



**CREATING VALUE**  
**EMBRACING SUSTAINABILITY**



Welcome to

# MARICO BANGLADESH LIMITED

Marico Bangladesh Limited has been on a successful journey for the past 25 years and has become one of the leading consumer products company in Bangladesh. It is a blue-chip stock listed on the Dhaka and Chittagong stock exchanges since 2009. Marico Bangladesh is committed to making a difference to lives of all stakeholders through all we do. We touch lives of 4 out of 5 Bangladeshis with our wide array of brands.



## USEFUL LINK

Find more information online:  
[marico.com/bangladesh](http://marico.com/bangladesh)



Explore  
our  
History



Download  
our Annual  
Report



Get to  
know our  
Brands

# MARICO'S GLOBAL FOOTPRINT



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Growing

# TOGETHER



**MBL is driven by its purpose of making a difference. Despite economic challenges, MBL has delivered growth and expanded its portfolio, focusing on sustainability, innovation, and social responsibility. Empowering its team to excel and championing ethical practices, MBL aims to leave a lasting positive legacy for future generations.**

Marico Bangladesh Limited (MBL) is driven by our purpose of making a difference in the lives we touch. The dedication and tenacity of our members have been the finest representation of the past years. They have been the driving force behind our benchmark performance, the acceleration of our social responsibility efforts, thrive for sustainability, and the pursuit of excellence across our operations, even during economic changes and challenges, epitomizing the phrase "Be the Impact!".

Despite facing a turbulent year characterized by a volatile external environment, we have stayed true to our strategic framework and core values, delivering growth and profitability with agility. Besides, we even expanded our portfolio.

While 2023-24 had its own unique challenges due to overall economic condition, it has made us a stronger

and more resilient business, better prepared for fast-changing consumer demands and a rapidly evolving business environment. We have aimed to create an impact through our quality offerings, value chain talent value proposition, governance practices and corporate citizenship initiatives.

We empower our team to innovate and excel, integrating eco-friendly practices and championing ethical conduct throughout our operations. By addressing critical social issues through targeted initiatives, we strive to uplift the underserved and foster opportunities for thriving communities. Our dedication to sustainability and innovation ensures that we meet evolving consumer needs while maintaining the highest standards of governance. Together, we build a brighter, more sustainable future, leaving a lasting positive legacy for generations to come.

WELCOME NOTE

# FROM CHAIRMAN



**SAUGATA GUPTA**  
Chairman of the Board

I'm delighted to welcome all our valued stakeholders to Marico Bangladesh's Annual Report for the financial year 2023-24. This is an opportunity to reflect on our accomplishments and look forward with optimism.

Your steadfast support has been fundamental to our exceptional performance. Despite the challenges we've encountered, your trust has empowered us to navigate difficulties and sustain our relentless pursuit of excellence. Together, we've strengthened our organization's ability to adapt swiftly to change and capitalize on emerging opportunities.

Throughout the past year, we've demonstrated the robustness of our corporate values, bolstered by our influential brand presence, expansive distribution network, and solid financial health. Your unwavering confidence in our vision has not only maintained our momentum but also propelled us towards achieving our strategic objectives. I take great pride in our collective accomplishments and extend heartfelt gratitude for your steadfast dedication.

As we gather today, I am filled with deep satisfaction and optimism for the future. This moment celebrates our shared journey and our ambitions for continued growth. Our commitment to delivering outstanding performance, fostering innovation, and embracing sustainable practices remains unwavering.

Thank you for being an essential part of the Marico family. Your steadfast support and trust have been indispensable to our success. Let us continue to build upon our outstanding performance, driving innovation, growth, and mutual prosperity while creating enduring value for all stakeholders.

## About This

# REPORT



### Report objectives

At Marico Bangladesh, we prioritize keeping our shareholders and stakeholders fully informed about our business operations. With our 2023-24 Annual Report, our commitment to transparency shines through as we provide clear and relevant information that offers insights into the health and strength of our operations. Our goal is to empower our shareholders to make informed assessments of Marico Bangladesh's value creation activities, business performance, and future prospects. By delivering comprehensive and transparent reporting, we aim to foster trust and confidence in our organization and its endeavors.



### Reporting Period

This report serves as a valuable resource, offering readers material information and insightful analysis of our performance for the fiscal year spanning from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 (FY 2023-24). When considering external factors, risks, and opportunities, we adopt a long-term perspective. This approach equips readers with the necessary tools to effectively evaluate Marico's capabilities in value creation, sustainability, and future prospects.

The investor relations section on the website contains the annual reports, supplemented by additional information on governance and shareholding. Please visit: <https://marico.com/bangladesh/investors>



### The scope and boundary of this report

This report adheres to the Integrated Reporting framework established by the International Integrated Reporting Council (IIRC). Our aim is to offer a transparent and holistic overview of our business, encompassing its culture and financial performance. Within this framework, we have included all aspects of our business operations, both internal and external impacts, to identify trends, opportunities, and risks that could influence our ability to create value over time. Furthermore, this report delves into various dimensions of our company, including our purpose, strategic intent, business performance, social responsibility, and sustainability commitments. By addressing stakeholder interests and highlighting key risks facing the business, we strive to provide a comprehensive and insightful portrayal of Marico Bangladesh's operations and aspirations.



### Materiality

This report is dedicated to disclosing vital information concerning matters that have a substantial impact on our ability to create value over the short, medium, and long term. The key material matters we address in this report are as follows.







### Assurance

The Board has diligently applied its collective expertise to compile and present Marico Bangladesh's Report, recognizing its responsibility to uphold the integrity of this document through the implementation of sound governance practices and robust internal reporting procedures. The financial disclosures and reports contained herein received the approval of the Board on 29th April 2024.



### Feedback and comments

We welcome your feedback on this annual report. Please email us your views at [secretarial.mbl@marico.com](mailto:secretarial.mbl@marico.com)



### Forward-looking statements

In this Annual Report, forward-looking statements are present, characterized by terms like 'might', 'forecast', 'anticipate', 'project', 'may', 'believe', 'predict', 'expect', 'continue', 'will', 'estimate', 'target', and similar expressions, concerning Marico Bangladesh Limited's financial conditions, results, operations, and business. These projections and forecasts inherently entail risk and uncertainty, as they relate to future events or outcomes, such as anticipated improvements in business performance or potential decisions to be made. It's crucial to understand that these forward-looking statements do not assure future operating, financial, or other results due to the unpredictable nature of future risks and uncertainties. Therefore, readers should note that this Annual Report for 2023-24 does not serve as a profit forecast, nor do the statements contained herein provide any guarantee that the potential outcomes mentioned in these forward-looking statements will be achieved.



### Definition of Terms

Unless otherwise indicated or defined, the following terms, wherever appearing in this report shall have the following meanings:

- "Act" means the Company Act 1994
- "Board" means the Board of Directors
- "BSEC" means the Bangladesh Securities & Exchange Commission
- "Code" means the Corporate Governance Code issued by the Bangladesh Securities & Exchange Commission under Notification No. SEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 2018
- "CoC" means Marico's Unified Code of Conduct
- "Listing Regulations" means the Dhaka Stock Exchange (Listing) Regulations 2015 and Chittagong Stock Exchange (Listing) Regulations 2015

# Corporate INFORMATION

## Board of Directors

Mr. Saugata Gupta	Chairman
Ms. Parveen Mahmud	Independent Director
Mr. Zakir Ahmad Khan	Independent Director
Ms. Sheela R Rahman	Independent Director
Mr. Pawan Agrawal	Director
Mr. Ashish Goupal	Director
Mr. Sumitava Basu	Country Head

## Management Team

Mr. Sumitava Basu	Country Head
Mr. Shafiq Musharrof	Chief Financial Officer
Mr. Mohammad Mahmud Hasan	Director – Sales
Mr. Allen Ebenezer Eric	Director – Marketing
Mr. Md Saiful Alam	Director – Manufacturing
Mr. Zahedur Rahman	Director – Supply Chain
Mr. K M Sabbir Ahmed	Director – Human Resources
Mr. Rashed Bin Ehshan	Director – Legal & Corporate Affairs

## Company Secretary

Mr. Musficul Haider

## Head of Internal Audit & Compliance

Mr. Tanmoy Kumar Ghosh

## Statutory Auditor

A. Qasem & Co.

## Legal Advisors

Dr. Kamal Hossain and Associates

Tanjib Alam & Associates

Mustafizur Rahman Khan and Associates

## Principal Bankers

Standard Chartered Bank

HSBC

Citibank N.A.

## Stock Information

Dhaka Stock Exchange

Chittagong Stock Exchange

Stock Code: MARICO

ISIN: BD0481MRICO6

Sector: Pharmaceuticals & Chemicals

## Investor Relations

Telephone: +8802222297139

Fax: +8802222297140

Email: [secretarial.mbl@marico.com](mailto:secretarial.mbl@marico.com)

## Date of Incorporation

September 6, 1999

## Our Factories

### Factory 1:

Mouchak, Kaliakoir, Gazipur

### Factory 2:

Shirirchala, Mahona Bhabanipur, Gazipur

### Factory 3:

Mirsarai Economic Zone (MEZ), Bangabandhu Sheikh Muzib Shilpa Nagar, Feni, Chattogram

## Registered office

House-1, Road-1, Sector-1, Uttara, Dhaka-1230

## Corporate Office

The Glass House, Level-06, Plot-02,

Block-SE (B), Gulshan Avenue, Dhaka-1212.

Telephone: +8802222297139

Fax: +8802222297140

## Website

[www.marico.com/bangladesh](http://www.marico.com/bangladesh)

\* Mr. Md. Shahinul Islam joined as Company Secretary on 1st July 2024.

# WHO WE ARE



We are  
**MARICO**

As one of the fastest-growing consumer goods companies in Bangladesh, we are fervently dedicated to our mission of Making A Difference in the lives of all those we impact.



Marico Bangladesh stands prominently among Bangladesh's top three FMCG companies, recognized for its rapid growth and dynamic multi-product brand portfolio spanning haircare, skincare, baby care, male grooming, hygiene, and food categories. Our flagship brand, Parachute, is not only a cherished household name but also holds a leading position in both the coconut oil and value-added hair oil categories through our Parachute Advanced range. Established in 1999, Marico Bangladesh is a subsidiary/part of Marico Limited family, a multinational FMCG powerhouse operating across 26 countries in Asia and Africa. With a commitment to showcasing the excellence of Made in Bangladesh, 99% of our portfolio is locally manufactured, while our products also find their way to markets in Nepal, India, the Middle East, and Vietnam.

REVENUE CAGR

**8.71%**

(FY21–FY24)

GROSS PROFIT CAGR

**8.11%**

(FY21–FY24)

NET PROFIT CAGR

**14.01%**

(FY21–FY24)

**Marico Bangladesh truly represents local business excellence.**



**4 out of 5**

Bangladeshis use our products every day



**89.7%**

Household reach of our brands



**99%**

Products manufactured in Bangladesh



**1.4 mln**

Retail outlets in our distribution chain (approx.)

## With a diverse range of brands in our portfolio...



**47**

Brands in the personal grooming and foods categories



**152**

Product SKUs which open up wide choice for our consumers



## Leadership

In both the coconut oil and value-added hair oil categories



## Trusted

Flagship brand Parachute Advanced No.1 Hair Oil Brand for 14 times in a row and Most Loved Personal Care Brand in Bangladesh. as declared by Bangladesh Brand Forum December 2023. In addition, Parachute Advanced was chosen the second most chosen FMCG brand in the country; according to the Brand Footprint Study conducted by KANTAR,2023.

## With a formidable team of winners...



**135**

Years of collective FMCG experience of our Leadership Team



**352**

Employees, out of which 99% are Bangladeshi nationals



**3,400\***

Indirect employment creation through our operations



**20%**

Women in our workforce

## Which upholds a compassionate approach to business practices.



**1%**

Commitment of net profit in social responsibility and citizenship programs in Bangladesh



**14**

Districts in Bangladesh reached with our flagship CSR program-SWAPNO



**516 Cr**

Exchequer contribution (Tk, in the form of duties, taxes, etc.)

Go Beyond, Grow Beyond and

# BE THE IMPACT!

## With our 'One Marico' spirit and 'People First' approach

We're witnessing rapidly changing times, new consumer preferences, new ways of work and new talent aspirations. As an organization focused on rapid growth and creating shared value, carving and retaining our position as an 'employer of choice' means attracting, retaining and developing talent in line with the changing talent aspirations.

Go Beyond, Grow Beyond, Be The Impact - our TVP centres around nurturing the growth of our members, by fostering a diverse, empowering and transparent work environment. This defining statement encompasses what Marico stands for, what it offers, and what it admires.

Our TVP outlines the ambition for the Marico of tomorrow as well as the desire to make a difference by creating a lasting impact.

**Go Beyond:** This pillar believes in encouraging members to take calculated risks and aims to motivate members to look beyond the bend by unleashing their curiosity and inculcating a restless drive to grow and disrupt.

**Grow Beyond:** Grow Beyond as a pillar strives to establish a trust-based and transparent work environment where everybody is inspired to embrace diversity and differences. It aims to encourage collaboration by breaking silos to unlock opportunities for inclusive growth.

**Be the Impact:** This pillar encourages members to take actions that are large enough to make an impact and close enough to care, thereby empowering them to drive positive change in the greater society. The company will aid the individual growth of members and help cultivate their passion and purpose to "Make a Difference" by enabling them to touch the lives of people every day.



Our Corporate

# VALUE



## THE MARICO WAY

**OUR PURPOSE IS  
THE REASON WE EXIST  
TO MAKE A DIFFERENCE**

**OUR ETHOS IS OUR WAY OF BEING**  
OWNER'S MINDSET, FRUGALITY, TRANSPARENCY,  
INTEGRITY, MERITOCRACY, MUTUAL TRUST & RESPECT

### OUR VALUES ARE THE WAY WE THINK



**CONSUMER  
FIRST**

Make consumer  
delight a way of life



**BOLD  
AMBITION**

Think big, start small,  
learn & scale fast



**RESPONSIBLE  
GROWTH**

Enable win-win  
outcomes for external  
stakeholders

### AND, THE WAY WE ACT



**GROW WITH  
MEMBERS**

Nurture members  
to unleash their  
potential



**ACCOUNTABILITY  
FOR OUTCOMES**

Deliver what we  
promise



**EXECUTE WITH  
AGILITY**

Adapt to changing  
scenarios with  
speed & excellence

### Our Statement of Purpose

#### Making a difference in the lives of all those we touch

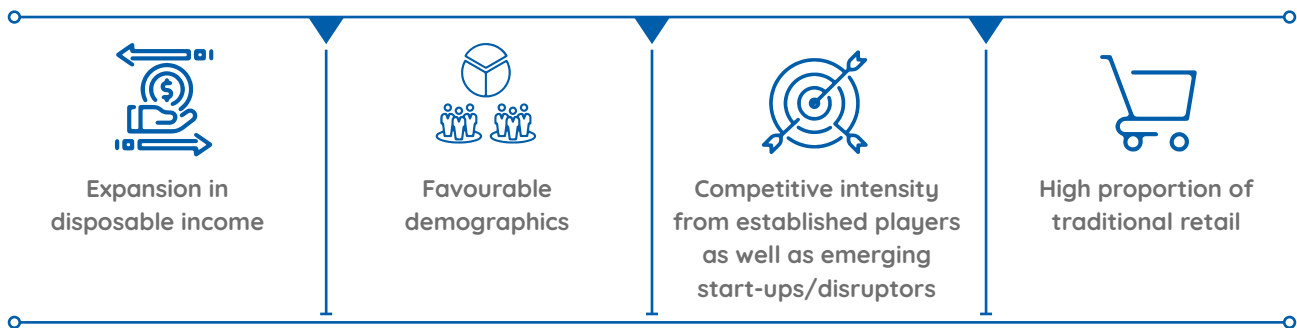
Nurturing and enabling individuals to reach their fullest potential is paramount. The essence of business lies not solely in profits but in its purpose. At Marico, we are committed to defining, creating, and delivering value to all stakeholders—be it shareholders, consumers, team members, or business partners. Our journey of sustainable growth is rooted in a culture that fosters empowerment and encourages ownership among our team members. As a multi-stakeholder organization dedicated to fostering shared value, our purpose is ingrained in our culture, guiding our business practices and demonstrating our duty, responsibility, and dedication to enhancing the well-being of all those associated with us.



## Strategic framework

Leveraging our strategic competencies for empowering and enriching our stakeholders.

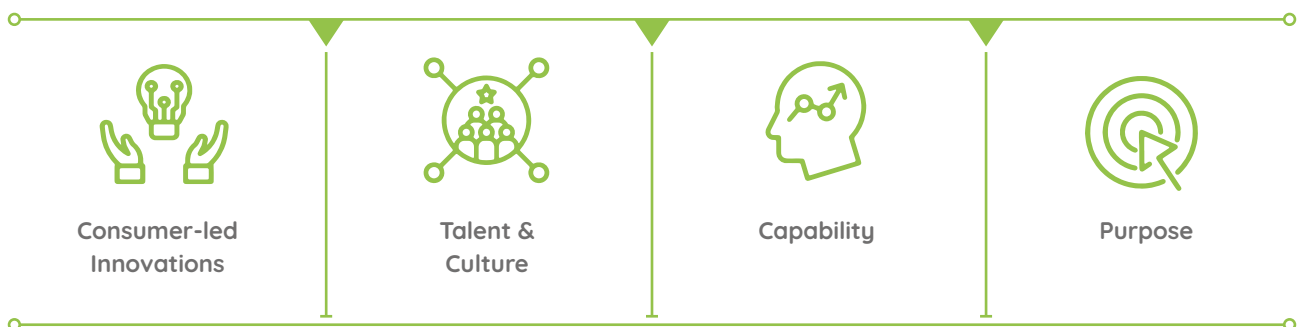
### Our strategic play is guided by four broad macro-economic parameters



Considering the above, our strategic priority reflects our focus on growing our core categories, while simultaneously diversifying our portfolio.

Remaining purpose-driven and future-ready, investing for ensuring sustainable and competitive growth, and fostering a winning culture and winning talent pool have been integral components of our strategic framework, enabling us to create our valuable niche in a highly competitive market environment.

### Our strategic pillars



# Our BRANDS



Value Added Hair Oil (VAHO)



Branded Coconut Oil (BCNO)



Hair Serum



Hair Color



Male Grooming



Skin Care



Hygiene



Baby Care



Edible Oil & foods



Hair Cleansing



# OUR JOURNEY

## 2004 - 2008

- **2008**  
Transition to own distribution from National Distributors
- **2008**  
MBL sets up own Head Office at Uttara
- **2007**  
MBL sets up 1st factory in Mouchak, Gazipur

## 2009 - 2013

- **2009**  
MBL gets Listed in Dhaka & Chittagong Stock Exchanges
- **2012**  
MBL sets up 2nd Factory in Shirirchala
- **2013**  
Launch of SET WET Deos & Saffola Active and entry into Male Grooming & Edible Oils Category

## 2014 - 2016

- **2016**  
MBL wins ICSB Silver Award for Excellence in Corporate Governance
- **2015**  
MBL wins "Certificate of Merit" in the ICMAB Best Corporate Award 2014
- **2014**  
CSR Partnership with Dhaka Ahsania Mission to provide free education

## 2017 - 2019

- **2018**  
CSR Partnership with UNDP and GoB in SWAPNO for ultra-poor women
- **2018**  
Marico awarded Best Presented Annual Report
- **2018**  
Parachute Advanced awarded as SUPERBRAND
- **2019**  
Marico launched Parachute Just For Baby range
- **2019**  
Parachute Advanced awarded as "MOST CONSISTENT BRAND OF THE DECADE"
- **2019**  
Marico launched Parachute SkinPure Range

## 1999 - 2003

- **1999**  
Incorporated in Bangladesh, 1st International subsidiary within Marico group
- **2002**  
Innauguration of Manufacturing Operation
- **2003**  
Launch of Parachute Beliphool and entry into Value Added Hair Oils Category

## 2020-2021

**2020**

Marico launched Studio X range of men's products

**2020**

Marico launched Mediker SafeLife Hygiene range

**2020**

Marico launched Parachute Naturale Shampoo range

**2020**

Marico launched Saffola Honey

**2021**

Marico won Silver at the ICMAB Best Corporate Award

**2021**

Marico won Bronze at the ICSB Corporate Governance Excellence Awards

**2021**

Marico recognized as TOP CSR Contributor 2020 by Social Responsibility Asia

**2021**

Marico commences investment of Tk. 227 cr in Mirsarai Economic Zone

**2021**

Marico entered the cooling category with a new brand named Red King Cooling Oil

## 2022-2023

**2022**

Marico won Corporate Governance Awards from ICSB, ICAB and ICMAB

**2022**

Marico launched Parachute SkinPure range of facewashes

**2022**

Marico launched Glo On Pink Glow Cream

**2023**

Marico won Daily Star "A Better Tomorrow" CSR Award for its SWAPNO partnership with UNDP

**2023**

Marico launched Beardo, First E-com exclusive brand

**2023**

Parachute Advanced awarded as the MOST LOVED HAIR OIL BRAND by Bangladesh Brand Forum

**2023**

Parachute Advanced became the MOST LOVED PERSONAL CARE BRAND by Bangladesh Brand Forum

**2023**

Parachute Just for Baby launched the Milky Glow range with Baby Face Cream, Baby Lotion and Baby Wash

## 2024

**2024**

Red King Cooling Oil relaunched as Red King Fast Cooling Oil

**2024**

Marico won Silver Awards from ICSB and ICMAB.

## Key Business Highlights

# OF THE YEAR

The year 2023-24 was truly impactful for Marico with continued acceleration on consumer-centric product launches, signature employee volunteering initiatives, recognition for our corporate governance and CSR practices.

### MAY 2023



Parachute Just for Baby launched the Milky Glow range with Baby Face Cream, Baby Lotion and Baby Wash.

### JULY 2023



The latest addition to the facewash range harnesses the power of Vitamin C to significantly reduce the appearance of dark spots and hyperpigmentation which results in brighter complexion.

### AUGUST 2023



Over the Wall - Season 2, the largest entrepreneurship and product innovation campus competition in Bangladesh.

## JANUARY 2024



Marico Bangladesh onboarded the 3rd batch of IGNITE Campus Ambassadors

## FEBRUARY 2024



With a view to strengthen its natural equity by introducing new variants, Parachute Naturale Shampoo launched Egg Shine Shampoo in February 2024, that has the natural goodness of Coconut Milk and Egg Protein for Shiny-Strong hair.

## MARCH 2024



Red King was relaunched as "Red King Fast Cooling Oil," also recognized as "Red King Jhotpot Cooling Oil" in Bangla. With a renewed focus on providing "Jhotpot" (fast) relief from headaches and tension, the brand leverages the superior cooling properties of Red King Jhotpot Cooling Oil. Through its innovative Cooling Tube with Cooling Crystals, Red King promises consumers a "Jhotpot" Cooling experience, ensuring "Jhotpot" relief from headache and tension.

## MARCH 2024



Parachute Advanced Extra Care has launched a new pack, that resonates with the real problem solution for a real hair fall sufferer. This pack has disrupted the outlook of the product packaging in the category and made the pack relatable to the consumer's hair fall problem. This pack provokes the consumer's emotion through the problem statement question and the efficacy of the problem solution within 45 days provides her the solution within a singular package outlook.

# PERFORMANCE REVIEW

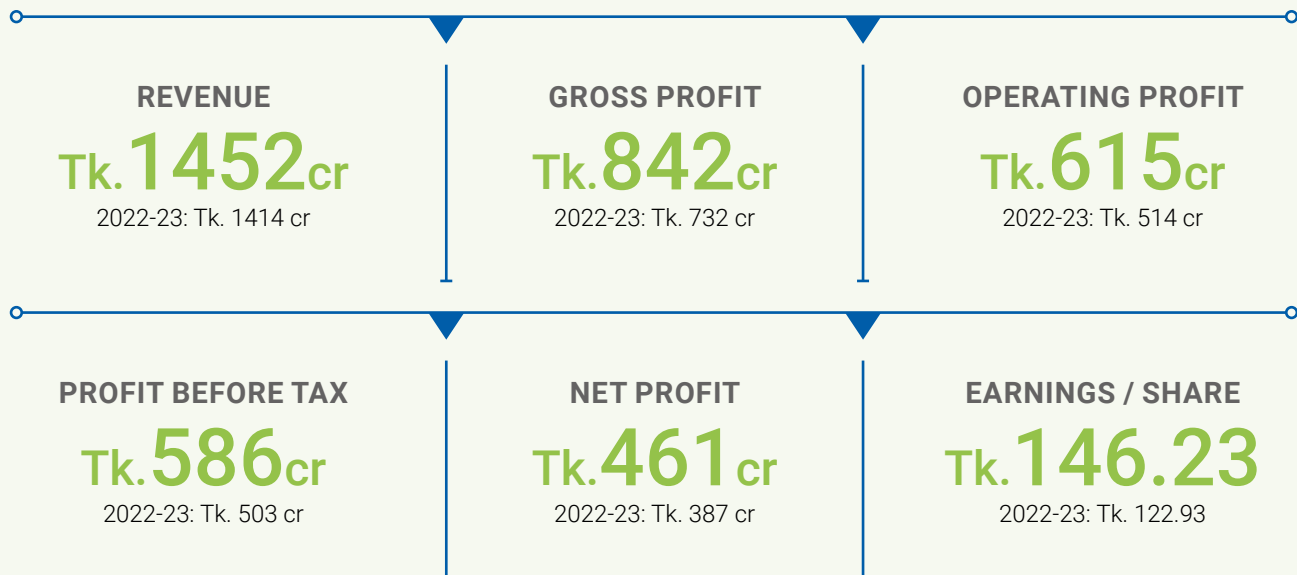




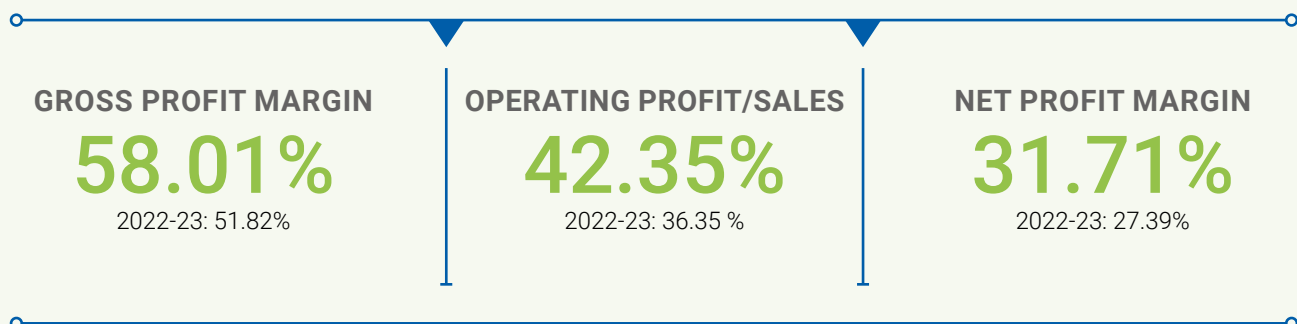
## Key Financial HIGHLIGHTS

Marico Bangladesh demonstrated commendable financial performance during the year, with revenue and profitability growth enabled by extended sales coverage, supply-chain efficiencies, and consumer-centric offerings.

### PROFIT AND LOSS STATEMENT – ABSOLUTES



### PROFIT AND LOSS STATEMENT – DERIVATIVES



## SHAREHOLDER VALUE CREATION

### DIVIDEND PER SHARE

**Tk.20**

2022-23: Tk. 75  
\* Announced

### DIVIDEND PAYOUT

**200%**

2022-23: 750%

### NAV / SHARE

**Tk.260.64**

2022-23: 113.85Tk.

### MARKET CAP (DSE)

**Tk.7701 cr**

2022-23: Tk. 7627 cr



## BALANCE SHEET

### ROCE

**68%**

2022-23: 137%

### DEBT-EQUITY

**1.06**

2022-23: 2.24

### LIQUID BALANCES

**Tk.188.7 cr**

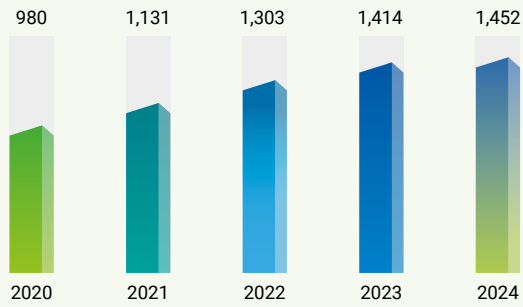
2022-23: Tk. 222.9 cr



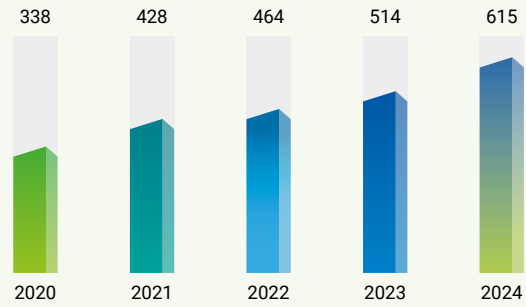
Our 5-year

# FINANCIAL HIGHLIGHTS

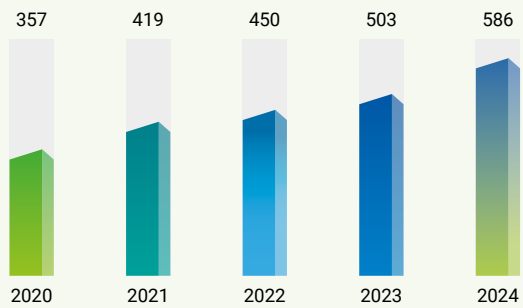
## Turnover (BDT Crores)



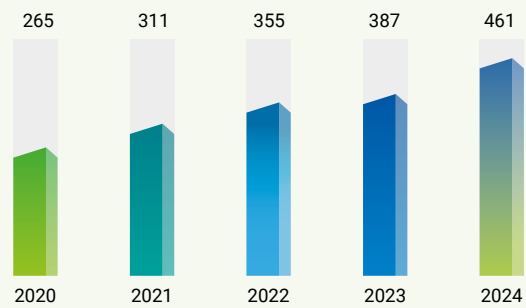
## Profit from Operations (BDT Crores)



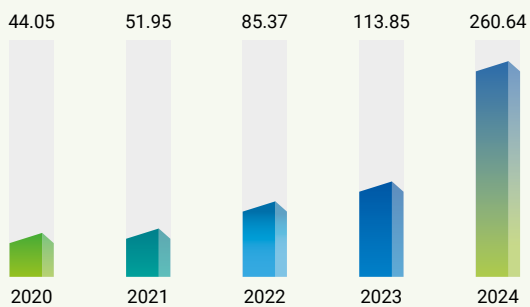
## PBT (BDT Crores)



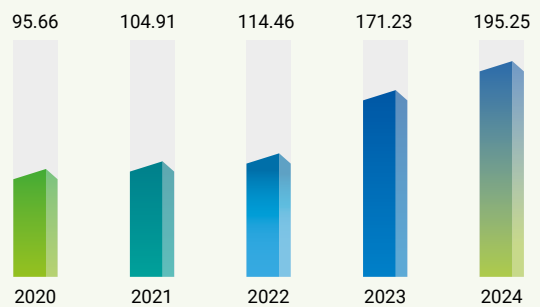
## PAT (BDT Crores)



## NAV per share (BDT)



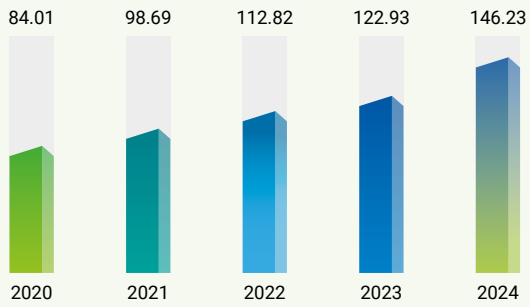
## NOCF per share (BDT)



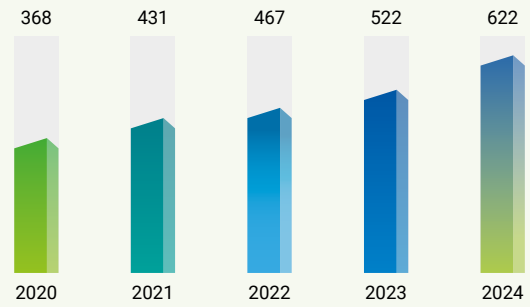
Our 5-year

# FINANCIAL HIGHLIGHTS

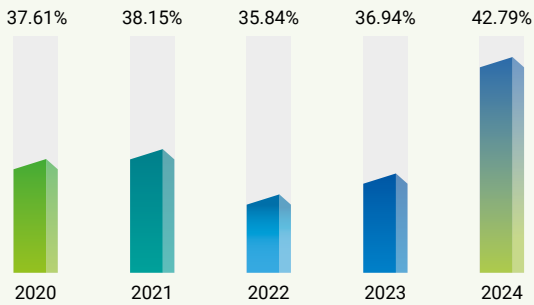
**EPS** (BDT)



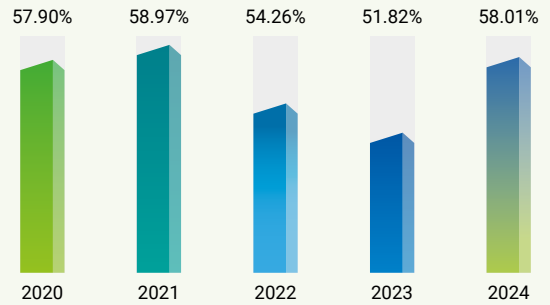
**EBITDA** (BDT Crores)



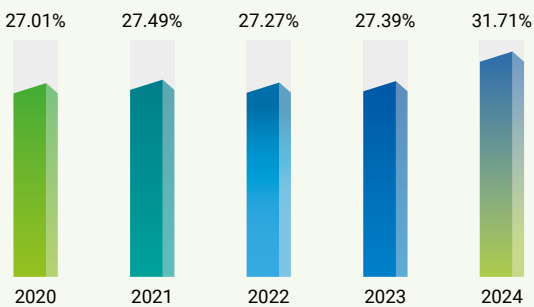
**EBITDA Margin** (%)



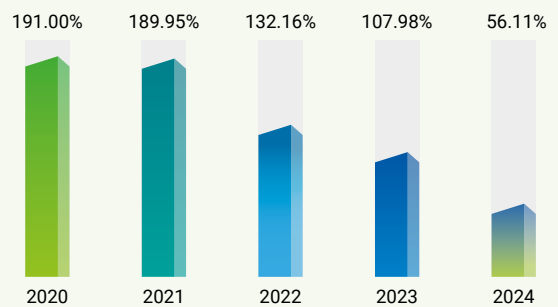
**Gross Margin** (%)



**Net Margin** (%)



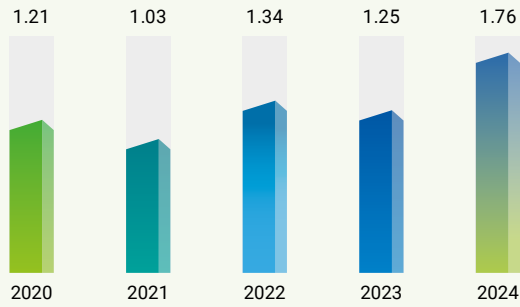
**Return on Equity (ROE)**



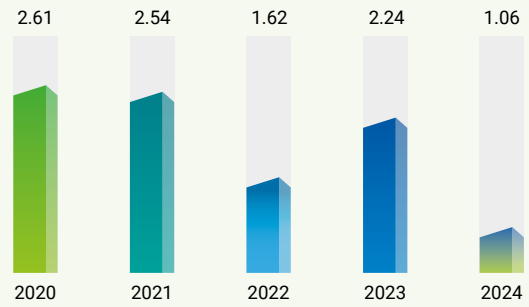
Our 5-year

# FINANCIAL HIGHLIGHTS

## Current ratio

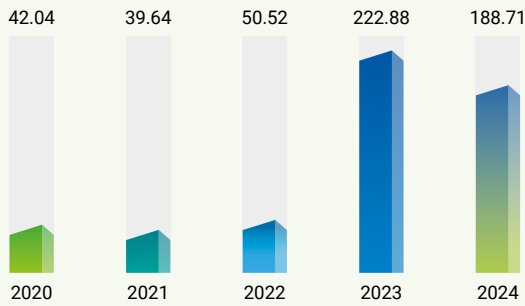


## Debt Equity Ratio



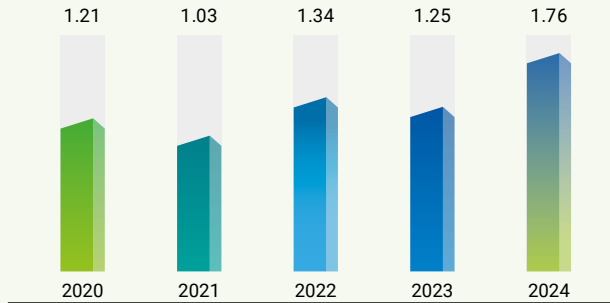
## Cash & Cash Equivalent

(BDT Crores)

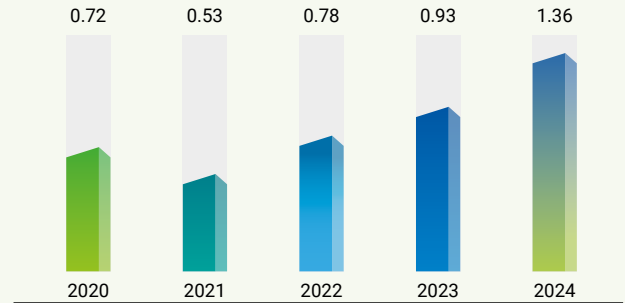


# KEY RATIOS

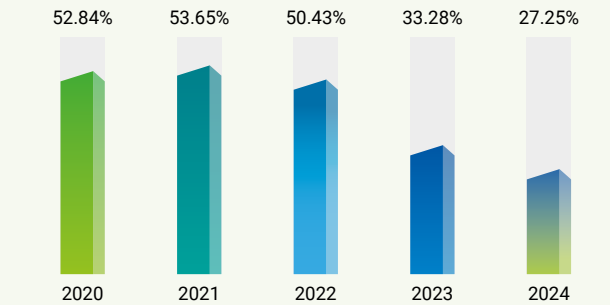
## Current Ratio



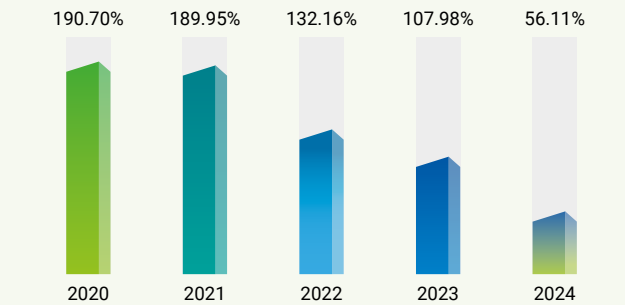
## Quick Ratio



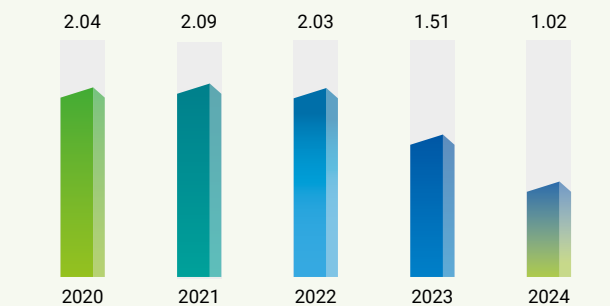
## Return on Assets



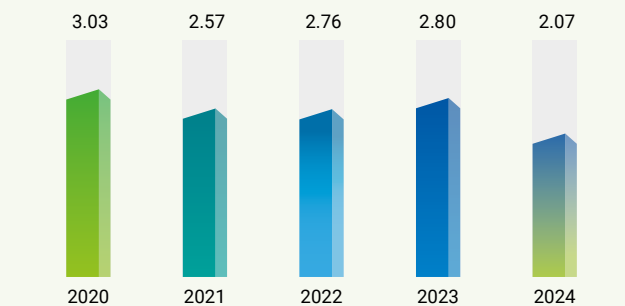
## Return on Equity



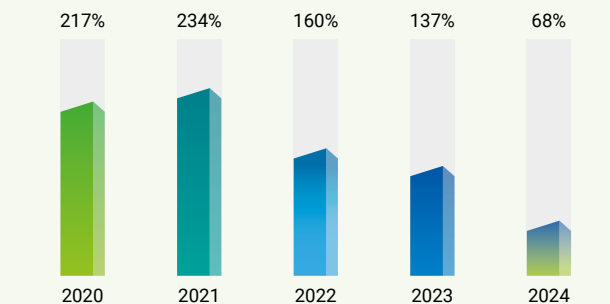
## Asset Turnover Ratio (times)



## Inventory Turnover Ratio



## Return on Capital Employed



## Stock Market

# PERFORMANCE

### Marico's Scrip performance

Throughout the fiscal year 2023-24, Marico Bangladesh Limited (MBL) witnessed a sustained positive momentum in its share performance. The stability of MBL's share price over the year is a testament to the market's confidence in our strong brand portfolio, our consistent and growing performance within the consumer goods industry, and our unwavering commitment to robust governance practices.

During FY'24, our shareholders continued to benefit from dividend as 200% final cash dividend has been recommended in this year. This competitive payout reflects not only our solid financial health but also our commitment to returning value to our investors. Despite the broader market volatility, driven by high inflation and economic instability, MBL's share price demonstrated remarkable stability. This resilience highlights the intrinsic strength of our business model, the effectiveness of our strategic initiatives, and the market's recognition of our sustained operational excellence.

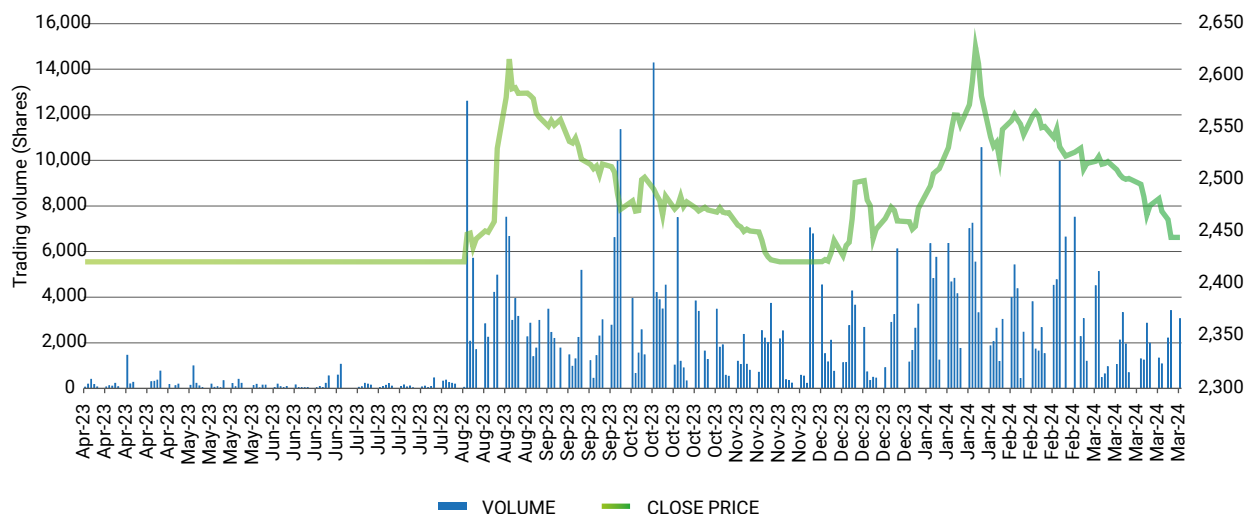
The stability of our share price, in the face of an otherwise unstable market environment, underscores the robustness of our financial strategies and the soundness of our corporate governance. The positive trajectory of our share

price amid economic challenges is indicative of our ability to navigate and mitigate macroeconomic risks effectively. Our proactive measures in managing inflationary pressures and maintaining supply chain efficiency have been crucial in sustaining investor confidence.

Moreover, the dividend payout and stable share performance are reflective of our strategic investments in capacity expansion, innovation, and new product development. By consistently reinvesting in our operations and prioritizing sustainable growth, we have managed to enhance our competitive position in the market. The market's favorable response to our stock is a clear indication of the confidence investors have in our long-term growth prospects and our ability to deliver consistent returns.

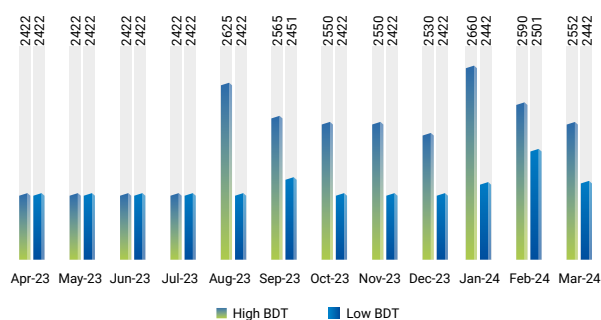
In conclusion, the fiscal year 2023-24 has been a year of robust performance and strategic growth for Marico Bangladesh Limited. As we continue to navigate the economic landscape, our focus remains on driving sustainable growth, maximizing shareholder value, and maintaining the trust and confidence of our investors. The stability of our share price amidst economic turbulence are a testament to our resilience and the strong foundations upon which Marico Bangladesh is built.

### Daily trading Volume

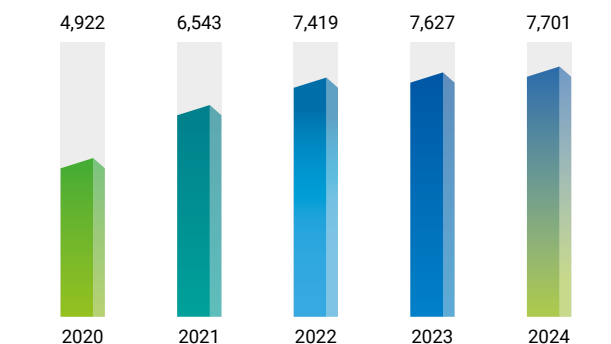


### High Low Share Price Per Month

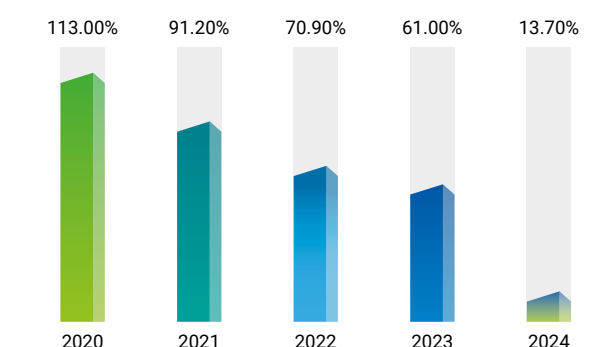
(BDT)



### Market Capitalization at Year-End (BDT Crore)



### Dividend Payout Ratio (%)



### MBL Share: Brief Overview

Number of Shares Outstanding	31,500,000
Free Float	10%
Initial Public Offering	August 9, 2009
Stock Exchange	Dhaka Stock Exchange Chittagong Stock Exchange
Stock Registration Number (ISIN)	BD0481MRIC06
Stock Symbol	MARICO

### Dividend Disbursements

Our Board of Directors recommended final cash dividend amounting 200% for the FY 2023-2024.

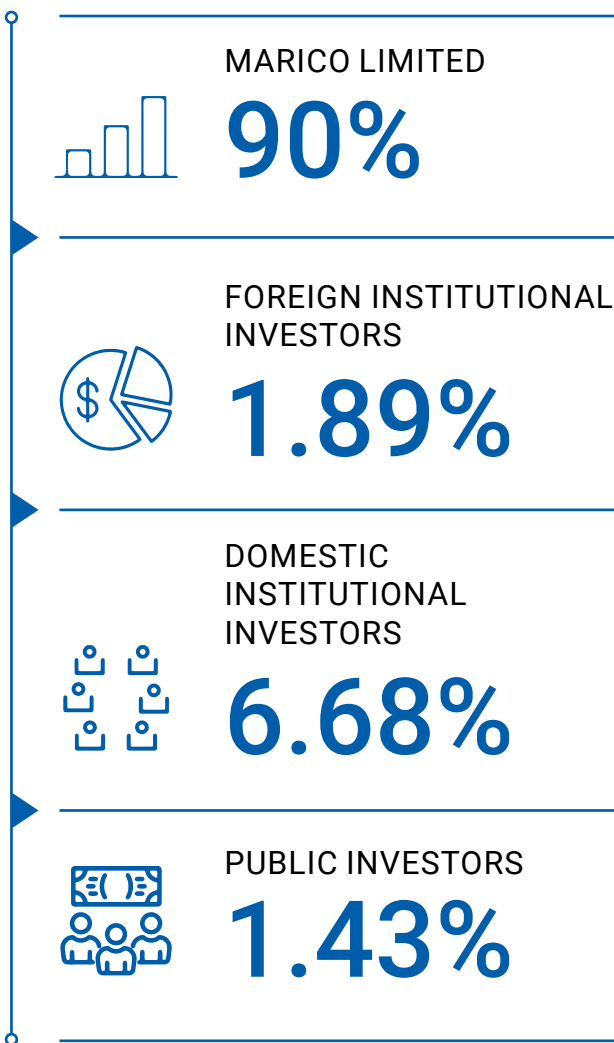
### Share Ratios

Particulars		FY19	FY20	FY21	FY22	FY23	FY24
Basic Earnings per Share	BDT	64.23	84.01	98.69	112.82	122.93	146.23
Cash Generated from Operating Activities per Share	BDT	86.64	95.66	104.91	114.46	171.23	195.25
Year-End Price	BDT	1,437	1,563	2,077	2,355	2,422	2,445
Year High	BDT	1,699	1,842	2,472	2,495	2,585	2,660
Year Low	BDT	1,095	1,373	1,563	2,030	2,366	2,422
Dividend per Share	BDT	65	95	90	80	75	20
Dividend Payout Ratio	%	101.19	113.09	91.20	70.91	61.01	0.14
Dividend Yield	%	4.52	6.08	4.33	3.40	3.10	0.82
Shareholders' Equity per Share	BDT	41.34	44.05	51.95	85.37	113.85	260.64
Price-Earnings Ratio at Year-End	BDT	22.37	18.60	21.05	20.88	19.70	16.72
Average Trading Volume per Trading Day	Shares	3,672.00	4,622.00	7,705.85	6,912.71	2,047.50	2,056.65
Year-End Market Capitalization	BDT (crores)	4,526.55	4,921.88	6,542.55	7,418.88	7,627.73	7,701.44



## Shareholding Structure

(as on March 31, 2024)



\*Based on the list of shareholders obtained from the Central Depository Bangladesh Limited (CDBL) as on March 31, 2024.

Marico Limited, parent company of Marico Bangladesh Limited, owns 90% of our shares while the rest 10% are owned by public and institutional investors. For greater transparency, the distribution of the latter 10% is shown as per the above illustration.

## Other Shareholder Disclosures

### Investor Relations

Marico Bangladesh Limited maintains an effective investor relations process rooted in the philosophy of providing transparent, timely information and responses

to our valued shareholders. Our commitment to open communication is demonstrated through regular interactions with the investment community via periodic calls and individual meetings. Additionally, we ensure that all necessary information about the Company is readily available to investors by regularly updating the 'Investor Relations' section of our website.

To streamline dividend disbursement and efficiently manage dividend-related queries from shareholders, the Company has established a comprehensive Dividend Policy. This policy ensures that dividends are distributed smoothly and that shareholder inquiries are handled promptly and effectively.

For regular updates and to address any queries regarding the latest developments in the Company's business and shares, shareholders and the investor community are encouraged to reach out. They can send an email to [secretarial.mbl@marico.com](mailto:secretarial.mbl@marico.com) or call our corporate office at +8802222297139. This proactive approach underscores our dedication to maintaining robust and transparent communication with our investors, reinforcing their trust and confidence in Marico Bangladesh Limited.

### Redressal of Investor Complaint

Our Investor Relations team is dedicated to prioritizing and addressing investor queries and complaints with the utmost efficiency and transparency. Ensuring timely and satisfactory resolution is key to maintaining the trust of our valued shareholders. One of the most frequent inquiries from shareholders concerns the receipt of dividends. To manage these concerns effectively, we have established a comprehensive Redressal Mechanism:



**1. Prompt Acknowledgment:** Upon receiving a query or complaint, we immediately acknowledge it and provide an estimated timeline for resolution to reassure the shareholder that their concern is being addressed.



**2. Detailed Review and Analysis:** Our Investor Relations team carefully reviews the nature of the query or complaint, conducting a thorough analysis to identify the required steps for resolution.



**3. In-depth Investigation:** If necessary, a detailed investigation is undertaken in collaboration with relevant departments to collect all pertinent information, ensuring a well-informed response.



**4. Efficient Resolution:** Based on the findings, appropriate actions are taken to resolve the issue. This may involve reissuing dividends, updating shareholder information, or providing additional clarifications as needed.



**5. Consistent Communication:** Throughout the process, we maintain open and consistent communication with the shareholder, providing regular updates on the status of their query or complaint to keep them informed and reassured.



**6. Soliciting Feedback:** After the issue is resolved, we seek feedback from the shareholder to ensure their satisfaction and to identify any areas for potential improvement in our processes.



**7. Thorough Documentation and Reporting:** All queries and complaints are meticulously documented, and comprehensive reports are generated for periodic review. This practice helps us continuously enhance our Investor Relations protocols and address any recurring issues more effectively.

When a complaint is received, the Investor Relations team promptly acknowledges it and verifies the identity of the shareholder by confirming:

- Shareholder BOID
- Shareholder Name
- Shareholder Bank Details

After verifying these details, the Investor Relations team addresses their queries and provides the necessary information. Additionally, investors can register their complaints and queries through a written application addressed to the Company Secretary.

**Stakeholder redress channels:**

Email	secretarial.mbl@marico.com.
Contact Number	+8802222297139
Address	The Glass House, Level-06, Plot-02, Block-SE (B), Gulshan Avenue, Dhaka-1212.

**Lodging a complaint:**

A complaint can be lodged by the investor through the channels described above or via the designated email secretarial.mbl@marico.com

**Acknowledgement:**

The complaint is forwarded to the complaint officer/ necessary department to resolve the said complaint in a time-bound and satisfactory manner.

**Investigation:**

A thorough investigation process is launched based on impartiality and fairness regarding the specific details of the complaint. This process usually involves contacting the concerned parties, examining relevant documents, and conducting other necessary assessments.

**Communication:**

A communication channel is maintained to keep investors informed of the progress of their complaint, through which we demonstrate our seriousness in addressing the complaint.

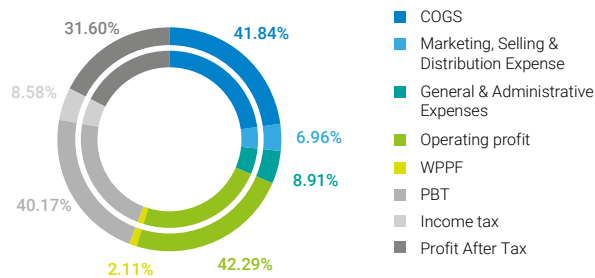
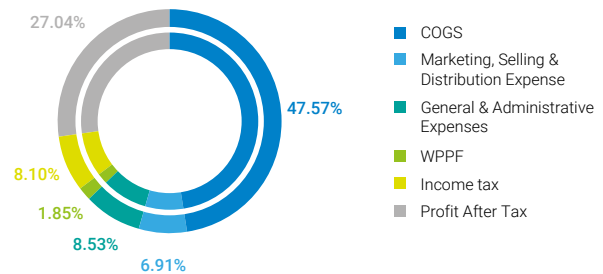
**Closure:**

The complaint is considered closed when a satisfactory resolution is arrived at and acceptable to the concerned investor

## Vertical Analysis of

# INCOME STATEMENT

Details	FY'24	FY'23
Sales Revenue	99.63%	98.72%
Net Finance Income & Other Income	0.37%	1.28%
	100.00%	100.00%
COGS	41.84%	47.57%
Marketing, Selling & Distribution Expense	6.96%	6.91%
General & Administrative Expenses	8.91%	8.53%
Operating profit	42.29%	36.99%
WPPF	2.11%	1.85%
PBT	40.17%	35.14%
Income tax	8.58%	8.10%
Profit After Tax	31.60%	27.04%
	100.00%	100.00%

**Vertical Analysis of Income Statement 2024****Vertical Analysis of Income Statement 2023**

Details	FY'24	FY'23
Non-Current Assets	11%	14%
Current Assets	89%	86%
Total Assets	100%	100%
Total Equity	49%	31%
Non-Current Liabilities	1%	1%
Current Liabilities	50%	69%
	100%	100%

# AT THE HELM OF AFFAIRS



Profile of our

# BOARD OF DIRECTORS



## SAUGATA GUPTA

Chairman



### Nationality

Indian



### Date of Appointment to the Board

2013

## Career Highlights:

Mr. Saugata Gupta, the distinguished Chairman of Marico Bangladesh Limited since 2013, also serves as the Managing Director & CEO of Marico Limited. His tenure at Marico began in 2004 as Head of Marketing. Rising swiftly through the ranks, he became CEO of India Business in 2007 and the CEO of global business in 2013. In 2014, he took over as Managing Director of the company.

A dynamic leader, Mr. Gupta is renowned for his transformative leadership, driving Marico to significant growth and expanding its global presence. He has helped transform Marico into a high performing business with consistent, profitable and sustainable growth and best in class governance. His leadership has fostered a culture of transparency, integrity, and accountability, ensuring Marico's compliance with international standards and strengthening investor confidence.

Marico has achieved significant milestones under Mr. Gupta's leadership, including being ranked amongst top 3 FMCG companies in the CRISIL ESG performance score for three consecutive years and featured in the 'Leadership' category on the IFC-BSE-IIAS Indian Corporate Governance Scorecard for four consecutive years. Marico was awarded the Economic Times Corporate Citizen of the year 2022 and also recognized as one of the Best Managed Companies India 2023 by Deloitte, India. Marico's MSCI rating continued at AA.

Mr. Saugata Gupta was ranked #4 and #47 in the FMCG sector and Pan-India respectively in the Business Today PWC list of India's Top 100 CEOs in 2017 and was ranked as 'India's Most Valuable CEOs' by Businessworld in 2016 and 2018. He has been recognised as the Best CEO - Private Sector at Forbes India Leadership Awards 2019. He was also featured in the top 100 Business Leaders List 2020 by Impact Digital Power 100 and in 2021. He was recognized as one of India's best leaders in the times of crisis 2021 by Great Places to Work. Mr. Saugata Gupta has been awarded the Distinguished Alumni Award 2022 by Indian Institute of Management, Bangalore.

Mr. Saugata Gupta is an alumnus of IIM Bangalore and holds a BTech degree in chemical engineering from IIT Kharagpur.

## Directorship in Other Entities:

- Marico Limited
- Marico South East Asia Corporation
- Marico Middle East FZE
- Marico South Africa Consumer Care (Pty) Limited
- Parachute Kalpavriksha Foundation
- Marico Innovation Foundation
- Ashok Leyland Limited
- Delhivery Limited
- The Advertising Standards Council of India



**PARVEEN MAHMUD**

Independent Director



**Nationality**  
Bangladeshi



**Date of Appointment to the Board**  
2020

**Career Highlights:**

Ms. Parveen Mahmud FCA joined the Board of Marico Bangladesh Limited on August 31, 2020. She is a renowned leader in both corporate and social sectors, holding pivotal positions in various esteemed organizations.

Ms. Mahmud is the Chairperson of the HerStory Foundation, focusing on education and gender equality. She is an Independent Director at Berger Paints Bangladesh Ltd. and Apex Footwear Ltd., providing strategic direction and governance insights.

Started her career at BRAC International she was board member and Chair Finance and Risk Management Committee, supported global poverty alleviation efforts. She was Deputy Managing Director of Palli Karma-Sahayak Foundation (PKSF) and later served as Board member PKSF. She was the Founding Managing Director, Grameen Telecom Trust. She also served Friendship Board, helped poverty alleviation and sustainable development initiatives. Ms Mahmud was Board of Trustee of transparency International Bangladesh (TIB) and was Chairman audit Committee. She also serves on the board of publicly listed companies and social entities promoting social justice, empowerment, education and gender equality and contributing to policy, intellectual growth.

Ms Mahmud was a partner in Achnabin & Co., Chartered Accountants. She is first woman Council member in 2007 and served three terms in the Council of the Institute of Chartered Accountants of Bangladesh (ICAB). She is the first office bearer as Vice President, ICAB in 2008. In 2011 she was elected President of the Institute of Chartered Accountants of Bangladesh (ICAB) and till now is the first and only female President of ICAB and in SAFA. She was also, the first female board member of the South Asian Federation of Accountants (SAFA), apex accounting professional body of SAARC. She was the Chairperson of CA Female Forum- Women in Leadership Committee, ICAB till 2019. She was the Vice Chairperson of the Women in Leadership Committee of SAFA from 2018-2020.

Through her diverse roles, Ms. Mahmud drives positive change and empowerment, highlighting her commitment to providing strategic direction and governance insights for sustainable development and inclusive growth.

**Directorship in Other Entities:**

- Director at Shasha Spinning Ltd
- Director at Shasha Apparels Ltd.
- Director at Shasha Millners & Textiles Ltd.
- Director at Saburo Indigo Ltd.
- Managing Director at Shasha Garments Ltd.
- Director and Past Chairman at Shasha Denims Ltd.
- Chairman at GA Garments Ltd.
- Chairman at Fly Dhaka Airlines Ltd.
- Independent Director at Apex Footwear Ltd.
- Independent Director at Berger Bangladesh Ltd.
- Association Member at BRAC
- General Body Member and Past Chairperson at RDRS- Bangladesh
- Board Member and Past Chairperson at MIDAS
- Adviser and Board Member at Bangladesh Federation of Women Entrepreneurs (BFWE)
- Association Member and Past Chairperson at UCEP- Bangladesh
- Board Member and member Audit Committee at Ghashful
- Board member and member Audit Committee at Manusher Jonno Foundation
- Chairperson & Trustee Board Member at HerStory Foundation
- Director at Chol Pori
- Director at Moner Bondhu
- Director at Heroes for All
- Trustee Board member and Chair Audit committee at Centre for Policy Dialogue (CPD)
- Trustee Board member and Chair Audit Committee at Bishsho Shahittya Kendro (BSK)
- Director at Grameen Telecom
- General Body Member at Grameen Trust
- Board Member at Syeda Anjuman Ara Girls High School, Chowddogam, Kumilla
- Director at Cider Education Services Ltd., Chittagong.



## ZAKIR AHMAD KHAN

Independent Director



**Nationality**  
Bangladeshi



**Date of Appointment  
to the Board**  
2020

### Career Highlights:

Mr. Zakir Ahmed Khan is a distinguished bureaucrat renowned for his exemplary service as the former Finance Secretary to the Government of Bangladesh. With an academic foundation rooted in Economics, Mr. Khan obtained his MA from the University of Dhaka and pursued further studies, earning an MBA from Vrije University, Brussels, Belgium. His quest for knowledge led him to delve into Development Economics and Administration at the Colorado State University as a Hubert Humphrey Fellow.

Before embarking on his illustrious bureaucratic journey, Mr. Khan briefly served as a Research Associate at the Bureau of Economic Research and as a Lecturer in Economics at the University of Dhaka. His academic prowess extended to the Department of Finance at the same institution, where he served as a part-time Lecturer.

Throughout his distinguished 47 year career in public service, Mr. Khan held pivotal roles within the Bangladesh Audit and Accounts Department, as well as in key Ministries such as Establishment, Finance, Commerce, and Cabinet Division. Notably, he served as Finance Secretary and Secretary of the Internal Resources Division, as well as Chairman of the National Board of Revenue for approximately five years.

Mr. Khan's expertise transcended national boundaries, as evidenced by his role as a senior national consultant in the public sector financial reform program of the Government of Bangladesh. He also served as an External Auditor to esteemed international organizations such as the United Nations, United Nations Development Programme, United Nations Fund for Population Activities, United Nations Industrial Development Organization, and United Nations Economic Commission for Latin America.

Prior to his retirement in early 2009, Mr. Khan contributed significantly to global governance as the Alternate Executive Director representing Bangladesh, Bhutan, India, and Sri Lanka at the World Bank. In addition to his illustrious career in public service, Mr. Khan continues to contribute his expertise as a board member of Crown Cement PLC, National Life Insurance Company Limited, National Life Insurance Securities Limited, and the Policy Research Institute (PRI).

### Directorship in Other Entities:

- Crown Cement PLC
- National Life Insurance Company Limited
- National Life Insurance Securities Limited
- Policy Research Institute (PRI)



**SHEELA R RAHMAN**

Independent Director



**Nationality**  
Bangladeshi



**Date of Appointment  
to the Board**  
2022

**Career Highlights:**

Ms. Sheela R. Rahman is legal professional in Bangladesh, qualified as an Advocate in the Appellate Division of the Supreme Court of Bangladesh and was called to the Bar of England and Wales as a Barrister-at-law from London, England. She has experience as in-house counsel, litigator and arbitration counsel. With a rich and diverse background, she brings extensive experience from both the private sector, international organisations and non-governmental organisations.

Currently serving as the Director of Legal & Compliance at BRAC, a prominent civil society organization in Bangladesh, Ms. Rahman is in charge of general legal and compliance support for the organization, and its development activities and social enterprises, and overseas nationwide litigation management.

Ms. Rahman's professional journey encompasses various roles, including serving as in-house legal counsel for a project finance company and a foreign

bank. Her leadership skills were further honed as she led a law office, Maxima.Legal, rendering legal professional services on banking, corporate finance and commercial matters. She was also consultant to multilateral organisations, including International Finance Corporation (IFC), where she provided legal expert advisory services on corporate governance work and assessments for various types of enterprises in the South Asian region, complementing board oversight on environmental and social matters.

Ms. Rahman co-authored a comprehensive comparison of corporate governance laws in South Asia and a code of corporate governance published by the Bangladesh Enterprise Institute, reflecting her deep understanding and commitment to promoting best practices in corporate governance.

With her wealth of experience and dedication to upholding legal standards, Ms. Sheela R Rahman continues to make significant contributions to the legal landscape of Bangladesh.





## PAWAN AGRAWAL

Nominee Director



### Nationality

Indian



### Date of Appointment to the Board

2020

### Career Highlights:

Mr. Pawan Agrawal is a Chartered Accountant (2000) and a B.Com (Hons) Graduate (1999) from St. Xavier's college, Calcutta. He has more than 2 decades of leadership experience across various finance verticals like Financial Planning & Analysis, Corporate Finance, Treasury, Investor Relations, Taxation & Commercial functions in the FMCG domain. He joined Marico in 2004 as Regional Operations Manager for South Sales Division in Hyderabad. He has spent over 20 years with Marico and contributed in the areas of Business Finance, Strategy Business planning, Cost optimisation, International Business operations, setting up Internal Control architecture, Business Process Transformation, major Taxation transition and Corporate Governance matters. Prior to Marico, he worked with Eveready Industries (I) limited for 4 years in Internal Audit and Sales Commercial functions across many locations.

In his career spanning more than 20 years, he has had successful stints in areas of Business Finance and Corporate Finance. Backed by strong leadership skills and experience of managing diverse people, he has managed operations comprising both scale & complexity and has

driven transformational agenda for the organisation. He has also won the CFONEXT100 Awards for two consecutive years in a row 2018 and 2019 at the Annual CFO Leadership Conclave, India. Pawan took over the role of Chief Financial Officer of Marico Limited effective September 10, 2020.

Pawan was recognised by The Financial Express CFO Awards 2020, under the Large Enterprises Category in Manufacturing Sector. Under his leadership, Marico has been ranked in the 'LEADERSHIP' category as assessed by IAS on the IFC-BSE-IAS Indian Corporate Governance Scorecard for four consecutive years and was awarded 'Best Governed Company in Listed Segment: Medium Category' at the 23rd ICSI National Awards for Excellence in Corporate Governance.

### Directorship in Other Entities:

- Marico Middle East FZE
- Marico South East Asia Corporation
- Marico Malaysia Sdn. Bhd.
- Marico South Africa Consumer Care (Pty) Limited
- Marico South Africa (Pty) Limited



**ASHISH GOUPAL**

Nominee Director



**Nationality**

Indian



**Date of Appointment to the Board**

2022

**Career Highlights:**

Ashish Goupal currently serves as the Chief Executive Officer for International Business at Marico Limited. In this role, he oversees the company’s international operations across multiple geographies, including Bangladesh, South-East Asia, the Middle East & North Africa (MENA), South Africa and Exports Markets. Within the Marico Group, he plays a pivotal role as a member of the Executive Committee and serves on the Board of Marico Bangladesh (MBL).

His journey with Marico began in 2006 when he joined Marico India as Area Sales Manager. Over the years, Ashish consistently demonstrated outstanding leadership and was subsequently appointed as the Managing Director of Marico Bangladesh Limited (MBL) in July 2018. Under his leadership MBL with listings on the Dhaka and Chittagong Stock Exchanges since 2009, has rapidly emerged as one of the most dynamic and fast-growing FMCG companies in Bangladesh. In February 2022, Ashish assumed the role of COO for the Middle East & North Africa (MENA) business, as well as New Country Development (NCD) business, in addition to his responsibilities in Bangladesh. In October 2023, Ashish assumed role of CEO International Business and will be responsible for driving Marico’s business and people growth journey in international markets.

Throughout his impressive 18+ years at Marico, Ashish excelled and delivered remarkable results in various domains, including Revenue Management, Brand Management, New Product Development, Trade

Marketing, Shopper Marketing, and Demand Planning. He has successfully introduced new brands and spearheaded transformative initiatives in areas such as Business Transformation, Talent value proposition, Governance & Sustainability, and Cost Management.

Under Ashish's leadership, Marico Bangladesh achieved the significant milestone of crossing the 1000 Crores business mark. The company also earned numerous industry accolades for its outstanding brands, exemplary corporate governance, and contributions to corporate social responsibility in Bangladesh.

He holds a degree from the Jamanalal Bajaj Institute of Management Studies and started his career as a management trainee with the global consumer durable leader, Samsung, in 2004.

Beyond his commitments at Marico, Ashish has held positions on the boards of prominent organizations, including the American School of Dhaka, FICCI Bangladesh, and the Indo-Bangla Chamber of Commerce, further exemplifying his dedication to community and industry involvement.

**Directorship in Other Entities:**

- MBL Industries Limited
- Marico Middle East FZE
- Marico (Lanka) Private Limited
- Marico Gulf LLC



## SUMITAVA BASU

Country Head



### Nationality

Indian



### Date of Appointment to the Board

2023

### Career Highlights:

Mr. Sumitava Basu joined Marico Bangladesh Limited on December 31, 2023. With a robust 25-year career in the FMCG sector, Sumitava Basu has demonstrated remarkable leadership and expertise in driving business growth and organizational transformation. His extensive experience spans top-tier companies like Heinz, Perfetti Van Melle, and Himalaya, with significant contributions in both domestic and international markets, including Bangladesh, Sri Lanka, and India.

Sumitava Basu has a proven track record of leading businesses through seeding, development, and achieving market leadership. His strategic vision has been instrumental in transforming underperforming businesses into profitable entities. He possesses deep insights into the Bangladesh market, honed over 10 years in various strategic and operational roles. His tenure has been marked by substantial market share growth and brand development.

An empathetic leader, Sumitava has successfully built and coached high-performing teams. His efforts in employee engagement and development have fostered a culture of trust, accountability, and teamwork. He believes in empowering his team members and providing them with the tools and opportunities they need to succeed. This approach has resulted in high levels of employee satisfaction and retention, contributing to the overall success of the organizations he has led.

Sumitava has a strong background in enhancing operational efficiency, minimizing environmental impact, and ensuring regulatory compliance. His commitment to long-term business sustainability is evident in his strategic initiatives aimed at optimizing operational processes and

reducing the environmental footprint. He understands the importance of balancing business growth with sustainability, ensuring that the company remains compliant with all regulatory requirements while pursuing its growth objectives.

Sumitava Basu holds a Bachelor of Technology in Mechanical Engineering from IIT Kharagpur and an Executive Program on Accounting & Finance for Non-Financial Managers from NUS, Singapore. His strong academic background provides a solid foundation for his professional expertise and strategic acumen. Beyond his professional life, Sumitava has a keen interest in sports, current affairs, and cosmology. These interests reflect his well-rounded personality and his curiosity about the world around him.

Sumitava Basu's extensive experience and strategic acumen make him a pivotal leader in driving business growth and organizational excellence at Marico Bangladesh Limited. His commitment to operational efficiency, market leadership, and people development propelled his teams and organizations towards greater success. Under his leadership, Marico is poised to achieve new heights of success and innovation in the FMCG sector.

With his background and leadership skills, Sumitava Basu is expected to significantly contribute to Marico Bangladesh Limited's goals. His focus on operational efficiency and sustainable growth, coupled with his dedication to team development, positions the company for continued success and industry leadership. His appointment is seen as a strategic move that will likely drive Marico Bangladesh Limited towards achieving its ambitious business objectives.

Leading from

# THE FRONT



From Left to Right

**Allen Ebenezer Eric**

Director  
Marketing

**Rashed Bin Ehshan**

Director  
Legal & Corporate Affairs

**Mohammad Mahmud Hasan**

Director  
Sales

**Shafiq Musharrof**

Chief Financial Officer



**Sumitava Basu**  
Country Head

**Zahedur Rahman**  
Director  
Supply Chain

**Md. Saiful Alam**  
Director  
Manufacturing

**K M Sabbir Ahmed**  
Director  
Human Resources

Profile of our

# LEADERSHIP TEAM



**Sumitava Basu**  
**A Visionary Leader in FMCG**  
Country Head

## Legacy and Expertise

Sumitava Basu brings 25 years of extensive FMCG experience, having held significant roles at Heinz, Perfetti Van Melle, and Himalaya. His profound understanding of the Bangladesh market, honed over a decade, has driven substantial market share growth and notable brand development. Sumitava's leadership is marked by his ability to anticipate market needs and respond proactively, ensuring business success and customer satisfaction.

## Strategic Vision

Sumitava's foresight in market trends and proactive responses have guided businesses through seeding, development, and market leadership. His empathetic leadership style has been instrumental in building high-performing teams and fostering a culture of trust, accountability, and continuous improvement. Sumitava's strategic initiatives have consistently led to enhanced business performance and sustainable growth.

## Operational Efficiency

Committed to operational efficiency and sustainability, Sumitava continually enhances processes to minimize environmental impact and ensure regulatory compliance. His strategic initiatives are designed to optimize operations while maintaining the highest standards of regulatory adherence. Sumitava's approach to operational excellence ensures that Marico not only meets but exceeds industry standards.

## Academic Background

Sumitava holds a B.Tech in Mechanical Engineering from IIT Kharagpur and has completed an Executive Program on Accounting & Finance from the National University of Singapore (NUS). His personal interests include sports, current affairs, and cosmology, reflecting his broad intellectual curiosity and commitment to personal development.



**Rashed Bin Ehshan**  
**Champion of Legal & Corporate Affairs**  
Director - Legal & Corporate Affairs

## Legal Expertise

Rashed Bin Ehshan has been the Director of Legal and Corporate Affairs at Marico Bangladesh since June 2022. He also oversees corporate social responsibility (CSR), external communications, regulatory affairs, compliance, and public relations. With an illustrious 18-year career in corporate governance, compliance management, dispute resolution, and advisory capacities, Rashed ensures that Marico operates within stringent legislative frameworks while upholding the highest ethical standards and fostering business sustainability.

## Professional Engagement

Before joining Marico, Rashed held senior positions at globally renowned enterprises such as Grameenphone, Coca-Cola, Maersk, and Nagad. His extensive and diverse experience has provided him with a profound understanding of the corporate and legal landscapes on an international scale. Rashed is also deeply engaged with several key professional bodies, including the Foreign Investors' Chamber of Commerce and Industry (FICCI), the Metropolitan Chamber of Commerce and Industry (MCCI), and the Bangladesh Employers' Federation (BEF). His active participation in these organizations allows him to drive significant policy reforms, advocate for industry best practices, and shape regulatory frameworks. Through these efforts, he plays a pivotal role in advancing industry standards and fostering a collaborative environment for policy development.

## Academic Credentials & Personal Interest

Rashed holds both bachelor's and master's degrees in law and has been a member of the bar since 2008. Outside of his professional pursuits, he is an avid reader, music enthusiast, and culinary aficionado with a passion for travel and cultural experiences.



**Allen Ebenezer Eric**  
**Living and Breathing Brands**  
Director - Marketing

## Business Experience

Allen joined Marico Bangladesh in October 2019 and is responsible for driving a successful Marketing function. A passionate marketer, his experience spans over 19 years in Brand Management and Sales, across two FMCG organizations – Marico and Emami. He started his career as a Management Trainee in Marico in 2005, and held different Sales and Marketing roles in India over 9 years, post which, he was with Emami Limited for 5 years; he led the Fair and Handsome and Pain Management Portfolios (including the iconic Zandu Balm, Mentho Plus Balm, Fast Relief) for India.

## Marketing in Action

His well-rounded marketing experience spans extensive work on heritage Brands, successful new Brand launches, stabilization, scale-up and growth in Organization eco-systems; and NPDs, operating across blue-ocean, penetration categories to complex, competitive categories among both urban and rural consumer demographics. His systematic experience on development of sound, long-term brand strategies has led to building effective, consistent, strong brands; and excellence in execution has led to sustainable, profitable growth of brands over the years.

## Building Teams, Building People

He believes in a simple, process-driven approach to brand building. A collaborative leader, he has structured, built and nurtured large teams with a blend of experience and fresh talent; he enjoys mentoring and enabling them for early responsibilities, larger roles and consistent outcomes over time. His mentoring has created a large set of successful marketing leaders in the country, over the last four and a half years.

## Recognition

He has led differentiated work that have received prestigious international recognition, including two Recommended Cases and two Editor's Choice Best Practice papers at WARC, a WARC Asia Strategy Prize, a hat-trick at the Appies Asia Pacific Marketing Congress, Singapore and six Effies.

## Academic and Personal Passion

He did his post-graduation in Business Management from XLRI Jamshedpur, and Mechanical Engineering from Tamil Nadu College of Engineering, Coimbatore. A driving enthusiast and violinist, he enjoys reading and writing.





**Md. Saiful Alam**

**A Person, Excellence in Manufacturing  
Operations and Projects**

Director - Manufacturing

## Operational Excellence and Projects

Md. Saiful Alam oversees Marico's end to end manufacturing operations, maintaining consistent delivery with maximum efficiency at budgeted cost. His leadership has resulted in reorganize manufacturing operations to yield the maximum benefits. He has also worked in multiple projects in Marico Bangladesh, which includes Marico's first Greenfield projects, Crushing & Refinery Operations at Shirirchala, Inhouse Water Base Unit a brownfield project in Mouchak and Marico's biggest greenfield projects in Mirsarai Economic Zone. He ensures Marico's manufacturing processes are efficient, sustainable, and aligned with industry best practices.

## Strategic Vision and Institutional Leadership

Saiful is a member of Marico's Leadership Team and contribute to business strategic decisions, especially on capability building in manufacturing and new product development. His international experience with Nestle has enriched his leadership prowess, bringing a global perspective to Marico's manufacturing operations. Saiful's strategic vision drives continuous improvement and innovation in Marico's manufacturing processes. Saiful leads Marico's Global ESG Goal in Bangladesh, and a member of FICCI ESG Sub Committee. He is also a member of Marico's Inclusion & Diversity Council, to drive I&D agenda across the organization.

## Academic Background & Interests

Saiful holds a BSc in Chemical Engineering Degree from BUET. He enjoys traveling, exploring different cultures and reading books, reflecting his holistic approach to life and leadership. These interests provide him a well-rounded perspective that enhances his ability to lead a wide team and bring innovation in the processes.



**Zahedur Rahman**  
**Director of Supply Chain Innovation  
and NPD**  
Director – Supply Chain

### Supply Chain Leadership

Zahedur Rahman optimizes Marico's supply chain operations and drives product development. His strategic initiatives enhance efficiency and market competitiveness, ensuring that Marico's supply chain is both effective and innovative. Zahedur's leadership in supply chain management ensures that Marico remains agile and responsive to market demands.

### Career Achievements

With roles at British American Tobacco and GlaxoSmithKline, Zahedur has led complex projects and strategic initiatives, achieving significant organizational growth and success. His extensive experience in managing large-scale supply chain operations equips him with the skills to drive Marico's supply chain strategy forward. Zahedur's achievements highlight his ability to navigate complex supply chain challenges and deliver results.

### Academic and Personal Interests

Zahedur holds a degree in Electrical Engineering from BUET and an MBA from IBA. He enjoys literature, travel, and family time, enriching his professional and personal journey. These interests provide him with a well-rounded perspective that enhances his ability to lead and innovate in supply chain management.



**Mohammad Mahmud Hasan**  
**Cultivating Sales Mastery**  
Director - Sales

### Sales Leadership

Mohammad Mahmud Hasan leads a team of over 150 and manages a vast network of distributors. His strategic vision expands Marico's market presence in traditional trade, ensuring that Marico's products reach consumers effectively and efficiently. Mahmud's leadership in sales drives significant growth and market penetration.

### Career Highlights

With 18 years in sales, Mahmud has driven significant growth at a leading FMCG company before joining Marico. His academic credentials include a BBA and MBA from Dhaka University. Mahmud's extensive experience in sales equips him with the skills to lead and innovate in the field, driving Marico's sales strategy forward.

### Personal Interests

Mahmud enjoys travel and continuous learning, reflecting his commitment to personal and professional growth. He believes in exploring new horizons and expanding his knowledge base, which enhances his ability to lead and innovate in the field of sales.



**K M Sabbir Ahmed**  
**A Visionary Leader in Human Resources**  
Director - Human Resources

## HR Expertise

KM Sabbir Ahmed specializes in Strategic Talent Management, Organization Transformation, Industrial Relations, Engagement & Culture and Digital & Data driven Employee Experiences. His 18 years of work experience & global exposure with Grameenphone & the Telenor Group has equipped him with modern HR practices, Affinity for Strategy, enabling him to drive HR excellence at Marico resultant in driving sustainable growth, inclusive work culture and cultivating a thriving workforce. Sabbir's expertise in human resources ensures that Marico attracts, develops, and retains critical talents. His strategic approach to human resources is geared towards enhancing organizational capabilities and fostering a conducive work environment that supports growth and innovation.

## Academic Credentials

Sabbir holds an LL.B and LL.M from the University of Dhaka and a postgraduate diploma in HR Management under ABP-UK. His strong academic foundation along with professional development courses through Local & Global development programs support his strategic HR initiatives, ensuring they are grounded in best practices and innovative approaches. Sabbir's academic credentials reflect his commitment to continuous learning and professional development.

## Leadership and Personal Life

Sabbir's leadership centers on engagement and development, driving HR excellence at Marico. He is a fitness enthusiast and values work-life integration, spending quality time with his family. Apart from his professional endeavors in HR and organizational development, KM Sabbir Ahmed is actively involved in philanthropic engagements. He believes strongly in giving back to society and has committed himself to various philanthropic initiatives. These personal interests provide him with a well-rounded perspective that enhances his ability to lead and innovate in the field of human resources. His commitment to philanthropy underscores his holistic approach to leadership, balancing corporate responsibilities with a broader commitment to societal well-being.



**Shafiq Musharrof**  
**Steering Financial Excellence**  
Chief Financial Officer

## Financial Leadership

Shafiq Musharrof oversees the financial strategy of Marico Bangladesh Limited, ensuring efficient financial strategy, cost efficiencies, financial health, Internal control & Governance. Shafiq has joined Marico Bangladesh Limited in June 2023. Under the leadership of Shafiq, the finance team of Marico Bangladesh Limited has been demonstrating strong business partnering with financial prudence and strategic focus with full empowerment. He also drives strategic business planning, financial analysis and ensures Marico's financial stability. Shafiq has also focused on team development with highest focus on learning and development.

## Professional and Educational Background

Shafiq Musharrof has 17 years of experience in Finance, Supply Chain, Internal Control and Governance. Before Joining Marico, Shafiq was at Novo Nordisk as Finance and Operations Director for more than 5 Years where he successfully led Finance, Supply chain, IT and Administration. Before Novo Nordisk Pharma, Shafiq worked with Nestlé in different responsibilities like Internal Audit, Accounting Operations, Financial Accounting & Reporting and Internal Control. Shafiq has also experience in developing internal control system at Siemens for an year. Shafiq was Executive Committee member of Nordic Chamber of Commerce and Industries (NCCI) in Bangladesh for 2021-2023.

Shafiq is a fellow member of Institute of Chartered Accountants of Bangladesh. He did his articleship from KPMG( Rahman Rahman Huq). His academic credentials include an MBA and BBA from the University of Dhaka. Shafiq's extensive experience in finance equips him with the skills to lead and innovate in financial management.

## Personal Interests

Shafiq values continuous learning and staying updated on financial innovations. He enjoys spending quality time with his family, maintaining a balanced and fulfilling life. These personal interests provide him with a well-rounded perspective that enhances his ability to lead and innovate in the field of finance.

Awards and

# ACCOLADES

## CORPORATE GOVERNANCE EXCELLENCE AWARDS

### Marico Bangladesh Limited Earns Silver ICSB Award for Exceptional Corporate Governance, Accountability, and Transparency

Marico Bangladesh Limited has been honored with the esteemed Silver ICSB Award, a testament to its exemplary standards in corporate governance, accountability, and transparency presented by The Institute of Chartered Secretaries of Bangladesh (ICSB), this recognition underscores the company's unwavering commitment to ethical business practices and responsible stewardship.



## MOST LOVED PERSONAL CARE BRAND

### Parachute Advanced Clinches Top Spot as the Most Beloved Personal Care Brand in Bangladesh

Parachute Advanced has clinched the title of No. 1 Most Loved Personal Care Brand in Bangladesh at the esteemed 15th edition of the "Best Brand Awards" organized by Bangladesh Brand Forum. Demonstrating remarkable consistency, the brand also retained its title as the nation's No. 1 Most Loved Hair Oil brand for the 14th consecutive year. Furthermore, Parachute Advanced achieved an impressive overall ranking, placing 8th among all brands across various categories. This accolade highlights the brand's significant impact and popularity in the personal care sector in Bangladesh. The recognition reflects Parachute Advanced's commitment to quality and its strong connection with consumers.



## BEST CORPORATE AWARDS

### Marico Bangladesh Limited Honored with Silver ICMAB Award

In recognition of its exceptional corporate governance, accountability, and transparency, The Institute of Cost and Management Accountants of Bangladesh (ICMAB) awarded Marico Bangladesh Limited the esteemed Silver ICMAB Award. This achievement underscores the company's unwavering commitment to ethical business practices and responsible stewardship.



# LEADERSHIP MESSAGES



Message from

# CHAIRMAN



**Saugata Gupta**  
Chairman



We believe in creating shared value. We are committed to becoming a future-ready organization that creates value for all stakeholders, from its employees and business partners to the communities in which it operates. We are focused on creating a powerhouse of adaptive leaders, relentlessly pursuing our culture of innovation, and making good on our sustainability commitments.



## Dear Valued Shareholders,

In reflecting on the financial year 2023-24 (FY'24), Marico extends appreciation to its esteemed shareholders for their steadfast confidence and support. Despite encountering unforeseen challenges, the company's unwavering resilience and strategic acumen have propelled it to achieve robust profit growth, further solidifying its position as a leading player in the FMCG sector.

## Financial Performance:

In FY'24, your company delivered 2.7% increase in revenue and impressive growth of 19% in net profit. With profit after tax reaching BDT 460.6 Crore, the company reinforced its commitment to enhancing shareholder value by declaring final dividend of 200%. Furthermore, Marico's considerable contribution of BDT 516 Crore to the national exchequer reflects its dedication to supporting national development and economic prosperity.

## Strategic Initiatives and Growth Drivers:

At the heart of Marico's success in FY'24 lies its unwavering focus on strategic pillars: brands, people, and culture. The company's strategic expansion efforts, particularly through the introduction of new offerings in the hair care and skin care segments, have been instrumental in driving growth. Leveraging its heritage brands such as Parachute, Parachute Advanced, Nihar, and Saffola, Marico continues to resonate strongly with consumers across diverse segments.

## Consumer Confidence and Brand Recognition:

The enduring popularity of "Parachute Advanced" as the most loved hair oil brand in the country serves as a testament to Marico's robust consumer connect and brand loyalty. Recognized among the top 10 most loved brands overall, Marico's products consistently uphold the company's unwavering commitment to quality and innovation, further strengthening its market position.

## Commitment to Sustainability and Social Responsibility:

Amidst its growth trajectory, Marico remains steadfast in its commitment to sustainability and social responsibility. The execution of 31 sustainability projects in FY'24 resulted in a reduction in power consumption and carbon dioxide emissions, highlighting the company's dedication to environmental stewardship. Furthermore, Marico's impactful social responsibility program with SWAPNO garnered acclaim, demonstrating its significant contribution to social and financial inclusion.

## Future Outlook:

Looking ahead, Marico is poised for sustained growth and value creation across all stakeholder groups. The company's strategic investments in leadership development, digital transformation, and innovation are strategically positioned to address future challenges and capitalize on emerging opportunities. With the continued support of shareholders, regulators, industry peers, CSR partners, and consumers, Marico remains confident in its ability to navigate the evolving landscape and chart a path of sustainable growth and long-term value creation.

## Determined for a stronger Tomorrow:

### \*\*In Pursuit of a Resilient Future\*\*

Marico embodies resilience, innovation, and steadfast dedication, guiding us to transform challenges into opportunities and achieve sustained growth and excellence. Our determination permeates all aspects of our operations, from product development to community initiatives. This resolve enables us to adapt swiftly to market dynamics and surmount obstacles. Through continuous research and development, we anticipate market trends and meet evolving consumer demands, ensuring both product excellence and operational efficiency that bolster our competitive edge.

Beyond business objectives, our commitment extends to social responsibility and sustainable

practices. Leveraging our resources and expertise, we actively contribute to societal upliftment, environmental conservation, and community development. Through impactful initiatives and partnerships, we aim to forge a stronger, more resilient future for all stakeholders. Upholding values of integrity, excellence, and inclusivity, we set benchmarks in ethical leadership and corporate stewardship. Guided by determination, we chart a course towards a brighter, more prosperous future, delivering enduring value for generations to come.

**\*\*Excellence and Shareholder Commitment\*\***

At Marico, our dedicated commitment to excellence drives every endeavor. We relentlessly pursue improvements in performance, innovate processes, and refine strategies to stay ahead.

Our performance reflects this unwavering commitment. Each team member embraces our mission, fostering a culture of continuous enhancement and high standards. We remain focused on the rigorous efforts needed to achieve our goals. Powered by determination and

innovation, our pursuit of excellence enables us to meet evolving stakeholder needs and ensure resilience.

We deeply value the pivotal role of our shareholders in our journey. Your relentless support, trust, and confidence have been instrumental in our accomplishments. As partners in our vision, your belief in our mission and adherence to our values empower us to navigate challenges and seize opportunities. Together, we aim to create sustainable value and mutual success. We sincerely appreciate your enduring trust in Marico. Your engagement and support underpin our resilience and growth. We remain devoted in upholding the trust you place in us. Let's continue our journey together, fostering growth, innovation, and shared success, while creating lasting value for all our stakeholders.



**Saugata Gupta**  
Chairman

From the Desk of the

# COUNTRY HEAD



**Sumitava Basu**  
Country Head



“In the last year, we lived out our talent value proposition of Go Beyond, Grow Beyond and Be the Impact. We continued to go beyond in developing our talent, grow amidst a challenging environment, and amplify our impactful social responsibility initiatives. We aspire to continue unleashing our potential and deliver meaningful growth for all our stakeholders. I would like to thank all our members for their ownership and drive in going beyond, growing beyond and being the impact.”

## Dear Shareholders,

As we navigate the complexities of a volatile economic environment marked by dollar and forex pressures in Bangladesh, I am pleased to report that unified in our One Marico spirit, we have delivered yet another year of impactful growth. Our commitment to excellence has driven us to expand our profits, portfolios, talent, and purpose-led initiatives, solidifying our position as one of the fastest-growing FMCG companies in Bangladesh.

In FY'24, despite the economic challenges, we launched some new products, grew our revenue by 2.7%, and increased profits by 19%. In order to maximize the shareholder's return, we took various initiatives to optimize the cost. Efficient management of cost of sales and proper control on administrative expenses helped us to deliver 19% growth in net profit. Our brands now reach approximately 89% of households. We successfully commenced operations at our third manufacturing unit in Mirsarai Economic Zone, Bangabandhu Sheikh Mujib Shilpa Nagar, Feni, Chattogram, enhancing our production capacity and operational efficiency.

Our people continue to be the true driving force of our business, working tirelessly to find innovative and agile ways to ensure business continuity. The safety, security, and well-being of our team are our top priorities, enabling us to 'go beyond' and 'grow beyond'.

Marico was one of the first companies to implement flexible work arrangements, ensuring that all team members, including those in our sales force, could maintain productivity. We ensured proper adjustment of inflation with salary increment and provided unconditional humanitarian allowances to our factory and distribution workforce. We also extended financial aid to those affected by the forex crisis, ensuring the stability of our entire value chain.

We closely monitored the economic environment and market dynamics, continuing to build our beauty and wellness portfolio while expanding our hygiene range. We remained uncompromising in our agility, excellence in execution, aggressive cost management, and financial discipline to deliver both volume and value growth.

Our strategic pillars—creating world-class quality products, building strong brands, and maintaining a robust distribution network—underpinned our business growth. While MBL has revamped the packaging of Red King Jhotpot Cooling Oil and Parachute Advanced Extra Care Anti Hair Fall Oil to strengthen our footprint in the personal care category, a new variant of our Parachute Naturale Shampoo, Egg Shine, was launched. In addition, Parachute

Just for Baby has introduced its Milky Glow range with Baby Face Cream, Baby Lotion, and Baby Wash to cater to consumers' evolving needs. The growth in our non-hair oil categories contributed to our overall profitability and strengthened the value mix in our business.

We continued our sales transformation journey and capability development initiatives to enable distribution expansion, range selling, and omni-channel presence. The challenges of supply chain disruptions were managed smoothly and expeditiously through data-driven demand and supply planning, supported by the government, particularly the Bangladesh Investment Development Authority (BIDA), the Ministry of Commerce, Bangladesh Bank and the Department of Factories & Establishments (DIFE).

We continued to attract and retain diverse talent and implemented newer processes to encourage diversity and inclusion in our workforce. Our entire leadership team took 'Diversity Pledges' to promote inclusion in the workforce, and we have a central Diversity & Inclusion Council to drive this agenda. We invested in creating fit-for-future structures in marketing, sales, and supply chain. With the return to physical work, we re-energized our members with in-person cutting-edge learning interventions like design thinking, social media masterclasses, and other customized programs.

To reinforce our Code of Conduct and commitment to upholding the highest standards of ethical business operations, we conducted year-long sensitization sessions on business integrity, safe workplaces, and prevention of sexual harassment. Partnering with BRAC, we rolled out comprehensive safeguard training for all our members. A motivated workforce and engaging work culture made a significant impact on our business performance.

Transparency and openness are fundamental to our actions and drive our performance. We were awarded for corporate governance excellence by the Institute of Chartered Secretaries Bangladesh (ICSB), and the Institute of Cost & Management Accountants Bangladesh (ICMAB).

Our commitment to social responsibility and the development of Bangladesh through our partnership with United Nations Development Programme (UNDP) in a gender-based poverty graduation project i.e. Strengthening Women's Ability for Productive New Opportunities (SWAPNO). We renewed our partnership for a fourth cycle until December 2025 and supported underprivileged and vulnerable groups. In FY 2023-24, Marico invested BDT 171 million in CSR programs. We also started our employee volunteering program under our talent pillar of "Be the Impact" by partnering with Green-

Savers to plant trees, enhancing our climate resilience, and providing livelihood options to families and communities.

Despite the macroeconomic stress caused by global stagflation, indicators point to a robust economic recovery and consumption growth. We aim to continue our growth trajectory with our best-in-class offerings, partnering in the sustainable development of the country, and continuing to be proud ambassadors of 'Made in Bangladesh' with our exports to Nepal, India, and the Middle East.

I extend my heartfelt gratitude to all our members for their passion for "being the impact" and demonstrating resilience and ownership during these challenging times to deliver transformational growth. I also express my sincere thanks to all our valued shareholders for their continued confidence in the company and management to deliver long-term value. The guidance from our Board of Directors has been invaluable in shaping our success and continued growth. Finally, we are grateful to the millions of consumers in Bangladesh who have placed their trust in us across our core categories and new launches. Without

their continued loyalty to our products and faith in new offerings, our growth story would not be possible.

We adapted to the 'new normal' with agility, meeting the challenges of the post-pandemic world head-on to deliver an impactful year of growth in our profits and purpose. The year ahead will present its own set of challenges and opportunities. By approaching each new step with a passion for creating impact with our winning brands, execution excellence, sustainable business practices, and growing capabilities, I am confident we will succeed.

Best Regards,



**Sumitava Basu**  
Country Head

# VALUE CREATION



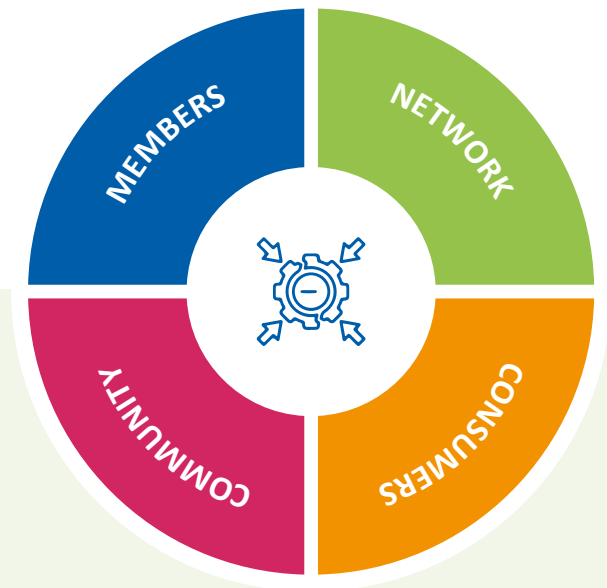
Value

# CREATION

At Marico, we drive value creation through three core perspectives: our impact, our spectrum of engagement with stakeholders and managing key material matters.

## Our Impact

As a multi-stakeholder organization dedicated to fostering sustainable value, we uniquely impact all of our stakeholder groups.



Total employees (direct)  
**352**

Total distributors  
**247**

Women in the workforce  
**20%**

Outlet network reach  
**355k**

Households served  
**89.7%**

CSR investments (direct)  
**BDT 1.71 Cr**

Total Secondary SWAPNO Beneficiaries:  
**73,136**

Training Hours provided  
**6,800**

Manufacturing Units  
**3**

Brand Handles  
**47**

Total Primary SWAPNO Beneficiaries:  
**22,855**

Coverage:  
**506**  
Unions and 57 Upazillas of 14 Districts

All figures are for the year 2023-24

## Fostering Meaningful Connections with Our Stakeholders

We are committed to fostering deeper connections across all facets of our stakeholder network, ensuring sustainable value generation for all involved. Our stakeholders encompass a diverse array of individuals and entities, each distinguished by their distinct roles, levels of engagement, contributions to our value chain, and capacity to influence our operations. Among them are our esteemed consumers, valued shareholders, dedicated employees, trusted business partners, vigilant regulators, governmental bodies, and vibrant communities.

Every stakeholder within this intricate web plays an indispensable and unique role in our ongoing journey of value creation. These partnerships are fundamental to our enterprise, and we are steadfast in our dedication to fortify them through consistent outreach and engagement endeavors. We recognize that value manifests differently for each stakeholder group, and they reciprocate this value in manifold ways. Our engagement strategies are tailored to suit the diverse needs and preferences of each group, as outlined in detail below.

Consumers					
 Why we engage	 Our value propositions	 Engagement platforms	 Key risks	 Opportunities	 Actions on ground
Our consumers drive demand for our products and provide insights that help us determine future trends. Most essentially, they keep us in business.	<ul style="list-style-type: none"> <li>• Large multi-category portfolio of trusted brands comprising 152 SKUs</li> <li>• Wide product reach with everyday shelf availability</li> <li>• Strong value propositions anchored on product best-in-class quality and affordability</li> </ul>	<ul style="list-style-type: none"> <li>• Consumer surveys</li> <li>• Direct feedback through consumer carelines</li> </ul>	<ul style="list-style-type: none"> <li>• Changing consumer lifestyles, preferences and behaviours</li> <li>• Loss of consumers</li> </ul>	<ul style="list-style-type: none"> <li>• Expand into new unexplored categories to diversify the business</li> <li>• Develop new innovative products/ brand extensions based on consumer feedback</li> </ul>	Launch of Parachute Coconut Oil 20ml & 600ml, Parachute Naturale Egg Shine Shampoo, SkinPure Vitamin C Facewashes, Just For Baby Milky Glow Range.



Shareholders					
Why we engage	Our value propositions	Engagement platforms	Key risks	Opportunities	Actions on ground
Shareholders ensure ongoing financial stability by maintaining access to capital.	Attractive returns and investment growth, bolstered by transparent disclosures and strong governance.	<ul style="list-style-type: none"> <li>Annual General Meeting</li> <li>Corporate Website</li> <li>Engagements with Our Investor Relations Team</li> </ul>	<ul style="list-style-type: none"> <li>Loss of Investor Confidence</li> <li>Misaligned Expectations</li> </ul>	Enhance communication with investors to improve transparency and provide clear insights into the company's performance, strategies, and future outlook.	A Dividend Distribution Policy ensuring transparent, process-driven resolutions for the distribution of shareholder wealth.

Members					
Why we engage	Our value propositions	Engagement platforms	Key risks	Opportunities	Actions on ground
<ul style="list-style-type: none"> <li>Our members embody the spirit and aspirations of Marico and are the backbone of productivity and innovation.</li> <li>By nurturing a diverse group of talent, we are building the knowledge and skills needed to maintain our market leading position.</li> </ul>	<ul style="list-style-type: none"> <li>Engaging workplace environment</li> <li>Competitive remuneration, career progression and healthy work-life balance</li> <li>Equal opportunities, safe working environment, and learning and development opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Member engagement sessions</li> <li>Health and wellness programs</li> <li>Townhalls and other virtual meetings</li> <li>Safeguarding Training</li> <li>Diversity &amp; Inclusion Council, Framework and Initiatives</li> </ul>	<ul style="list-style-type: none"> <li>Competition for talent</li> <li>Changing expectations of a millennial workforce</li> </ul>	<ul style="list-style-type: none"> <li>Young, talented and energetic workforce</li> <li>Adoption of new work models that lead to improved well-being and performance</li> <li>Lean, merit-based and performance-driven work culture</li> </ul>	<ul style="list-style-type: none"> <li>Provided complete employment security with early salaries, bonuses, profit participation, timely increments and promotions during both years of covid-19</li> <li>Recognized as on the Employers of Choice</li> <li>Phased re-opening and Vaccination advocacy to ensure members can safely return to work</li> <li>Variety of trainings, awareness and FGD sessions to ensure an enabling and safe workplace for members</li> </ul>

Business partners					
Why we engage	Our value propositions	Engagement platforms	Key risks	Opportunities	Actions on ground
<p>We rely on our business partners, including logistics and freight solution providers, as well as distribution partners, as crucial stakeholders in ensuring our products reach end consumers effectively.</p>	<ul style="list-style-type: none"> <li>• Clear trade terms established through written contracts</li> <li>• Transparency and punctual payments</li> <li>• Assurance of uninterrupted business operations</li> <li>• Adherence to a Code of Business Ethics</li> </ul>	<ul style="list-style-type: none"> <li>• Direct engagement with our teams</li> <li>• Continuous training and awareness sessions</li> </ul>	<ul style="list-style-type: none"> <li>• Unexpected business disruptions</li> <li>• Dependence on critical supply chain partners</li> </ul>	<ul style="list-style-type: none"> <li>• Enhance business capabilities through upskilling</li> <li>• Achieve mutual gains through efficiency opportunities</li> <li>• Foster local employment that positively impacts grassroots livelihoods</li> </ul>	<ul style="list-style-type: none"> <li>• Guidance on social and legal compliance</li> <li>• Automated freight management solutions</li> <li>• Prompt payment disbursal</li> <li>• Supply chain and buyer finance solutions</li> <li>• Mobile financial payment options</li> </ul>

Regulators/Government					
Why we engage	Our value propositions	Engagement platforms	Key risks	Opportunities	Actions on ground
<p>The Government and regulatory bodies play a pivotal role in providing guidance on regulatory compliance and ensuring a conducive environment for conducting business.</p>	<ul style="list-style-type: none"> <li>• Upholding ethical business standards</li> <li>• Driving revenue growth</li> <li>• Cultivating innovative partnerships</li> </ul>	<ul style="list-style-type: none"> <li>• Individual sessions and collaborations with trade bodies</li> <li>• Site visits for hands-on interaction</li> </ul>	<ul style="list-style-type: none"> <li>• Changing Regulations</li> <li>• Ambiguity in regulatory procedures resulting in non-compliance and reputational harm</li> </ul>	<ul style="list-style-type: none"> <li>• Embrace emerging regulations to ensure comprehensive compliance.</li> <li>• Leverage opportunities arising from national agenda priorities.</li> </ul>	<ul style="list-style-type: none"> <li>• Advocacy and engagement initiatives to promote quality products in collaboration with the Bangladesh Standards &amp; Testing Institution.</li> <li>• Supported enforcement measures against counterfeit and spurious products to protect consumer safety and brand reputation.</li> <li>• Exchequer contribution was BDT 516 Cr which is surged by 13% over the past year.</li> </ul>

Community					
Why we engage	Our value propositions	Engagement platforms	Key risks	Opportunities	Actions on ground
Our citizenship and CSR initiatives are designed to address community needs, advance the Sustainable Development Goals (SDGs), and reflect our commitment to being collaborative partners in Bangladesh's development journey.	<ul style="list-style-type: none"> <li>Livelihood and Community Sustainability</li> <li>Spearheading a flagship project under SWAPNO, in partnership with UNDP and the government.</li> </ul>	Community Engagement and Development Initiatives	Possible Reputational Risks	Lead community-based initiatives to foster the advancement of marginalized, vulnerable, and underprivileged communities.	<ul style="list-style-type: none"> <li>Total Primary Beneficiaries: 22,855</li> <li>Total Secondary Beneficiaries: 73,136</li> </ul>

## Managing Key Material Matters

**Material matters are those that substantively affect our ability to create value over time.**

Stakeholders provide Marico with critical resources that enable the Company to generate competitive sustainable value over the short, medium and long term. Engaging with our stakeholders allows us to understand their viewpoints and expectations. The feedback thus generated helps us to develop effective strategies for sustainable long-term value creation through the refinement of our products and services and our go-to-market strategies.

We review our material matters during our annual planning cycle, our strategic reviews and monthly work-plans. The management team makes an initial assessment – drawing on their experience, judgement, and their own engagement with stakeholders – and agree which matters may be material and the response measures to address the materiality.

### Identification of Key Material Matters

The issues identified through stakeholder engagement are analysed, prioritised and categorised based on their ability to affect Marico's ability to create long-term value, summarized as follows:

Material Matter	Related material stakeholder issues	Opportunities for Marico
<b>Continue earning the trust and loyalty of our customers</b>	<ul style="list-style-type: none"> <li>Offer products with deep value propositions meeting intrinsic end-user needs</li> <li>Protect purchasing power of our customers through ensuring pricing discipline</li> <li>Ensure on-shelf availability of our products across the nation</li> </ul>	<ul style="list-style-type: none"> <li>Venture into strategic product extensions, for example in untapped categories like baby care</li> <li>Ensure a portfolio relevance and play on both long-term and short-term niches</li> </ul>

Material Matter	Related material stakeholder issues	Opportunities for Marico
<b>Relationship with suppliers and business partners</b>	<ul style="list-style-type: none"> <li>Maintaining mutually-beneficial relationships with our suppliers and business partners</li> <li>Periodic review and compliance management of procurement policies and adopted best practices.</li> </ul>	<ul style="list-style-type: none"> <li>Continue to sharing best practices in business</li> <li>Continue to prioritising purchases and engagement amongst local suppliers</li> </ul>
<b>ESG (environmental, social, governance) considerations</b>	<ul style="list-style-type: none"> <li>We prioritize robust environmental, social, and governance (ESG) practices to ensure sustainability across our business operations.</li> </ul>	<ul style="list-style-type: none"> <li>Embrace integrated thinking across all facets of our ESG principles.</li> <li>Continuously seek out and integrate global best practices in ESG throughout our operations.</li> </ul>
<b>Employee engagement and retention</b>	<ul style="list-style-type: none"> <li>Employee training and skills development, while fostering a culture of learning and empowerment</li> <li>Occupational health and safety</li> <li>Focus on providing a challenging and inspiring workplace environment to a millennial workforce</li> </ul>	<ul style="list-style-type: none"> <li>Leverage the multi-disciplinary skills of our talent</li> <li>Capitalise on the insights and experiences of our Board and leadership team for strategic stewardship, especially during challenging times</li> <li>Provide meaningful member experiences centering on leadership development as well as physical and mental wellness</li> </ul>
<b>Responsible corporate behaviour and conduct</b>	<ul style="list-style-type: none"> <li>Compliance with the laws of the land and strive for enhanced standards of governance</li> <li>Strengthen our corporate citizenship by committing to social responsibility programs with both financial and non-financial contribution</li> </ul>	<ul style="list-style-type: none"> <li>Understanding and implementing best practices from other Marico group companies and global best practices</li> <li>Adhere to a values-based governance culture and rigorous adherence to our Code of Conduct</li> <li>Harnessing automation and technology for compliance monitoring and in-house legal solutions.</li> </ul>

# OUR CAPITALS



# Our BUSINESS MODEL

At Marico, we intend to maximize value for all our stakeholders by driving sustainable growth and making a difference in the lives of all our stakeholders. Our value creation model diagram expresses the impact of each of our capitals on our organisation as well as on the key Sustainable Development Goals (SDGs) as we commit to grow together with Bangladesh in a sustainable manner.





### HUMAN CAPITAL

The talent, passion, commitment and skills of our employees.

#### Best employment experience

- Diverse range of skills development and training programs
- Challenging and inspiring workplace environment



### MANUFACTURED CAPITAL

Our manufacturing and production assets across our two plants.

#### Robust efficiency focus

- Ensure most optimal asset utilisation
- Lead through process/technological innovation



### FINANCIAL CAPITAL

Debt and equity financing and cash flow from operations.

#### Strong commercial performance

- Improve profit margins through focus on premiumisation
- Ensure stable leverage at all times



### INTELLECTUAL CAPITAL

Our portfolio of brands, experience, market strategies, technologies, etc.

#### Growth through market penetration

- Strategic portfolio positioning rooted in customer health, wellness and wellbeing
- Strategic brand extensions to meet the stated and unstated needs of customers



### SOCIAL AND RELATIONSHIP CAPITAL

Investment in social programs.

#### Citizenship programs

- Explore ways to enhance our social impact
- Show solidarity with our communities and broader society at all times



### Natural CAPITAL

Our use of energy, land, paper, water and other resources.

#### Focus on technology excellence

- Enhance efficiency in the use of natural resources through relentless efforts
- Continual pursuit of doing more with less

## Our Financial

# CAPITAL

### Overview

Maintaining a continuous influx of profit from our operations stands as a cornerstone of Marico's enduring sustainability. In the fiscal year 2024, we remained resolute in our efforts to expand our capacity, foster innovation through novel product ventures, and enhance the overall stakeholder experience. This encompasses not only delivering substantial dividends to our esteemed shareholders but also empowering our workforce with enriching opportunities and contributing meaningfully to the advancement of local communities. Furthermore, we strategically allocate our financial capital to drive innovation, directing investments into robust research and development endeavors and fortifying our capacity-building initiatives.

### Message from our CFO

In the ever-evolving realm of global finance, where every transaction bears the potential to reshape our corporate landscape, it is my distinct honor to extend my heartfelt greetings as the Chief Financial Officer of Marico. Stepping into this role fills me with a profound sense of privilege, as I embrace the responsibility of navigating the intricate currents of financial stewardship and steering our esteemed organization towards new heights of prosperity and success.

Finance, in its quintessence, stands as the bedrock of our strategic vision, providing the foundational framework upon which our collective aspirations are actualized. It transcends mere numerical figures, serving as the conduit through which we channel our shared ambitions, translating them into tangible outcomes that propel us forward on our journey of growth and innovation. At Marico, we deeply cherish the profound significance of finance as a pivotal driver of sustainable development and corporate resilience.

In our relentless pursuit of financial excellence, we are guided by an unwavering commitment to integrity, transparency, and accountability. Every financial decision we undertake is anchored in the principles of ethical conduct and prudent risk management, ensuring that

the trust reposed in us by our stakeholders is upheld with unwavering diligence and care.

As we navigate the intricate tapestry of today's financial landscape, we do so with purposeful resolve and unwavering determination. Armed with the collective wisdom of our esteemed team and the visionary leadership that guides us, we embrace each challenge as an opportunity for growth, resilience, and transformative change.

As custodians of Marico's financial well-being, we are keenly attuned to the profound impact our decisions wield on the lives of our employees, shareholders, and the broader communities we serve. With this awareness comes a solemn responsibility—a responsibility to steward our financial resources with prudence, foresight, and an unyielding commitment to excellence.

In the days and months that lie ahead, I extend a heartfelt invitation to join us on this journey of financial stewardship and value creation. Together, let us harness the transformative power of finance to shape a future that is not only financially prosperous but also ethically sound, socially inclusive, and environmentally sustainable.

With profound gratitude for the trust and support bestowed upon us, I pledge to lead Marico's financial endeavors with integrity, vision, and an unwavering commitment to excellence. Together, let us embark on this voyage towards a future brimming with promise, opportunity, and enduring prosperity.

Furthermore, I am pleased to report that notwithstanding challenges such as the adverse movement of the Bangladeshi Taka (BDT) and the constraints posed by foreign currency scarcity, Marico has achieved commendable net profit growth. This accomplishment is attributed to our steadfast commitment to efficient expense management, robust foreign exchange risk mitigation strategies, and strategic tax optimization measures. These achievements underscore our unwavering dedication to maximizing shareholder value and sustaining our growth trajectory amidst the evolving dynamics of the market landscape.



## Financial Review, FY2024

BDT in Crore	FY 2024	FY 2023	Growth %
Revenue	1,452.4	1,413.6	2.7%
Cost of sales	(609.9)	(681.1)	-10.5%
Gross profit	842.5	732.5	15.0%
Other income	4.0	2.5	63.9%
General and administrative exp	(129.9)	(122.2)	6.3%
Mkt, selling and distribution exp	(101.5)	(98.9)	2.6%
Operating profit	615.1	513.8	19.7%
Net finance income	1.4	15.9	-91.2%
Profit before con. to WPPF	616.5	529.7	16.4%
Contribution to WPPF	(30.8)	(26.5)	16.4%
Profit before tax	585.7	503.2	16.4%
Income tax expenses	(125.0)	(115.9)	7.9%
Profit for the year	460.6	387.2	19.0%
Other comprehensive income/(loss)	1.7	1.7	0.5%
Earnings per share (EPS)	146.2	122.9	

## Value-added statement

### Two year's Value Added Statement

	2024		2023	
	Taka	%	Taka	%
<b>Value added</b>				
Turnover (net)	14,524,182,830		14,135,741,140	
Less: Bought in Materials & Services	(4,440,959,719)		(5,695,131,383)	
	10,083,223,111		8,440,609,758	
Indirect tax with turnover	931,806,686		947,893,480	
Other Income/(expense)	40,253,132		24,562,496	
Net finance income	14,035,273		158,626,121	
<b>Available for distribution</b>	11,069,318,201	100.0%	9,571,691,855	100.0%
<b>Distributions</b>				
Employees	1,078,898,093	9.7%	953,735,633	10.0%
Government	5,156,552,476	46.6%	4,555,099,957	47.6%
Shareholders	-	0.0%	2,992,500,000	31.3%
<b>Value reinvested and retained</b>		0.0%		0.0%
Depreciation and amortization	210,115,753	1.9%	173,097,931	1.8%
Reserves & surplus	4,623,751,878	41.8%	897,258,334	9.4%
	<b>11,069,318,201</b>	<b>100.0%</b>	<b>9,571,691,855</b>	<b>100.0%</b>

## EVA statement

	2024	2023
Net operating profit after tax	4,900,525,057	3,978,611,170
Total capital employed	8,385,677,820	3,659,396,474
WACC %	10.86%	11.40%
WACC	910,684,611	417,171,198
EVA=NOPAT-WACC	3,989,840,446	3,561,439,972
EVA Growth	12.03%	4.53%

# OUR MANUFACTURING CAPITAL AND NATURAL RESOURCES



Marico Bangladesh Limited stands as a pioneering FMCG multinational company and one of the top three in the country. We are operating our business through 3 manufacturing units.



**3rd**  
Manufacturing  
Unit MBL

**10**  
Acre  
land

Situated in  
**Mirsarai**  
Economic  
Zone



We are delighted to announce that the most highlighting moment in FY24 was the starting of commercial production on 5th July 2023 in Mirsarai factory with 'Parachute Advanced Beliphool'

After completing Civil Work, Plant was commissioned on 12th March, 2023 and commercial production started from 5th July, 2023.

## OUR MANUFACTURING HIGHLIGHTS

### 3500KL Oil Storage Tank

The New oil storage tank has reduced 67,000 sq ft equivalent warehouse requirement with a saving potential of 2 Crore BDT per annum.

### EBM Machine Installation

Marico installed and commissioned a new EBM machine to increase inhouse HDPE bottle production resulted in reduction on vendor dependency and yield a savings of 1 crore BDT per annum.

### Replacing Diesel with LPG System in Boiler

LPG as an alternative fuel of Diesel which has higher energy efficiency, less carbon emission, and less fuel cost (200 tons less CO2 emission).



#### Our Equipment Efficiency:

Improving Overall Equipment Efficiency (OEE) significantly enhances industry capacity by maximizing productive output and minimizing downtime. Higher OEE leads to more reliable and efficient operations, reducing the time and cost associated with maintenance and repairs. By optimizing the performance, availability, and quality of equipment, industries can increase throughput, meet higher demand, and deliver products faster.

Water Based OEE

## 7.8%

### IMPROVEMENT IN WATER BASED OEE

In Mouchak factory, Water Based OEE has been improved by 7.8% in FY'24 compared to FY'23

70.30%



FY22

75.77%



FY23

77.19%



FY24

Pet Plant OEE

## 3.7%

### IMPROVEMENT IN PET PLANT OEE

PET plant OEE has been improved by 3.7% in FY'24 compared to FY'23.

77.81%



82.99%



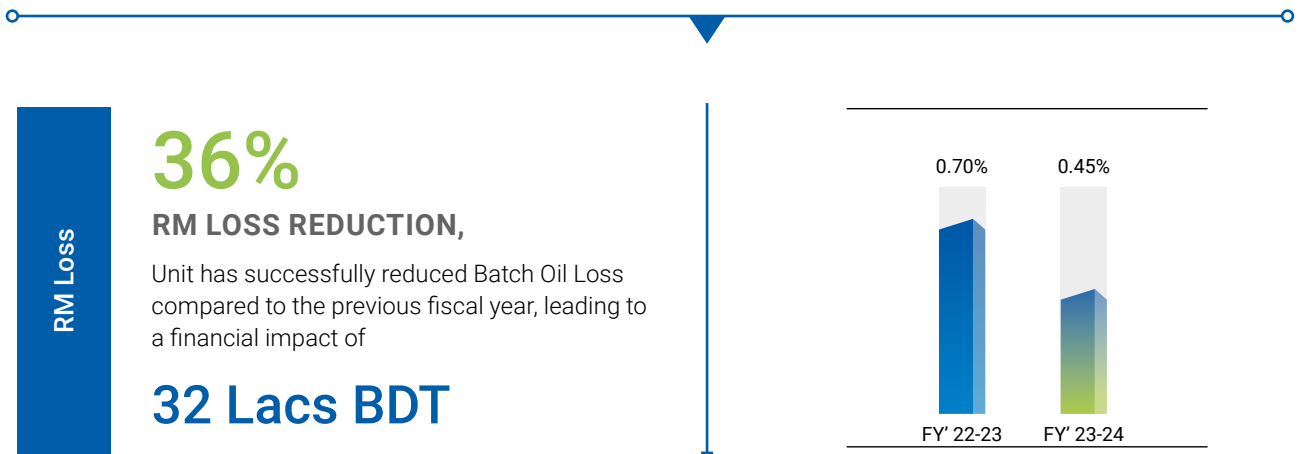
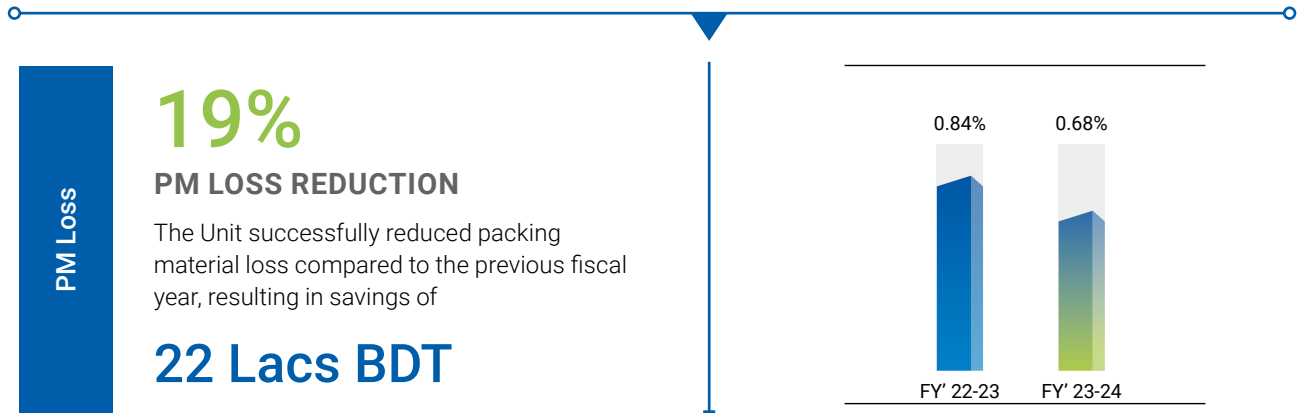
86.04%





### Our Improvement in material loss reduction

Reducing manufacturing losses is crucial for enhancing efficiency and competitiveness in the industry. Key requirements for loss reduction include identifying and categorizing losses, such as downtime, defects, and waste. Mouchak filling unit has achieved significant improvements in reducing packaging material losses from FY23 to FY24. The comprehensive strategies involving material handling improvements, machinery maintenance, employee training, and enhanced quality control have yielded substantial benefits.





### Our Collaborative Innovation Approach:

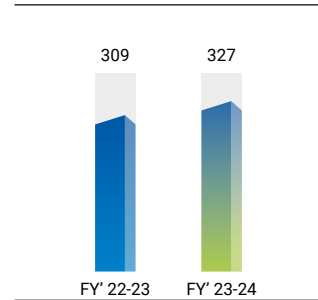
In a continuous pursuit of excellence and innovation, we arrange Pro-solve Project Competition Program aimed at motivating and recognizing the ingenuity and dedication of our esteemed members & showcase their improvement projects to top management, fostering a culture of innovation, collaboration, and continuous improvement within our organization every year.

Kaizen

# 327

## REPORTED KAIZEN

These innovative undertakings are deeply embedded in our manufacturing core, reflecting our continuous pursuit to surpass past achievements while using them as benchmarks for future excellence.



# 1.65 Cr BDT

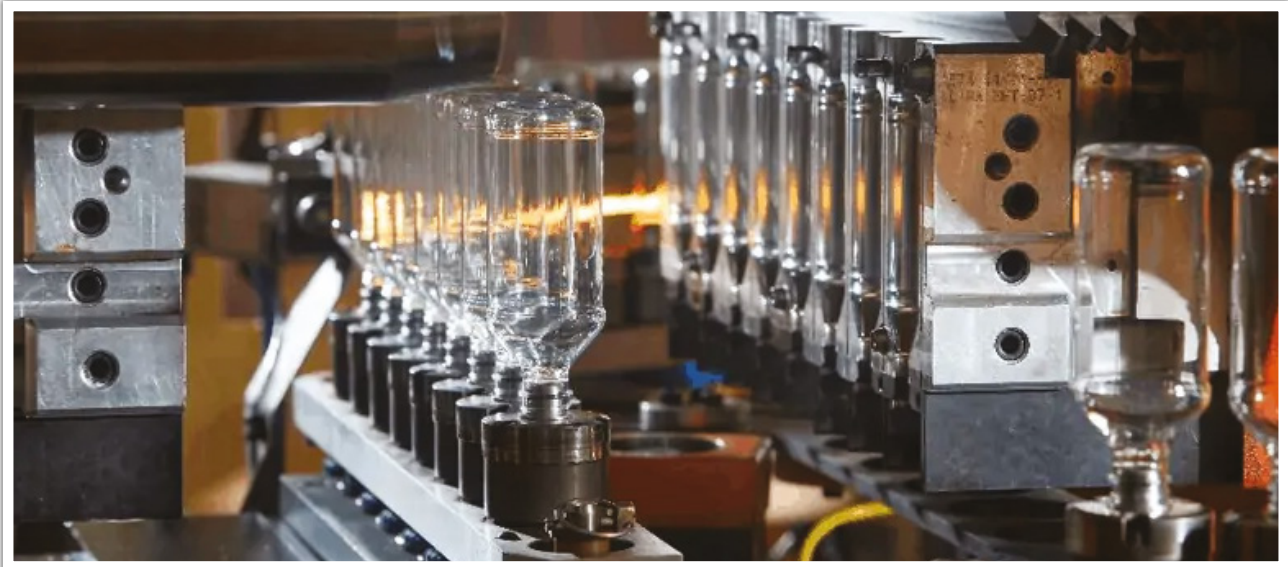
Yearly savings from implementation of 22 ProSolve (PS) initiatives & MarVal Projects

**Introduction of New Facilities and Technologies:**  
**New packaging process for Beliphool**



Mouchak filling unit has introduced an innovative approach by redefining packaging strategy and reducing plastic consumption. The unit has optimized packaging processes for Beliphool 230 ml and 115 ml by implementing Single rigid bottle filling instead of Combo Wrapping.

Inhouse blowing of 230 ml bottle started from July'23 prior to successful commissioning and line trial of new mold. Only blow mold was developed for 115 ml project which helped to optimize investment cost for this initiative.



**83%**

reduction in manpower dependency



**7.5**

core savings from PM and manpower costs



**180**

tons of plastic reduction



**520**

MW less energy consumption



**1430**

ton less Carbon footprint



**1664**

KL less water consumption

**In FY'24, 1713 KL 230 ml and 335 KL 115 ml production were delivered under this single bottle CO filling initiative.**

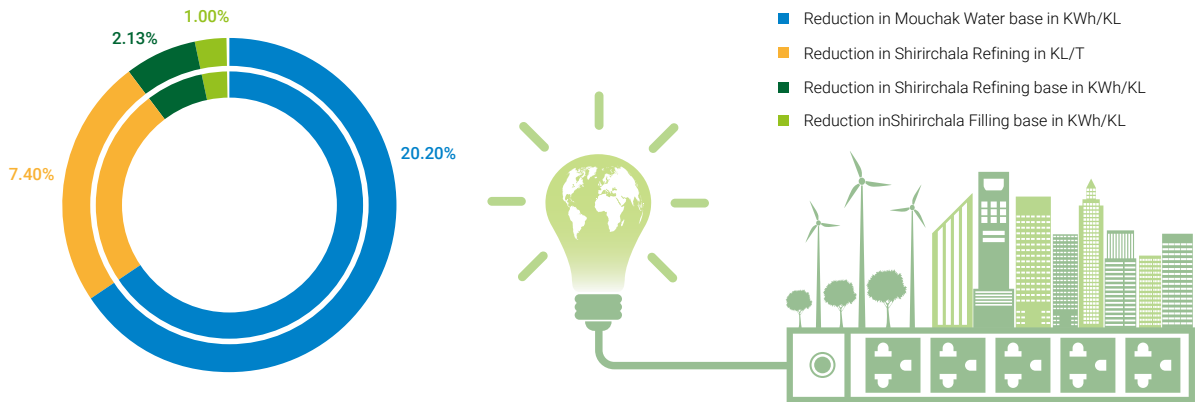


**Our Journey towards a Sustainable Future:**

Marico Bangladesh Limited is dedicated to sustainability, distinguishing our business through stakeholder engagement, social inclusion, responsible production, and community impact. We prioritize eco-friendly processes, enhancing energy efficiency, minimizing water and fuel usage, promoting renewable energy, improving waste management, and emphasizing recycling and environmentally conscious procurement. Committed to the global Sustainable Development Goals, we integrate these principles into our operations to foster a positive environmental impact and responsible global citizenship.

Our strategy focuses on Water Management, Climate Action, Resource Efficiency, Diversity and Inclusion, Purpose-Driven Brands, Sustainable Farming, Ethical Sourcing, and Strong Governance. By embedding ESG considerations into our core operations and transparently communicating our practices, we aim to build a sustainable future for our ecosystem, guided by materiality assessments towards a resilient and sustainable tomorrow.

**Energy Consumption Reduction**





**Key Highlights  
on FY23-24**



**137.1 KL**

**Less Fuel Consumption**

Converting from Diesel to LPG have made this possible

**312.3 MWH**

**Less Power Consumption**

Developing high efficiency process re-engineering throughout the year

**184.03 MT**

**Less Plastic Consumption**

With 2 plastic reduction projects we have achieved this amazing result

**8.17 MT**

**Less Paper Consumption**

Focused on CFC consumption that led to reduction in paper consumption to 8.17 MT

**1465.8 MT**

**Less GHG Emission**

Successfully completed 9 targeted projects for reducing GHG emission.

Marico Bangladesh Limited is proactively tackling environmental challenges like climate change. We're setting ambitious targets to reduce our environmental impact by improving resource efficiency, integrating renewable fuels, and innovating manufacturing processes to minimize carbon emissions. Committed to sustainability, we aim to significantly decrease resource consumption and greenhouse gas emissions, showcasing our dedication to a positive environmental legacy



## PLASTIC REDUCTION PROJECTS

We have Implemented Single bottle CO system, replacing use of two separate PET bottles. This saved 180 Tons of plastic.

## SUSTAINABLE WATER SOURCING

We have created a natural water reservoir inside our plant with a capacity of 38,30,000 litres focusing on reduction dependency on ground water.

**3,830 KL**  
capacity water Reservoir project

## ADVANCING IN ENVIRONMENT FRIENDLY PRODUCTION

We Converted boiler fuel, from diesel to LPG which resulted in 225 Ton GHG emission reduction, contributing to environmental sustainability. This also resulted in a significant drop in power and fuel consumption



## Our continuous process re-engineering to ensure energy savings

We have fixed compressed air leaks resulted in substantial energy savings, demonstrating our commitment sustainability.



## Occupational Health & Safety Highlights

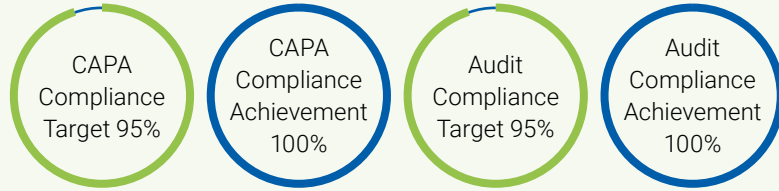
Recognizing the paramount importance of consistent health and safety standards, we continually enhance workplace safety through comprehensive awareness programs, ongoing training, and investments in advanced safety measures.

Regular assessments ensure strict adherence to our Safety, Health, and Environment (SHE) standards, aiming for zero fatalities and injuries. All our sites hold ISO 45001:2018 and ISO 14001:2015 certifications.

We're pleased to report zero fatalities and 100% compliance with Corrective and Preventive Action (CAPA) and audit requirements, surpassing our goals. Additionally, we've recorded 176 Near Misses, reflecting our proactive safety approach.

We promote a culture of safety where every individual is responsible for maintaining a secure work environment. By prioritizing health and safety, we reinforce our commitment to the well-being of those we impact, furthering our mission of sustainable development.

### OH&S Performance overview



### Near Miss



**339**

#### Safety Tags

Unsafe condition identified and closed.



**131**

#### Internal Audits Already

audit conducted through our rigorous internal audit program



**528**

#### Trainings

Man hours of training provided to all employees



**327**

#### Kaizen

KAIZEN fostering safer workplace.

## Management Review

Our robust management review enables us to assess whether we can meet our policy and objectives for workplace safety in a sustainable manner. A Collaborative Involvement of Executive Leadership, H&S leaders, and Other Relevant Stakeholders helps us to assess the safety management system’s effectiveness, adequacy, and suitability in meeting the risks unique to its business. The gaps identified provides us with an opportunity to revise the processes and/or systems to fulfil the gaps. More importantly, it plays a key role in enabling a more coordinated effort among people, processes, and systems. We also ensure that our approach is aligned with the relevant regulatory standards and best industry practice.

## Reporting & Monitoring



## International Standard Accreditations ISO 45001:2018, ISO 9001:2015 & ISO 14001:2015

We have conducted 131 internal EHS audits which is a remarkable achievement. As we focused more on sustaining the system we developed we are getting more safer place where our people can work safely. This continuous monitoring and gradual improvement paid off as we had a wonderful year regarding occupational health and safety performance. There were no medical treatment cases which is a remarkable achievement. There has also been no fatality, Lost time injury or restricted work case.

### OH&S Initiatives:

Our year long EHS management system program focuses on developing the workplace to a full proof system and developing the people involved. While we understand the importance of building capabilities through training, we also ensure to provide our employees with the best available resources to ensure safety. Through our training system more than 528 training man hours were completed during 2023-24



Safety training sessions conducted throughout the year to equip employees with the necessary skills and knowledge to identify and mitigate workplace hazards effectively.



We focused on programmes that foster a culture of safety and eco-consciousness among our people prioritizing their well-being and sustainable practices year-round.



By effectively isolating energy sources and securing machinery from accidental start-up, the LOTO system minimizes the risk of workplace accidents and enhances overall safety standards.



Conventional Fire Alarm System is replaced by robust Fire Addressable System. This helps to pinpoint exact location of the fire alarm.

### Engaging our people and the Generation Next

#### Campaigns and Engagement:

At Marico, the success of our business operations and corporate culture depends greatly on the welfare and professional growth of our workforce. We have consistently worked to establish a setting that promotes professional development and cultural diversity. To do this, we have implemented several initiatives all year long with the goal of improving the general well-being of our factory workers. As a part of engagement activities, we (MBL) initiated different types of activity as below:



## Sales

# HIGHLIGHTS

## Distribution and Go-to-Market Excellence

In recent years, Marico Bangladesh Limited has emerged as a model of distribution excellence by expanding its coverage with the singular vision of providing the 'Right service in the right outlets'. The company has significantly transformed its Go-To-Market (GTM) structure, achieving optimal business gains.

A critical pillar of their distribution efforts is a strong focus on capability building. Additionally, effective resource management has facilitated sustainable business growth. This clear and concrete strategy has resulted in a robust GTM structure, capable of managing a diverse range of products and ensuring efficient distribution of new products to end users.

### Go to Market Initiative:



The sales team's strength lies in their effective distribution and retailing strategies. In FY 2024, the company focused on exclusive distribution channels to promote new brands and ensure the right product mix in outlets.

This Go-To-Market strategy helped create an exclusive distribution network. Marico's direct coverage reached 298,000 outlets through extensive initiatives, benchmarking industry standards.

## Initiation of right service Mix



The company optimized service frequency and product delivery, ensuring multiple frequencies with the right service mix. An exclusive service model with dedicated sales forces was designed for cosmetics outlets.

The alternative Go-To-Market model also saw impressive growth, expanding the national distribution network and adding many rural outlets to the direct service model.

In FY 24, company has stepped into a new horizon by introducing a new sales vertical through launching Next Generation Marico (NGM) distribution model.

The company has crafted a detail Go-To-Market model & strategy for Next Generation Marico (NGM) to shift the gear of focus on potential portfolio right on top & expand the ranges of products with the predominance in competitive & emerging personal care categories. The prototype of the model has started in January for expanding across the nation in next financial year.

## Trade Marketing Initiative

Marico Bangladesh Ltd collaborates with the retailers to implement attractive in-store promotions, such as offering special discounts, bundle offers, consumer offers and product demonstrations to persuade consumers to purchase their products. The company provides retailers with point-of-sale materials like posters, stickers and shelf talkers that effectively showcase their products and create visibility within the store which eventually influence the consumer during purchase decision time.



One of our innovations in last year was category defining Hair Oil Unit and Shelf Tags on retailer display shelf which effectively communicated brand message to consumers.



Effective One-time placement offers to get into new outlet with a new brand was a key success factor in last year to increase distribution. A variety of consumer promotions, including giveaways, loyalty discounts, and gifts are devised and implemented by the company to encourage customers to buy Marico Portfolio.

## Channel Initiative

General trade key highlights:

**Privilege Card**

That boost Wholesale channel value growth

**375 to 700**

PSR Channel grew from

**50,000**

Outlets Served

We are pleased to report significant growth across various distribution channels. The cosmetics channel, our most important, saw double-digit growth, increased market share, and enhanced shelf presence through new initiatives and product placements. Our flagship trade loyalty program, Marico Priority Shop, also achieved double-digit growth and increased NON PCNO contributions, strengthening our shelf presence. The Wholesale channel experienced value growth due to strategic initiatives like the Privilege Card. The PSR channel saw remarkable double-digit growth, doubling the number of PSRs in rural markets. As of September 2022, we increased our PSRs from 375 to 700, serving nearly 50,000 outlets through this alternative channel.

## Moder Trade achieved

### Moder Trade achieved



**25% growth**

raising its contribution to



**1.35%**

of the business

## Introducing



**Pathao Delivery**

outside Dhaka to ensure



**100%**

case fill rate and timely delivery

In FY'24, our Modern Trade business achieved a record 25% growth, raising its contribution to 1.35% of our total business. We also saw a significant increase in NPD brand contributions. To ensure a 100% case fill rate and timely delivery, we introduced Pathao delivery for areas outside Dhaka, significantly reducing delivery gaps. Last year, we added two Customer Managers in the rapidly growing Savar and Gazipur areas to maximize potential and gain direct business control. Following the PJP, these CMs are also engage with our customers in-store to promote our products.

## E-Commerce Business

**15% growth**

in E-commerce, double the industry rate

**Best-in-class ACOS**

Advertising cost of sales, across all Marico ventures

Since 2022, the Ecommerce industry has saturated in growth. Despite platform-level challenges, we aimed high and achieved 15% growth, double the industry rate. We excelled in growth, platform rankings, cost management, and visibility in the FMCG category. Success came from strategic execution, constant tracking, negotiation, and relationship management. We focused on partnering with major platforms and building win-win relationships, holding quarterly review meetings to plan and analyze. Innovative campaigns, like Pink Beauty Sale and Mantastic Sale, and unique events for International Days, helped us stand out. Our Ecommerce also achieved the best-in-class advertising cost of sales (ACOS) across all Marico ventures.

### Sales Capability Development Initiative

As per our legacy to create and develop our sales force, we have continued to invest ourselves in in-depth capability

building for our sales members and the field forces who continue to support our growth. We have taken the initiative of revamping Power of 5, which is our work module for the field forces, & launching of All-rounder 75, a program that motivates and recognizes the field force for their exemplary performance in range selling. We have also initiated FALCON 90 – a project that aims to create smooth absorption and transition of new additions in the field force into our existing system. This also utilizes our available resources to build and develop overall capability.

For our members, we continue to leverage a variety of available tools for effective and relevant capability building media including digital, audio-visual and in-person training, which help us ensure structured, timely & focused learning. We have implemented platforms to support & enable employee growth within the intended skill set to further embody our values and represent what our talent value proposition stands for.

## Our Human

# CAPITAL

### Overview

Our organization's success is owed to our dedicated members who have fueled Marico's accomplishments. Our Talent Value Proposition, "Go Beyond", "Grow Beyond", and "Be The Impact", inspires our members to unleash their potential and create meaningful change. We are committed to nurturing a corporate culture that fosters innovation, creativity, and entrepreneurship.

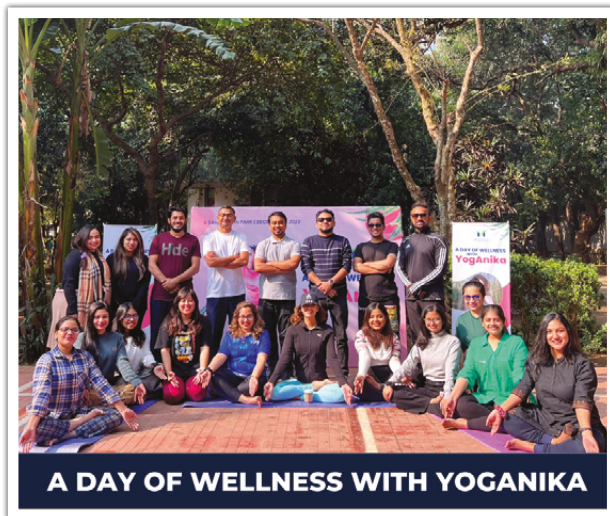
We empower our members by investing in robust learning programs, promoting transparent communication channels, enabling diversity & inclusion, and creating a safe and fulfilling workplace. We provide a supportive environment that encourages and challenges them to excel. Despite economic difficulties, Marico Bangladesh grows alongside our stakeholders, suppliers, distributors, shareholders, and members.

### Nurturing Wellness & Engagement

At Marico, we strongly believe that our greatest assets are our team members and our brands. Our philosophy revolves around prioritizing our members and fostering an empowered culture. This year, our focus has been on strengthening connections among team members, promoting health and wellness, and enhancing our celebration and recognition programs. Our efforts have resulted in a dipstick survey score of 86%, exceeding the global benchmark of 78%.

### Holistic Wellness:

Our culture encourages the well-being of our members, enabling them to reach their full potential and to help bring our best versions to work. We prioritize the well-being of our members by focusing on the three key aspects of wellness, physical wellness, mental wellness, and financial wellness. Throughout the year, we collaborate with relevant institutions and subject matter experts, to offer various sessions which will add value to the lives of our members.





## Cha er Shathe Adda

"Cha er Shathe Adda" was a virtual platform which was created during COVID to promote informal connections within the teams on a monthly basis. Since we have transitioned back to working from the office, we have decreased the frequency, shifting to a quarterly program.

## Value Week Celebration

We have unveiled 'The Marico Way', an initiative that embodies Marico's commitment to growth, innovation, and inclusivity. This serves as our unique identity that brings together our purpose, ethos, and core values that will propel us to adapt and evolve into building the Marico of tomorrow. We hosted Value Week with a series of events and engagement activities, highlighting our newly adopted core values and fostering a renewed sense of purpose and unity among employees to empower them and create a forward-thinking organizational culture.



## M-Way Award

The Quarterly WOW Award has been revamped into the M-Way Awards. Here the awards are aligned with our new values to recognize members for their extraordinary performance. There were 107 nominations in 8 categories, out of which there were 11 winners.

## Global HR Award

This award honors exceptional achievements in HR across Marico's global divisions, celebrating innovation, impactful initiatives, and leadership in nurturing a dynamic workplace culture. Md. Rezaul Hossain - Head of Corporate HR and OD, and Durba Das - Head of Sales and NGM HR, at Marico Bangladesh have both received this prestigious award.

### External Recognition

The Women in Leadership Award honors remarkable women in Bangladesh for their outstanding leadership, innovation, and dedication. Maisha Tabassum, Assistant Manager of Human Resources at Marico Bangladesh Limited, received an Honorable Mention in the Aspiring Women Leader category at the 8th Inspiring Women Award during WILFest 2024.



### Creating a Culture of Celebration

#### Family Day 2024

Family Day is one of Marico Bangladesh’s signature events, extending to the families of our members. This year, the event was held in Greenview Golf Resort, and the day was packed with outdoor fun, including activities like biscuit race for kids, cricket and badminton tournaments, pillow passing, raffle draw, talent show, and live music performed by our in-house band. We also celebrated the achievements of our members and their families with Marico Shining Star Awards, Long Service Awards and Marico Got Talent Awards. The theme, 'Magic of Marico', honored the enchanting bond of the Marico family.



#### Sales Conference 2024

This year we held our Annual Sales conference at Sarah Resort, themed 'Invade to Thrive' at Sarah Resort. During this two day long event, we celebrated successes, shared learnings, enhanced team bonding through fun activities and geared up for the year ahead.



## Celebrating Together

At Marico Bangladesh, we embrace our culture and celebrate Bengali festivals with pride. This year, we embraced the vibrant spirit of Bangladesh with colorful Pohela Falgun and Pohela Boishakh celebrations, at our head office and factories. We also welcomed the holy month of Ramadan together as a team with our annual iftar.

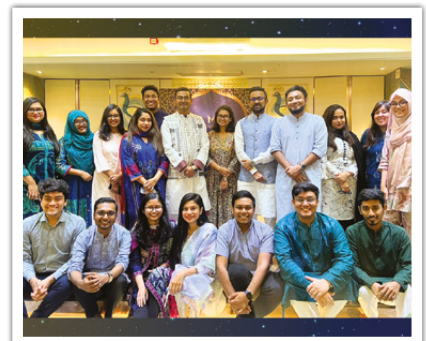
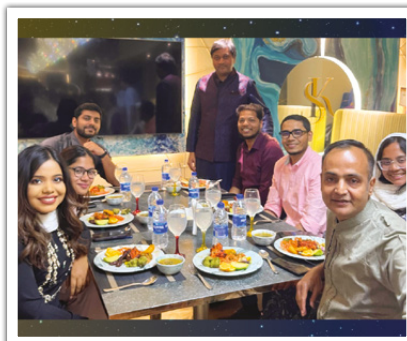
### Pohela Boishakh



### Pohela Falgun



### Corporate Iftar



## Talent Development

We believe in enriching our team's skills through various educational and development programs, empowering them to thrive. By providing these opportunities, we empower our members to excel in their current roles and prepare for tomorrow's challenges and opportunities.

## Trainings and Workshops

In the fiscal year 2023-24, our training strategy was intricately designed to not only empower our team members to enhance their skills pertinent to their positions within Marico but also to prepare them for the dynamic professional landscape. Consequently, our approach encompasses a blend of practical skill-building and behavioral development workshops and training sessions, consisting of:

### Creating a Future-Ready Workforce

With evolving market needs and constant technological advancement, we want to equip our members with future forward skills. Hence, we are actively focusing on technical skills such as Power BI, Power Automate, and Python.

### Functional Competency Development Program

This program is aimed towards enhancing functional competencies by defining the specific skills required for each role and crafting learning interventions accordingly. For instance, for our Supply Chain team members, we focus on Extensive Negotiation Skills Training, while for Human Resources members, we emphasize on the Total Rewards Framework. This initiative aims to equip our members with the necessary skills to excel in their respective functions.

### In-House Training

We have empowered marico members to facilitate learning sessions on soft skills such as communication, time management, and prioritization skills. These learning programs have higher impact since the learning module is designed by an existing Marico member embedding the real-life scenarios within Marico.



### M-WAY Of Leading: Relationship Management Programme

Our Relationship Management Program stands as a hallmark initiative crafted by Marico Bangladesh, drawing upon our leadership competencies. Facilitated by Homi Mulla, this program is dedicated to equipping our members with the skills necessary to cultivate and sustain meaningful relationships. Its core focus lies in training participants on the art of fostering, nurturing, and maintaining strong connections.



### Digital Learning Platform - BLINK

We have developed an online learning platform which provides our members with access to an extensive array of premium paid courses curated from renowned platforms, all available for free. In addition to these offerings, we develop tailored interactive learning modules designed specifically for Marico members, focusing on their development needs, which are seamlessly integrated into the platform.



## Sales Development Center

Our Sales Assessment Center aimed at cultivating our internal sales talent for elevated positions within Marico. Through rigorous evaluation of strengths, targeted developmental interventions, and fostering growth opportunities, we primed them for career progression. This comprehensive process encompassed talent identification, performance appraisal, modality selection aligned with role competencies, objective presentations, and conclusive interviews. The outcome was notable internal promotions, successfully filling pivotal roles such as Area Sales Manager, Channel Manager, Alternative Channel Manager, and Trade Marketing Manager.

## Job Shadow Program

We continued the Job Shadow Program in our Sales function to facilitate the transition of high performers into

new higher-order roles. The process involves a two-month attachment with an existing senior member, followed by a learning review and a final review with the Country Head. Once placed in the new role, the member will be mentored by a senior Head Office Sales member for the next four to five months. Due to the remarkable success of the program, 75% of our Area Sales Managers recruited are through the program.

## Our Campus Presence

In our commitment to nurturing the future workforce, we provide a range of campus programs tailored to equip students for the evolving corporate landscape. These initiatives provide students with the opportunity to learn from industry leaders, facilitating their transition into their professional career. These initiatives serve to build and enhance a strong presence and engagement within campuses nationwide.

## IGNITE Campus Ambassador Program

This year, we are delighted to onboard our third cohort of Campus Ambassadors, entrusted with representing Marico Bangladesh on their respective campuses. These Ambassadors will be provided with a range of learning opportunities, corporate mentorship, and career counseling provided by seasoned industry professionals. Our IGNITE batch of 2024 consists of 30 Campus Ambassadors from 30 of the most prestigious campuses across the nation.



## Impact 90

Our flagship internship program, Impact 90, is renowned as one of the most immersive opportunities in the country. This revamped program prioritizes hands-on projects, ensuring that our interns gain valuable experience. Moreover, a post-internship evaluation provides participants the opportunity to vie for permanent positions within the company.



### Over The Wall

“Over The Wall - Season 2”, launched in August 2023 is billed as the largest entrepreneurship and product innovation campus competition in the country. The program targets third and fourth-year university students, aiming to foster their business leadership skills and entrepreneurial mindset through various assessments and mentorship sessions. The winners of the season were offered internships in Marico India, providing them with valuable practical experience. It is an exciting initiative aimed at nurturing young talent and fostering innovation in Bangladesh's entrepreneurial landscape.



### Future Work Pulse Survey

nSearch has conducted a survey across leading campuses in the country where Marico Bangladesh secured the Top Position as the provider of the ‘Best experience to Campus Ambassadors’ and the Second Position in the category ‘Dream companies to work for’. The study considered the FMCG and Telecom sectors of Bangladesh.



### Marico Bangladesh on Social Media

In FY 2024, our 'Marico Bangladesh Limited' LinkedIn page reached a milestone with over 167,000 organic followers, enhancing our employer brand. This success has greatly influenced our internal hiring, with 100% of our hires sourced internally, utilizing referrals and social media platforms.

### Spot Cleanup Drive

On International Volunteer Day, we partnered with CSR Window & Dhaka North City Corporation for the first volunteer activity to spearhead a cleanup initiative at Hatirjheel, a beloved lakefront in Dhaka. This endeavor seamlessly aligned with the Company's “Be the Impact” Talent Value Proposition, inspiring members to take actions that positively impact society and demonstrate a commitment to environmental responsibility. In an impressive collective effort, the volunteers contributed a total of 90+ man hours, with each employee dedicating 3 hours to the cause. Over 30 members participated, collecting 20kg of waste, highlighting our dedication and commitment to social responsibility.



## Diversity and Inclusion at Marico

At Marico Bangladesh, we strive for a workplace that embraces diverse backgrounds, nurturing innovation, creativity, and varied perspectives. We believe Diversity & Inclusion drives improved business outcomes, and we are dedicated to fostering a diverse workforce, encompassing gender, education, and ethnic diversity.

### Women's Day Celebration

This year, Marico Bangladesh marked International Women's Day with festivity at the core of the event. The morning commenced with special care packages awaiting our female members at their desks, along with flowers and personalized cards from their respective Heads of Departments as tokens of appreciation. Our female support staff also received gifts and flowers from K M Sabbir Ahmed, Director – Human Resources. The day concluded with a dynamic panel discussion focusing on the significance of inclusion and how it helps unleash our potential. This was followed by the launch of the Marico Women's Network (MWN).



### Marico Women's Network

With the best for our female colleagues in mind and focusing on the importance of a female forum within the organization, for the first time we launched 'Marico Women's Network (MWN)' on Women's Day! This platform is designed to be a support system, providing avenues for support, learning & growth, collaboration, and personal development. From fostering strong internal networking to partnering with personal care platforms for holistic wellness, this network will help them thrive!



## Diversity & Inclusion Week

We celebrated Diversity & Inclusion Week at Marico Bangladesh, raising awareness, action, reaffirming our commitment to a workplace where all feel valued, respected, and empowered to be their authentic selves every day. Leaders of multiple roles focused on discussing the importance of having diverse members be a part of Marico.



## 4<sup>th</sup> Annual Marico Bangladesh Marketing Awards held on June 8

The Marketing Awards were instituted in 2020 when a need was felt to recognize the strategic brand development and brand building initiatives done in Marico Bangladesh.

The format is a day-long presentation where the brand team presents in front of an esteemed jury. The Awards comprises of 10 categories.

The jury panel comprised Mr. Naser Ezaz Bijoy, Chief Executive Officer, Standard Chartered Bank; Ms. Rubaba Dowla, Country Managing Director, Oracle Bangladesh, Nepal, and Bhutan; Prof. Asif Uddin Ahmed, Director, MBA Program, School of Business, ULAB and Md. Saiful Alam, Director - Manufacturing, Marico Bangladesh Limited.





Our Intellectual

# CAPITAL

## Awards : Parachute Advansed

### Parachute Advansed becomes the Most Loved Personal Care Brand in Bangladesh

Parachute Advansed has been chosen as the nation's No. 1 Most Loved Hair Oil Brand for a record 14th time in a row, by the Best Brand Award by Bangladesh Brand Forum in association with The Daily Star and nSearch. The brand has also been ranked No. 8 among brands across all categories, becoming the No. 1 Most Loved Personal Care Brand in the country.

About the Rankings: Bangladesh Brand Forum – in association with nSearch and in partnership with The Daily Star – uses a global model of a large-scale study across Bangladesh to determine the most loved brands in 40 categories (FMCG and others) and award the overall top 15 brands.



### Parachute Advansed is the second most chosen FMCG brand in the country

Parachute Advansed is the second most chosen FMCG brand in Bangladesh, according to the Brand Footprint Study conducted by KANTAR, 2023. This milestone underscores the brand's connection with its consumers and its strong presence in the market. The ranking further affirms Parachute Advansed's consistent commitment to quality and consumer trust, positioning it as a top choice among Bangladeshi households.

## Campaigns: Parachute Advanced

### Parachute Advanced – Strong Roots Make You Beautiful

Parachute Advanced remains at the forefront of meeting the hair care needs of women by delivering on its promise of "Strong Hair" that deeply resonates with the women of Bangladesh. Parachute Advanced continues to build equity across age groups on the back of contextual campaigns themed around "Strong Roots Make You Beautiful" during special occasions such as Mother's Day, Friendship Day and Women's Day.

The idea behind the "Strong Hair Strong Bonds" platform is to frame oiling moments with strong bonds and celebrate these bonds in a way which evokes pride amongst consumers when using Parachute Advanced.

### Parachute Advanced Mother's Day Campaign

During Mother's Day, Parachute Advanced built a campaign "Fly with Maa" where consumers participated by sharing anecdotes about how their mothers' strong roots shaped their characters and made them who they are today. The best writers got to express their gratitude to their mothers and avail the unique opportunity to give their mothers a well-deserved break and fly them to Cox's Bazar for a luxurious staycation.



### Parachute Advanced Friendship Day Campaign



On Friendship Day, Parachute Advanced broke the clutter by making a unique Digital campaign of Parachute Advanced and Friends. All the sub brands under Parachute Advanced were personified as characters who go on a trip to an exotic location. With this the intent was to engage with the digitally savvy audience, who like to see brands talking their language. Parachute Advanced, Parachute Advanced Beliphool, Parachute Advanced Extra Care, Parachute Advanced Aloe Vera and Parachute Advanced Onion Enriched Hair Growth Oil came alive to celebrate their friendship in an exotic location.

Our life's first friend is always from our family, and this distinct concept was highlighted in the campaign. Participants showcased their stories of strong bonds with their first friend to win golden opportunity to travel to the Maldives with their best friend.

## Parachute Advanced Women's Day Campaign

This Women's Day, Parachute Advanced wanted to tell the story of how the strong bonds in a woman's life can help and support her in achieving her dreams, and, become a strong woman. Thus, Parachute Advanced launched a campaign asking women to take a pledge and share how they will enable other women to progress ahead in their lives. Top pledges get featured in the Parachute Advanced Social Media Page to inspire other aspiring women.



## Parachute Advanced Beliphool

### Parachute Advanced Beliphool New Thematic Launch

Parachute Advanced Beliphool Coconut Hair Oil has introduced its new thematic communication, anchored in the brand's commitment to fostering thick, healthy, and shiny hair—a choice celebrated by both mothers and their daughters.

The narrative unfolds with a mother and daughter caught in an emotional rift when the daughter arrives home after a significant absence, revealing what appears to be drastically shortened hair, much to her mother's dismay. However, this tension quickly dissolves into relief and joy when it's revealed the daughter's short hair is merely a playful deception, hiding her beautiful hair. She attributes her thick, healthy, and shiny hair's condition to the nourishing properties of Parachute Advanced Beliphool's unique blend of Coconut Oil and Methi. The film celebrates the bond of the daughter with the mother.



## Parachute Advansed Extra Care Anti Hair fall Oil

### Parachute Advansed Extra Care : New Pack Launch

Parachute Advansed Extra Care has launched a new look for the brand with a new pack. This has been a brand that has been providing real solutions to the pertinent problem of hair fall. In pursuit of giving consumers a respite from their worry of hair fall, the brand has heightened the hair fall vulnerability in the pack and refreshed the look in a way, where the consumer could relate to her worries and get solution at one glance with the pack refresh.

Parachute Advansed Extra Care, with its unique hair oil applicator- Extra Power Comb, reaches deep into the root and reduces hair fall in just 45 days.



### Parachute Advansed Extra Care : Trichologist Campaign

With problem solving at the core of the brand, Parachute Advansed Extra Care thrives to build credibility among consumers. The brand launched a Hair Expert campaign featuring a Trichologist. The "Parachute Extra Care Hairfall Expert Solution" campaign asks consumers to share their hair fall queries through the brand's social media platforms. Their queries are then curated by a professional Trichologist who shares real-life solutions.



## Parachute Advansed Aloe Vera

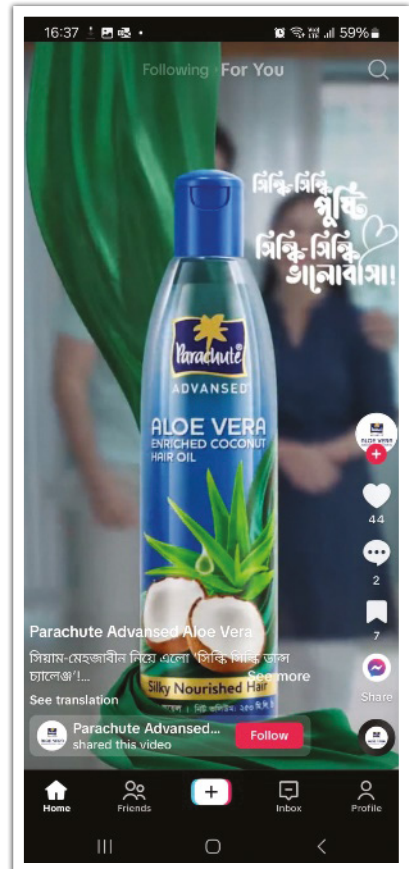
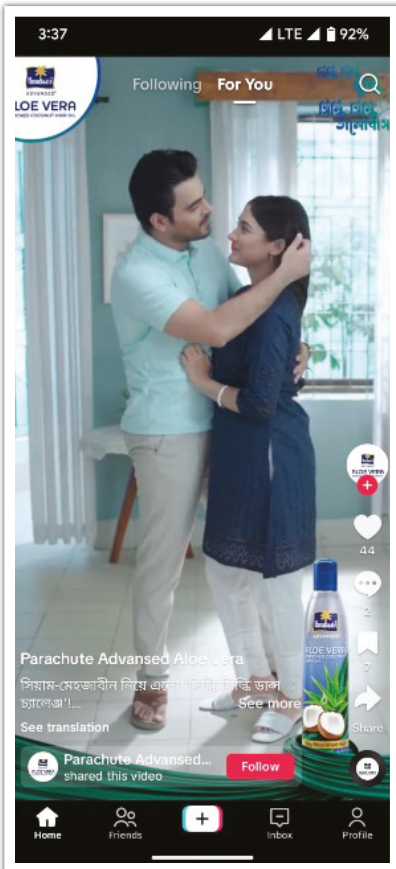
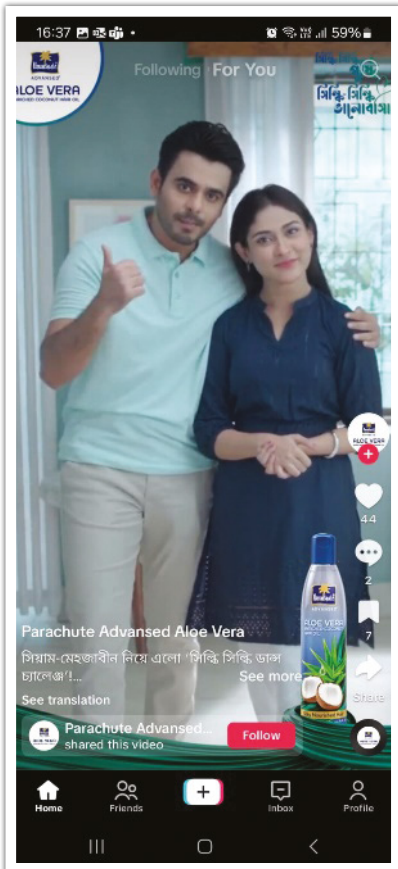
### Parachute Advansed Aloe Vera Hair Oil

Parachute Advansed Aloe Vera Hair Oil stands out by emphasizing its unique benefit of providing irresistibly silky and nourished hair, setting it apart from other hair oil brands. It promises silky smooth hair and promotes the physical tactile benefits of hair which leads to romance.

Last year the brand relaunched with an all new 'silky pack' endorsed by brand ambassadors Siam Ahmed and Mehazabien Chowdhury.

Building on its benefit, recently the brand launched a TikTok campaign featuring Siam Ahmed and Mehazabien Chowdhury where consumers could participate with their better half, portraying their dance skills as a couple.

The campaign garnered great response, and through this Parachute Advanced Aloe Vera also became the first FMCG brand in the country to go live on TikTok.



## Parachute Just for Baby

### Parachute Just for Baby Doctor's Advice Series

The Doctor's Advice is a signature campaign by Parachute Just for Baby, aimed at ensuring safe baby care. This initiative provides a platform for mothers to share their concerns, combining their queries with healthcare experts' insights and renowned celebrity Masuma Rahman Nabila's relatable presence. This signature campaign not only delivered trusted information but also built a community based on mutual trust and shared experiences, highlighting the brand's commitment towards ensuring safe baby care.



### Parachute Just for Baby Recommendation Campaign

Parachute Just for Baby has the proposition, "So safe, It is recommended by moms." The brand has built strong trust over five years, with a large number of moms and babies who are delighted by the brand experience. To provide a platform to share such experiences, the brand launched a campaign focused on sharing recommendations among real moms, effectively enhancing safe baby care awareness. By encouraging mothers to tag others in a digital contest, the campaign fostered trust and engagement. Monthly winners received recognition and gifts, strengthening community and brand loyalty. This strategy significantly increased the brand's digital mentions, showcasing the power of community-driven recommendations.



## Parachute Naturale Shampoo

### Parachute Naturale Egg Shine Shampoo Launch

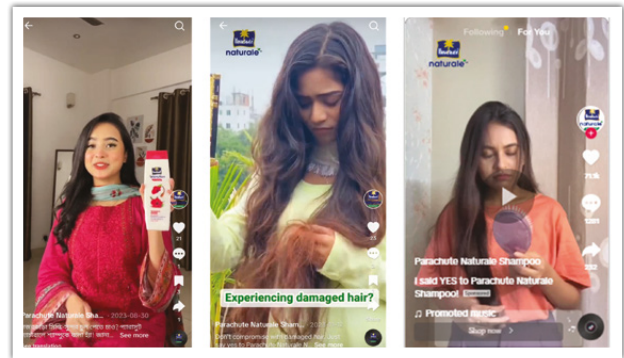
With a view to introduce exquisite new variants catering to different needs of consumers, Parachute Naturale Shampoo has recently introduced a new variant, Parachute Naturale Egg Shine Shampoo. It is a unique blend of Natural Egg Protein and Coconut Milk making it a perfect solution to get shiny-strong hair. The Egg Protein adds desirable shine to hair, whereas the Coconut Milk Protein strengthens hair from the roots. This paraben-free and dermatologically tested shampoo offers consumers an opportunity to experiment with various natural ingredients instead of chemical products.



### 1st Ever Shampoo Brand to go Live on TikTok Ads in Bangladesh

Parachute Naturale Shampoo distinguishes itself by its use of natural ingredients and deliberate avoidance of harmful chemicals while delivering strong, beautiful hair. This year, it introduced an influencer campaign with micro and nano influencers emphasizing its natural solutions while portraying the pain points that trigger user emotions.

Building on its natural solution and benefits, recently the brand launched a TikTok Ad Campaign to appeal to the young and upcoming target group. Launched in March 2024, the campaign targets new age consumers through a new medium like Tik Tok, which helps the brand to build consideration while staying modern and contemporary.



### AR Filter Gamification

Parachute Naturale Shampoo created the first-ever Augmented Reality (AR) Gamification campaign #SayYesToNaturaleChallenge.

With the brand proposition of Say No to Chemical Ingredients and Say Yes to Parachute Naturale Shampoo, the ultimate route to win this challenge was to only collect the natural ingredients and dodge the chemical ingredients. This revolutionary way creates relevance, engagement, and consideration among the audience. The AR Filter game has gone live in 2024 on all the digital platforms such as, Facebook, Instagram and TikTok.



## Red King

### Red King Fast Cooling Oil New Pack Launch

Red King was launched in 2021 with its distinctive Innovative power tube containing cooling crystals. In March 2024, Red King was reintroduced itself as "Red King Fast Cooling Oil," also recognized as "Red King Jhotpot Cooling Oil" in Bangla. With a renewed focus on providing "Jhotpot" (fast) relief from headaches and tension, the brand leverages the superior cooling properties of Red King Jhotpot Cooling Oil. Through its innovative Cooling Tube with Cooling Crystals, Red King promises consumers a "Jhotpot" Cooling experience, ensuring "Jhotpot" relief from headache and tension.



## Saffola

### Saffola Active Plus Honey

Saffola Active Plus Honey was Launched in FY'21. Saffola Active Plus Honey delivers great nutrition value and immunity boosting benefits to consumers. As one of the most trusted international brands in the region, Saffola Honey has continued its journey with its proposition of purity.



### Saffola Active

Saffola Active, the brand that encourages consumers to take efforts to manage weight and take care of heart health. Every drop of Saffola Active is enriched with Oryzanol, Antioxidant Vitamin E, Natural Balance of PUFA & MUFA, Vitamin A and Losorb Technology that cuts up to 28% oil absorption. With this 5 goodness, Saffola Active is not just oil but high science that your family's heart truly deserves.





## Dhaka Flow Activation

Saffola as a brand has always had health at the core of its ethos. Staying in theme with this, Saffola created an activation platform for sampling and product experience for consumers at the “Inspire Her Wellness Festival” organized by Dhaka flow in March 2024. The entire festival was a celebration of health and wellness where brands from across the country participated. Team Saffola offered consumers the opportunity to try healthy delicacies crafted with Saffola Active+ Honey at the event. Once the consumers got a taste of it, they were more than happy to purchase on spot, which also generated trials for the brand.



## Parachute SkinPure

Parachute SkinPure started its journey in October 2019 with Parachute SkinPure Body Lotion, Parachute SkinPure Petroleum Jelly, and Parachute SkinPure Beauty Olive Oil. Shortly thereafter, Parachute SkinPure Aloe Vera Gel was launched in the portfolio. In 2022, the portfolio diversified further with the launch of Parachute SkinPure Face Wash which had 3 variants.

The latest addition to the facewash range is the Parachute SkinPure Vitamin C Brightening Face Wash; a master blend of vitamin C, sourced from orange extract and rosehip seed oil, known for their potent skin benefits.

Vitamin C is known for its unparalleled ability in skincare. Parachute SkinPure harnesses the power of Vitamin C to significantly reduce the appearance of dark spots and hyperpigmentation which results in brighter complexion.



With the launch of Vitamin C Brightening Face Wash in July'23, the brand reiterates its promise of the goodness of natural ingredients by formulating a product free from parabens, sulphates, and any harmful chemicals.

## Nihar 5 Seeds

Nihar 5 Seeds has been relaunched as “Nihar 5 Seeds Double Strong Anti-Hairfall Oil”, positioning it as the ultimate solution for severe hair fall, backed by expert recommendations. The New Nihar 5 Seeds Double Strong Anti Hair-fall Oil has double strong solution for reducing hair fall and boosts hair growth. The power of this oil comes from its unique Double Strong Cap, which contains 5 unique seeds; Methi, Kalanji and Lauki Seed reducing Hair Fall, and Sarson and Til boosting Hair Growth. When the bottle is tilted, the anti-hair fall oil flows through the distinctive Double Strong Cap, blending with the seeds to extract their beneficial properties and intensify its strength.

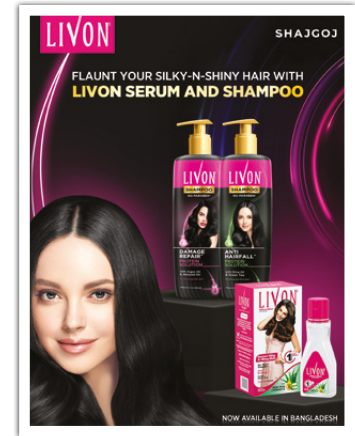


This Double Strong oil works from root to tip of hair to reduce hair fall by 90% and boosts Hair Growth.

## Livon

Livon is a trendsetter in the transformational beauty space with its expertise in haircare being loved by consumers across the world. The brand has recently launched a new Paraben-free, Protein Solution Shampoo in Bangladesh which comes in two variants: Damage Repair and Anti-Hairfall.

Extending Livon's expertise of silky and shiny hair into the shampoo space, the brand promises a salon like finish for both of its shampoo variants as well. Catering to the aspirational modern woman of the country, Livon Shampoo was launched in Bangladesh as an E-commerce exclusive brand on different e-commerce platforms like Daraz and Shajgoj.



## Studio X

Studio X is the Men's Grooming Range of Marico and has men's shampoo, facewash, hair gels, hair cream, and soap in its portfolio. Recommended by American Styling Experts, 'Impress with American Style' is the proposition for the brand. It caters its products for men seeking an international grooming range. Studio X plays a key role by standing by the man of today- as he desires to succeed and impress.

## Beardo

The premium male grooming line Beardo was launched in Bangladesh in 2023, bringing an impressive range of products in the categories of hair, face, beard, and fragrance. The brand believes that the persona of the original traits of masculinity, being real, ambitious, courageous, go with the bearded look. who have the courage to don it and the patience to groom it. Beardo's portfolio is a comprehensive mix, containing beard oil, growth oil, face wash, hair wax, fragrances, and shampoo.

As a personality-driven brand, Beardo celebrates the true self of an individual. The brand states that there is good and great in masculinity. Furthermore, Beardo's unique archetype-led communication represents how the Beardo man is the portrayal of a bold and powerful look. Hrithik Roshan, one of the most dapper celebrities, is the Brand Ambassador of Beardo and embodies the attitude of being a Beardo.



## Mediker SafeLife Hand Wash

Marico Bangladesh launched Mediker SafeLife Hand Wash to support the health and hygiene needs and to ensure superpower protection against germs. Mediker SafeLife portfolio is made with the broader purpose of helping the consumers to safely cleanse their hands and give confidence to maintain a protected family.

## Nihar Lovely Arabian Perfumed Hair Oil

Marico launched a new Arabian perfumed hair oil Nihar Lovely in 2021. Infused with Arabian Perfume that keeps hair fragrant all day long, Nihar Lovely Hair Oil is non-sticky and is enriched with the nourishment of coconut and castor oil that controls hair fall and makes hair lovely.



## Hair Code

### HairCode Egypt™ Mehedi Crème Color

HairCode launched HairCode Egypt Mehedi Crème Color in 2022 for coloring hair and beard. It is a category innovation where HairCode is the first brand to launch Mehedi Color in a ready-to-use crème format, which can be applied directly after opening the pack. This reduces the complexity of blending with water or grounding natural leaves and gives users Natural Mehedi color in only 30 minutes.

HairCode Mehedi Crème color has the nourishment of Natural Mehedi and hibiscus and is free from harmful chemicals. The revolutionary format will help Mehedi users to get the desired vibrant Mehedi color on their hair and beard without any hassle. Also, it gives 3 different color shades in 15, 30, and 60 minutes as shown on the pack innovative crème format was launched with a new communication focused on how it brings convenience to the consumer.

### HairCode Egypt™ Shampoo Hair Color

HairCode launched HairCode Egypt Shampoo Hair Color in 2023. It is a category innovation that makes hair color hassle-free and easy-to-apply through shampoo format, application of which takes just five minutes! HairCode Egypt Shampoo Hair Color has natural ingredients such as Amla, Methi and Mehedi and gives hair natural black color. Overall, the foray of Haircode color portfolio towards shampoo format can be attributed to the consumer desire for convenience, ease of use and precise application, while keeping the hair safe.



# Our Social and Relationship CAPITAL

## Living our Purpose

“To transform in a sustainable manner, the lives of those we touch, by nurturing and empowering them to maximize their true potential.”

At Marico, our core philosophy is to Make a Difference. The power of our business lies in our purpose of delivering inclusive growth which would make a meaningful difference to the communities around us. We partner with our stakeholders to create lasting economic value, improve quality of life, and support the attainment of the Sustainable Development Goals (SDG). We have a vibrant community volunteering program as well which is integral to engaging with the communities surrounding our manufacturing operations.

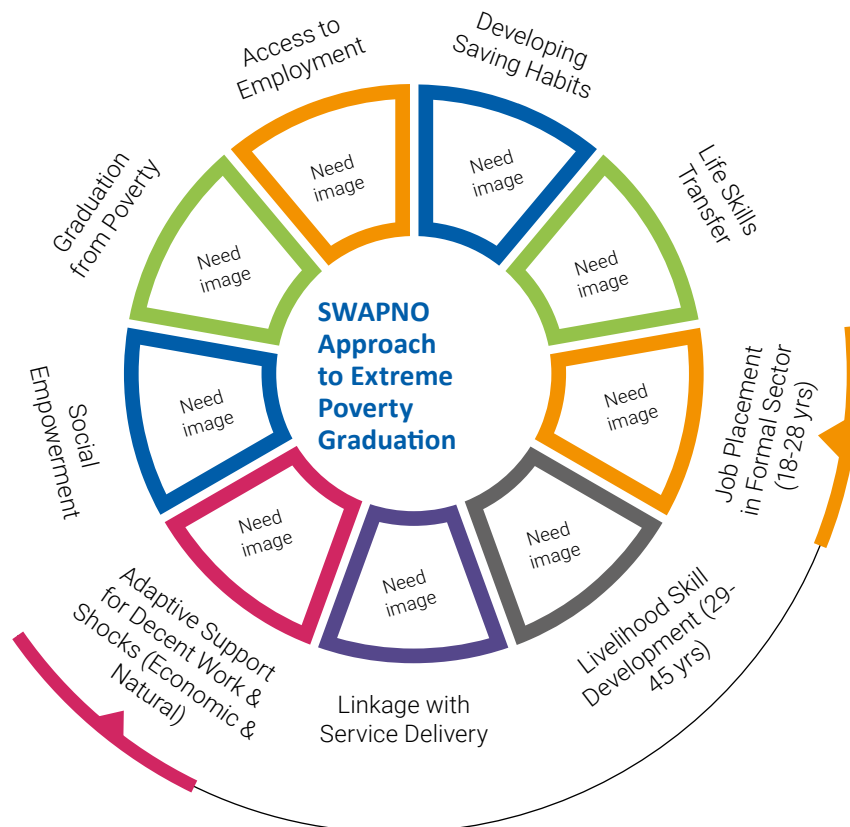
## Swapno Program—A Benchmark Partnership With Undp Empowering Ultra-Poor Women

MARICO renewed its partnership with the United Nations Development Program (UNDP) for a fourth cycle till 31st

December 2025. SWAPNO is a social transfer project for ultra-poor women engaged in public works essential for the economic and social life of poor local communities. It promotes employment, and most importantly future employability, of extreme poor rural women.

A state-of-the-art ‘graduation’ strategy aims at smoothening the transition from safety net employment to market-driven employment by vocational skills training, job placement and diversified climate change resilient livelihoods options, ensuring market linkages and access to essential public services and by social and economic inclusion for these women.

In addition to assisting women to start and operate self-employment, micro-enterprises, SWAPNO focuses on facilitating linkages with Small and Medium Enterprises (SMEs) and Public-Private Partnerships. Local SMEs in the rural non-farm and off-farm sector are encouraged to absorb women trained by the project, with training designed based on private sector demand for skilled workers. This is done in UNDP partnership with ILO.



Positive Action	Sustainable Impacts	Active MBL Engagement
<ul style="list-style-type: none"> <li>Sustainable Livelihoods for Ultra Poor Women</li> <li>All women-led households</li> <li>Improved nutrition, health, education and voice</li> </ul>	<ul style="list-style-type: none"> <li>Total Primary beneficiaries: 22,680 ultra-poor women headed households.</li> <li>Coverage: 441 Unions in 50 Upazilas of 14 districts</li> </ul>	<ul style="list-style-type: none"> <li>Beneficiary training, counselling and IGA (Income Generated Activities) readiness</li> <li>SWAPNO Partner--Sales/ marketing</li> </ul>



**SWAPNO--Strengthening Women’s Ability for Productive New Opportunities**

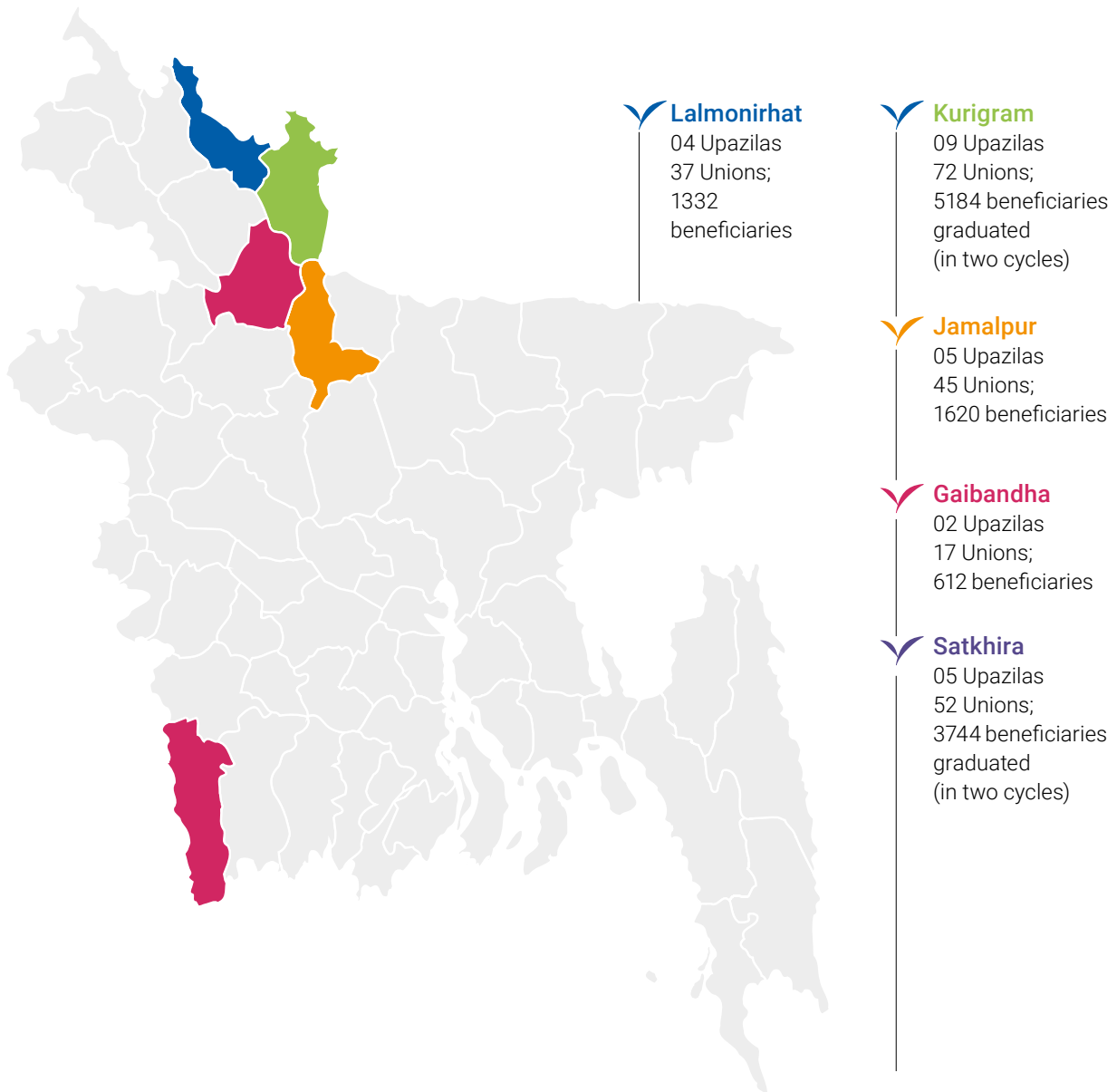
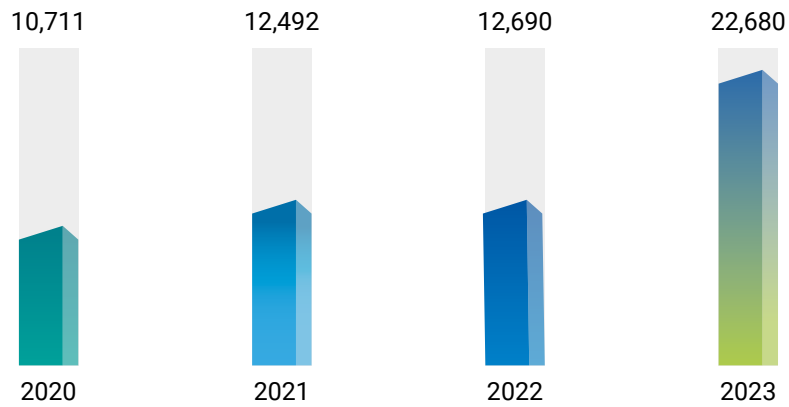
Aligned with National Development Priorities





NUMBER OF BENEFICIARIES & SOCIAL INNOVATIONS UPDATE:

No. of Benefeciaries



## Social Innovations Developed within SWAPNO Program

Social Innovations developed within SWAPNO Program	Market Value (per quarter)
Bindu Water Treatment Plant	BDT 341,510.00
Kollyani Nari Kollyan Cooperative	BDT 5473,350.00
Milk chilling plant in Kurigram	BDT 2757,280.00
Women lead buying & selling points	BDD 8,000.00 (per month each buying & selling points)
100 women produced 85.2 metric ton compost fertilizer	BDT 1022,400.00



# STATUTORY REPORTS





# DIRECTORS' REPORT

## A message to our Shareholders

The Board of Directors ('the Board') of Marico Bangladesh Limited is pleased to present to you the 14<sup>th</sup> Annual Report of the Company after being listed on the Dhaka & Chittagong stock exchanges.

### Financial performance for the year ended March 31, 2024

BDT in Cr	FY 2024	FY 2023	Growth %
Revenue	1,452.4	1,413.6	2.7%
Cost of sales	(609.9)	(681.1)	-10.5%
Gross profit	842.5	732.5	15.0%
Other income	4.0	2.5	63.9%
General and administrative exp	(129.9)	(122.2)	6.3%
Mkt, selling and distribution exp	(101.5)	(98.9)	2.6%
Operating profit	615.1	513.8	19.7%
Net finance income	1.4	15.9	-91.2%
Profit before con. to WPPF	616.5	529.7	16.4%
Contribution to WPPF	(30.8)	(26.5)	16.4%
Profit before tax	585.7	503.2	16.4%
Income tax expenses	(125.0)	(115.9)	7.9%
Profit for the year	460.6	387.2	19.0%
Other comprehensive income/(loss)	1.7	1.7	0.5%
Earnings per share (EPS)	146.2	122.9	19.0%

## PRINCIPAL BUSINESS ACTIVITIES OF COMPANY

Marico Bangladesh Limited is dedicated to the manufacturing and promotion of fast-moving consumer goods (FMCG), constituting the cornerstone of its operational endeavors. Renowned for its illustrious array of brands, including Parachute, Parachute Advansed, Just For Baby, Nihar, Parachute SkinPure, Parachute Naturale, Saffola Active, HairCode, and Livon, the company upholds a legacy of excellence in delivering quality products to consumers.

Throughout the fiscal year, Marico Bangladesh embarked on a dynamic journey of portfolio expansion, marked by the introduction of several innovative products and extensions across the hair oil and skincare segments. These strategic maneuvers not only underscore the company's commitment to pioneering advancements but also to fortify the stature of its esteemed brands, positioning them as formidable contenders in the market.

With an unwavering dedication to innovation and market leadership, Marico Bangladesh stands poised to seize new opportunities and sustain its trajectory of success within the ever-evolving landscape of the FMCG industry.

## INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS IN THE INDUSTRY

In the ever-evolving landscape of Fast Moving Consumer Goods (FMCG), a tapestry of opportunities and challenges unfolds against the backdrop of global economic dynamics. Bangladesh, poised for growth amidst its growing GDP, faces the dual specters of inflation and exchange rate volatility, echoing the cautionary notes sounded by international financial institutions. Amidst these economic crosscurrents, the FMCG sector stands at a pivotal juncture, poised to chart its course amidst uncertainty. With projections hinting at a 3.2% CAGR for the global FMCG market, emerging markets like Bangladesh emerge as fertile ground for expansion. Factors such as rising disposable incomes, coupled with a

growing millennial population, catalyze shifts in consumer preferences and market dynamics.

As the FMCG industry in Bangladesh contemplates its trajectory, a mosaic of possibilities comes to the fore. The advent of innovative distribution channels, alongside the burgeoning e-commerce landscape, promises to reshape consumer access and engagement. Moreover, the growing affinity for aspirational personal care products underscores a paradigm shift in consumer behavior, propelling the industry towards new horizons.

However, amidst these promising trends lurk challenges that demand sharp navigation. Rising production costs, driven by inflationary pressures and exchange rate fluctuations, underscore the imperative for operational efficiency and cost optimization. Moreover, heightened competition and evolving regulatory landscapes necessitate agility and resilience from FMCG players seeking to thrive in this dynamic market.

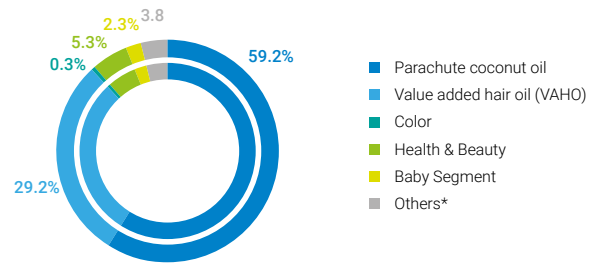
In this context, the future of the FMCG industry in Bangladesh hinges on its capacity to leverage emerging opportunities while mitigating inherent risks. Strategic investments in innovation, supply chain optimization, and consumer-centric approaches will be instrumental in driving sustainable growth and fostering resilience amidst an evolving economic landscape. As FMCG companies embrace these imperatives, they stand poised to unlock new avenues of success and establish a path towards a vibrant and prosperous future.

**SEGMENT-WISE PERFORMANCE**

During the year ended 31 March 2024, the company continued its drive for portfolio diversification with new launches in different categories. The Company strengthened its presence through launching a new product line for Parachute Just for Baby, titled "Milky Glow." Additionally, we have introduced a new variant for Parachute Naturele Shampoo called Egg Shine Shampoo, and a new variant, Vitamin C Facewash, has been added to the Parachute SkinPure portfolio. In response to consumer needs, we have refreshed the packaging for Red King Fast Cooling Oil and Parachute Extra Care Anti Hair Fall Oil. Lastly, Parachute Coconut Oil, trusted by consumers, has launched three new SKUs. The new introductions are an indication of our consumer-centricity and efforts to play in the markets with a right to win for Marico. Given the human capital and intellectual capital of the Company, it is also foraying into traditionally red-ocean markets as well with an aspiration to grow and succeed. In FY'24 the Company's household penetration stood at approximately 89.7%.

Marico posted BDT 1452.42 Cr total revenue for the year ended 31 March 2024 with 2.7% growth compared to last year. The growth was driven by PCNO, VAHO, Beauty & Health and Baby Care segments. Over the years the Company has made a significant shift in the volume and value mix of its portfolio to lower dependence on the branded coconut oil segment. Contribution of other segments in volume & value mix increased as strong initiatives have been taken to strengthen the non-coconut oil market share as well as maintaining the leadership in the coconut oil category. The segment performance is set out in Note 22 in the financial statements and represented below:

**Segment-Wise Revenue Contribution** (BDT Crores)



**RISKS AND CONCERNS**

With steadfast commitment to transparency and foresight, the Board of Directors meticulously scrutinizes and evaluates potential risks and threats that may impinge upon the sustainability and profitability of the company, as well as its environmental footprint. Embracing a proactive stance, the company adheres to a robust Enterprise Risk Management (ERM) framework, meticulously crafted to identify, assess, and mitigate risks across all facets of its operations.

Under the purview of this framework, the Board conducts regular reviews to gauge the efficacy of existing risk mitigation strategies and to identify emerging challenges that warrant attention. Paramount among these considerations are litigation, regulatory, and fraud risks, which are subject to rigorous assessment to ensure comprehensive risk mitigation measures are in place.

By nurturing a culture of vigilance and accountability, the company endeavors to fortify its resilience in the face of uncertainty, safeguarding its stakeholders' interests while charting a sustainable path towards long-term prosperity.

Details of Risks and concerns including internal and external risk factors are discussed in the 'Enterprise Risk Management' section on pages 135 to 136 in this Annual Report.

## SPECIAL NOTE ON RISKS AND CONCERNS

Against the backdrop of a fragile global economic landscape, exacerbated by prolonged conflict in Europe, the resilience of the global supply chain continues to face significant tests. Compounded by the substantial depreciation of the Bangladeshi Taka against the US Dollar, settling material bills remains an ongoing challenge for the company. In response to this uncertain scenario, the company remains vigilant, employing proactive measures within the Enterprise Risk Management (ERM) framework to buffer against macro-economic shocks.

Through close collaboration with banking partners, the company is diligently managing raw material inventory and optimizing freight costs to navigate the prevailing challenges. The swift execution of contingency plans in the preceding fiscal year ensured minimal disruption to business operations, underscoring the company's robust risk management protocols.

Looking ahead to FY'25, the Board and management maintain a cautious yet optimistic outlook, mindful

of the prevailing macroeconomic environment. With comprehensive risk mitigation plans in place, the company is poised to sustain its operations and navigate through uncertainties, reaffirming its commitment to long-term sustainability and growth.

## DISCUSSION ON COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN

### Cost of Sales:

Revenue for the year ended 31 March 2024 increased by 2.7% and the cost of sales decreased by 10.5% due to favorable movement of material prices in global market.

### Gross Profit:

Gross profit for the year ended 31 March 2024 in absolute terms has grown by 15%. Efficient management of costs along with improved brand mix contributed to the profit growth.

### Net Profit:

Net profit for the year ended 31 March 2024 was BDT 460.6 Cr. It increased by 19% compared to last year in absolute term. Higher revenue and efficient cost management resulted in the growth of net profit.

\*Year ended on 31 March 2024 and figures in BDT Cr

BDT in Cr	FY 2024	FY 2023	Growth %
Revenue	1,452.4	1,413.6	2.7%
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Other comprehensive income/(loss)	1.7	1.7	0.5%
Earnings per share (EPS)	146.2	122.9	19.0%

## RELATED PARTY TRANSACTION

In the year FY'24, the Company had related party transactions with its parent company, Marico Limited, India, Marico Middle East FZE, Marico for Consumer Care Products SAE (Erstwhile Wind Co) and other subsidiaries of the parent company. The value of the transactions with Marico Middle East for the purchase of raw materials exceeds the 10% of the revenue of the preceding financial year, i.e. FY'23. Note 31 of the financial statements include details of the transactions with the related parties. The approval of shareholders regarding related party transactions in FY'25 will be sought at the 24th Annual General Meeting in accordance with BSEC notification no. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021.

At the same time management also anticipates that related party transactions in FY'25 (2024-25) for the purchase or sale of raw material, packaging material and import of machineries may exceed the thresholds set out in BSEC notification no. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021 and as such will also seek the approval of shareholders at the 24th AGM in accordance with the Notification.

## DIRECTORS' STATEMENT ON FINANCIAL REPORTING

In accordance with the Corporate Governance Code 2018, the Directors confirm the following based on their understanding:

- a. The financial statements, meticulously prepared by the Company's management, accurately reflect its financial status, operational outcomes, cash flows, and changes in equity.
- b. Comprehensive and accurate books of account have been diligently maintained by the issuer company.
- c. The Company has consistently applied appropriate accounting policies in preparing the financial statements, with prudent judgments made for accounting estimates.
- d. The financial statements have been prepared following International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable, with any deviations from these standards adequately disclosed.
- e. There are no significant concerns about the issuer company's ability to continue its operations as a going concern.

- f. No significant deviations from the previous year's operating results have been noted, ensuring a consistent performance trajectory. Key operational and financial data from the past five years are summarized for analysis and comparison on page 115.

## Internal Controls

The internal control framework within our organization stands as a testament to meticulous design and rigorous implementation, overseen closely by our Board to ensure it aligns seamlessly with the company's unique size, scope, and intricacies. Spearheaded by a proficient Audit Committee comprised of seasoned Directors, we engage proactively with statutory and internal auditors, as well as management, to address all matters within our purview swiftly and effectively. Our robust signatory matrix, meticulously crafted and endorsed by the Board in line with Segregation of Duties principles, rigorously governs authorized transactions and dispositions. Operational controls and anti-fraud measures are intricately woven throughout our financial processes, leaving no room for compromise.

To complement our internal financial control framework, we maintain an extensive regimen of internal audits and management reviews. Our policies, guidelines, and procedures are meticulously documented, ensuring consistency and unwavering compliance across critical business processes. The internal audit function stands as a vigilant guardian, continuously monitoring and evaluating the efficacy and adequacy of our internal control systems. This ensures alignment with operational systems, accounting procedures, and overarching policies. We perform self-assessment of IFC and GRC to ensure adequate internal control and proper governance in the process. Upon identification of areas for improvement from IFC/GRC testing, process owners promptly institute corrective measures, reinforcing our control mechanisms. Significant audit findings and proposed corrective actions are rigorously scrutinized by our Audit Committee, ensuring swift and effective remediation wherever necessary. Moreover, we have meticulously identified and documented key risks and controls associated with each process relevant to financial operations and reporting. Periodic testing of identified key controls by our internal audit function ensures their ongoing effectiveness. Our commitment to compliance is unwavering, backed by a robust compliance management framework that ensures adherence to legal and regulatory requirements. This framework undergoes regular assessment to mitigate compliance risks effectively. Additionally, we have leveraged cutting-edge IT solutions to automate internal controls, further enhancing our information and cyber security framework. This ensures the seamless

operation and fortified security of our automated internal control mechanisms, safeguarding our operations against potential threats.

### Minority Shareholder Protection

Safeguarding the rights of minority shareholders against any form of exploitation or undue influence remains a top priority for us. We've implemented robust measures to ensure that minority shareholders have effective avenues for recourse in case of any concerns arising from the actions of controlling shareholders, whether direct or indirect. Our dedication to maintaining strong investor relations and effective shareholder management is unwavering. Key members of our management team, including the Company Secretary, Chief Financial Officer, and Managing Director, are committed to maintaining continuous engagement with shareholders through various platforms and channels. In line with our commitment to transparency and accountability, we've developed and approved a comprehensive Dividend Policy. This policy, which is readily available to all shareholders on our company website and in this report,

outlines clear guidelines for dividend declaration and distribution, empowering shareholders with a deeper understanding of these crucial processes. We ensure that all shareholders have timely access to critical information about the company, including disclosures and price-sensitive updates. This information is readily accessible on our website's dedicated Investors section, ensuring transparency and accessibility for all stakeholders. Furthermore, we meticulously document and present detailed disclosures regarding material decisions and related party transactions in this report. These disclosures undergo thorough review and approval by shareholders at our annual general meetings, reaffirming our commitment to transparency and accountability at every level of governance.

### Key Operating and Financial Data of Preceding Five Years

The Company has delivered consistent growth and the last 5 years' results evidence the strong footprint of the Company in the FMCG industry. The table below illustrates the last 5 years' revenue and profitability status.

### Key Operating and Financial Data of Preceding Five Years

The Company has delivered consistent growth and the last 5 years' results evidence the strong footprint of the Company in the FMCG industry. The table below illustrates the last 5 years' revenue and profitability status.

\*Year ended on 31 March 2024 and figures in BDT Cr

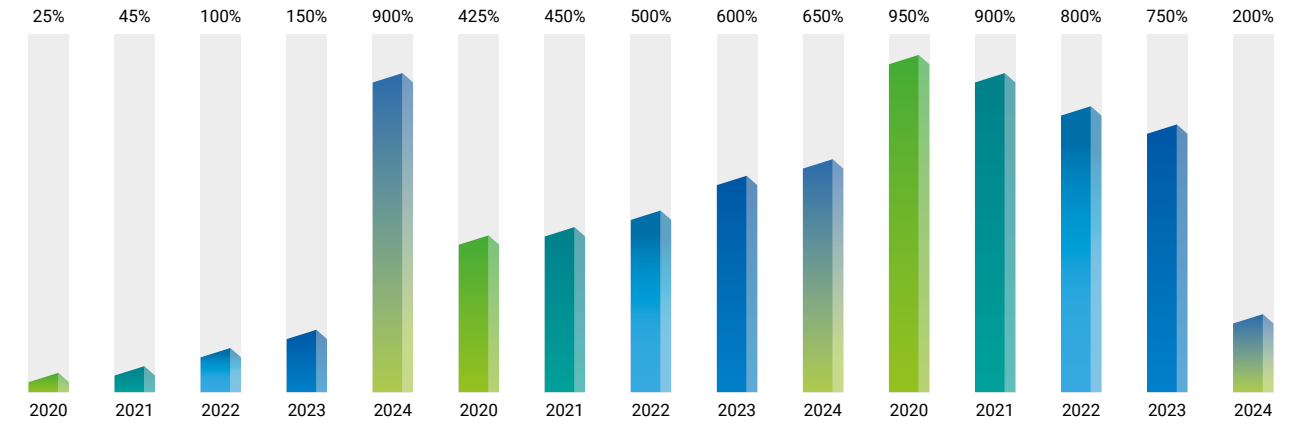
Particulars	2024	2023	2022	2021	2020
Revenue	1,452	1,414	1,303	1,131	980
Cost of sales	(610)	(681)	(596)	(464)	(412)
Gross profit	842	733	707	667	567
Other income	4	3	2	6	0
General and admin expenditure	(130)	(122)	(119)	(109)	(96)
Mkt, selling and distribution expenditure	(102)	(99)	(125)	(136)	(115)
Other expense	(0)	(0)	(0)	(0)	(0)
Operating profit	615	514	464	429	338
Finance income	58	16	13	15	24
Finance cost	(57)	(0)	(4)	(2)	(5)
Net finance income	1	16	9	13	19
Profit before contribution to WPPF	616	530	473	442	357
Contribution to WPPF	(31)	(26)	(24)	(22)	(19)
Profit before tax	586	503	450	419	357
Income tax expense	(125)	(116)	(94)	(109)	(93)
Profit for the year	461	387	355	311	265

## TOTAL EQUITY OF THE COMPANY

The equity capital comprised 31,500,000 equity shares of BDT 10 each, Share Premium of BDT 252,000,000 and Retained Earnings of BDT 7,643,067,522.

## DISTRIBUTION OF EQUITY TO SHAREHOLDERS

### Dividend Disbursement



In FY24, the Company declared Final cash dividends amounting to 200%.

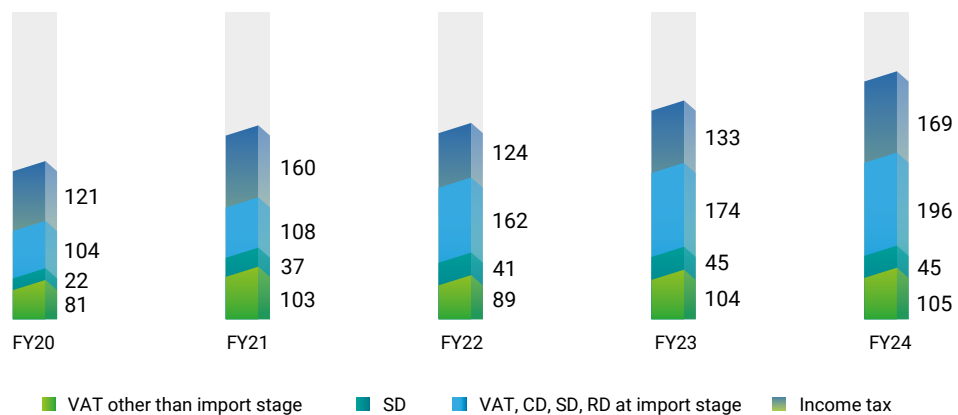
## EVENTS SUBSEQUENT TO THE STATEMENT OF FINANCIAL POSITION

The Board of Directors of Marico Bangladesh Limited at its 128th meeting held on 29 April 2024 has declared 200% final cash dividend i.e. Tk. 20 per share, amount to total Taka 630,000,000 for the period ended at 31 March 2024.

## CONTRIBUTION TO NATIONAL EXCHEQUER

During the reporting period, your company paid BDT 516 Crores to the National Exchequer on account of Corporate Income Tax, Customs Duties, Supplementary Duties and Value Added Tax (VAT) with a growth of 13% over last year.

### Contribution To National Exchequer



Details	2020	2021	2022	2023	2024
Total (BDT Crores)	327	408	415	456	516

## BOARD OF DIRECTORS

As at 31 March 2024, the Board of Directors of the Company comprises 7 (Seven) members including 3 (three) Independent Directors. Names and profiles, including the qualifications of each Director are stated in detail at the 'Directors' Profile' section on pages 35 to 41 of this Annual Report.

## BOARD OF DIRECTORS' MEETING AND ATTENDANCE

The number of Board meetings held during the year 2023-24 and attendance of Directors is presented below:

Names	Representation in the Board	Number of Board Meetings		Attendance at Last AGM
		Held	Attended	
Saugata Gupta	Chairman- Nominee Director	5	5	Yes
Rajat Diwaker	Managing Director- Executive Director		2	Yes
Sumitava Basu	Country Head- Executive Director		2	No
Parveen Mahmud	Independent Director		5	Yes
Zakir Ahmad Khan	Independent Director		4	Yes
Sheela R Rahman	Independent Director		5	Yes
Pawan Agrawal	Nominee Director		4	Yes
Ashish Goupal	Nominee Director		5	Yes

Mr. Sumitava Basu was appointed to the Board at its 126th Meeting w.e.f 31st December 2023. Mr. Rajat Diwaker retired from the Board of Directors during the year under review.

## PATTERN OF SHAREHOLDING

The shareholding pattern of the Company as on March 31, 2024 is presented at page 150 of this Annual Report.

## APPOINTMENT/RE-APPOINTMENT OF DIRECTORS

Mr. Ashish Goupal, non-executive/nominee Director of the Board will retire from office by rotation at the 24th Annual General Meeting (AGM) and, being eligible, offers himself for re-election in accordance with Section 91 of the Companies Act and Article 99 of the Articles of Association of the Company. The profile of Mr. Ashish Goupal and his other directorships are stated in detail in page 40 of this Report.

## REMUNERATION OF DIRECTORS

The amount of total remuneration paid to Directors including Independent Directors has been presented at Note: 31.2 in the Notes to the financial statements.

## CODE OF CONDUCT

The Company's Code of Conduct (CoC) has been reviewed by the Nomination & Remuneration Committee and adopted by the Board which applies to all members of the company including the Board of Directors and Key Management Personnel. A robust orientation program

conducted by the Director-Legal & Corporate Affairs was imparted to new members on the Board of Directors and new joiners in the Company.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management Discussion and Analysis has been duly signed by the Managing Director/Country Head/Chief Executive Officer (CEO) of the Company and is presented at pages 119 to 121 of this Annual Report.

## CERTIFICATE BY CEO AND CFO

The Managing Director/Country Head/CEO and Chief Financial Officer/CFO of the Company certifies the financial reports presented in this report. The Certificate of the Country Head and CFO has been presented on page 137 of this Annual Report.

## REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE

A Certificate of Compliance as provided by M/s. Al-Muqtadir Associates, Chartered Secretaries, has been presented at page 138 of this Annual Report. Furthermore, Status of Compliance as per the Code has been presented at pages 139 to 149 of this Annual Report.

## SHAREHOLDING INFORMATION

The distribution of shareholding and market value of shares are presented in the Stock Performance section at pages 29 to 32 respectively.

## STATUTORY AND COMPLIANCE AUDITORS

- A. A. Qasem & Co (AQC), member firm of ECOVIS will be completing their third year of Audit for the Company at the 24th Annual General Meeting (AGM). In this context, based on the suggestions of the Audit Committee, the Board has recommended the appointment of Hoda Vasi Chowdhury & Co as statutory auditors in accordance with Section 210 of the Companies Act 1994 to hold office until the conclusion of the 25th AGM at a consolidated fee of BDT 18,90,000 excluding VAT.
- B. As required under the BSEC CG Code, the Compliance Auditor will be appointed at the 24th Annual General Meeting.

## OTHER REGULATORY DISCLOSURES:

Pursuant to the Corporate Governance Code, the Board also reports that:

- There was no extraordinary gain or loss during the financial year
- The Company's Initial Public Offering (IPO) was in the year 2009. No further issue of any instrument was made during the year
- There is no significant variance between the quarterly financial performance and annual financial statements
- The Company has delivered fair performance in the last financial year vs agreed operating plan and the financial statements prepared by the management of the Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity
- Proper books of account of the Company have been maintained
- No bonus or stock dividend has been declared as interim dividend during the year

## Major activities of the Board of Directors during the year :

During the year under review, the Committee carried out the following core activities:

- Provided 'collective wisdom' to the Company,
- Conducted 5 (five) meetings during the year,

- Reviewed and approved the quarterly and annual accounts of the Company as recommended by the Audit Committee,
- Appropriated profit and recommended dividend for the year,
- Reviewed and approved the report of the Audit Committee,
- Reviewed and approved the report of the Nomination and Remuneration Committee (NRC),
- Reviewed and approved the 'Management Discussion & Analysis' statement prepared by the Management of the Company,
- Reviewed the Auditors Report submitted by the statutory auditors,
- Reviewed and approved the Due Diligence Declaration jointly made by the MD/Country Head and CFO,
- Reviewed and approved the Status of Compliance of the CG Codes,
- Reviewed the 'Certificate of Compliance' from the CG Compliance Auditor,
- Reviewed and approved the Directors' Report of the year,
- Reviewed and approved the Annual Report of the Company to be placed before the ensuing 24th Annual General Meeting,
- Reviewed and approved the employee benefit, as recommended by the Nomination and Remuneration Committee (NRC),
- Reviewed and approved the yearly evaluation reports of the Directors.

## Acknowledgement

The Board takes this opportunity to express their heartfelt thanks to all stakeholders including its shareholders, consumers, business partners, banks and financial institutions, regulatory bodies and auditors, for their immense support and contribution towards the success of the Company.

On behalf of the Board



**Saugata Gupta**  
Chairman of the Board



# Management Discussion and ANALYSIS

## Overview of FY 24

FY 24 presented Marico Bangladesh Limited (MBL) with a unique blend of unprecedented challenges and commendable achievements. Amidst the dual challenge of high inflation and significant adverse currency exchange rate movements, MBL demonstrated remarkable resilience and growth. The company not only grew its profits but also invested in future capacities and maintained consistent dividend payments. This stellar performance was driven by growth in core categories, the launch of new products, expanded distribution, and accelerated capability development.

## Financial Performance

### Revenue Growth

Marico Bangladesh Limited achieved a commendable 6.7% revenue growth in FY 24. The company sustained its leadership position in the coconut oil (CNO) category and saw a 5% growth in the value-added hair oils (VAHO) category. This growth is particularly notable given the challenging macroeconomic environment. The strong revenue performance was primarily fueled by robust sales of flagship products like Parachute Advansed, Beliphool, Parachute Naturale, and Just for Baby. Additionally, the successful launch of new products such as Parachute Advansed Onion, Glo-On, and Hair Code color shampoo significantly boosted the overall revenue.

### Revenue Breakdown by Category

Category	Full Year				
	Sales value in Cr		Growth %	Contribution %	
	FY24	FY23		FY24	FY23
Parachute coconut oil	859.3	857.6	0%	59%	61%
Value added hair oil (VAHO)	423.6	404.5	5%	29%	29%
Color	4.0	4.5	-12%	0%	0%
Health & Beauty	76.5	59.7	28%	5%	4%
Baby Segment	33.6	27.7	21%	2%	2%
Others*	55.4	59.6	-7%	4%	4%
Total	1,452.4	1,413.6			

The revenue mix continues to evolve, with non-coconut oil (CNO) revenue contributions steadily increasing due to portfolio diversification and expansion into personal care, beauty, health, and baby care segments. The slight decline in the CNO category's contribution to the total revenue underscores the company's strategic shift towards a more diversified product portfolio, which is essential for long-term sustainable growth.

### Gross Margin

The Gross Margin for FY'24 was reported at 58.1%, marking a 6% increase from the previous year. This improvement in gross margin is a testament to MBL's efficient cost management practices and effective pricing strategies.

The absolute gross profit saw a significant 15% increase compared to the last year, highlighting the company's ability to enhance profitability despite external economic pressures. The strategic sourcing of raw materials, coupled with optimized production processes, contributed to this notable improvement in gross margins.

## Expense Analysis

### Marketing, Selling & Distribution Expenses

During FY'24, marketing, selling, and distribution expenses increased by 2.6%. This increase was primarily driven by higher provisions under SLI FFOH, reflecting the company's strategic investment in brand building and

market penetration efforts. The controlled growth in these expenses indicates a balanced approach towards expanding market reach while maintaining cost efficiency.

### **General & Administration Expenses**

General and administrative expenses for FY'24 were 6.3% higher compared to the previous year. This increase was driven by several factors including annual salary increments, higher professional and legal charges, increased rental expenses, enhanced CSR activities, and elevated bank charges. Despite these increases, the company managed to keep the rise in general and administrative expenses within a reasonable range, showcasing effective expense management practices.

### **Profit After Tax**

The profit for the year grew by 4.3% compared to the previous year, driven by revenue growth and efficient expense management. MBL reported a net margin of 18.9% in FY'24, compared to 27.5% in the previous year. This reduction in net margin is largely attributable to the increased cost of goods sold and heightened administrative expenses. Nevertheless, the company's ability to deliver profit growth amidst such challenges underscores its strong operational capabilities and strategic foresight.

## **Corporate Governance and Compliance**

### **Statement on Compliance**

MBL has complied with the conditions outlined in the BSEC Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018. A Compliance Certificate from licensed practicing professional Al-Muqtadir Associates, Chartered Secretaries, confirms that MBL has met all regulatory and governance requirements stipulated by the Bangladesh Securities and Exchange Commission (BSEC). This certificate is presented in this Annual Report, reinforcing the company's commitment to maintaining high standards of corporate governance and regulatory compliance.

### **Accounting Policies and Estimations**

The financial statements of MBL have been prepared in accordance with International Financial Reporting Standards (IFRSs), the Financial Reporting Guidelines issued by the BSEC, and the Companies Act 1994. The accounting policies and estimations applied are consistent and relevant, ensuring compliance with the Bangladesh Securities and Exchange Rules 2020 and other governmental regulations. This adherence to stringent accounting standards underscores the

company's commitment to transparency and accuracy in financial reporting.

## **Comparative Financial Analysis (BDT Cr)**

### **Performance Overview (2018-2024)**

MBL has consistently reported revenue and profit growth over the past six years. For the current financial year, the company reported a revenue growth of 6.28% and a profit growth of 4.3%, with an EPS growth of 19% compared to the last year. This consistent growth trajectory highlights the company's robust business model and effective strategic execution.

### **Industry Benchmarking**

The peer companies within the FMCG industry include various notable firms, with Reckitt Benckiser Bangladesh Limited (RB) being the listed peer company for benchmarking. RB reported a growth of 24.48% in turnover and a profit growth of 15.54%, providing a useful benchmark for MBL's performance.

The comparative analysis indicates that MBL outperformed in absolute turnover and net profit, reflecting its dominant market position and operational efficiency. However, the higher EPS reported by RB suggests room for MBL to further optimize its earnings per share.

## **Economic Scenario**

### **Global Economic Outlook**

Global financial institutions are predicting another year of uncertainty and recessionary pressures due to the ongoing war in Europe. This conflict has led to significant volatility in commodity prices and financial markets worldwide. The World Bank forecasts a global GDP growth of 2.7% in 2024, the lowest annual growth rate since the global financial crisis, except for the 2020 pandemic period. This challenging global economic environment is expected to have cascading effects on emerging markets, including Bangladesh.

### **Bangladesh Economic Outlook**

Bangladesh's GDP is projected to grow by 6.6% in FY 2024. However, the country faces economic headwinds due to inflation, energy shortages, import restrictions, and monetary policy tightening. The completion of large-scale infrastructure projects like the Padma Bridge and Metrorail is expected to positively impact economic growth. Nonetheless, the overall economic environment remains challenging, with inflation projected to rise from 9% in FY2023 to 9.9% in FY2024.

## Risks and Concerns

MBL addresses financial risks with secured contracts, buyer financing arrangements, and foreign exchange hedging policies. The company has a formalized risk management framework under the governance of the Audit Committee to ensure business continuity amidst macroeconomic challenges. Proactive management of these risks is crucial to ensure sustained business growth. Regular identification and review of functional and entity-level risks are conducted to ensure proper mitigation plans are in place.

## Future Outlook

Despite macroeconomic adversities, MBL remains committed to growth and expansion. The construction of a new manufacturing unit in Bangabandhu Shilpanagar, which commenced production in Q2 of FY24, marks a significant milestone in the company's growth journey. This strategic investment has already begun enhancing MBL's production capacity and operational efficiency, enabling the company to better serve its consumers across Bangladesh.

## Strategic Initiatives

MBL will continue to focus on portfolio expansion, digital marketing, and consumer engagement through social media. The company aims to reinforce trust in core categories and ensure the availability of stock across channels. Leveraging real-time data and analytics, along

with increased automation, will be key drivers in unlocking efficiencies across the supply chain.

## Talent Development

Marico is deeply committed to growing and developing talent across all levels through impactful learning and development interventions. Employee welfare, health, safety, and fostering an energizing and safe work culture are critical pillars in achieving the vision of doubling business by 2025.

## Conclusion

Marico Bangladesh Limited remains poised for growth despite macroeconomic challenges. The company's strategic initiatives, robust risk management, and commitment to innovation and efficiency will drive its continued success. By exhibiting a higher degree of agility and continuously expanding the consumer franchise, MBL is well-positioned to navigate the challenges of the macroeconomic environment and sustain its growth trajectory.



**Sumitava Basu**  
Country Head

## Audit Committee

# REPORT

The Audit Committee (“the Committee”) is a sub-committee of the Board which is appointed by and responsible to the Board of Directors of the Company according to the conditions of the “Code of Corporate Governance” of the Bangladesh Securities and Exchange Commission dated June 03, 2018 (“the Code”). This report is presented in accordance with the Code which sets out the role of the Committee and the functions carried out during the year ended March 31, 2024 (“the year under review”).

The Committee is a central pillar of effective corporate governance and fulfills its oversight responsibilities mandated by law and its Charter approved by the Board. The Committee plays a critical role in enhancing audit quality, assurance in the integrity of financial reporting and creating an environment that promotes transparency. The Committee’s primary responsibilities are:

- To oversee the financial reporting process
- To oversee appointment, remuneration, and evaluation of auditors
- To evaluate internal financial controls, internal audit function, and risk management systems
- To evaluate the standards of corporate governance, transparency and disclosures

The Audit Committee through its independent oversight of the Company’s financial reporting, non-financial corporate disclosures assist the Management with driving internal controls to eliminate or mitigate business risks, ensuring high standards of behavior and conducting the business in a financially sound manner. The Committee met four times last year. During the year under review, all recommendations made by the Committee were accepted by the Board.

### Objectives of the Audit Committee

The Company has established an Audit Committee as required under the codes of corporate governance

of BSEC. The Audit Committee of Marico, being one of its prime Board committees, assists the Board in discharging its governance responsibilities. The Committee is tasked primarily to oversee the integrity of the financial statements, internal controls, regulatory compliances, business risks and continuity plans, audit and whistleblowing etc. It plays the key role in ensuring guidance and supervision of the Company’s financial reporting systems, risk management and mitigation, control and assurance processes, regulatory compliance and audit. The Audit Committee, on behalf of the Board, ensures that standards of corporate reporting, control and compliance are achieved through effective implementation of the laid down procedures and policies with the aim to enhance the effectiveness of operations and reduce the risks of business. The Audit Committee periodically reviews the state of affairs of business and makes recommendation on the reporting, control and compliance aspects, engagement of auditors, their performance appraisals, remuneration as well as provides independent monitoring and guidance to the management. A brief of the Audit Committee, its roles, responsibilities and functions are presented hereunder :

### Composition and Meetings

During the period under review, the Committee comprised of 5 Members of whom 3 are Independent Directors and other 2 are Non-Executive Directors. The Chairman of the Committee is an Independent Director. Ms. Parveen Mahmud is the Chairperson of the Committee. The Country Head is a permanent invitee to the Committee. The Company Secretary functions as the Secretary to the Committee. For the period under review, Ms. Sheela Rahman, Independent Director have been included as a new member in the committee. The meetings of the Committee are also attended by the Chief Financial Officer, Company Secretary, Head of Internal Audit and by External Auditors on invitation. All Committee Members are financially literate and able to interpret financial statements and assess the adequacy of the internal control processes.

Names	Representation in the Board	Representation in the Committee	Number of Meetings of the Committee during FY 23		Remarks
			Held	Attended	
Ms. Parveen Mahmud	Independent Director	Chairperson	4	4	2nd Tenure will expired on 22 September 2026
Mr. Zakir Ahmad Khan	Independent Director	Member		3	2nd Tenure will expired on 22 September 2026
Ms. Sheela Rahman	Independent Director	Member		4	
Mr. Ashish Goupal	Nominee Director	Member		4	
Mr. Pawan Agrawal	Nominee Director	Member		3	

\*During the year, the Committee held 4 (four) meetings, complying with condition 5(4)(a) of the Corporate Governance Code.

## Responsibilities and Duties

### Financial Reporting

- To review the quarterly, half-yearly and annual financial statements of the Company along with management representatives, focusing particularly on any significant changes to accounting policies and practices before submission to the Board for approval, reviewing company's performance year-on-year and quarter-on-quarter, announcements relating to the Company's financial performance and compliance with applicable financial reporting standards and other legal and regulatory requirements.

### Related Party Transactions

- To review all related party transactions and conflict of interest situations that may arise within the Company including those under the Company's Code of Conduct.

### Audit Reports

- To prepare the annual Committee report and submit to the Board, which includes summary of its activities and review the Board's statements on compliance with the BSEC Codes of Corporate Governance for inclusion in the Annual Report.
- To review the Charter of the Committee and make necessary revisions for the year. The Committee affirms that all responsibilities outlined in the charter have been carried out. In addition, the charter is reviewed, and proposed updates presented to the Board for approval. As adherence to best practices, evaluation of Committee activities is carried out, which is a key tool in achieving and maintaining a high degree of effectiveness.

## Internal Control

- To evaluate the Company's internal financial controls and risk management framework commensurate with the size, scale and complexity of its operations. The Committee reviews whether Management is adhering to the appropriate compliance culture by communicating the importance of internal controls and risk management to ensure that all members have a clear understanding of their respective roles and responsibilities
- To consider whether internal control strategies recommended by internal and external auditors have been implemented in a timely manner by the management thereby ensuring that the system of internal control is soundly embedded, effectively administered and regularly monitored.
- To recommend to the Board steps to improve the system of internal control derived by the Committee from the findings of the internal and external auditors.
- To review the extent of unit compliance including with internal policies, standards and procedures and the Company's Code of Conduct.
- Review the arrangements made by the Management for developing and maintaining a suitable and robust Management Information Systems (MIS).
- To review adequacy of systems and processes for monitoring legal and regulatory compliance to safeguard against legal and reputational risk

## Internal Audit

- To monitor and review the effectiveness of the Company's internal audit function and to be satisfied

that Internal Auditors has the competency and qualifications to complete its mandates and approve audit plans.

- To monitor and evaluate whether the audit functions are conducted independently from the Management.
- To ensure that Internal Auditors have open access to all activities, records, property and personnel, necessary to perform its duties.
- To review and assess the annual internal audit plan and evaluate its consistency with the Risk Management Framework of the Company.
- To review the findings and recommendations made by the Internal Auditors and ensure that the appropriate action is being taken to implement the same and to further ensure that the appropriate tracking is maintained on the agreed audit action points.
- To recommend to the Board any broader reviews deemed necessary as a consequence of the issues or concerns identified and raise/ensure special audit, whenever necessary.

### External Audit

- To recommend to the Board, for it to place before the Shareholders for their approval, the appointment of the external auditor of the Company and to approve their remuneration and terms of engagement.
- To appraise the external auditor's audit plan, nature and scope of the audit plan, audit report and evaluation of internal controls.
- To oversee the relationship with the external auditors including:
  - Assessing their independence and objectivity taking into account relevant professional and regulatory requirements and assisting them in preserving their independence;
  - Develop and implement policy on their engagement to provide non-audit services.
- To review their statement on Risk Management and Internal Control of the Company for inclusion in the Annual Report.

- To review their findings and recommendations arising from the audits, to ensure that appropriate action is being taken.

### Major activities of the Audit Committee during the year

The Committee carried out its functions in accordance with the "Audit Committee Charter", governed by the BSEC Code on Corporate Governance, in key areas of the annual financial reporting cycle. During the year under review, the Committee carried out the following core activities :

- Reviewed and recommended to the Board about the quarterly, half yearly and annual financial statements of the Company, considered the financial and business performance of the Company and the relevant announcements to the Securities & Exchange Commission, Stock Exchanges by the Board of Directors
- Reviewed the performance of the Statutory Auditors during the year
- Reviewed the Management Letter from the external auditors in their presence.
- Ensured that the preparation, presentation and submission of financial statements have been made in accordance with the prevailing laws, standards and regulations by assessing the external auditors report on all critical accounting policies, significant judgment and practices used by the Company in producing the financial statements
- Considered and made recommendations to the Board on the appointment and remuneration of the statutory and compliance auditors.
- Reviewed the related party transactions to ensure that no material 'conflict of interest' exists in the system.
- Reviewed the annual audit plans and effectiveness of the audit process and the Internal Audit reports which encompassed the audit issues, audit recommendations and Management's responses to these recommendations
- Discussed with management about the improvement actions in the areas of internal controls, systems and efficiency enhancements including the automation opportunities and progress with regards to the Internal Financial Control Framework

- Reviewed the external auditors' findings of observation, areas of concern highlighted and the management's response thereto and ensured that the external auditors remain independent and that appropriate action is being taken on time
  - Reviewed the investments of the Company i.e. FDR, CAPEX etc.
  - Reviewed compliance of the company to key financial and treasury policies
  - Reviewed the contingent liability status of the Company and provisions against the same
  - Reviewed the draft Directors' Report of the year under report.
  - Reviewed the Management Discussion and Analysis statement of the Company for the year.
  - Reviewed the draft Annual Report to be tabled at the next Annual General Meeting.
  - Reviewed compliance of the codes of conduct of the company.
  - Reviewed the statement of compliance prepared under the CG Codes.
  - Reviewed the 'Certificate of Compliance' from the CG Compliance Auditor.
  - Reviewed Litigation Updates of the Company
  - Reviewed updates of the new plant situated in Mirsarai Economic Zone pertaining to the construction & production status of the 3rd manufacturing unit of the Company at every quarter
  - Reviewed the legal & regulatory updates material to corporate governance and the operations of the business.
  - Reviewed the Report of the Audit Committee to ensure that :
- a) The AC performed as a true sub-committee of the Board,

- b) It had the required number of members in it with two Independent Directors,
- c) Board appointed Independent Director was the Chairman of AC,
- d) The members had true financial literacy in them,
- e) The AC meetings were held with required quorum as per the CG guidelines,
- f) Four meetings were held in the year under review to meet the requirement,
- g) The Company Secretary performed as the secretary to the Committee, and
- h) The Chairman of AC attended the AGM of the year as required.

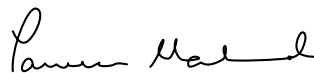
The Committee is of the opinion that adequate controls, procedures, risk management and compliance monitoring systems are in place to provide reasonable assurance that the Company's assets are safeguarded and that the financial position of the Company is satisfactorily managed.

The minutes of the Committee meetings were placed subsequently before the Board for its approval, on a regular basis, which contained all issues along with various suggestions and recommendations to the Management and the Board.

### Appreciation:

The Audit Committee wishes to express its deep appreciation to the Board members, management, statutory auditors, and internal auditors for their steadfast support and collaboration, which have been crucial in facilitating the effective fulfillment of its duties and responsibilities.

On behalf of the Committee,



**Parveen Mahmud**  
Chairperson

## NOMINATION AND REMUNERATION COMMITTEE

## REPORT

The Nomination and Remuneration Committee (“the Committee”) is a sub-committee of the Board which is independent but appointed by and accountable to the Board of Directors of the Company and to the shareholders according to the conditions of the “Corporate Governance Code, 2018” (as amended) of the Bangladesh Securities and Exchange Commission dated June 03, 2018 (“the Code”). This report is presented in accordance with the Code which sets out the role of the Committee and the functions carried out during the year ended March 31, 2024 (“the year under review”).

**Composition and Meetings**

The Committee as at 31 March 2024, comprises of 3 (Three) permanent members and 2 (Two) advisory (non-voting) Members. The Chairman of the Board, who is also a non-executive director, is a permanent invitee to the Committee. The Chairman of the Committee is Mr. Zakir Ahmad Khan, an Independent Director. The Company Secretary functions as the Secretary to the Committee. All permanent members of the Committee are non-executive directors.

Names	Representation in the Board	Representation in the Committee	Number of Meetings of the Committee during FY23		Remarks
			Held	Attended	
Mr. Zakir Ahmad Khan	Independent Director	Chairman		5	2nd Tenure will expire on 22 September 2026
Mr. Ashish Goupal	Nominee Director	Permanent member		5	
Mr. Pawan Agrawal	Nominee Director	Permanent member	5	4	
Mr. Amit Prakash	External Member	Advisory (non-voting) Member		5	
Mr. Saugata Gupta	External Member	Permanent Invitee (non-voting) Member		5	

During the year, the Committee held 5(five) meetings, complying with condition 6(4)(a) of the Corporate Governance Code.

**Objectives of the Committee :**

The principal objective of establishing a Nomination and Remuneration Committee (NRC) of the Board of Directors is to create efficiency in the operations and to add value to the organization. To that end, the basic purpose of NRC is to assist the Board in formulation of the nomination criteria or strategy for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as a policy for formal process of considering remuneration of directors and top-level executives. The primary emphasis is given in crafting a process for developing skills and future-fit capabilities of all employees. The NRC shall be independent, but responsible and accountable to the Board and to the shareholders.

**Responsibilities and Duties :**

The Committee assists the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executives/key managerial personnel (KMPs) as well as the remuneration philosophy of the Company. The Committee oversees, among others, the following matters and makes recommendations for review/approval to the Board:

- (i) The criteria for determining qualifications, positive attributes and independence of a director
- (ii) Policy relating to the remuneration of directors and KMPs considering the following:



- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable persons to run the company successfully;
  - (b) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) Remuneration to directors, KMPs involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals
- (iii) Policy on Board Diversity
- (iv) The plan in relation to identification of persons who are qualified to become directors and who may be appointed as KMPs, and recommend their appointment and removal to the Board
  - (v) The criteria for evaluation of performance of independent directors and the Board
  - (vi) The plan or proposal relating to the company's needs for employees at different levels and the recruitment, development and succession criteria/principles
  - (vii) The annual exercise on the review and recommendations on the company's human resources and training policies
  - (viii) review and recommending revisions of the Code of Conduct to the Board

### Marico NRC Policy :

As per policy, the NRC shall oversee, among others, the following matters and make report with recommendation to the Board of Directors:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors' a policy, relating to the remuneration of the directors, key managerial personnel and other employees of the Company.
- (2) Devising a policy on Board diversity;
- (3) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

- (4) Formulation of criteria for evaluation of performance of the Board members and Independent Directors;
- (5) Identifying the Company's needs for employees at different levels and determining their selection, transfer/replacement and promotion criteria;
- (6) To develop, recommend and review annually the Company's human resources and training policies.

The core elements of the policy are further amplified later in this report.

The Company shall disclose the nomination and remuneration policy (NRC Policy) and the activities of NRC during the year at a glance in its Annual Report as per requirements of the BSEC CG Codes.

### Nomination Policy:

The NRC is responsible for identifying and evaluating the integrity, qualifications, expertise, and experience of candidates for Director positions in alignment with the Board's diversity policy. The NRC then recommends suitable candidates to the Board for appointment. When appointing top-level executives, it is essential that candidates possess the necessary qualifications, expertise, and experience for the specific roles. For administrative efficiency, the Country Head is empowered to identify and appoint qualified individuals for these top-level positions. If required, the Country Head may seek further guidance or direction from the Committee or Board.

### Remuneration Policy:

The remuneration for Directors, top-level executives, and other employees should be competitive enough to attract, retain, and motivate qualified individuals. It must clearly relate to performance, encouraging the achievement of relevant performance benchmarks. Additionally, the compensation package should balance fixed pay with performance-related incentives, reflecting both short-term and long-term objectives that align with the Company's operations and goals.

### Evaluation Criteria:

The Committee will conduct performance evaluations for each Director, using criteria that assess their knowledge, participation, fulfillment of duties, oversight capabilities, professional conduct, and independence. The appointment, re-appointment, or continuation of Directors on the Board will be determined by the results of this annual evaluation process. For top-level executives, the Committee will evaluate performance based on individual KPIs. Decisions regarding the promotion or continuation

of these executives will depend on the outcomes of the annual evaluation process, measured against relevant performance benchmarks.

### Major activities during the year:

The Committee carried out its functions in accordance with its Charter and applicable laws in key areas of the annual financial reporting cycle. During the year under review, the Committee carried out the following activities:

- Reviewed the Terms of Reference of the Committee,
- Reviewed the background qualifications, positive attributes and level of independence of the Board members and Independent Directors,
- Reviewed the mix & composition and overall performance of the Board and Committees,
- Reviewed Cases under the unified Code of Conduct.
- Reviewed Cases under PoSH.
- Reviewed the vacancy positions and/or new positions, if any,
- Reviewed and recommended to the Board to accept the resignation of earlier Managing Director and appointments of new Managing Director.
- Reviewed and recommended to the Board to accept the resignation of earlier CFO and appointments of new CFO .
- Reviewed and recommended to the Board to accept the resignation of earlier Company Secretary and appointments of new Company Secretary.
- Reviewed and recommended to the Board to accept the resignation of earlier Head of Internal Audit & Compliance and appointments of new Head of Internal Audit & Compliance.
- Reviewed the appointments of other Key Managerial Personnel.
- Reviewed the yearly report of the Committee to ensure that :
  - a) The NRC performed as a true sub-committee of

the Board,

- b) It had the required number of members in it with one Independent Director,
- c) Board selected Independent Director was the Chairman of NRC,
- d) All members of NRC were non-executive directors,
- e) The NRC meetings were held with required quorum as per the CG guidelines,
- f) None received any remuneration other than their routine fees,
- g) The Company Secretary performed as the secretary to the Committee,
- h) Minutes were duly prepared and confirmed in the following meeting of NRC, and
- i) The Chairman of NRC attended the AGM of the year as required.

The minutes of the Committee meetings were placed subsequently before the Committee for its approval, on a regular basis, which contained all issues along with discussions and recommendations to the Management and the Board. The matters recommended by the Committee to the Board were considered by the Board and resolutions of the Board were recorded capturing the Committee's recommendations.

### Appreciation:

The NRC extends its heartfelt appreciation to the Board members and the Company's management for their outstanding support and cooperation, which have been instrumental in enabling the effective discharge of its duties and responsibilities.

On behalf of the Committee,



**Mr. Zakir Ahmad Khan**  
Chairman

Statement of

# CORPORATE GOVERNANCE

Marico Bangladesh strives to implement benchmark corporate governance processes and practices. The Company has a long-standing tradition of adhering to fair, transparent, and ethical governance standards. Our Corporate Governance policy is founded on the belief that:

- good governance results in better business results
- good governance converts plans into performance
- good governance maximizes shareholder value

At Marico, robust governance practices are integral to our business strategy. This encompasses a focus on long-term value creation and the protection of stakeholders' interests through meticulous care and diligence in business decisions. The objective of enhancing shareholder value is embedded in every facet of our corporate governance framework. Our principles ensure governance that serves the best interests of all stakeholders—shareholders, society, employees, and the government.

Our operations are anchored in strong ethics and sound

corporate governance. Our governance philosophy is rooted in the values of openness and transparency, which are essential to our decision-making processes and core management principles. This philosophy is further reinforced through the implementation of a uniform Code of Conduct for Board members and senior management, structured Board processes, Rules on Prevention of Insider Dealing, a Dividend Distribution Policy, a Code of Business Ethics, and comprehensive and transparent disclosures.

In FY'24 Marico Bangladesh received 2 awards for corporate governance excellence from the, Institute of Chartered Secretaries Bangladesh (ICSB) and Institute of Cost Management Accountants Bangladesh (ICMAB). Marico received the Silver Award for "Best Corporate" under the multinational manufacturing category from the Institute of Cost Management Accounts (ICMAB), Silver Award for "Corporate Governance Excellence" by the Institute of Chartered Secretaries Bangladesh (ICSB).

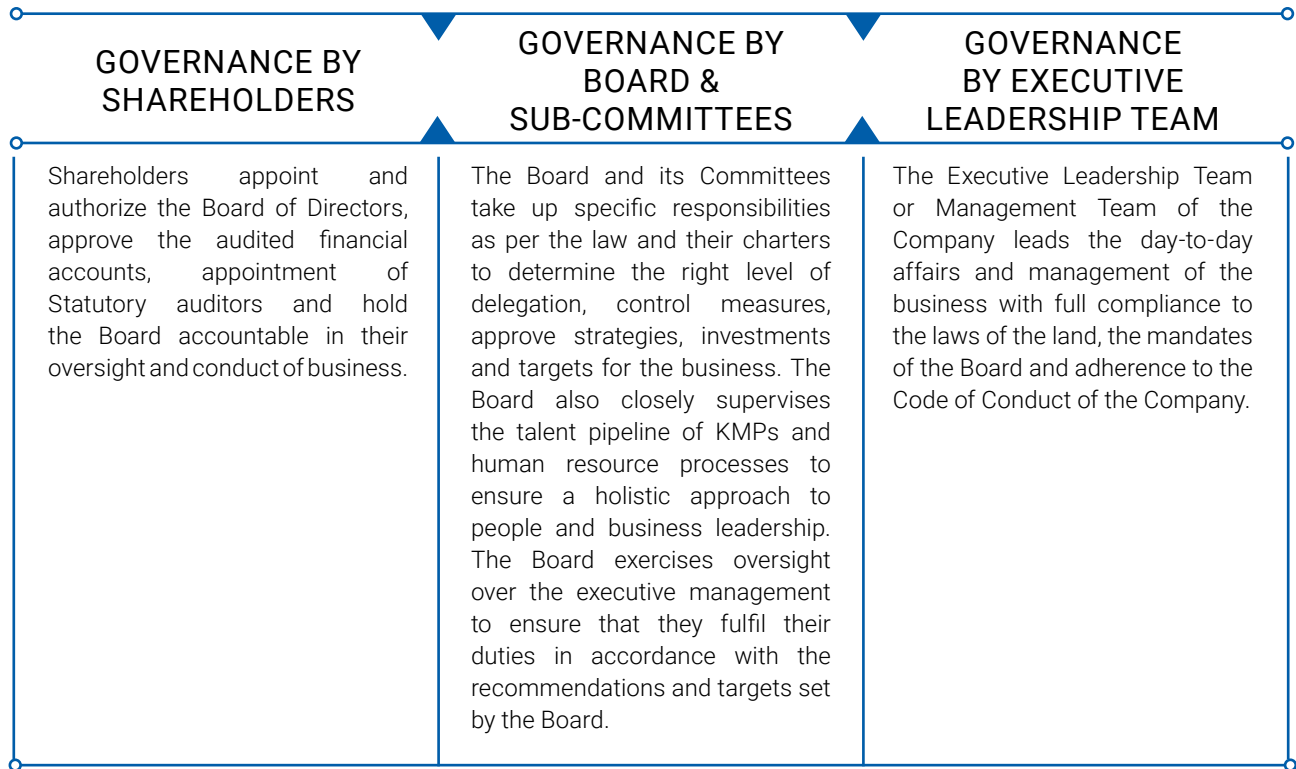
This statement outlines the Company's governance framework, detailing the structures and processes that uphold our unwavering commitment to sound governance.

## Corporate Governance Framework

A high level of ethics, compliance, and a robust governance culture is essential for the effective execution of our business strategies and ensures sustained long-term growth. Our governance principles are:



Our governance framework is tri-faceted and structured as follows:



The governance framework is designed to enhance management effectiveness, reduce risk, and promote a value-driven corporate culture. Committed to maintaining the highest levels of integrity and exemplifying the highest standards of business conduct, good corporate governance is the foundation of the Company. It drives sustainable and responsible business operations with transparency, accountability, and compliance.

### Statutory Adherence

The legal and regulatory standards underlying this framework are the Companies Act 1994, the Listing Regulations of the Dhaka and Chittagong Stock Exchanges, Notifications on Financial Reporting and Corporate Governance issued by the Bangladesh Securities and Exchange Commission (BSEC) and other applicable laws of the land. Apart from this there is a robust set of internal controls, risk management processes and Code of Conduct further strengthening the Company's corporate governance. There is also a robust process of compliance management of the entire operations where compliance is recorded, audited and certified at the granular level to ensure full adherence to the laws of the land.

### Code of Conduct

Marico has implemented a uniform Code of Conduct (CoC) applicable to all business units within the Marico group.

This Code extends to all directors (executive and non-executive), members, interns, apprentices, secondees, and third parties or business associates acting on behalf of the Company. Marico's sustainable growth is underpinned by an empowering work culture rooted in trust and accountability. The CoC ensures that all business activities are conducted ethically and sustainably, benefiting all stakeholders. It guides decision-making, especially during challenging or ambiguous situations. The CoC outlines the expectations for members and associates, providing guidelines that highlight the desired behaviors and actions within our corporate governance ecosystem to:

- conduct our business in an ethical manner and
- ensure highest levels of governance across the organization
- enable discrimination & harassment free work environment.
- create a work environment that is conducive to members & associates alike, based on our values and culture

In the event of a conflict between any provision of the CoC and the law of the land, the law will always prevail. The management will promptly take steps to align the CoC provisions with applicable laws. An outline of Marico's

CoC and its implementation can be found on pages 156 to 158 of this annual report.

## Role and Responsibilities

The key authorities with critical roles in our comprehensive governance programs, and who significantly contribute to the corporate governance process, are:

- The Board of Directors: responsible for oversight and directions
- Executive Management: responsible for driving governance and risk management practices
- The business units and supporting functions: where the activities occur and ownership lies

## Board Composition

The key authorities with critical roles in our comprehensive governance programs, and who significantly contribute to the corporate governance process, are:

- 3 Independent Directors
- 3 Non-Executive Nominee Directors and
- 1 professional being the Country Head

The Board selects its members and leaders through an inclusive and thoughtful process, adhering to the criteria recommended by the Nomination & Remuneration Committee and aligned with the Company's strategy. The Board possesses in-depth knowledge, skills, and extensive experience relevant to the Company's context. The Independent Directors safeguard the interests of all shareholders. The Directors' profiles are presented on pages 35 to 41 of this Annual Report.

## The Chairman

The Companies Act at regulation 54 in schedule-I provides that the directors may elect a Chairman from amongst them who will preside over the general meetings of the Company. Accordingly, the Board of Directors of Marico Bangladesh is headed by a Chairman. All meetings of the Company and the Board are presided over by the Chairman. The Articles of Association of the Company authorizes him with a second and casting vote.

Mr. Saugata Gupta is the Chairman of Marico Bangladesh Limited, a role he has assumed since 2013.

## Chairman and CEO Distinguished

As mentioned earlier, the Board is chaired by a non-executive Chairman, while the day-to-day operations are

overseen by the Country Head/CEO, a distinct individual. The roles of the Chairman and Country Head/CEO are well-defined in writing within the Articles, ensuring transparency and effective governance practices. The Chairman's responsibility includes leading the Board and ensuring its effectiveness and governance processes, while the Country Head assumes authority over daily management within the Company.

## Roles and Responsibilities of the Chairman

- The Chairman's responsibility is defined through the Articles guided by the Board, the Company's Code of Conduct and the Code of Corporate Governance.
- However, the primary role of the Chairman is to preside over meetings of the Board and Company (AGM/EGM) and to ensure that the principles of good governance are established in the Company.
- As Chairman of the Board or Chairman of any Committee formed by the Board he does not personally possess the jurisdiction to apply policy making or executive authority, nor does he participate in or interfere into the administration or operational and routine affairs of the Company.
- The Chairman ensures that the Board is functioning in accordance with the Memorandum and Articles of Association of the Company as well as other applicable laws and conventions.
- As authorized by the Articles, the Chairman, if so warranted under the circumstances, may exercise his second and casting vote in the meeting to arrive at a decision.
- The Chairman also maintains relationships with the relevant stakeholders in consultation with the Board as well as the CEO/Country Head, representing the Company as a good/responsible corporate citizen.
- The Chairman may assume any responsibility if the Board so assigns within the purview of the relevant laws and the Articles of Association.

## Responsibilities of the Board

The Board plays a pivotal role in decision-making on critical matters, monitoring to avert corporate failure, and balancing the interests of all stakeholders. Strong governance frameworks are thus established, not only to enhance shareholder value but also to contribute positively to society and ensure maximum value for all stakeholders in the Company's ecosystem. The Board implements structures and processes to fulfill its responsibilities,

considering the interests of investors, regulators, management, employees, and other stakeholders. The primary responsibilities of the Board include:

- Oversee management and set goals and direction
- Evaluate strategy and review management performance
- Review management succession planning
- monitor and manage potential conflicts of interest
- ensure the integrity of financial information
- monitor the effectiveness of board governance practices
- ensure compliance to laws and regulations
- ensure adherence to company polices and guidelines
- perform risk assessment and ensure integrity of company's financial reporting

### Committee(s)

To effectively dispense its obligations, the Board has constituted various committees that are listed below. Each committee has its terms of reference as a charter.

Committee	Constitution	Broad Responsibilities
Audit Committee	<ul style="list-style-type: none"> <li>• 3 Independent Directors</li> <li>• 2 Non-executive Nominee Directors</li> <li>• Chair: Ms. Parveen Mahmud, Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>• Oversee financial reporting process</li> <li>• Oversee appointment, remuneration, and evaluation of auditors</li> <li>• Evaluate internal financial controls, internal audit function, and risk management systems</li> <li>• Oversee the programs, partnerships and implementation of corporate social responsibility (CSR) programs of the Company</li> </ul>
Nomination and Remuneration Committee	<ul style="list-style-type: none"> <li>• 1 Independent Director</li> <li>• 2 Non-executive Nominee Directors</li> <li>• Chair: Mr. Zakir Ahmad Khan, Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>• Identifying persons who are qualified to become Directors and KMPs</li> <li>• Review and approve the remuneration philosophy for Directors, KMPs and other employees</li> <li>• Review and approve policies on Board diversity and effectiveness</li> <li>• Oversee the talent management and HR processes and principles of the Company</li> </ul>

The Board currently has two sub-committees which are the Audit Committee and Nomination & Remuneration Committee. The Audit Committee has delegated responsibilities to assist the Board in ensuring fair & transparent financial reporting as well as a prudent control environment to protect against financial and non-financial failures, abuses or fraud. The Nomination & Remuneration Committee assists the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of managing performance, remuneration and overall corporate culture and talent management principles. The duties and responsibilities of the Committees are clearly defined by the Board. The

Committee therefore strictly adheres to a set of terms of reference approved by the Board.

### Board Audit Committee

The Audit Committee is constituted according to the conditions of the BSEC guidelines and Corporate Governance Code 2018. The Committee comprises 3 Independent Directors and 2 Non-Executive Nominee Directors. The Country Head is a permanent invitee to the Committee. The Board has appointed Ms. Parveen Mahmud, Independent Director as Chairman of the Committee in accordance with the Code. All members of the Audit Committee are 'financially literate' as per regulatory requirement and can analyze and interpret financial statements to effectively discharge their duties

and responsibilities as members of the Audit Committee. The Country Head, the Chief Financial Officer, the Head of Internal Audit & Compliance and the Company Secretary attend all meetings of the Committee and Internal Auditors of the Company and representatives of external auditors attend the meetings upon invitation by the Audit Committee. The key responsibilities and activities of the Audit Committee are elaborated in the Audit Committee Report which is presented at pages 122 to 125 of this Report. Additionally, the Committee also ensures adherence to the Secretarial Standards issued by the Institute of Chartered Secretaries Bangladesh.

## Board Nomination & Remuneration Committee

The Nomination & Remuneration Committee ("NRC") is constituted in compliance with the provisions of the Corporate Governance Code 2018. The Committee is composed of 1 Independent Director, 2 Non-Executive Nominee Directors, and 2 non-voting Advisory Members. Mr. Zakir Ahmed Khan, an Independent Director, has been appointed by the Board as the Chairperson of the Committee as per the Code's requirements. Each member of the NRC is fully qualified to fulfill their duties and responsibilities effectively.

The key responsibilities of the Committee are detailed in the Nomination & Remuneration Committee Report, which can be found on pages 126 to 128 in this Report. The Company Secretary serves as the Secretary to the Committee, ensuring corporate compliance and facilitating the Board and Committee's efficient functioning by organizing and participating in all Board and Committee meetings.

## Management Team

The senior management plays a significant role in managing the business as per the norms of corporate governance, the Company's Code of Conduct and ensures that adequate internal controls are in place and supported through a strong internal control framework. In addition to the legal framework guiding the discharge of functions of the management team, the Marico values underlie and functions as the moral compass of the organization. The implementation of the Board's plans, strategies and policies are carried out by the management team lead by the Country Head. At the time of this report, the management team comprises the following members:

- Mr. Sumitava Basu, Country Head
- Mr. Shafiq Musharrof, Chief Financial Officer
- Mr. Mohammad Mahmud Hasan, Director – Sales

- Mr. Allen Ebenezer Eric, Director - Marketing
- Mr. Md. Saiful Alam, Director - Manufacturing
- Mr. Zahedur Rahman, Director - Supply Chain
- Mr. K M Sabbir Ahmed, Director - Human Resources
- Mr. Rashed Bin Ehshan, Director - Legal & Corporate Affairs

The management team reports directly to the Board and is tasked with executing the policies and decisions made by the Board. They oversee daily business operations, develop and coordinate business and corporate strategies, and ensure their implementation. The management team is responsible and accountable to the Board for achieving business performance in line with the approved annual operating plan and delivering maximum returns for all stakeholders.

## Board and Committee Meetings

The composition & meetings of the Board and Committees are stated in the Director's Report and Committees' Reports respectively.

## Shareholder Meetings

The Company values and places great emphasis on shareholder meetings. The Annual General Meetings give the Board and management the opportunity to connect with shareholders and get their feedback on the performance and governance of the business. The Company ensures timely and adequate notices and disclosures for all shareholder meetings. The 24th Annual General Meeting will be held via digital platform.

## Our Corporate Responsibility Principles

- Commitment to conduct business in an honest, ethical and lawful manner. A Code of Conduct guides ethical decisions for all members of the Board which dictates our ethical behavior and manifests our value system that promotes business transparency and builds shareholder trust.
- Commitment to protect the health and safety of our members, the environment, and our communities.
- Commitment to provide a workplace where all employees can fulfill their potential based on merit and ability and unleash their potential in a safe and harassment free workplace
- To transform in a sustainable manner the lives of all those we touch, by nurturing and empowering them to maximize their true potential which is reflected in

our commitment to sustainable development and to constantly add value for the benefit of our shareholders, employees, consumers and the society.

- Create value for our stakeholders while continually improving our performance as a good corporate citizen with active engagement in CSR activities

### Internal Audit

Marico Bangladesh's internal audit function has the responsibility for independently assessing the adequacy and effectiveness of:

- -the internal control over financial reporting based on the framework and criteria established under the internal financial control-integrated framework and
- management of significant risk areas

### Financial Reporting

The Financial reporting system is the backbone of a successful information structure. Marico has strong financial reporting procedures in place. Financial statements are prepared in accordance with the applicable laws including:

- The Companies Act 1994
- The Securities and Exchange Rules 2020
- The Listing Regulations of the Stock Exchanges
- International/Bangladesh Financial Reporting Standards (IFRS/BFRS) and other applicable financial legislations.
- The Financial Reporting guidelines of the Financial Reporting Council and BSEC

The management is entrusted with the responsibility of designing, implementing, and maintaining internal controls essential for the accurate preparation and fair presentation of financial statements, ensuring their integrity and freedom from material misstatements due to fraud or error. Rational accounting estimates are formulated based on prevailing circumstances, employing appropriate accounting policies and interpretations. These reports undergo regular scrutiny by relevant authorities, with the Audit Committee of the Board exercising vigilant oversight throughout this process.

Quarterly, external auditors conduct a thorough review of the financial statements. Following meticulous examination, the financial reports are presented to the Board for final review and adoption.

### Commitments

Marico Bangladesh has started its operation in the country more than 22 years ago, and within this time the Company has achieved significant milestones and established itself as key player in the consumer packaged goods industry of Bangladesh. The company has expanded remarkably through its flagship brands, Parachute, Parachute Advanced, Parachute Just for Baby and Parachute Naturale Shampoo. Over the years, the Company has successfully created a diversified portfolio by foraying into skin care, male grooming, baby care and food categories.

The Company is not only focused on strengthening business performance but on growing competencies and sustainable business practices. The Company's strength in corporate governance has resulted in Marico becoming a respected and reputed business entity in the country with a strong corporate image and Parachute being one of the most trusted brands by consumers. The Company is listed on both the Dhaka and Chittagong Stock Exchanges. The stock performance demonstrates public and investor confidence in the Company's long record of steady earnings which is testament to its good corporate governance.

There is high degree of transparency in the Governance framework, fuelled by the presence of Independent Directors. Half of the Board is made up of Independent Directors who have deep involvement in ensuring integrity of financial information & reporting, full and open disclosures and the necessary checks and balances between the Board and Management of the Company. The Independent Directors provide an external and dispassionate insight on the ways of work of the Company and provide valuable guidance to the business.

### External/Statutory Auditors

The annual audit of the Company adheres to the regulations outlined in the Companies Act 1994, Securities and Exchange Rules 2020, Financial Reporting guidelines issued by BSEC, and the Financial Reporting Council. According to these regulations, auditors are appointed by the Shareholders during each Annual General Meeting (AGM), and their remuneration is determined by the Shareholders at the AGM. To ensure the independence of statutory auditors, an appropriate structure is in place based on corporate governance best practices. Statutory auditors are rotated every three years in accordance with BSEC guidelines.

The Audit Committee convenes with statutory auditors to verify their independence and reviews financial statements before submitting them to the Board for approval. Non-audit services that might compromise independence are



not sought from statutory auditors. Besides the annual financial statement audit, auditors also conduct audits of the Company's Quarterly and half-yearly financial statements. A. Qasem & Co, Chartered Accountants, serves as the statutory auditor and is not involved in any other services for the Company.

### Risk Management

At Marico, we adhere to a robust enterprise risk management (ERM) process that is intricately linked to strategy formulation and execution. This systematic approach addresses the top risks confronting the Company. The purpose of our ERM process is to identify potential events that could significantly impact Marico and to take appropriate initiatives to either protect against or

capitalize on these risks. Consequently, we utilize our ERM framework to promote consistency and resilience in our risk management methodology.



Given our presence in the dynamic consumer products market, Marico is exposed to a spectrum of external and internal risks that can profoundly affect its performance. Our risk management framework enables us to efficiently navigate these risks while striving for competitive returns. We actively identify, assess, mitigate, monitor, and report principal risks that could materially impact our business. Risk management is an ongoing process and an integral component of our business management strategy. A summary of our principal risks and corresponding treatment strategies is outlined below.





### Risk management objectives



### Risk Management Process

The Company has a robust risk management process which is overseen by the Audit Committee of the Board in accordance with an approved risk management framework which takes into account the materiality or impact of the risk event and likelihood of occurrence.

Risk	Management Plan
<p>1</p>  <p>Operations Risk</p>	<p>These risks pertain to potential disruptions in the production and supply of products to the market. Marico Bangladesh Limited (MBL) operate three factories in the Gazipur and Chattogram area, which is susceptible to labor unrest, particularly due to the presence of surrounding garment industries. To mitigate this risk, management has implemented a rigorous program focused on engagement, dialogue, and capability building for all factory personnel. This proactive approach includes continuous monitoring and recording of factory compliance, along with proactive dialogue with regulators. These measures are aimed at safeguarding against compliance lapses that could trigger operational risks.</p>
<p>2</p>  <p>Market Risk</p>	<p>Market risks encompass factors that can render a business's products or operating model obsolete, such as the emergence of new technologies, shifts in consumer behavior, or competitive disruptions like predatory pricing or excessive media expenditures. These elements have the potential to jeopardize the Company's profitability. Moreover, unfair competition and brand infringements pose risks to brand equity and overall business value. To address these challenges, the Company conducts a thorough review of potential scenarios for key categories during its Monthly Operational Review (MOR). Additionally, the Company has implemented a robust brand protection and intellectual property management strategy to proactively safeguard its successful brands and promptly enforce action against infringers.</p>

	Risk	Management Plan
4	 Financial Risk	Financial risk encompasses credit risks, liquidity risks, currency risks, and interest rate risks. To mitigate these risks effectively, management conducts regular reviews of the company's investments and the financial health of institutions. A formal hedging policy approved by the Board is in place, which undergoes periodic reviews based on macro-economic scenarios to mitigate exchange rate fluctuations. Additionally, we maintain a vigilant stance by closely monitoring the external environment for any change event that could potentially trigger risks.
5	 Litigation Risk	The company is engaged in ongoing litigations, as outlined in the contingent liability status on page 205 of this report. Adverse outcomes in these legal matters could lead to financial liabilities, penalties, and reputational risks for the business. To mitigate these risks, the company has developed a litigation management strategy approved by the Audit Committee and regularly reviewed. Additionally, the Legal Function diligently tracks changes in laws, higher judiciary precedents, and external events that could potentially trigger these risks.
6	 Sourcing Risk	The company has proactively evaluated both emerging and existing sourcing risks in response to global macro-economic shifts, including currency fluctuations. To mitigate potential negative impacts, the company has consistently developed strategies to secure long-term supply through advanced technologies, refined processes, and robust systems. By leveraging the expertise of our central procurement team, we ensure a reliable and secure supply chain, maintaining optimal inventory levels.
7	 People Risk	In today's knowledge-based economy, attracting and retaining individuals with the right skills is crucial for long-term success. To mitigate the risk of losing key talent, the Company has developed a unique talent value proposition that enhances attraction, retention, and positions the company as one of the top employers of choice. Simultaneously, management ensures a structured and differentiated learning and development agenda for all key talent, succession planning, and effective talent review processes to facilitate meaningful career growth.

### Code of Conduct

Marico has a uniform Code of Conduct (CoC) that applies to all business units within the Marico group and to all directors (executive and non-executive), members, interns, apprentices, secondees and third parties or agents who act on behalf of the Company. The Code makes sure that all businesses conducted by Marico in any capacity are done in an ethical and sustainable manner while being beneficial to all our stakeholders. It helps us take the right decisions, especially during challenging or conflicting/ambiguous moments. The CoC defines what is expected from members and associates alike. The CoC is a set of guidelines highlighting the desired behaviors and actions from our members to:

- conduct our business in an ethical manner and
- ensure highest levels of governance across the organization
- enable discrimination & harassment free work environment
- create a work environment that is conducive to members & associates alike, based on our values and culture

In the event of a conflict between any provision of the CoC and the law of land, the law of the land will always prevail,

and the management will take immediate steps to align the provisions of the CoC with applicable laws.

### Reporting and Compliance of Corporate Governance

As required, status of compliance with the conditions laid down in the BSEC Notification No. SEC/CMRRC/2006-158/207/Admin/80 dated 3 June 2018 is presented at pages 139 to 149. Further, to ensure adequate regulatory discharge, a Compliance Certificate is also obtained from licensed practicing professional Al-Muqtadir Associates, Chartered Secretaries who has certified that the Company has duly complied with all the regulatory and governance requirements as stipulated by the Bangladesh Securities and Exchange Commission (BSEC). The compliance auditor is also required to be appointed by the shareholders at the general meeting of the Company. As required, copy of the certificate of compliance is also presented in this Annual Report at page 138.

On behalf of the Board,



**Sumitava Basu**  
Country Head

Declaration by

ANNEXURE-A

# MANAGING DIRECTOR/COUNTRY HEAD AND CFO

Date: April 28, 2024  
The Board of Directors  
Marico Bangladesh Limited

## Subject: Declaration on Financial Statements for the year ended on 31st March 2024

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2016-158/207/ Admin/80, Dated June 03, 2018 & under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Marico Bangladesh Limited for the year ended on 31st March 2024 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on 31st March 2024 and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



**Sumitava Basu**  
Country Head



**Shafiq Musharraf FCA**  
Chief Financial Officer (CFO)

# CERTIFICATE

 **AI-Muqtadir Associates**  
Chartered Secretaries & Consultants

efforts umpteenth : ঈমান অর্থীন

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VAT Reg: 19041063900  
BIN No : 000179575-0202

## Report to the Shareholders of Marico Bangladesh Limited on compliance with the Corporate Governance Code

[As required under code I(5) (xxvii) of the BSEC Code of Corporate Governance]

We have examined the compliance status to the Corporate Governance Code by **Marico Bangladesh Limited** for the year ended on 31st March 2024. This code relates to the gazette notification no: BSEC/CMRRCD/2006-158/207/Admin/80 dated the 3rd June 2018 (as amended) of Bangladesh Securities and Exchange Commission (BSEC).

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of Corporate Governance Code. This is a scrutiny and verification and an independent audit on compliance of the conditions of Corporate Governance Code as well as provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of the Corporate Governance Code.

We state that we have obtained all the information and explanations or representations, which we have required, and after due scrutiny and verification thereof, we report that in our opinion and subject to the remarks and observations as reported in the connected Compliance Statement :

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

This report, however, is no endorsement about quality of contents in the Annual Report of the Company for the year 2024.

**AI-Muqtadir Associates**  
Chartered Secretaries & Consultants



Dhaka, July 01, 2024

A.K.A. Muqtadir FCS  
CEO & Chief Consultant

## Statement of

## ANNEXURE-C

## COMPLIANCE

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

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

(Report under Condition No. 9)

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
1(1)	Board's size: The number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty):	√		As at March 31, 2024 the Board of Marico Bangladesh Limited (MBL) comprised of 7 Directors.
<b>1(2)</b>	<b>Independent Directors</b>			
1(2) (a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):  Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company	√		As at March 31, 2024 there are three Independent Directors on Board, viz:  Mr. Zakir Ahmad Khan, Ms. Parveen Mahmud and Ms. Sheela Rahman which is more than 1/5th of the total number of Directors.
1(2)(b)(i)	Does not hold any share or holds less than 1% shares of the total paid-up shares of the Company	√		As declared by the Independent Directors
1(2)(b)(ii)	Not a sponsor/not connected with any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds 1% or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family members are also not allowed to hold more than 1% shares of the total paid-up shares of the Company	√		As above
1(2)(b)(iii)	Not an executive of the Company in immediately preceding 2 (two) financial years	√		As above
1(2)(b)(iv)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated Companies	√		As above
1(2)(b)(v)	Not a member or TREC holder/director/officer of any stock exchange	√		As above
1(2)(b)(vi)	Not a shareholder, director excepting independent director or officer of any member or TREC holder of any stock exchange or an intermediary of the capital market	√		As above
1(2)(b)(vii)	Not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of any concerned statutory audit firm or any firm that is already engaged with the Company	√		As above
1(2)(b)(viii)	Not an independent director in more than 5 (five) listed companies	√		As above

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
1(2)(b)(ix)	Not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution; and"	√		As above
1(2)(b)(x)	Not been convicted for a criminal offence involving moral turpitude	√		As above
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM):  Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;	√		Appointed at AGM
1(2)(d)	The post cannot remain vacant for more than 90 (ninety) days	√		No such case in the year
1(2)(e)	The tenure of office shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only. A former independent director may be reappointed for another tenure after a time gap of 3 years from his/her completion of consecutive two tenures. The independent directors shall not be subject to retirement by rotation	√		The Independent Directors (IDs) are in their regular term of office.  Mr. Zakir Ahmad Khan and Ms. Parveen Mahmud are currently in their second term while Ms. Sheela Rahman was appointed by the Board as Independent Director on 5 June 2022 and she is currently in her first term of office.
<b>1(3)</b>	<b>Qualification of Independent Directors</b>			
1(3)(a)	shall be a knowledgeable individual with integrity and able to ensure compliance with relevant laws as well as able to make meaningful contribution to the business	√		The qualification and background of the IDs are commensurate to the requirements of the position and are stated in the Directors' Profile.
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million/ any listed company/a member of any national or international chamber of commerce or registered business association or	√		Do
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company;	√		Do

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law;  Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service;			Not Applicable
1(3)(b)(iv)	University Teacher having educational background in Economics or Commerce or Business Studies or Law;			Not Applicable
1(3)(b)(v)	Practicing advocate at least in the High Court Division of Bangladesh Supreme Court/CA/CMA/CFA/CCA/CS/ equivalent qualification	√		The qualification and background of the IDs are commensurate to the requirements of the position and are stated in the Directors' Profile.
1(3)€	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		All independent directors have more than Ten years of experiences
1(3)(d)	Relaxation in special cases as to qualifications of independent director			No such instance
<b>1(4)</b>	<b>Duality of chairperson of the Board of Directors and Managing Director or Chief Executive office</b>			
1(4)(a)	The posts of Chairman of the Board and Chief Executive Officer are to be filled by different individuals.	√		The Chairman of the Board and CEO are different individuals and the Chairman is elected from amongst the non-executive Directors. Mr. Saugata Gupta is the Chairman and Mr. Sumitava Basu is the Managing Director/Country Head.
1(4)(b)	MD shall not hold same position in any other listed company	√		No such instance
1(4)(c)	Chairperson shall be a non-executive director	√		In Practice
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	√		Role and Responsibilities of the Chairperson are clearly described in the Corporate Governance Report and those of the Managing Director are defined in the Articles of Association
1(4)(e)	In the absence of regular chairperson, the other members shall elect a non-executive director to chair that particular meeting	√		In Practice
<b>1(5)</b>	<b>Directors' Report to Shareholders</b>			
1(5)(i)	An industry outlook and possible future developments in the industry	√		Disclosed in the Director's Report pages 111 to 118
1(5)(ii)	The segment-wise or product-wise performance	√		As above
1(5)(iii)	Risks and concerns	√		As above
1(5)(iv)	Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin	√		As above
1(5)(v)	Discussion on continuity of any extraordinary activities and their implications (gain or loss)	√		As above

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
1(5)(vi)	A detailed discussion on related party transactions	✓		As above
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments	✓		As above
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing, etc.	✓		As above
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements	✓		As above
1(5)(x)	Remuneration paid to the directors including independent directors	✓		As above
1(5)(xi)	the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	✓		As above
1(5)(xii)	Maintenance of proper books of accounts	✓		As above
1(5)(xiii)	Adoption of appropriate & consistent accounting policies and estimates	✓		As above
1(5)(xiv)	Follow of IAS, IFRS in preparation of the financial statements and any departure there from has been adequately disclosed	✓		As above
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored	✓		As above
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	✓		As above
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed	✓		As above
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained	✓		As above
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	✓		As above
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year	✓		The Company Declared 200% cash dividend for the year ended on 31st March 2024
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	✓		Disclosed in the Director's Report
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director	✓		As above
1(5)(xxiii)	<b>A report on the pattern of shareholding disclosing the aggregate number of shares held by :-</b>			
(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details)	✓		Disclosed in Annexure-1 of annual report
(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details)	✓		As above
c)	Executives and	✓		As above



Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)	✓		As above
1(5)(xxiv)	<b>In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-</b>			
(a)	a brief resume of the director	✓		Stated in the Profile of the Board
(b)	nature of his or her expertise in specific functional areas and	✓		As above
(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board	✓		As above
1(5)(xxv)	<b>A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:</b>			
(a)	accounting policies and estimation for preparation of financial statements	✓		Presented in Management's Discussion and Analysis at pages 119 to 121
(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes	✓		As above
(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof	✓		As above
(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		As above
(e)	briefly explain the financial and economic scenario of the country and the globe	✓		As above
(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company and	✓		As above
(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM	✓		As above
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A	✓		Attached with the Director's Report
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C;	✓		As above
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	✓		
<b>1(6)</b>	<b>Meeting of the Board</b> Shall conduct Board meetings and record the minutes as per BSS	✓		Duly conducted the Board meetings and recorded the minutes as per BSS and the BSEC Notifications pertaining to meetings on digital platform.

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
<b>1(7)</b>	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>			
1(7)(a)	Code of conduct for the Chairman, other Board members and Chief Executive Officer	✓		The Code of Conduct as recommended by NRC is available.
1(7)(b)	Availability of Code of Conduct on the website of the Company	✓		The Code of Conduct available on the website of the Company at <a href="https://marico.com/bangladesh/about-us/code-of-conduct">https://marico.com/bangladesh/about-us/code-of-conduct</a>
<b>2</b>	<b>Governance of Board of Directors of Subsidiary Company:</b>			
2(a)	Same provisions shall be applicable for composition of the Board of the holding and the Board of the subsidiary			Not Applicable
2(b)	At least one independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company			Not Applicable
2 (c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company			Not Applicable
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also			Not Applicable
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			Not Applicable
<b>3(1)</b>	<b>MD or CEO, CFO, Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):-</b>			
3(1)(a)	Appointment of MD or CEO, CFO, HIAC and CS	✓		Duly appointed by the Board
3(1)(b)	Different individuals are in the position of MD or CEO, CFO, HIAC and CS	✓		As at March 31, 2024, Mr. Sumitava Basu is the Managing Director/Country Head, Mr. Shafiq Musharraf is the Chief Financial Officer, Mr. Musficul Haider is the Company Secretary and Mr. Tanmoy Kumar Ghosh is the Head of Internal Audit & Compliance.
3(1)(c)	The MD or CEO, CS, CFO and HIAC don't hold any executive position in any other company at the same time:  Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission:  Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	✓		They do not hold any position in any other Company
3(1)(d)	Clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		The roles and responsibilities are separately defined
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		No such case in the reporting year

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
3(2)	Attendance in the meetings of the Board of MD or CEO, CS, CFO and HIAC	✓		In Practice
3(3)(a)	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) to certify to the Board that the financial statements-</b>			
3(3)(a)(i)	Does not contain materially untrue statement and omit any material fact in the financial statements certified by MD & CFO	✓		The declaration of the CEO & CFO is presented in the Annual Report
3(3)(a)(ii)	True & fair view of financial statements certified by MD & CFO	✓		Do
3(3)(b)	Certification of MD and CFO regarding financial statements	✓		Do
3(3)(c)	Annual Report contains certification of MD & CFO on financial statements	✓		Do
<b>4</b>	<b>Board of Directors' Committee</b>			
4(i)	An Audit Committee	✓		In Practice
4(ii)	A Nomination & Remuneration Committee	✓		In Practice
<b>5</b>	<b>Audit Committee</b>			
5(1)(a)	The Company shall have an Audit Committee as a subcommittee of the Board of Directors	✓		In Practice
5(1)(b)	Assistance of the Audit Committee to the Board	✓		The Audit Committee performs as per BSEC Guidelines
5(1)(c)	Responsible to the Board and the duties of the Audit Committee shall be clearly set forth in writing	✓		There is an Audit Committee with roles and responsibilities clearly defined in its Charter as per BSEC Guidelines
<b>5(2)</b>	<b>Audit Committee composition:</b>			
(a)	at least 3 members	✓		The Audit Committee is comprised of 5 (Five) members
(b)	All members are to be non-executive directors except chairman of the board and one member shall be an independent director	✓		In Practice.  The Committee is comprised of 3(three) Independent Directors and 2(two) non-Executive directors.  The Managing Director/ Country Head is a permanent invitee to the committee.
(c)	Financial literacy & minimum 10 years' experience of members	✓		The qualifications and expertise of the members are commensurate to their role and have been duly reviewed by the Board. All members of the Audit  Committee are 'financially literate' as declared by them and have 'related financial management experience' as per the BSEC notification.
5(2)(d)	Fill up the vacancy of office of audit committee member, in case of his/ her expiry or inability to hold office	✓		In Practice
5(2)(e)	The company secretary shall act as the secretary of the Committee	✓		In Practice

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
5(2)(f)	At least 1 (one) independent director in quorum of the committee	✓		In Practice
5(3)(a)	An independent director shall be Chairman of the committee	✓		Ms. Parveen Mahmud, Independent Director, acted as Chairman of the Audit Committee
5(3)(b)	Chairman in the absence of regular Chairman of the Committee	✓		There were no such instance during FY 2023-24.
5(3)(c)	Audit Committee Chairman's presence in Annual General Meeting	✓		In Practice
5(4)(a)	At least its four meetings in a financial year	✓		Total 4 meetings were held in the year
5(4)(b)	Quorum: two members or 2/3 of total audit committee member	✓		In Practice
5(5)(a)	Oversee the financial reporting process	✓		In Practice
5(5)(b)	Monitor choice of accounting policies and Principles	✓		In Practice
5(5)(c)	Monitor Internal Audit & Compliance Process	✓		In Practice
5(5)(d)	Oversee hiring and performance of external Auditors	✓		In Practice
5(5)(e)	Meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption	✓		In Practice
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval	✓		In Practice
5(5)(g)	Review the quarterly and half yearly financial statements before submission to the board for approval	✓		In Practice
5(5)(h)	Review the adequacy of internal audit Function	✓		In Practice
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		In Practice
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		In Practice
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		In Practice
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors	✓		In Practice
5(5)(m)	Oversee about the uses/applications of funds raised through IPO or RPO or Rights Share Offer			Not Applicable. There was no IPO/RPO/ Rights issue in 2023-24 or in the recent past.
<b>5(6)</b>	<b>Reporting of the Audit Committee</b>			
5(6)(a)(i)	Reporting to the Board of Directors	✓		Audit Committee reports to the Board and key agenda such as approval of financial statements, review of major investments and litigation decisions are adopted at the audit committee prior to placing the same before the Board.

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
5(6)(a)(ii)(a)	Report on conflicts of interests	✓		No such case in the reporting year
5(6)(a)(ii)(b)	Report on suspected or presumed fraud or irregularity or material defect in internal audit/financial statements	✓		Do
5(6)(a)(ii)(c)	Report on suspected infringement of laws & regulatory compliances	✓		Do
5(6)(a)(ii)(d)	Any other matter deems necessary to disclose	✓		Do
5(6)(b)	Report on unreasonably ignored rectification to the Commission	✓		No such situation arose during the year.
5(7)	Reporting to the Shareholders and General Investors	✓		The Audit Committee Report, signed by the Chairman is presented in this Annual Report
<b>6</b>	<b>Nomination and Remuneration Committee (NRC)</b>			
6(1)(a)	NRC as a sub-committee of the Board	✓		Already in place
6(1)(b)	Assists the Board in formulating NRC policy	✓		The NRC duly discharged its responsibilities as per BSEC Guidelines
6(1)(c)	Clearly defined terms of reference of NRC	✓		There is a clearly defined terms of reference and charter of the NRC duly reviewed and approved by the Board.
<b>6(2)</b>	<b>Constitution of the NRC</b>			
6(2)(a)	At least three members including an independent director	✓		The NRC is comprised of 3 (Three) permanent members and 2 (Two) advisory (non-voting) Members, and the Chairman of the Board is the permanent invitee to the Committee.
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	✓		In Practice
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board	✓		In Practice
6(2)(d)	The Board reserve the authority to remove and appoint any member of the Committee;	✓		In Practice
6(2)(e)	The Board shall fill the vacancy in case of death, resignation, disqualification, or removal of any member	✓		No such instance arose during the year
6(2)(f)	The Chairperson may appoint external expert for advice or suggestion	✓		No such requirement arose during the reporting year
6(2)(g)	The company secretary shall act as the secretary of the Committee	✓		In Practice
6(2)(h)	Quorum: with at least an independent director	✓		In Practice
6(2)(i)	No remuneration other than director fees/honorarium for any member	✓		In Practice
6(3)	Chairperson of the NRC			
6(3)(a)	Chairman: an independent director	✓		In Practice. Mr. Zakir Ahmad Khan, Independent Director is the Chairman of the NRC

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
6(3)(b)	In the absence of regular Chairman, Chairman from other members	✓		No such instance arose during the year
6(3)©	Chairman's presence in annual general meeting	✓		In Practice
<b>6(4)</b>	<b>Meeting of the NRC</b>			
6(4)(a)	At least one meeting in a financial year	✓		In practice. The NRC met 5 times in the last year.
6(4)(b)	Any emergency meeting upon request by any member of the NRC	✓		No such instance arose during the year
6(4) c	Quorum: Higher of two members or 2/3 of total members including at least one independent director	✓		All meetings fulfilled the necessary quorum requirement.
6(4) d	Confirmation of minutes in the next meeting of the NRC	✓		In Practice
<b>6(5)</b>	<b>Role of the NRC</b>			
6(5)(a)	Shall be independent and responsible or accountable to the Board and to the shareholders	✓		The NRC performed as per BSEC Guidelines
6(5)(b)	NRC shall oversee, among others, following matters and make report with recommendation to the Board:-			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:			
6(5)(b)(i)(a)	The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully	✓		The NRC performed as per BSEC Guidelines
6(5)(b)(i)(b)	Clear relationship among remuneration, performance & benchmarks	✓		Do
6(5)(b)(i)(c)	Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals	✓		Do
6(5)(b)(ii)	Devising a policy on Board's diversity	✓		Do
6(5)(b)(iii)	Identification of directors and top level executives and recommendation for appointment and removal	✓		Do
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board	✓		Do
6(5)(b)(v)	Identifying needs for employees and determine their selection, transfer or replacement and promotion criteria	✓		Do
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies	✓		Do
6(5)(c)	Nomination and remuneration policy, the evaluation criteria and activities of NRC during the year in its annual report.	✓		Disclosed in the Annual Report
<b>7</b>	<b>External or Statutory Auditors</b>			
7(1)(i)	Not involved in appraisal or valuation services or fairness opinions	✓		As declared by the Auditors
7(1)(ii)	Not involved financial information systems design and implementation	✓		Do
7(1)(iii)	Not involved in book-keeping or other services related to the accounting records or financial statements	✓		Do
7(1)(iv)	Not involved as broker-dealer services	✓		Do
7(1)(v)	Not involved in actuarial services	✓		Do
7(1)(vi)	Not involved in internal audit services or special audit services	✓		Do
7(1)(vii)	Not involved in any service that the Audit Committee determines	✓		Do

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not complied	
7(1)(viii)	Not involved in audit or certification services on compliance of corporate governance	✓		Do
7(1)(ix)	Not involved in any other service that creates conflict of interest	✓		Do
7(2)	No partner or his/ her family or employees of the external audit firms hold any share at least during audit work	✓		Do
7(3)	Auditors' or their representative presence in the AGM	✓		In Practice
<b>8</b>	<b>Maintaining a website by the Company</b>			
8(1)	An official website linked with the website of the stock exchange	✓		The official website of the company is <a href="https://marico.com/bangladesh">https://marico.com/bangladesh</a> which is linked with the Stock Exchanges
8(2)	A website functional from the date of listing	✓		In practice
8(3)	Available detailed disclosures on its website as required under the listing regulations of the stock exchange(s).	✓		All shareholder information since listing is available in the "Investor Relations" section of the website
<b>9</b>	<b>Reporting and Compliance of Corporate Governance</b>			
9(1)	Compliance certificate on Corporate Governance Code of the Commission in the Annual Report.	✓		Required Certification has been obtained from Al-Muqtadir Associates, Chartered Secretaries, for the year 2023-24 which is presented in this Annual Report at page 138
9(2)	The compliance auditor shall be appointed by the shareholders in the AGM	✓		In practice
9(3)	Annexure-C attached in the directors' report	✓		Required Annexure-C is presented in this Annual Report at pages 139 to 149

## Shareholding

ANNEXURE-1

## PATTERN

**(a) Shareholding details of Parent or Subsidiary or Associated Companies as on 31st March 2024**

Name	Status	Number of shares held*
Marico Limited	Parent Company	28,350,000

\* Out of which, 1 (One) Share is held by Mr. Harsh Mariwala, Promoter/Sponsor of the Company

**(b) Shareholding details of Director, CEO, CFO, CS and HIAC and their spouses and minor children as on 31st March 2024**

Name	Position	Number of shares held
Ms. Parveen Mahmud	Independent Director	Nil
Mr. Zakir Ahmad Khan	Independent Director	Nil
Ms. Sheela Rahman	Independent Director	Nil
Mr. Saugata Gupta	Nominated Director	1
Mr. Ashish Goupal	Nominated Director	Nil
Mr. Pawan Agrawal	Nominated Director	Nil
Mr. Sumitava Basu	Country Head	Nil
Mr. Shafiq Musharrof	Chief Financial Officer	Nil
Mr. Musficul Hadier	Company Secretary	Nil
Mr. Tanmoy Kumar Ghosh	Head of Internal Audit & Compliance	Nil

**(c) Shareholding details of top 5 salaried executives of the Company as on 31st March 2024**

Name	Position
Allen Ebenezer Eric	Director - Marketing
Zahedur Rahman	Director - Supply Chain
Md. Saiful Alam	Director - Manufacturing
K M Sabbir Ahmed	Director - Human Resource
Sumit Sewanee	Head - Commercial Finance

**(d) Shareholders holding ten percent or more voting interest in the Company**

Name	Status	Number of shares held
Marico Limited	Parent Company	28,350,000



## Dividend

## ANNEXURE-2

## PATTERN

The cash dividend granted by the Company since its listing on the Stock Exchanges is described below:-

	Q1	Q2	Q3	Mid-Q	Q4	H2	EXT Q5	EXT Q6	Total
FY'09						25%			25%
FY 10-11						20%		25%	45%
FY'12			100%						100%
FY'13		100%				50%			150%
FY'14	150%	200%	500%			50%			900%
FY'15	150%		225%			50%			425%
FY'16		300%	100%		50%				450%
FY'17	150%	300%			50%				500%
FY'18	-	250%	250%		100%				600%
FY'19	150%	250%		200%	50%				650%
FY'20	250%	200%	300%		200%				950%
FY'21	300%	200%	200%		200%				900%
FY' 22	200%	200%	200%		200%				800%
FY 23	750%								750%
FY 25					200%				200%

Your Company's wealth distribution philosophy aims at sharing its prosperity with its shareholders. The upward trend reflects consistency in the Company's dividend disbursements over the years and commitment to ensure that shareholders' value is maximized.

During the year, the Board of Directors has announced a final cash dividend of 200% which will be disbursed if approved by the shareholders at the 24th AGM. The dividend declared in FY 24 reflects the Company's approach of balancing wealth distribution with working capital needs and maintaining healthy retained earnings.

# Dividend Distribution POLICY

## 1. Objective

The objective of this Dividend Distribution Policy (**“the Dividend Distribution Policy”**) is to ensure the right balance between the quantum of dividend paid and profits retained in the business for various purposes. In addition, this Policy will also ensure that the distribution of dividend is implemented pursuant to the applicable legislation in the interests of the shareholders and the Company and will also address the management of unclaimed dividends.

## 2. Scope and Legal Basis

This Dividend Policy sets out the principles applicable to the declaration and distribution of dividend to be made by the Company in accordance with its Articles Of Association and applicable laws.

This Policy has been prepared pursuant to the Directive dated 14th January 2021 bearing reference No. BSEC/CMRRCD/2021-386/03 issued by the Bangladesh Securities and Exchange Commission (BSEC). In accordance with the BSEC Directive dated 7th March 2021 bearing reference No. BSEC/CMRRCD/2021-388/07 compliance under the Directive dated 14th January 2021 will commence from 1st July 2021.

## 3. Philosophy

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

## 4. Definitions

### Unless repugnant to the context:

**“Act”** shall mean the Companies Act, 1994 including the Rules made thereunder, as amended from time to time.

**“Applicable Laws”** shall mean the Companies Act, 1994 and rules made thereunder, the Securities and Exchange

Laws, the Stock Exchanges’ Listing Regulations and such other Rules, Regulations, Directive, Circular and Order relating to declaration, entitlement, and distribution of Dividend.

**“Company”** shall mean Marico Bangladesh Limited.

**“Chairman”** shall mean the Chairman of the Board of Directors of the Company.

**“Board”** or **“Board of Directors”** shall mean the Board of Directors of the Company.

**“Dividend”** means any sum payable or distributed to members/shareholders out of profits or reserves of the Company available for that purpose, for a particular period, against each share the member/shareholder owns.

**“MD & CEO”** shall mean Managing Director and Chief Executive Officer of the Company.

**“Policy or this Policy”** shall mean this Dividend Distribution Policy.

## 5. Interpretation

In this Policy, unless the contrary intention appears:

- (a) the clause headings are for ease of reference only and shall not be relevant to interpretation;
- (b) a reference to a clause number includes a reference to its sub-clauses;
- (c) words in singular number include the plural and vice versa;
- (d) Words and expressions used and not defined in this Policy but defined in Companies Act, 1994 or rules made thereunder or Securities and Exchange Commission Act, 1992 or regulations made thereunder or Depositories Act, 1999 and Articles of Association of the Company shall have the meanings respectively assigned to them in those Acts, Rules and Regulations.

## 6. Principles of declaration of Dividend

Dividend shall be declared on per share basis on the Ordinary shares of the Company. Presently, the Authorised Share Capital of the Company is divided into equity/

ordinary shares of face value BDT 10 each. The Company has no other class of shares. The Board shall recommend or declare the amount of dividend on each share based on financial parameters set out below:

### 6.1 Internal Factors

- (a) Consolidated net operating profit after tax;
- (b) Working capital requirements;
- (c) Capital expenditure requirements;
- (d) Resources required to fund acquisitions and / or new businesses
- (e) Cash flow required to meet contingencies;
- (f) Outstanding borrowings
- (g) Past Dividend Trends

### 6.2 External Factors

- (a) Prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws.

### 6.3 The shareholders of the Company may not expect Dividend under the following circumstances:

- (a) Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
- (b) Significantly higher working capital requirements adversely impacting free cash flow;
- (c) Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital;
- (d) Whenever it proposes to utilise surplus cash for buy-back of securities; or
- (e) In the event of inadequacy of profits or whenever the Company has incurred losses.
- (f) Any rules, Directive or guidance issued by BSEC on declaration or distribution of dividend.

The Board may consider not declaring Dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. The Board will provide rationale in the Annual Report in the event of not declaring Dividend.

## 7. Procedure for Declaration and Distribution of Dividend

- 7.1 The Chief Financial Officer (CFO) in consultation with the MD & CEO, and the Company Secretary of the Company shall recommend any amount to be declared/ recommended as Dividend to the Board of Directors of the Company.
- 7.2 Where Dividend declaration or recommendation is proposed for consideration of the Board it shall be a specific agenda for consideration.
- 7.3 Pursuant to the provisions of applicable laws and this Policy, interim Dividend (if any) declared by the Board of Directors may be paid to the shareholders and final Dividend, if any, recommended by the Board of Directors, will be subject to shareholders approval, at the ensuing Annual General Meeting of the Company. No larger Dividends shall be declared than is declared or recommended by the Board of Directors. However, the Company in Annual General Meeting may declare a smaller Dividend.
- 7.4 The stock-broker or a merchant banker or a portfolio-manager of the margin client or customer shall request the Company within 7 (seven) days from the Record Date to pay the Dividends into respective account maintained by the stock broker or a merchant banker or a portfolio manager of the margin client or customer. All such requests shall be made to the designated email address of the Company for this purpose and may also be delivered to the Company by any other means.
- 7.5 The Company shall pay all Dividends in accordance with this Policy through BEFTN.
- 7.6 The Company shall ensure compliance to applicable laws and this Policy in relation to Dividend declaration and distribution by the Company.

## 8. Unpaid or Unclaimed Dividend

Pursuant to the Directive No. BSEC/CMRRCD/2021-386/03 dated 14.01.2021, the Company shall maintain a Bank Account namely "Unclaimed Dividend Account", where unpaid or unclaimed Dividend shall be kept for a period of 3 (three) years from the date of declaration or approval date or record date. After elapse of the afore-mentioned period, if any Dividend remains unpaid or unclaimed or unsettled, such Dividend along with accrued interest shall be transferred to a Fund maintained by Bangladesh Securities Exchange Commission.

## 9. Procedure for claiming unpaid Dividend

- 9.1 The Company has a mechanism in place for claiming unpaid or unclaimed Dividend which is as follows:
- 9.1.1 Shareholders are required to make an "Application for Unpaid Dividend" in the format set out in this Policy. For the ease of shareholders, the Application Form is available on the Company website and at its office.
- 9.1.2 Shareholders may apply in person at the Corporate Office of the Company or submit their application over email to [secretarial.mbl@marico.com](mailto:secretarial.mbl@marico.com)
- 9.1.3 Unpaid Dividends will be paid to the shareholders, upon verification of the relevant BO ID information, cell phone number and email address maintained with the Central Depository of Bangladesh Limited (CDBL)
- 9.1.4 Unpaid Dividends will be paid through issuance of Dividend warrant/BEFTN/other banking channels within 15(Fifteen) working days.
- 9.2 For the avoidance of doubt, all Dividend payments from the Company shall be subject to applicable taxes and shall not bear any interest or whatsoever.

## 10. Disclosure of Dividend Information

The Company maintains a record of unpaid or unclaimed Dividend. Summary of such record shall be available in the Annual Report and in the Quarterly Financial Statements. The Company shall also publish such record in its website in accordance with the Directive No. BSEC/CMRRCD/2021-386/03 dated 14.01.2021.

## 11. General

This Dividend Policy would be subject to revision/ amendment in accordance with changes in applicable laws or the guidelines issued by BSEC or such other regulatory authority as may be authorized, from time to time, on the subject matter.

The Board shall review this Policy annually. Upon recommendation of the Board, the Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## Summary of

# UNCLAIMED DIVIDEND

The year-wise summary of unclaimed/ unpaid dividend which was sent to Capital Market Stabilization Fund (CMSF)

SL no	Financial Year	Dividend Type	Rate of Dividend	Total Dividend	Record Date	Transfer to CMSF (Capital Market Stabilisation Fund)	Transferred Date of CMSF
1	2009	Final	25%	78,750,000	13-Dec-09	1,483,419	24-Nov-21
2	2011	Interim	25%	78,750,000	2-Nov-10	611,264	11-Jan-22
		Final	20%	63,000,000	8-May-11	584,212	11-Jan-22
3	2012	Interim	100%	315,000,000	1-Feb-12	2,148,331	24-Nov-21
4	2013	Interim	100%	315,000,000	4-Nov-12	434,628	
		Interim	50%	157,500,000	02-Jul-13		
6	2014	Interim	150%	472,500,000	04-Aug-13	711,408	
7	2015	Interim	150%	472,500,000	07-Aug-14		20-Sep-21
6	2014	Interim	150%	472,500,000	06-Nov-13	673,040	
		Interim	500%	1,575,000,000	12-Mar-14		
7	2015	Final	50%	157,500,000	2-Jul-14	57,406	
		Interim	225%	708,750,000	29-Jan-15	303,527	31-Aug-21
7	2015	Final	50%	157,500,000	18-Jun-15	62,241	27-Oct-21
		Interim	300%	945,000,000	8-Nov-15	385,458	31-Aug-21
8	2016	Interim	100%	315,000,000	15-Feb-16	119,718	31-Aug-21
		Final	50%	157,500,000	17-Aug-16	128,168	31-Aug-21
9	2017	Interim	150%	472,500,000	22-May-16	212,010	31-Aug-21
		Interim	300%	945,000,000	10-Nov-16	449,055	31-Aug-21
9	2017	Final	50%	157,500,000	17-Jul-16	85,073	27-Oct-21
		Interim	250%	787,500,000	14-Nov-17	377,884	31-Aug-21
10	2018	Interim	250%	787,500,000	12-Feb-18	403,909	31-Aug-21
		Final	100%	315,000,000	7-Jun-18	113,425	31-Aug-21
10	2018	Interim	150%	472,500,000	9-Aug-18	183,894	31-Aug-21
		Interim	250%	787,500,000	15-Nov-18	211,132	3-Jul-22
11	2019	Interim	200%	630,000,000	18-Apr-19	294,630	3-Jul-22

Year-wise summary of unclaimed/unpaid dividend as on 31<sup>st</sup> March 2024

Financial Year	Type	Total Dividend	Disbursed but unclaimed by shareholders	Dividend	Record Date
2019-20	3rd Interim Dividend	945,000,000	4,098,001	300%	18-Feb-20
2019-20	Final Dividend	630,000,000	262,671	200%	18-Jun-20
2020-21	1st Interim Dividend	945,000,000	345,053.0	300%	16-Aug-20
2020-21	2nd Interim Dividend	630,000,000	201,003.00	200%	17-Nov-20
2020-21	3rd Interim Dividend	630,000,000	305,226.00	200%	15-Feb-21
2020-21	Final Dividend	630,000,000	689,560.00	200%	27-May-21
2021-22	1st Interim Dividend	630,000,000	449,570.00	200%	18-Aug-21
2021-22	2nd Interim Dividend	630,000,000	328,686.00	200%	11-Nov-21
2021-22	3rd Interim Dividend	630,000,000	231,366.00	200%	27-Feb-22
2021-22	Final Dividend	630,000,000	229,933.00	200%	26-May-22
2022-2023	1st Interim Dividend	1,417,500,000	369,571.00	450%	23-Jun-22
2022-2023	2nd Interim Dividend	945,000,000	316,023.00	300%	21-Aug-22
	Grand Total	5,670,000,000	7,826,663		

Marico

# CODE OF CONDUCT

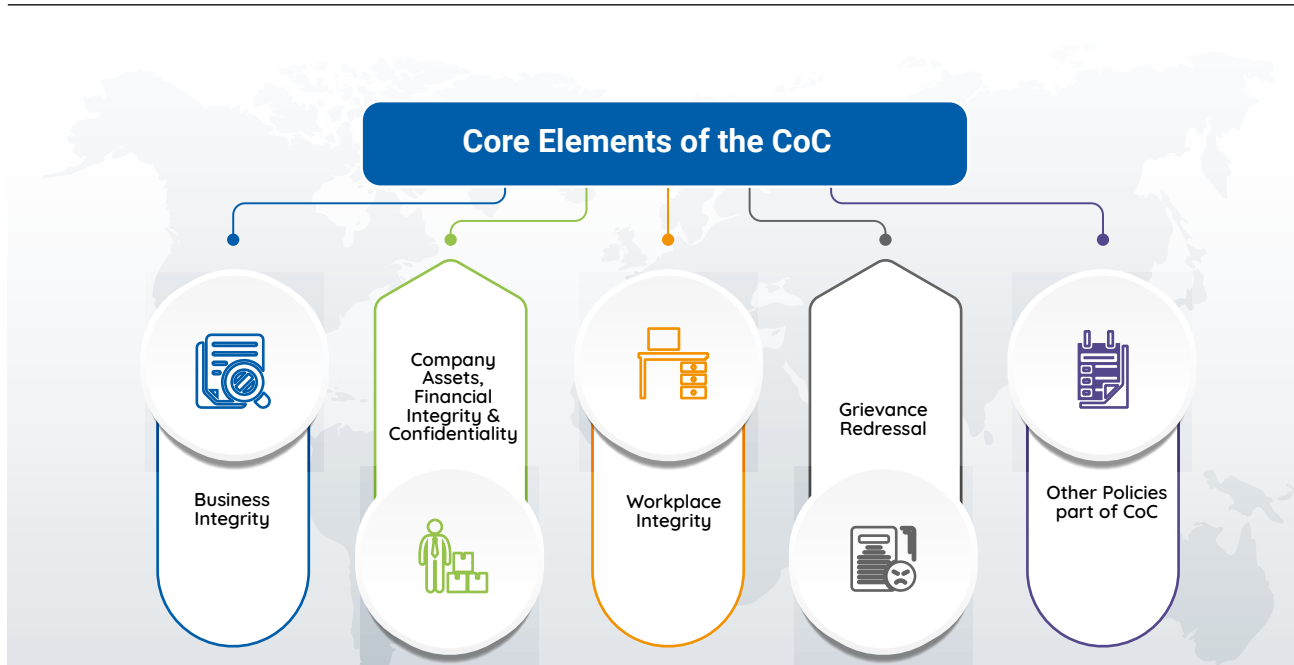
Marico has a uniform Code of Conduct (CoC) that applies to all business units within the Marico group and to all directors (executive and non-executive), members, interns, apprentices, secondees and third parties or business associates who act on behalf of the Company.



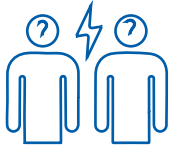
Marico's sustainable growth story rests on an empowering work culture based on trust and accountability. The unique culture at Marico is based on our values which is the DNA of our organization, immersed in every member across hierarchies and geographies. The Code makes sure that all businesses conducted by Marico in any capacity are done in an ethical and sustainable manner while being beneficial to all our stakeholders. It helps us take the right decisions, especially during challenging or conflicting/ambiguous moments. The CoC defines what is expected from members and associates alike. The CoC is a set of guidelines highlighting the desired behaviors and actions from our members to:

- conduct our business in an ethical manner and
- ensure highest levels of governance across the organization
- enable discrimination & harassment free work environment.
- create a work environment that is conducive to members & associates alike, based on our values and culture

In the event of a conflict between any provision of the CoC and the law of land, the law will always prevail and the management will take immediate steps to align the provisions of the CoC with applicable laws.



## BUSINESS INTEGRITY ENCOMPASSES



**CONFLICT OF INTEREST**



**NO BRIBERY AND ANTI  
CORRUPTION**



**ETHICAL WORKING WITH  
ASSOCIATES**



**ETHICAL GIFTS & ENTER-  
TAINMENT**



**COMPLIANCE WITH LAWS  
OF THE LAND**



**ANTI MONEY LAUNDERING**

## Company Assets, Financial Integrity & Confidentiality



### COMPANY ASSETS

- Usage of Company Assets
- Electronic Usage



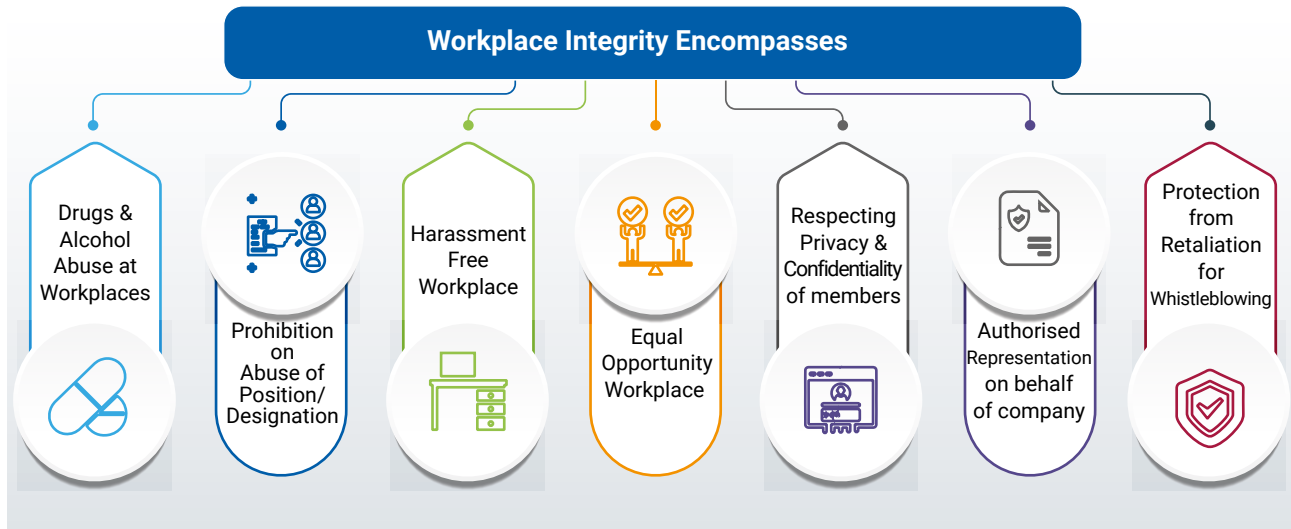
### FINANCIAL INTEGRITY

- Maintenance of accurate records
- Dissemination of financial information
- Employment records
- Adherence to company's policies & SOPs involving use of company's funds
- Prohibition of Insider Trading

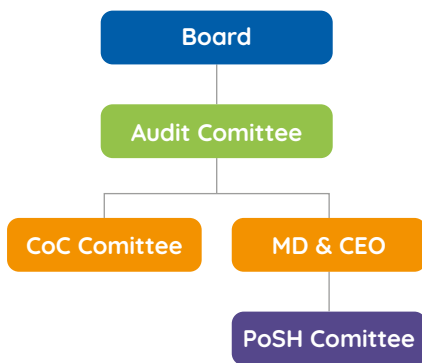


### CONFIDENTIALITY

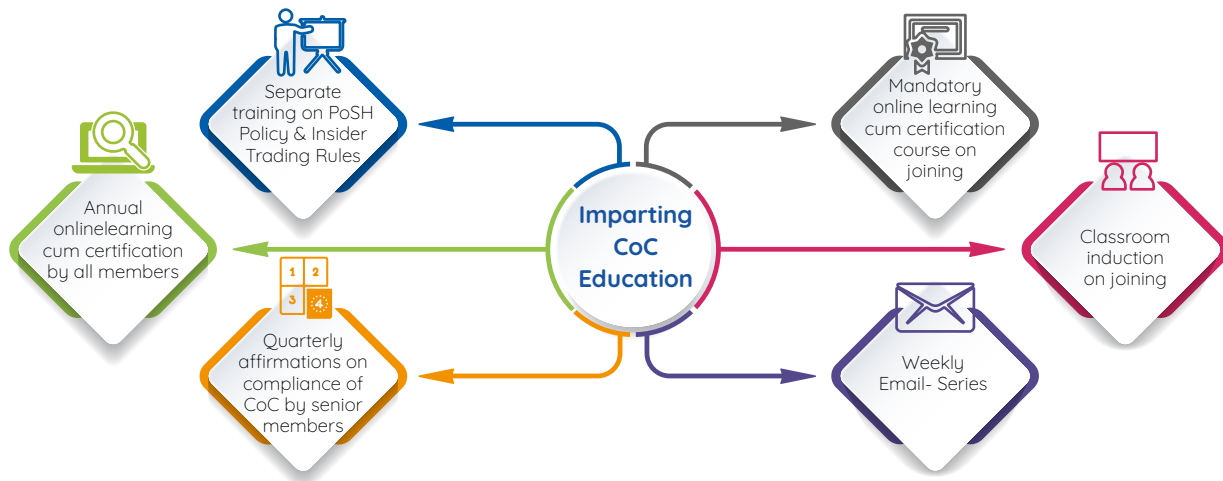
- Confidential Information
- Information Security



**Administration & Governance Code**



- Administration & Governance of the CoC is ensured at the highest level with the Nomination & Remuneration Committee exercising regular oversight over the functioning of the CoC, issues reported and actions taken.
- The Prevention of Sexual Harassment Committee was formed in 2009 in accordance with the Directives issued by the Hon'ble High Court Division in Petition No. 5916 of 2008.
- Marico was one of the first among multinational and listed companies to frame a Prevention of Sexual Harassment Policy and implement the internal committee mechanism as per the High Court Directive



A 360° Ethics & Compliance Program is run to educate members, business associates and vendors towards preventing breaches and encouraging reporting of the same



# BAPLC CERTIFICATE

## BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Ref. No: **CM-2024/164**

**BAPLC**

Date of issue : **March 6, 2024**

### Renewed Certificate

*This is to certify that*

**MARICO BANGLADESH LIMITED**

*is an Ordinary Member of **Bangladesh Association of Publicly Listed Companies**  
and is entitled to all the rights and privileges appertaining thereto.*

*This certificate remains current until 31<sup>st</sup> December 2024.*



  
Secretary General

## Annual Report

## CHECKLIST

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Quality of the Report/ Layout of Contents	Qualitative
Cover and printing including the theme on the cover page	
Appropriateness and effectiveness of photographs and their relevance	
Effectiveness of Charts and Graphs	
Clarity, simplicity and lucidity in presentation of Financial Statements	
<b>Timeliness in issuing Financial Statements and holding AGMs</b>	
3 months' time to produce the Annual Report and hold AGM	AGM is scheduled to be held timely on Tuesday, 30 <sup>th</sup> July 2024
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# SHAREHOLDERS' INFORMATION



# NOTICE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING

Notice is hereby given to all Shareholders of Marico Bangladesh Limited ("Company") that the 24th Annual General Meeting ("AGM") of the Company will be held virtually on **Tuesday, 30th July 2024 at 10:00 A.M.** via Digital Platform through the link <https://agmbd.live/marico2024> hosted from the Corporate Office of the Company to transact the following businesses:

## AGENDA

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024 together with the Reports of the Directors and the Auditors thereon.
2. To approve dividend for the year ended March 31, 2024 as recommended by the Board of Directors of the Company.
3. To elect/re-elect Director in the vacancy caused under Article 97 of the Articles of Association of the Company.
4. To appoint Hoda Vasi Chowdhury & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ending March 31, 2025.
5. To appoint Al-Muqtadir Associates as Corporate Governance Compliance Auditors and to fix their remuneration for the financial year ending March 31, 2025.
6. To approve the appointment of the Managing Director/Country Head as per the Companies Act 1994.

### Special Business

7. Pursuant to Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2009-193/10/ Admin/118 dated 22 March 2021, to consider and approve the related party transactions among the Company and its associated Companies, Marico Limited, Marico Consumer Care Products S.A.E, Marico Gulf LLC, ZED Lifestyle Pvt Ltd and Marico Middle East FZE, as set out in note 31 of the Financial Statements of the Company and to approve related party transactions will be performed in the financial year 2024-25, for sale or purchase of assets in excess of 1% and for the sale or purchase of raw materials, packaging materials, finished goods or services in excess of 10% of the Company's total revenue as shown in the financial year 2023-24, in the normal course of business and on an arm's length basis.

Dhaka

**Date: July 8, 2024**

By Order of the Board

For, **Marico Bangladesh Limited**



**Md. Shahinul Islam**

Company Secretary

### Corporate Office:

Marico Bangladesh Limited  
The Glass House, Level.06, Plot.02, Block.SE(B)  
Gulshan Avenue, Dhaka-1212

## NOTES:

1. The Shareholders whose names appeared in the Member/Depository Register of the Company as on Record Date i.e. Monday, May 27, 2024 are eligible to attend in the AGM and receive dividend.
2. Pursuance to Article 81 of Articles of Association of the Company, Corporate Shareholder of the Company, by resolution of its Directors or other governing body authorize such person as it thinks fit, to act as its representative at the AGM.
3. Pursuance to Article 88 and 89 of Articles of Association of the Company, a Shareholder entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her stead. The "Proxy Form", duly filled, signed and stamped at BDT 100 must be sent through email at **secretarial.mbl@marico.com** not later than 48 hours before commencement of the AGM.
4. The Company will send the Annual Report 2024 with "Proxy Form" in soft format to the e-mail address of the Shareholders as recorded in their Beneficiary Owner ("BO") account maintained with the Depository. In case of non-receipt of Annual Report 2024 which will be sent through email, Shareholders may collect the same from the Company's website at **www.marico.com/bangladesh** .
5. The joining details and Frequently Asked Questions (FAQs) will be available in the Annual Report 2024 and published on the Investor Relations section of the Company's website at **www.marico.com/bangladesh** . It will also be communicated to the e-mail address of the Shareholders as recorded in their BO account.
6. Shareholders can join virtual AGM from Laptop, PC, Mobile or Tab by visiting the link **https://agmbd.live/marico2024** or by scanning the QR Code below:



# FREQUENTLY ASKED QUESTIONS (FAQS) ON VIRTUAL SHAREHOLDER MEETING

## 1. Why is this Annual General Meeting (AGM) only virtual?

Pursuance to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and Letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024, listed Companies whose shares are being traded under A Category continuously for the last 5 (five) years can arrange and hold virtual shareholder meeting, which can be conducted via live webcast by using digital platform. Accordingly, Marico Bangladesh Limited ("Company") will hold its 24th AGM virtually by using digital platform. We believe virtual AGM will increase the ability to engage with all the Shareholders, regardless of their number of shares, resources or physical location.

## 2. How can I participate in the AGM?

You are eligible to participate in the AGM, if you were a Shareholder of Marico Bangladesh Limited as on the "Record Date" i.e. 27 May 2024. You will be able to participate in the AGM online from your laptop, desktop, tablet and smartphone. The link for joining the virtual AGM is: <https://agmbd.live/marico2024> or you can even scan this QR Code



For logging in to the system, you need to put your 16-digit Beneficiary Owner ("BO") account number, total number of shares held on the "Record Date" and other credentials as a proof of your identity. The link of the webcast will also be available at the "Investor Information" section of the Company's website [www.marico.com/bangladesh](http://www.marico.com/bangladesh). The link will also be sent to all our valued Shareholders over SMS.

## 3. How can I submit questions/comments prior to and during the meeting?

The virtual AGM portal will be live 24 hours before the commencement of AGM. You can log-into the portal and leave your questions or comments in writing or upload voice recording for the Board. You can also submit your questions/comments in writing to the Company's designated investor relations email address [secretarial.mbl@marico.com](mailto:secretarial.mbl@marico.com) and during the AGM by typing it out in the "chat" option of the webcast.

## 4. How will the Company address our questions/comments?

During the live Q&A session on the AGM Day, the Board and the Management will try to answer the relevant questions, which will be submitted through the system and/or email prior to or during the meeting. However, Marico Bangladesh Limited reserves the right to edit and reject questions it deems profane, irrelevant or otherwise inappropriate.

## 5. Who is entitled to vote?

Each holder of shares of Marico Bangladesh Limited as on the "Record Date" i.e. 27 May 2024 is entitled to vote at the AGM. The results of voting will be broadcasted in real time in respect of the specific agenda item.

## 6. What is the voting requirement to approve each of the Agenda?

Each agenda will be passed by majority of votes cast from Shareholders attending the meeting. Each agenda receiving more votes in "FAVOUR" than votes "AGAINST" will be passed.

## 7. What is the deadline for voting my shares?

Your vote must be received before the polls close for each agenda item during the AGM.

## 8. What If I have technical difficulties or trouble accessing the virtual meeting?

If you encounter any difficulties accessing the virtual meeting through the link prior to or during the AGM, please call +8801709659362 or +8801324438592 for support



## Virtual Shareholder MEETING

Pursuance to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and Letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024, listed Companies whose shares are being traded under A Category continuously for the last 5 (five) years can arrange and hold virtual shareholder meeting, which can be conducted via live webcast by using digital platform. Accordingly, Marico Bangladesh Limited will hold its 24th AGM virtually by using digital platform and online shareholder tools that –

- Facilitate shareholder attendance and participation.
- Enable shareholders to participate fully, and equally, from any location around the world.



We believe the virtual shareholder meeting will increase the ability to engage with all the shareholders, regardless of their number of shares, resources, or physical location.

### Risk management objectives



#### Access

Marico Bangladesh Limited values the importance of effective communication with its Shareholders. The Company recognizes the rights of Shareholders and the Shareholders' interest are primarily ensured through Marico's AGM.

Accordingly, we have designed our virtual format to enhance, rather than constrain, Shareholder access, participation and communication.



#### Q&A

The Company does not place restrictions on the type or form of questions that may be asked; however, the Company reserves the right to edit profanity or other inappropriate language for publication.

During the live Q&A session of the meeting, the Chair or the Management will try to answer the questions as they come in.



#### Vote

The Shareholders will be able to cast their vote on the agenda items and the results will be broadcasted in real time at the time of approval on the specific agenda item.

We believe good Corporate Governance involves openness and trustful cooperation between all stakeholders involved in the Company, including the owners of the Company – the Shareholders. We have carefully designed the 24th AGM of the Company to provide continuous and meaningful Shareholder engagement and participation. Our committed Board of Directors and Management Team value these interactions and invest significant time and resources to ensure that it has an open line of communication with Shareholders.

## General Shareholder

## INFORMATION

## General Shareholder Information

<b>AGM–Date, time</b>	10:00 a.m. Tuesday, July 30, 2024 Virtually held by using digital platform through the following link <a href="https://agmbd.live/marico2024">https://agmbd.live/marico2024</a>
<b>Financial Year</b>	April 01, 2023 – March 31, 2024
<b>Record Date</b>	Monday, May 27, 2024
<b>Dividend Recommended</b>	Board has recommended 200% final cash dividend for FY 2023-2024.
<b>Dividend Payment Date</b>	Dividend will be paid within 30 (thirty) days from the approval by Shareholders in AGM.
<b>Listing on Stock Exchanges</b>	Dhaka Stock Exchange PLC (DSE) Chittagong Stock Exchange PLC (CSE)
<b>Stock/Scrip Code</b>	DSE – MARICO CSE – MARICO
<b>ISIN number</b>	BD0481MRICO6
<b>Category</b>	Pharmaceuticals & Chemical
<b>Investors' enquiry</b>	+8802222297139 Email: <a href="mailto:secretarial.mbl@marico.com">secretarial.mbl@marico.com</a> Website: <a href="http://marico.com/bangladesh">http://marico.com/bangladesh</a>



# MARICO BANGLADESH LIMITED

Registered Office: House-1, Road-1, Sector-1, Uttara, Dhaka-1230, Bangladesh

Corporate Office: The Glass House, 6th Floor, Plot: 02, Block: SE (B), Gulshan Avenue, Dhaka- 1212

## PROXY FORM

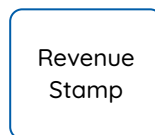
**TWENTY FOURTH ANNUAL GENERAL MEETING WILL BE HELD ON TUESDAY, JULY 30, 2024 AT 10:00 A.M**

<b>BO ID</b>																			
--------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

<b>No. of Shares held</b>											
---------------------------	--	--	--	--	--	--	--	--	--	--	--

I/We, \_\_\_\_\_ of \_\_\_\_\_  
being a shareholder/shareholders of the above-named Company hereby appoint Mr./Mrs. \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the **TWENTY FOURTH ANNUAL GENERAL MEETING** of  
the Company to be virtually held by using digital platform through the following link <https://agmbd.live/marico2024>  
and at any adjournment(s) thereof.

Signed this \_\_\_\_/ \_\_\_\_/ 2024



Signature of Proxy \_\_\_\_\_

Signature of Shareholder \_\_\_\_\_

### Notes:

1. A Shareholder entitled to attend and vote is entitled to appoint a Proxy to attend and vote in his/her stead.
2. A Proxy need not be a Shareholder of the Company.
3. This form in order to be effective must be duly stamped @ BDT 100, completed and signed and the scan copy of the same must be sent through email at [secretarial.mbl@marico.com](mailto:secretarial.mbl@marico.com) not later than 48 hours before commencement of the meeting.

# AUDITOR'S REPORT & FINANCIAL STATEMENTS



## Independent Auditor's Report

# To the Shareholders of Marico Bangladesh Limited

Report on the Audit of the Financial Statements

## Opinion

We have audited the financial statements of Marico Bangladesh Limited ("the Company"), which comprise the statement of financial position as at 31 March 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 March 2024, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements for the year ended 31 March 2024. These matters were addressed in the context of the audit of the financial statements, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

- **Revenue recognition**

**Referring to the Note 22 and Note 7.15 to the financial statements,** Revenue of BDT 14,524 million is recognized in the statement of profit or loss of Marico Bangladesh Limited. This material item is subject to considerable inherent risk due to the risk of being overstated at the end of the reporting period on account of variation in the timing of transfer of control by the management in order to meet expectations of the shareholders and also to achieve performance targets. Accordingly, there could be potential misstatements that revenue made during the period end are not recognised in the correct reporting period.

### How our audit addressed the key audit matter:

In light of the fact that the high degree of complexity and high volume of transactions give rise to an increased risk of accounting misstatements, we assessed the Company's processes and controls for recognizing revenue as part of our audit. Our audit approach included testing of the controls and substantive audit procedures.

- Assessed key controls related to the reporting of revenue; starting from the contract approval to the recognition of sales and subsequent balance of the customer and cash receipt.
- Assessed the invoicing and measurement systems up to entries in the general ledger.
- Analysed and tested customer contracts, invoices and receipts on a sample basis.
- Tested the sales transactions at the year-end on a sample basis by reviewing the relevant supporting documents to ensure the completeness of revenue recognition in the current and subsequent accounting period.
- Performed substantive year end cut-off testing by selecting samples of revenue transactions recorded at and after year end, and verified the underlying supporting documents.
- Scrutinised sales returns and reversals, which were recorded in the general ledger subsequent to year end to identify any significant unusual items.

Furthermore, we read and analysed the disclosures made in the financial statements.

- Uncertain Tax Position:

**Referring to Note 21 and Note 30 of the financial statements**, the Company is subject to periodic review by local tax authorities on a range of tax matters during the normal course of business including indirect taxes and transaction related tax matters that could eventually require payments of taxes and possible additional charges. Judgement is required in assessing the level of provisions and disclosure of contingent liabilities, required in respect of uncertain tax position that reflects management's best estimates of the most likely outcome based on the facts available.

This was a key audit matter because of the amounts involved and because of the estimation of the likely impact and the final outcome of these matters.

The Company records provisions for uncertain liabilities, including tax contingencies, when it is more likely than not that a liability has been incurred, and the amount can be reliably estimated.

### How our audit addressed the key audit matter:

In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:

- Obtained a listing of all ongoing tax litigations
- Discussed with the management regarding tax matters, tax jurisdictions and tax communications;
- Evaluated management's judgment regarding the expected resolution of matters
- Sought and obtained confirmations from external legal counsel of the company
- Analysis of responses in letters independently obtained from the tax consultant and external counsels of the Company on various matters
- Obtained and read the disclosures made in the accompanying financial statements

## Other information included in the Company's 2024 Annual Report

Other information consists of the information included in the Company's 2024 Annual Report other than the financial statements and our auditor's report thereon. Management is responsible for the other information. The Company's 2024 Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

## Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism 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 the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty

exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

### Report on other legal and regulatory requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 2020, we also report the following:

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made do verification thereof;
- In our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of these books;
- The statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and returns; and
- The expenditure incurred was for the purposes of the company's business.

**A. Qasem & Co.**  
Chartered Accountants



**Akhtar Sanjida Kasem, FCA, FCMA, CFE**  
Partner  
Enrolment Number: 643  
DVC: 2405060643AS435398

Place: Dhaka  
Date: 29 April 2024



## Marico Bangladesh Limited

## Statement of financial position

As at 31 March 2024


	Notes	As At	
		31 March 2024	31 March 2023
		BDT	BDT
<b>Assets</b>			
<b>Non Current Assets</b>			
Property, plant and equipment	8A	1,414,648,907	1,304,594,243
Investment property	8B	1,319,156	8,103,932
Intangible assets	9	242,273	553,054
Right-of-use assets	10	345,911,409	266,911,631
Advances, deposits and prepayments	11	54,495,117	65,871,163
Other financial assets	12	7,355,019	7,086,385
Deferred tax asset	30.2	68,821,750	12,486,990
<b>Total Non Current Assets</b>		<b>1,892,793,631</b>	<b>1,665,607,398</b>
<b>Current Assets</b>			
Inventories	13	3,351,467,544	2,528,550,222
Advances, deposits and prepayments	11	756,713,830	1,028,621,890
Other financial assets	12	9,018,705,412	4,184,389,716
Cash and cash equivalents	14	1,887,129,573	2,228,805,865
<b>Total Current Assets</b>		<b>15,014,016,359</b>	<b>9,970,367,693</b>
<b>Total Assets</b>		<b>16,906,809,990</b>	<b>11,635,975,091</b>
<b>Equity</b>			
Share capital	15	315,000,000	315,000,000
Share premium	15.1	252,000,000	252,000,000
Retained earnings		7,643,067,522	3,019,315,643
<b>Total Equity</b>		<b>8,210,067,522</b>	<b>3,586,315,643</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Lease liabilities	18	151,868,409	46,397,509
Employee benefit obligation	17	23,741,889	26,683,320
<b>Total Non Current Liabilities</b>		<b>175,610,298</b>	<b>73,080,829</b>
<b>Current Liabilities</b>			
Trade and other payable	19	7,168,202,840	7,106,383,606
Lease liabilities	18	38,871,187	57,310,504
Employee benefit obligation	17	21,619,307	25,893,750
Loans and borrowings	16	450,000,000	-
Current tax liabilities	21	834,612,174	778,588,742
Unclaimed dividend	20	7,826,662	8,402,017
<b>Total Current Liabilities</b>		<b>8,521,132,170</b>	<b>7,976,578,619</b>
<b>Total Liabilities</b>		<b>8,696,742,468</b>	<b>8,049,659,448</b>
<b>Total Equity and Liabilities</b>		<b>16,906,809,990</b>	<b>11,635,975,091</b>

**Footnotes:**

- Independent auditor's report in page 1 to 5.
- The notes 1 to 41 form an integral part of these financial statements.

**A. Qasem & Co.**

Chartered Accountants


**Akhtar Sanjida Kasem, FCA, FCMA, CFE**

Partner

Enrolment Number: 643

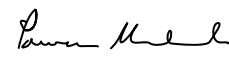
DVC: 2405060643AS435398

Place: Dhaka

Date: 29 April 2024


**Sumitava Basu**  
Country Head

**Musficul Haider**  
Company secretary

**Shafiq Musharraf**  
Chief Financial Officer

**Parveen Mahmud**  
Director

## Marico Bangladesh Limited

## Statement of profit or loss and other comprehensive income

For the year ended 31 March 2024

	Notes	For the year ended	
		31 March 2024	31 March 2023
		BDT	BDT
Revenue	22	14,524,182,830	14,135,741,140
Cost of sales	23	(6,099,250,601)	(6,811,203,460)
<b>Gross profit</b>		<b>8,424,932,229</b>	<b>7,324,537,680</b>
Other income	26.1	40,359,793	27,424,065
General and administrative expenses	24	(1,299,156,185)	(1,221,802,840)
Marketing, selling and distribution expenses	25	(1,015,214,451)	(989,417,810)
Other expense	26.2	(106,661)	(2,861,570)
<b>Operating profit</b>		<b>6,150,814,725</b>	<b>5,137,879,525</b>
Finance income	27.1	579,855,635	162,981,942
Finance costs	27.2	(565,820,362)	(4,355,821)
Net finance income		14,035,273	158,626,121
<b>Profit before contribution to workers participation fund and welfare fund</b>		<b>6,164,849,998</b>	<b>5,296,505,646</b>
Contribution to workers participation fund & welfare fund	28	(308,242,500)	(264,825,282)
<b>Profit before tax</b>		<b>5,856,607,498</b>	<b>5,031,680,364</b>
Income tax expenses	30	(1,250,289,667)	(1,159,268,355)
<b>Profit for the Year</b>		<b>4,606,317,831</b>	<b>3,872,412,009</b>
<b>Other comprehensive income</b>			
Remeasurements of defined benefit liability		17,434,047	17,346,325
<b>Total comprehensive income for the Year</b>		<b>4,623,751,878</b>	<b>3,889,758,334</b>
<b>Earnings per share</b>		<b>BDT</b>	<b>BDT</b>
<b>Basic earnings per share (per value of Tk 10)</b>	29	<b>146.23</b>	<b>122.93</b>

## Footnotes:

1. Independent auditor's report in page 1 to 5.
2. The notes 1 to 41 form an integral part of these financial statements.

A. Qasem & Co.  
Chartered Accountants

  
Akhtar Sanjida Kasem, FCA, FCMA, CFE  
Partner

Enrolment Number: 643  
DVC: 2405060643AS435398

Place: Dhaka  
Date: 29 April 2024



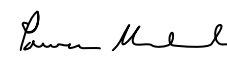
Sumitava Basu  
Country Head



Musficul Haider  
Company secretary



Shafiq Musharraf  
Chief Financial Officer



Parveen Mahmud  
Director

## Marico Bangladesh Limited

## Statement of changes in equity

For the year ended 31 March 2024

	Attributable to owners of the Company			
	Share capital	Share premium	Retained earnings	Total
	BDT	BDT	BDT	BDT
<b>Balance at 1 April 2023</b>	<b>315,000,000</b>	<b>252,000,000</b>	<b>3,019,315,643</b>	<b>3,586,315,643</b>
<b>Total comprehensive income for the year</b>				
Profit for the year	-	-	4,606,317,831	4,606,317,831
Other comprehensive income	-	-	17,434,047	17,434,047
<b>Total comprehensive income for the year</b>	<b>315,000,000</b>	<b>252,000,000</b>	<b>4,623,751,878</b>	<b>4,623,751,878</b>
<b>Transactions with owners of the Company</b>				
<b>Contributions and distributions</b>				
Total transactions with owners of the Company	-	-	-	-
<b>Balance at 31 March 2024</b>	<b>315,000,000</b>	<b>252,000,000</b>	<b>7,643,067,522</b>	<b>8,210,067,522</b>
<b>Balance at 1 April 2022</b>	<b>315,000,000</b>	<b>252,000,000</b>	<b>2,122,057,310</b>	<b>2,689,057,310</b>
<b>Total comprehensive income for the year</b>				
Profit for the year	-	-	3,872,412,009	3,872,412,009
Other comprehensive income	-	-	17,346,325	17,346,325
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>3,889,758,334</b>	<b>3,889,758,334</b>
<b>Transactions with owners of the Company</b>				
<b>Contributions and distributions</b>				
Final dividend for the year 2021-2022	-	-	(630,000,000)	(630,000,000)
First interim for the year 2022-2023	-	-	(1,417,500,000)	(1,417,500,000)
Second interim for the year 2022-2023	-	-	(945,000,000)	(945,000,000)
<b>Total transactions with owners of the Company</b>	<b>-</b>	<b>-</b>	<b>(2,992,500,000)</b>	<b>(2,992,500,000)</b>
<b>Balance at 31 March 2023</b>	<b>315,000,000</b>	<b>252,000,000</b>	<b>3,019,315,643</b>	<b>3,586,315,643</b>

## Footnotes:

1. Independent auditor's report in page 1 to 5.
2. The notes 1 to 41 form an integral part of these financial statements.

**Marico Bangladesh Limited**  
**Statement of cash flows**  
For the year ended 31 March 2024

	For the year ended	
	31 March 2024	31 March 2023
	BDT	BDT
<b>Cash flows from operating activities</b>		
Collection from customers and others	14,520,186,187	14,289,512,210
Payment to suppliers and for operating expenses	(7,297,441,959)	(8,089,335,233)
<b>Cash generated from operating activities</b>	<b>7,222,744,228</b>	<b>6,200,176,977</b>
Interest paid	(148,664,115)	(8,968,594)
Interest received	326,831,686	196,329,343
Income tax paid	(1,250,600,996)	(993,636,288)
<b>Net cash from operating activities</b>	<b>6,150,310,803</b>	<b>5,393,901,438</b>
<b>Cash flows from investing activities</b>		
Acquisition of property, plant and equipment	(243,710,829)	(517,290,654)
Acquisition of intangible assets	-	(1,151,571)
Proceeds from disposal of PPE	4,304,862	(328,075)
Encashment of/(Investment in) fixed deposits	(4,601,092,226)	(2,122,524,749)
<b>Net cash used in investing activities</b>	<b>(4,840,498,193)</b>	<b>(2,641,295,049)</b>
<b>Cash flows from financing activities</b>		
Net proceeds from loans and borrowings	450,000,000	-
Dividend paid	(2,028,925,000)	(963,573,744)
Payment of lease liability	(72,563,902)	(65,420,941)
<b>Net cash used in financing activities</b>	<b>(1,651,488,902)</b>	<b>(1,028,994,685)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(341,676,292)</b>	<b>1,723,611,704</b>
<b>Opening cash and cash equivalents</b>	<b>2,228,805,865</b>	<b>505,194,161</b>
<b>Closing cash and cash equivalents</b>	<b>1,887,129,573</b>	<b>2,228,805,865</b>

**Footnotes:**

1. Independent auditor's report in page 1 to 5.
2. The notes 1 to 41 form an integral part of these financial statements.

**Marico Bangladesh Limited****Notes to the financial statements**

For the year ended 31 March 2024

**1. Reporting entity****1.1 Company profile**

Marico Bangladesh Limited (hereinafter referred to as "MBL"/"the Company") is a public limited company incorporated on 6 September 1999, vide the certificate of incorporation number C-38527(485)/99 of 1999 in Bangladesh under the Companies Act 1994 and has its registered address at House # 01, Road # 01, Sector # 01, Uttara Model Town, Dhaka-1230. The corporate address of the Company is at The Glass House, Level 6-7, Plot 2, Block SE(B), Gulshan 1, Dhaka 1212. The Company was initially registered as a private limited company and subsequently converted into a public limited company on 21 September 2008. The Company was listed with both Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) on 16 September 2009.

**1.2 Nature of business**

The Company is engaged in manufacturing and marketing of consumer products under the brand name of Parachute, Nihar, Saffola, Hair Code, Livon, Parachute Advansed, Beliphool, Ayurvedic Gold, Extra Care, Parachute Advansed Body Lotion, Set-Wet, Just for Baby, Beardo, Medicare safelife and Bio Oil in Bangladesh. The Company started its commercial operation on 30 January 2000. Subsequently, it started its commercial production at Filling unit, Crushing unit and Refinery unit in 2002, 2012 & 2017 respectively. Its manufacturing plants are located at Mouchak, Kaliakoir, Gazipur and Shirirchala, Mahona, Bhabanipur, Gazipur. The company has invested to set up a new manufacturing plant in Mirsharai Economic Zone (MEZ) and started its commercial operation from 4th July 2023. The Company sells its products through its own distribution channels comprising of sales depots located in Gazipur, Chittagong, Bogra and Jessore.

**2. Basis of preparation****2.1 Statement of compliance**

In accordance with the requirement of the gazette notification issued by The Financial Reporting Council (FRC) on 22 November 2020, the financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs).

The Company also complied with the requirements of following laws and regulations from various Government bodies:

- i. Bangladesh Securities and Exchange Rules 2020;
- ii. The Companies Act, 1994;
- iii. The Income Tax Act, 2023; and
- iv. The Value Added Tax and Supplementary Duty Act, 2012;

The title and format of these financial statements follow the requirements of IFRSs which are to some extent different from the requirement of the Companies Act, 1994. However, such differences are not material and in the view of management, IFRS format gives a better presentation to the shareholders.

Details of the Company's accounting policies including changes during the year, if any, are included in note 7.

**2.2 Authorisation for issue**

These financial statements are authorised for issue by the Board of Directors in its 128th Board of Directors meeting held on 29th April, 2024.

**2.3 Reporting period**

The financial period of the Company covers one year from 01 April to 31 March and is followed consistently.

**2.4 Comparative and reclassification**

Comparative information has been disclosed for all numerical, narrative and descriptive information where it is relevant for understanding of the current year financial statements. Comparative figures have been rearranged/reclassified wherever considered necessary, to ensure better comparability with the current year financial statements and to comply with relevant IFRSs.

**3. Functional and presentation currency**

These financial statements are presented in Bangladeshi Taka (Taka/TK/BDT) which is the Company's functional and presentation currency. All amounts have been rounded off to the nearest integer.

**4. Use of judgements and estimates**

In preparing these financial statements, management has made judgements, 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 estimates are recognised prospectively.

**(a) Judgements**

Information about judgements related to lessee accounting under IFRS 16 made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is described in note 7.04 & 7.17.

**(b) Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties at 31 March 2024 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next twelve month period is included in the following notes:

Note 8A	Property, plant and equipment
Note 9	Intangible assets
Note 10	Right-of-use assets
Note 13	Inventories
Note 17	Employee benefit obligation
Note 18	Lease liabilities
Note 21	Current tax liabilities
Note 30.2	Deferred tax
Note 33	Contingent liabilities

**5. Basis of measurement**

The financial statements of the Company have been prepared on historical cost basis except for net defined benefit (asset)/liability for which the measurement basis is the fair value of plan assets less the present value of the defined benefit obligation, as explained in note 7.11.

**6. Standards issued but not yet effective**

A number of new standards are effective for annual periods beginning after 1 April 2020 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

The following amended standards and interpretations are effective from 1 April 2020.

- Amendments To References To Conceptual Framework in IFRS Standards.
- IFRS 17 Insurance Contracts.
- Definition of Material ( Amendments to IAS 1 and IAS 8)

**7. Significant accounting policies**

The Company has consistently (otherwise as stated) applied the following accounting policies to all periods presented in these financial statements.

<b>Note</b>	<b>Particulars</b>
7.01	Foreign currency transactions
7.02	Property, plant and equipment
7.03	Intangible assets
7.04	Right of use assets
7.05	Investment Property
7.06	Inventories
7.07	Cash and cash equivalents
7.08	Financial instruments
7.09	Share capital
7.10	Dividend to the equity holders
7.11	Employee benefits
7.12	Accruals
7.13	Provisions
7.14	Income tax
7.15	Revenue
7.16	Finance income and finance cost
7.17	Lease liabilities
7.18	Impairment
7.19	Contingencies
7.20	Earnings per share
7.21	Events after the reporting period

## 7.01 Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency (BDT) at exchange rates at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at reporting date are re-translated into (BDT) at the exchange rates ruling at the statement of financial position date. Non-monetary assets and liabilities denominated in foreign currencies, stated at historical cost, are translated into (BDT) at the exchange rate ruling at the date of transaction. Foreign exchange differences arising on translation are recognised in profit or loss.

## 7.02 Property, plant and equipment

### i) Recognition and measurement

Property, plant and equipment (PPE) is recognised as an asset if it is probable that future economic benefits associated with the asset will flow to the entity and the cost of the item can be measured reliably.

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the assets, bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

Parts of an item of property, plant and equipment having different useful lives, are accounted for as separate items (major components) of property, plant and equipment.

### ii) Subsequent cost

Subsequent cost of an item of property, plant and equipment is capitalised only if it is probable that future economic benefits embodied within the item will flow to the Company and its costs can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

### iii) Depreciation

No depreciation is charged on land and asset under construction (AuC) as the land has unlimited useful life and AuC has not yet been placed in service /commissioned.

Other items of property, plant and equipment is depreciated on a straight line basis in profit or loss over the estimated useful lives of each item of property, plant and equipment. Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately. Depreciation is charged from the month of acquisition of property, plant and equipment and no depreciation is charged in the month of disposal.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. The estimated useful lives of the items of property, plant and equipment for the current and comparative year are as follows:

Assets	Depreciation rate
Plant and machinery	5-50%
Buildings	5-33%
Furniture, fixtures and office equipment	10-50%
Computer and IT equipment	20-50%

### iv) Derecognition

An asset is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Gains or losses arising from the derecognition of an asset are determined as the difference between net disposal proceeds and the carrying amount of the assets and are recognised in profit or loss.

### v) Asset under construction

Asset under construction represents the cost incurred for acquisition and/or construction of items of property, plant and equipment that are not ready for use which is measured at cost. These are transferred to the property, plant and equipment on the completion of the projects.

### vi) Capitalisation of borrowing costs

As per the requirements of IAS 23 Borrowing Costs, directly attributable borrowing costs are capitalised during construction period for all qualifying assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are those borrowing costs that would have been avoided if the expenditure on the qualifying asset had not been made. All other borrowing costs are recognised in profit or loss in the year in which they are incurred.

**7.03 Intangible assets****i) Recognition and measurement**

Intangible assets have finite useful lives and are stated at cost less accumulated amortisation and any impairment losses. Intangible assets are recognised in accordance with IAS 38 Intangible assets. Intangible assets include cost of acquisition of computer software, intellectual property, copyright and other costs incidental to such capital expenditure.

**ii) Subsequent costs**

Subsequent costs are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate. All other costs are recognised in profit or loss as incurred.

**iii) Amortisation**

Amortisation is recognised in profit or loss on straight line basis over the estimated useful lives of intangible assets from the date they are available for use.

Intangible asset (Computer Software) is amortised at the rate of 20% to 50%.

**iv) Derecognition**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognised in profit or loss.

**7.04 Right of use assets**

The Company recognises a right-of-use asset at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liabilities. When a right-of-use asset meets the definition of investment property, it is presented in investment property. The right-of-use asset is initially measured at cost, and depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, in accordance with the Company's accounting policies.

**7.05 Investment Property**

Investment property is land or a building (including part of a building) or both that is:

- held to earn rentals or for capital appreciation or both;
- not owner-occupied;
- not used in production or supply of goods and services, or for administration; and
- not held for sale in the ordinary course of business.

Investment property may include investment property that is being redeveloped.

An investment property is measured initially at cost. For subsequent measurement an entity must adopt either the fair value model or the cost model as its accounting policy for all investment properties.

Under the cost model, investment property is measured at cost less accumulated depreciation and any accumulated impairment losses. Fair value is disclosed. Gains and losses on disposal are recognised in profit or loss.

**7.06 Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on weighted average cost method, and includes expenditure incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Stores and spares and material in transit are measured at cost.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.



## 7.07 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.

## 7.08 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### ii. Classification and subsequent measurement

#### Financial assets – policy applicable from 1 April 2018

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

#### Financial assets – business model assessment: policy applicable from 1 April 2018

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

how the performance of the portfolio is evaluated and reported to the Company's management; the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

**Financial assets – subsequent measurement and gains and losses: policy applicable from 1 April 2018**

<b>Financial assets at FVTPL</b>	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
<b>Financial assets at amortised cost</b>	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
<b>Debt investments at FVOCI</b>	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
<b>Equity investments at FVOCI</b>	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial assets includes cash and cash equivalents, trade and other receivables and short term investment.

**(a) Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and all cash deposits with maturities of three months or less that are subject to an insignificant risk of changes in their fair value, and are used by the Company in the management of its short-term commitments.

**(b) Trade and other receivables**

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

**(c) Short-term investment**

Short-term investment consists of fixed deposits with original maturity of more than three months. The Company has the positive intent and ability to hold FDR to maturity, and such financial assets are carried as financial assets at amortised cost. Held-to-maturity financial assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, held-to-maturity financial assets are measured at amortised cost using the effective interest method, less any impairment losses.

**iii. Financial liability**

All financial liabilities are recognised initially on the transaction date at which the Company becomes a party to the contractual provisions of the liability.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Financial liabilities include trade and other payables etc.

**(a) Trade and other payables**

The Company recognises trade and intercompany payables when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits.

**(b) Loans and borrowings**

The Company derecognises loans and borrowings when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises loans and borrowings when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

**7.09 Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity.

Paid up capital represents total amount contributed by the shareholders and bonus shares, if any, issued by the Company to the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholders' meetings. In the event of a winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

**7.10 Dividend to the equity holders**

The Company recognises a liability to make cash dividend when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in Bangladesh, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**7.11 Employee benefits****i) Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

**ii) Defined benefit plan (Gratuity)**

The Company operates an unfunded gratuity scheme, provision in respect of which is made annually covering all its eligible employees. This scheme is qualified as defined benefit plan.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the total of any unrecognised past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. When the benefits of the plan are improved, the portion of the increased benefit related to past service by employees is recognised in profit and loss on a straight line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in profit and loss. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised immediately in other comprehensive income. Relevant tax impacts of such remeasurements are also recognised under other comprehensive income.

**iii) Leave encashment**

The Company operates unfunded leave encashment scheme, i.e. if its employees do not avail leave during his/her service, s/he will be entitled to encash privilege leave at the time of separation from the Company subject to maximum 40 days, at the rate of one month's basic pay for 30 days of privilege leave. This scheme is qualified as other long term employee benefits.

The Company's net obligation in respect of leave encashment scheme is the amount of future benefit that employees have earned in return for their service in the current and prior year and the calculation is performed annually by a qualified actuary.

**iv) Workers' profit participation and welfare fund**

The Company operates fund for workers as workers' profit participation and welfare fund ("the Fund") and provides 5% of its Profit before contribution to workers participation fund and welfare fund as per provision of the Bangladesh Labour Act 2006. The Company recognises the contribution to the fund as short term employee benefits.

The Fund is governed by Bangladesh Labour Act, 2006 as amended up to 28 September 2015 and the trust deed.

**7.12 Accruals**

Accruals are liabilities to pay for goods or services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier, including amongst due to employees. Accruals are reported as part of trade and other payables.

**7.13 Provisions**

A provision is recognised in the statement of financial position when the Company has a legal or constructive obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate thereof can be made.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits are required to settle the obligation, the provisions are reversed.

**7.14 Income tax**

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

**i) Current tax**

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Provision for corporate income tax is made following the rate applicable for companies as per Finance Act 2023 i.e 22.5%.

**ii) Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**7.15 Revenue**

The Company has initially applied IFRS 15 Revenue from contracts with customers from 1 April 2018. The Company recognises as revenue the amount that reflects the consideration to which the Company expects to be entitled in exchange for goods or services when (or as) it transfers control to the customer. To achieve that core principle, IFRS 15 establishes a five-step model as follows:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognise revenue when (or as) the entity satisfies a performance obligation.

Considering the five steps model, the Company recognises revenue when (or as) the Company satisfies a performance obligation by transferring a promised good to a customer. Goods are considered as transferred when (or as) the customer obtains control of that goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).

## 7.16 Finance income and finance cost

### i) Finance income

Finance income comprises interest income on funds invested and is recognised as it accrues in profit or loss using the effective interest method.

### ii) Finance cost

Finance costs comprise interest expense on borrowings and foreign exchange gain or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

## 7.17 Lease liabilities

The lease liabilities is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liabilities is subsequently increased by the interest cost on the lease liabilities and decreased by lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

## 7.18 Impairment

### i. Financial assets

The Company recognises loss allowances for ECLs on:

- financial assets measured at amortised cost;
- debt investments measured at FVOCI; and
- contract assets.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

### ii) Non-financial assets

The carrying amounts of the Company's non-financial assets (other than inventories) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of impairment loss (if any). Where it is not possible to determine the recoverable amount of an individual asset, the Company estimates the recoverable amount of the Cash Generating Unit (CGU) to which the asset belongs. An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

## **7.19 Contingencies**

### **i) Contingent liability**

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognised in the statement of financial position of the Company. Moreover, contingencies arising from claims, litigations, assessments, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

### **ii) Contingent asset**

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The Company does not recognise contingent asset.

## **7.20 Earnings per share**

The Company presents basic earnings per share (EPS) data for its ordinary shares. 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 year.

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

## **7.21 Events after the reporting period**

Events after statement of financial position date that provide additional information about the Company's position at the statement of financial position date are reflected in the financial statements. Events after statement of financial position date that are non-adjusting events are disclosed in the notes when material.



	Notes	Computer software	
		31 March 2024	31 March 2023
		BDT	BDT
<b>9. Intangible assets</b>			
See accounting policy in Note 7.03			
<b>Cost</b>			
Opening balance		24,413,446	23,261,875
Additions		-	964,780
<b>Closing balance</b>		<b>24,413,446</b>	<b>24,226,655</b>
<b>Accumulated amortization</b>			
Opening balance		23,710,959	23,209,991
Amortization during the year		460,214	463,609
<b>Closing balance</b>		<b>24,171,173</b>	<b>23,673,601</b>
<b>Carrying amount</b>		<b>242,273</b>	<b>553,054</b>
* Opening balance of Intangible assets has changed due to one reclassification of asset.			
<b>10. Right-of-use assets</b>			
See accounting policy in Note 7.04			
<b>Reconciliation of carrying amount</b>			
<b>Cost</b>			
Opening balance		442,009,097	420,063,229
Additions		169,696,456	34,874,051
Modification		(3,995,758)	-
Disposal		(157,622,728)	(12,928,183)
<b>Closing balance</b>		<b>450,087,067</b>	<b>442,009,097</b>
<b>Accumulated depreciation</b>			
Opening balance		175,097,466	127,347,234
Addition/ Adjustment		62,229,723	58,403,716
Disposal		(133,151,531)	(10,653,485)
<b>Closing balance</b>		<b>104,175,658</b>	<b>175,097,466</b>
<b>Carrying amount</b>		<b>345,911,409</b>	<b>266,911,631</b>
* Disposal has been presented separately in prior year.			
<b>11. Advances, deposits and prepayments</b>			
<b>Advances</b>			
Advance for capital goods		8,967,568	90,131,526
Advance to suppliers and others		765,332,048	955,953,219
		<b>774,299,616</b>	<b>1,046,084,745</b>
<b>Deposits</b>			
Security deposits		4,190,645	12,068,498
		<b>4,190,645</b>	<b>12,068,498</b>
<b>Prepayments</b>			
Prepaid expenses		32,718,686	36,339,810
		<b>32,718,686</b>	<b>36,339,810</b>
	11.1	<b>811,208,947</b>	<b>1,094,493,053</b>



	Notes	Computer software	
		31 March 2024	31 March 2023
		BDT	BDT
<b>11.1 Current and non-current classification of advances, deposits and prepayments</b>			
Current		756,713,830	1,028,621,890
Non-current		54,495,117	65,871,163
		<b>811,208,947</b>	<b>1,094,493,053</b>
<b>12. Other financial assets</b>			
Fixed deposits	12.2	-	1,614,295,444
Treasury Bills	12.3	8,665,999,170	2,450,611,500
Trade receivables		38,200,323	60,694,023
Loans to employees		11,060,481	7,736,276
Accrued interest		310,800,458	58,138,858
	12.1	<b>9,026,060,432</b>	<b>4,191,476,101</b>
<b>12.1 Current and non-current classification of other financial assets</b>			
Current		9,018,705,412	4,184,389,716
Non-current		7,355,019	7,086,385
		<b>9,026,060,432</b>	<b>4,191,476,101</b>
<b>12.2 Fixed deposits (maturity more than three months)</b>			
BRAC Bank PLC		-	502,700,000
The City Bank PLC		-	101,372,222
IPDC Finance Limited		-	101,381,111
IDLC Finance PLC		-	102,871,000
DBH Finance PLC		-	101,350,000
Commercial Bank of Ceylon PLC		-	502,070,000
Eastern Bank PLC		-	101,171,111
Bank Alfalah Limited		-	101,380,000
The Hongkong and Shanghai Banking Corporation Ltd.		-	-
		-	<b>1,614,295,444</b>
<b>12.3 Treasury Bills (maturity more than three months)</b>			
Treasury Bill for 364 days		4,108,982,896	-
Treasury Bill for 182 days		3,732,494,073	483,215,500
Treasury Bill for 91 days		824,522,201	1,967,396,000
		<b>8,665,999,170</b>	<b>2,450,611,500</b>
<b>13. Inventories</b>			
See accounting policy in Note 7.06			
Raw materials		2,403,080,840	1,704,670,892
Packing materials		456,399,201	272,010,468
Finished goods		317,102,123	387,071,251
Stores and spares		41,559,539	35,838,517
Materials in transit		133,325,841	128,959,096
		<b>3,351,467,544</b>	<b>2,528,550,222</b>
<b>14. Cash and cash equivalents</b>			
See accounting policy in Note 7.07			
Cash at bank	14.1	1,879,302,911	1,506,765,881
Balance with bank for unclaimed dividend	20	7,826,662	8,402,017
Fixed deposits	14.2	-	713,637,967
		<b>1,887,129,573</b>	<b>2,228,805,865</b>

	Notes	Computer software	
		31 March 2024	31 March 2023
		BDT	BDT
<b>14.1 Cash at bank</b>			
BRAC Bank PLC		942,576,882	64,385,293
Citibank N.A.		3,855,666	8,086,752
Islami Bank Bangladesh PLC		317,414	29,975,632
Sonali Bank PLC		10,043	7,091,891
Standard Chartered Bank		185,173,700	345,278,771
The Hongkong and Shanghai Banking Corporation Ltd.		338,502	8,558,663
Eastern Bank PLC		214,726,664	930,972,202
Dutch Bangla Bank PLC		8,415,000	4,329,995
The City Bank PLC		1,508,909	55,688
Commercial Bank of Ceylon PLC		301,807,169	108,030,994
State Bank of India		559,079	-
Bank Alfalah Limited		233	-
Mutual Trust Bank PLC		186,826,664	-
Dhaka bank PLC		33,186,986	-
		<b>1,879,302,911</b>	<b>1,506,765,881</b>
<b>14.2 Fixed deposits (maturity less than three months)</b>			
BRAC Bank PLC		-	354,529,467
Eastern Bank PLC		-	359,108,500
		-	<b>713,637,967</b>

	As at	
	31 March 2024	31 March 2023
	BDT	BDT
<b>15. Share capital</b>		
See accounting policy in Note 7.09		
<b>Authorised</b>		
40,000,000 ordinary shares of Tk 10 each	400,000,000	400,000,000
	<b>400,000,000</b>	<b>400,000,000</b>
<b>Issued, subscribed and paid up</b>		
Issued for cash	41,500,000	41,500,000
Issued for consideration other than cash	273,500,000	273,500,000
	<b>315,000,000</b>	<b>315,000,000</b>

**15.1 Composition of shareholding**

Details	No. of share		% of Holding	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Marico Limited, India	28,350,000	28,350,000	90.00%	90.00%
Institutions	2,692,671	2,691,569	8.55%	8.54%
General Shareholders	457,329	458,431	1.45%	1.46%
	<b>31,500,000</b>	<b>31,500,000</b>	<b>100.00%</b>	<b>100.00%</b>

## 15.2 Classification of shareholders by holding

Holdings	No. of shareholders		% of Holding	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Less than 500 shares	3783	3805	93.41%	92.53%
501 to 5,000 shares	182	205	4.49%	4.99%
5,001 to 10,000 shares	37	44	0.91%	1.07%
10,001 to 20,000 shares	19	23	0.47%	0.56%
20,001 to 30,000 shares	9	12	0.22%	0.29%
30,001 to 40,000 shares	4	3	0.10%	0.07%
40,001 to 50,000 shares	7	6	0.17%	0.15%
50,001 to 100,000 shares	5	10	0.12%	0.24%
100,001 to 1,000,000 shares	4	4	0.10%	0.10%
Over 1,000,000 shares	0	0	0.00%	0.00%
	<b>4050</b>	<b>4112</b>	<b>100.00%</b>	<b>100.00%</b>

## 15.3 Share premium

### Holdings

Share premium on paid up share capital

	No. of share	
	31 March 2024	31 March 2023
	252,000,000	252,000,000
	<b>252,000,000</b>	<b>252,000,000</b>

## 16. Loans and borrowings

Short term loan

	31 March 2024	31 March 2023
	BDT	BDT
	450,000,000	-
	<b>450,000,000</b>	<b>-</b>

## 17. Employee benefit obligation

See accounting policy in Note 7.11

Provision for gratuity

Provision for leave encashment

Current

Non-Current

	31 March 2024	31 March 2023
	BDT	BDT
	16,526,505	21,786,564
	28,834,691	30,790,506
	<b>45,361,196</b>	<b>52,577,070</b>
	21,619,307	25,893,750
	23,741,889	26,683,320
	<b>45,361,196</b>	<b>52,577,070</b>

### 17.1 Employee benefits - gratuity

Net defined benefit asset

**Total employee benefit asset**

Net defined benefit liability

**Total employee benefit liability**

**Total employee benefit liability**

13.2

	31 March 2024	31 March 2023
	BDT	BDT
	(83,194,885)	(76,118,863)
	<b>(83,194,885)</b>	<b>(76,118,863)</b>
	99,721,390	97,905,427
	<b>99,721,390</b>	<b>97,905,427</b>
	<b>16,526,505</b>	<b>21,786,564</b>

## 17.2 Current and non-current classification of employee benefits- gratuity

	31 March 2024	31 March 2023
	BDT	BDT
Current	16,526,505	21,324,183
Non-Current		462,381
	<b>16,526,505</b>	<b>21,786,564</b>

## 17.3 Movement in net defined benefit (asset) liability

	Defined benefit obligation		Fair value of plan assets		Net defined (asset) liability
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024
<b>Balance at 1 April</b>	97,905,427	98,552,133	(76,118,863)	(56,847,711)	21,786,564
<b>Included in Profit or Loss</b>					
Interest expense/ (Income)	8,028,245	7,391,410	(6,241,747)	(4,263,578)	1,786,498
Current Service Cost	19,363,109	25,810,134	-	-	19,363,109
	<b>125,296,781</b>	<b>131,753,677</b>	<b>(82,360,610)</b>	<b>(61,111,289)</b>	<b>42,936,171</b>
<b>Included in OCI</b>					
Actuarial (gain)/loss arising from:					
-Demographic assumption		(3,385,949)	-	-	-
-Financial assumption	(18,311,761)	(11,974,514)	-	-	(18,311,761)
-Experience adjustment	(668,996)	(6,244,677)	-	-	(668,996)
Return on plan asset excluding interest income	-	-	1,546,710	4,258,815	1,546,710
	<b>(18,980,757)</b>	<b>(21,605,140)</b>	<b>1,546,710</b>	<b>4,258,815</b>	<b>(17,434,047)</b>
<b>Other</b>					
Contribution paid by the employer	-	-	(8,975,620)	(31,509,499)	(8,975,620)
Benefits paid	(6,594,635)	(12,243,110)	6,594,635	12,243,110	-
	<b>(6,594,635)</b>	<b>(12,243,110)</b>	<b>(2,380,985)</b>	<b>(19,266,389)</b>	<b>(8,975,620)</b>
<b>Balances as at 31 March</b>	<b>99,721,389</b>	<b>97,905,427</b>	<b>(83,194,885)</b>	<b>(76,118,863)</b>	<b>16,526,505</b>

## 17.4 Defined benefit obligation

## (i) Actuarial assumption

The followings were the principal actuarial assumptions at the reporting date:

	31 March 2024	31 March 2023
Discount rate	12.1%	8.2%
Salary increase rate	10.0%	10.0%
Employee turnover rate	16.0%	16.0%

Assumptions regarding future mortality have been used based on published statistics and mortality tables. As there is no published mortality table in Bangladesh and hence the Indian Assured Lives Mortality rate (2006-08) ultimate based on the mortality experience of assured lives in India is being used as a reasonable approximation. This table is based on the experience of assured lives in India during the years 2006 to 2008.

## 17.5 Provision for leave encashment

	31 March 2024	31 March 2023
	BDT	BDT
Opening balance	30,790,506	26,379,735
Provision for leave encashment	7,808,610	13,053,811
Payment during the year	(9,764,425)	(8,643,040)
	<b>28,834,691</b>	<b>30,790,506</b>
Current	5,092,802	4,569,566
Non-Current	23,741,889	26,220,940
	<b>28,834,691</b>	<b>30,790,506</b>

		31 March 2024	31 March 2023
		BDT	BDT
<b>18. Lease liabilities</b>			
See accounting policy in Note 7.17			
The Company leases many assets, including properties, warehouses, depots sales offices and land. Total number of lease assets is twenty and average terms of period of lease is four to fifty years. The incremental borrowing rate (IBR) ranges from 2.70% to 10.40%. The factory leases were entered into many years ago as combined leases of land and buildings. The following table sets out a maturity analysis of lease payables, showing the undiscounted lease payments to be paid after the reporting date.			
Less than one year		38,871,187	57,310,505
One to two years		42,307,690	26,134,320
Two to three years		38,288,191	12,571,804
Three to four years		34,566,784	7,691,383
Four to five years		36,705,745	-
More than five years		-	-
		<b>190,739,596</b>	<b>103,708,013</b>
<b>Lease liabilities included in the statement of financial position</b>			
Current		38,871,187	57,310,504
Non-current		151,868,409	46,397,509
		<b>190,739,596</b>	<b>103,708,013</b>
<b>Amounts recognised in profit or loss</b>		<b>BDT</b>	<b>BDT</b>
Interest on lease liabilities		18,365,984	8,411,440
		<b>18,365,984</b>	<b>8,411,440</b>
<b>Amounts recognised in the statement of cash flows</b>			
Lease rental		72,563,902	65,420,941
Total cash outflow for lease liabilities and interest payments		<b>72,563,902</b>	<b>65,420,941</b>
<b>19. Trade and other payable</b>			
See accounting policy in Note 07.08 iii (a)			
Trade payables	19.1	4,239,782,396	2,550,342,837
Other payables	19.2	2,928,420,445	4,556,040,771
		<b>7,168,202,840</b>	<b>7,106,383,606</b>
<b>19.1 Trade payables</b>			
<b>Intercompany trade payable</b>			
Payable against raw material		918,144,538	711,260,029
Payable against packing material		6,292,479	-
Payable against finished goods		-	376,955
		<b>924,437,017</b>	<b>711,636,984</b>
<b>Third party trade payable</b>			
Payable against raw material		2,715,385,002	1,283,806,815
Payable against services		494,678,985	542,270,032
Payable against packing material		105,281,391	12,629,005
		<b>3,315,345,378</b>	<b>1,838,705,853</b>
<b>Total trade payables</b>		<b>4,239,782,396</b>	<b>2,550,342,837</b>
<b>19.2 Other payables</b>			
<b>Intercompany other payable</b>			
Royalty payable		125,230,371	252,640,679
General and technical assistance fees payable		436,193,023	319,344,214
Dividend payable		-	2,028,925,000
		<b>561,423,394</b>	<b>2,600,909,893</b>

	31 March 2024	31 March 2023
	BDT	BDT
<b>Third party other payable</b>		
Payable against expenses	697,069,919	369,197,008
Payable against business promotion expense	702,053,952	567,190,500
Import duty and related charges payable	233,231,639	170,339,552
Withholding tax and VAT payable	54,865,504	204,077,026
Workers' profit participation and welfare fund	298,242,500	264,825,282
Festival bonus	23,360,461	19,716,272
Advance from customers	183,571,610	244,697,045
Payable against capital goods	45,976,539	57,776,466
Audit fees payable	968,307	880,000
Interest on Deferred LC	75,858,721	8,212,324
Supplementary duty	51,797,899	48,219,403
	<b>2,366,997,051</b>	<b>1,955,130,877</b>
<b>Total other payables</b>	<b>2,928,420,445</b>	<b>4,556,040,771</b>

## 20. Unclaimed Dividend balance

Financial Year	Dividend Type	Rate of Dividend	Total Dividend	Record Date	Unclaimed Dividend as on 31 March 2024	Unclaimed Dividend as on 31 March 2023
2020	Interim	300%	945,000,000	18-Feb-19	4,098,001	4,101,001
	Final	200%	630,000,000	18-Jun-20	262,671	262,821
2021	Interim	300%	945,000,000	16-Aug-20	345,053	345,203
	Interim	200%	630,000,000	17-Nov-20	201,003	201,153
	Interim	200%	630,000,000	15-Feb-21	305,226	324,144
	Final	200%	630,000,000	27-May-21	689,560	690,580
2022	Interim	200%	630,000,000	18-Aug-21	449,570	450,240
	Interim	200%	630,000,000	11-Nov-21	328,686	329,016
	Interim	200%	630,000,000	27-Feb-22	231,366	233,666
	Final	200%	630,000,000	26-May-22	229,933	230,083
2023	Interim	450%	1,417,500,000	23-Jun-22	369,571	891,823
	Interim	300%	945,000,000	21-Aug-22	316,023	342,288
<b>Unclaimed Dividend</b>					<b>7,826,662</b>	<b>8,402,017</b>

\*Total value of Unclaimed dividend represent balance\* after all adjustments

	Notes	As at	
		31 March 2024	31 March 2023
		BDT	BDT
<b>21. Current tax liabilities</b>			
Provision for income tax	211	7,226,505,574	7,913,544,700
Advance income tax	212	(6,391,893,400)	(7,134,955,958)
		<b>834,612,174</b>	<b>778,588,742</b>
<b>21.1 Provision for income tax</b>			
Opening balance		7,913,544,700	6,755,639,460
Provision for current period/year		1,360,062,900	1,163,138,344
<b>Adjustment for prior assessment year:</b>			
Assessment year 2009-2010		(9,098,540)	-
Assessment year 2012-2013		(206,588,040)	-
Assessment year 2013-2014		(279,549,372)	(5,233,104)
Assessment year 2015-2016		(502,672,641)	-
Assessment year 2016-2017		(530,996,790)	-
Assessment year 2017-2018		(511,139,076)	-
Assessment year 2021-2022		(3,069,069)	-
Assessment year 2022-2023		(3,988,499)	-
		<b>7,226,505,574</b>	<b>7,913,544,700</b>

	Notes	As at	
		31 March 2024	31 March 2023
		BDT	BDT
<b>21.2 Advance income tax</b>			
Opening balance		7,134,955,958	6,141,319,671
<b>Payment during the year:</b>			
Payment for current period		742,613,919	644,673,998
<b>Payment for prior year:</b>			
Assessment year 2015-2016		3,618,152	-
Assessment year 2016-2017		2,830,193	-
Assessment year 2017-2018		705,596	-
Assessment year 2022-2023		-	348,962,290
Assessment year 2023-2024		500,833,265	-
<b>Adjustment for prior assessment year:</b>			
Assessment year 2012-2013		(236,519,377)	-
Assessment year 2013-2014		(234,442,800)	-
Assessment year 2015-2016		(485,952,667)	-
Assessment year 2016-2017		(521,632,106)	-
Assessment year 2017-2018		(497,658,995)	-
Assessment year 2018-2019		(17,457,738)	-
		<b>6,391,893,400</b>	<b>7,134,955,958</b>

### 21.3 Year wise break up of provision for current tax and balance of advance income tax for open years

Accounting year ended	Assessment year	Provision for income tax (Amount in Taka)	Advance income tax (Amount in Taka)	Status
31 March 2024	2024-25	1,360,062,900	742,613,919	-
31 March 2023	2023-24	1,163,138,344	1,145,507,263	Return submitted
31 March 2022	2022-23	1,037,918,279	989,845,947	Return submitted
31 March 2021	2021-22	961,534,818	928,793,586	Return submitted
31 March 2020	2020-21	908,685,699	859,770,282	Return submitted
31 March 2019	2019-20	715,903,898	714,242,632	At High Court
31 March 2018	2018-19	603,956,939	542,953,457	Open at CT level
31 March 2014	2014-15	475,304,697	468,166,315	At High Court
		<b>7,226,505,575</b>	<b>6,391,893,400</b>	

## 22. Revenue

See accounting policy in Note 7.15

	For the year ended	
	31 March 2024	31 March 2023
	BDT	BDT
Parachute coconut oil	8,592,795,863	8,575,818,742
Value added hair oil (VAHO)	4,236,429,084	4,045,021,205
Color	39,762,987	45,058,227
Health & Beauty	764,701,198	596,802,096
Baby Segment	336,085,563	276,654,565
Others*	554,408,135	596,386,305
	<b>14,524,182,830</b>	<b>14,135,741,140</b>

\*Others include male grooming, byproduct & others

\*\* Revenue includes BDT 822,016,645 related to Mirsarai plant

		For the year ended	
		31 March 2024	31 March 2023
		BDT	BDT
<b>22.1</b>	<b>Segregation of revenue between domestic and export</b>		
	Revenue from domestic operation	14,473,943,116	14,026,050,969
	Revenue from export	50,239,714	109,690,172
		<b>14,524,182,830</b>	<b>14,135,741,140</b>
<b>23.</b>	<b>Cost of sales</b>	<b>Note</b>	
	Opening stock of finished goods	387,071,251	391,631,323
	Cost of goods manufactured	23.1 6,029,281,473	6,806,643,388
		<b>6,416,352,724</b>	<b>7,198,274,711</b>
	Closing stock of finished goods	(317,102,123)	(387,071,251)
		<b>6,099,250,601</b>	<b>6,811,203,460</b>
	* Cost of Sales includes BDT 366,686,459 related to Mirsarai Plant		
<b>23.1</b>	<b>Cost of goods manufactured</b>	<b>Note</b>	
	Materials consumed	23.1.1 5,515,768,398	6,343,144,115
	Factory overhead	23.1.2 513,513,075	463,499,274
		<b>6,029,281,473</b>	<b>6,806,643,388</b>
<b>23.1.1</b>	<b>Materials consumed</b>		
	Opening stock of raw materials, packing materials and others	2,141,478,971	1,940,796,549
	Purchases during the year	6,408,654,847	6,543,826,537
	Closing stock of raw materials, packing materials and others	(3,034,365,421)	(2,141,478,971)
		<b>5,515,768,398</b>	<b>6,343,144,115</b>
<b>23.1.2</b>	<b>Factory overhead</b>		
	Communication expenses-CoS	564,200	627,981
	Cost of outsourced human resources	115,424,601	106,628,524
	Depreciation-CoS	167,059,981	129,203,888
	Entertainment-CoS	13,047,886	12,844,092
	Power expenses	70,490,065	107,347,279
	Printing and stationery-CoS	1,674,125	1,863,650
	Repairs and maintenance-CoS	23,201,205	19,321,267
	Salaries and allowances-CoS	80,390,546	60,186,158
	Security charges-CoS	12,729,850	9,463,572
	Travelling and conveyance-CoS	8,298,655	7,417,068
	Warehouse rent	20,631,961	8,595,795
		<b>513,513,075</b>	<b>463,499,274</b>
<b>24.</b>	<b>General and administrative expenses</b>		
	Salaries and allowances	634,392,701	567,872,945
	Gratuity	21,149,612	28,937,964
	Rent, rates and taxes	16,906,654	11,148,820
	Professional and legal charges	35,512,222	34,773,932
	Security charges	2,272,445	2,019,492
	Stamp and license fees	16,199,449	11,966,027
	Directors' remuneration and fees	31,537,232	26,010,874
	Repair and maintenance	18,670,820	19,129,995
	Communication expenses	4,431,717	4,501,237
	Subscription to trade association	180,029	258,101
	Entertainment	36,651,477	35,574,525



	For the year ended		
	31 March 2024	31 March 2023	
	BDT	BDT	
Printing and stationery	2,559,968	2,287,305	
Vehicle running expenses	43,507,435	47,405,317	
Travelling and conveyance	18,045,836	23,769,460	
Audit fees	1,874,429	1,148,000	
Insurance premium	27,039,305	23,596,129	
Bank charges	10,714,980	7,013,258	
AGM and public relation	7,155,392	10,474,793	
Conference and training	4,589,485	8,638,629	
Electricity and gas charges	718,817	800,893	
Amortisation	460,214	500,968	
Royalty	139,144,849	134,373,952	
Depreciation	42,595,558	43,393,075	
Depreciation on right-of-use asset	62,229,723	58,403,716	
General and technical assistance fees	103,540,800	106,444,576	
CSR expense	17,075,037	11,358,855	
	<b>1,299,156,185</b>	<b>1,221,802,840</b>	
* General and administrative expenses includes BDT 72,491,102 related to Mirsarai Plant			
<b>25. Marketing, selling and distribution expenses</b>			
Advertisement, travelling and communication expense	702,101,643	737,847,583	
Business promotion expenses	38,260,466	29,811,543	
Other selling & distribution expenses	97,435,068	68,906,349	
Entertainment-Mkt	11,313,774	8,258,554	
Free sample	7,422,612	6,566,773	
Freight- outward	108,514,187	99,289,089	
Market research expenses	50,166,701	38,737,919	
	<b>1,015,214,451</b>	<b>989,417,810</b>	
* Marketing, selling and distribution expenses includes BDT 59,902,937 related to Mirsarai Plant			
<b>26. Other income/(expense)</b>	<b>Note</b>		
Other income	26.1	40,359,793	27,424,065
Other expenses	26.2	(106,661)	(2,861,570)
		<b>40,253,132</b>	<b>24,562,496</b>
<b>26.1 Other income</b>			
Gain on sale of PPE		4,411,524	277,387
Gain on lease disposal/ modification		2,916,834	1,535,798
Gain on cessation of liability		-	146,794
Refund from insurance		2,989,887	1,696,289
Insurance claim		1,313,181	748,701
Rental income		13,525,034	10,206,000
Scrap sales		15,203,333	12,813,096
		<b>40,359,793</b>	<b>27,424,065</b>
<b>26.2 Other expenses</b>			
Loss on sale of PPE		(106,661)	(2,861,570)



## 30.1 Reconciliation of effective tax rate

	For the year ended			
	31 March 2024		31 March 2023	
	%	BDT	%	BDT
Profit before income tax		5,856,607,498		5,031,680,364
Income tax using the corporate tax rate	22.5%	1,317,736,687	22.5%	1,132,128,082
Factors affecting the tax charge for current year:				
Short/(higher) fiscal depreciation and amortisation over that of accounting		(5,351,471)	0.07%	3,631,437
Disallowance for excess prerequisites	0.36%	21,010,176	0.15%	7,486,853
Short/(higher) of leave encashment payment over provision	-0.01%	(440,058)	0.02%	992,423
Disallowance for contribution to CSR project	0.04%	2,134,380	0.03%	1,419,857
Income that exempted from taxation	-1.16%	(68,048,884)	0.00%	-
Effect of special rate of export income	-0.04%	(2,137,412)	0%	(4,239,008)
Other inadmissible expenses	0.32%	18,694,033	0.42%	20,944,370
Foreign exchange loss	1.25%	73,367,304	0.00%	-
Depreciation on leased assets	0.24%	14,001,688	0.26%	13,140,836
Interest on lease liabilities	0.07%	4,132,346	0.04%	1,892,574
Actual rent on leased assets	-0.26%	(15,035,890)	-0.28%	(14,304,407)
Adjustment for prior years	-0.91%	(53,438,474)	-0.10%	(5,233,104)
Deferred tax expense	-0.96%	(56,334,760)	0.03%	1,363,115
<b>Total income tax expense</b>	<b>21.35%</b>	<b>1,250,289,666</b>	<b>23.04%</b>	<b>1,159,268,355</b>

## 30.2 Movement in deferred tax balances

31 March 2024	Net balance at 01 April 2023	Recognised in profit /loss	Recognised in OCI	Net balance as at 31 March 2024	Balance as at 31 March 2024	
	BDT	BDT	BDT	BDT	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	(39,129,939)	14,937,166	-	(24,192,773)	(24,192,773)	-
Provision for leave encashment	(6,927,864)	440,058	-	(6,487,805)	(6,487,805)	-
RoU assets and lease liability under IFRS 16	33,570,813	(1,492,156)	-	32,078,657	-	32,078,657
Unrealized forex loss	-	(70,219,829)	-	(70,219,829)	(70,219,829)	-
<b>Net deferred tax (assets)/liabilities</b>	<b>(12,486,990)</b>	<b>(56,334,759)</b>	<b>-</b>	<b>(68,821,750)</b>	<b>(100,900,407)</b>	<b>32,078,657</b>
31 March 2023	Net balance at 01 April 2022	Recognised in profit /loss	Recognised in OCI	Net balance as at 31 March 2023	Balance as at 31 March 2023	
	BDT	BDT	BDT	BDT	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	(2,918,968)	(36,210,971)	-	(39,129,939)	(39,129,939)	-
Provision for leave encashment	(5,935,440)	(992,424)	-	(6,927,864)	(6,927,864)	-
RoU assets- Impact of IFRS 16	(4,995,696)	38,566,509	-	33,570,813	-	33,570,813
<b>Net deferred tax (assets)/liabilities</b>	<b>(13,850,104)</b>	<b>1,363,115</b>	<b>-</b>	<b>(12,486,990)</b>	<b>(46,057,803)</b>	<b>33,570,813</b>

## 31. Related party transactions

### 31.1 Parent and ultimate controlling party

Marico Limited, India has 90% shareholding of the Company. As a result, the parent of the Company is Marico Limited, India. The ultimate controlling party of the Company is Marico Limited, India.

### 31.2 Transactions with key management personnel

Directors' remuneration and fees

For the year ended	
31 March 2024	31 March 2023
BDT	BDT
31,537,232	26,010,874
<b>31,537,232</b>	<b>26,010,874</b>

Compensation for the Company's key management personnel includes salaries & meeting fees. These expenses are included in administrative expenses.

### 31.3 Other related party transactions

During the year the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balance have been set out in accordance with the provisions of IAS 24 Related party disclosure.

## 31.3.1 Transactions with parent company

Name of the related parties	Relationship	Nature of transaction	Transaction amount		Balance as at 31	
			BDT	BDT	March 2024	March 2023
Marico Limited, India	Parent company	Purchase of RM and PM	45,111,497	14,489,362	20,403,827	
		Purchase of Asset (Mould)	-	162,516	162,516	
		Royalty	139,144,849	125,230,371	252,640,679	
		Dividend	-	-	2,028,925,000	
		General and technical assistance fees	103,540,800	438,518,580	318,694,630	
		Sales of PM	4,206,483	1,219,052	-	
		Other receivables	1,675,973	2,325,557	649,584	

## 31.3.2 Transactions with other related parties

Name of the related parties	Relationship	Nature of transaction	Transaction amount		Balance as at 31	
			BDT	BDT	March 2024	March 2023
Marico Middle East FZE	Associated company	Sale of FG	17,940,922	348,537	-	
		Purchase of RM	3,081,302,431	909,947,656	690,693,686	
		Other receivables	247,096	247,096	-	
Marico South East Asia	Associated company	Sales of PM	2,083,725	-	-	
		Other receivables	130,127	130,127	-	
		Sale of Asset	3,338,537	-	-	
Marico for Consumer Care Products SAE (Erstwhile Wind Co)	Associated company	Sales of PM	10,029,228	-	1,162,456	
ZED Lifestyle Pvt Ltd	Associated company	Other receivables	651,413	651,413	-	
Marico Gulf LLC	Associated company	Purchase of FG	1,975,060	-	376,955	
		Sale of FG	703,712	-	-	

### 32. Disclosures as per BSEC notification no. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018

		As at	
		31 March 2024	31 March 2023
		BDT	BDT
<b>32.1</b>	<b>Calculation of net asset value per share</b>		
	Net asset	8,210,067,522	3,586,315,643
	Number of shares	31,500,000	31,500,000
	<b>Net asset value (NAV) per share</b>	<b>260.64</b>	<b>113.85</b>

		For the year ended	
		31 March 2024	31 March 2023
<b>32.2</b>	<b>Calculation of net operating cash flow per share (NOCFPS)</b>		
	Net cash from operating activities	6,150,310,803	5,393,901,438
	No. of shares	31,500,000	31,500,000
	<b>Net operating cash flow per share (NOCFPS)</b>	<b>195.25</b>	<b>171.23</b>

		For the year ended	
		31 March 2024	31 March 2023
		BDT	BDT
<b>32.3</b>	<b>Reconciliation of net profit with cash flows from operating activities</b>		
	Profit after tax	4,606,317,831	3,872,412,009
	Adjustment for:		
	Depreciation	271,885,263	231,000,680
	Amortisation	460,214	500,968
	Interest expense	148,664,115	17,180,918
	Interest on staff loan	362,348	-
	Interest on lease	18,365,984	8,411,440
	Interest income	(579,855,635)	(162,981,942)
	Loss/(Gain) on sale of PPE	(4,304,862)	2,861,570
	Tax expense	1,250,289,667	1,159,268,355
		<b>5,712,184,925</b>	<b>5,128,653,996</b>
	Changes in operating assets and liabilities:		
	Inventories	(822,917,321)	(196,122,351)
	Advances, deposits and prepayments	202,120,148	(240,052,630)
	Other financial assets	(16,348,006)	(14,662,933)
	Employee benefit obligation	10,218,177	1,839,236
	Trade and other payable	2,137,486,304	1,520,521,656
	Cash generated from operating activities	<b>7,222,744,228</b>	<b>6,200,176,975</b>
	Interest paid	(148,664,115)	(8,968,594)
	Interest received	326,831,686	196,329,343
	Income tax paid	(1,250,600,996)	(993,636,288)
	Net cash flows from operating activities	<b>6,150,310,803</b>	<b>5,393,901,437</b>

\* Net operating cash flow increased due to higher collection and lower payment to supplier in FY24 compared to PY.

### 33. Contingent liabilities

The Company has contingent liability of BDT 1,077,100,000 as on 31 March 2024 in respect of indirect tax (VAT) and workers' profit participation & welfare fund. These are being vigorously defended by the Company. The management does not consider that it is appropriate to make provision in respect of any of these claims.

The Company has ordinary letter of credit amount of Taka 162,667,759, Taka 10,567,055, Taka 110,240,000, Taka 86,410,000 and Taka 5,821,140 with Standard Chartered Bank, Citi Bank NA, Brac Bank PLC, Dhaka Bank PLC and State Bank of India respectively. Shipping guarantee of Taka 11,018,673 with Standard Chartered Bank.

**34. Production Capacity**

Main product	Installed capacity	
	31 March 2024	31 March 2023
Parachute Coconut Oil (PCNO)	36,500	36,500
Copra Crushing	72,000	72,000
CCNO Refining	18,000	18,000
Value Added Hair Oil (VAHO)	28,860	17,160
Water based product	12,000	12,000
Edible Oil	4,000	4,000

**35. Commitment**

	31 March 2024	31 March 2023
	BDT	BDT
i) Capital commitment	39,531,030	160,780,609
ii) Other commitment	297,449,863	438,954,821

L/C amount for import of raw material, packing materials and finished goods which were not received till the reporting date

**36. Dividends declared and remitted**

The Company remitted the following amounts, net of taxes in foreign currency during the year to Marico Limited, India, a non-resident shareholder of the Company.

The company remitted following amounts, net of tax in foreign currency to Marico Ltd. India, a non resident shareholder of the Company.

Dividend for	Dividends remitted	
	31 March 2024	31 March 2023
Final dividend for the year 2021-2022	510,300,000	-
First interim for the year 2022-2023	753,175,000	395,000,000
Second interim for the year 2022-2023	765,450,000	-
	<b>2,028,925,000</b>	<b>395,000,000</b>

**37. Capital management**

For the purpose of the company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

To maintain or adjust capital structure, the Company may adjust the amount of dividend, return on capital, issue new share or obtain long term-debt. All major investment and financing decisions, as a part of its capital management, are evaluated and approved by its Board of Directors.

No changes were made in the objectives, policies or processes for managing capital during the period ended 31 March 2024.

**38. Segment information**

The Company essentially provides similar products to customers across the country. Business activities in which it engages and the economic environments in which it operates are of similar nature. Its business is not segmented by products or geographical areas and its operating result is viewed as a whole by its management. Hence, segment information is not relevant for the Company.

**38.1 New factory in Mirsharai Economic Zone**

The company has invested in a new manufacturing plant located in the Mirsharai Economic Zone (MEZ) and commenced commercial operations on July 4th, 2023. Following the regulations outlined in the Bangladesh Economic Zone Order (BEZA) of 2010 and relevant laws of the land (including SRO No 104 AIN/Income Tax/2020), the company intends to take advantage of the income tax benefits provided for conducting business within the Economic Zone. In order to provide stakeholders with additional information, the company has included a separate note in the financial statements detailing the financial performance of operations within the Economic Zone. This note includes a breakdown of revenue, costs associated, other relevant cost with the company's activities within the Economic Zone, as well as the allocation of common costs based on net sales percentage.



	<b>31 March 2024</b>
	<b>BDT</b>
<b>Revenue</b>	822,016,645
Cost of sales	(366,686,459)
<b>Gross profit</b>	<b>455,330,185</b>
Other income	1,814,172
General and administrative expenses	(72,491,102)
Marketing, selling and distribution expenses	(59,902,937)
Finance costs	(3,006,745)
<b>Profit before contribution to workers participation fund and welfare fund</b>	<b>321,743,574</b>
Contribution to workers participation fund & welfare fund	(19,304,088)
<b>Profit before tax</b>	<b>302,439,485</b>

### 39. Number of employees

The number of employees engaged for the whole year or part there of who received a total salary of TK 36,000 p.a. and above is 399 (previous year:412), among them 54 employees left Marico and 345 (Previous year: 336 ) existed at 31 March 2024.

### 40. Subsequent events

The Board of Directors of Marico Bangladesh Limited at its 128th meeting held on 29 April 2024 has declared 200% final cash dividend i.e. Tk. 20 per share, amount to total Taka 630,000,000 for the period ended at 31 March 2024.

#### 41. Financial instruments - fair values and financial risk management

##### 41.1 Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 March 2024

Particulars	Note	Carrying amount							
		Fair value hedging instruments	Mandatorily at fair value	FVOCI-debt instruments	FVOCI-equity instruments	Financial assets at amortized cost	Other financial liabilities	Total	
		BDT	BDT	BDT	BDT	BDT	BDT	BDT	BDT
<b>Financial assets measured at fair value</b>		-	-	-	-	-	-	-	-
<b>Financial assets not measured at fair value</b>									
Fixed deposits	12.2	-	-	-	-	-	-	-	-
Treasury Bills	12.3	-	-	-	-	8,665,999,170	-	-	8,665,999,170
Loan to employees	12	-	-	-	-	11,060,481	-	-	11,060,481
Trade receivables	12	-	-	-	-	38,200,323	-	-	38,200,323
Cash and cash equivalents	14	-	-	-	-	1,887,129,573	-	-	1,887,129,573
		-	-	-	-	<b>10,602,389,548</b>	-	-	<b>10,602,389,548</b>
<b>Financial liabilities measured at fair value</b>		-	-	-	-	-	-	-	-
<b>Financial liabilities not measured at fair value</b>									
Trade and other payables	19	-	-	-	-	-	-	7,168,202,840	7,168,202,840
Lease liabilities	18	-	-	-	-	-	-	190,739,596	190,739,596
		-	-	-	-	-	-	<b>7,808,942,436</b>	<b>7,808,942,436</b>

#### 41. Financial instruments - fair values and financial risk management (continued)

##### 41.1 Accounting classifications and fair values (continued)

31 March 2023

Particulars	Note	Carrying amount							
		Fair value hedging instruments BDT	Mandatorily at fair value BDT	FVOCI-debt instruments BDT	FVOCI-equity instruments BDT	Financial assets at amortized cost BDT	Other financial liabilities BDT	Total BDT	
<b>Financial assets measured at fair value</b>		-	-	-	-	-	-	-	-
<b>Financial assets not measured at fair value</b>		-	-	-	-	-	-	-	-
Fixed deposits	12.2	-	-	-	-	1,614,295,444	-	-	1,614,295,444
Treasury Bills	12.3	-	-	-	-	2,450,611,500	-	-	2,450,611,500
Loan to employees	12	-	-	-	-	7,736,276	-	-	7,736,276
Trade receivables	12	-	-	-	-	60,694,023	-	-	60,694,023
Cash and cash equivalents	14	-	-	-	-	2,228,805,865	-	-	2,228,805,865
		-	-	-	-	<b>6,362,143,108</b>	-	-	<b>6,362,143,108</b>
<b>Financial liabilities measured at fair value</b>		-	-	-	-	-	-	-	-
<b>Financial liabilities not measured at fair value</b>		-	-	-	-	-	-	-	-
Trade and other payables	19	-	-	-	-	-	7,106,383,606	-	7,106,383,606
Lease liabilities	18	-	-	-	-	-	103,708,013	-	103,708,013
		-	-	-	-	-	<b>7,660,091,619</b>	-	<b>7,660,091,619</b>

## 41.2 Financial risk management

The Company management 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 risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

### 41.2.1 Credit risk

Credit risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligation which arises principally from the Company's receivables from customers.

The Company makes sales on advance basis i.e. it receives advance from customers prior to sale, so there is no credit risk due to uncollectibility from the customers. However, the Company maintains most of the financial assets with short-term deposits and cash and cash equivalents.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Note	31 March 2024	31 March 2023
		BDT	BDT
<b>Financial assets</b>			
Fixed deposits	12.2	-	1,614,295,444
Treasury Bills	12.3	8,665,999,170	2,450,611,500
Loans to employees	12	11,060,481	7,736,276
Trade receivables	12	38,200,323	60,694,023
Cash and cash equivalents	14	1,887,129,573	2,228,805,865
		<b>10,602,389,548</b>	<b>6,362,143,108</b>

## 41.2 Financial risk management (continued)

### 41.2.2 Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets.

The Company's approach to managing liquidity 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.

The contractual maturities of financial liabilities of the Company are as follows:

	Note	Contractual cash flows							
		Carrying amount BDT	Expected cash flow BDT	6 months or less BDT	6-12 months BDT	1- 2 years BDT	2- 5 years BDT	More than 5 years BDT	
<b>31 March 2024</b>									
Trade and other payables	19	7,168,202,840	7,168,202,840	7,168,202,840	-	-	-	-	-
Lease liabilities	18	190,739,596	190,739,595	24,833,604	14,037,583	42,307,690	109,560,719	-	-
		<b>7,358,942,435</b>	<b>7,358,942,435</b>	<b>7,193,036,444</b>	<b>14,037,583</b>	<b>42,307,690</b>	<b>109,560,719</b>	<b>-</b>	<b>-</b>
<b>31 March 2023</b>									
Trade and other payables	19	7,106,383,606	7,106,383,606	7,106,383,606	-	-	-	-	-
Lease liabilities	18	103,708,013	103,708,013	27,909,973	29,400,532	26,134,320	20,263,187	-	-
		<b>7,210,091,619</b>	<b>7,210,091,619</b>	<b>7,134,293,579</b>	<b>29,400,532</b>	<b>26,134,320</b>	<b>20,263,187</b>	<b>-</b>	<b>-</b>

#### 41.2.2 Market risk

Market risk is the risk that includes changes in market price, such as foreign exchange rate, interest rates, and equity prices that may affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

##### i) Currency risk

The Company's exposures to foreign currency risk at 31 March 24 are as follows:

	31 March 2024	31 March 2023
	USD	USD
Import of goods and services	(21,145,860)	(2,175,727)
Bank balance	27,492	325,923
	<b>(21,118,368)</b>	<b>(1,849,804)</b>

The following significant exchange rates have been applied during the year:

	Average rate		Year-end spot rate	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Exchange rate (USD/BDT)	108.91	98.20	110.00	105.07

##### ii) Foreign exchange rate sensitivity analysis

The basis for the sensitivity analysis to measure foreign exchange risk is an aggregate corporate-level currency exposure. The aggregate foreign exchange exposure is composed of all assets and liabilities denominated in foreign currencies.

A 1% change in foreign exchange rates would have increased/(decreased) equity and profits or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates remain constant.

	Profit/(loss)		Equity	
	Strengthening	Weakening	Strengthening	Weakening
	BDT	BDT	BDT	BDT
<b>31 March 2024</b>				
USD (1% movement)	(23,230,205)	23,230,205	(23,230,205)	23,230,205
<b>31 March 2023</b>				
USD (1% movement)	(1,943,589)	1,943,589	(1,943,589)	1,943,589

##### iii) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates. The Company is not exposed to fluctuations in interest rates as it has no floating interest rate bearing financial liability as at the reporting date. The Company has not entered into any agreement involving derivative instrument at the reporting date.

As at 31 March 2024, the interest rate profile of the Company's interest bearing financial instruments was:

	Notes	31 March 2024	31 March 2023
		BDT	BDT
<b>Fixed rate instruments</b>			
Financial assets		-	-
Fixed deposit receipts	12.2	-	1,614,295,444
Treasury Bills	12.3	8,665,999,170	2,450,611,500
Financial liabilities		-	-
<b>Variable rate instruments</b>			
Financial assets		-	-
Financial liabilities		-	-





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