active parties to confirm the margin loan balance and received feedback from 07 parties agreeing with their balance as per the company record.
2. Note 15 Share Capital: The Company has not updated its Schedule X and submitted an annual return to the Registrar of Joint Stock Corporation & Firms (RJSC) which is non compliant with The Company Act 1994 Section 36 & Section 190.

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

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 of the Company for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) 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;
- c) The Statement of Financial Position, Statement of Profit or Loss, and others Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows of the Company together with the annexed notes dealt with by the report are in agreement with the books of account.

Place: Dhaka

Date: 11 Nov 2024



K. M. Alam & Co.

Chartered Accountants

Signed By: Kazi Ahmmmed Monowar FCA

Enrolment No: 822


DVC: **2411110822AS437347**

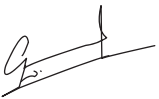
FAS Capital Management Limited**Statement of Financial Position**

As at 31st December, 2023

Particulars	Notes	Amount in BDT	
		31.12.2023	31.12.2022
PROPERTY AND ASSETS:			
Current Assets :			
Cash:		2,450	1,846
In hand	02	2,450	1,846
Balance with bank(s)		-	-
Cash at Bank		25,568,147	4,946,698
In Bangladesh	03	25,568,147	4,946,698
Outside Bangladesh		-	-
Investment		463,409,267	447,903,654
Share Investment	04	40,887,361	41,757,437
Other (TDR)	05	422,521,906	406,146,217
Loans and advances	06	1,398,308,837	1,411,197,662
Others assets	07	44,734,323	31,946,154
Total Current Assets :		1,932,023,024	1,895,996,014
Fixed Assets	08	2,398,513	2,749,349
Intangible Assets	09	421,978	496,446
TOTAL ASSETS		1,934,843,515	1,899,241,808
LIABILITIES AND CAPITAL:			
LIABILITIES:			
Borrowings from other banks, financial institutions and agents	10	2,311,449,894	2,193,622,350
Current Liabilities		1,168,140,544	1,023,517,675
Provision for Expenses	11	554,887	485,883
Provision for Income Tax	12	11,423,054	5,813,852
Sundry Creditors	13	16,062,766	848,303
Interest Suspense Account		-	-
Others liabilities	14	1,140,099,837	1,016,369,637
TOTAL LIABILITIES		3,479,590,438	3,217,140,025
CAPITAL/SHAREHOLDERS' EQUITY		(1,544,746,923)	(1,317,898,217)
Paid-up Capital	15	250,000,000	250,000,000
Retained earnings	16	(1,783,700,662)	(1,553,688,955)
Other Components of Equity		(11,046,261)	(14,209,262)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,934,843,515	1,899,241,808

The annexed notes form an integral part of these Financial Statements.



Mahmudul Islam
 Chief Executive Officer


A. F. Shabbir Ahmad
 Director


Md. Mokhlesur Rahman
 Chairman

Place: Dhaka
 Dated: 03 NOV 2024

Signed in terms of our report of DVC date.


K. M. Alam & Co.
 Chartered Accountants
 Signed By: Kazi Ahmmed Monowar FCA

Place: Dhaka
 Date: 11 Nov 2024

Enrolment No: 822
 DVC: **2411110822AS437347**

FAS Capital Management Limited
Statement of Profit or Loss and other Comprehensive Income
For the Period from 1st January, 2023 to 31st December, 2023

Particulars	Notes	Amount in BDT	
		31.12.2023	31.12.2022
OPERATING INCOME:			
Interest Income	17	3,047,250	5,039,083
Less: Interest paid on deposit and borrowings, etc.	18	125,788,815	150,923,118
Net Interest Income		(122,741,565)	(145,884,035)
Investment income	19	585,620	4,477,526
Commission, exchange and brokerage	20	200,000	200,000
Other operating income	21	28,805,489	27,834,922
		29,591,109	32,512,448
Total operating income (a)		(93,150,456)	(113,371,587)
OPERATING EXPENSES			
Salary and allowances	22	3,551,697	4,978,835
Rent, taxes, insurance, electricity, etc.	23	916,746	941,225
Postage, stamps, telecommunication, etc.	24	190,244	233,405
Printing, Stationery & Advertisement	25	197,440	49,087
Audit Fees		57,500	28,750
Directors Fees		404,800	529,600
Legal Expenses		182,850	151,150
Depreciation on Fixed Assets		425,683	492,731
Loss on Advance		-	3,590,663
Loss on Disposal on Fixed Assets		-	4,675,359
Repair of Fixed Assets	26	2,900	6,500
Other expenses	27	1,591,989	1,944,573
Total operating expenses (b)		7,521,849	17,621,878
Profit before provision (c=a-b)		(100,672,305)	(130,993,465)
Provision for diminution in value of investments		-	-
Provisions on Margin Loan		123,730,200	677,579,758
Other Provision		-	-
Total provision (d)		123,730,200	677,579,758
Profit before taxation(c-d)		(224,402,505)	(808,573,223)
Provision for taxation		5,609,202	736,864
Current Tax	28	5,620,447	751,347
Deferred Tax		(11,245)	(14,483)
Net profit after taxation		(230,011,707)	(809,310,087)
Unrealized Gain or Loss investment in share		3,163,001	(5,608,552)
Total Other Comprehensive Income		(226,848,706)	(814,918,639)
Earning Per Share	29	(9.20)	(32.37)

The annexed notes form an integral part of these Financial Statements.


Mahmudul Islam
Chief Executive Officer


A. F. Shabbir Ahmad
Director


Md. Mokhlesur Rahman
Chairman

Place: Dhaka

Date: 11 Nov 2024

Signed in terms of our report of DVC date.



K. M. Alam & Co.

Chartered Accountants

Signed By: Kazi Ahmmmed Monowar FCA

Enrolment No: 822

DVC: **2411110822AS437347**

Place: Dhaka

Date: 11 Nov 2024

FAS Capital Management Limited

Statement of Changes in Equity

For the Period ended 31st December, 2023

Amount in Taka

Particulars	Share Capital	Other Components of Equity	Retained Earnings	Total
Opening Balance as on 1st January, 2023	250,000,000	(14,209,262)	(1,553,688,955)	(1,317,898,217)
Prior year adjustment	-	-	-	-
Net Profit after Taxation for the Period	-	-	(230,011,707)	(230,011,707)
Unrealized gain or loss in share investment	-	3,163,001	-	3,163,001
Balance as on 31st December, 2023	250,000,000	(11,046,261)	(1,783,700,662)	(1,544,746,923)

Statement of Changes in Equity For the Period ended 31st December, 2022

Amount in Taka

Particulars	Share Capital	Other Components of Equity	Retained Earnings	Total
Opening Balance as on 1st January, 2022	250,000,000	(8,600,710)	(686,041,216)	(444,641,926)
Prior year adjustment	-	-	(58,337,652)	(58,337,652)
Net Profit after Taxation for the Period	-	-	(809,310,087)	(809,310,087)
Unrealized gain or loss in share investment	-	(5,608,552)	-	(5,608,552)
Balance as on 31st December, 2022	250,000,000	(14,209,262)	(1,553,688,955)	(1,317,898,217)



Mahmudul Islam
Chief Executive Officer



A. F. Shabbir Ahmad
Director



Md. Mokhlesur Rahman
Chairman

Place: Dhaka

Date: 11 Nov 2024

Signed in terms of our report of DVC date.



K. M. Alam & Co.

Chartered Accountants

Signed By: Kazi Ahmmad Monowar FCA

Enrolment No: 822

DVC: **2411110822AS437347**

Place: Dhaka

Date: 11 Nov 2024

FAS Capital Management Limited

Statement of Cash Flows

For the period ended 31st December, 2023

Particulars	Amount in BDT	
	31.12.2023	31.12.2022
Cash Flows From Operating Activities		
Interest receipts	3,047,250	5,039,083
Interest payments	(125,788,815)	(150,923,118)
Investment Income	585,620	4,477,526
Commission, exchange and brokerage	200,000	200,000
Payments to employees	(3,551,697)	(4,978,835)
Other operating income	28,805,489	27,834,922
Prior year adjustment	-	(58,337,652)
Payment for other operating activities	(381,468)	(17,758,864)
Operating profit before changes in operating assets & liabilities	(97,083,621)	(194,446,938)
Increase/Decrease in operating assets and liabilities		
Margin loan to client	12,888,825	325,207,647
Other Assets (Receivable)	(12,788,169)	3,324,818
Deposit from customers	15,214,463	(18,003,007)
Borrowing from other Bank & Financial Institute	117,827,544	135,923,118
Liabilities for Expenses	69,004	219,836
Interest Suspense Account	-	(247,209,890)
Other Liabilities	-	-
	133,211,667	199,462,522
Net cash from/ (used in) operating activities (a)	36,128,046	5,015,584
Cash Flows From Investing Activities		
Purchase/Sale of trading securities, shares, bonds, etc.	870,076	(16,738,341)
Others Investment (FDR)	(16,375,689)	(17,986,872)
Purchase/Sale of property, plant and equipment	(380)	6,237,728
Net cash used in investing activities (b)	(15,505,993)	(28,487,485)
Cash Flows from Financing Activities		
Proceeds from issue of ordinary share	-	-
Net cash flow from financing activities (c)	-	-
Net increase/(decrease) in cash (a+b+c)	20,622,053	(23,471,901)
Cash and cash equivalents at beginning of the Year	4,948,544	28,420,445
Cash and cash equivalents at end of the year	25,570,597	4,948,544



Mahmudul Islam
Chief Executive Officer



A. F. Shabbir Ahmad
Director



Md. Mokhlesur Rahman
Chairman

Place: Dhaka

Date: 11 Nov 2024

Signed in terms of our report of DVC date.



K. M. Alam & Co.

Chartered Accountants

Signed By: Kazi Ahmmmed Monowar FCA

Enrolment No: 822

DVC: **2411110822AS437347**

Place: Dhaka

Date: 11 Nov 2024

FAS Capital Management Limited

Notes to the Financial Statements

For the Period from 1st January, 2023 to 31st December, 2023

01 Significant Accounting Policies and Other Material Information:

a. Legal Form of the Enterprise:

FAS Capital Management Limited is a subsidiary of FAS Finance & Investment Limited, Incorporated in Bangladesh on 13th October 2010 as a Private Limited Company under the Companies Act, 1994. FAS Finance & Investment Limited started its activity as a Merchant Bank in 1997. The Company (Subsidiary) was incorporated as per instruction of BSEC (Letter No. BSEC/Reg./MD-Policy/Part-VI/2008/286 Dated 26 July 2010) to FAS Capital Management Limited to form a separate subsidiary company for Merchant Banking alone within 30th September, 2010. Accordingly the then Management formed a separate subsidiary-Merchant Banking named as FAS Capital Management Limited and applied on 26th September, 2010 to BSEC in order to transfer the Merchant Banking License in favor of the newly formed subsidiary company. Simultaneously the Management of the FAS Finance & Investment Limited transferred the entire investor's portfolio amounting Tk. 97.20 crore to FAS Capital Management Limited Since then the FAS Capital Management Limited has been working as a full-fledged subsidiary company with capital of Tk. 25.00 crore.

b. Nature of Business Activities:

The Main Objectives of the company for which it was established are to carry out the business of full-fledged merchant banking activities like Issue Management, Portfolio Management, Underwriting, Corporate Advisory Services, etc.

c. Basis of Presentation Financial statements:

The following underlying assumptions, measurement base, laws, rules, regulations and Accounting pronouncements have been considered in preparing and presenting the financial statements:

1. Going Concern;
2. Accrual; except statement of cash flows
3. Historical Cost Convention;
4. International Accounting Standards (IASs); International Financial Reporting Standard (IFRSs)
5. BSEC (Merchant Bankers & Portfolio Manager) Ordinance 1996
6. BSEC Rules 1987

d. Depreciation Policy :

Depreciation is charged on fixed assets from during the year of acquisition following reducing balance method for full year at the rate varying from 10% to 15% depending on the nature of assets.

Addition of Fixed Assets are depreciated when it is available for use at the applicable rates and depreciation is charged up to the date of disposal.

Rates of depreciation applied are shown below:

SL. No.	Category of Assets	Rate of Depreciation
1	Computer & Accessories	15%
2	Furniture & Fixture	10%
3	Office Decoration	10%
4	Office Equipment	15%
5	Software	15%
6	Telephone & PABX	15%

e. Statement of Cash Flows :

Statement of Cash Flows (Direct Method) has been prepared as per requirement of IAS-07: Statement of Cash Flows.

f. Investment :

Investment is carried in Financial Statement at cost. Provision is made for diminishing in value of investment.

g. Taxation:

The Applicable tax rate for Merchant Bank is 37.50 %. The assessment for the assessment year 2024-2025 return has been submitted under Universal Self-Assessment and accordingly.

h. Reporting Period:

These financial statement cover for the year from 1st January, 2023 to 31st December, 2023

i. Gratuity Fund:

Gratuity fund provision has been made as per organization's policy.

j. Provident Fund:

Provident fund provision has been made as per organization's policy.

k General:

All financial information is presented in taka and has been rounded off to the nearest taka. Comparative figures for balance have been given.

I Status of compliance of International Accounting Standards and International Financial Reporting Standards:

In addition to compliance with local regulatory requirements, in preparing the Consolidated Financial Statements and Separate Financial Statements, FAS Capital Management Limited applied following IAS and IFRS:

Sl.	Name of IAS	IAS No.	Status
1	Presentation of Financial Statements	1	Complied
2	Inventories	2	Not Applicable
3	Statement of Cash Flows	7	Complied
4	Accounting Policies, Changes in Accounting Estimates and Errors	8	Complied
5	Events after the Reporting Period	10	Complied
6	Income Taxes	12	Complied
7	Property, Plant and Equipment	16	Complied
8	Employee Benefits	19	Complied
9	Accounting for Government Grants and Disclosure of Government Assistance	20	Not Applicable
10	The Effects of Changes in Foreign Exchange Rates	21	Not Applicable
11	Borrowing Costs	23	Complied
12	Related Party Disclosures	24	Complied
13	Accounting and Reporting by Retirement Benefit Plans	26	Not Applicable
14	Separate Financial Statements	27	Not Applicable
15	Investments in Associates and Joint Ventures	28	Not Applicable
16	Financial Reporting in Hyperinflationary Economics	29	Not Applicable
17	Interests in Joint Ventures	31	Not Applicable
18	Financial Instruments: Presentation	32	Complied
19	Earnings per share	33	Complied
20	Interim Financial Reporting	34	Not Applicable
21	Impairment of Assets	36	Complied
22	Provisions, Contingent Liabilities and Contingent Assets	37	Complied
23	Intangible Assets	38	Complied
24	Investment Property	40	Not Applicable
25	Agriculture	41	Not Applicable

Sl.	Name of IFRS	IFRS No.	Status
1	First-time Adoption of International Financial Reporting Standards	1	Not Applicable
2	Share Based payment	2	Not Applicable
3	Business combinations	3	Not Applicable
4	Insurance Contracts	4	Not Applicable
5	Non-current Assets Held for Sale and Discontinued Operations	5	Not Applicable
6	Exploration for and Evaluation of Mineral Resources	6	Not Applicable
7	Financial Instruments: Disclosures	7	Complied
8	Operating Segments	8	Not Applicable
9	Financial Instruments	9	Complied
10	Consolidated Financial Statements	10	Not Applicable
11	Joint Arrangements	11	Not Applicable
12	Disclosure of Interests in Other Entities	12	Not Applicable
13	Fair Value Measurement	13	Not Applicable
14	Regulatory Deferral Accounts	14	Not Applicable
15	Revenue from Contracts with customers	15	Complied
16	Leases	16	Not Applicable

The following IAS/IFRS were not fully complied in the financial statements as per previous practice.

IFRS-13 Fair Value Measurement

The IFRS 13 Fair value Measurement has not been considered fully in preparing the financial statements.

IFRS-16 Leases

The IFRS 16 Lease has not been considered fully in preparing the financial statements.

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
02	Cash in hand :		
	Cash in Hand	2,450	1,846
	Total	2,450	1,846
03	Cash at Bank :		
	Account No.		
	Dutch Bangla Bank Ltd. Gulshan Branch	107,048	31,169
	Dutch Bangla Bank Ltd. Gulshan Branch-LRHR	741	1,865
	Mutual Trust Bank Ltd. Gulshan Branch	25,518	26,668
	Social Islami Bank Ltd. Gulshan Branch	-	23,350
	One Bank Ltd. Principal Branch	-	724
	One Bank Ltd. Principal Branch	3,311	4,332
	The City Bank Ltd. Gulshan Branch	25,281,344	4,815,189
	The City Bank Ltd. Gulshan Branch	120,870	12,025
	The City Bank Ltd. Gulshan Branch	21,089	22,042
	Woori Bank Ltd.-Gulshan Br.	8,226	9,334
	Total	25,568,147	4,946,698
04	Share Investment:		
	Bank:		
	AB Bank Ltd.	4,902,230	4,905,203
	Exim bank Ltd.	520,000	520,000
	IFIC Bank Ltd.	964,320	966,000
	Jamuna Bank Ltd.	-	532,500
	Mercantile Bank Ltd.	-	340,000
	One Bank Ltd.	-	214,200
	Prime Bnak Ltd.	840,000	768,000
	Union Bank Ltd.	467,250	465,000
		7,693,800	8,710,903
	Bond:		
	Pubali Bank Perpetual Bond	113,040	-
	SJIBL Mudaraba Perpetual Bond	775,476	-
		888,516	-
	Cement:		
	Meghna Cement Mills Ltd.	-	684,600
	Premier cement Ltd.	-	393,336
		-	1,077,936
	Ceramics Sector:		
	Fu-Wang Ceramic Industries Ltd.	-	174,000
	Monno Ceramic Industries Ltd.	516,000	-
	RAK Ceramics Ltd.	429,000	429,000
	Shinepukur Ceramics Limited	-	215,000
		945,000	818,000
	Engineering:		
	Aftab Automobiles Limited	900,000	-
	Bangladesh Building System	432,000	-
	BBS Cables Limited	1,047,900	523,950
	BSRM Limited	630,000	630,000
	BSRM Steel Limited	447,300	447,300
	Golden Son Ltd.	728,000	728,000
	GPH Ispat Limited	1,182,523	1,181,600
		5,367,723	3,510,850
	Financial Institutions:		
	National Housing Fin. and Inv. Ltd.	209,000	-
		209,000	-
	Food & Allied:		
	Apex Foods Limited	303,100	-
	BATBC Limited	4,149,600	4,149,600
	Beach Hatchery Ltd.	-	1,604,000
	Golden Harvest Agro Industries Ltd.	525,000	525,000
		4,977,700	6,278,600

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
Fuel & Power:			
	GBB Power Ltd.	151,000	-
	Intraco Refueling Station Limited	405,000	-
	Power Grid company	524,000	524,000
	Summit Power Limited	340,000	340,000
	Titas Gas T&D Company Ltd.	3,476,500	2,863,000
	United Power GD com. Ltd.	233,700	233,700
		5,130,200	3,960,700
Insurance:			
	Asia Insurance Ltd.	493,000	489,000
	Delta Life Insurance Ltd.	409,500	273,000
	Eastland Insurance Company Ltd.	488,000	488,000
	Green Delta Insurance Ltd.	655,000	651,000
	National Life Insurance Co. Ltd.	915,227	915,227
	Rupali Insurance Co. Ltd.	544,000	530,000
	Union Insurance Company Ltd.	-	746,000
		3,504,727	4,092,227
IT Sector:			
	eGeneration Limited	904,000	-
		904,000	-
Miscellaneous:			
	GQ Ball Pen Industries Ltd.	-	98,200
	National Feed Mill Limited	-	162,000
	Sinobangla Industries Ltd.	314,500	-
		314,500	260,200
Mutual Funds			
	Exim 1 st MF	116,162	116,162
		116,162	116,162
Paper & Printing:			
	Bashundhara Paper Mills Limited	305,000	-
	Sonali Paper & Board Mills Ltd.	307,550	-
		612,550	-
Pharmaceuticals & Chemicals:			
	ACI Formulation Ltd.	775,000	775,000
	ACI Limited	1,092,840	1,092,840
	Advent Pharma Limited	249,000	-
	Beximco Pharmaceuticals Ltd.	1,462,000	1,462,000
	Marico Bangladesh Ltd.	-	242,150
	Reckitt Benckiser (BD) Ltd.	952,140	952,140
	The ACME Laboratories Ltd.	425,000	-
		4,955,980	4,524,130
Services & Real Estate			
	Eastern Housing Limited	604,800	-
	Summit Alliance Port Ltd.	408,000	-
		1,012,800	-
Tannery Industries:			
	Apex Footwear Limited.	566,500	-
		566,500	-
Textile:			
	Alif Industries Ltd.	373,000	-
	Desh Garments Ltd.	122,540	157,630
	M.L Dyeing Limited	2,604,000	2,604,000
	Pacific Denims Limited.	-	665,500
	Simtex Industries Ltd.	-	4,410,000
	Square Textile Ltd.	266,963	337,500
	VFS Thread Dying Limited	222,000	233,100
		3,588,503	8,407,730
Travel & Leisure:			
	Sea Pearl Beach Resort & Spa Ltd.	99,700	-
		99,700	-
Total		40,887,361	41,757,437

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
05 Term Deposit Receipt (TDR):			
	Opening Balance	406,146,217	388,159,345
	Add: Addition D/Y	20,375,689	20,986,872
		426,521,906	409,146,217
	Less: Adjustment D/Y	4,000,000	3,000,000
		422,521,906	406,146,217
(All TDRs are maintaining with our Parent Company of FAS Finance & Investment Limited and also disclosed in the Note: 36 Related Party Transaction)			
06 Loans and advances:			
	Margin Loan to Client	1,398,308,837	1,411,197,662
		1,398,308,837	1,411,197,662
07 Other Assets :			
	Accounts Receivable 7.01	7,394,763	771,420
	Advances, Deposits and Prepayments 07.02	2,972,996	2,972,996
	Advance Income Tax (AIT) 07.03	29,928,808	24,437,586
	Receivable Interest on FDR	4,102,873	3,242,102
	Receivable Dividend Income	334,883	522,050
		44,734,323	31,946,154
7.01 Accounts Receivable :			
	Brokerage House 07.01.01	7,263,829	737,358
	Receivable From FFIL	-	-
	Receivable-Settlement Fees- Broker	130,934	34,062
		7,394,763	771,420
07.01.0 Brokerage House :			
	Khwaja Equity Services Ltd.-Own	-	-
	Khwaja Equity Services Ltd.	6,703,510	73,206
	Shah Mohammad Sagir & Co.Ltd	560,319	664,152
All the receivables are considered good and unsecured. The receivables were originated within 3 months from the reporting date. No receivables is due from any director of the company.			
		7,263,829	737,358
07.02 Advances, Deposits and Prepayments			
	Adv.-Nutriqual Limited	826,177	826,177
	Adv. Office Rent- Patuakhali	600,000	600,000
	Adv.-P & L International Limited	401,819	401,819
	Security Deposit: CDBL-DP	200,000	200,000
	Adv.-ZA Sourcing	405,000	405,000
	Adv.-ZA Sourcing-Security Deposit	540,000	540,000
		2,972,996	2,972,996
N.B: Advance & Deposite and Prepayment BDT 2,772,996 FAS Capital Management Limited has issud Money Suit Case to the above parties, the amount has high possibility to be recovered.			
07.03 Advance Income Tax (AIT):			
	Opening Balance	24,437,586	20,272,706
	Add: Addition during the year	5,491,222	4,164,880
		29,928,808	24,437,586
	Less: Adjustment during the year	-	-
		29,928,808	24,437,586
08 Fixed Assets:			
A. Cost:			
	Opening Balance	12,083,935	25,977,930
	Add: Addition during the year	380	-
		12,084,315	25,977,930
	Less: Disposal of Fixed Assets	5,837,817	13,893,995
		6,246,498	12,083,935
B. Accumulated Depreciation			
	Opening Balance	9,334,586	16,585,730
	Add: Charged during the year	351,216	405,123
		9,685,802	16,990,852
	Less: Disposal of Fixed Assets	5,837,817	7,656,267
		3,847,985	9,334,586
	Written Down Value (A-B)	2,398,513	2,749,349
(Details of the Fixed Assets are shown in Annexure-1)			

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
09 Intangible Assets			
A. Cost:			
Opening Balance		2,362,250	2,362,250
Add: Addition during the year		-	-
		2,362,250	2,362,250
Less: Disposal of Fixed Assets		-	-
		2,362,250	2,362,250
B. Accumulated Depreciation			
Opening Balance		1,865,805	1,778,197
Add: Charged during the year		74,467	87,608
		1,940,272	1,865,805
Less: Disposal of Fixed Assets		-	-
		1,940,272	1,865,805
Written Down Value (A-B)		421,978	496,446
(Details of the Fixed Assets are shown in Annexure-1)			
10 Borrowings from other banks, financial institutions and agents :			
Bank	10.01	-	-
Financial institution:	10.02	2,311,449,894	2,193,622,350
Lease Liability		-	-
Total		2,311,449,894	2,193,622,350
10.01 Borrowings from other financial institutions :			
		-	-
		-	-
		-	-
10.02 Short Term Portion of Long Term Loan :			
FAS Finance & Investment Ltd.		1,892,623,865	1,817,774,282
Investment Corporation of Bangladesh		-	7,961,271
International Leasing & Financial Services Ltd.		418,826,029	367,886,797
		2,311,449,894	2,193,622,350
11 Provision for Expenses :			
Audit Fees		86,250	28,750
CDBL Charges		25,713	27,503
BSEC Renewal Fees		230,000	230,000
Payable to Md. Yeasin Ali		196,365	196,365
Payable to TAX & VAT		-	3,265
Provident Fund-FCML		16,559	-
		554,887	485,883
12 Provision for Income Tax :			
Provision for Current Tax	12.01	11,577,093	5,956,646
Provision for Deferred Tax	12.02	(154,039)	(142,794)
		11,423,054	5,813,852
12.01 Provision for Current Tax:			
Opening Balance		5,956,646	5,205,299
Add:Provision during the year		5,620,447	751,347
		11,577,093	5,956,646
Less:Adjustment during the year		-	-
		11,577,093	5,956,646
12.02 Provision for Deferred Tax:			
Opening Balance		(142,794)	(128,311)
Add:Provision during the year		(11,245)	(14,483)
		(154,039)	(142,794)
Less:Adjustment during the year		-	-
		(154,039)	(142,794)
13 Sundry Creditors :			
All Broker-Cash Account		936,940	795,352
Discretionary A/C-BD-0001-FFIL		15,101,504	27,897
Discretionary A/C-BD-0002-FFIL		-	-
Discretionary A/C-BD-0003-FFIL		2,469	2,919
Discretionary A/C-BD-0004-FFIL		77,894	78,344
Discretionary A/C-LRHR-Confident		1	1
Discretionary A/C-LRHR-Secure		(72,799)	(72,967)
Discretionary A/C-General		7,501	7,501
Mika Securities Ltd.		9,256	9,256
		16,062,766	848,303

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
14 Others Liabilities :			
Provision against Share Investment	14.01	-	-
Provision against Margin loan	14.02	1,140,099,837	1,016,369,637
		1,140,099,837	1,016,369,637
14.01 Provision for Share Investment:			
Opening Balance		-	-
Add: Provision during the year		-	-
Less: Adjustment during the year		-	-
		-	-
N.B: During the year, FAS Capital Management Limited had accounted investment in share in accordance to IFRS-9, para 4.1.2A, 5.7.5. Therefore, there is no provision for any loss in share investment.			
14.02 Provision against Margin loan:			
Opening Balance		1,016,369,637	338,789,879
Add: Provision during the year (As per Directive no: SEC/CMRRCD/2009-193/196, Dated: December 28, 2016)		123,730,200	677,579,758
		1,140,099,837	1,016,369,637
Less: Adjustment during the year (Write Off)		-	-
		1,140,099,837	1,016,369,637
15 Share Capital :			
15.01 Authorized Capital :			
100,000,000 Ordinary Shares of Tk. 10.00 each		1,000,000,000	1,000,000,000
15.02 Paid Up Capital :			
Paid Up Capital		250,000,000	250,000,000
25,000,000 Ordinary Shares of Tk. 10.00 each		250,000,000	250,000,000
15.03 Percentage of Shareholding			
	2023(%)	Taka	2022(%)
Financial Institutions	97.2	243,000,000	97.20
Sponsors	2.8	7,000,000	2.80
	100	250,000,000	100
15.04 Name of Directors, Sponsors Shareholders & their Shareholding			
	Number of Share	Total Value	%
FAS Finance & Investment Ltd.	24,300,000	243,000,000	97.20
Mr. Abdul Matlub Ahmad	100,000	1,000,000	0.40
Mr. Abdul Halim	100,000	1,000,000	0.40
Mr. Sudir Chandra Sarker	100,000	1,000,000	0.40
Mr. Uzzal Kumer Nandi	100,000	1,000,000	0.40
Mr. Md. Masum Kabir	100,000	1,000,000	0.40
Mr. Md. Sha Alam (Liton)	100,000	1,000,000	0.40
Mr. Md. Anaware Hossian	100,000	1,000,000	0.40
Total	25,000,000	250,000,000	100
16 Retained earnings :			
Opening balance		(1,553,688,955)	(686,041,216)
Prior year adjustment		-	(58,337,652)
Net Profit after Tax		(230,011,707)	(809,310,087)
Unrealized gain or loss share in Investment			
		(1,783,700,662)	(1,553,688,955)
17 Interest Income :			
Interest on Margin Loan		2,658,107	4,470,672
Bank Interest-SND A/c		389,143	568,411
		3,047,250	5,039,083
18 Interest paid on deposit and borrowings, etc. :			
Bank		-	-
Financial Institution		125,788,815	150,923,118
Financial Cost on Lease		-	-
		125,788,815	150,923,118
19 Investment Income :			
Capital Gain on Share Investment		(211,507)	3,426,021
Dividend on Shares Investment		797,127	1,051,505
		585,620	4,477,526
20 Commission, Exchange and Brokerage :			
Trustee Fee		200,000	200,000
		200,000	200,000
21 Other Operating Income :			
Portfolio Management Fees	21.01	729,011	878,837
Documentation Fee		1,000	5,600
Interest on FDR		26,769,132	23,208,893
Settlement Fees		1,044,851	3,472,952
Interest on Other Income		21,494	28,640
Work Station Rent		240,000	240,000
		28,805,489.00	27,834,922

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
21.01 Portfolio Management Fees :			
Investor Discretionary Account (IDA) Client	666,436	860,041	
Bank Discretionary Account (BDA) Client	62,575	18,796	
	729,011	878,837	
22 Salary and Allowances :			
Basic Salary and all other allowances	3,086,893	4,222,956	
Provident Fund	90,158	143,958	
Festival Bonus	298,352	435,127	
Leave fare assistance	76,294	176,794	
	3,551,697	4,978,835	
23 Rent, Taxes, Insurance, Electricity, etc :			
Office Rent -Service Charge	897,000	897,000	
Electric Bill	-	-	
Generator Bill	-	-	
Insurance Premium	19,746	44,225	
	916,746	941,225	
24 Postage, Stamps, Telecommunication :			
Internet Bill	153,600	153,300	
Stamp & Notary	500	1,760	
Telephone & Mobile Bill	35,364	58,849	
Postage & Courier	780	19,496	
	190,244	233,405	
25 Printing, Stationery & Advertisement			
Head Office (Dhaka)	197,440	49,087	
	197,440	49,087	
26 Repairs			
Software Maintenance	2,900	6,500	
	2,900	6,500	
27 Other Expenses :			
Bank Charge & Commission	19,806	28,775	
CDBL Charge	190,934	683,482	
Conveyance allowance	14,570	28,185	
Cleaning service bill	-	35,000	
Entertainment	153,796	93,335	
Earn Leave Expenses	-	-	
Excise Duty Expenses	369,500	749,500	
Fees & Subscription	-	-	
Fuel & Lubricant	-	-	
Newspaper & Periodicals	-	1,520	
Office Maintenance	21,543	29,656	
Renewal Fees	818,620	242,850	
Repair & Maintenance	1,300	35,850	
Share Transfer Fee	-	-	
Service Charge	-	-	
Security Service Bill	-	-	
Spare & Accessories	-	14,500	
VAT Expenses	1,920	1,920	
Wasa Bill	-	-	
	1,591,989	1,944,573	

28 Income Tax Expense:
As per Minimum Tax Rule applicable 82C
Minimum tax should be charged for making provision of current tax, which is as follows:

Business receipts	Minimum Tax rate	Taxable amount	Tax Liabile
Interest Income	0.006	2,658,107	15,949
Portfolio Management fee	0.006	729,011	4,374
Documentation fee	0.006	1,000	6
Rental Income	0.006	240,000	1,440
Trustee Commission	0.006	200,000	1,200
Settlement Fees	0.006	1,044,851	6,269
Interest on Other Income	0.006	21,494	129
			29,367

Other receipts			
Bank Interest	0.2	389,143	77,829
Divident Income	0.2	797,127	159,425
Income on Share Investment	0.1	(211,507)	-
Interest on TDR	0.2	26,769,132	5,353,826
			5,591,080

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022

29 Basic earning per share (EPS) discloser under IAS-33

Net Profit for the year	(230,011,707)	
Weighted average number of ordinary shares	25,000,000	
Basic earning per share (EPS)	(9.20)	

(EPS declined against the corresponding previous year due to keep Provisionson Margin Loan of Tk. 123,730,151 against required amount of Tk. 371,190,451.)

30 Net Assets Value (NAV) per Share

Total Assets	1,934,843,515	
Less: Total Outstanding Liabilities	3,479,590,438	
Net Assets Value	(1,544,746,923)	
Number of Ordinary Share	25,000,000	
	(61.79)	

31 Net Operating Cash Flow per share

Net Operating Cash Flow	36,128,046	
Number of Ordinary Share	25,000,000	
	1.45	

32 Contingent Liability Disclosure

The Company does not have any liability that fall in the definition of contingent liability as per IAS 37

33 Key Management Benefits Disclosure

The Board of Directors of the company are fall in the definition of key management employees.

Particulars	2023		2022	
	Directors	Executive	Directors	Executive
Remuneration			-	-
Meeting Fee	404,800		529600	
House Rent		335,292		
Bonus		111,764		
Conveyance		67,056		
Medical		67,068		

34 Audit Fee

Statutory audit fee	50,000	
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Audit Fee is fixed by the Shareholders in the Annual General Meeting and does not include any other remuneration to Auditors.

35 Employees Minimum Pay disclosure

Total Number of Employees		
Number of Employees Earn Above Tk. 20,000	4	4
Number of Employees Less than Tk. 20,000	-	-

36 Related Party Disclosure:

a. Particulars of Directors and their Interest in different entities:

SL. No	Name of Director	Status in FAS Capital Management Limited	Name of the firms/Companies in which interested as proprietor, partner, director, managing agent, guarantor, employee etc.
1	Mr. Md. Salim	Chairman (Nominated by FAS Finance & Investment Ltd.)	Senior Faculty Member, Bangladesh Academy for Securities Markets (An Academic Wing of BSEC), Independent Director of FAS Finance & Investment Limited and Al-Haj Textile Mills Limited
2	Dr. Syed Abdulla Al Mamun FCMA	Director (Nominated by FAS Finance & Investment Ltd.)	Independent Director of FAS Finance & Investment Limited
3	Mr. A. F. Shabbir Ahmad	Director (Nominated by FAS Finance & Investment Ltd.)	Managing Director (CC) of FAS Finance & Investment Limited
4	Mr. Mahmudul Islam	Chief Executive Officer	N/A

b. **Related Party Transaction:**

The Company carried out a number of transactions with related parties in the normal course of business. The nature of transactions and their values are shown below:

SL. No	Name of Related Party/ Transaction Nature	Balance as on January 01, 2023	Addition D/Y	Adjustment D/Y	Balance as on December 31, 2023
1	FAS Finance & Investment Ltd/ Loan	1,817,774,282	74,849,583	-	1,892,623,865
2	FAS Finance & Investment Ltd/ Paid-up Capital	243,000,000	-	-	243,000,000
3	FAS Finance & Investment Ltd/ TDR	406,146,217	20,375,689	4,000,000	422,521,906

Place: Dhaka

Date: 11 Nov 2024



K. M. Alam & Co.

Chartered Accountants

Signed By: Kazi Ahmmmed Monowar FCA

Enrolment No: 822

DVC: **2411110822AS437347**

Place: Dhaka

Date: 11 Nov 2024

FAS CAPITAL MANAGEMENT LIMITED

Schedule of Property, Plant & Equipment
As on 31st December, 2023

Annexure-1

Particulars	Cost				Rate (%)	Depreciation				Written Down Value as on 31.12.2023	
	Balance as on 01.01.2023	Addition during the year	Adjustment/ disposal during the year	Balance as on 31.12.2023		Balance as on 01.01.2023	Balance After Adjustment	Addition during the year	Adjustment/ disposal during the year		Balance as on 31.12.2023
Computer & Accessories	2,007,063	380	-	2,007,443	15	1,549,074	1,549,074	68,755.35	-	1,617,829	389,614
Furniture & Fixture	1,692,229	-	-	1,692,229	10	1,111,086	1,111,086	58,114.30	-	1,169,200	523,029
Office Decoration	816,466	-	-	816,466	10	172,737	172,737	64,372.90	-	237,110	579,356
Office Equipment	1,452,640	-	-	1,452,640	15	444,266	444,266	151,256.10	-	595,522	857,118
Telephone & PABX	277,720	-	-	277,720	15	219,606	219,606	8,717.10	-	228,323	49,397
Right to use of Assets	5,837,817	-	5,837,817	-	-	5,837,817	-	-	5,837,817	-	-
Balance as on 31st December, 2023	12,083,935	380	5,837,817	6,246,498		9,334,586	3,496,769	351,216	5,837,817	3,847,985	2,398,513
Balance as on 31st December, 2022	25,977,930	-	13,893,995	12,083,935		16,585,730	3,091,646	405,123	7,656,267	9,334,586	2,749,349

Schedule of Intangible Assets

As on 31st December, 2023

Particulars	Cost				Rate (%)	Depreciation				Written Down Value as on 31.12.2023	
	Balance as on 01.01.2023	Addition during the year	Adjustment/ disposal during the year	Balance as on 31.12.2023		Balance as on 01.01.2023	Balance After Adjustment	Addition during the year	Adjustment/ disposal during the year		Balance as on 31.12.2023
Software	2,362,250	-	-	2,362,250	15	1,865,805	1,865,805	74,466.75	-	1,940,272	421,978
Balance as on 31st December, 2023	2,362,250	-	-	2,362,250		1,865,805	1,865,805	74,467	-	1,940,272	421,978
Balance as on 31st December, 2022	2,362,250	-	-	2,362,250		1,778,197	1,778,197	87,608	-	1,865,805	496,445
G.Total (2023)	14,446,185	380	5,837,817	8,608,748	-	11,200,391	5,362,574	425,683	5,837,817	5,788,257	2,820,491
G.Total (2022)	28,340,180	-	13,893,995	14,446,185	-	18,363,927	4,869,843	492,731	7,656,267	11,200,391	3,245,794

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
05 Term Deposit Receipt (TDR):			
	Opening Balance	406,146,217	388,159,345
	Add: Addition D/Y	20,375,689	20,986,872
		426,521,906	409,146,217
	Less: Adjustment D/Y	4,000,000	3,000,000
		422,521,906	406,146,217
(All TDRs are maintaining with our Parent Company of FAS Finance & Investment Limited and also disclosed in the Note: 36 Related Party Transaction)			
06 Loans and advances:			
	Margin Loan to Client	1,398,308,837	1,411,197,662
		1,398,308,837	1,411,197,662
07 Other Assets :			
	Accounts Receivable 7.01	7,394,763	771,420
	Advances, Deposits and Prepayments 07.02	2,972,996	2,972,996
	Advance Income Tax (AIT) 07.03	29,928,808	24,437,586
	Receivable Interest on FDR	4,102,873	3,242,102
	Receivable Dividend Income	334,883	522,050
		44,734,323	31,946,154
7.01 Accounts Receivable :			
	Brokerage House 07.01.01	7,263,829	737,358
	Receivable From FFIL	-	-
	Receivable-Settlement Fees- Broker	130,934	34,062
		7,394,763	771,420
07.01.0 Brokerage House :			
	Khwaja Equity Services Ltd.-Own	-	-
	Khwaja Equity Services Ltd.	6,703,510	73,206
	Shah Mohammad Sagir & Co.Ltd	560,319	664,152
All the receivables are considered good and unsecured. The receivables were originated within 3 months from the reporting date. No receivables is due from any director of the company.			
		7,263,829	737,358
07.02 Advances, Deposits and Prepayments			
	Adv.-Nutriqual Limited	826,177	826,177
	Adv. Office Rent- Patuakhali	600,000	600,000
	Adv.-P & L International Limited	401,819	401,819
	Security Deposit: CDBL-DP	200,000	200,000
	Adv.-ZA Sourcing	405,000	405,000
	Adv.-ZA Sourcing-Security Deposit	540,000	540,000
		2,972,996	2,972,996
N.B: Advance & Deposite and Prepayment BDT 2,772,996 FAS Capital Management Limited has issud Money Suit Case to the above parties, the amount has high possibility to be recovered.			
07.03 Advance Income Tax (AIT):			
	Opening Balance	24,437,586	20,272,706
	Add: Addition during the year	5,491,222	4,164,880
		29,928,808	24,437,586
	Less: Adjustment during the year	-	-
		29,928,808	24,437,586
08 Fixed Assets:			
A. Cost:			
	Opening Balance	12,083,935	25,977,930
	Add: Addition during the year	380	-
		12,084,315	25,977,930
	Less: Disposal of Fixed Assets	5,837,817	13,893,995
		6,246,498	12,083,935
B. Accumulated Depreciation			
	Opening Balance	9,334,586	16,585,730
	Add: Charged during the year	351,216	405,123
		9,685,802	16,990,852
	Less: Disposal of Fixed Assets	5,837,817	7,656,267
		3,847,985	9,334,586
	Written Down Value (A-B)	2,398,513	2,749,349
(Details of the Fixed Assets are shown in Annexure-1)			

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
09 Intangible Assets			
A. Cost:			
Opening Balance		2,362,250	2,362,250
Add: Addition during the year		-	-
		2,362,250	2,362,250
Less: Disposal of Fixed Assets		-	-
		2,362,250	2,362,250
B. Accumulated Depreciation			
Opening Balance		1,865,805	1,778,197
Add: Charged during the year		74,467	87,608
		1,940,272	1,865,805
Less: Disposal of Fixed Assets		-	-
		1,940,272	1,865,805
Written Down Value (A-B)		421,978	496,446
(Details of the Fixed Assets are shown in Annexure-1)			
10 Borrowings from other banks, financial institutions and agents :			
Bank	10.01	-	-
Financial institution:	10.02	2,311,449,894	2,193,622,350
Lease Liability		-	-
Total		2,311,449,894	2,193,622,350
10.01 Borrowings from other financial institutions :			
		-	-
		-	-
		-	-
10.02 Short Term Portion of Long Term Loan :			
FAS Finance & Investment Ltd.		1,892,623,865	1,817,774,282
Investment Corporation of Bangladesh		-	7,961,271
International Leasing & Financial Services Ltd.		418,826,029	367,886,797
		2,311,449,894	2,193,622,350
11 Provision for Expenses :			
Audit Fees		86,250	28,750
CDBL Charges		25,713	27,503
BSEC Renewal Fees		230,000	230,000
Payable to Md. Yeasin Ali		196,365	196,365
Payable to TAX & VAT		-	3,265
Provident Fund-FCML		16,559	-
		554,887	485,883
12 Provision for Income Tax :			
Provision for Current Tax	12.01	11,577,093	5,956,646
Provision for Deferred Tax	12.02	(154,039)	(142,794)
		11,423,054	5,813,852
12.01 Provision for Current Tax:			
Opening Balance		5,956,646	5,205,299
Add:Provision during the year		5,620,447	751,347
		11,577,093	5,956,646
Less:Adjustment during the year		-	-
		11,577,093	5,956,646
12.02 Provision for Deferred Tax:			
Opening Balance		(142,794)	(128,311)
Add:Provision during the year		(11,245)	(14,483)
		(154,039)	(142,794)
Less:Adjustment during the year		-	-
		(154,039)	(142,794)
13 Sundry Creditors :			
All Broker-Cash Account		936,940	795,352
Discretionary A/C-BD-0001-FFIL		15,101,504	27,897
Discretionary A/C-BD-0002-FFIL		-	-
Discretionary A/C-BD-0003-FFIL		2,469	2,919
Discretionary A/C-BD-0004-FFIL		77,894	78,344
Discretionary A/C-LRHR-Confident		1	1
Discretionary A/C-LRHR-Secure		(72,799)	(72,967)
Discretionary A/C-General		7,501	7,501
Mika Securities Ltd.		9,256	9,256
		16,062,766	848,303

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
14 Others Liabilities :			
Provision against Share Investment	14.01	-	-
Provision against Margin loan	14.02	1,140,099,837	1,016,369,637
		1,140,099,837	1,016,369,637
14.01 Provision for Share Investment:			
Opening Balance		-	-
Add: Provision during the year		-	-
Less: Adjustment during the year		-	-
		-	-
N.B: During the year, FAS Capital Management Limited had accounted investment in share in accordance to IFRS-9, para 4.1.2A, 5.7.5. Therefore, there is no provision for any loss in share investment.			
14.02 Provision against Margin loan:			
Opening Balance		1,016,369,637	338,789,879
Add: Provision during the year (As per Directive no: SEC/CMRRCD/2009-193/196, Dated: December 28, 2016)		123,730,200	677,579,758
		1,140,099,837	1,016,369,637
Less: Adjustment during the year (Write Off)		-	-
		1,140,099,837	1,016,369,637
15 Share Capital :			
15.01 Authorized Capital :			
100,000,000 Ordinary Shares of Tk. 10.00 each		1,000,000,000	1,000,000,000
15.02 Paid Up Capital :			
Paid Up Capital		250,000,000	250,000,000
25,000,000 Ordinary Shares of Tk. 10.00 each		250,000,000	250,000,000
15.03 Percentage of Shareholding			
	2023(%)	Taka	2022(%)
Financial Institutions	97.2	243,000,000	97.20
Sponsors	2.8	7,000,000	2.80
	100	250,000,000	100
15.04 Name of Directors, Sponsors Shareholders & their Shareholding			
	Number of Share	Total Value	%
FAS Finance & Investment Ltd.	24,300,000	243,000,000	97.20
Mr. Abdul Matlub Ahmad	100,000	1,000,000	0.40
Mr. Abdul Halim	100,000	1,000,000	0.40
Mr. Sudir Chandra Sarker	100,000	1,000,000	0.40
Mr. Uzzal Kumer Nandi	100,000	1,000,000	0.40
Mr. Md. Masum Kabir	100,000	1,000,000	0.40
Mr. Md. Sha Alam (Liton)	100,000	1,000,000	0.40
Mr. Md. Anaware Hossian	100,000	1,000,000	0.40
Total	25,000,000	250,000,000	100
16 Retained earnings :			
Opening balance		(1,553,688,955)	(686,041,216)
Prior year adjustment		-	(58,337,652)
Net Profit after Tax		(230,011,707)	(809,310,087)
Unrealized gain or loss share in Investment			
		(1,783,700,662)	(1,553,688,955)
17 Interest Income :			
Interest on Margin Loan		2,658,107	4,470,672
Bank Interest-SND A/c		389,143	568,411
		3,047,250	5,039,083
18 Interest paid on deposit and borrowings, etc. :			
Bank		-	-
Financial Institution		125,788,815	150,923,118
Financial Cost on Lease		-	-
		125,788,815	150,923,118
19 Investment Income :			
Capital Gain on Share Investment		(211,507)	3,426,021
Dividend on Shares Investment		797,127	1,051,505
		585,620	4,477,526
20 Commission, Exchange and Brokerage :			
Trustee Fee		200,000	200,000
		200,000	200,000
21 Other Operating Income :			
Portfolio Management Fees	21.01	729,011	878,837
Documentation Fee		1,000	5,600
Interest on FDR		26,769,132	23,208,893
Settlement Fees		1,044,851	3,472,952
Interest on Other Income		21,494	28,640
Work Station Rent		240,000	240,000
		28,805,489.00	27,834,922

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022
21.01 Portfolio Management Fees :			
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Bank Discretionary Account (BDA) Client	62,575	18,796	
	729,011	878,837	
22 Salary and Allowances :			
Basic Salary and all other allowances	3,086,893	4,222,956	
Provident Fund	90,158	143,958	
Festival Bonus	298,352	435,127	
Leave fare assistance	76,294	176,794	
	3,551,697	4,978,835	
23 Rent, Taxes, Insurance, Electricity, etc :			
Office Rent -Service Charge	897,000	897,000	
Electric Bill	-	-	
Generator Bill	-	-	
Insurance Premium	19,746	44,225	
	916,746	941,225	
24 Postage, Stamps, Telecommunication :			
Internet Bill	153,600	153,300	
Stamp & Notary	500	1,760	
Telephone & Mobile Bill	35,364	58,849	
Postage & Courier	780	19,496	
	190,244	233,405	
25 Printing, Stationery & Advertisement			
Head Office (Dhaka)	197,440	49,087	
	197,440	49,087	
26 Repairs			
Software Maintenance	2,900	6,500	
	2,900	6,500	
27 Other Expenses :			
Bank Charge & Commission	19,806	28,775	
CDBL Charge	190,934	683,482	
Conveyance allowance	14,570	28,185	
Cleaning service bill	-	35,000	
Entertainment	153,796	93,335	
Earn Leave Expenses	-	-	
Excise Duty Expenses	369,500	749,500	
Fees & Subscription	-	-	
Fuel & Lubricant	-	-	
Newspaper & Periodicals	-	1,520	
Office Maintenance	21,543	29,656	
Renewal Fees	818,620	242,850	
Repair & Maintenance	1,300	35,850	
Share Transfer Fee	-	-	
Service Charge	-	-	
Security Service Bill	-	-	
Spare & Accessories	-	14,500	
VAT Expenses	1,920	1,920	
Wasa Bill	-	-	
	1,591,989	1,944,573	

28 Income Tax Expense:
As per Minimum Tax Rule applicable 82C
Minimum tax should be charged for making provision of current tax, which is as follows:

Business receipts	Minimum Tax rate	Taxable amount	Tax Liabile
Interest Income	0.006	2,658,107	15,949
Portfolio Management fee	0.006	729,011	4,374
Documentation fee	0.006	1,000	6
Rental Income	0.006	240,000	1,440
Trustee Commission	0.006	200,000	1,200
Settlement Fees	0.006	1,044,851	6,269
Interest on Other Income	0.006	21,494	129
			29,367

Other receipts			
Bank Interest	0.2	389,143	77,829
Divident Income	0.2	797,127	159,425
Income on Share Investment	0.1	(211,507)	-
Interest on TDR	0.2	26,769,132	5,353,826
			5,591,080

Notes	Particulars	Amount in BDT	
		as at	
		31.12.2023	31.12.2022

29 Basic earning per share (EPS) discloser under IAS-33

Net Profit for the year	(230,011,707)	
Weighted average number of ordinary shares	25,000,000	
Basic earning per share (EPS)	(9.20)	

(EPS declined against the corresponding previous year due to keep Provisionson Margin Loan of Tk. 123,730,151 against required amount of Tk. 371,190,451.)

30 Net Assets Value (NAV) per Share

Total Assets	1,934,843,515	
Less: Total Outstanding Liabilities	3,479,590,438	
Net Assets Value	(1,544,746,923)	
Number of Ordinary Share	25,000,000	
	(61.79)	

31 Net Operating Cash Flow per share

Net Operating Cash Flow	36,128,046	
Number of Ordinary Share	25,000,000	
	1.45	

32 Contingent Liability Disclosure

The Company does not have any liability that fall in the definition of contingent liability as per IAS 37

33 Key Management Benefits Disclosure

The Board of Directors of the company are fall in the definition of key management employees.

Particulars	2023		2022	
	Directors	Executive	Directors	Executive
Remuneration			-	-
Meeting Fee	404,800		529600	
House Rent		335,292		
Bonus		111,764		
Conveyance		67,056		
Medical		67,068		

34 Audit Fee

Statutory audit fee	50,000	
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Audit Fee is fixed by the Shareholders in the Annual General Meeting and does not include any other remuneration to Auditors.

35 Employees Minimum Pay disclosure

Total Number of Employees		
Number of Employees Earn Above Tk. 20,000	4	4
Number of Employees Less than Tk. 20,000	-	-

36 Related Party Disclosure:

a. Particulars of Directors and their Interest in different entities:

SL. No	Name of Director	Status in FAS Capital Management Limited	Name of the firms/Companies in which interested as proprietor, partner, director, managing agent, guarantor, employee etc.
1	Mr. Md. Salim	Chairman (Nominated by FAS Finance & Investment Ltd.)	Senior Faculty Member, Bangladesh Academy for Securities Markets (An Academic Wing of BSEC), Independent Director of FAS Finance & Investment Limited and Al-Haj Textile Mills Limited
2	Dr. Syed Abdulla Al Mamun FCMA	Director (Nominated by FAS Finance & Investment Ltd.)	Independent Director of FAS Finance & Investment Limited
3	Mr. A. F. Shabbir Ahmad	Director (Nominated by FAS Finance & Investment Ltd.)	Managing Director (CC) of FAS Finance & Investment Limited
4	Mr. Mahmudul Islam	Chief Executive Officer	N/A

b. **Related Party Transaction:**

The Company carried out a number of transactions with related parties in the normal course of business.
The nature of transactions and their values are shown below:

SL. No	Name of Related Party/ Transaction Nature	Balance as on January 01, 2023	Addition D/Y	Adjustment D/Y	Balance as on December 31, 2023
1	FAS Finance & Investment Ltd/ Loan	1,817,774,282	74,849,583	-	1,892,623,865
2	FAS Finance & Investment Ltd/ Paid-up Capital	243,000,000	-	-	243,000,000
3	FAS Finance & Investment Ltd/ TDR	406,146,217	20,375,689	4,000,000	422,521,906

Place: Dhaka

Date: 11 Nov 2024



K. M. Alam & Co.

Chartered Accountants

Signed By: Kazi Ahmmmed Monowar FCA

Enrolment No: 822

DVC: **2411110822AS437347**

Place: Dhaka

Date: 11 Nov 2024

FAS CAPITAL MANAGEMENT LIMITED

Schedule of Property, Plant & Equipment
As on 31st December, 2023

Annexure-1

Particulars	Cost				Rate (%)	Depreciation				Written Down Value as on 31.12.2023	
	Balance as on 01.01.2023	Addition during the year	Adjustment/ disposal during the year	Balance as on 31.12.2023		Balance as on 01.01.2023	Balance After Adjustment	Addition during the year	Adjustment/ disposal during the year		Balance as on 31.12.2023
Computer & Accessories	2,007,063	380	-	2,007,443	15	1,549,074	1,549,074	68,755.35	-	1,617,829	389,614
Furniture & Fixture	1,692,229	-	-	1,692,229	10	1,111,086	1,111,086	58,114.30	-	1,169,200	523,029
Office Decoration	816,466	-	-	816,466	10	172,737	172,737	64,372.90	-	237,110	579,356
Office Equipment	1,452,640	-	-	1,452,640	15	444,266	444,266	151,256.10	-	595,522	857,118
Telephone & PABX	277,720	-	-	277,720	15	219,606	219,606	8,717.10	-	228,323	49,397
Right to use of Assets	5,837,817	-	-	-	-	5,837,817	-	-	5,837,817	-	-
Balance as on 31st December, 2023	12,083,935	380	5,837,817	6,246,498		9,334,586	3,496,769	351,216	5,837,817	3,847,985	2,398,513
Balance as on 31st December, 2022	25,977,930	-	13,893,995	12,083,935		16,585,730	3,091,646	405,123	7,656,267	9,334,586	2,749,349

Schedule of Intangible Assets

As on 31st December, 2023

Particulars	Cost				Rate (%)	Depreciation				Written Down Value as on 31.12.2023	
	Balance as on 01.01.2023	Addition during the year	Adjustment/ disposal during the year	Balance as on 31.12.2023		Balance as on 01.01.2023	Balance After Adjustment	Addition during the year	Adjustment/ disposal during the year		Balance as on 31.12.2023
Software	2,362,250	-	-	2,362,250	15	1,865,805	1,865,805	74,466.75	-	1,940,272	421,978
Balance as on 31st December, 2023	2,362,250	-	-	2,362,250		1,865,805	1,865,805	74,467	-	1,940,272	421,978
Balance as on 31st December, 2022	2,362,250	-	-	2,362,250		1,778,197	1,778,197	87,608	-	1,865,805	496,445
G.Total (2023)	14,446,185	380	5,837,817	8,608,748	-	11,200,391	5,362,574	425,683	5,837,817	5,788,257	2,820,491
G.Total (2022)	28,340,180	-	13,893,995	14,446,185	-	18,363,927	4,869,843	492,731	7,656,267	11,200,391	3,245,794



FAS Finance & Investment Limited

Corporate Office: Suvastu Imam Square (4th & 5th Floor)
65, Gulshan Avenue, Gulshan-1, Dhaka-1212

Proxy Form

I.....of.....
.....being member of **FAS Finance & Investment Limited**, hereby appoint
Mr/Ms.....
of..... as my
proxy to attend and vote for me and on my behalf at the 27th Annual General Meeting (AGM) of the shareholders of FAS Finance & Investment Limited will be held on Tuesday, December 24, 2024 at 11.00 a.m. through Hybrid System in combination of both online and physical presence at RAOWA Complex, VIP Road, Mohakhali, Dhaka-1206 adjustment thereof.

Signed this.....

Signature of Proxy.....

Day of.....2024

Signature of Shareholder

Revenue
Stamp of Tk
20/-

BO ID:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of Shares.....

N.B. Important

1. This Proxy Form, duly completed, must be deposited at least 48 hours before the meeting at the Company's Registered Office. Proxy is invalid if not signed and stamped as explained above.
2. Signature of the shareholders should agree with the specimen signature registered with the Company.



FAS Finance & Investment Limited

Corporate Office: Suvastu Imam Square (4th & 5th Floor)
65, Gulshan Avenue, Gulshan-1, Dhaka-1212

Attendance Slip

I hereby record my attendance at the 27th Annual General Meeting (AGM) of the shareholders of FAS Finance & Investment Limited will be held on Tuesday, December 24, 2024 at 11.00 a.m. through Hybrid System in combination of both online and physical presence at RAOWA Complex, VIP Road, Mohakhali, Dhaka-1206.

Name of Member/Proxy

BO ID:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Signature.....

Date.....

- N.B.**
- 1 . please present this Slip at the Reception Desk.
 - 2 . Please note that. the 27th Annual General Meeting can only be attended by the honorable shareholders or properly constituted proxy/Attorney/Representative. Therefore, any friend or children accompanying by honorable shareholder or proxy cannot be allowed into the Meeting Hall.

সম্মানিত শেয়ারহোল্ডারবৃন্দের সদয় অবগতির জন্য জানানো যাচ্ছে যে, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং এসইসি/সিএমআরআরসিডি/২০০৯-১৯৩/১৫৪ তারিখ, অক্টোবর ২৪, ২০১৩ মোতাবেক বার্ষিক সাধারণ সভায় কোন প্রকার উপহার অথবা কোন ধরনের আপ্যায়নের ব্যবস্থা থাকবে না।

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Phone: +880 2226 601308-9
E-mail: info@fasbd.com

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