

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk-taking ability before making their investment decisions.”

PROGRESS FOR EVERYONE
PROSPECTUS OF

**Initial Qualified Investor Offer
of 10,000,000 Ordinary Shares
at an Issue Price of Tk. 10 Each
Totaling Tk. 100,000,000**



**URO
AGROVET
LIMITED**

PROGRESS FOR EVERYONE

**46, KDA Avenue, Jibon Bima Bhaban, 4th Floor
Khulna-9100, Bangladesh**

Issue Date of Prospectus

[*]

Subscription Open

[*]

Subscription Close

[*]

MANAGER TO THE ISSUE



Bulus Center (17th Floor), Road: 34, Plot: CWS- (A)-1
Gulshan Avenue, Dhaka-1212.

UNDERWRITER



Prime Finance Capital Management Limited

PFI Tower (7th Floor), 56-57 Dilkusha C/A
Dhaka 1000

WWW.UROAGRO.COM

(B)(2)(a) PRELIMINARY INFORMATION AND DECLARATIONS

(i) Name(s), address(s), telephone number(s), web address(s), e-mail(s), FAX number(s) and contact persons of the issuer, issue manager(s), underwriter(s), auditors, credit rating company and valuer, where applicable;

ISSUER		
Name and Address	Contact Person	Contact Address
URO Agrovet Ltd. 46, KDA Avenue, Jibon Bima Bhaban, 4 th Floor, Khulna-9100, Bangladesh	Saumen Kumar Dey Company Secretary	Tel: +88-02-477720323 Fax: N/A Email: uroagrobd@gmail.com Web: www.uroagro.com

MANAGER TO THE ISSUE		
Name and Address	Contact Person	Contact Address
UCB Investment Limited Bulus Center (17 th Floor), Road: 34, Plot: CWS- (A)-1, Gulshan Avenue, Dhaka-1212	H. A. Mamun Senior Manager	Tel: +88-02-55668070 Ext # 800091 Fax: N/A Email: info@ucbil.com.bd Web: www.ucb-investment.com

UNDERWRITER		
Name and Address	Contact Person	Contact Address
Prime Finance Capital Management Limited PFI Tower (7 th Floor), 56-57 Dilkusha C/A, Dhaka 1000	Mohammad Rajibul Islam Head of Issue Management	Tel: +88-02-9584874, 76-77 Fax: +88-02-55668070 Email: info@primefincap.com Web: www.primefincap.com

AUDITOR		
Name and Address	Contact Person	Contact Address
FAMES & R Chartered Accountants Hossain Tower (11 th Floor), 116, Naya Paltan Box Culvert Road, Dhaka-1000	Md. Abdur Rashid, FCA Partner	Tel: +88 01783 294818 Fax: N/A Email: fmrashid@yahoo.com Web: www.famesr.com

Credit Rating Company & Valuer:

The Company does not have any Credit Rating Company & Valuer.

(ii) Declaration:

Any person interested to get a prospectus may obtain from the issuer, and the issue manager(s).

(iii) Statement:

“If you have any query about this document, you may consult the issuer, issue manager and underwriter”

(iv) "CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (QUALIFIED INVESTOR OFFER BY SMALL CAPITAL COMPANY) RULES, 2022. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS, OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S) AND/OR VALUER (IF ANY).";

(v) 'Risks in relation to the First Issue'

"This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (ten) and the issue price is Tk 10.00 (ten) which is the face value. The issue price has been determined and justified at par value as stated under the paragraph on "Justification of Issue Price" and should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

(vi) 'General Risk'

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before making an investment decision in this offer. For making an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. Given the emerging nature of small capital companies, there may be a higher investment risk attached to the securities being offered. The securities to be traded on the Small Capital (SME) Platform may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be an active market for trading of such securities. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 12-15";

(vii) 'Issuer's Absolute Responsibility'

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this prospectus or information memorandum contains all material information with regard to the issuer and the issue, that the information contained in the prospectus or information memorandum is true, fair and correct in all material aspects and are not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.";

(B)(2)(b) AVAILABILITY OF PROSPECTUS

(i) Website addresses and e-mail addresses and names of contact persons of the institutions where the prospectus are available in soft form;

Institutions	Website Addresses	E-mail Addresses	Contact Persons
Issuer			
URO Agrovvet Limited	www.uroagro.com	uroagrob@gmail.com	Saumen Kumar Dey Company Secretary
Issue Manager			
UCB Investment Limited	www.ucb-investment.com	info@ucbil.com.bd	H. A. Mamun Senior Manager
Bangladesh Securities & Exchange Commission (BSEC)			
The prospectus would also be available in the library room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying upon approval.			
Stock Exchanges			
Dhaka Stock Exchange PLC. (DSE)	www.dsebd.org	listing@dsebd.org	Md. Rabiul Islam AGM
Chittagong Stock Exchange PLC. (CSE)	www.cse.com.bd	info@cse.com.bd habib.ullah@cse.com.bd	Mohammad Habib Ullah Deputy Manager

(ii) Definitions and Acronyms or Elaborations;

ACRONYMS/ELABORATIONS		
A		
AGM	:	Annual General Meeting
Allotment	:	Allotment of Shares to respective Shareholders
B		
BAS	:	Bangladesh Accounting Standards
BDT	:	Bangladeshi Taka
BSEC	:	Bangladesh Securities and Exchange Commission
C		
CDBL	:	Central Depository Bangladesh Limited
CIB	:	Credit Information Bureau
CFO	:	Chief Financial Officer
Commission	:	Bangladesh Securities and Exchange Commission
Company	:	URO Agrovet Limited
Companies Act	:	Companies Act, 1994 (Act. No. XVIII of 1994)
CSE	:	Chittagong Stock Exchange PLC.
D		
DSE	:	Dhaka Stock Exchange PLC.
E		
EPS	:	Earnings Per Share
EIs	:	Eligible Investors
EGM	:	Extraordinary General Meeting
F		
FY	:	Financial Year
I		
Issuer	:	URO Agrovet Limited
Issue Manager	:	UCB Investment Limited
IQIO	:	Initial Qualified Investor Offer
IFRS	:	International Financial Reporting Standards
IAS	:	International Accounting Standards
ISA	:	International Standard on Auditing
N		
NAV	:	Net Asset Value
NBR	:	National Board of Revenue
NOCFPS	:	Net Operating Cash Flows Per Share
P		
P/E	:	Price Earnings Ratio
R		
RJSC	:	Registrar of Joint Stock Companies and Firms
Rules	:	Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022
U		
USD	:	United States Dollar
UCBIL	:	UCB Investment Limited
URO Agro	:	URO Agrovet Limited

(B)(3) TABLE OF CONTENTS

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	(c) If there are contracts covering any of the activities of the issuer company for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the prospectus shall disclose the terms of such contracts, and copies of the contracts shall be filed with the Commission as annexure to the prospectus.	18
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	(b) If any assets were acquired or are to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within two years prior to their transfer to the issuer, the cost thereof paid to the subscribers to the memorandum shall also have to be shown therein;	52
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(b) Immediately preceding the table of contents, it shall be indicated that a prospectus may be obtained from the issuer company, issue manager, underwriter and stock exchange(s);

The prospectus may be obtained from the Issuer Company (URO Agrovat Limited), Issue Manager (UCB Investment Limited), Underwriter (Prime Finance Capital Management Limited), Dhaka Stock Exchange PLC. and Chittagong Stock Exchange PLC.

(c) The address and telephone number of the company, the issue manager, the underwriters, the auditor, and the stock exchange(s);

ISSUER		
Name	Address	Telephone Number
URO Agrovat Limited	46, KDA Avenue, Jibon Bima Bhaban, 4 th Floor, Khulna-9100	+88-02-477720323

ISSUE MANAGER		
Name	Address	Telephone Number
UCB Investment Limited	Bulus Center (17 th Floor), Road: 34, Plot: CWS- (A)-1, Gulshan Avenue, Dhaka-1212	+88-02-55668070 Ext # 800091

UNDERWRITER		
Name	Address	Telephone Number
Prime Finance Capital Management Limited	PFI Tower (7 th floor), 56-57 Dilkusha C/A, Dhaka-1000	+88-02-9584874, 76-77

AUDITOR		
Name	Address	Telephone Number
FAMES & R Chartered Accountants	Hossain Tower (11 th Floor), 116, Naya Paltan Box Culvert Road, Dhaka-1000	+ Tel: +88 01783 294818

STOCK EXCHANGE(S)		
Name	Address	Telephone Number
Dhaka Stock Exchange PLC.	DSE Tower, Plot - 46, Road - 21 Nikunja - 2, Dhaka - 1229	+88-02-41040189-200
Chittagong Stock Exchange PLC.	CSE Building, 1080 Sheikh Mujib Road, Agrabad, Chattogram-4100	+880-31-720871-3



SECTION - I (B)(4)

Risk Factors and Management's Perception about the Risks

SECTION CONTENTS	
(a)	Interest rate risks;
(b)	Exchange rate risks;
(c)	Industry risks;
(d)	Market and technology-related risks;
(e)	Potential or existing government regulations;
(f)	Potential changes in global or national policies;
(g)	History of non-operation, if any;
(h)	Operational risks;
(i)	Risk relating to secondary trading of securities.

Risk factors are inherent in every business operation, and URO Agrovet Limited is no exception. As such, management acknowledges various risk factors that could potentially impact the company's operations, financial performance, and strategic objectives. These risks encompass market volatility, regulatory changes, supply chain disruptions, economic downturns, and competitive pressures within the industry. Management remains vigilant in identifying, assessing, and mitigating these risks through proactive measures, robust risk management frameworks, and continuous monitoring. By staying regulated to these challenges and implementing effective risk management strategies, the company endeavors to safeguard its interests, ensure business resilience, and sustain long-term growth and value creation. Investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before investing in equity shares.

a) Interest rate risks;

Interest rate risk arises when the Company is exposed to unfavorable changes in interest rates. Changes in government monetary policies and heightened demand for loans/investments typically lead to increases in interest rates. Such increases mostly impact companies with floating-rate loans or those investing in debt securities.

Management perception:

URO Agrovet Limited recognizes the potential influence of increasing interest rates on its financial performance. Despite having no long-term debt presently, it emphasizes the importance of proactively managing interest rate risk to ensure future financial stability.

b) Exchange rate risks;

Exchange rate risk occurs due to changes in exchange rates in global trade. Therefore, fluctuations in the related foreign currency rates may affect adversely the Company's liquidity and profitability and expose a threat to the stability of the Company.

Management perception:

Currently, the Company does not have any foreign exchange transactions, so these types of risks are not associated with us.

c) Industry risks;

Industry risk refers to the risk of increased competition from foreign and domestic sources leading to lower prices, revenues, profit margins, market share etc. that could harm the business, financial condition and results of operation.

Management Perception:

URO Agrovet Limited specializes in manufacturing high-quality feed, feed supplements and medicine for the agricultural industry, catering to a significant demand in the market. Despite the strong demand, the company remains vigilant about market competition. With a highly skilled research team continually striving to innovate and develop products, URO Agrovet stays ahead in meeting the evolving needs of its customers and maintaining its competitive edge in the industry.

d) Market and technology-related risks;

The agro-based industry is competitive, with several established players and new entrants vying for market share. The company faces the risk of losing customers to competitors, affecting the sales and profitability of the company. New regulations or stricter enforcement of existing ones by the government in the market could increase compliance costs or limit the company's product offerings. Moreover, disruptions or security breaches in the company's IT systems could disrupt operations and cause financial losses for the company.

Management Perception:

URO Agrovet Limited conducts regular market research and competitive analysis to stay informed about industry trends, competitor activities, and customer preferences to capture significant market share. The company is aware of IT infrastructure and cybersecurity measures to safeguard its systems

from disruptions and data breaches to increase operational efficiency promptly. Moreover, the Company has access to local/international companies for supplying appropriate technology and technical management support for the operation of new projects to run efficiently and effectively. In addition, the company carries out research and development to create innovative new feed, feed supplement and medicine products that address evolving market needs.

e) Potential or existing government regulations;

The Company operates under the Companies Act, 1994. It is also regulated by the Department of Livestock Service, the Taxation policy adopted by NBR, the Bangladesh Securities and Exchange Commission (BSEC) Rules, and the Rules adopted by other regulatory bodies in Bangladesh. Any abrupt changes in the policies formed by those bodies will adversely impact the company's business.

Management Perception:

The economy of Bangladesh has been developing over the decades because of business-friendly Rules and Regulations adopted by the various regulatory bodies of the country. The agro-based sector is a vital sector for the growth of the economy of Bangladesh and the Government incentives and subsidies are crucial to maintaining the sustainability and growth of this sector. Hence, it is rationally expected that any undue tax or duty will not be imposed that may adversely affect the sector's sustainability. Rather, the Government is keen to support the industry. Finally, any changes in VAT, tax, or duty structure will affect all the operators in the industry.

f) Potential or existing changes in global or national policies;

Changes in the existing global or national policies can have either a positive or a negative impact on the Company's profitability. The performance of the Company may be affected due to unavoidable circumstances in Bangladesh, as such any structural change in the Agro Industry, war, terrorism, political unrest, or natural disasters in the country which may adversely affect the economy in general.

Management Perception:

Political turmoil and disturbance are bad for the economy and for the company. The Company can prosper in a situation of political stability and a congenial business environment. The management of URO Agrovet is always concerned about the prevailing and upcoming future changes in global or national policy and shall respond appropriately and timely to safeguard its interests.

g) History of non-operational, (if any);

The history of non-operation indicates weak operational management of the Company. Non-operation leads to negative cash flow, incurring losses and bankruptcy in the worst-case scenario.

Management Perception:

URO Agrovet Limited has produced and marketed feed, feed supplements and medicine since 2011. There was no history of non-operation of the company. The company has employed experienced people to run the business under good leadership on the board.

h) Operational risk;

Operational risk is the risk of losses caused by flawed or failed processes, policies, systems, or events that disrupt business operations. Due to operational risk, an organization's people and processes may incur errors and contribute to ineffective operations.

Management Perception:

By evaluating operational risk, URO Agrovet Limited is always aware of practical remedial steps, which should be emphasized to eliminate exposure and ensure successful responses. We are also aware of monetary loss, competitive disadvantage, employee- or customer-related problems, and business failure related to operational risk.

i) Risk relating to secondary trading of securities.

The issue price will be determined based on applicable law and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Issue Price.

Management Perception:

URO Agrovet Ltd is engaged in the production of feed, feed supplements and medicine for agro based industry. The product has huge demand in the market. Hence, adding a substantial amount to its bottom-line profit will enable a handsome dividend for its shareholders. So, we can expect a good price for our shares in the secondary market. However, unavoidable market risk, or systematic risk, affects the performance of the entire market simultaneously. This is not a significant risk for the Company.



SECTION - II (B)(5)

Use of Proceeds

SECTION CONTENTS	
(a)	The prospectus shall show how the net proceeds of the offering shall be used, indicating the amount to be used for each purpose;
(b)	The prospectus shall also include a schedule mentioning the stages of implementation and utilization of funds received through public offering, mentioning about the approximate date of completion of the project and the projected date of full commercial operation. The schedule shall be signed by the chief executive officer and the chief financial officer of the issuer;
(c)	If there are contracts covering any of the activities of the issuer company for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the prospectus shall disclose the terms of such contracts, and copies of the contracts shall be filed with the Commission as annexure to the prospectus.

(a) The prospectus shall show how the net proceeds of the offering shall be used, indicating the amount to be used for each purpose;

URO Agrovet Limited is renowned manufacturer and supplier of ready-feed products, feed additives, and livestock medicine in Bangladesh. The demand of the company's products is consistently increasing over the period. To address this increasing demand and expand the product line effectively, the management is keen to initiate a new project in Khulna. A comprehensive feasibility study has been conducted for this purpose. To fund this project, the board of directors has resolved to raise capital of Tk. 100,000,000 through the Initial Qualified Investor Offer (IQIO), and additional funds will be provided from internal sources. A detailed breakdown of expenditures of IQIO fund is outlined below:

Source of fund:

Particulars	Amount in BDT
10,000,000 ordinary shares at issue price of Tk. 10/- each	100,000,000
Less: IQIO Expenses	2,500,000
Net IQIO Proceeds	97,500,000

Details of the net IQIO proceeds to be used for each purpose as under:

Sl.	Particulars	Amount in BDT
1	Land Development	1,000,000
2	Plant & Machineries	76,530,000
3	Building & Construction	19,970,000
	Total	97,500,000

N.B. Head wise actual costs may vary if above mentioned estimates differ and will be adjusted accordingly.

Land Development:

Particulars	Amount in BDT
Land Development	1,000,000
Total	1,000,000

Plant & Machineries:

Particulars	Amount in BDT
Complete Machine set up (Fish Feed) - 5 Ton. (With Extended facility 2 ton)	62,280,000
Mechanical & Tools for Installation	1,050,000
Sub Station 1000 KVA	4,000,000
Equipment Installation Materials	1,500,000
Electrical Installation Materials	2,500,000
Generator 400 KVA	2,000,000
Lighting of the Premises	500,000
Other Equipment	1,200,000
Other Utensils for Installation	500,000
Installation, Erection & other	1,000,000
Total	76,530,000

Building & Construction:

Particulars	Notes	Amount in BDT
Store for RM, PM and FG	2,000 sft @ 1050	2,100,000
Gate Office & Security Desk (50*20)	1,000 sft @ 1500	1,500,000
Unit Office Building & Staff Residence (2700*2)	5,400 sft @ 1600	8,640,000
Water Tank including Supply System	-	2,500,000
Deep Tube-wel	-	1,000,000
Boundary Wall	-	230,000
Loaded/Unloaded & Parking	-	3,000,000
Other Civil related Cost	-	1,000,000
Total		19,970,000

(b) The prospectus shall also include a schedule mentioning the stages of implementation and utilization of funds received through a public offering, mentioning about the approximate date of completion of the project and the projected date of full commercial operation. The schedule shall be signed by the chief executive officer and the chief financial officer of the issuer;

URO Agrovet Limited shall utilize the net proceeds as per the following Schedule.

Sl.	Utilization of fund	Amount in BDT	Progress made so far	Approximate date of Completion	Projected date of full commercial operation
01	Land Development	1,000,000	Earth filling & sand filling completed	Within 06 months of receiving IQIO Fund	Within 3 months of the completion of the project.
02	Plant & Machineries	76,530,000	Will be started after receiving IQIO fund	Within 18 months of receiving IQIO Fund	
03	Building & Construction	19,970,000		Within 12 months of receiving IQIO Fund	
Total		97,500,000			

(c) If there are contracts covering any of the activities of the issuer company for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the prospectus shall disclose the terms of such contracts, and copies of the contracts shall be filed with the Commission as annexure to the prospectus;

URO Agrovet Limited did not enter into any contracts covering any of the activities of the Issuer for which the proceeds of the sale of securities are to be used.

Sd/-
Md. Abu Bakar Siddique
 Managing Director

Sd/-
Sudip Hazra
 Chief Financial Officer

Date: April 16, 2024



SECTION - III (B)(6)

Description of Business

SECTION CONTENTS	
(a)	The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business in which the company and its subsidiaries are engaged in or propose to engage in shall be stated in the prospectus;
(b)	The prospectus shall contain the information in respect of its business operation.

(a) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in shall be stated in the prospectus;

URO Agrovet Limited was incorporated as a Private Limited Company under The Companies Act, 1994, with the registration No. KHC-971/11 on May 05, 2011. The Company commenced its commercial operations later in the year 2011. Subsequently, the company transitioned into a Public Limited Company under the provisions of the Companies Act, 1994 dated October 23, 2017.

Nature of Business

The company is a distinguished manufacturer and supplier of ready- feed products, feed additives and livestock medicine in Bangladesh.

Subsidiary of the Company

URO Agrovet Limited does not have any subsidiary company.

Registered office, Corporate office & Factory address

The Company's registered and corporate office, located at 46, KDA Avenue, Jibon Bima Bhaban (4th Floor), Khulna-9100, is rented and spans 2,882 square feet. The factory building (4 storied) is located at Plot No. 13, 14 BSCIC Industrial Area, Nijkunjora, Chhagalnaiya, Feni, established on a 5025 square feet BSCIC plot.

Dhaka liaison Office (Sales & Marketing Department)

The Company's liaison office (Rented) is situated at RAMS Tower, 1st Floor, House 13 & 15, Block-C, Main Road, Aftab Nagar, Dhaka, occupying 2,340 square feet area and a car parking lot for office purposes.

(b) The prospectus shall contain the information in respect of its business operation, for example:-

(i) The principal products or services of the company and markets for such products or services;

The principal products of the issuer are mentioned below:

• **Ready-Feeds:**

URO Agrovet produced different types of feeds under the brand name **HYTOP FEED** which include feed for:

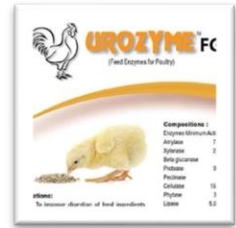
- Broiler-Starter
- Broiler-Grower
- Layer - 1
- Layer - 2
- Cock Starter
- Cock Grower
- Sonali-Starter
- Sonali-Grower



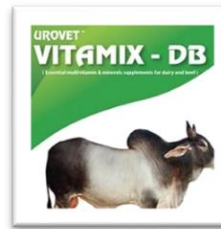
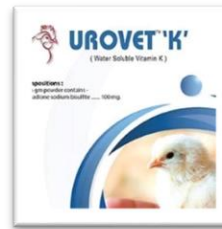
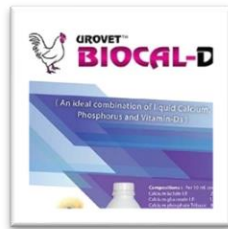
• **Feed Supplements/Additives Feed & Medicine:**

The Company also produces feed supplements/Additives feed, vitamins, and minerals for poultry industries in liquid, powder, and herbal forms.

**Feed Supplements/
Additives Feed**



Medicine



The Market for Such Products:

URO Agrovet Limited meets the demand for commercial poultry and fish farms in the local market across Bangladesh, especially in the southern part of the Country. The Company has planned to expand the existing production line, introduce new medicine products, and expand its distribution networks to capture a significant portion of the market in the Country.

Future Prospects of the Agrovet Industry in Bangladesh:

The Bangladeshi Agrovet industry, encompassing agricultural and veterinary products and services, has promising prospects due to several key factors:

- Bangladesh's population is projected to continue rising, increasing demand for food production and livestock farming, which in turn fuels demand for Agrovet products like animal feed, veterinary medicines, and fertilizers.
- A gradual shift towards consuming more meat and dairy products is expected, further driving demand for poultry, livestock, and the associated Agrovet products.
- The government's focus on achieving food security and promoting agricultural development is likely to translate into policies that support the Agrovet industry. This could include subsidies, investments in research, and infrastructure development.
- Adoption of new technologies like precision farming, improved breeding techniques, and digital solutions for disease management can enhance farm productivity and efficiency, creating a demand for specialized Agrovet products and services.
- Growing awareness of environmental concerns is likely to increase demand for eco-friendly fertilizers, biopesticides, and sustainable animal feed options. This presents opportunities for companies that can provide such solutions.

(ii) If the company has more than one product or service, the relative contribution to sales and income of each product or service that accounts for more than 10% of the company's total revenues;

The company manufactures and supplies ready-feed products, feed additives and livestock medicine products in Bangladesh. Here's the breakdown of product-wise sales contribution from July 1, 2023, to December 31, 2023:

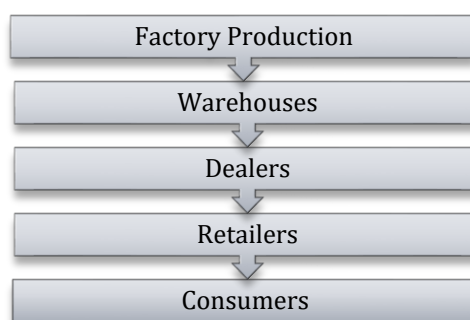
Sl.	Name of the Products	Sales in BDT.	% of Total Sales
1	Ready Feed	161,504,910	58.01%
2	Feed Additives	82,249,272	29.54%
3	Medicine	34,662,093	12.45%
Total		278,416,275	100.00%

(iii) Names of associates, subsidiary/related holding company and their core areas of business;

URO Agrovet Limited has no associates, subsidiary/related holding company.

(iv) How the products or services are distributed;

URO Agrovet Limited has its own distribution network to distribute its products throughout the country. All products produced in the factory are distributed to the customers through dealers and retailers.



The Company has 2 (two) warehouses located at Feni Factory & Khulna (Rented).

(v) Competitive conditions in the business;

URO Agrovet Limited manufactures and supplies ready- feed products, feed additives and livestock medicine products in Bangladesh. The Company operates in a free-market economic regime. Over the last few years, the Company has built a trustworthy relationship with its customers, which helps the Company avoid competition with others. The major competitors of the Company are as follows:

Sl.	Name of the Company
a)	Square Pharmaceuticals Ltd. (Animal Health Division)
b)	Renata Ltd. (Animal Health Division)
c)	Incepta Pharmaceuticals Ltd. (Animal Health Division)
d)	SKF Pharmaceuticals Ltd. (Animal Health Division)
e)	ACI Godrej Agrovet Private Ltd.
f)	Paragon Poultry Ltd.
g)	Nourish Poultry and Hatchery Ltd.
h)	Kazi Farms Group
i)	Index Agro Industries Ltd.
j)	Nabil Poultry Feed Mills Limited

(vi) Sources and availability of raw materials and the names of the principal suppliers;

The list of major suppliers for the raw materials are listed in the table below:

Sl.	Name of Suppliers	Type of Materials	Address
1	National Trading	Raw of Medicine	Z. Shah House (2nd Floor), 102/A Motijheel C/A, Dhaka-1000, Bangladesh
2	Mukta Chemicals	Raw of Medicine	5, Mitford Road, Mitford Tower, Basement -1, Shop# 31, Dhaka- 1100
3	City Group	Soyabeen	City House, Plot No. NW (J) 06, Road No. 51, Gulshan 2, Dhaka, 1212, Bangladesh
4	M/s. Matri Vander	Maize	Rail Bridge Road, Alamdanga, Chuadanga
5	M/s. Robiul Traders	Maize	Lahiri (Dighir Par), Baliadangi, Thakurgong
6	Sogir & Brothers	Raw of Medicine	269, Khatungonj, Chittagong
7	M/s. DK Traders	Maize	Puraton Bazar, Alamdanga, Chuadanga
8	M/S Mahima Traders	Soybean	Ramgonghat, Nilfamari Sadar, Nilfamari
9	Meghna Group	Soybean	Fresh Villa, House # 15, Road # 34, Gulshan-1, Dhaka-1212
10	PCF Feed Industries	Maize	10 Clay Road, Khulna-9100

(vii) Sources of, and requirement for, power, gas, and water; or any other utilities;

The sources for power, gas and water are mentioned in the table below:

Sl.	Description	Capacity	Source
01	Electricity	500KVA	BPDB line is the main source for Factory.
02	2 Diesel Generator	500 KVA	The Diesel Generator of Europe has a capacity of 500 KVA as a backup.
03	Gas	N/A	N/A
04	Water	15,000 Litter	The main source of water is the Submersible pump (Capacity-5 HP) which was reserved as Underground water reservoir Capacity (15,000 Litter).

(viii) Names of the customers who purchase 10% or more of the company's products /services;

There is no single customer who purchases 10% or more of the Company's products.

(ix) Description of any contract which the company has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract;

The company has not engaged in any contractual agreements with its suppliers or customers beyond routine business transactions.

(x) Description of any material patents, trademarks, licenses or royalty agreements;

The Company gets required licenses and approval from the respective regulatory authorities for doing business. Details of licenses are mentioned in the table below:

Sl.	Particulars	License Issuer/ Issuing Authority	Certificate/ License No.	Expiry Date
1.	Certificate of Incorporation	Register Joint Stock Companies and Firms	KHC-971/11	N/A
2.	TIN Certificate	National Board of Revenue	711854454489	N/A
3.	VAT Certificate	Customs, Excise & VAT Commissionerate, Dhaka (South)	BIN: 001881157-0208	N/A
4.	Trade License	Khulna City Corporation	License No. 367	30.06.2024
5.	Trade License	Ghosal Union Parishad, Chhagalnaiya, Feni	22430144719000034	30.06.2024
6.	Trade License	Dhaka North City Corporation	TRAD/DSCC/070048/2019	30.06.2024
7.	Trade License	No.1 Jalma Union Parishad	License No – 11992/23-2	30.06.2024
8.	Fire License	Fire Service & Civil Defense, Noakhali	এডি/নোয়াঃ/২০১৭/ ২০১২/২০১৩	30.06.2024
9.	Fire License	Fire Service & Civil Defense, Khulna	12570/2023-2024	30.06.2024
10.	Environment Clearance Certificate	Department of Environment	23-102605	24.03.2025
11.	Import Registration Certificate	Office of the Chief Controller of Imports and Exports	260315120036420	30.06.2024
12.	Factory License	Department of Inspection for Factories and Establishments	30-14-1-037-00001	30.11.2024
13.	Board of Investment (BOI)	Investment Board, Chittagong	20150516-C	N/A
14.	Livestock Import, Export & Marketing License (Cat-I)	Department of Livestock Services	License No.-105	30.06.2024

15.	Livestock Import, Export & Marketing License (Cat-II)	Department of Livestock Services	License No.-740	30.06.2024
16.	Hydence Protein Concentrate	Department of Patents, Designs and Trade Marks, Dhaka	-	N/A

(xi) Number of total employees and number of full-time employees;

The number of total employees of URO Agrovet is mentioned in the table below. All the employees are permanent except the day laborers;

Particulars	31 December 2023
No. of Employee	118

(xii) Production or service rendering capacity and current utilization, where applicable;

Annual Production Capacity and Utilization from July 01, 2023, to December 31, 2023, i.e. six months utilization is shown in the table below:

Name of Products	Unit	Annual Attainable Capacity	Utilization [Half-Yearly]	
			Unit	%
Ready Feed	KG	5,400,000	2,556,021	47.33%
Feed Additives	KG	2,400,000	840,895	35.04%
Medicine	KG	100,000	20,533	20.53%

The Company has a high opportunity to capture the poultry & livestock medicine market, and this also needs a huge investment. For maximum capacity utilization medicine products, the Company has already established a liaison office in Dhaka for sales and marketing purposes, introduced new medicine products, and appointed highly qualified people to capture the market. Besides, the company plans to modernize its Medicine & Additives Unit.

Toll Manufacturing:

The company utilizes toll manufacturing to meet increased product demand & geographical advantage, partnering with trusted manufacturers under formal agreements to ensure quality and efficiency. Details of toll manufacturing of ready feed products during the period (1st July 2023 to 31st December 2023) are given below:

Particulars	Description	
Name of the Company	PCF Feed Industries 10 Clay Road, Khulna-9100	Golden Feather Feed industries 22, B K Roy Cross Road, Basupara, Khulna
Total production	583,320 Kg	
Rate	Pellet Feed: BDT 2.50 (per Kg) Mash Feed: BDT 1.25 (per Kg)	
(%) of total production	18.50%	



SECTION - IV (B)(7)

Description of Property

SECTION CONTENTS	
(a)	The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business in which the company and its subsidiaries are engaged in or propose to engage in shall be stated in the prospectus;
(b)	The prospectus shall contain the information in respect of its business operation.

(a) Location of the principal plants and other property of the company and the condition thereof;

Sl.	Particulars	Location	Condition of the Property
Property, Plant & Equipment:			
01.	Land & Land Development	Batiaghata, Khulna	The land is developed for the expansion project
02.	Building & Civil construction	Factory	Good in Condition
03.	Furniture & Fixture	Factory, Dhaka & Khulna Office	Good in Condition
04.	Plant & Machinery	Factory	Running well
05.	Motor Vehicle	Factory, Dhaka & Khulna Office	Running well
06.	Office Equipment	Factory, Dhaka & Khulna Office	Good in Condition
Intangible Assets:			
01.	Software	Khulna Office	In operation

(b) Whether the property is owned by the company or taken on lease;

All the assets of the Company are owned by the Company except the following lease assets:

Right-of-use (ROU) assets:

Nature of Asset(s)	Condition	Cost Value	Written Down Value (As on 31-12-2023)
Motor Vehicle – Covered Van	Good condition and fully operational	3,252,500	406,562
Motor Vehicle – Toyota Axio	Good condition and fully operational	2,300,000	2,204,167
Motor Vehicle – Nissan X-Trail	Good condition and fully operational	2,600,000	2,437,500

(c) If the property is owned by the company, whether there is a mortgage or other type of lien on the property, with the name of the mortgagor;

There is no mortgage or any type of charge on the property of URO Agrovet Limited.

(d) If the property is taken on lease, the expiration date of the lease with name of the lessor;

The following motor vehicles are taken on lease. Details of the lease are given below:

Name of the Lessor	Purpose of Lease	Lease period (months)	Expiration Date
Pubali Bank	Motor Vehicle – Covered Van	48	18.05.2024
Pubali Bank	Motor Vehicle – Nissan X-Trail	32	20.06.2026
IPDC	Motor Vehicle – Toyota Axio	48	20.10.2027

Details of lands including dates of purchase, last payment date of current rent and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof;

The dates of purchase, last payment date of current rent and mutation date of lands, deed value and other costs including details of land development cost are mentioned in the table below:

Sl.	Deed No.	Area (Decimal)	Deed Value	Purchase Date	Mutation Date	Rent Payment Date	Current Use
1	3140/2023	32.50	2,970,000	3-Apr-2023	31.10.2023	04.12.2023	The Land is developed for the expansion projects.
2	10065/2021	30.00	1,700,000	5-Dec-2021	01.11.2023	04.12.2023	
3	8108/2021	3.38	300,000	11-Oct-2021	Under Process	-	
4	7710/2021	17.50	1,200,000	30-Sep-2021	31.10.2023	04.12.2023	
5	7213/2019	6.16	1,125,000	27-Aug-2019	21.12.2021	20.03.2023	
6	5057/2019	21.00	3,600,000	19-Jun-2019	21.12.2021	22.03.2023	
7	3802/2019	119.00	19,000,000	30-Apr-2019	21.12.2021	03.11.2022	
8	2899/2019	29.60	5,000,000	8-Apr-2019	21.12.2021	20.03.2023	
9	2900/2019	3.92	700,000	8-Apr-2019	21.12.2021	20.03.2023	
10	2298/2018	58.15	10,700,000	22-Mar-2018	Under Process	-	
11	9307/2018	28.00	5,200,000	10-Dec-2018	21.12.2021	20.03.2023	
		349.21	51,495,000				

Particulars	Amount in BDT
Total Deed Value of the Lands	51,495,000.00
Registration, Land Development & other Cost	43,791,451.00
Total Land & Land Development Cost	95,286,451.00



SECTION - V (B)(8)

Plan of Operation and Discussion of Financial Condition

SECTION CONTENTS	
(a)	If the issuer has not started its commercial operation, the company's plan of operations for the period which would be required to start commercial operation shall be described in the prospectus which shall, among others;
(b)	If the issuer had been in operation, revenue from operation from each of the last three years, the issuer's financial position, changes in financial position and results of operations for each of the last three years shall be given in the prospectus which shall, among others, include the following information, to the extent material.

(a) If the issuer has not started its commercial operation, the company's plan of operations for the period which would be required to start commercial operation shall be described in the prospectus which shall, among others, include:-

(i) Projected financial statements up to the year of commercial operation certified by the auditor of the issuer;

URO Agrovet Limited started its commercial operation in the year 2011. Hence, such information would not be applicable to the company.

(ii) Any expected significant changes in the number of employees;

There are no significant changes in the number of employees.

(b) If the issuer had been in operation, revenue from operation from each of the last three years, the issuer's financial position, changes in financial position and results of operations for each of the last three years shall be given in the prospectus which shall, among others, include the following information, to the extent material, namely:-

(i) Internal and external sources of cash;

Internal and external sources of cash of URO Agrovet is given below:

Particulars	31-Dec- 2023	30-June-2023	30-June-2022	30-June-2021
Internal sources of cash:				
Share Capital	336,920,770	336,920,770	336,920,770	336,920,770
Retained earnings	94,442,930	66,893,221	135,488,247	87,193,618
Sub Total	431,363,700	403,813,991	472,409,917	424,114,388
External sources of cash:				
Long-Term Loan	-	-	-	-
Total	431,363,700	403,813,991	472,409,917	424,114,388

(ii) Any material commitments for capital expenditure and expected sources of funds for such expenditure;

The Company has no material commitments for capital expenditure apart from its regular business operations. However, detailed information regarding the purpose of the Initial Qualified Investor Offer (IQIO) is available under the **SECTION (II)** "Use of Proceeds."

(iii) Causes for any material changes from period to period in income, cost of goods sold, other operating expenses and net income;

Particulars	30.06.2023	Changes (%)	30.06.2022	Changes (%)	30.06.2021	Changes (%)	30.06.2020
Revenue	529,568,775	1.48%	521,836,502	7.54%	485,252,951	11.75%	434,220,989
Cost of Goods Sold	397,695,541	5.59%	376,625,845	7.34%	350,868,528	11.39%	315,000,229
Operating Expenses	76,967,868	-10.17%	85,678,811	7.33%	79,829,859	5.71%	75,520,616
Total Comprehensive Income	44,787,926	-7.26%	48,294,629	8.93%	44,334,509	23.81%	35,808,804

Causes For Changes:**➤ Revenues:**

There were no significant changes in revenue over the period to period except sales increase in FY 30 June 2021 from FY 30 June 2020 by around 11.75% due to increased product demand. However, in FY 30 June 2023, sales growth was marginal at 1.48%, primarily driven by significant price increases in feed products.

➤ Cost of goods sold:

The cost of goods sold changes in line with revenue changes over the period to period specially changes around 11.39% in FY 30 June 2021 from FY 30 June 2020 to increase the sales of the products. However, In FY 30 June 2023, COGS experienced a moderate 5.59% increase, driven by rising raw material prices.

➤ Other operating expenses:

Operating expenses have been dynamically adjusted to align with changes in sales volume across various periods. In FY 30 June 2023, operating expenses were reduced by 10.17% due to low sales growth.

➤ Net income:

Net income increased by 23.81% in FY 30 June 2021 from FY 30 June 2022 due to sales increasing by around 11.75%. Conversely, Operating expenses did not change significantly. However, Net income decreased by (7.26%) in FY 30 June 2023 due to the lower sales growth.

(iv) Any seasonal aspects of the company's business;

The company's business exhibits consistent stability throughout the year, with sales experiencing a minor decline during the period from November to January.

(v) Any known trends, events or uncertainties that shall have a material effect on the company's future business;

There are no such known trends, events, or uncertainties that may affect the company's business. However, the business may be affected by uncertainties like natural disasters, political unrest, increased competition from new entries, etc.

(vi) Any change in the assets of the company used to pay off any liabilities;

None of the assets of the company was used to pay off any liabilities of the company.

(vii) Any loan taken by the issuer from its holding/parent company or subsidiary company or loan given to the aforesaid company, giving full details of the same;

The company has no holding/parent company or subsidiary company.

(viii) Any future contractual liabilities the company might enter into within next one year, and the impact, if any, it would have on the company's financial fundamentals;

The Company has no plan to enter into any contract creating future liabilities for the Company except for those that are created in the normal course of business activities.

(ix) The estimated amount, where applicable, of future capital expenditure;

The Company has plan for capital expenditure to extend its business operation which is mentioned in SECTION (II) 'Use of Proceeds' in this prospectus.

- (x) **Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus;**

Value Added Tax (VAT): The Company has BIN- 001881157-0208. The products of the Company are exempted from VAT as per এসআরও নং-১৪৪-আইন/২০২০/১০৫-মূসক। The Company submits monthly VAT Return in due time. At present, the Company has no outstanding VAT liability.

Income Tax: URO Agrovat Limited has its TIN No. 711854454489, Tax Cercle-002 (Company), Taxes Zone- Khulna. The Company paid the Tax and submitted the Income Tax Return in due time. Following is the summary of the last five years of income taxes of the company:

Accounting Year	Assessment Year	Status
2022-2023	2023-2024	Assessment has been completed for the said assessment year & Tax has been paid.
2021-2022	2022-2023	Assessment has been completed for the said assessment year & Tax has been paid.
2020-2021	2021-2022	Assessment has been completed for the said assessment year & Tax has been paid.
2019-2020	2020-2021	Assessment has been completed for the said assessment year & Tax has been paid.
2018-2019	2019-2020	Assessment has been completed for the said assessment year & Tax has been paid.

Custom Duty or other tax liability: There are no customs or other tax liabilities of the Company.

- (xi) **Details of any operating lease the company has entered into during the five years preceding the issuance of the prospectus, clearly indicating terms of the lease and how the company proposes to liquidate such lease;**

There is no operating lease the company has entered during the five years preceding the issuance of the prospectus.

- (xii) **Any financial commitment, including lease commitment, the company had entered into during the past five years, giving details as to how the liquidation was or is to be in effect;**

The following lease commitments the Company entered into during the past five years are shown in the table below:

Lessor	Purpose of lease	Period of Lease	Lease Amount (BDT)	Monthly Rental Amount (BDT)	Effective Date	Expire Date
Pubali Bank	Motor Vehicle – Covered Van	48 Months	1,900,000	47,282	18.06.2020	18.05.2024
IPDC	Motor Vehicle – Toyota Axio	48 Months	1,500,000	39,634	20.11.2023	20.10.2027
Pubali Bank	Motor Vehicle – Nissan X-Trail	32 Months	1,150,000	43,775	20.11.2023	20.06.2026

It is also mentioned that the lease will be liquidated after the completion of lease tenure and full payments.

(xiii) Details of all personnel-related schemes for which the company has to make provision for in future years;

URO Agrovat Limited views its human resources as its most important intellectual assets, and it has been training, preparing, and grooming new hires to provide a solid foundation ever since. Various professional institutions organize regular training programs to help personnel increase their professional abilities and knowledge. The company offers its employees a basic monthly wage plan. Furthermore, the employee is entitled to the following benefits arrangement:

- a) Workers' Profit Participation and Welfare Funds:** According to provisions of the Bangladesh Labour Law, 2006 as amended through 2013, the Company implemented the Worker's Profit Participation Fund (WPPF).
- b) Bonus:** In Each Eid, employees are given a festival Bonus equivalent to one month's basic salary.
- c) Maternity Leave:** Female employees are eligible for maternity leave as per Government Rules.

(xiv) Breakdown of all expenses connected with the IQIO

Particulars	Nature of Expenditure	Amount in BDT
(A) BSEC FEES		
Application Fee	Fixed	50,000
BSEC Consent Fees	0.10% on the QIO amount	100,000
(B) FEES RELATED TO LISTING WITH THE STOCK EXCHANGES		
Draft prospectus scrutiny fee for DSE & CSE	Tk. 25,000 for each exchange(s)	50,000
Annual Fees for DSE & CSE	Up to Taka 10 crore of paid-up capital @ 0.025% & Above Taka 10 crore of paid-up capital @ 0.01%	117,384
Listing fee to DSE & CSE	Up to taka 10 Crore of paid-up capital @ 0.10% & Above taka 10 Crore of paid-up capital @ 0.05% Maximum Tk. 2 Lac for Each Exchange	400,000
(C) MANAGER TO THE ISSUE FEES		
Manager to the Issue Fee	1% on IQIO Amount or Tk. 500,000	500,000
VAT against Issue Management Fees	15% of issue management fee	75,000
(D) QIO RELATED FEE		
Underwriting Commission	@.40% on the underwriting amount	100,000
VAT against Underwriting Commission	15% of Underwriting Commission	15,000
Auditor certification fee	At Actual	150,000
(E) CDBL FEES AND EXPENSES		
Security Deposit	At Actual	200,000
Documentation Fees	At Actual	2,500
QIO Fees	0.00003 on total Issue Size	3,000
Annual Fee	At Actual	10,000
Connection Fee	Tk. 500 per month	6,000
(F) EXPENSES RELATED TO PRINTING & PUBLICATION		
Printing of Prospectus	(Estimated; to be paid at actual)	400,000
ESS system fee	(Estimated; to be paid at actual)	200,000
Stationary & Others		121,116
TOTAL		2,500,000

(i) Fee of Issue Manager: The issue management fee is Tk. 500,000.

(ii) Fee of Underwriter: The underwriting commission is fixed @ 0.40% of the underwritten amount.

- (xv) If the issuer has revalued any of its assets, the name, qualification, work done to date by the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation, itemizing separately each asset revalued in a manner which shall facilitate comparison between the historical value and the amount shown after revaluation and giving a summary of the valuation report;**

The Company has not revalued any of its assets.

- (xvi) Where the issuer is a holding/subsidiary company, there shall be full disclosure in the prospectus about the transactions, including its nature and amount, between it and its subsidiary/holding company or associate companies, including transactions which have taken place within the last five years of the issuance of the prospectus or the date of incorporation of the issuer company, whichever is earlier, clearly indicating whether the issuer company is a debtor or a creditor;**

The Company has no holding/subsidiary company.

(xvii) Where the issuer is a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer;

The issuer is not a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator.

(xviii) A special report from the auditors regarding any allotment of shares to the directors and subscribers to the Memorandum of Association and Articles of Association for any consideration otherwise than for cash;

AUDITORS CERTIFICATE REGARDING ANY ALLOTMENT OF SHARES TO THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION FOR ANY CONSIDERATION OTHERWISE THAN FOR CASH

This is to certify that the paid-up capital of URO Agrovat Limited is Tk. 336,920,770 divided into 33,692,077 ordinary shares of Tk. 10.00 each. The Company did not issue any shares to the directors and subscribers to the memorandum of association and articles of association for any consideration otherwise than for cash except issuance of Bonus Share.

A table is given below regarding the allotment of Bonus Shares along with the issue price of the shares.

Name	Designation	4 th Allotment 02.05.2018	6 th Allotment 26.06.2019	Total no. of Shares	Issue Price	Amount in BDT
Saima Ahamed Surovy	Chairman	491,139	165,113	656,252	Tk.10	6,562,520
Md. Abu Bakar Siddique	Managing Director	3,523,212	1,183,821	4,707,033		47,070,330
Md. Mohsin Islam	Director	657,558	220,560	878,118		8,781,180
Jahangir Alam Ziko	Director	491,139	165,113	656,252		6,562,520
S. M. Hossain Reza	Independent Director	-	3,027	3,027		30,270

This certificate has been issued on the basis of return of allotment issued by The Registrar of Joint Stock Companies and Firms.

Place: Dhaka
Date: April 20, 2024

Sd/-
Md. Abdur Rashid, FCA
Enrl. No. 0474
Partner
FAMES & R
Chartered Accountants

(xix) Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public.

There is no such material information that is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public.



SECTION - VI (B)(g)

Directors and Officers

SECTION CONTENTS	
(a)	Name, age, qualification, experience and position of each of the directors of the company and any person nominated to be a director, showing the period for which, the nomination has been made and the name of the organization which has nominated him;
(b)	In the case of a director, the date on which he first became a director and the date on which his current term of office shall expire;
(c)	If any director is also a director of another company or owner or partner of any other concern, the names of such organizations;
(d)	Any family relationship among directors and top five officers;
(e)	Short Biodata of each director;
(f)	Neither the company nor any of its directors of the issuer is loan defaulter in terms of the CIB report of the Bangladesh Bank;
(g)	Name with position, educational qualification, date of joining in the company, last five years' experience of the Chief Executive Officer, Chief Financial Officer, Company Secretary, Advisers, Consultants, Additional and Deputy Managing Directors and All Departmental Heads.

(a) Name, age, qualification, experience and position of each of the directors of the company and any person nominated to be a director, showing the period for which, the nomination has been made and the name of the organization which has nominated him;

The list of each director is listed in the table below:

Sl. No.	Name of Directors	Position	Age (Years)	Educational Qualification	Experience (Years)
1.	Saima Ahamed Surovy	Chairman	30	M.A (Master of Arts)	09 Years
2.	Md. Abu Bakar Siddique	Managing Director	42	M.S.S in Economics	23 years
3.	Md. Mohsin Islam	Director	58	B.A (Bachelor of Arts)	14 years
4.	Jahangir Alam Ziko	Director	50	B.A (Bachelor of Arts)	09 Years
5.	A.S. Shameem Ahamed	Independent Director	65	M. Com (Accounting), LLB	36 years
6.	S.M. Hossain Reza	Independent Director	65	M.SC (Chemistry)	35 years

There is no nominated director in the Company.

(b) In the case of a director, the date on which he first became a director and the date on which his current term of office shall expire;

SL.	Name of the Director	Position	Date of First Directorship	Date of Expiration of Current Term
01.	Saima Ahamed Surovy	Chairman	03-May-2017	31.12.2024
02.	Md. Abu Bakar Siddique	Managing Director	MOA & AOA	31.12.2024
03.	Md. Mohsin Islam	Director	MOA & AOA	31.12.2026
04.	Md. Jahangir Alam Ziko	Director	03- May 2017	31.12.2026
05.	A.S. Shameem Ahamed	Independent Director	11-June-2020	31.12.2025
06.	S.M. Hossain Reza	Independent Director	24-March-2019	31.12.2025

(c) If any director is also a director of another company or owner or partner of any other concern, the names of such organizations;

SL	Name of Director	Designation in URO Agrovat	Directorship/Ownership with Other Companies	
			Companies	Position
01.	Saima Ahamed Surovy	Chairman	URO Printing & Packaging Ltd.	Managing Director
			URO Software & Design Ltd.	Managing Director
			URO International Ltd.	Managing Director
02.	Md. Abu Bakar Siddique	Managing Director	URO Printing & Packaging Ltd.	Director
			URO Software & Design Ltd.	Chairman
			URO International Ltd.	
03.	Md. Mohsin Islam	Director	URO Printing & Packaging Ltd.	Chairman
			URO Software & Design Ltd.	Director
			URO International Ltd.	
04.	Jahangir Alam Ziko	Director	URO Printing & Packaging Ltd.	Director
			URO Software & Design Ltd.	

(d) Any family relationship among directors and top five officers;

There is no family relationship between directors and the top five officers except as mentioned in the table below:

SL.	Name of the Director	Designation	Relationship
01.	Saima Ahamed Surovy	Chairman	Spouse of Md. Abu Bakar Siddique
02.	Md. Abu Bakar Siddique	Managing Director	Spouse of Saima Ahmed Surovy
03.	Md. Mohsin Islam	Director	Sibling of Md. Abu Bakar Siddique
04.	Jahangir Alam Ziko	Director	Sibling of Md. Abu Bakar Siddique
05.	A.S. Shameem Ahamed	Independent Director	No family relationship
06.	S.M. Hossain Reza	Independent Director	No family relationship

(e) Short Biodata of each director;



Saima Ahamed Surovy
Chairman

Saima Ahamed Surovy holds the position of Chairman at URO Agrovvet Ltd and has attained a Master of Arts degree. With 09 (nine) years of prior experience in the field of agro-based business, she possesses a strong interest in the development of the Agro and Poultry industries. With a clear vision in mind, she has undertaken the current business venture, exhibiting her exceptional leadership and management skills to attain managing success. She also serves as a Managing Director at URO Printing & Packages Ltd., URO Software & Design Ltd. and URO International Ltd. In addition to her notable accomplishments in the business world, she is also recognized for her charitable work within the local community.



Md. Abu Bakar Siddique
Managing Director

Md. Abu Bakar Siddique currently holds the position of Managing Director at the company and possesses a Master of Social Sciences degree in Economics, coupled with 23 (twenty-three) years of agro-based business experience. He embarked on his business career for intending to contribute to the generation of employment opportunities for the rural population of the country, through the establishment of potential industrial units across various domains. He initiated his journey by founding the Social & Environment Development Organization (SEDO), a government-registered organization. He is also serves as the Chairman at URO Printing & Packaging Ltd., URO Software & Design Ltd. and URO International Ltd.



Md. Mohsin Islam
Director

Md. Mohsin Islam serves as the Director of the company, and has attained a Bachelor's degree in arts and MBA. He embarked on his professional career as a business entrepreneur 14 years ago and has exhibited a strong interest in the development of Agro-based industry. He intends to establish a project under bank assistance to realize his aspirations. Md. Mohsin Islam has extensive administrative capabilities and remarkable interpersonal skills. His exceptional leadership and management skills have led to the attainment of remarkable success in his business.



Jahangir Alam Ziko
Director

Jahangir Alam Ziko holds the position of Director at the Company and began his business career by joining his family business. He aimed to contribute to the generation of employment opportunities for the rural population of the country through the establishment of potential industrial units across various domains. He has also gained expertise in the import business.



S.M. Hossain Reza
Independent Director

S.M Hossain Reza is an Independent Director at the company, who began his career with Janata Bank Ltd. as a senior officer and retired as Deputy General Manager (DGM) in 2017. He joined URO Agrovvet Limited in 2019 as an Independent Director and exhibits a strong interest in the development of the business.



A.S. Shameem Ahamed
Independent Director

A.S. Shameem Ahmed currently holds the position of Independent Director at the Company. He was born in 1958 in Khulna and holds a Master's degree in Accounting from the University of Rajshahi and a Bachelor of Laws (LL.B) degree from Northern University in Dhaka. With a wealth of experience spanning almost 35 years, he has held various positions across diverse fields, such as Assistant Commissioner, Upazial Magistrate, Assistant Director in Local Government, Upazila/Thana Nirbahi Officer, Deputy Director of the Directorate of Non-Formal Education, Deputy Director of Asrayan Bastabayan Sangstha, Additional Deputy Commissioner, Additional District Magistrate, Deputy Commissioner/District Magistrate/Collector. Furthermore, he has also worked in several ministries in different capacities, including Senior Assistant Secretary, Deputy Secretary, Joint Secretary, Project Director, and Additional Secretary. His extensive work experience also includes serving as the Head of the Rohingya Cell, Executive Member of the Bangladesh Economic Zone Authority (BEZA), Member Directing Staff of BPATC, Additional Secretary of the Bangladesh Public Service Commission, and, finally, as a Member of the Land Appeal Board.

(f) Neither the company nor any of its directors of the issuer is loan defaulter in terms of the CIB report of the Bangladesh Bank;

Neither the Company nor any of its directors is a loan defaulter in terms of the CIB report of the Bangladesh Bank.

(g) Name with position, educational qualification, date of joining in the company, last five years' experience of the Chief Executive Officer, Chief Financial Officer, Company Secretary, Advisers, Consultants, Additional and Deputy Managing Directors and All Departmental Head

Name	Position	Educational Qualification	Joining Date	Previous Employment	Overall Experience
Md. Abu Bakar Siddique	Managing Director	M.S.S (Economics)	05.05.2011	Agro Business	23
Md. Dalour Hossen Khan	Executive Director – Business Operation	M.Sc	01.09.2023	DGM (Sales) – ACI Animal Health	26
Sudip Hazra	Chief Financial Officer	M.Com & MBA (Accounting)	16.10.2018	Former Senior Accounts Manager in Cristian Service Society (CSS)	25
Saumen Kumar Dey	Company Secretary	M.Com & MBA (Finance)	16.04.2019	Former Senior Accounts Officer in Cristian Service Society (CSS)	16
Mohammed Yahia Iqbal	Marketing Director	Master of Pharmacy	01.09.2023	Marketing Manager – ACI Animal Health	25
Md. Faridul Islam	General Manager	MBA (Marketing)	05.05.2011	Own Agro Business	23
Shaik Mahmud Hasan	Factory Manager, Feni	M.A.	23.07.2012	Administrative Officer, NGO	21
Ayesha Akter Jahan	DVM	DVM, MSS, M.Sc	01.12.2023	Personal Practice	03
Dr. Progma Laboni	DVM	DVM, MSS, M.Sc	02.05.2018	Personal Practice	11
Md. Mezbauddin Ahamed	Factory Manager	DMF (Doctor of Medical Faculties)	05.05.2011	Medical Officer	20
Adv. Anjana Golder	Legal Advisor	LLB, LLM	01.01.2020	Personal Practice	12
Md. Nazmul Khan	Financial Adviser	Chartered Financial Offer (CFO), CACC (KL), ITP	01.09.2023	Personal Practice	15



SECTION - VII (B)(10)

Involvement of Directors and Officers in Certain Legal Proceedings

SECTION CONTENTS	
(a)	Any bankruptcy petition filed by or against any company of which any officer or director of the issuer company filing the prospectus was a director, officer or partner at the time of the bankruptcy;
(b)	Any conviction of director, officer in a criminal proceeding or any criminal proceeding pending against him;
(c)	Any order, judgment or decree of any court of competent jurisdiction against any director, officer permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director or officer in any type of business, securities or banking activities;
(d)	Any order of the Bangladesh Securities and Exchange Commission, or other regulatory authority or foreign financial regulatory authority, suspending or otherwise limiting the involvement of any director or officer in any type of business, securities or banking activities.

- (a) Any bankruptcy petition filed by or against any company of which any officer or director of the issuer company filing the prospectus was a director, officer or partner at the time of the bankruptcy;**

No bankruptcy petition was filed by or against any company of which any officer or director of the issuer company filing the prospectus was a director, officer or partner at the time of the bankruptcy.

- (b) Any conviction of the director, officer in a criminal proceeding or any criminal proceeding pending against him;**

No conviction of director, or officer in a criminal proceeding or any criminal proceeding pending against him.

- (c) Any order, judgment or decree of any court of competent jurisdiction against any director, officer permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director or officer in any type of business, securities or banking activities;**

There is no order, judgment, or decree of any court of competent jurisdiction against any director, or officer permanently or temporarily enjoining, barring, suspending, or otherwise limiting the involvement of any director or officer in any type of business, securities, or banking activities.

- (d) Any order of the Bangladesh Securities and Exchange Commission, or other regulatory authority or foreign financial regulatory authority, suspending or otherwise limiting the involvement of any director or officer director in any type of business, securities or banking activities.**

There is no order of the Bangladesh Securities and Exchange Commission, or other regulatory authority or foreign financial regulatory authority, suspending or otherwise limiting the involvement of any director or officer director in any type of business, securities, or banking activities.



SECTION - VIII (B)(11)

Certain Relationships and Related Transactions

SECTION CONTENTS	
(a)	Any director or executive officer of the issuer;
(b)	Any director or officer;
(c)	Any person owning 5% or more of the outstanding shares of the issuer;
(d)	Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;
(e)	Any transaction or arrangement entered into by the issuer or its subsidiary for a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;
(f)	Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan;
(g)	Any director holding any position, apart from being a director in the issuer company, in any company, society, trust, organization, or proprietorship or partnership firm;
(h)	All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary.

The prospectus shall contain a description of any transaction during the last two years, or any proposed transactions, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely;-

(a) Any director or executive officer of the issuer;

The Company did not have any transaction with any directors or executive officer of the issuer except board meeting fees and remuneration paid for their service respectively.

(b) Any director or officer

The Company did not have any transaction with any directors or officer of the issuer except board meeting fees and remuneration paid for their service respectively.

(c) Any person owning 5% or more of the outstanding shares of the issuer;

The Company did not have any transaction with any person owning 5% or more shares of the outstanding shares of the issuer except the directors.

(d) Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;

The Company did not have any transaction with any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons except the directors.

(e) Any transaction or arrangement entered into by the issuer or its subsidiary for a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;

There was no transaction or arrangement entered into by the issuer or its subsidiary for a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;

(f) Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan;

There were no loans either taken or given from or to any director or any person connected with the director.

(g) Any director holding any position, apart from being a director in the issuer company, in any company, society, trust, organization, or proprietorship or partnership firm;

Directors of the Company do not hold any position in any company, society, trust, organization, proprietorship, or partnership firm except as mentioned in the table below:

Sl.	Name of Director	Designation in URO Agrovot	Directorship/Ownership with Other Companies	
			Companies	Position
01.	Saima Ahamed Surovy	Chairman	URO Printing & Packaging Ltd.	Managing Director
			URO Software & Design Ltd.	Managing Director
			URO International Ltd.	Managing Director
02.	Md. Abu Bakar Siddique	Managing Director	URO Printing & Packaging Ltd.	Director
			URO Software & Design Ltd.	Chairman
			URO International Ltd.	
03.	Md. Mohsin Islam	Director	URO Printing & Packaging Ltd.	Chairman

			URO Software & Design Ltd.	Director
			URO International Ltd.	
04.	Jahangir Alam Ziko	Director	URO Printing & Packaging Ltd.	Director
			URO Software & Design Ltd.	

(h) All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary;

The directors did not enjoy any other pecuniary benefits except the remuneration and board meeting fees.

The Managing Director of the Company enjoys the car facilities as non-pecuniary benefits.



SECTION - IX (B)(12)

Executive Compensation

SECTION CONTENTS	
(a)	The total amount of remuneration paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer
(b)	The aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year
(c)	The amount of remuneration paid to any director who was not an officer during the last accounting year
(d)	Any contract with any director or officer providing for the payment of future compensation
(e)	If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto



(a) The total amount of remuneration paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer;

The following table shows the total remuneration paid to the top 5 (five) salaried officers during the period from 1st July 2023 to 31st December 2023.

Name of the Officer	Designation	Total Remuneration
Md. Dalour Hossen Khan	Executive Director – Business Operation	1,200,000
Mohammed Yahia Iqbal	Marketing Director	480,000
Md. Faridul Islam	General Manager	540,000
Sudip Hazra	Chief Financial Officer	360,000
Md. Mezbauddin Ahamed	Factory Manager	330,000

(b) Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year;

The aggregate amount of remuneration paid to all directors and officers during the period from 1st July 2023 to 31st December 2023 is shown in the table below:

Particulars	Amount in BDT
Directors	2,016,000
Officers	16,348,066

(c) The amount of remuneration paid to any director who was not an officer during the last accounting year;

No remuneration was paid to any director during the period 1st July 2023 to 31st December 2023, who was not an officer except the following directors mentioned in the table below:

Name	Position	Purpose	Amount in BDT
Saima Ahamed Surovy	Chairman	Remuneration	348,000
		Board Meeting Fees	3,000
Md. Abu Bakar Siddique	Managing Director	Remuneration	540,000
		Board Meeting Fees	3,000
Md. Jahangir Alam	Director	Remuneration	288,000
		Board Meeting Fees	3,000
Md. Mohsin Islam	Director	Remuneration	288,000
		Board Meeting Fees	3,000
S. M. Hossain Reza	Independent Director	Remuneration	276,000
		Board Meeting Fees	3,000
A.S Shameem Ahamed	Independent Director	Remuneration	276,000
		Board Meeting Fees	3,000
Total			2,034,000

(d) Any contract with any director or officer providing for the payment of future compensation.

There is no contract with any director or officer providing for the payment of future compensation.

(e) If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto.

The Issuer has no intention to substantially increase the remuneration paid to its directors and officers in the current year.



SECTION - X (B)(13)

Options Granted to Directors, Officers, and Employees

SECTION CONTENTS	
(a)	The following information shall be given in the prospectus in respect of any option held by each director, the salaried officers, and all other officers as a group, namely:-
(b)	If such options are held by any person other than the directors, and the officers of the issuer company, the following information shall be given in the prospectus, namely:-

(a) The following information shall be given in the prospectus in respect of any option held by each director, the salaried officers, and all other officers as a group, namely;—

- (i) The date on which the option was granted;
- (ii) The exercise price of the option;
- (iii) The number of shares or stock covered by the option;
- (iv) The market price of the shares or stock on the date the option was granted;
- (v) The expiration date of the option.

(b) If such options are held by any person other than the directors, and the officers of the issuer company, the following information shall be given in the prospectus, namely:-

- (i) The total number of shares or stock covered by all such outstanding options;
- (ii) The range of exercise prices;
- (iii) The range of expiration dates;

URO Agrovet Limited did not grant any options to its director, salaried officers, and all other employees as a group or any person other than the directors and officers of the Company to issue shares.



SECTION - XI (B)(14)

Transaction With the Directors and Subscribers to The Memorandum

SECTION CONTENTS	
(a)	The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received by the issuer during the last five years or to be received by each of the above persons, directly or indirectly, from the issuer and the nature and amount of any assets, services or other consideration received or to be received by the issuer shall be stated in the prospectus;
(b)	If any assets were acquired or are to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within two years prior to their transfer to the issuer, the cost thereof paid to the subscribers to the memorandum shall also have to be shown therein.

(a) The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received by the issuer during the last five years or to be received by each of the above persons, directly or indirectly, from the issuer and the nature and amount of any assets, services or other consideration received or to be received by the issuer shall be stated in the prospectus;

The Directors and Subscribers to the Memorandum have not received any benefit except remuneration and board meeting fees during the last 5 (five) years which is mentioned in the table below:

Name	Position	Purpose	Amount in BDT					
			31.12.2023	30.06.2023	30.06.2022	30.06.2021	30.06.2020	30.06.2019
Saima Ahamed Surovy	Chairman	Remuneration	348,000	696,000	658,000	600,000	-	530,000
		Board Meeting Fees	3,000	6,000	7,000	6,000	6,000	10,000
Md. Abu Bakar Siddique	Managing Director	Remuneration	540,000	1,080,000	1080,000	1,065,148	901,771	993,750
		Board Meeting Fees	3,000	6,000	7,000	6,000	6,000	10,000
Md. Jahangir Alam	Director	Remuneration	288,000	576,000	576,000	568,486	485,833	530,000
		Board Meeting Fees	3,000	6,000	7,000	6,000	6,000	10,000
Md. Mohsin Islam	Director	Remuneration	288,000	576,000	576,000	568,486	485,833	662,500
		Board Meeting Fees	3,000	6,000	7,000	6,000	6,000	10,000
S. M. Hossain Reza	Independent Director	Remuneration	276,000	552,000	552,000	546,486	485,833	530,000
		Board Meeting Fees	3,000	6,000	7,000	6,000	6,000	10,000
A.S Shameem Ahamed	Independent Director	Remuneration	276,000	552,000	552,000	506,000	-	-
		Board Meeting Fees	3,000	6,000	7000	6,000	-	-

(b) If any assets were acquired or are to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within two years prior to their transfer to the issuer, the cost thereof paid to the subscribers to the memorandum shall also have to be shown therein;

No assets were acquired or are to be acquired from the aforesaid people.



SECTION - XII (B)(15)

Tangible Assets Per Share

The prospectus shall show the net tangible asset backing per unit of the securities being offered at the date of the latest statement of financial position contained or referred to in the prospectus.

A. Tangible Assets:

Particulars	Amount in BDT As on 31-Dec-2023
Property, Plant and Equipment	166,978,492
Right-of-use (ROU) assets	5,048,229
Inventories	134,367,818
Trade Receivables	107,616,886
Advances, Deposits and Prepayments	43,023,019
Advance Income Tax	30,899
Cash and Cash Equivalents	2,443,094
Total Tangible Assets:	459,508,437

B. Liabilities:

Particulars	Amount in BDT As on 31-Dec-2023
Non-current Liabilities	6,291,483
Current Liabilities	22,353,235
Total Liabilities:	28,644,718

C)	Net Tangible Assets (A-B)	430,863,719
D)	Total No. of Outstanding Share	33,692,077
E)	Net Tangible Assets Per Share (C/D)	12.78



SECTION - XIII (B)(16)

Ownership of The Company's Securities

SECTION CONTENTS	
(a)	The prospectus shall disclose, in tabular form, the name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the number of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership
(b)	There shall also be a table in the prospectus showing the number of shares of the issuer's securities owned by each director, each of the top ten salaried officers, and all other officers as a group, indicating the percentage of outstanding shares represented by the shares owned

(a) The name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the number of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership

Sl. No.	Name Of Shareholder	Address	No of Shares Owned	Shareholding (%) Before IQ10
01.	Md. Abu Bakar Siddique	House-124, South Baniakhmar Main Road, Post- Khulna University- 9208, Sonadanga, Khulna City Corporation, Khulna.	9,007,033	26.73%
02.	Bluechip Securities Ltd	House No: 10, Road No: 13, Baridhara, Post: Gulshan- 1212, Dist:, Dhaka, Bangladeshi	2,878,304	8.54%
03.	Mrs. Shahnaz Rahman	House- 10, Road- 13, Baridhara, Post-Gulshan- 1212, Dhaka City Corporation, Dhaka.	2,878,304	8.54%
04.	Mrs. Tazreen Rahman	House- 27, Road- 13, Baridhara, Post-Gulshan- 1212, Dhaka City Corporation, Dhaka.	2,878,304	8.54%
05.	Mrs. Nahreen Rahman	House- 10, Road- 13, Baridhara, Post-Gulshan Model Town- 1212, Gulshan, Dhaka City Corporation, Dhaka.	2,878,304	8.54%
06.	URO International Ltd.	193, Sher-E- Bangla Road, Sonadanga, Khulna, PO: 9100	2,285,933	6.78%

(b) The number of shares of the issuer's securities owned by each director, each of the top ten salaried officers, and all other officers as a group, indicating the percentage of outstanding shares represented by the shares

SL. No.	Name	Position	No of Shareholding	Shareholding (%)
01.	Saima Ahamed Surovy	Chairman	1,466,252	4.35%
02.	Md. Abu Bakar Siddique	Managing Director	9,007,033	26.73%
03.	Md. Mohsin Islam	Director	1,678,118	4.98%
04.	Jahangir Alam Ziko	Director	1,306,252	3.88%
05.	S. M. Hossain Reza	Independent Director	23,027	0.07%
06.	Md. Dalour Hossain Khan	Executive Director - Business Operation	400,000	1.19%

Except for the abovementioned directors and officers, no officers of URO Agrovat Limited owned any securities of the Company.



SECTION - XIV (B)(17)

Determination of Offering price

SECTION CONTENTS	
(a)	If ordinary shares are being offered, the factors to be considered in determining the offering price shall be set forth in the prospectus
(b)	If the issue price of the ordinary share is higher than the par value thereof, justification of the premium shall be stated with reference to all of the followings:-

A. If ordinary shares are being offered, the factors to be considered in determining the offering price shall be set forth in the prospectus

URO Agrovet Limited, in consultation with the Issue Manager, has determined that the issue price of Ordinary Shares for the Initial Qualified Investor Offer is Tk. 10 each (at par). The following qualitative and quantitative factors are considered to set the issue price.

Qualitative Factors:

1.	Quality Products	:	The Company manufactures and markets quality livestock medicine, feed and feed additive products that increase sales volume over the years.
2.	Product line variety	:	The company offers a diverse range of product lines, encompassing various varieties that serve different market segments.
3.	Modern Machinery	:	The company utilizes modern machinery to streamline its operations.
4.	Technology	:	The company is equipped with state-of-the-art tools and technologies to boost its production capabilities.
5.	Dedicated Workforce	:	The company boasts a dedicated team of human resources.
6.	Board of Director	:	The company is led by an insightful and visionary Board of Directors.
7.	Steady Growth	:	The consistent rise in demand for ready-feed products, feed additives and livestock medicine indicates promising growth prospects for the company in the future. Additionally, the company is well-positioned to capture a larger market share through the expansion of its production facilities.

Quantitative Factors:

The Company considered Net asset value per share and Net Tangible Asset Value per share to determine the Issue Price.

The Net Assets Value per Share is shown in the table below:

Particulars	Amount in BDT As on 31-Dec-2023
Total assets	460,008,418
Less: Total liabilities	28,644,718
A. Net assets	431,363,700
B. Number of ordinary shares outstanding	33,692,077
Net asset value (NAV) per share (A/B)	12.80

The Net Tangible Asset per Share is shown in the table below:

a) Tangible Assets:

Particulars	Amount in BDT As on 31-Dec-2023
Property, Plant and Equipment	166,978,492
Right-of-use (ROU) assets	5,048,229
Inventories	134,367,818
Trade Receivables	107,616,886
Advances, Deposits and Prepayments	43,023,019
Advance Income Tax	30,899
Cash and Cash Equivalents	2,443,094
Total Tangible Assets	459,508,437

b) Liabilities:

Particulars	Amount in BDT As on 31-Dec-2023
Non-current Liabilities	6,291,483
Current Liabilities	22,353,235
Total Liabilities:	28,644,718

C)	Net Tangible Assets (A-B)	430,863,719
D)	Total No. of Outstanding Share	33,692,077
E)	Net Tangible Assets Per Share (C/D)	Tk. 12.78

B. If the issue price of the ordinary share is higher than the par value thereof, justification of the premium shall be stated with reference to all of the followings:-

The Company has determined the issue price of ordinary shares is Tk. 10 (ten) each at par. Therefore, this section is not applicable for the company.



SECTION - XV (B)(18)

Description of Securities Outstanding or Being Offered

SECTION CONTENTS	
(a)	Describe any dividend, voting and preemption rights of any common stock outstanding or being offered
(b)	Describe the dividend, voting, conversion and liquidation rights, as well as redemption or sinking fund provisions, of any preferred stock outstanding or being offered
(c)	If there are any limitations on the payment of dividends to common or preferred stockholders because of provisions in debt instruments or otherwise, explain such limitations
(d)	Describe any other material rights of the common or preferred stockholders

(a) Describe any dividend, voting and preemption rights of any common stock outstanding or being offered

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividends in terms of the relevant provisions of the Companies Act, 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, the election of Directors & Auditors and other usual agenda of General Meeting-Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote, and on a poll, every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled to the Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

(b) Describe the dividend, voting, conversion and liquidation rights, as well as redemption or sinking fund provisions, of any preferred stock outstanding or being offered

In terms of the provisions of the Companies Act, 1994, Articles of Association of the Company, and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering the transfer of shares. No transfer shall be made to a firm, an infant, or a person of unsound mind.

(c) If there are any limitations on the payment of dividends to common or preferred stockholders because of provisions in debt instruments or otherwise, explain such limitations

There is no limitation in payment of the dividend is stipulated in any debt instrument. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. The Company in the general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. Also, no dividend shall be paid otherwise than out of profit of the year or year other undistributed profits. The Directors may retain any dividend on which the Company has a lien, to the extent of the debts, liabilities, or engagements in respect of which the lien exists, and may apply the same in or towards the satisfaction of such debt's liabilities or engagements.

(d) Describe any other material rights of the common or preferred stockholders.

In terms of the provisions of the Companies Act, 1994, Articles of Association of the Company, and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law & International Accounting Standards. Financial statements will be prepared in accordance with the International Accounting Standards are consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and International Accounting Standards to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statements and reports, audited as well as unaudited, published by the company from time to time.

The shareholder holding a minimum of 10% shares of the paid-up capital of the company shall have the right to requisition an extraordinary General Meeting of the company as provided for the section 84 of the Companies Act, 1994.



SECTION - XVI (B)(19)

Financial Statement Requirements

SECTION CONTENTS	
(a)	The financial statements prepared and audited in adherence to the provisions of the Securities and Exchange Rules, 2020
(b)	Information as is required under section 186 of কোম্পানি আইন, ১৯৯৪ relating to holding company
(c)	Selected ratios on liquidity, profitability and solvency of the issuer as specified in Annexure D
(d)	The issuer shall include comparative income statements and balance sheet and aforementioned ratios for immediately preceding five accounting years of the issuer in the prospectus. If the company has been in existence for less than five years, the above -mentioned inclusion and submission will have to be made for the period of existence of the company

(a) The financial statements prepared and audited in adherence to the provisions of the Securities and Exchange Rules, 2020

**Independent Auditor's Report
To the Shareholders' of
URO AGROVET LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **URO AGROVET LIMITED** ("the Company"), which comprise the Statement of Financial Position as at 31 December 2023, and along with the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity, and Statement of Cash Flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act, 1994; the Securities and Exchange Rules, 2020 and other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significant in the audit of the financial statements of the current period. Those matters were addressed in the context of the audit of the financial statements as a whole, and in forming the auditor's opinion thereon, and we do not provide separate opinion on these matters. For each matters below, our description of how our audit addressed the matter in provided in that context.

We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the financial statement 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 risk of materials misstatement of the financial statement. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying financial statement.

Risk	Our Response
Revenue Recognition	
At the period ended, the Company's reported total revenue of Tk. 278,416,275. Revenue is measured net of trade discount and VAT. Time of revenue recognition is matter. The revenue may overstate for the early recognition to achieve the desire result.	We have tested the design and operating effectiveness of key controls focusing on the following: ➤ Policy of revenue recognition; ➤ Issuance of VAT Return; ➤ Segregation of duties in invoice creation and modification; and ➤ Timing of revenue recognition. Our substantive procedures in relation to the revenue recognition comprises the following:

	<ul style="list-style-type: none"> ➤ Obtaining supporting documentation for sales transactions recorded either side of period end as well as credit notes issued after the period end date to determine whether revenue was recognized in the correct period; ➤ VAT is correctly dealt with; ➤ Critically assessing manual journals posted to revenue to identify unusual or irregular items; and ➤ Assessed the appropriateness presentation of disclosures against relevant accounting standards.
Please see the notes no. 20.00 in this financial statements	
Valuation of Inventories	
<p>The balance of inventory of the Company at the period ended was Tk. 134,367,818 held in the Company's warehouse.</p> <p>Inventories are carried at the lower of cost and net realizable value. As a result, the Directors apply judgment in determining the appropriate values for slow-moving or obsolete items.</p>	<p>We challenged the appropriateness of management's assumptions applied in calculation the value of the inventory and related provisions by:</p> <ul style="list-style-type: none"> ➤ Evaluating the design and implementation of key inventory controls operating across the Company in respect of inventory management; ➤ We could not attend physical counting of inventory as our appointment was postdated. But during the course of our audit we have counted the inventory on test basis and reconciled the balance with the balance as on 31.12.2023; ➤ To review the inventory costing procedures and methodology; ➤ Comparing the net realization value, obtained through a detailed review of sales subsequent to the period-end, to the cost price of a sample of inventories and comparison to the associated provisions are complete; ➤ Review the historical accuracy of inventory provisioning, and the level of inventory write-off during the period; and ➤ Challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow moving/obsolete stock are valid and complete.
Please see the notes: 07.00 in the financial statements	
Deferred Tax	
<p>The balance of reported deferred tax liability of the Company was Tk. 4,140,549 as on 31 December 2023.</p> <p>Significant judgment is required in relation to deferred tax assets 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 Company's key controls over the recognition and measurement of Deferred Taxes.</p> <p>We have assessed the appropriateness of the carrying amounts of net asset value as per tax base and accounting base.</p> <p>Also, we examined the accounting treatment of deferred tax.</p>
Please see the note 14.00 in this financial statements	

Other Information

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

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs as explained, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error. The Companies Act, 1994 requires the Management to ensure effective internal audit, internal control and risk management functions of the Company.

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 but not for the purpose of expressing an opinion on effectiveness of the company's internal control,
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements.

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 provided those charged with governance with a statement that we have complied with relevant ethical requirement regarding independence, and to communication with them all relationship and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances. We determined that a matter should not be communicated in our report because the adverse consequences of doing so would responsibly be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

In accordance with International Financial Reporting Standards (IFRSs), the Companies Act, 1994 the Securities and Exchange Rules, 2020 other applicable laws and regulations. We also report the following:

- 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 as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c) the Company's statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and return; and
- d) The expenditure incurred was for the purposes of the Company's business.

Place: Dhaka
Dated: April 20, 2024

Sd/-
(Md. Abdur Rashid, FCA)
Partner
FAMES & R
Chartered Accountants
DVC: 2404200474AS623423

URO Agrovat Limited
Statement of Financial Position
As at 31 December, 2023

Particulars	Notes	Amount in BDT	
		31-Dec-2023	30-Jun-2023
Assets			
Non-current Assets		172,526,702	159,458,579
Property, Plant and Equipment	4.00	166,978,492	158,089,919
Intangible Assets	5.00	499,981	555,535
Right-of-use (ROU) assets	6.00	5,048,229	813,125
Current Assets		287,481,716	274,631,132
Inventories	7.00	134,367,818	136,990,524
Trade Receivables	8.00	107,616,886	96,121,421
Advances, Deposits and Prepayments	9.00	43,023,019	29,913,619
Advance Income Tax	10.00	30,899	106,392
Cash and Cash Equivalents	11.00	2,443,094	11,499,176
Total Assets		460,008,418	434,089,711
Shareholders' Equity and Liabilities			
Shareholders' Equity		431,363,700	403,813,991
Share Capital	12.00	336,920,770	336,920,770
Retained Earnings	13.00	94,442,930	66,893,221
Non-current Liabilities		6,291,483	3,813,471
Deferred Tax Liability	14.00	4,140,549	3,813,471
Lease liability (non-current portion)	15.00	2,150,934	-
Current Liabilities		22,353,235	26,462,249
Lease liability (current portion)	15.00	653,479	540,638
Trade and Other Payables	16.00	8,128,499	11,160,941
Accrued Expenses	17.00	4,639,829	4,676,404
Provision For Income Tax	18.00	4,682,928	7,463,753
Workers' Profit Participation Fund	19.00	4,248,499	2,620,513
Total Shareholders' Equity and Liabilities		460,008,418	434,089,711
Net Asset Value per Share (NAV)	28.00	12.80	11.99

The annexed notes form an integral part of these financial statements.

Sd/-
Director

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Dated: April 20, 2024

Sd/-
(Md. Abdur Rashid, FCA)
Partner
Chartered Accountants
FAMES & R
DVC: 2404200474AS623423

URO Agrovet Limited
Statement of Profit or Loss and Other Comprehensive Income
For the period of 01 July'23 to 31 Dec'23

Particular	Notes	Amount in BDT		Amount in BDT	
		01 July 2023 to 31 December 2023	01 July 2022 to 31 December 2022	01 July 2023 to 30 September 2023	01 July 2022 to 30 September 2022
Revenue	20.00	278,416,275	281,676,244	135,068,612	140,422,943
Cost of Sales	21.00	(203,288,670)	(208,220,058)	(99,550,422)	(102,544,046)
Gross Profit		75,127,605	73,456,186	35,518,190	37,878,897
Operating Expenses		(40,855,061)	(43,474,702)	(20,250,771)	(21,701,440)
Administrative Expenses	22.00	(10,630,464)	(9,899,459)	(5,038,473)	(4,913,818)
Marketing & Selling Expenses	23.00	(30,224,597)	(33,575,243)	(15,212,299)	(16,787,622)
Profit from Operations		34,272,544	29,981,484	15,267,419	16,177,458
Other Income	24.00	46,353	40,988	-	-
Financial Expenses	25.00	(131,197)	(87,424)	(15,827)	(41,454)
Profit before Income Tax & WPPF		34,187,701	29,935,048	15,251,592	16,136,004
Contribution to WPPF	19.00	(1,627,986)	(1,425,478)	(726,266)	(768,381)
Profit before Income Tax		32,559,715	28,509,570	14,525,326	15,367,623
Income Tax Expenses		(5,010,006)	(3,901,290)	(2,402,693)	(2,849,743)
Current Tax	26.00	(4,682,928)	(3,502,355)	(2,367,947)	(2,650,275)
Deferred Tax Income / (Expenses)	14.00	(327,078)	(398,935)	(34,746)	(199,468)
Net Profit after Tax		27,549,709	24,608,280	12,122,633	12,517,880
Other Comprehensive Income/(Loss)		-	-	-	-
Total Comprehensive Income for the Year		27,549,709	24,608,280	12,122,633	12,517,880
Earnings Per Share (EPS)	27.00	0.82	0.73	0.36	0.37

The annexed notes form an integral part of these financial statements.

Sd/-
Director

Sd/-
Chief Financial Officer

Sd/-
Managing Director

Sd/-
Company Secretary

Sd/-
Chairman

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Dated: April 20, 2024

Sd/-
(Md. Abdur Rashid, FCA)
Partner
Chartered Accountants
FAMES & R
DVC: 2404200474AS623423

URO Agrovat Limited
Statement of Changes in Equity
For the period of 01 July'23 to 31 Dec'23

Particulars	Share Capital	Retained Earnings	Total
Balance as at 01 July, 2023	336,920,770	66,893,221	403,813,991
Addition during the year	-	-	-
Net profit/(Loss) after tax for the year		27,549,709	27,549,709
Balance as at 31 December,2023	336,920,770	94,442,930	431,363,700

Statement of Changes in Equity
For the year ended 30 June, 2023

Particulars	Share Capital	Retained Earnings	Total
Balance as at 01 July, 2022	336,920,770	135,488,247	472,409,017
Less: Prior year Adjustment	-	(113,382,952)	(113,382,952)
Net profit/(Loss) after tax for the year		44,787,926	44,787,926
Balance as at 30 June, 2023	336,920,770	66,893,221	403,813,991

The annexed notes form an integral part of these financial statements.

Sd/-
Director

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Dated: April 20, 2024

Sd/-
(Md. Abdur Rashid, FCA)
Partner
Chartered Accountants
FAMES & R
DVC: 2404200474AS623423

URO Agrovvet Limited
Statement of Cash Flows
For the period of 01 July'23 to 31 Dec'23

Particular	Notes	Amount in BDT	
		01 July 2023 to 31 December 2023	01 July 2022 to 31 December 2022
Cash Flows from Operating Activities (A)			
Cash Received from Customers & Other Income	35	266,967,164	393,600,806
Cash Paid to Suppliers, Creditors, Employees and Expenses	36	(254,300,944)	(385,033,361)
Cash Generated from Operation		12,666,220	8,567,445
Income Tax Paid	37	(7,388,260)	(7,820,055)
Financial Expenses	25	(131,197)	(87,424)
Net Cash Generated from Operating Activities		5,146,763	659,966
Cash Flows from Investing Activities (B)			
Acquisition of Property, Plant and Equipment	Ann-i	(11,566,620)	(290,000)
Acquisition of Right of Use (ROU) Asset	Ann-iii	(4,900,000)	-
Net Cash Used in Investing Activities		(16,466,620)	(290,000)
Cash Flows from Financing Activities (C)			
Inflow/Outflow Finance Lease		2,263,775	(168,215)
Net Cash Used in Financing Activities		2,263,775	(168,215)
Net Increase/(Decrease) Cash and Cash Equivalents (D=A+B+C)		(9,056,082)	201,751
Cash and Cash Equivalents at the Beginning of the period		11,499,176	8,248,255
Cash and Cash Equivalents at the End of the Year (F=D+E)		2,443,094	8,450,006
Net Operating Cash Flows Per Share (NOCFPS)- Basic		0.15	0.02

Sd/-
Director

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

URO Agrovet Limited
Notes to the Financial Statements
For the period of 01 July'23 to 31 Dec'23

1.00 Corporate History of the Reporting Entity

1.01 Legal Status of the Entity

URO Agrovet Limited (The Company) was incorporated in Bangladesh as a Private Limited Company under The Companies Act, 1994 vide Registration No. KHC-971/ 11 dated: May 05, 2011.

URO Agrovet Limited (The Company) converted into Public Limited Company under The Companies Act, 1994 (Act. XVIII of 1994. vide Issue No.: 173(7). Dated: 23.10.2017.

1.02 Address of the Registered Office and Factory

The Corporate Head Office of the company is situated at 46, KDA Avenue, Jibon Bima Bhaban (4th Floor), Khulna-9100. The Factory is located at Plot No. 13,14 BSCIC Industrial Area, Nijkunjora, Chagolnaia, Feni. The new expansion factory located at Guptomari, Choyghoriya, Batiaghata, Khulna, Bangladesh.

1.03 Nature of the Business Activities

The principal activities and the nature of the business of the company is to manufacture and supply high-quality Poultry Feed, Fish Feed, Cattle Feed, Veterinary medicine, and feed supplements. Also, the company is one of the renowned manufacturers of the animal health sector in the South Bengal area in Bangladesh. With the highest level of product quality and services.

1.04 Licenses, Registration and Approval of Different Authority

License & Registration achieved from: Office of the Chief Controller of Export & Import, Dhaka City Corporation, Khulna City Corporation, Gopal Union Parishad, Customs, Excise & VAT Commissionerate, Dhaka (South), National Board of Revenue, etc.

Approval & certification received from: Department of Environment, Department of Labour, Department of Fire Service & Civil Defense, Department of Patent, Design & Trademark, Director General of Health Services, Bangladesh Investment Development Authority (ex. Board of Investment), Bangladesh Small & Cottage Industries Corporation (BSCIC), Department of Livestock services, etc.

1.05 Capital Structure of the Company

URO Agrovet Limited is a Public Limited Company formed by local owners. The details of the capital structure are given below:

Particulars	Amount (BDT)
Authorized Capital	
100,000,000 Ordinary Shares of Tk. 10.00 each	1,000,000,000
Paid Up Capital	
33,692,077 Ordinary Shares of Tk. 10.00 each	336,920,770

2.00 Basis of Preparation, Presentation and Disclosures of Financial Statements

These financial statements have been prepared by International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules 2020, relevant guidelines issued by the Bangladesh Securities and Exchange Commission, Financial Reporting Act, 2015 and other applicable laws in Bangladesh.

2.01 Statement of Compliance

These financial statements have been prepared and the disclosure of information are made in accordance with International Accounting Standards (IASs) and the International Financial Reporting Standards (IFRSs), the Companies Act, 1994, the Securities and Exchange Ordinance 1969, the Securities and Exchange Rules 2020 and other relevant local Laws as applicable . The statement of financial position and the statement of profit or loss and other comprehensive income have been prepared according to International Accounting Standard (IAS) 1:Presentation of Financial Statements on accrual basis of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh and statement of cash flows has been

prepared according to IAS 7: Statement of Cash Flows has been presented under direct method as required by the Securities and Exchange Rules 2020.

2.02 Regulatory Compliances

As required by the company, the management complies with the following major legal provisions in addition to the Companies Act, 1994 and other applicable laws and regulations:

- a) The Income Tax Act 2023;
- c) The Value Added Tax and Supplementary Duty Act 2012;
- d) The Value Added Tax and Supplementary Duty Rules 2016;
- e) The Customs Act, 1969;
- f) Bangladesh Labor Law, 2006 (Amended up to 2013);
- g) The Securities and Exchange Rules, 2020.

2.03 Measurement Bases used in preparing the Financial Statements

Measurement is the process of determining the monetary amounts at which the elements of the Financial Statements are to be recognized and carried in the statement of financial position and profit or loss and other comprehensive income. The measurement basis adopted by the Company is historical cost of inventories are at the lower of cost and net realizable value and marketable securities (if any) are at market value. Under the historical cost, assets are recorded at the amount of cash or cash equivalents paid or the fair value of the consideration given to acquire them at the time of their acquisition. Liabilities are recorded at the amount of proceeds received in exchange for the obligation, or in some circumstances (for example, income taxes), at the amounts of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business. The Financial Statements have been prepared on a going concern basis under the historical cost convention applying accrual basis of accounting in accordance with the International Financial Reporting Standards (IFRS)

2.04 Compliance with the IAS and IFRS

Sl. No.	Name of the IAS	IAS's/IFR's No.	Compliance Status
1	Presentation of Financial Statements	1	Complied
2	Inventories	2	Complied
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	The Effects of Changes in Foreign Exchange Rates	21	Complied
10	Borrowing Costs	23	Complied
11	Related Party Disclosures	24	Complied
12	Earnings Per Share	33	Complied
13	Interim Financial Reporting	34	Complied
14	Impairment of Assets	36	Complied
15	Provision, Contingent Liabilities and Contingent Assets	37	Complied
16	Intangible Assets	38	Complied
17	First-time Adoption of International Financial Reporting Standards	1	Complied
18	Financial Instruments: Disclosures	7	Complied
19	Operating Segments	8	Complied
20	Financial Instruments	9	Complied
21	Fair Value Measurement	13	Complied
22	Revenue from Contracts with Customers	15	Complied
23	Lease	16	Complied

2.05 Basis for Measurement

The financial statements have been prepared on historical cost basis except for certain assets which are stated either at revalued amount or fair market value as explained in the accompanying notes and, therefore, do not take into consideration the effect of inflation.

2.06 Functional and Presentation Currency

These financial statements are presented in Bangladesh currency (Tk./Taka/ BDT), which is both the functional and the presentation currency of the Company. All financial information presented in Taka has been rounded off to the nearest integer.

2.07 Going Concern

The company has adequate resources to continue its operation for the foreseeable future. For this reasons the directors continue to adopt going concern basis in preparing the financial statements. The current credit facilities and resources of the company provides sufficient fund to meet the present requirements of its existing business.

2.08 Use of Estimates and Judgments

The preparation of financial statements are conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that year, or in the period of revision and future periods if the revision affects both current and future periods.

Information about judgments made in applying accounting policies, assumptions, estimation and uncertainties that have the most significant effects on the amounts recognized in the financial statements are included in the following notes:

Particulars	Policy Note No.	Note No.
Property, Plant and Equipment-Depreciation	3.02	4.00
Intangible assets Amortization	3.03	5.00
Inventories	3.06	7.00
Trade and Other Receivable	3.07	8.00
Income Tax Expense and deferred tax assets and liabilities	3.18	14 & 26
Provisions and Accruals	3.15	17.00
Contingent Liabilities and Contingent Assets	3.15	17.00

2.09 Reporting Period

The period of the financial statements covers period from 01 July, 2023 to 31 December, 2023.

2.10 Component of Financial Statements

The components of these financial statements in accordance with the framework of IAS 1: Presentation of financial statements comprises the following;

- i) Statement of Financial Position;
- ii) Statement of Profit or Loss and Other Comprehensive Income;
- iii) Statement of Changes in Equity;
- iv) Statement of Cash Flows;
- v) Notes, comprising a summary of significant accounting policies and other explanatory information;
- and
- vi) Comparative information in respect of the preceding period.

2.11 Books of Account

The Company maintains its books of accounts in electronic form through in customized FIS (Financial Information System) software and use the financial modules including inter alia General Ledger, Accounts Payables, Accounts Receivables, Fixed Assets, Cash Management, Inventory, Order

Management, Advance Pricing, Purchasing and Landed Cost Management as well as the customized FIS (Financial Information System) software.

2.12 Comparative Information and Its Rearrangement

Comparative information have been disclosed in respect of the previous year for all numerical information in the financial statements including narrative and descriptive information when it is relevant for understanding of the current year's financial statements.

Previous year's figure has been re-arranged and restated whenever considered necessary to ensure comparability with the current year's presentation as per IAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors".

3.00 Summary of Significant Accounting Policies

In preparing and presenting these financial statements, the significant accounting policies selected and applied by the Company for its significant transactions and events that have material effect within the framework of IAS-1: Presentation of Financial Statements have been consistently applied throughout the period and were also consistent with those used in earlier period.

For better understanding of the users of these financial statements, these accounting policies are set out below in one place as prescribed by the IAS-1: Presentation of Financial Statements. The recommendations of IAS-1 relating to the format of financial statements were also taken into consideration for fair presentation. The details of significant accounting policies are set out below:

- 3.01 Consistency of significant accounting policies
- 3.02 Property, Plant and Equipment
- 3.03 Intangible Assets
- 3.04 Leases
- 3.05 Right-of-use (ROU) assets
- 3.06 Inventories
- 3.07 Trade and Others Receivables
- 3.08 Revenue Recognition
- 3.09 Non-Operating Income
- 3.10 Finance Income and Finance Expense
- 3.11 Measurement of Fair Values
- 3.12 Statement of Cash Flows
- 3.13 Advances, Deposits and Prepayments
- 3.14 Cash and Cash Equivalents
- 3.15 Provisions, Contingent Liabilities and Contingent Assets
- 3.16 Earnings Per Share (EPS)
- 3.17 Employee Benefits
- 3.18 Income Tax Expense and deferred tax assets and liabilities
- 3.19 Responsibility for preparation and presentation of financial statements
- 3.22 Events after the reporting period

3.01 Consistency of significant accounting policies

Unless otherwise stated, the accounting policies and methods of computation as stated below have been used in the preparation of Financial Statements for the period from 01 July 2023 to 31 December 2023.

3.02 Property, Plant and Equipment

i) Recognition and Measurement

An item of property, plant and equipment that qualifies for recognition as an asset is initially recognized at its cost of acquisition and subsequently stated at cost less accumulated depreciation and impairment losses, if any, in accordance with IAS-16: Property, Plant and Equipment. The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner.

Maintenance, renewals and betterment that enhance the economic useful life of the property, plant and equipment that improve the capacity and quality or reduce substantially the operating cost or administration expenses are capitalized by adding it to the related property, plant and equipment. If any significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items of property, plant and equipment.

ii) Cost model

The company follow cost model to property, plant & equipment and shall be carried at its cost less accumulated depreciation and any accumulated impairment losses except for freehold land and buildings.

iii) Subsequent Costs and maintenance of activities

The cost of replacing or up-gradation of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits associated with the item will flow to the company and its cost can be measured reliably. The carrying amount of the replaced component is derecognized. The costs of the day to day servicing of property, plant and equipment are recognized in profit or loss and other comprehensive income.

iv) Depreciation

Depreciation on all PPE other than Land & Land development has been charged when the PPE was available for use and is computed using the reducing balance method so as to write off the assets over their expected useful life.

After considering the useful life of PPE as per IAS-16, the annual depreciation & amortization rates have been applied as under which is considered reasonable by the management. Mentionable also here that, the company follows a allocation of depreciation charge over the fixed and intangible assets between the factory and administrative operation.

Particulars	Dep. Rate
Land & Land Development	0%
Building & Civil Construction	5%
Furniture & Fixture	10%
Plant & Machinery	10%
Motor Vehicle	10%
Office Equipment	10%

v) Impairment

The carrying value of the Company's assets is reviewed to determine whether there is any indication of impairment at the reporting date. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of the assets or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss and other comprehensive income in the year concerned.

vi) Derecognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit or loss and other comprehensive income as applicable. When revalued assets are disposed off, the amounts included in the revaluation surplus are transferred to retained earnings.

3.03 Intangible Assets

i) Recognition and Measurement

Intangible assets that are acquired by the company and have finite useful lives are initially measured at their cost of acquisition and subsequently stated at their cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized when all the conditions for recognition as per IAS 38: Intangible Assets are met. The cost of an intangible asset comprises purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the asset for its intended use.

The company has an agreement to supply required software from its sister unit namely "URO Software & Design Limited". Under the same agreement, the company is also maintaining a maintenance agreement with the same supplier. Additionally, presently the company is also availing IT related supports from the same sister unit.

No intangible asset arising from research phase is recognized. Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in the statement of profit or loss and other comprehensive income as incurred.

An intangible asset arising from development or from the development phase on an individual project is recognized as an intangible asset under IAS 38: "Intangible Assets" when the company can demonstrate all of the following:

- a) the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- b) its intention to complete the intangible asset and use or sell it;
- c) its ability to use or sell the intangible asset;
- d) how the intangible asset will generate probable future economic benefits and the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset;
- e) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset;
- f) its ability to measure reliably the expenditure attributable to the intangible asset during its development. Other development expenditures are recognized in the statement of profit or loss and other comprehensive income as incurred.

Development costs previously recognized as expenses but are not recognized as an asset in a subsequent period. Following initial recognition of the development expenditure as assets, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses.

ii) Subsequent Costs

Subsequent expenditure is capitalized only when it increases the future economic benefits associated with the specific asset to which it relates. All other expenditures are recognized in the statement of profit or loss and other comprehensive income as incurred.

iii) Amortization

Amortization of the asset begin when development is complete and the asset is placed in service. It is amortized over the period of expected future economic benefits. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and amortization expenditure is recognized in profit or loss and other comprehensive income over the estimated useful lives of intangible assets from the date they are available for use. The estimated rates and methods of amortization are as follows:

Category of Assets	Rate of	Methods
Software	20%	The reducing balance method

iv) Derecognition

The carrying amount of an item of intangible assets is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of intangible asset is included as other income in the statement of profit or loss and other comprehensive income when the item is derecognized. When the revalued assets are disposed off, the respective revaluation surplus is transferred to retained earnings.

Amortization on Pre-operating & Preliminary Expenses

Amortization of the Pre-operating & Preliminary Expenses is recognized in profit or loss and other comprehensive income over the estimated useful lives and the rates and methods of amortization are 20% and the reducing balance method.

3.04 Leases

Lease comprises of finance lease and operating lease. The Company does not have any finance lease facility during the period but it has been availing operating lease facility with Pubali Bank Limited since 18 June 2020 for the period of 4 years from 18 June 2020 to 17 June 2024. Lease payments under operating lease are recognized as an expense in the statement of profit or loss and other comprehensive income on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit. For non -cancellable operating leases, payments are recognized on a straight-line basis over the term of the lease.

The company recognises a contract, or part of a contract, that conveys the right to use an asset for a period of time in exchange for consideration with considering the following rights exist for a identifiable asset.

- (i) Obtain substantially all of the economic benefits from the use of the asset.
- (ii) The right to direct the use of the asset.

3.05 Right-of-use (ROU) assets

The company recognises right-of-use (ROU) assets at the effective date of IFRS 16- Leases. The cost based on the discounted payments of the ROU assets comprises as under:

- (i) Any payments made to the lessor at, or before, the commencement date of the lease, less any lease incentives received.
- (ii) Any initial direct costs incurred by the lessee.
- (iii) An estimate of any costs to be incurred by the lessee in dismantling and restoration.

The ROU assets are depreciated on a straight-line basis over the lease term.

Lease liabilities

The company treated effectively its lease liability as a financial liability which is measured at amortised cost, using the rate of interest implicit in the lease as the effective interest rate.

Short-term leases and leases of low value assets

The company has elected not to recognise right-of-use assets and lease liabilities for leases of low value and short-term leases, i.e. the lease whose term ends within 12 months of the date of initial application except those lease that contains a purchase option. The company recognises lease payments associated with these leases as an expense.

The company assesses whether its underlying lease asset is of low value, based on an absolute basis. Leases of low value assets are accounted for as a simplified treatment explained above regardless of whether those leases are material to the lessee considering the following:

- (i) The lessee can benefit from use of the underlying asset on its own or together with other resources that are readily available to the lessee; and
- (ii) The underlying asset is not highly dependent on, or highly interrelated with, other assets.

3.06 Inventories

Inventories comprises of Raw Materials, Work-in-Process, Finished goods and Stores & Spares. Raw materials and Stores and Spares have been valued at lower of cost or market value. Work-in-Process have been valued at prime cost basis as required by IAS-2: Inventories with proportionate addition of Factory Overheads. Finished goods have been valued at cost of material and other production Overheads attributable to bringing the goods to the state of sale under the convention of IAS-2.

3.07 Trade Receivables

Trade receivables are initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less impairment losses due to uncollectibility of any amount so recognized.

3.08 Revenue Recognition

The Company has applied IFRS 15 "Revenue from Contracts with Customers" for annual reporting periods beginning on or after 01 January 2018. IFRS 15 provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of

performance obligations in a contract and requires revenue to be recognized when or as those performance obligations are satisfied.

The new standard is based on the principle that revenue is recognized when control of goods or services transfers to a customer, so the concept of control replaces the existing concept of risks and rewards. This standard combines, enhances and replaces specific guidance on recognizing revenue with a single standard. A new five-step process must be applied before revenue from contract with customer is be recognized

- i) Identify the contracts with customers;
- ii) Identify the separate performance obligation;
- iii) Determine the transaction price of the contract;
- iv) Allocate the transaction price to each of the separate performance obligations, and
- v) Recognize the revenue as each performance obligation is satisfied.

Revenue represents amount received and receivable from third parties for goods supplied to the customers. It comprises sales of feed, medicine and protein to the customers. Revenue are recognized when control of the goods has transferred to the customer; this is usually evidenced by a transfer of the significant risks and rewards of ownership upon delivery to the customer which in terms of timing is not materially different to the date of delivery. In most of the case, based on customary business practices and agreed upon terms and conditions.

3.09 Non-Operating Income

Non-operating income includes inter alia interest income on Saving Accounts and other bank instruments, gain / (loss) on sale of wastage and any other income. It is recognized as income as and when realized.

3.10 Finance Expense

Interest expenses are charged to the Statement of Profit or Loss and Other Comprehensive Income on accrual basis.

3.11 Measurement of Fair Values

Fair value measurement assumes that the asset or liability is exchanged in an orderly transaction between market participants to sell the asset or transfer the liability at the measurement date under current market conditions.

3.12 Statement of Cash Flows

Statement of Cash Flows is prepared principally in accordance with IAS-7 "Statement of Cash Flows" and the cash flows from the operating activities have been presented under direct method.

3.13 Advances, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges to other account heads.

Deposits are measured at payment value.

Prepayments are initially measured at cost. After initial recognition, prepayments are carried at cost less charges to the statement of profit or loss and other comprehensive income.

3.14 Cash and Cash Equivalents

Cash in hand and cash at banks have been considered as Cash and Cash Equivalents for the preparation of these financial statements, which were held and available for use by company without any restriction and there was no significant risk of changes in value of the same.

3.15 Provisions, Contingent Liabilities and Contingent Assets

In accordance with the guidelines as prescribed by IAS-37: Provisions, Contingent Liabilities and Contingent Assets, provisions are recognized in the following situations:

- a. when the company has an obligation (legal or constructive) as a result of past events;
- b. when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- c. reliable estimates can be made of the amount of the obligation.

3.16 Earnings Per Share (EPS)

The Company calculate its Earnings Per Share (EPS) in accordance with IAS 33: Earnings Per Share which has been shown on the face of the Statement of Profit or Loss and Other Comprehensive Income and details are shown in Note # 27

Basic Earnings Per Share

This represents earnings for the period attributable to ordinary shareholders. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for the effect of change in the number of shares for issue.

Weighted Average Number of Ordinary Shares Outstanding during the Period

This represents the number of ordinary shares outstanding at the beginning of the period plus the number of shares issued during the period multiplied by a time weighted factor is the number of months the specific shares is outstanding as a proportion of the total number of months in the period. This period has no weighted average share as no new issue of share. To show fair presentation, full no of share has been considered to calculate EPS of current period and its comparative.

Diluted Earnings Per Share

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares. However dilution of EPS is not applicable for the financial statements as there was no dilutive potential ordinary share during the relevant period.

3.17 Employee Benefits

Workers' profit participation and welfare fund

In accordance with the section 234(1)(b) of Bangladesh Labor Act 2006 (Amendment 2013) and Bangladesh Labor Rules (Amendment in 2015), within 9 (Nine) months of the close of every financial year, 5% for all items of profit before tax of the financial year/ period shall be transferred to Participation Fund, Welfare Fund and Workers Welfare Foundation Fund established under section 14 of the Bangladesh Workers Welfare Foundation Act 2006 at the proportion of 80: 10: 10 respectively.

3.18 Income Tax Expense and deferred tax assets and liabilities

i) Current Tax Expenses

The Company is enjoying reduced tax facilities as per the income tax act -2023. Provision for income tax is made at 3% on first Tk.10 lac of income, 10% on second Tk.20 lac of income and 15% on the balance income as per SRO No. 199/ 2015.

ii) Deferred Tax Expenses

Deferred tax has been recognized in accordance with IAS:12. It is provided using the liability method for temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base used for taxation purpose. Deferred tax is determined at the effective income tax rate prevailing at the reporting date.

3.19 Responsibility for preparation and presentation of financial statements

The management is responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act, 1994; and as per provision of "International Financial Reporting Standards (IFRS) for presentation of Financial Statements" issued by the International Accounting Standard Board (IASB).

3.20 Expected Credit Loss:

In accordance with the International Accounting Standard, it is prudent to establish a provision for bad debts to account for the uncertainty in the collection of receivables as Expected Credit Loss. The company has decided to keep a provision against receivables as expected credit loss, mentioned in below:

Calculation of the Expected Credit Loss:

Due for 3 months (0%)

Due for 3 to 6 months (2.5%)

Due for above 6 months (4%)

3.21 Interim Financial Reporting:

IAS 34 requires that condensed Interim Financial Statements contain at a minimum:

- a condensed statement of financial position;
- a condensed statement or condensed statements of profit or loss and other comprehensive income;
- a condensed statement of changes in equity;
- a condensed statement of cash flows; and
- Selected explanatory notes.

These Interim Financial Statements present selected explanatory notes that are intended to assist users in understanding the results of the operations of the company for the current interim period.

3.22 General

- i) Figure have been rounded off to the nearest taka.
- ii) Previous period's / year's figures have been rearranged wherever considered necessary to ensure comparability with the current year.

Notes	Particulars	Amount in BDT	
		31-Dec-2023	30-Jun-2023
4.00	Property, Plant and equipment		
	Cost:		
	Opening balance	209,356,477	208,547,117
	Addition during the year	11,566,620	809,360
		220,923,097	209,356,477
	Disposal during the year	-	-
	Closing balance	220,923,097	209,356,477
	Depreciation:		
	Opening balance	51,266,558	46,320,756
	Charge for the year	2,678,047	4,945,802
		53,944,605	51,266,558
	Adjustment during the year	-	-
	Closing balance	53,944,605	51,266,558
	Written down value	166,978,492	158,089,919
	Details are in Annexure-I		
5.00	Intangible Asset		
	At Cost:		
	Opening balance	4,020,000	4,020,000
	Addition during the year	-	-
		4,020,000	4,020,000
	Adjustment/Disposal during the year	-	-
	Closing balance	4,020,000	4,020,000
	Accumulated Amortization:		
	Opening balance	3,464,465	3,325,581
	Charge for the year	55,554	138,884
		3,520,019	3,464,465
	Adjustment during the year	-	-
	Closing balance	3,520,019	3,464,465
	Written down value (Ann.-ii)	499,981	555,535
6.00	Right-of-use Assets		
	Opening balance	3,252,500	3,252,500
	Addition during the year	4,900,000	-
		8,152,500	3,252,500
	Opening balance	2,439,375	1,626,250
	Amortization during the year	664,896	813,125
		3,104,271	2,439,375
	Closing balance	5,048,229	813,125
	Details are in Annex III		
7.00	Inventories		
	Raw Material	43,935,738	48,793,452
	Work-in-process	11,929,978	10,796,461
	Inventories in Transit	35,852,650	24,422,262
	Finished Goods	42,600,696	52,913,091
	Spare Parts	48,756	65,258
		134,367,818	136,990,524

Inventories in transit represents goods purchase from local market.

8.00 Trade Receivables

Trade Receivables	107,616,886	209,504,373
Less: Credit Loss	-	113,382,952
	<u>107,616,886</u>	<u>96,121,421</u>
Ageing of Trade Receivable:		
Due for 3 months	35,513,572	28,836,426
Due for 3 to 6 months	45,199,092	43,254,639
Due for above 6 months	26,904,221	24,030,355
	<u>107,616,886</u>	<u>96,121,421</u>
Calculation of the Expected Credit Loss:		
Due for 3 months (0%)	-	-
Due for 3 to 6 months (2.5%)	1,129,977	480,607
Due for above 6 months (4%)	1,076,169	961,214
Total	<u>2,206,146</u>	<u>1,441,821</u>

In accordance with the International Accounting Standard, it is prudent to establish a provision for bad debts to account for the uncertainty in the collection of receivables as Expected Credit Loss. The company has decided to keep a provision against receivables as expected credit loss, mentioned in above:

Classification schedule as required by Schedule XI of Companies Act, 1994 is as follows:

- I) Debts considered good and in respect of which the company is fully secured.
- II) Debts considered good for which the company holds no security other than the debtors personal security; and
- III) Debts considered doubtful or bad.
- IV) Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or Debts due by firms or private companies respectively in which any director is a partner or a director or a member to be separately stated.
- V) Debts due by companies under the same management to be disclosed with the names of the companies.
- VI) The maximum amount due by directors or other officers of the company at any time during the year to be shown by way of a note.

9.00 Advances, Deposits & Prepayments

The break-up of the amount is given bellow:

Security Deposit (note 9.01)	1,035,263	435,263
Advance against Materials, Renovation-Plant & Other	41,829,564	29,282,217
Advance against purchase of Motor Bike (note 9.02)	158,192	196,139
	<u>43,023,019</u>	<u>29,913,619</u>

9.01 Security Deposit

Telephone- BTCL	6,500	6,500
Electricity: REB	381,481	381,481
Lease Deposit -Pubali Bank Ltd	47,282	47,282
Aftab Nagar-Rental Office	600,000	-
	<u>1,035,263</u>	<u>435,263</u>

9.02 Advance against purchase of motor Bike

Sales & Marketing Employees Advance	158,192	196,139
	<u>158,192</u>	<u>196,139</u>

Aging of above Advances, Deposits & Prepayments

Less than six months	41,829,564	29,282,217
More than twelve months	1,193,455	631,402
	<u>43,023,019</u>	<u>29,913,619</u>

The classification of Advances, Deposits & prepayments as required by the Schedule XI, Part 1, Para 6 of the Companies Act, 1994 are given below:

- i) Advances, deposits & prepayments considered good and in respect of which the company is fully secured.
- ii) Advances, deposits & prepayments considered good for which the company holds no security.
- iii) Advances, deposits & prepayments considered doubtful or bad.
- iv) Advances, deposits & prepayments due by directors or other officers of the company or any of them either severally or jointly with any other person or Advances, deposits & prepayments due by firms or private companies respectively in which any director is a partner or a director or a member. respectively in which any director is a partner or a director or a member.
- v) Advances, deposits & prepayments due by companies under the same management.
- vi) The maximum amount due by directors or other officers of the company at any time during the year.

10.00 Advance Income Tax

Opening balance	106,392	140,009
Add: Paid during the year (note 10.01)	<u>30,899</u>	<u>106,392</u>
	137,291	246,401
Less: Adjustment	<u>106,392</u>	<u>(140,009)</u>
	<u>30,899</u>	<u>106,392</u>

10.01 Paid during the year

AIT on Vehicles	25,000	72,000
TDS on Savings Accounts	<u>5,899</u>	<u>34,392</u>
	<u>30,899</u>	<u>106,392</u>

11.00 Cash and Cash Equivalents

Cash in Hand	1,583,134	710,597
Cash at Bank (Annex-IV)	<u>859,960</u>	<u>10,788,579</u>
	<u>2,443,094</u>	<u>11,499,176</u>

12.00 Share Capital

12.01 Authorized Share Capital

100,000,000 Ordinary shares of Tk. 10/- each	<u>1,000,000,000</u>	<u>1,000,000,000</u>
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12.02 Issued, Subscribed & Paid-Up Share Capital

33,692,077 Ordinary shares of Tk. 10/- each fully paid up	<u>336,920,770</u>	<u>336,920,770</u>
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12.03 A distribution schedule of the above shares is given below:

Name	Position Of Shareholder	Shareholding	No of Shares	31/Dec/23	30/Jun/23
Md. Abu Bakar Siddique	Managing Director	26.73%	9,007,033	90,070,330	90,070,330
Mrs. Tazreen Rahman	Shareholder	8.54%	2,878,304	28,783,040	28,783,040
Mrs. Nahreen Rahman	Shareholder	8.54%	2,878,304	28,783,040	28,783,040
Bluechip Securitied Ltd.	Shareholder	8.54%	2,878,304	28,783,040	28,783,040
Mrs. Shahnaz Rahman	Shareholder	8.54%	2,878,304	28,783,040	28,783,040
URO International Ltd.	Shareholder	6.78%	2,285,933	22,859,330	22,859,330
Md. Mohsin Islam	Director	4.98%	1,678,118	16,781,180	16,781,180
Saima Ahamed Surovy	Chairman	4.35%	1,466,252	14,662,520	14,662,520
Md. Jahangir Alam (Ziko)	Director	3.88%	1,306,252	13,062,520	13,062,520
URO Software & Design Ltd.	Shareholder	3.42%	1,151,321	11,513,210	11,513,210
Syeda Adiba Hussain	Shareholder	2.67%	900,000	9,000,000	9,000,000

Nadia Momin Imam	Shareholder	2.50%	843,750	8,437,500	8,437,500
Md. Rabiul Islam	Shareholder	1.87%	630,463	6,304,630	6,304,630
Md. Mohiuddin Ahmed	Shareholder	0.09%	30,462	304,620	6,304,620
Mst. Masuma Begum	Shareholder	1.19%	400,000	4,000,000	-
Mohammad Dalour Hossain Khan	Shareholder	1.19%	400,000	4,000,000	4,000,000
Abu Mohammad Mahbulul Karim Majumder	Shareholder	1.13%	380,000	3,800,000	3,800,000
Safwan Zubair	Shareholder	0.83%	281,250	2,812,500	2,812,500
Sweet Agrovet Ltd.	Shareholder	0.74%	250,000	2,500,000	2,500,000
Rahnuma Sanjana	Shareholder	0.59%	200,000	2,000,000	2,000,000
Kamrun Nahar Shirin	Shareholder	1.19%	400,000	4,000,000	2,000,000
Md. Bellal Khan	Shareholder	0.59%	200,000	2,000,000	2,000,000
Marzea Mouly Shorna	Shareholder	0.45%	150,000	1,500,000	1,500,000
Maksuda Hossain	Shareholder	0.30%	100,000	1,000,000	1,000,000
Ashraf Mohammed Ali Chowdhury	Shareholder	0.28%	95,000	950,000	950,000
S. M. Hossain Reza	Independent Director	0.07%	23,027	230,270	230,270
Total		100%	33,692,077	336,920,770	336,920,770

13.00 Retained Earnings

Opening Balance	66,893,221	135,488,247
Add: Profit/ (loss) during the year	27,549,709	44,787,926
Less: Bad Debt	-	(113,382,952)
Closing Balance	94,442,930	66,893,221

14.00 Deferred Tax Liability

Opening Balance	3,813,471	3,654,892
Addition during the year	327,078	158,579
	4,140,549	3,813,471
Adjusted during the year	-	-
	4,140,549	3,813,471

Details are in Annexure-V

15.00 Lease liability

This is made-up as follows:

Opening balance	540,638	1,034,942
Addition during the year	2,650,000	-
Finance cost	72,256	73,080
	3,262,894	1,108,022
Paid during the year	(458,486)	(567,384)
Closing balance	2,804,408	540,638
Allocated to:		
Non-current liabilities	2,150,934	-
Current liabilities	653,479	540,638
Details are in Annexure-III	2,804,413	540,638

16.00 Trade Payables		
Trade Payables	8,128,499	11,160,941
Period of Trade Payable		
More than six months	1,513,527	3,348,282
Less than six months	6,614,972	7,812,659
Details are in Annexure-VI	8,128,499	11,160,941

The trade payable represents amount payable to regular suppliers of raw materials, packing materials and other materials. Trade payables are created from trade payables accruals. All suppliers are paid on a regular basis.

17.00 Accrued Expenses		
Salary & Allowance	1,682,807	2,444,087
Remuneration	336,000	384,000
Audit Fees	287,500	287,500
Electricity Bill	106,779	95,137
Expected Credit Loss	2,206,146	1,441,821
Telephone Bill	20,598	23,859
	4,639,829	4,676,404

17.01 Expected Credit Loss		
Required provision	2,206,146	1,441,821
Less: Provision upto last accounts	1,441,821	
Charge during the period	764,325	1,441,821

18.00 Provision for Income Tax		
Opening Balance	7,463,753	7,955,726
Add: Addition during the year	4,682,928	7,463,753
	12,146,681	15,419,479
Less: Adjustment during the year	(7,463,753)	(7,955,726)
Closing Balance	4,682,928	7,463,753

19.00 Worker's Profit Participation Fund		
Opening Balance	2,620,513	2,831,307
Add: During the year contribution to WPPF	1,627,986	2,620,513
	4,248,499	5,451,820
Less: Paid during the year	-	(2,831,307)
Closing Balance	4,248,499	2,620,513

Notes	Particulars	Amount in BDT		Amount in BDT	
		01 July 2023 to 31 December 2023	01 July 2022 to 31 December 2022	01 July 2023 to 30 September 2023	01 July 2023 to 30 September 2022
20.00	Revenue				
	Sales	<u>278,416,275</u>	<u>281,676,244</u>	<u>135,068,612</u>	<u>140,422,943</u>
21.00	Cost of Sales				
	Raw Material Consumed (note 21.01)	181,329,211	207,652,281	74,206,262	100,977,166
	Manufacturing Expenses (note 21.02)	<u>12,780,581</u>	<u>13,291,613</u>	<u>6,830,145</u>	<u>6,521,456</u>
	Total Manufacturing Cost	194,109,792	220,943,894	81,036,407	107,498,622
	Add: Opening Work in process	<u>10,796,461</u>	<u>9,829,282</u>	<u>10,796,461</u>	<u>9,829,282</u>
		204,906,253	230,773,176	91,832,868	117,327,904
	Less: Closing Work in Process	<u>(11,929,978)</u>	<u>(17,732,552)</u>	<u>(12,569,855)</u>	<u>(18,956,523)</u>
	Manufacturing Cost/ Cost of Goods Manufacture	192,976,275	213,040,624	79,263,013	98,371,381
	Add: Opening Finished Goods	<u>52,913,091</u>	<u>48,955,324</u>	<u>52,913,091</u>	<u>48,955,324</u>
	Cost of Goods available for sale	245,889,366	261,995,948	132,176,104	147,326,705
	Less: Closing Finished Goods	<u>(42,600,696)</u>	<u>(53,775,890)</u>	<u>(32,625,682)</u>	<u>(44,782,659)</u>
	Cost of Sales	203,288,670	208,220,058	99,550,422	102,544,046
21.01	Raw Materials Consumed				
	The break-up of the amount is given bellow:				
	Opening stock	48,793,452	45,627,526	48,793,452	45,627,526
	Add: Purchase during the year	<u>176,471,497</u>	<u>207,389,299</u>	<u>74,851,372</u>	<u>94,806,625</u>
	Raw Materials available for use	225,264,949	253,016,825	123,644,824	140,434,151
	Less: Closing Stock	<u>(43,935,738)</u>	<u>(45,364,544)</u>	<u>(49,438,562)</u>	<u>(39,456,985)</u>
	Raw Materials Consumed	181,329,211	207,652,281	74,206,262	100,977,166
21.02	Manufacturing Expenses				
	Salary & Wages	4,389,129	4,303,068	2,194,565	2,151,534
	Depreciation	1,767,511	1,628,368	883,756	814,184
	Printing & Packaging	1,548,359	2,046,508	874,180	923,254
	Transportation	1,650,768	1,854,063	925,384	917,032
	Direct Expenses	1,393,376	1,060,903	849,237	530,452
	Electricity Bill & Expense	613,942	570,824	316,971	295,412
	Overtime	345,128	371,258	162,564	155,629
	Entertainment & Fooding	290,772	331,603	155,386	175,802
	Fuel & Lubricants	357,025	300,406	198,512	170,203
	Repair of machinery	266,127	290,346	133,064	145,173

Wastage Sales	(137,200)	-	(60,600)	-
Traveling & Conveyance	113,027	198,007	35,652	85,965
Misc. Factory Expenses	25,166	110,209	5,600	35,625
Spare Parts	63,390	96,685	45,602	52,652
Repair & Maintenance of Factory Vehicle	25,500	67,574	15,265	36,525
Stationary	21,175	23,555	10,588	11,778
Mobile Bill	35,835	30,800	18,598	16,520
Postage & Courier	11,550	7,436	65,823	3,718
	12,780,581	13,291,613	6,830,145	6,521,456
21.02A Direct Expenses				
Load-Unload Expenses	365,258	212,181	196,585	127,308
Toll Manufacturing Expenses	1,028,118	848,722	652,652	515,652
	1,393,376	1,060,903	849,237	642,960
22.00 Administrative Expenses				
Salary & Allowance	3,569,608	3,516,855	1,794,526	1,758,428
Remuneration	2,016,000	2,285,000	1,008,000	1,142,500
Board meeting fees	18,000	24,000	12,000	16,000
Depreciation	910,536	838,856	455,268	419,428
Office Rent	581,801	527,482	290,901	263,741
Amortization on ROU assets	664,896	152,461	203,381	76,231
Fuel For Vehicles	378,988	345,283	195,658	195,625
Electricity Bill & Expense	372,331	343,420	190,166	179,710
Refreshment & Entertainment	214,525	297,063	107,263	148,532
Misc Expenses	125,505	575,004	35,600	287,502
Office Conveyance	146,528	161,165	70,264	80,583
Repair Maintenance of Head office Vehicles	164,847	189,042	81,424	94,521
Telephone, Mobile & Internet Bill	138,313	124,211	72,157	62,106
Amortization of Intangible Assets	55,554	69,442	27,777	34,721
Registration & Local Tax	94,015	175,420	47,000	87,710
Software Maintenance	43,225	51,810	21,613	25,905
Office Stationery	60,428	52,375	30,219	26,188
Audit Fees	287,500	143,750	-	-
Postage & Couriers	15,349	13,619	8,596	7,890
Expected Credit Loss	764,325	-	382,163	-
News paper & Periodicals	8,190	13,201	4,500	6,500
	10,630,464	9,899,459	5,038,473	4,913,818

23.00 Marketing & Selling Expenses					
Party Commission		11,018,685	11,064,251	5,609,343	5,532,126
Salaries & allowance		8,389,329	8,321,119	4,194,665	4,160,560
Sales and Marketing Promotion	23.01	5,557,794	8,667,449	2,778,897	4,333,725
Transportation		2,309,279	2,466,939	1,154,640	1,233,470
Traveling & Conveyance		390,197	705,251	195,099	352,626
Fuel For Vehicles		595,360	503,119	297,680	251,560
Load-Unload		497,555	456,430	248,778	228,215
Ware House Rent		361,480	337,714	180,740	168,857
Vehicles Maintenance		451,006	421,376	225,503	210,688
Food & Entertainment		195,265	178,121	97,633	89,061
Business Conference		185,652	161,532	92,826	80,766
Internet & Mobile		122,652	116,182	61,326	58,091
Others Expenses		42,550	61,965	21,275	30,983
Stationary Expense		54,141	64,645	27,071	32,323
Postage & Couriers		53,652	49,150	26,826	24,575
		30,224,597	33,575,243	15,212,299	16,787,622
23.01 Sales and Marketing Promotion					
Promotional Gift & Advertisements		1,340,340	3,319,485	859,652	1,659,743
Products Sampling		2,185,680	3,263,552	1,165,289	1,631,776
Sales Promotion Consultancy		1,795,054	1,818,514	885,956	909,257
Sales Promotion Tour		236,720	265,898	125,652	132,949
Total		5,557,794	8,667,449	3,036,549	4,333,725
24.00 Other Income					
Wastage Sales		-	15,690	-	-
Bank Interest		46,353	25,298	-	-
		46,353	40,988	-	-
25.00 Financial Expenses					
Bank Charges and Commissions		58,942	53,104	4,638	7,134
Finance costs-lease liability		72,256	34,320	11,189	34,320
		131,197	87,424	15,827	41,454
26.00 Income Tax Expenses					
Current Tax (Note-26.01)		4,682,928	3,502,355	2,367,947	2,650,275
Deferred Tax (Annexure-V)		327,078	398,935	34,746	199,468
		5,010,006	3,901,290	2,402,693	2,849,743

26.01 Current Tax

Tax on Income from Business	4,670,181	3,491,083	2,367,947	2,650,275
Tax on Other Income	12,747	11,272	-	-
	4,682,928	3,502,355	2,367,947	2,650,275

a) Tax on Income from Business:

Profit before Income Tax Except Other Income	32,513,361	28,468,582	15,251,592	16,136,004
Add: Accounting Depreciation & Amortization	2,733,601	2,536,666	2,536,666	2,536,666
Add: Depreciation & Amortization	664,896	-	785,091	-
Add: Finance Cost for Lease finance	72,256	-	11,189	-
Less: Payment for Lease Finance	(458,486)	-	130,657	-
Less: Tax Depreciation & Amortization	(2,924,423)	(6,223,706)	(1,462,211)	-
Taxable Income from Business	32,601,206	24,781,542	17,252,983	18,672,670

Tax on Income

On first 10 Lac @ 3%	30,000	30,000	30,000	30,000
On next 20 Lac @10%	200,000	200,000	200,000	200,000
On Balance @ 15%	4,440,181	3,261,083	2,137,947	2,420,275
	4,670,181	3,491,083	2,367,947	2,650,275

The Company is enjoying reduced tax facilities as per the Income Tax Act- 2023. Provision for income tax is made at 3% on first Tk.10 lac of income, 10% on second Tk.20 lac of income and 15% on the balance income as per SRO No. 199/ 2015.

In compliance with the requirements Income Tax Act 2023, Tax on Income shall be the higher one of the following:

0.60% on Gross Receipts	1,670,776	1,690,303	-	-
Tax on Income at regular rate as calculated above	4,670,181	3,491,083	2,367,947	2,650,275
AIT and TDS	30,899	106,392	-	-
Tax on Income from Business (Whichever is higher)	4,670,181	3,491,083	2,367,947	2,650,275

b) Tax on Other Income

Other Income	46,353	40,988	-	-
Income Tax Rate	27.50%	27.50%	27.50%	27.50%
Tax on Other Income	12,747	11,272	-	-

27.00 Earnings Per Share (EPS)**i) Basic Earning Per Share****Earnings Per Share (EPS) - Basic**

a) Earning attributable to the ordinary shareholders	27,549,709	24,608,280	12,122,633	12,517,880
b) Weighted Average Number of ordinary shares Notes 27.01 & 27.01)	33,692,077	33,692,077	33,692,077	33,692,077
Earnings Per Share (EPS) (a/b) - Basic	0.82	0.73	0.36	0.37

27.01 Weighted Average Number of Ordinary Shares Outstanding as at 31 December 2023.

The following calculation for the denominator of the EPS calculations:

Particulars	Numbers of days outstanding shares	Number of Shares in Issue	Weighted Average Number of Shares
Opening No. of Share Allotted	182.5	33,692,077	33,692,077
Share Allotment during the Year		-	-
Total		33,692,077	33,692,077

28.00 Net Asset Value (NAV) per share

Total Assets	460,008,418	434,089,711
Less: Non-Current Liabilities	(6,291,483)	(3,813,471)
Less: Current Liabilities	(22,353,235)	(26,462,249)
Net Asset Value (NAV)	431,363,700	403,813,991
Number of ordinary share outstanding	33,692,077	33,692,077
Net Asset Value per Share (NAV)	12.80	11.99

29.00 Related Party Disclosure:

During the year, The Company carried out a numbers of transactions with related parties in the normal course of business. The names of the related parties and nature of these transaction have been set out in accordance with the provisions of IAS -24: "Related Party Disclosure".

Discloser of key management personal as per paragraph 17:

(a) Short-term employee benefits

Name	Designation	Purpose	Opening as on 01 July, 2023	Dr	Cr	Outstanding as on 31 December, 2023
Saima Ahamed Surovy	Chairman	Remuneration	58,000	348,000	348,000	58,000
		Board Meeting Fees	-	3,000	3,000	-
Md. Abu Bakar Siddique	Managing Director	Remuneration	90,000	540,000	540,000	90,000
		Board Meeting Fees	-	3,000	3,000	-
Md. Jahangir Alam	Director	Remuneration	48,000	288,000	288,000	48,000
		Board Meeting Fees	-	3,000	3,000	-

Md. Mohsin Islam	Director	Remuneration	48,000	288,000	288,000	48,000
		Board Meeting Fees	-	3,000	3,000	-
S. M. Hossain Reza	Independent Director	Remuneration	46,000	276,000	276,000	46,000
		Board Meeting Fees	-	3,000	3,000	-
A.S Shameem Ahamed	Independent Director	Remuneration	46,000	276,000	276,000	46,000
		Board Meeting Fees	-	3,000	3,000	-
Total			336,000	2,034,000	2,034,000	336,000
(b) Post-employee benefits - Nil						
(c) Other long-term benefits - Nil						
(d) Termination Benefits - Nil						
Share-based payment - Nil						

The details of Board meeting as follows:

Name of Director	No. of Meeting Held	Board Meeting Attend	Amount in Tk. 31 December, 2023	Amount in Tk. 31 December, 2022
Saima Ahamed Surovy	3	3	3,000	3,000
Md. Abu Bakar Siddique	3	3	3,000	3,000
Md. Jahangir Alam	3	3	3,000	3,000
Md. Mohsin Islam	3	3	3,000	3,000
S. M. Hossain Reza	3	3	3,000	3,000
A.S Shameem Ahamed	3	3	3,000	3,000
Total			18,000	18,000

Discloser of transaction between Related Parties as per paragraph 18:

a) The amount of transaction incurred during the year from 01 July 2023 to 31 December 2023 are as follows:

Name of Parties	Nature of Transaction	Amount in Tk.
Nil	Nil	Nil

b) The amount of outstanding balance: Nil

Their term and conditions, including whether they are secured, and the nature of the consideration to be provided in settlement; Term and condition set by the relevant laws of the deed/agreement signed between the parties.

ii) Details of any guarantee given or received; There is no guarantee given or received.

c) There is no provision from doubtful debts.

d) The expenses recognized during the period in respect of bad or doubtful debts due from related parties; No expenses recognized during the year in respect of bad or doubtful debts.

30.00 Disclosure as per requirement of schedule XI, Part II, Para 4 of Company Act, 1994

As per Company Act, 1994 part-II, Schedule-XI (4) The profit and loss account will give by way of a note detailed information, showing separately the following payments provided or made during the financial period to the directors, including managing director, the managing agents or manager, if any, by the company, subsidiaries of the company and any other person:-

No.	Particulars	1-Jul-2023 to 31-Dec-2023	1-Jul-2022 to 31-Dec-2022
(a)	Managerial Remuneration paid or payable during the period to the directors, including managing directors, a managing agent or manager	2,370,000	5,003,000
(b)	Expenses reimbursed to Managing Agent		
(c)	Commission or Remuneration payable separately to a managing agent or his associate		
(d)	Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the company		
(e)	The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial period.		
(f)	Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable.		
(g)	Other allowances and commission including guarantee commission		
(h)	Pensions etc.		
	(i) Pensions		
	(ii) Gratuities		
	(iii) Payments from a provident funds, in excess of own subscription and interest thereon		
(i)	Share Based payments		

31.00 Disclosures regarding Sales as per Para 3, Part -II, Schedule XI of the Companies Act, 1994 are as follows:**a) Quantity-wise sales for the period is as follows:**

Name of product	Quantity (Kg)	31-Dec-23	Quantity (Kg)	31-Dec-22
Medicine	22,118	34,662,093	33,657	52,746,324
Feed Additives	838,850	82,249,272	976,897	86,162,343
Ready Feed	3,026,250	161,504,910	3,562,078	190,100,961
Total	3,887,218	278,416,275	4,572,632	329,009,628

- b) The company paid amount of Tk. 11,018,685 as party commission.
- c) The company do not give any brokerage and discount on sales other than usual trade discount.
- d) Quantitative details of opening stock, purchases / production, consumption / sales and closing stock of raw materials and finished goods are as under:

Item	Unit	Opening Stock as on 01 July, 2023	Purchases / Production	Consumption Including Wastage / Sales	Closing Stock as on 31 December, 2023
		Qty	Qty	Qty	Qty
Raw Materials	Kg	1,086,472	3,571,830	3,628,552	1,029,750
Work in Process (WIP)	Kg	102,840	3,628,552	3,611,734	119,658
Finished goods	Kg	1,057,113	3,417,449	4,180,890	293,672

32.00 No. of Employees

The provision of the Income Tax Ordinance. 1984 (XXXVI of 1984), and the rules made;

Particulars	No. of Employees	
	31-Dec-23	31-Dec-22
Salary within Tk. 3,000 per month	-	-
Salary within Tk. 8,000 per month	16	18
Salary range above Tk. 8,000 per month	102	98
Total	118	116

33.00 Production Capacity

Disclosure requirements of Schedule XI, Part II, Para 7, the production capacity and utilization of its are as follows:

Name of Products	Unit	Annual Capacity	Utilization (Half yearly)	%
Medicine	Kg	100,000	20,533	20.53%
Feed Additives	Kg	2,400,000	840,895	35.04%
Ready Feed	Kg	5,400,000	2,556,021	47.33%

34.00 Financial Risk Management

The management of company has overall responsibility for the establishment and oversight of the company's risk management framework. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the company's activities. The company has exposure to the following risk for its use of financial instruments.

Credit Risk
Liquidity Risk
Market Risk

Credit Risk

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the company's receivables. Management has a credit policy in place that are controlled and monitored in accordance with terms and conditions prescribed in export letter of credit. As at 31st December 2023 the entire part of the receivables are related to export of goods and subject to insignificant credit risk. Risk exposures from other financial assets. i.e. Cash at bank and other external receivables are nominal.

Liquidity Risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach in managing liquidity (cash and cash equivalents) is to ensure as far as possible, that it will always have sufficient liquidity to meet its liabilities when due under both normal and stressed conditions without incurring unacceptable losses or risking damage to the company's reputation. Typically, the company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses including financial obligation through preparation of the cash flow forecast with due consideration of time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. In extreme stressed conditions the company may get support from the related company in the form of short term financing.

Market Risk

Market risk is the risk that any changes in market prices such as foreign exchange rates and interest will affect the company's income or the value of its holdings financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

(a) Currency risk

The company is exposed to currency risk on certain revenues and purchases such as revenue from foreign customers and import of raw materials, machineries and equipment. Majority of the company's foreign currency transactions are denominated in USD and relate to procurement of raw materials, machineries and equipment from abroad.

(b) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. The foreign currency loan is subject to floating rates of interest. Local loans are, however, not significantly affected by fluctuations in interest rate risk. The company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

35.00 Cash Received from Customers

The break-up of the amount is given below:

Revenue	278,416,275	281,676,244
Other Income	46,353	40,988
Add: Accounts Receivables balance b/d	96,121,421	178,729,080
Less: Accounts Receivables balance c/d	(107,616,886)	(96,121,421)
	266,967,164	364,324,891

36.00 Cash Paid to Suppliers, Creditors, Employees and Expenses

The break-up of the amount is given below:

Cost of Sales during the year	203,288,670	208,220,058
Administrative Expenses	10,630,464	9,899,459
Marketing & Selling Expenses	30,224,597	33,575,243
Less: Depreciation on Property, Plants & Equipments	(2,678,047)	(2,467,224)
Less: Amortization of Intangible Assets	(55,554)	(69,442)
Less: Amortization on Right of Use (ROU) Assets	(664,896)	(152,461)
Add: Inventories balance c/d	134,367,818	136,990,524
Less: Inventories balance b/d	(136,990,524)	(98,267,409)
Add: Advances, Deposits and Prepayments c/d	43,023,019	29,913,619
Less: Advances, Deposits and Prepayments b/d	(29,913,619)	(847,101)
Add: Trade and Other Payables b/d	11,160,941	10,223,583
Less: Trade and Other Payables c/d	(8,128,499)	(11,160,941)
Add: Accrued Expenses b/d	4,676,404	2,702,489
Less: Accrued Expenses c/d	(4,639,829)	(4,676,404)
WPPF Paid	-	2,831,307
Adjustment of Advance against purchase of Motor Bike with Advance, Deposits and Prepayment which is considered separately with acquisition of Property, Plant & Equipments	-	140,735
	254,300,944	316,856,035

37.00 Income Tax Paid

The break-up of the amount is given below:

Opening Income Tax Payable	7,463,753	7,162,978
Add: Current period tax	4,682,928	3,502,355
Less: Closing Income Tax Payable	(4,682,928)	(7,463,753)
	7,463,753	3,201,580
Add: Closing Advance Income Tax	30,899	106,392
Less: Opening Advance Income Tax	(106,392)	(32,581)
	7,388,260	3,275,391

38.00 Cash paid for Fixed Assets

The break-up of the amount is given below:

Acquisition of PPE during the period	11,566,620	809,360
Payment for Other fixed assets	-	-
Adjustment for advance against purchase of Motor Bike included in Advance, deposits & pre-payments	-	(140,735)
	11,566,620	668,625

39.00 Reconciliation of Net Income or Net Profit with Cash Flows from Operating Activities (Indirect Method) the requirement of Bangladesh Securities and Exchange Commission Clause No. 5(2) of notification no. BSEC/CMRRCD/2006-158/308/Admin/81, Dated 08 August 2018.**Reconciliation of Net Operating Cash Flows**

Net Profit before Tax	32,559,715	28,509,570
Add: Item not involving movement of cash		
Depreciation on property, plant & equipment	2,678,047	2,467,224
Amortization on intangible assets	55,554	69,442
Depreciation on Right of Use (ROU) Assets	664,896	152,461
Financial Expenses	131,197	87,424
WPPF	1,627,986	1,425,478

	<u>5,157,680</u>	<u>4,202,029</u>
A. Cash generated from operations before changes in working capital	37,717,395	32,711,599
Changes in working capital		
(Increase) / decrease in inventory	2,622,706	(19,137,788)
(Increase) / decrease in trade receivables	(11,495,465)	111,883,574
(Increase)/ decrease in advance, deposit & prepayment Except Advance for Purchase of Motor Bike	(13,109,400)	(2,127,125)
Increase / (decrease) in trade and other payable	(3,032,442)	2,449,003
Increase / (decrease) in Accrued Expenses	(36,575)	(997,559)
B. Total changes in working capital	(25,051,175)	92,070,105
C. Cash generated from operating activities (A+B)	12,666,219	124,781,704
Less: payments made during the year		
Tax paid	7,388,260	7,820,055
Interest paid	131,197	87,424
Workers Profit Participation Fund (WPPF)	(0)	2,831,307
Less: Bad Debt	-	113,382,952
	<u>7,519,457</u>	<u>124,121,738</u>
D. Net cash inflows from operating activities	5,146,763	659,966
40.00 Net Operating Cash Flows per Share (NOCFPS) - Basic		
a) Net Operating Cash Flows	5,146,763	659,966
b) Number of Ordinary Shares (Note # 27.01)	33,692,077	33,692,077
Net Operating Cash Flows per Share (NOCFPS) (a/b) - Basic	0.2	0.02

41.00 Events after the reporting period

In compliance with the requirements of IAS 10: Events after the Reporting Period, amounts recognized in the financial statements are adjusted for events after the reporting period that provide evidence of conditions that existed at the end of the reporting period.

i) Material Event to the Date of Issue

There is no material event that had occurred after the reporting period to the date of issue of these financial statements, which could affect the figures stated in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

ii) Date of Authorization

These financial statements for the period ended 31 December 2022 were authorized by the Board of Directors of the Company on 05 April 2023 for publication.

42.00 General :

- a. All shares have been fully called and paid-up.
- b. There was no preference share issued by the company.
- c. The company has not incurred any expenditure in foreign currency against royalties and technical fees.
- d. No foreign exchange remitted to the relevant shareholders during the period under audit.
- e. No amount of money was spent by the company for compensating any members of the Board for special service rendered.
- f. No brokerage was paid against sales during the period under audit.
- g. There was no bank guarantee issued by the company on behalf of directors.

URO Agrovet Limited
Schedule of Property, Plant and Equipment
As at 31 December, 2023

Annexure-I

Plant & Machinery	Cost				Dep. Rate (%)	Depreciation				Written Down Value as at 31 December 2023
	Balance as on 01 July 2023	Addition during the Year	Disposal during the year	Balance as on 31 December 2023		Balance as on 01 July 2023	Charged during the Year	Disposal during the year	Balance as on 31 December 2022	
Land & Land Development	95,936,451	52,970	-	95,989,421	0%	-	-	-	-	95,989,421
Building & Civil Construction	48,265,412	6,694,000	-	54,959,412	5%	14,747,035	1,005,310	-	15,752,345	39,207,068
Furniture & Fixture	19,236,322	3,990,000	-	23,226,322	10%	10,837,134	619,460	-	11,456,594	11,769,729
Plant & Machinery	25,704,504	-	-	25,704,504	10%	14,318,148	569,318	-	14,887,466	10,817,038
Motor Vehicle	10,137,860	-	-	10,137,860	10%	5,720,453	220,871	-	5,941,324	4,196,537
Office Equipment	10,075,928	829,650	-	10,905,578	10%	5,643,788	263,090	-	5,906,878	4,998,701
Balance as at 31 December 2023	209,356,477	11,566,620	-	220,923,097		51,266,558	2,678,047	-	53,944,605	166,978,492

Allocation of Depreciation

Particulars	Percentage	Amount in Tk.
Manufacturing Expenses	66%	1,767,511
Administrative Expenses	34%	910,536
Total	100%	2,678,047

URO Agrovet Limited
Schedule of Property, Plant and Equipment
As at 30 June, 2023

Particulars	Cost				Dep. Rate (%)	Depreciation				Written Down Value as at 30 June 2023
	Balance as on 01 July 2022	Addition during the Year	Disposal/Adjustment during the year	Balance as on 30 June 2023		Balance as on 01 July 2022	Charged during the Year	Disposal during the year	Balance as on 30 June 2023	
Land & Land Development	95,286,451	650,000	-	95,936,451	0%	-	-	-	-	95,936,451
Building & Civil construction	48,173,802	91,610	-	48,265,412	5%	12,982,910	1,764,125	-	14,747,035	33,518,377
Furniture & Fixture	19,222,322	14,000	-	19,236,322	10%	9,903,891	933,243	-	10,837,134	8,399,188
Plant & Machinery	25,650,754	53,750	-	25,704,504	10%	13,052,997	1,265,151	-	14,318,148	11,386,356
Motor Vehicle	10,137,860	-	-	10,137,860	10%	5,229,630	490,823	-	5,720,453	4,417,407
Office Equipment	10,075,928	-	-	10,075,928	10%	5,151,328	492,460	-	5,643,788	4,432,140
Balance as at 30 June 2023	208,547,117	809,360	-	209,356,477		46,320,756	4,945,802	-	51,266,558	158,089,919

Allocation of Depreciation

Particulars	Percentage	Amount in Tk.
Manufacturing Expenses	66%	3,264,229
Administrative Expenses	34%	1,681,573
Total	100%	4,945,802

URO Agrovet Limited
Schedule of Intangible Assets
As at 31 December, 2023

Annexure-II

Particulars	Cost				Amo. Rate (%)	Amortization				Written Down Value as at 31 December 2023
	Balance as on 01 July 2023	Addition during the Year	Disposal during the year	Balance as on 31 December 2023		Balance as on 01 July 2022	Charged during the Year	Disposal during the year	Balance as on 31 December 2023	
Software	4,020,000	-	-	4,020,000	20%	3,464,465	55,554	-	3,520,018	499,982
Balance as at 31 December 2023	<u>4,020,000</u>	<u>-</u>	<u>-</u>	<u>4,020,000</u>		<u>3,464,465</u>	<u>55,554</u>	<u>-</u>	<u>3,520,018</u>	<u>499,982</u>

URO Agrovet Limited
Schedule of Intangible Assets
As at 30/6/2023

Particulars	Cost				Amo. Rate (%)	Amortization				Written Down Value as at 30 June 2023
	Balance as on 01 July 2022	Addition during the Year	Disposal during the year	Balance as on 30 June 2023		Balance as on 01 July 2022	Charged during the Year	Disposal during the year	Balance as on 30 June 2023	
Software	4,020,000	-	-	4,020,000	20%	3,325,581	138,884	-	3,464,465	555,535
Balance as at 30 June 2023	<u>4,020,000</u>	<u>-</u>	<u>-</u>	<u>4,020,000</u>		<u>3,325,581</u>	<u>138,884</u>	<u>-</u>	<u>3,464,465</u>	<u>555,535</u>

URO Agrovvet Limited
Details of Right-of-Use Assets
As at 31 December 2023

Asset category	Cost				Months	Amortization				Annex III
	Balance at 01 July 2023	Addition during the year	Adjustment during the year	Total at 31 December 2023		Balance at 01 July 2023	Charge for the year	Adjustment during the year	Total at 31 December 2023	Written down value as at 31 December 2023
Motor Vehicle - Cover Van	3,252,500		-	3,252,500	42/48	2,439,375	406,563	-	2,845,938	406,562
	3,252,500	-	-	3,252,500		2,439,375	406,563	-	2,845,938	406,562
Motor Vehicle - Toyota Car	-	2,300,000	-	2,300,000	2/48	-	95,833	-	95,833	2,204,167
	-	2,300,000	-	2,300,000	-	-	95,833	-	95,833	2,204,167
Motor Vehicle - Nissan Car	-	2,600,000		2,600,000	2/32	-	162,500	-	162,500	2,437,500
	-	2,600,000	-	2,600,000	-	-	162,500	-	162,500	2,437,500
Balance as at 31 December 2023	3,252,500	4,900,000	-	8,152,500	-	2,439,375	664,896	-	3,104,271	5,048,229
Balance as at 30 June 2023	3,252,500	-	-	3,252,500		1,626,250	813,125	-	2,439,375	813,125

URO Agrovat Limited
List of Bank Balance
As at 31 December, 2023

Annex-IV

Name of the banks	Account no.	Amount in BDT	
		12/31/2023	6/30/2023
NCC Bank Ltd.	0005-0325001364	206,751	9,515,544
Islami Bank Bangladesh Ltd	20503160900003109	25,646	291,450
Dutch Bangla Bank Ltd. (DBBL)	120.120.0007877	32,709	215,191
Pubali Bank Ltd	98102001824	386,351	408,739
Modhumoti Bank Ltd.	111813500000022	5,693	131,739
Islami Bank Bangladesh Ltd	20501070100467700	60,003	4,177
BRAC Bank Limited	2081204212978001	30,423	30,768
Agrani Bank Ltd.	200013677891	19,365	36,084
South Bangla Agricultural & Commerce Bank Ltd.	33111005663	19,464	20,269
Janata Bank Ltd	806001019766	47,486	106,627
South Bangla Agricultural & Commerce Bank Ltd.	33130000248	15,640	16,560
Islami Bank Bangladesh Ltd	20503160100124711	2,554	2,991
Janata Bank Ltd	100233629868	7,876	8,440
TOTAL		859,960	10,788,579

URO Agrovat Limited
Calculation of Deferred Tax
For the year ended 31 December 2023

Annex-V

Particulars	Amount in BDT	
	31-Dec-2023	30-Jun-2023
Carrying value (Accounting Base)		
Property, Plant and Equipment	166,978,492	158,089,919
Software	499,982	555,535
Right-of-use (ROU) assets	5,048,229	813,125
Total Carrying value	172,526,703	159,458,579
Tax base		
Property, Plant and Equipment	142,267,521	131,246,208
Software & IT Equipment	1,465	1,953
Right-of-use (ROU) assets	1,199,002	1,332,224
Total Carrying value	143,467,987	132,580,385
Taxable /(Deductible)temporary difference	29,058,716	26,878,194
On first 10 Lac @ 3%	30,000	30,000
On next 20 Lac @10%	200,000	200,000
On Balance @ 15%	3,908,807	3,581,729
Deferred Tax Liabilities/(Assets) at the end of the period	4,138,807	3,811,729
Closing Deferred Tax Liabilities	4,138,807	3,811,729
Opening Deferred Tax Liabilities	3,811,729	3,653,150
D. Tax (income) / expenses:	327,078	158,579

URO Agrovat Limited
Trade Payable
As at 31 December, 2023

Annex-VI

Particulars	Amount in BDT	
	31-Dec-23	30-Jun-23
City Group	87,659	82,859
M/s.Matri Vander	506,882	623,762
M/s. Robiul Traders	232,464	259,962
National Trading, Dhaka, Bangladesh	700,000	1,002,000
Mukta Chemicals, Dhaka, Bangladesh	347,710	371,210
Mehadi Traders	-	775,000
Sifiullah Enterprise	-	16,592
M/S Mahima Traders	235,608	435,608
Bhuiyan Enterprise	228,952	238,952
AK Agro Ind (Pvt.) Ltd.	125,028	124,136
M/s. DK Traders	226,166	226,166
PCF Feed Industries	70,768	-
M/S. Raju & Brothers	225,918	812,344
Mahammadia Dairy & Poultry Firm	116,577	203,577
Al Habib Enterprise	798,654	798,654
M/S. Biswanath Traders	202,895	402,895
M/S. Sagor Trading	-	170,000
Bin Iman International	254,576	454,576
Zia Traders	86,983	86,983
M/S. M K Traders	306,959	806,959
M/S. Mohona Afro Foods	-	236,189
M/S. Rani Traders	210,817	334,267
South Bay International	-	124,478
Ripon Perfumery & Chemiels	165,505	161,410
Dhaka Agro	591,256	991,256
Habib Traders	582,502	317,503
Other Various Trade Payables	1,824,620	1,103,603
TOTAL	8,128,499	11,160,941.00

(b) Information as is required under section 186 of কোম্পানি আইন, ১৯৯৪ relating to holding company;

Not applicable for URO Agrovat Limited. The company does not have any holding company.

(c) Selected ratios on liquidity, profitability and solvency of the issuer as specified in Annexure D;

**URO Agrovat Ltd.
Statement of Ratio Analysis**

We have examined the following earnings per share (EPS) and other ratios of URO Agrovat Ltd. for the period ended 31 December 2023, 30 June 2023, 30 June 2022, 30 June 2021, 30 June 2020, 30 June 2019 which have been produced by the management of the Company and provided to us. The preparation of the EPS and the other ratios is the responsibility of the Company's management. Our responsibility is to review them and certify whether they have been properly prepared using stated principles on the basis of previous audited financial statements. Based on the review, we certify that the Company has properly prepared the following EPS and other ratios using stated principles on the basis of previous audited financial statements. Ratios pertinent to the prospectus are as specified in rule 3(3)(e)/ Annexure D of the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022.

Name of ratio	31.12. 2023	30.06. 2023	30.06. 2022	30.06. 2021	30.06. 2020	30.06. 2019
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I. Liquidity Ratios:

(i)	Current Ratio	12.86	10.38	10.31	12.34	6.58	11.63
(ii)	Quick Ratio	6.85	5.20	6.72	8.10	4.67	9.69

II. Operating Efficiency Ratios:

(i)	Accounts Receivables Turnover Ratio	2.05	3.40	2.65	2.96	3.51	2.97
(ii)	Inventory Turnover Ratio	1.50	3.09	3.44	4.06	5.75	5.46
(iii)	Asset Turnover Ratio	0.62	1.12	1.09	1.11	1.02	0.80

III. Profitability Ratios:

(i)	Gross Margin Ratio	26.98	24.90	27.83	27.69	27.41	34.29
(ii)	Operating Profit Ratio	12.31	10.37	11.41	11.24	9.96	10.04
(iii)	Net Profit Ratio	9.90	8.46	9.25	9.14	8.13	8.53
(iv)	Return on Assets Ratio	6.16	9.49	10.04	10.12	8.33	6.83
(v)	Return on Equity Ratio	6.60	10.22	10.77	10.98	9.21	7.19
(vi)	Earnings Per Share (EPS) Basic	0.82	1.33	1.43	1.32	1.05	0.74
(vii)	Earnings Before Interest,	0.13	0.11	0.13	0.13	0.11	0.12

Taxes, Depreciation and Amortization (EBITDA) Margin							
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IV. Solvency Ratios:

(i)	Debt to Total Assets Ratio	0.06	0.07	0.07	0.06	0.10	0.05
(ii)	Debt to Equity Ratio	0.07	0.07	0.08	0.07	0.11	0.05
(iii)	Times Interest Earned Ratio	-	-	-	-	-	-
(iv)	Debt Service Coverage Ratio	-	-	-	-	-	-

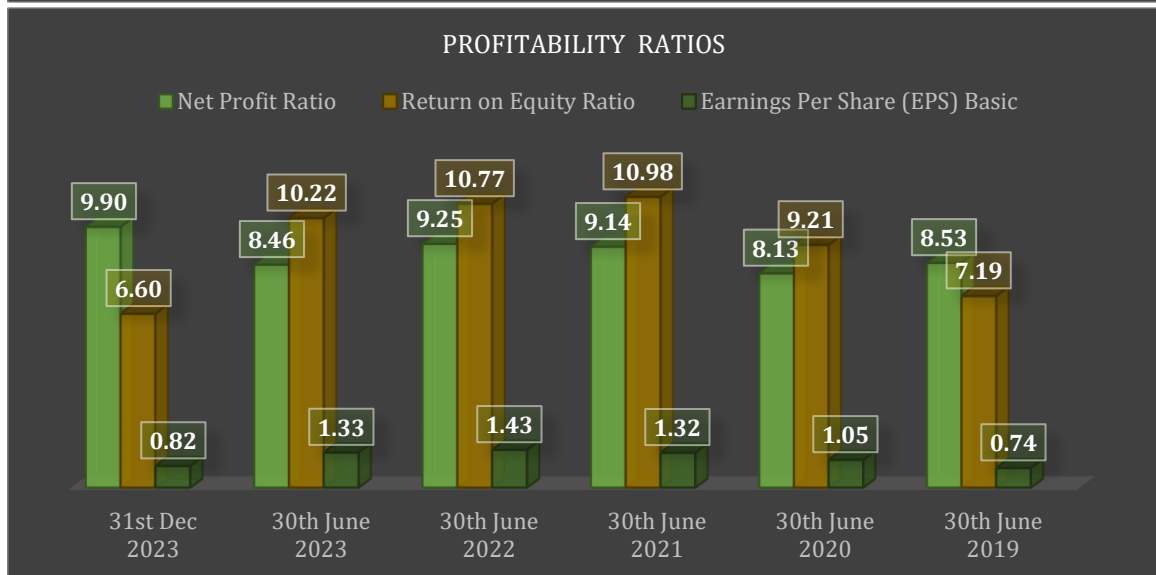
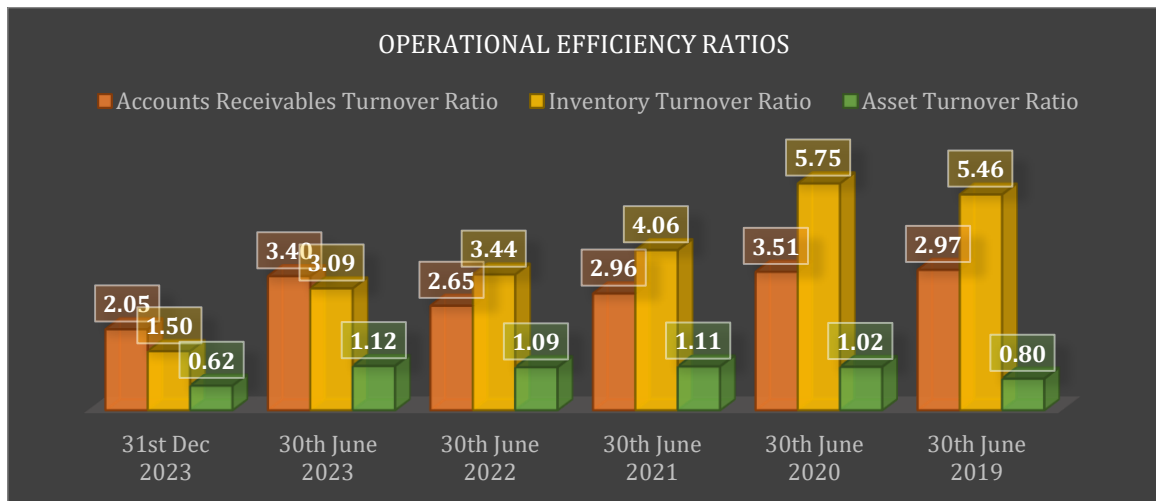
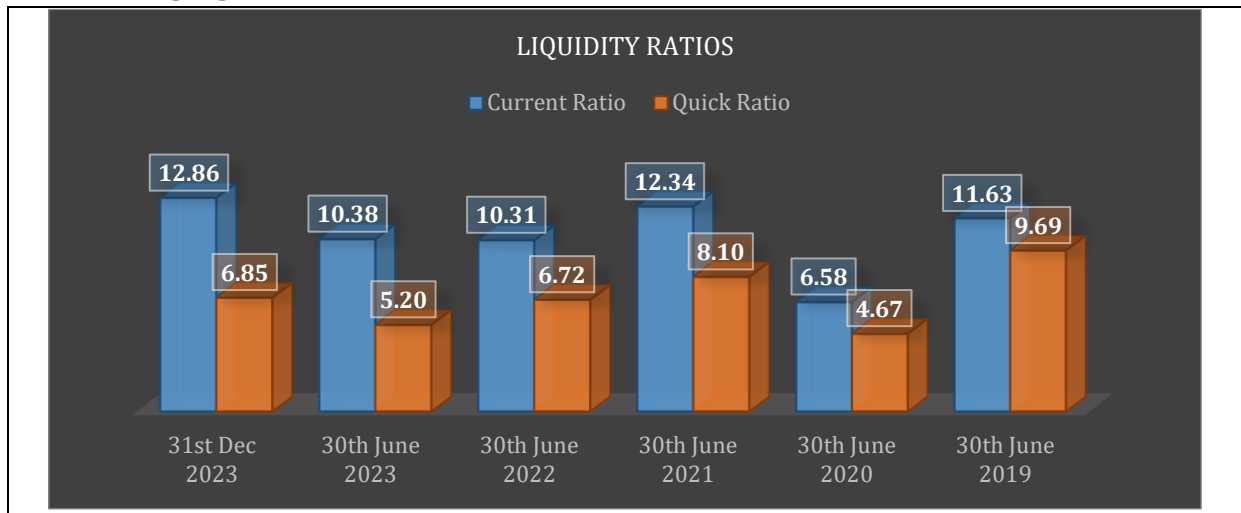
V. Cash Flow Ratio:

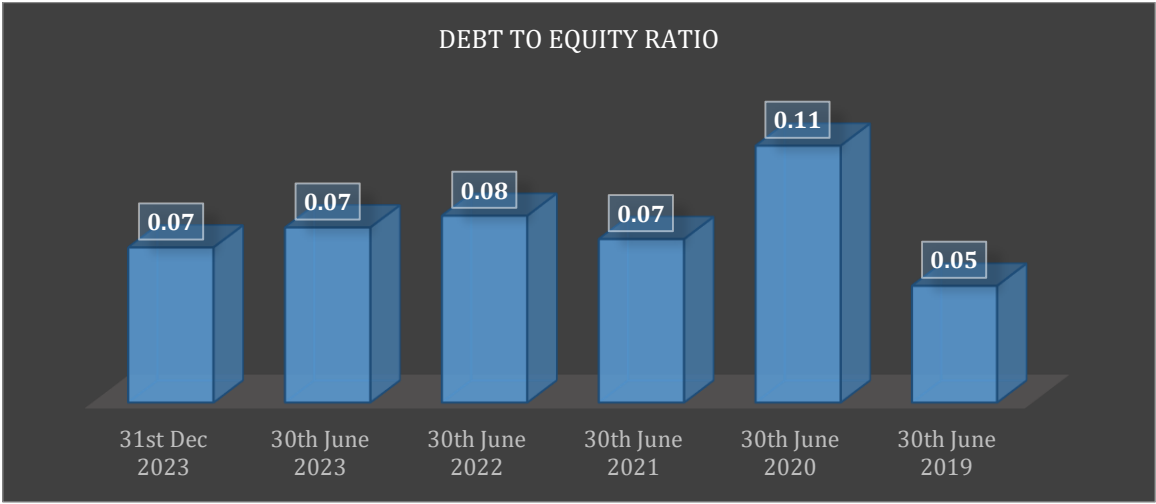
(i)	Net Operating Cash Flow Per Share (NOCFPS)	0.15	0.13	0.16	0.04	(0.82)	(0.66)
(ii)	NOCFPS to EPS Ratio	0.19	0.10	0.11	0.03	(0.79)	(0.89)

Place: Dhaka
Date: April 20, 2024

Sd/-
Md. Abdur Rashid, FCA
Enrl. No. 0474
Partner
FAMES & R
Chartered Accountants

Financial Highlights





URO Agrovet Limited
Comparison with Industry Average

Name of ratio		30.06.2023	30.06.2023	Remark/ Explanation
Liquidity Ratios:		URO Agrovet	Ind. Average	
(i)	Current Ratio	10.38	2.83	URO Agrovet current ratio is better than the industry average ratio due to its comparatively lower current liabilities relative to current assets.
(ii)	Quick Ratio	5.20	2.18	URO Agrovet quick ratio is better than the industry average ratio due to its lower current liabilities in comparison to quick assets.
Operating Efficiency Ratios:				
(i)	Accounts Receivables Turnover Ratio	3.40	1.11	URO Agrovet's ratio surpasses the industry average due to its shorter collection period for receivables.
(ii)	Inventory Turnover Ratio	3.09	1.95	URO Agrovet's ratio better than the industry average due to its shorter inventory turnover period.
(iii)	Asset Turnover Ratio	1.12	0.36	URO Agrovet's ratio exceeds the industry average due to its higher profitability compared to the average total asset.
Profitability Ratios:				
(i)	Gross Profit Margin Ratio	24.90	20.86	URO Agrovet's ratio surpasses the industry average due to its high gross profit margin relative to sales.
(ii)	Operating Profit Ratio	10.37	13.90	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(iii)	Net Profit Ratio	8.46	4.58	URO Agrovet's ratio surpasses the industry average due to its higher net profit margin in relation to sales.
(iv)	Return on Assets Ratio	9.49	1.59	URO Agrovet's ratio outperforms the industry average due to its higher net profit relative to average total assets.
(v)	Return on Equity Ratio	10.22	4.18	URO Agrovet's ratio surpasses the industry average due to its higher net profit compared to average equity.
(vi)	Earnings Per Share (EPS) Basic	1.33	0.65	URO Agrovet Ratio is better than the industry average ratio.
(vii)	EBITDA Margin	0.11	0.14	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
Solvency Ratios:				
(i)	Debt to Total Assets Ratio	0.07	0.50	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(ii)	Debt to Equity Ratio	0.07	1.59	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(iii)	Times Interest Earned Ratio	-	-	-
(iv)	Debt Service Coverage Ratio	-	-	-
Cash Flow Ratio:				
(i)	Net Operating Cash Flow Per Share (NOCFPS)	0.13	0.34	URO Agrovet Ratio needs to be improved with the industry average ratio.
(ii)	NOCFPS to EPS Ratio	0.10	0.85	URO Agrovet Ratio needs to be improved with the industry average ratio.

Name of ratio		30.06.2022	30.06.2022	Remark/ Explanation
Liquidity Ratios:		URO Agrovet	Ind. Average	
(i)	Current Ratio	10.31	2.92	URO Agrovet current ratio is better than the industry average ratio due to its comparatively lower current liabilities relative to current assets.
(ii)	Quick Ratio	6.72	2.29	URO Agrovet quick ratio is better than the industry average ratio due to its lower current liabilities in comparison to quick assets.
Operating Efficiency Ratios:				
(i)	Accounts Receivables Turnover Ratio	2.65	3.14	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(ii)	Inventory Turnover Ratio	3.44	5.00	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(iii)	Asset Turnover Ratio	1.09	0.53	URO Agrovet's ratio exceeds the industry average due to its higher profitability compared to the average total asset.
Profitability Ratios:				
(i)	Gross Profit Margin Ratio	27.83	21.79	URO Agrovet's ratio surpasses the industry average due to its high gross profit margin relative to sales.
(ii)	Operating Profit Ratio	11.41	15.76	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(iii)	Net Profit Ratio	9.25	6.18	URO Agrovet's ratio surpasses the industry average due to its higher net profit margin in relation to sales.
(iv)	Return on Assets Ratio	10.04	3.50	URO Agrovet's ratio outperforms the industry average due to its higher net profit relative to average total assets.
(v)	Return on Equity Ratio	10.77	9.65	URO Agrovet Ratio is better than the industry average ratio.
(vi)	Earnings Per Share (EPS) Basic	1.43	1.02	URO Agrovet Ratio is better than the industry average ratio.
(vii)	EBITDA Margin	0.13	0.08	URO Agrovet Ratio is better than the industry average ratio.
Solvency Ratios:				
(i)	Debt to Total Assets Ratio	0.07	0.44	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(ii)	Debt to Equity Ratio	0.08	1.31	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(iii)	Times Interest Earned Ratio	-	-	-
(iv)	Debt Service Coverage Ratio	-	-	-
Cash Flow Ratio:				
(i)	Net Operating Cash Flow Per Share (NOCFPS)	0.16	0.29	URO Agrovet Ratio needs to be improved with the industry average ratio.
(ii)	NOCFPS to EPS Ratio	0.11	0.79	URO Agrovet Ratio needs to be improved with the industry average ratio.

Name of ratio		30.06.2021	30.06.2021	Remark/ Explanation
Liquidity Ratios:		URO Agrovet	Ind. Average	
(i)	Current Ratio	12.34	3.59	URO Agrovet current ratio is better than the industry average ratio due to its comparatively lower current liabilities relative to current assets.
(ii)	Quick Ratio	8.10	2.98	URO Agrovet quick ratio is better than the industry average ratio due to its lower current liabilities in comparison to quick assets.
Operating Efficiency Ratios:				-
(i)	Accounts Receivables Turnover Ratio	2.96	4.24	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(ii)	Inventory Turnover Ratio	4.06	7.31	URO Agrovet Ratio needs to be improved with the industry average ratio.
(iii)	Asset Turnover Ratio	1.11	0.84	URO Agrovet's ratio exceeds the industry average due to its higher profitability compared to the average total asset.
Profitability Ratios:				
(i)	Gross Profit Margin Ratio	27.69	21.85	URO Agrovet's ratio surpasses the industry average due to its high gross profit margin relative to sales.
(ii)	Operating Profit Ratio	11.24	16.21	URO Agrovet Ratio needs to be improved with the industry average ratio.
(iii)	Net Profit Ratio	9.14	6.57	URO Agrovet's ratio surpasses the industry average due to its higher net profit margin in relation to sales.
(iv)	Return on Assets Ratio	10.12	5.48	URO Agrovet's ratio better than the industry average due to its higher net profit relative to average total assets.
(v)	Return on Equity Ratio	10.98	9.97	URO Agrovet's ratio better than the industry average due to its higher net profit compared to average equity.
(vi)	Earnings Per Share (EPS) Basic	1.32	1.69	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(vii)	EBITDA Margin	0.13	0.08	URO Agrovet Ratio is better than the industry average ratio.
Solvency Ratios:				
(i)	Debt to Total Assets Ratio	0.06	0.43	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(ii)	Debt to Equity Ratio	0.07	1.64	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(iii)	Times Interest Earned Ratio	-	-	-
(iv)	Debt Service Coverage Ratio	-	-	-
Cash Flow Ratio:				
(i)	Net Operating Cash Flow Per Share (NOCFPS)	0.04	0.06	URO Agrovet Ratio needs to be improved with the industry average ratio.
(ii)	NOCFPS to EPS Ratio	0.03	0.03	URO Agrovet's ratio is satisfactory compared to the industry average.

Name of ratio		30.06.2020	30.06.2020	Remark/ Explanation
Liquidity Ratios:		URO Agrovet	Ind. Average	
(i)	Current Ratio	6.58	3.63	URO Agrovet current ratio is better than the industry average ratio due to its comparatively lower current liabilities relative to current assets.
(ii)	Quick Ratio	4.67	2.68	URO Agrovet quick ratio is better than the industry average ratio due to its lower current liabilities in comparison to quick assets.
Operating Efficiency Ratios:				-
(i)	Accounts Receivables Turnover Ratio	3.51	2.29	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(ii)	Inventory Turnover Ratio	5.75	3.71	URO Agrovet's ratio better than the industry average due to its shorter inventory turnover period.
(iii)	Asset Turnover Ratio	1.02	0.66	URO Agrovet's ratio exceeds the industry average due to its higher profitability compared to the average total asset.
Profitability Ratios:				
(i)	Gross Profit Margin Ratio	27.41	21.87	URO Agrovet's ratio surpasses the industry average due to its high gross profit margin relative to sales.
(ii)	Operating Profit Ratio	9.96	16.62	URO Agrovet Ratio needs to be improved with the industry average ratio.
(iii)	Net Profit Ratio	8.13	7.10	URO Agrovet's ratio is satisfactory compared to the industry average.
(iv)	Return on Assets Ratio	8.33	4.98	URO Agrovet's ratio better than the industry average due to its higher net profit relative to average total assets.
(v)	Return on Equity Ratio	9.21	10.04	URO Agrovet's ratio is satisfactory compared to the industry average.
(vi)	Earnings Per Share (EPS) Basic	1.05	1.62	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
(vii)	EBITDA Margin	0.11	0.18	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
Solvency Ratios:				
(i)	Debt to Total Assets Ratio	0.10	0.37	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(ii)	Debt to Equity Ratio	0.11	1.33	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(iii)	Times Interest Earned Ratio	-	-	-
(iv)	Debt Service Coverage Ratio	-	-	-
Cash Flow Ratio:				
(i)	Net Operating Cash Flow Per Share (NOCFPS)	(0.82)	3.28	URO Agrovet Ratio needs to be improved with the industry average ratio.
(ii)	NOCFPS to EPS Ratio	(0.79)	1.89	URO Agrovet Ratio needs to be improved with the industry average ratio.

Name of ratio		30.06.2019	30.06.2019	Remark/ Explanation
Liquidity Ratios:		URO Agrovet	Ind. Average	
(i)	Current Ratio	11.63	3.65	URO Agrovet current ratio is better than the industry average ratio due to its comparatively lower current liabilities relative to current assets.
(ii)	Quick Ratio	9.69	2.57	URO Agrovet quick ratio is better than the industry average ratio due to its lower current liabilities in comparison to quick assets.
Operating Efficiency Ratios:				-
(i)	Accounts Receivables Turnover Ratio	2.97	2.96	URO Agrovet's ratio is satisfactory compared to the industry average.
(ii)	Inventory Turnover Ratio	5.46	4.55	URO Agrovet's ratio better than the industry average due to its shorter inventory turnover period.
(iii)	Asset Turnover Ratio	0.80	0.80	URO Agrovet's ratio is satisfactory compared to the industry average.
Profitability Ratios:				
(i)	Gross Profit Margin Ratio	34.29	21.58	URO Agrovet's ratio surpasses the industry average due to its high gross profit margin relative to sales.
(ii)	Operating Profit Ratio	10.04	16.39	URO Agrovet Ratio needs to be improved with the industry average ratio.
(iii)	Net Profit Ratio	8.53	7.24	URO Agrovet's ratio is satisfactory compared to the industry average.
(iv)	Return on Assets Ratio	6.83	6.07	URO Agrovet's ratio is satisfactory compared to the industry average.
(v)	Return on Equity Ratio	7.19	14.04	URO Agrovet Ratio needs to be improved with the industry average ratio.
(vi)	Earnings Per Share (EPS) Basic	0.74	1.83	URO Agrovet Ratio needs to be improved with the industry average ratio.
(vii)	EBITDA Margin	0.12	0.18	URO Agrovet's ratio is satisfactory compared to the industry average, but there is room for improvement.
Solvency Ratios:				
(i)	Debt to Total Assets Ratio	0.05	0.40	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(ii)	Debt to Equity Ratio	0.05	1.62	URO Agrovet's ratio falls below the industry average due to the absence of any long-term liabilities.
(iii)	Times Interest Earned Ratio	-	-	-
(iv)	Debt Service Coverage Ratio	-	-	-
Cash Flow Ratio:				
(i)	Net Operating Cash Flow Per Share (NOCFPS)	(0.66)	0.36	URO Agrovet Ratio needs to be improved with the industry average ratio.
(ii)	NOCFPS to EPS Ratio	(0.89)	0.20	URO Agrovet Ratio needs to be improved with the industry average ratio.

There is no perfect peer company of URO Agrovet Limited. However, two companies (Krishibid Feed Limited and Oryza Agro Limited) were selected to calculate the industry average, which are similar to URO Agrovet Limited. Financial data obtained from the respective company's annual report;

(d) The issuer shall include comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer in the prospectus. If the company has been in existence for less than five years, the above-mentioned inclusion and submission will have to be made for the period of existence of the company;

URO Agrovat Ltd.

We have examined the Audited Financial Statements of URO Agrovat Ltd. for the Period ended 31 December 2023, 30 June 2023 which was audited by FAMES & R Chartered Accountants, 30 June 2022, 2021, 2020 which was audited by Islam Quazi Shafique & Co., Chartered Accountants and 30 June 2019 were audited by Mahfel Haq & Co., Chartered Accountants. In pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act, 1994, our report is as under:

	Amount in BDT					
	31.12.2023	30.06.2023	30.06.2022	30.06.2021	30.06.2020	30.06.2019
1. Statement of Assets and liabilities:						
Assets						
Property, plant and equipment	166,978,492	158,089,919	162,226,361	162,687,337	166,066,402	151,926,890
Intangible Assets	499,981	555,535	694,419	868,024	1,085,030	-
Right-of use(ROU) asset	5,048,229	813,125	1,626,250	2,439,375	-	-
Preliminary Expenses		-	-	-	587,202	734,003
Non-current assets	172,526,702	159,458,579	164,547,030	165,994,736	167,738,634	152,660,893
Inventories	134,367,818	136,990,524	120,448,428	98,267,409	74,537,056	35,041,442
Trade Receivables	107,616,886	96,121,421	215,523,049	178,729,080	149,341,248	98,002,670
Advances, Deposits and Prepayments	43,023,019	29,913,619	1,164,648	847,101	16,589,603	20,241,923
Advance Income Tax	30,899	106,392	140,009	32,581	3,822,848	259,979
Cash and Cash Equivalents	2,443,094	11,499,175	8,248,255	7,927,533	12,058,413	57,226,758
Current assets	287,481,716	274,631,132	345,524,389	285,803,704	256,349,168	210,772,772
Total Assets	460,008,418	434,089,711	510,071,419	451,798,440	424,087,802	363,433,665
Share Holders' Equity and Liabilities						
Share Capital	336,920,770	336,920,770	336,920,770	336,920,770	336,920,770	334,320,770
Retained Earnings	94,442,930	66,893,221	135,488,247	87,193,618	46,293,567	10,985,194
Share Holders' Equity	431,363,700	403,813,991	472,409,017	424,114,388	383,214,337	345,305,964

Deferred Tax Liability	4,140,549	3,813,471	3,654,892	3,493,621	-	-
Lease liability (non-current portion)	2,150,934	-	497,416	1,034,942	1,900,000	-
Non-Current Liabilities	6,291,483	3,813,471	4,152,308	4,528,563	1,900,000	-
Lease liability (current portion)	653,479	540,638	537,526	451,907	5,622	-
Trade and Other Payables	8,128,499	11,160,941	19,197,143	10,223,583	28,521,715	13,766,328
Accrued Expenses	4,639,829	4,676,404	2,988,392	2,702,489	2,301,201	238,933
Provision for Income Tax	4,682,928	7,463,753	7,955,726	7,162,978	6,075,724	4,122,440
Workers' Profit Participation Funds	4,248,499	2,620,513	2,831,307	2,614,532	2,069,205	-
Current Liabilities	22,353,235	26,462,249	33,510,094	23,155,489	38,973,467	18,127,701
Total liabilities	28,644,718	30,275,720	37,662,402	27,684,052	40,873,467	18,127,701
Total Equity and Liabilities	460,008,418	434,089,711	510,071,419	451,798,440	424,087,804	363,433,665
Net Assets Value Per Share	12.80	11.99	14.02	12.59	11.37	10.33
2. Statement of Operating Result:						
Revenue	278,416,275	529,568,775	521,836,502	485,252,951	434,220,989	291,165,693
Less: Cost of Goods Sold	203,288,670	397,695,541	376,625,845	350,868,528	315,214,332	191,326,741
Gross Profit	75,127,605	131,873,234	145,210,657	134,384,423	119,006,657	99,838,952
Operating Expenses	40,855,061	76,967,868	85,678,811	79,829,859	75,778,563	70,602,075
Less : Administrative Expenses	10,630,464	22,431,749	20,647,485	19,659,894	17,490,100	16,139,592
Less : Marketing & Selling Expense	30,224,597	54,536,119	65,031,326	60,169,965	58,288,463	54,462,483
Profit From Operation	34,272,544	54,905,366	59,531,846	54,554,564	43,228,094	29,236,877
Add: Other Income	46,353	263,003	125,276	155,221	503,483	-
Less : Financial Expense	131,197	137,598	199,667	276,649	278,276	287,281
Profit Before Income Tax & WPPF	34,187,701	55,030,771	59,457,455	54,433,136	43,453,301	28,949,596
Less: Contribution to WPPF	1,627,986	2,620,513	2,831,307	2,592,054	2,069,205	-
Profit before Income Tax	32,559,715	52,410,258	56,626,148	51,841,082	41,384,096	28,949,596
Less: Income Tax Expenses	5,010,006	7,622,332	8,331,519	7,506,573	6,075,724	4,122,439
Current tax	4,682,928	7,463,753	8,170,248	7,377,500	6,075,724	4,122,439
Deferred tax	327,078	158,579	161,271	129,073	-	-
Net Profit after tax	27,549,709	44,787,926	48,294,629	44,334,509	35,308,372	24,827,157

Other comprehensive income	-	-	-	-	-	-
Total Comprehensive Income	27,549,709	44,787,926	48,294,629	44,334,509	35,308,372	24,827,157
Earnings per Share (EPS) Basic	0.82	1.33	1.43	1.32	1.05	0.74
Earnings per Share (EPS) Diluted	-	-	-	-	-	-
Total number of outstanding shares	33,692,077	33,692,077	33,692,077	33,692,077	33,692,077	33,432,077
3. Dividend Declared:						
Cash	0%	0%	0%	0%	0%	0%
Bonus share	0%	0%	0%	0%	0%	15%

4. Statement of Cash Flows:

CASH FLOWS FROM OPERATING ACTIVITIES

Cash Received From Turnover & Other	266,967,164	535,850,454	485,167,809	456,020,340	383,385,894	258,542,506
Cash Paid to Suppliers, Employees and Others	(254,300,944)	(523,251,126)	(471,932,475)	(451,990,061)	(403,201,304)	(276,793,814)
Cash Generated from operation	12,666,220	12,599,328	13,235,334	4,030,279	(19,815,410)	(18,251,308)
Income Tax Paid	(7,388,260)	(7,922,109)	(7,484,928)	(2,285,457)	(7,685,309)	(3,829,795)
Financial Expenses	(131,197)	(137,598)	(199,667)	(276,649)	(278,276)	-
Net Cash Inflow / (Outflow) from Operating Activities	5,146,763	4,539,621	5,550,739	1,468,173	(27,778,995)	(22,081,103)

CASH FLOWS FROM INVESTING ACTIVITIES

Acquisition of property, plant and equipment	(11,566,620)	(794,396)	(4,778,110)	(5,180,280)	(21,894,947)	(40,247,283)
Acquisition of Right of Use (ROU) Asset	(4,900,000)	-	-	-	-	-
Net Cash Used in investing activities	(16,466,620)	(794,396)	(4,778,110)	(5,180,280)	(21,894,947)	(40,247,283)

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from Issuance of Share Capital	-	-	-	-	2,600,000	154,140,770
Increase/(Decrease) in Stock Dividend	2,263,775	(494,304)	(451,907)	(418,773)	1,905,622	(43,940,770)
Inflow/Outflow Finance Lease	-	-	-	-	-	-

Net Cash Used in Financing Activities	<u>2,263,775</u>	<u>(494,304)</u>	<u>(451,907)</u>	<u>(418,773)</u>	<u>4,505,622</u>	<u>110,200,000</u>
Net Increase/ (Decrease) in Cash & Cash Equivalents	<u>(9,056,082)</u>	<u>3,250,921</u>	<u>320,722</u>	<u>(4,130,880)</u>	<u>(45,168,320)</u>	<u>47,871,614</u>
Cash and Cash Equivalents at the beginning of the year	<u>11,499,176</u>	<u>8,248,255</u>	<u>7,927,533</u>	<u>12,058,438</u>	<u>57,226,758</u>	<u>9,355,145</u>
Cash and Cash Equivalents at the end of the year	<u>2,443,094</u>	<u>11,499,176</u>	<u>8,248,255</u>	<u>7,927,533</u>	<u>12,058,438</u>	<u>57,226,758</u>
Net Operating Cash Flow per Share-Reported	<u>0.15</u>	<u>0.13</u>	<u>0.16</u>	<u>0.04</u>	<u>(0.82)</u>	<u>(0.66)</u>

Place: Dhaka
Date: April 20, 2024

Sd/-
Md. Abdur Rashid, FCA
Enrl. No. 0474
Partner
FAMES & R
Chartered Accountants



SECTION - XVII

Declarations & others information

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(i)	Declaration about the responsibility of the directors, including the CEO of the issuer in respect of the prospectus of URO Agrovet Ltd. [Annexure- A]
(ii)	Due diligence certificate to be furnished by issue manager(s) in the prospectus . [Annexure- B]
(iii)	Consent of directors to serve as directors
(iv)	Declaration by the management of Uro Agrovet Ltd . Regarding purchase of the plant & machineries in brand new or recondition/ secondhand condition
(v)	Declaration by the management of Uro Agrovet Ltd. Regarding contract with principal suppliers or customers
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(ix)	Declaration by the issue manager regarding no way connected with the issuer, nor does hold any of issuer's securities;
(x)	Details of shareholders including name, positions, no. of shares hold and percentage of shareholding and lock-in
(xi)-(xiv)	Auditors' certificates and Feasibility Report;

(i) Declaration about the responsibility of the directors, including the CEO of the issuer in respect of the prospectus of Uro Agrovet Ltd.;

Annexure- A

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE CEO OF THE ISSUER IN RESPECT OF THE PROSPECTUS OF URO AGROVET LTD.

[See rule 3(3)(a) and (e)]

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this qualified investor offer and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

We also confirm that full and fair disclosures have been made in this prospectus to enable the qualified investors to make a well-informed decision for investment.

Sd/-
Saima Ahamed Surovy
Chairman

Sd/-
Md. Mohsin Islam
Director

Sd/-
A.S. Shameem Ahamed
Independent Director

Sd/-
Md. Abu Bakar Siddique
Managing Director

Sd/-
Jahangir Alam Ziko
Director

Sd/-
S. M. Hossain Reza
Independent Director

Date: April 16, 2024

(ii) Due diligence certificate to be furnished by issue manager(s) in the prospectus;

Annexure-B

DUE DILIGENCE CERTIFICATE TO BE FURNISHED BY ISSUE MANAGER(S) IN THE PROSPECTUS

[See rule 3(3)(e)]

To

The Bangladesh Securities and Exchange Commission

Sub: Qualified Investor Offer of 10,000,000 Ordinary Shares of taka 10.00 by URO Agrovet Ltd.

We, the issue manager(s) to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above-mentioned Initial Qualified Investor Offer (IQIO), visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notifications, guidelines, instructions, etc. framed or issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in the prospectus are true, fair and adequate to enable the investors to make a well-informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid interns of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well-informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences, etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IQIO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the Rules has been complied with and our comments, if any;
- (k) We also declare that we have managed the qualified investor offers of the following issuers in the last 5 (five) years:

Serial No	Name of Issue	Issue Year	Issue Price (BDT)	Dividend/ Repayment History				
				2019	2020	2021	2022	2023
-	-	-	-	-	-	-	-	-

Place: Dhaka
Date: April 16, 2024

Sd/-
Tanzim Alamgir
Managing Director & CEO
UCB Investment Limited

(iii) Consent of directors to serve as directors;

CONSENT OF DIRECTORS TO SERVE AS DIRECTORS

We, the undersigned, hereby declare our explicit consent to serve as Director(s) of URO Agrovet Limited and confirm that we will continue to act as Director(s) of the Company.

Sd/-
Saima Ahamed Surovy
Chairman

Sd/-
Md. Abu Bakar Siddique
Managing Director

Sd/-
Md. Mohsin Islam
Director

Sd/-
Jahangir Alam Ziko
Director

Sd/-
A.S. Shameem Ahamed
Independent Director

Sd/-
S. M. Hossain Reza
Independent Director

Date: April 16, 2024

(iv) Declaration by the management of Uro Agrovet Ltd. Regarding purchase of the plant & machineries in brand new or recondition/ secondhand condition;

DECLARATION BY THE MANAGEMENT OF URO AGROVET LTD. REGARDING PURCHASE OF THE PLANT & MACHINERIES IN BRAND NEW OR RECONDITION/ SECONDHAND CONDITION

We hereby declare that all plants and machinery owned by URO Agrovet Ltd. as of December 31, 2023, were acquired in brand new condition. The Company does not own any reconditioning or secondhand machinery.

For Issuer,

Sd/-
Md. Abu Bakar Siddique
Managing Director

Sd/-
Sudip Hazra
Chief Financial Officer

Date: April 16, 2024

(v) Declaration by the management of Uro Agrovet Ltd. regarding contract with principal suppliers or customers;

DECLARATION BY THE MANAGEMENT OF URO AGROVET LTD. REGARDING CONTRACT WITH PRINCIPAL SUPPLIERS OR CUSTOMERS

We hereby declare that URO Agrovet Ltd. does not have any contract with its principal suppliers or customers.

For Issuer,

Sd/-
Md. Abu Bakar Siddique
Managing Director

Sd/-
Sudip Hazra
Chief Financial Officer

Date: April 16, 2024

(vi) Statement regarding cost audit;

STATEMENT REGARDING COST AUDIT

We hereby declare that, as per provision of the Companies Act, 1994, Cost Audit by the Professional Accountant is not applicable for URO Agrovet Ltd.

For Issuer,

Sd/-
Md. Abu Bakar Siddique
Managing Director

Sd/-
Sudip Hazra
Chief Financial Officer

Date: April 16, 2024

(vii) Declaration by the management of Uro Agrovet Ltd. Regarding loan taken or given from or to any director or any person connected with the director;

DECLARATION BY THE MANAGEMENT OF URO AGROVET LTD. REGARDING LOAN TAKEN OR GIVEN FROM OR TO ANY DIRECTOR OR ANY PERSON CONNECTED WITH THE DIRECTOR.

This is to declare that the URO Agrovet Ltd. did not take or give any loan from or to any director or any person connected with the director as on December 31, 2023.

For Issuer,

Sd/-
Md. Abu Bakar Siddique
Managing Director

Date: April 16, 2024

(viii) Declaration by the management of Uro Agrovet Ltd. regarding no way connected with the issuer, nor does hold any of issuer's securities;

DECLARATION BY THE MANAGEMENT OF URO AGROVET LTD. REGARDING NO WAY CONNECTED WITH THE ISSUER, NOR DOES HOLD ANY OF ISSUER'S SECURITIES

We, URO Agrovet Ltd., hereby declare that the Issue Manager UCB Investment Limited or any of its connected persons are in no way connected with URO Agrovet Ltd. or hold any securities issued by URO Agrovet Ltd.

For Issuer,

Sd/-

Md. Abu Bakar Siddique

Managing Director

Date: April 16, 2024

(ix) Declaration by the issue manager regarding no way connected with the issuer, nor does hold any of issuer's securities;

DECLARATION BY THE ISSUE MANAGER REGARDING NO WAY CONNECTED WITH THE ISSUER, NOR DOES HOLD ANY OF ISSUER'S SECURITIES

We, UCB Investment Limited, as the Issue Manager of URO Agrovet Limited, hereby declare that UCB Investment Limited, or any of its connected persons are in no way connected with URO Agrovet Limited or hold any securities issued by URO Agrovet Limited.

For Issue Manager,

Sd/-

Tanzim Alamgir

Managing Director & CEO

UCB Investment Limited

Date: April 16, 2024

(x) Details of shareholders including name, positions, no. of shares hold, percentage of shareholding and lock-in;

Name	Position of Shareholder	No. of Shares	% of Shareholdings	Lock-in
Saima Ahamed Surovy	Chairman	1,466,252	4.35%	2 Years
Md. Abu Bakar Siddique	Managing Director	9,007,033	26.73%	2 Years
Md. Mohsin Islam	Director	1,678,118	4.98%	2 Years
Jahangir Alam Ziko	Director	1,306,252	3.88%	2 Years
S. M. Hossain Reza	Independent Director	23,027	0.07%	2 Years
URO International Ltd.	Shareholder	2,285,933	6.78%	1 Year
URO Software & Design Ltd.	Shareholder	1,151,321	3.42%	1 Year
Md. Rabiul Islam	Shareholder	630,463	1.87%	1 Year
Mrs. Tazreen Rahman	Shareholder	2,878,304	8.54%	1 Year
Mrs. Nahreen Rahman	Shareholder	2,878,304	8.54%	1 Year
Bluechip Securities Ltd.	Shareholder	2,878,304	8.54%	1 Year
Mrs. Shahnaz Rahman	Shareholder	2,878,304	8.54%	1 Year
Md. Mohiuddin Ahmed	Shareholder	30,462	0.09%	1 Year
Mst. Masuma Begum	Shareholder	400,000	1.19%	1 Year
Nadia Momin Imam	Shareholder	843,750	2.50%	1 Year
Safwan Zubair	Shareholder	281,250	0.83%	1 Year
Abu Mohammad Mahbulul Karim Majumder	Shareholder	380,000	1.13%	1 Year
Ashraf Mohammed Ali Chowdhury	Shareholder	95,000	0.28%	1 Year
Syeda Adiba Hussain	Shareholder	900,000	2.67%	1 Year
Rahnuma Sanjana	Shareholder	200,000	0.59%	1 Year
Maksuda Hossain	Shareholder	100,000	0.30%	1 Year
Kamrun Nahar Shirin	Shareholder	400,000	1.19%	1 Year
Sweet Agrovet Ltd.	Shareholder	250,000	0.74%	1 Year
Md. Bellal Khan	Shareholder	200,000	0.59%	1 Year
Mohammad Dalour Hossain Khan	Shareholder	400,000	1.19%	1 Year
Marzea Mouly Shorna	Shareholder	150,000	0.45%	1 Year
		33,692,077	99.98%	
Total		33,692,077	100.00%	

Lock in provision [As per Rules 7 of Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022]

All issued ordinary shares of the issuer at the time of according to consent to IQIO shall be subject to a lock-in period from the date of issuance of prospectus or commercial operation, whichever comes later, in the following matter:

- (a) Ordinary shares held by sponsors, director shareholders who hold 10% (ten percent) or more for 2 (two) years;
- (b) Ordinary shares held by alternative investment funds or foreign investors or by others for 1 (one) year.

Provided that ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned above.

(xi) Auditors certificate of paid-up capital of URO Agrovet Ltd.

AUDITORS CERTIFICATE OF PAID-UP CAPITAL OF URO AGROVET LTD.

This is to certify that the authorized capital of URO Agrovet Ltd. is Tk. 1,000,000,000.00 (taka one hundred crores) divided into 100,000,000 (ten crores) ordinary shares of Tk. 10.00 (taka ten) each and the paid-up capital is Tk. 336,920,770.00 (taka thirty-three crore sixty-nine lac twenty thousand seven hundred seventy) divided into 33,692,077 (three crores thirty-six lac ninety-two thousand seventy-seven) ordinary shares of Tk. 10.00 (taka ten) each fully paid up. Details of allotment are as follows:

Date of allotment	Mode of allotment	Number of shares	Issue Price	Amount in BDT
1st Allotment as par MOA	Cash	40,000	Tk. 10	400,000
2nd Allotment 03.05.2017	Cash	4,000,000	Tk. 10	40,000,000
3rd Allotment 14.09.2017	Cash	5,860,000	Tk. 10	58,600,000
4th Allotment 02.05.2018	Bonus Share	8,118,000	Tk. 10	81,180,000
5th Allotment 24.03.2019	Cash	11,020,000	Tk. 10	110,200,000
6th Allotment 26.06.2019	Bonus Share	4,394,077	Tk. 10	43,940,770
7th Allotment 11.06.2020	Cash	260,000	Tk. 10	2,600,000
Total		33,692,077		336,920,770

The Company changed the face value of its ordinary shares from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its Extra Ordinary General Meeting (EGM) held on 3rd October 2017. Accordingly, necessary amendments were made to the clause of the Memorandum and Articles of Association.

The Company received the above-mentioned cash through the banking channel and issued bonuses through the distribution of accumulated profit.

Certificate of Share Capital has been issued on the basis of allotment letter issued by the Register of Joint Stock Companies and Firms.

Place: Dhaka
Date: April 20, 2024

Sd/-
Md. Abdur Rashid, FCA
Enrl. No. 0474
Partner
FAMES & R
Chartered Accountants

(xii) Auditors certificate regarding purchase of the plant & machineries

AUDITOR'S CERTIFICATE REGARDING PURCHASE OF THE PLANT & MACHINERIES

This is to certify that, based on the books of account, records, and other relevant documents provided by the management to us, all the plants and machinery of URO Agrovat Ltd. were purchased in brand-new condition.

The Certificate has been issued on the basis of Engineers Certificate of the Company.

Place: Dhaka
Date: April 20, 2024

Sd/-
Md. Abdur Rashid, FCA
Enrl. No. 0474
Partner
FAMES & R
Chartered Accountants

(xiii) Auditors certificate regarding holding of annual general meeting (AGM) of URO Agrovat Ltd.

AUDITORS' CERTIFICATE REGARDING HOLDING OF ANNUAL GENERAL MEETING (AGM) OF URO AGROVAT LTD.

This is to certify that **URO Agrovat Ltd.** has held its Annual General Meeting (AGM) regularly. The last 5 years' AGM Schedule and Dividend declaration information is given below:

Sl.	Year	Date of AGM	Venue	Dividend Declaration
1	2022-2023	31.12.2023	Corporate Office	None
2	2021-2022	31.12.2022	Corporate Office	None
3	2020-2021	31.12.2021	Corporate Office	None
4	2019-2020	21.12.2020	Corporate Office	None
5	2018-2019	10.12.2019	Corporate Office	Bonus Share

Place: Dhaka
Date: April 20, 2024

Sd/-
Md. Abdur Rashid, FCA
Enrl. No. 0474
Partner
FAMES & R
Chartered Accountants

(xiv) Summary of the feasibility report

Total Project Plan

S.L No	Particulars	Amount in BDT
1	Project Cost/ Capital Expenditure	145,398,270
2	Working Capital	52,074,186
Total		197,472,456

Project Cost

S.L No	Particulars	Amount in BDT
1	Feed Mill Unit: 01	137,298,270
2	Medicine & Additives Unit Modernization	8,100,000
Total		145,398,270

Source of Fund

S.L No	Particulars	Project	Sources		Total Amount (In BDT)
			IQIO (Amount in BDT)	Own (Amount in BDT)	
1	Land Development (50:50)	Feed Mill Unit-01	1,000,000	1,000,000	2,000,000
2	Plant & Machineries (100:0)		76,530,000	-	76,530,000
3	Building & Construction (40:60)		20,359,308	30,538,962	50,898,270
4	Vehicle and Automobiles (0:100)		-	4,320,000	4,320,000
5	Furniture, Fixture & office Equipments (0:100)		-	3,550,000	3,550,000
6	Production Machineries (Own)	Medicine & Additives Unit		3,500,000	3,500,000
7	Packaging Machineries (Own)			1,800,000	1,800,000
8	Additives Unit Shifting (Own)			2,800,000	2,800,000
9	Working Capital				
Total			100,000,000	46,508,962	145,398,270

* Working capital will be supplied by Company own source.

Feed Mill Unit: 01 [Break Down of head wise Expenses]

S.L No	Particulars	Investment Requirement
1	Land Development	2,000,000
2	Plant & Machineries	76,530,000
3	Building Construction And Still Structure	50,898,270
4	Vehicle and Automobiles	4,320,000
5	Furniture, Fixture & office Equipments	3,550,000
Total		137,298,270

Medicine & Additives Unit Modernization [Break Down of head wise Expenses]

S.L No	Particulars	Investment Requirement
1	Production Machineries	3,500,000
2	Packaging Machineries	1,800,000
3	Additives Unit Modernization (Automation)	2,800,000
Total		8,100,000

Land & Land Development

S.L No	Particulars	Investment Status		Total
		Done	To be	
1	Land - Feed Mill	95,936,451	-	95,936,451
2	Land Development		2,000,000	2,000,000
	Total	95,936,451	2,000,000	97,936,451

Building, Constructions and Steel Structure

S.L No	Particulars	Notes	Investment Status		Total
			Done	To be	
1	Main Factory Infrastructure (Steel Structure)	32,400 sft @ 814.3	-	26,383,270	26,383,270
2	Store for RM, PM and FG	2,000 sft @ 1050	-	2,100,000	2,100,000
3	Gate Office & Security Desk (50*20)	1,000 sft @ 1500	-	1,500,000	1,500,000
4	Unit Office Building & Staff Residence (2700*2)	5,400sft @ 1600	-	8,640,000	8,640,000
5	Machine Store Room	500 sft @ 950	-	475,000	475,000
6	Water Tank including Supply System		-	2,500,000	2,500,000
7	Deep Tube-wel		-	1,000,000	1,000,000
8	Boundary Wall		-	3,000,000	3,000,000
9	Generator & Sub-Station	1,000 sft @ 1300	-	1,300,000	1,300,000
10	Loaded/Unloaded & Parking		-	3,000,000	3,000,000
11	Other Civil related Cost		-	1,000,000	1,000,000
	Total		-	50,898,270	50,898,270

Plant, Machineries and Equipments

S.L No	Particulars	Investment Status		Total
		Done	To be	
1	Complete Machine set up (Fish Feed) - 5 Ton. (With Extended facility 2 ton)	-	62,280,000	62,280,000
2	Mechanical & Tools for Installation	-	1,050,000	1,050,000
3	Sub Station 1000 kva	-	4,000,000	4,000,000
4	Equipment Installation Materials	-	1,500,000	1,500,000
5	Electrical Installation Materials	-	2,500,000	2,500,000
6	Generator 400kva	-	2,000,000	2,000,000
7	Lighting of the Premises	-	500,000	500,000
8	Other Equipments	-	1,200,000	1,200,000
9	Other Utensil for Installation	-	500,000	500,000
10	Installation, Erection & other	-	1,000,000	1,000,000
	Total	-	76,530,000	76,530,000

Vehicle and Automobiles

S.L No	Particulars	Investment Status		Total
		Done	To be	
1	Pickup Van for RM Carrying 2MT - 2	-	4,000,000	4,000,000
2	Motor Bike Nos 02	-	320,000	320,000
	Total	-	4,320,000	4,320,000

Furniture, Fixture & office Equipments

S.L No	Particulars	Investment Status		Total
		Done	To be	
1	Table, Chair, Cabinet and Decoration	-	500,000	500,000
2	Computer and Laptop Nos 04	-	750,000	750,000
3	AC & Fittings	-	1,500,000	1,500,000
4	Other Equipments and Fixtures	-	800,000	800,000
Total		-	3,550,000	3,550,000

Medicine & Additives Unit Modernization

S.L No	Particulars	Investment Status		Total
		Done	To be	
1	Production Machineries	-	3,500,000	3,500,000
2	Packaging Machineries	-	1,800,000	1,800,000
3	Additives Unit Modernization (Automation)	-	2,800,000	2,800,000
Total			8,100,000	8,100,000