

STRENGTHEN OUR **diversification**

diversify our organisation
by business, geography
and income type to be
more resilient to
economic headwinds
and future trends





ANNUAL REPORT 2022

**STRENGTHEN OUR
diversification**

diversify our organisation
by business, geography
and income type to be
more resilient to
economic headwinds
and future trends



PHOENIX
FINANCE
jumped in 2018

"Our ability to align knowledge, **strategic** guidance and market execution in **partnership** with clients helps us manage **sustainability** transitions more effectively, **together.**"





The Power of Partnership

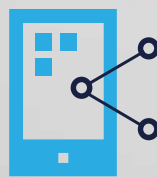
Our industry and country coverage teams work closely together to provide you with seamless access to a wide range of financial products. With deep mastery of individual sectors combined with global and local expertise, our investment bankers' strategic advice, comprehensive solutions and risk management services meet you where you are, so you can plan for the future with confidence.



Real Estate



Transformative
Fund



Tech, Media
& Telecom



Healthcare



Natural
Resources



Power & Utilities



Industrials



Healthcare



Infrastructure



Financial Sponsors

► Vision

We
enable
people,
businesses
and society
to grow.

► Mission

We keep on
going
with the **values** of
collaboration, respect,
innovation, result
orientation and
integrity.

Contents

Company Information	9
Milestone	10
Financial Highlights	11
Notice of the 28th AGM	12
Company Profile	13
Chairman's Message	14-16
The Board of Directors	17-19
Board of Directors' Profiles	20-21
Executive & Audit Committee	22
Senior Management	23-26
Committees/Units/Cell/Desk/Team	27-29
Managing Director's Review	30-32
Head of Branches	33-35
27th Annual General Meeting	36-37
Directors' Report 2022	38-48
Declosure & Compliance	49-68
Corporate Governance Report	69-72
Audit Committee Report 2022	73-75
Attendance by the Director at the Board Meeting	76
Pattern of Shareholdings	77
Compliance Report on Bangladesh Bank's Guidelines	78-80
Credit Rating Report	81
Disclosers on Capital Adequacy & Market Discipline (CAMD)	82-90
Statement on Green Banking	91
Report on Risk Management	92-94
Corporate Social Responsibility	95
Observation of National Mourning Day	96
Investors' Information	97-99
Dividend Distribution Policy	100
Financial Statements 2022	101-144
Proxy Form	145

Company Information

52-53

Head Office Address:

Eunoos Center (Level- 11)
52-53, Dilkusha C/A, Dhaka-1000
Tel : 02223389007-10
Fax : 88 02223387787
E-mail : mail@phoenixfinance.com.bd
pfildhaka@gmail.com

Branches Address:

Principal Branch

Eunoos Center (Level- 11)
52-53, Dilkusha C/A, Dhaka-1000
Tel : 02223389007-10
Fax : 88 02223387787
E-mail : principal@phoenixfinance.com.bd

Chattogram Branch

Ayub Trade Center (2nd Floor)
1269/B Sk. Mujib Road, Agrabad C/A,
Chattogram-4100
Tel : 02333316980, 333310086, 333310089
Fax : 88 02333316981
E-mail : chittagong@phoenixfinance.com.bd

Khulna Branch

Fatema Tower (1st Floor)
2A, KDA Avenue, Khulna-9100
Tel : 0244112924, 477729718
Fax : 88 0244112931
E-mail : khulna@phoenixfinance.com.bd

Bogura Branch

Amicus Center (3rd Floor) 416-417, Sherpur Road,
Bogura Sadar, Bogura-5800
Tel : 02589903344, 589903346
Fax : 88 02589903344
E-mail : bogra@phoenixfinance.com.bd

SME Branch

Phoenix Bhaban (1st Floor)
12, Dilkusha C/A, Dhaka-1000
Tel : 02223380519, 223384643, 223387823, 223385537
E-mail : sme@phoenixfinance.com.bd

Uttara Branch

Zeenat Center-2 (3rd Floor)
House No. 111/A, Road No. 7, Sector No. 4
Uttara, Dhaka-1230
Tel : 0258954462, 58954186
Fax : 88 0258950504
E-mail : uttara@phoenixfinance.com.bd

Imamgonj Branch

House No. 41 (2nd Floor)
Imamgonj, Chawkbazar, Dhaka-1211
Tel : 027342995, 7342766
Fax : 88 027342996
E-mail : imamgonj@phoenixfinance.com.bd

Dhanmondi Branch

Shah Court (2nd Floor), Plot No-84/2,
Road No. 7/A, Satmasjid Road
Dhanmondi, Dhaka - 1209
Tel : 0241020408, 41020411
Fax : 88 0241020409
E-mail : dhanmondi@phoenixfinance.com.bd

Gulshan Branch

Casablanca (4th Floor)
114, Gulshan Avenue, Gulshan, Dhaka-1212
Tel : 02222292874, 222284049
Fax : 88 02222263876
E-mail : gulshan@phoenixfinance.com.bd



Auditor

Malek Siddiqui Wali

Chartered Accountants
9-G, Motijheel C/A, (2nd Floor)
Dhaka-1000, Bangladesh
Extension Office: Property Heights, (1st Floor)
12, R.K. Mission Road, Dhaka-1000
Phone : 88 029513471, 9569867
PABX : 88 029576118-9, 9576128
Fax : 88 029516236
E-mail : wali@satcombd.com
Web : www.msw-bd.com



www.phoenixfinance.com.bd

Milestone

April 19, 1995	▶ Incorporation
April 19, 1995	▶ Commencement of Business
May 09, 1995	▶ Licenced under Bangladesh Bank
September 21, 1995	▶ Signing of First Lease Agreement
April, 1996	▶ Member, Asian Leasing & Finance Association - ALFA
September 25, 1996	▶ Opening of Branch in Chattogram
September 21, 1997	▶ Web Site Launched
November 05, 2000	▶ Achieved Tk.100 crore Finance
August 04, 2004	▶ Opening of Branch in Khulna
Septembe 2004	▶ Member, Association of National Development Finance Institutions in Member countries of the Islamic Development Bank - ADFIMI
September 19, 2005	▶ Opening of Branch in Bogura
January, 2006	▶ Member, Institute of Bankers, Bangladesh - IBB
February 01, 2007	▶ Company changes name from PLC to PFIL
February 07, 2007	▶ Opening of SME Branch in Dhaka
May 20, 2007	▶ Prospectus issued for IPO of PFIL
May 27, 2007	▶ Head Office shifted to Eunoos Center
September 25, 2007	▶ Listed with Dhaka & Chattogram Stock Exchange
September 27, 2007	▶ Trading of public shares of PFIL commenced
December, 2007	▶ Achieved Tk. 500 Crore Finance
August 28, 2008	▶ Opening of Uttara Branch in Dhaka
May 21, 2009	▶ Opening of Imamgonj Branch in Dhaka
August 10, 2010	▶ Opening of Dhanmondi Branch in Dhaka
July 03, 2011	▶ Opening of Principal Branch in Dhaka
May 24, 2012	▶ Opening of Gulshan Branch in Dhaka

Financial Highlights

in BTD Million
where applicable

Particulars	2022	2021	2020	2019	2018
Authorized Capital	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00
Paid up Capital	1,658.74	1,658.74	1,481.02	1,397.19	1,214.95
Reserve & Surplus	(135.22)	1,250.97	1,779.22	1,746.90	1,666.08
Share Holders' Equity	1,523.52	2,909.71	3,260.24	3,144.09	2,881.03
Total Deposits	17,386.12	18,316.95	18,624.52	19,347.22	20,777.74
Total Assets	29,126.65	29,534.60	29,451.97	29,179.74	30,246.42
Investment Portfolio	27,089.93	27,342.86	26,345.82	26,722.04	27,587.37
Operational Revenue	2,166.59	3,082.21	3,672.04	3,952.24	3,998.07
Operational Expenses	1,922.92	2,732.48	3,078.52	3,429.40	3,191.56
Operational Profit	243.67	349.73	593.52	522.84	806.51
Net Profit Before Tax	(1,357.12)	(279.62)	339.32	448.66	474.34
Income Tax	29.07	70.91	138.33	184.27	191.52
Net Profit after Tax	(1,386.19)	(350.53)	200.99	264.39	282.82
Net Asset Value per share	9.18	17.54	22.01	22.50	20.62
Earnings per Share	(8.36)	(2.11)	1.36	1.89	20.02
Dividend					
Cash	-	-	-	6%	-
Stock	-	-	12%	6%	15%
Return on Equity	-90.99%	-12.05%	6.16%	8.41%	9.82%
Return on Total Assets	-4.76%	-1.19%	0.68%	0.91%	0.94%
Non Performing Loans (NPL)	23.23%	19.67%	6.47%	7.06%	5.77%
Number of Branches	9	9	9	9	9
Number of Employees	112	126	129	134	139



PHOENIX FINANCE & INVESTMENTS LIMITED
Registered Office: Eunoos Center (Level- 11)
52-53, Dilkusha C/A, Dhaka-1000

Notice of the 28th Annual General Meeting

Notice is hereby given that the 28th Annual General Meeting of Phoenix Finance & Investments Limited will be held on December 07, 2023, Thursday at 11.30 a.m. through Digital Platform Link: <https://phoenixfinance.bdvirtualagm.com> to transact the following business:

AGENDA

1. To receive, consider and adopt the Directors' Report, Audited Financial Statements along with Auditors' Report thereon for the year ended on 31st December, 2022.
2. To declare No Dividend for the year ended on 31st December, 2022 as recommended by the Board of Directors.
3. To elect/re-elect Directors in place of those who retired by rotation in accordance with the Articles of Association of the Company.
4. To appoint Independent Director in the Board of Directors of the Company.
5. To appoint/re-appoint the External Auditor of the Company for the year 2023 and to fix their remuneration.
6. To appoint/re-appoint Compliance Auditor of the Company for the year 2023 as per Corporate Governance Code of BSEC and to fix their remuneration.
7. To transact any other business with the permission of the Chair.

By Order of the Board of Directors

Sd/-

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director &
Company Secretary

Date: November 9, 2023

NOTES :

- i. The Record Date was on October 12, 2023 (Thursday). The Shareholders whose names appeared in the CDS/Register of Members of the Company on the Record Date shall be entitled to the dividend and participate the AGM.
- ii. Shareholders entitled to participate and vote at this virtual AGM may appoint a proxy to participate and vote. The Proxy Form, duly filled, signed and stamped at BDT 20/- must be sent through email to share@phoenixfinance.com.bd not later than 48 hours before commencement of the AGM.
- iii. Annual Report-2022 along with Attendance Slip, Proxy Form and Notice of the AGM will be sent to all the Shareholders by courier service/ post/ e-mail address available as per CDBL record in due course. Members may also collect the Annual Report & Proxy Form from the Share Department of the company situated at Phoenix Bhaban (2nd Floor), 12, Dilkusha C/A, Dhaka-1000 or from the website of the company, i.e. www.phoenixfinance.com.bd.
- iv. The shareholders will join the virtual AGM through the link <https://phoenixfinance.bdvirtualagm.com>. The shareholders will be able to submit their questions/ comments electronically before 24 (twenty-four) hours of commencement of the AGM through this link and also during the Annual General Meeting. In order to login for the virtual AGM, the shareholders need to click on the link and provide their 16 digit Beneficiary Owners (BO) Account Number/ Folio Number.
- v. Shareholders are requested to login to the system well ahead of the Meeting at appointed time for the AGM on Thursday, December 07, 2023. For any IT related guidance and help with the login process the respected members may contact at 01619558527.

Company Profile

Phoenix Finance & Investments Limited, one of the leading and reliable multi-products financial institutions in Bangladesh was incorporated on April 19, 1995 as a Public Limited Company under the Companies Act, 1994 and started its operation on May 9, 1995 as a Non-Banking Financial Institution named as Phoenix Leasing Company Limited under Financial Institution Act, 1993. It has changed its name to Phoenix Finance and Investments Limited (PFIL) from February, 2007 with a view to reflecting multi-dimensional financial activities of the Company and keeping a parity with the activities as it has been doing other than lease financing, which although, has remained as the prime area of the financial activities.

The authorised capital of the Company is Tk. 3,000,000,000 divided into 300,000,000 ordinary shares of Tk.10 each. Its paid-up capital stood at Tk.1,658,741,950 divided into 165,874,195 ordinary shares of Tk.10 each and the total equity of the Company stood at Tk. 1,523,520,394 as on December 31, 2022.

Sponsor shareholders of the Company include a renowned corporate body namely Phoenix Insurance Company Limited, a leading Insurance Company in Bangladesh. Others are individuals having wide range of experience in the field of commerce and industries.

PFIL now offers a wide range of financial services tailored to the needs of its customer which include:



ASSET PRODUCTS

- Lease Finance
- Real Estate Finance
- Short Term Finance
- Long Term Finance
- Financing against confirmed work order
- Start- up working capital
- Bridge Finance
- Factoring
- SME Loan
- Investment in Capital Markets

CORPORATE SERVICES

- Syndication of Loan / Lease
- Corporate Advisory
- Investment Counseling



DEBT PRODUCTS

- Periodic Income Option
 - Monthly
 - Quarterly
 - Half-yearly
- All at Maturity Option
- Platinum Double Scheme
- Double Money Scheme
- Triple Money Scheme
- Monthly Saving Scheme(MSS)





Message from the Chairman

RESPECTED SHAREHOLDERS

Assalamu Alaikum

I am very inspired to have been privileged for presenting the Annual Report of the Company for the year 2022 before you. I also feel very happy to welcome you all on the event of the 28th Annual General Meeting of the Company on behalf of the Board of Directors. I would like to express our heartiest gratitude and sincere thanks for your continuous support and co-operation.

DEAR SHAREHOLDERS,

Despite the anticipation of 2022 being a year of respite after battling the two-year long pandemic, the series of events that kept on unfolding throughout the rest of the year had a bearing on the country's financial system as a whole. Being a part of this construct, Phoenix Finance was affected in numerous ways. But Bangladesh managed to maintain a satisfactory GDP growth rate in 2022, due to low remittance inflows and increased imports, the country's FOREX reserve took a hit. This rising import spending triggered a negative trend in the country's current account balance, thus resulting in local currency to depreciate drastically. Furthermore, the inflation soared up even more in 2022. The country also faced a liquid crisis market condition as it was dealing with the global tensions the past year. The picture of last year's market condition was not as bullish as it was during the pandemic-driven years.

DEAR PATRONS,

A couple of years we tried to rationalizing the increasing operating expenses for optimize our operational expenses without jeopardizing productivity and any disruption. The cost cutting approach was taken for the administrative areas and implemented with the help of people from all functions across the Company. Efficient management of working capital was another high prioritized area we worked on meticulously. Keeping the worst case scenarios in mind with regards to potential liquidity risks, we tightened our approach when it came to our collection process, eventually ensuring improved deposit management schemes.

DEAR STAKEHOLDERS,

We always consider the welfare of our stakeholders over the growth and profitability as we strongly believe that we have a great responsibility towards them. In 2022, the total asset of the Company stood at Tk. 29,126.65 million. Outstanding Investment portfolio stood at Tk. 27,089.93 million at the end of December 2022.

From collection perspective, it was a very challenging year as many businesses were affected by the liquidity crisis for a long period. The entire Management had to devote

with extra efforts to ensure timely payments. At the same time, active efforts were also undertaken to recover from long standing problem exposures.

The intensive and proactive monitoring yielded better result and the Non-Performing Loan ratio was within 23.23% in 2022. The level of yearly provisioning also maintained satisfactorily. Shares of Phoenix Finance & Investments Ltd. are quoted on the Bangladeshi Stock Exchanges (DSE) and the Market Capitalization of the Company stood at around Tk. 2,703.75 million and Shareholders' Equity stood at around Tk. 1,523.52 million.

During the year under review, our focus and strategy was concentrated on sustainable growth of business, earning better deposit mix, improving the quality of assets, rationalizing operational efficiency and productivity of resources, faster customer services, strengthening the overall Risk Management and Corporate Governance. Strong follow up by our energetic efforts in marketing strategy, efficient fund management, risk analysis, diversification of products and services. I believe on continuous support and everlasting trust over us from our valued stakeholders and the untiring effort of our highly capable Management staff.

DEAR SHAREHOLDERS,

I regret to announce that the Board of Directors of the Company has recommended No Dividend for the year 2022 due to some obvious reasons. Mainly due to maintaining provisions against classified Lease/Loans of the Company as directed by Bangladesh Bank subject to the approval of the Shareholders in the 28th Annual General Meeting. I believe that the Board of Directors of your Company will be able to maintain consistent Dividend Policy. We are optimistic for receiving dividend in the coming years.

DEAR PATRONS,

The corporate governance in Phoenix Finance & Investments Limited is designed to ensure transparency and accountability at all levels in doing business. It also ensures that duties and responsibilities are appropriately segregated between the Board and Management to provide sufficient check and balance and flexibility

for smooth business operations. The Board provides leadership and direction for the Management, approves strategic and major policy decisions and oversees management to attain predetermined goals and objectives of the Company, integrity and compliance throughout Phoenix Finance & Investments Ltd. are strongly encouraged by the Board. The Board of Directors of the Company also ensures that adequate internal control systems are maintained and these are consistently complied with to provide reasonable assurance that financial records are reliable for preparation of financial statements.

DEAR PATRONS,

I believe that 2023 will bring new optimism and an improved platform for business, giving us the confidence that we will achieve our Business Plan for the coming year. We will remain committed to corporate and social responsibilities and in all of our actions, we will strive to ensure that all economic, environmental and social factors are taken into consideration. We believe that this approach, driven by our principles of respect, trust and customized service, makes us more passionate to achieve success under a team work.

DEAR SHAREHOLDERS,

I take the opportunity to thank the Members of Board of Directors of the Company for their support and input during the year under review. Their collective wisdom substantially contributed to the Management. I also thank our Management and the members of the staff under the able leadership of the Managing Director for their loyalty, support and relentless efforts for the Company. I respect their zeal to work hard to reach to success.

I conclude by conveying my very sincere and special thanks and gratitude to Bangladesh Bank, the Central Bank of Bangladesh, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Ltd., Chittagong Stock Exchange Ltd. Registrar of Joint Stock Companies and Firms, National Board of Revenue and all other regulatory Authorities for their support, trust and invaluable contribution. Finally, I would like to assure you that, the Board is always pursuing the best strategies to maximize profit and retain the value and goodwill of the organization.

The year 2023 will bring its own avenues of successes and challenges, but our direction is crystal clear. We

will continue to focus intently on what we can control- providing our customers and clients with the best services and most comprehensive financial solutions in the market, managing our costs and doing our part to keep the economy moving forward. We look forward to your continued support, co-operation and guidance that are our constant source of encouragement in the days ahead.

May Almighty Allah bless us.

Wishing you all the best.



Mohammed Mohsin
Chairman

The Board of **Directors**

The Board of Directors

The Board is committed to helping the company achieve long-term success. The Board provides direction to management by setting the company's strategy and overseeing its implementation. It ensures risks and rewards are appropriately balanced.



Mr. Mohammed Mohsin

Chairman



Mrs. Meherun Haque

Nominee Director
Representing Phoenix
Insurance Co. Ltd.



Mr. Md. Jamirul Islam

Nominee Director
Representing Phoenix
Insurance Co. Ltd.



Board Regulators

Active engagement with local and global regulators and policy makers on reforms and new initiatives that help to maintain the integrity of the financial industry.

Mr. Md. Rafiqur Rahman

Nominee Director
Representing Phoenix
Insurance Co. Ltd.



Deep financial knowledge and experience

The Board Members
are professional,
businessman, extensive
industry experience.

Ms. Rashna Imam

Independent Director



Mr. S. M. Intekhab Alam

Managing Director



Board Review

The Members of Board
of Directors' collective wisdom
substantially contributed to
our success.



Board independence

Our directors are
non-executive and
independent directors.

Board of Directors' Profile

MR. MOHAMMED MOHSIN

Chairman

Mr. Mohammed Mohsin the Chairman of the Company is a businessman having wide experience with family business involving with various sectors. He participated in a numbers of Trade Seminars and Workshops organized by different organizations at home and abroad. He was also a sportsman in his early age and at present involve himself with Sports and Social activities.

MRS. MEHERUN HAQUE

Nominee Director

Representing Phoenix Insurance Co. Ltd.

Mrs. Meherun Haque is a renowned business personality having years of experience in various Companies as Director and Sponsors. He is the daughter of the founding Chairman of Phoenix Group. She uplifts her career in the Service Sector of the Country and established herself in the Insurance and Banking Sector accordingly. She also engaged with Social and charitable activities, travelled many Countries and participated with various Business Programme at Home and aboard.

MR. MD. JAMIRUL ISLAM

Nominee Director

Representing Phoenix Insurance Co. Ltd.

Mr. Md. Jamirul Islam is a Corporate Professional person having vast experience in various Companies at higher Management level. At present, he holds the position of the Managing Director of Phoenix Insurance Co. Ltd. one of the leading Insurance Company of the Country. He participated in a numbers of Trainings, Seminars and Workshops organized by Govt. agencies, Regulatory and Professional bodies.

MR. MD. RAFIQR RAHMAN

Nominee Director

Representing Phoenix Insurance Co. Ltd.

Mr. Md. Rafiqur Rahman is a Corporate Professional person having 22 years of experience in various Companies at higher Management level. He obtained Masters Degree in Accounting from Dhaka University. He also completed Chartered Accountancy Articleship from Malek Siddique Wali, a renowned C.A. Firm and also obtained Bachelor of Law (LL.B) from World University of Bangladesh. He participated in a numbers of Trainings, Seminars and Workshops organized by Govt. agencies, Regulatory and Professional bodies. At present, he holds the position of Company Secretary and Deputy Managing Director in Phoenix Insurance Co. Ltd.

MS. RASHNA IMAM

Independent Director

Ms. Rashna Imam, a highly qualified Law Practitioner has vast experience in Corporate Laws and Laws relation to Finance and Banking sector of Bangladesh. She is a Barrister-at-Law and an Advocate of the Appellate Division of the Supreme Court of Bangladesh and a Partner of one of the nation's leading Law Firm, named Akhtar Imam & Associates. She had experience of representing many multinational and local Companies regarding matters of legal disputes especially in the Banks and Finance Companies from the beginning of her professional Career. Recently she is placed as one of the top most Lawyers in Asia, published in Asian Law Directory.

MR. S. M. INTEKHAB ALAM

Managing Director

Young and Investment Banking personality, S. M. Intekhab Alam is currently carrying out his responsibility as the Managing Director of Phoenix Finance & Investments Ltd. since 1st January 2008. He is an MBA, major in Finance from Institute of Business Administration (IBA), University of Dhaka. S. M. Intekhab Alam started his career with the Banking Sector of Bangladesh in the year 1990 as Probationary Officer of Pubali Bank Ltd. As a man of great integrity and sincerity, Mr. Alam performed his duty and responsibility and enhanced his bright career in seven local and foreign Banks such as Pubali Bank Limited, Dhaka Bank Ltd., ANZ Grindlays Bank, Standard Chartered Grindlays Bank, BRAC Bank Limited, The Premier Bank Ltd. and Southeast Bank Ltd. in different capacities. Within a short period of time, he rose to the zenith position of banking and financial sector, which is very rare.

Mr. Alam took part in various training programs at home and abroad, which included Foreign Exchange and International Trade, Lending Risk Analysis, Relationship Banking, Corporate Finance etc. He is a Trainer of BIMB and different Institutions. He was a part time faculty member of Asian University of Bangladesh and BRAC University. He is a permanent member of Dhaka Club Ltd. Mr. S. M. Intekhab Alam was awarded "Atish Dipankar Gold Medal-2008" for his outstanding performance in the Financial Sector. With his sincere contribution to, Phoenix Finance & Investments Limited, it has been awarded with the International Star Award for Quality (ISAQ) in the Gold Category from Business Initiative Directions (BID), a prominent business organization based in Madrid, Spain for its commitment to excellence, innovation, customer satisfaction, technology, leadership and strategic planning. He attended the Prize Giving Ceremony in Geneva, Switzerland held on 06th September, 2010.



Executive Committee of the Board of Directors

Chairman
Mr. Mohammed Mohsin

Members
Mrs. Meherun Haque

Audit Committee of the Board of Directors

Chairman
Ms. Rashna Imam

Members
Mr. Mohammed Mohsin
Mrs. Meherun Haque



Senior Management

Senior Management

The Senior Management Committee executes the strategy and long-term goals of the Company. It drives business performance and organisational synergies. It is also responsible for protecting and enhancing our brand and reputation.



S. M. Intekhab Alam
Managing Director



Mohammad Sayduzzaman
FCA, FCS
DMD &
Company Secretary
Head of CAD & HR



Md. Abu Sukkur
FCGA, FCS
SEVP, Head of Finance
& Accounts



Mohammed Mahbub Alam
SVP & Head of Credit
Risk Management (CRM)



Sardar Mahbub Ali
VP & Head of Internal
Control and Compliance
Division (ICCD)



Mohammed Ashaduzzaman
VP, Head of Treasury
& Liability

01 S. M. INTEKHAB ALAM
Managing Director

Young and Investment Banking personality, S. M. Intekhab Alam is currently carrying out his responsibility as the Managing Director of Phoenix Finance & Investments Ltd. since 1st January 2008. He is an MBA, major in Finance from Institute of Business Administration (IBA), University of Dhaka. S. M. Intekhab Alam started his career with the Banking Sector of Bangladesh in the year 1990, as provationary officer of Pubali Bank Limited. As a man of great integrity and sincerity, Mr. Alam performed his duty and responsibility and enhanced his bright career in seven local and foreign banks such as Pubali Bank Limited, ANZ Grindlays Bank, Standard Chartered Grindlays Bank, BRAC Bank Limited, The Premier Bank Ltd. and Southeast Bank Ltd. in different capacities. Within a short period of time, he rose to the zenith position of banking and financial sector, which is very rare. Mr. Alam took part in various training programs at home and abroad, which included Foreign Exchange and International Trade, Lending Risk Analysis, Relationship Banking, Corporate Finance etc. He is a Trainer of BIBM and different Institutions. He was a part time faculty member of Asian University of Bangladesh and BRAC University. He is a permanent member of Dhaka Club Limited. Mr. S. M. Intekhab Alam was awarded "Atish Dipankar Gold Medal-2008" for his outstanding performance in the financial sector.

As a result of his sincere contribution to, Phoenix Finance & Investments Limited, it has been awarded with the International Star Award for Quality (ISAQ) in the Gold Category from Business Initiative Directions (BID), a prominent business organization based in Madrid, Spain for its commitment to excellence, innovation, customer satisfaction, technology, leadership and strategic planning. He attended the Prize Giving Ceremony in Geneva, Switzerland held on 06th September, 2010.

02 MOHAMMAD SAYDUZZAMAN
FCA, FCS
Deputy Managing Director &
Company Secretary

Mr. Sayduzzaman is working as the Deputy Managing Director & Company Secretary. He also discharge the responsibility as Head of Human Resources, Logistics, Public Relation and Credit Administration Division of the Company. He Joined the Company in August, 2005, held the position of Head of Finance & Accounts & Secretary to the Board. Mr. Sayduzzaman has a bright Academic and Professional Career. He obtained Masters Degree in Accounting from Jagannath University, Dhaka. He is a Fellow Member of both the Institute of Chartered Accountants of Bangladesh (ICAB) and Institute of Chartered Secretaries of Bangladesh (ICSB). Enlightened with a solid Professional background, Mr. Sayduzzaman, prior to joining Phoenix Finance & Investments Ltd., worked as the Company Secretary and Chief Accountant with Insurance and Manufacturing Companies. He participated in a number of Professional Training, Seminar, workshop & Symposium at Home and Abroad. Mr. Sayduzzaman is also engaged on various Educational, Professional & Social Organizations.

03 MD. ABU SUKKUR, FCGA, FCS
SEVP, Head of Finance & Accounts

Md. Abu Sukkur, well educated both in academic and professional side, joined Phoenix Finance and Investments Limited (PFIL) in March, 1998. Currently he holds the position of Senior Executive Vice President and Head of Finance & Accounts of the Company. Mr. Abu Sukkur started his career with a reputed Insurance company named National Life Insurance Company Ltd. in the year 1992. He attained vast experience in the financial sector. He obtained M.Com and LL.B Degrees under University of Dhaka. He is also an MBA with major in Finance & Banking. In his Professional career Mr. Md. Abu Sukkur is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh, the Institute of Certified General Accountants of Bangladesh, Member of the Institute of Personnel Management of Bangladesh and Member of the Institute of Internal Auditors of Bangladesh.

04 **MOHAMMED MAHBUB ALAM**
SVP & Head of Credit Risk
Management (CRM)

Experienced with a combination of Finance, Investment & Commercial Banking Mr. Alam joined Phoenix Finance in 2011 as Senior Assistant Vice President. At present, he is working as SVP and the Head of Credit Risk Management (CRM). In his educational life, he obtained Post- graduation Degree in Accounting from Dhaka University, MBA Degree from Institute of Business Studies (IBS) and also completed three and half year C.A. Articleship Course from A. Haque & Company, Chartered Accountants, Dhaka. Mr. Alam, has over 22 years of financial services experience and held various positions. He started his career with Uttara Bank Ltd. as Officer Grade-1 in 1999. Subsequently he served with National Bank Ltd. and ONE Bank Ltd. with different positions including the Head of Branch, Head of Lease Finance, Head of General Banking, Unit Manager and Relationship Manager. During his service tenure, Mr. Alam participated in various Professional and Institutional training, Seminar and Workshop conducted by BIBM, BBTI, IFC & SEDF, ICAB, ICMA, Uttara Bank Training Institute, National Bank Training Institute, ONE Bank Training Institute and BSEC.

05 **SARDAR MAHBUB ALI**
VP & Head of Internal Control and
Compliance Division (ICCD)

Sardar Mahbub Ali, holds the position of VP & Head of Internal Control & Compliance Division of the Company. He started his service career with a reputed life insurance company as Officer Grade-1 on September 23, 1995. He joined Phoenix Finance & Investments Ltd. as a Probationary Officer on February 1, 1999. During his long tenure of service with the Company he held different positions as FAVP & Asst. Manager, Khulna Branch & Bogra Branch, AVP, Finance & Accounts & Investment Division, Head Office and AVP & Manager Operation of Principal Branch of the Company. Having a bright educational background, Mr. Mahbub Ali obtained B.Com (Hons.), M. Com in Accounting under Rajshahi University. He also Completed Chartered Accountancy Articleship. He is an MBA with major in Finance from Stamford University, Bangladesh. During his service Mr. Mahbub Ali participated in various training courses such as Corporate Tax Management, Lease Financing in Daily Business, Leasing and Asset based funding preparing for the New Millennium, Merchant Banking, Financing Management for Small & Medium Enterprises, SME Market Segmentation Database etc.

06 **MOHAMMED
ASHADUZZAMAN**
VP, Head of Treasury & Liability

Mohammed Ashaduzzaman, has vast knowledge on his responsibility for Treasury Management, day to day operation of financial matters of the Company and preparation of the different types of reports and managing IT infrastructure, security, networking. He is also involved in software implementation project of the Company. Mr. Ashad joined Phoenix Finance and Investments Limited (PFIL) in March 2007. Prior to joining in Phoenix Finance, he was the Assistant Manager of Finance & Accounts Division of BD Finance Ltd. Mr. Ashad completed his Honors with 1st class and Masters in Accounting from Comilla Victoria Govt. College under National University with an excellent academic record. Thereafter, he completed Chartered Accountancy course from Rahman Rahman Huq (RRH), a member firm of KPMG International one of the big 4 Audit & Accounting firms in the world. During his tenure with RRH he conducted Audit and provided advisory services to many National & Multinational Organizations. Mr. Ashad attended numerous trainings, seminars organized by reputed local and international organizations.

Committee/Unit/Cell/Desk/Team

MANAGEMENT COMMITTEE (MANCOM)

S. M. Intekhab Alam
Managing Director

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

Mohammed Ashaduzzaman
Head of Treasury Division

ASSET LIABILITY COMMITTEE (ALCO)

S. M. Intekhab Alam
Managing Director

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Mohammed Ashaduzzaman
Head of Treasury Division

Mohammed Mahbub Alam
Head of Credit Risk Management Division

CREDIT COMMITTEE

S. M. Intekhab Alam
Managing Director

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

BASEL II IMPLEMENTATION COMMITTEE

S. M. Intekhab Alam
Managing Director

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

BASEL II IMPLEMENTATION DESK

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Md. Abdus Sobur
Senior Principal Officer

COMPLAINT CELL

Mohammed Mahbub Alam
Head of Credit Risk Management Division

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

ICT STEERING COMMITTEE

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

Mohammed Ashaduzzaman
Head of Treasury Division

Mohammad Arshed Rasheed
Head of Information Technology
Division (CC)

ICT SECURITY COMMITTEE

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

Mohammed Ashaduzzaman
Head of Treasury Division

Mohammad Arshed Rasheed
Head of Information Technology Division
(CC)

ICT RISK MANAGEMENT COMMITTEE

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

Mohammed Ashaduzzaman
Head of Treasury Division

Mohammad Arshed Rasheed
Head of Information Technology Division
(CC)

COMPUTER INCIDENT RESPONSE TEAM

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Mohammed Ashaduzzaman
Head of Treasury Division

Mohammad Arshed Rasheed
Head of Information Technology
Division (CC)

Muhammad Badrul Manir
Principal Officer

Sk. Aktarul Alam
Principal Officer

Committee/Unit/Cell/Desk/Team

SUSTAINABLE FINANCE COMMITTEE

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

Mohammed Ashaduzzaman
Head of Treasury Division

SUSTAINABLE FINANCE UNIT

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Shahzada Selim
First Assistant Vice President

Razwanul Kabir
First Assistant Vice President

Rahat Mahmud Bappi
Senior Principal Officer

Tapash Kumar Paik
Senior Officer

Mahmudul Hassan Parvez
Senior Officer

WOMEN ENTREPRENEUR DEVELOPMENT UNIT

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Rahat Mahmud Bappi
Senior Principal Officer

ETHICS (NAITIKATA) COMMITTEE

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

Mohammed Ashaduzzaman
Head of Treasury Division

INTEGRITY STRATEGY IMPLEMENTATION CELL

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Md. Sajedur Rahman
First Assistant Vice President

Razwanul Kabir
First Assistant Vice President

Sabbirul Haque Chowdhury
Senior Principal Officer

Mahmudul Hassan Parvez
Senior Officer

INNOVATION TEAM

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Md. Sajedur Rahman
First Assistant Vice President

Razwanul Kabir
First Assistant Vice President

RISK MANAGEMENT FORUM

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Sardar Mahbub Ali
Head of Internal Control & Compliance
Division

Mohammed Ashaduzzaman
Head of Treasury Division

Mohammad Arshed Rasheed
Head of Information Technology Division
(CC)

RISK ANALYSIS UNIT

Md. Sajedur Rahman
First Assistant Vice President

Sk. Aktarul Alam
Principal Officer

CENTRAL COMPLIANCE UNIT (CCU)

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director & CAMLCO

Mohammed Mahbub Alam
Head of CRM Division & DCAMLCO

Mohammed Ashaduzzaman
Head of Treasury Division

Rahat Mahmud Bappi
Senior Principal Officer, CRMD

Committee/Unit/Cell/Desk/Team

CENTRAL CORE RECOVERY UNIT (CCRU)

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Razwanul Kabir
First Assistant Vice President

CORPORATE SOCIAL RESPONSIBILITY (CSR) UNIT

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Shahzada Selim
First Assistant Vice President

Mahmudul Hassan Parvez
Senior Officer

STRESS TESTING TEAM

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Md. Abdus Sobur
Senior Principal Officer

INTEGRATED SUPERVISION SYSTEM (ISS) DESK

Md. Abu Sukkur FCGA, FCS
Head of Finance & Accounts Division

Mohammed Ashaduzzaman
Head of Treasury Division

Razwanul Kabir
First Assistant Vice President

Md. Shahjahan Bhuiyan
Senior Principal Officer

Rahat Mahmud Bappi
Senior Principal Officer

Md. Abdus Sobur
Senior Principal Officer

Sk. Aktarul Alam
Principal Officer

Mahmudul Hassan Parvez
Senior Officer

DISASTERS RESPONSE TEAM

Mohammad Sayduzzaman FCA, FCS
Deputy Managing Director

Mohammed Mahbub Alam
Head of Credit Risk Management
Division

Mohammad Arshed Rasheed
Head of Information Technology Division
(CC)

Shahzada Selim
First Assistant Vice President

Razwanul Kabir
First Assistant Vice President



Managing Director's Review

HONORABLE SHAREHOLDERS, RESPECTED MEMBERS OF THE BOARD OF DIRECTORS AND MY COLLEAGUES,

Assalamu Alaikum,

The last few years has been exceptionally challenging for the country, with battling through the pandemic, to the opening of businesses to normalcy in a stretched economic condition. Thus, when the world appeared to be moving forward post-pandemic, many of us dared to hope that 2022 would be a turning point for the world economy. It rather turned out to be the tipping point as the world economies straddled with uncertainty due to war in the Europe. It further set the other economies ablaze as the world witnessed global shortages and supply crises for essentials and energy, thus leading to an already heaving inflation going above the roof. With global interdependence, a crisis of this magnitude involving a country like Russia, was bound to have subsequent influences on other economies, Bangladesh's included. In the context of global economic crisis, Russia-Ukraine war, depleting FOREX reserve, internal capacity of the banking systems to facilitate import and export through opening LCs, timely payment of foreign currencies, remittance etc., and challenges continue to persist as we enter 2023.

We're delivering our capabilities how, where and when our customers and clients want them through our expertised team.



However, I would like to draw your attention to the performance of Phoenix Finance & Investments Limited in many avenue of the Business amidst the global crisis arises due to COVID-19 post-pandemic and national challenges confronted by the Finance Industry over the whole year of 2022. As on December 31, 2022, total Assets of the Company stood at Tk. 29,126.65 million showing slightly decrease of 1.38% as against Tk. 29,534.60 million in the year 2021. The Investment recorded 0.93% decrease with a total portfolio of Tk. 27,089.93 million at the end of December 2022, compared to the year 2021. In 2021, it was increased 3.78% with a total portfolio of Tk. 27,342.86 million at the end of December 2021 compared to Tk. 26,345.82 million at the end of December 2020.

The Paid up Capital of the Company recorded at Tk.1,658.74 million as on December 31, 2022. The Company also maintains Capital Adequacy Ratio at 6.67% which is below the required Margin of Adequate Capital Ratio for NBFIS @ 10% and Shareholder's Equity stood at Tk. 1,523.52 million. Earnings per share (EPS) were Tk. (8.36) during 2022. NAV stood at Tk. 9.18 per share. Average Cost of Fund was at 9.09% during the year compared to 10.44% in the preceding year due to decrease of Interest Rate on borrowing.

The Non-Performing Loan (NPL) ratio was 23.23% of total loan as on December 31, 2022, which was 19.67% in the previous year. The Company has made provisions against classified loans/lease and also took deferral facilities as per Bangladesh Bank Guidelines. Strong recovery drives continued all over the year and monitoring is done regularly to reduce the quantum of classified loan. Term Deposit Balance of Tk. 17,386.12 million as on December 31, 2022 compared to Tk. 18,316.95 million of the previous year decreased by 5.08%. The company has well balanced branch network and high standard products and services along with competitive interest rate offered to customers over the previous year, in the form of all traditional manners including Monthly Deposit Schemes.

During the year 2022, after making all provisions including general provisions on unclassified loans, profit before Tax was Tk. (1,357.12) million. The Net profit of the Company stood at Tk. (1,386.19) million in 2022. It was Tk. (350.53) million in the preceding year 2021.

The provision growth that resulted from the Bangladesh Bank's direction on keeping provision against classified and unclassified loans caused a significant increase in our provisions for loans and leases. We have ensured rigorous monitoring, ran various campaigns for regularized collection which ensure up-keeping of asset quality. We have been monitoring and following up of overdue and ensure collection from overdue.

In 2022, was a challenging environment we have been straggled for strengthen the basic foundation of our profit centers for sustain. Considering overall situation of the Company the Board of Directors of the Company recommended No Dividend for the year 2022 due to maintain adequate provision against classified Loan/Lease as directed by Bangladesh Bank subject to the approval of the Shareholders in the 28th AGM of the Company. The Board also optimized that the dividend would be optimized in the years to come.

Our Company also complied with norms of Corporate Governance Guidelines as imposed by the Bangladesh Securities and Exchange Commission (BSEC) and the Prudential Guidelines of Bangladesh Bank, specially the best practice of Good Governance which is an integral part for running the Organization effectively and efficiently under Regulatory Requirements and also to ensure stability and sustainable growth. We ensure transparency and accountability at all levels in operation of business and financial activities, also the duties and responsibilities and code of conduct of the Board and Management. Our Board of Directors provides able leadership and appropriate directions for the Management in order to implement strategic and major policy decisions to attain predetermined

goals and objectives of the Company. Honesty, Integrity and compliance are strictly followed by the Company which are strongly encouraged by the Board and maintained accordingly.

I, on behalf of the Management would like to express my gratitude and thanks to the Government of the Peoples Republic of Bangladesh, Governor and other Officials of Bangladesh Bank, Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange Ltd. (DSE), Chittagong Stock Exchange Ltd. (CSE) and Registrar of Joint Stock Companies and Firms for providing their gracious help, valuable guidance principle and co-operation to the Company from time to time.

We are grateful to our Board of Directors for their valuable guidance, prudent and very timely decisions to drive the Company to the ultimate destination. We firmly believe that we have a committed, sincere, hardworking team who can make the dreams true by meeting financial and operational objectives of the Company as well as the needs and expectations of our customers and people of the country as well.

May Allah bless us.
Thanking you all.
Regards



S.M. Intekhab Alam
Managing Director

Head of Branches

We distribute value to our customers in several ways. Some manifest themselves in financial value while others bring about intangible benefits.



01

Shireen Akter Karim
DMD & Head of Principal Branch



02

Md. Rumman Hossain
SAVP & Head of Gulshan Branch



03

Mohammad Tuhin Khandaker
AVP & Head of Dhanmondi Branch



04

Mohammad Mizanur Rahman
AVP & Head of Chattogram Branch



05

A. S. Mostafa Zaman
FAVP & Head of Khulna Branch



06

Abdullah-Al-Mamun
FAVP & Head of Bogura Branch



07

MOHAMMED FARIDUZZAMAN
FAVP & Head of Uttara Branch



08

DEWAN TANVIR HOSSAIN ROMEL
FAVP & Head of SME Branch



09

SYED GOLAM HASAN
Senior Principal Officer (SPO) & Head of Branch, Imamgonj Branch

01 SHIREEN AKTER KARIM
DMD & Head of Principal Branch

Shireen Akter Karim has been working for Phoenix Finance & Investments Ltd. since its inception in 1995. During her tenure of Office, she held various positions in the Company and at present she is discharging the responsibility as DMD and Head of Principal Branch of the Company. She successfully held various responsible position in her long tenure of service, especially in the area of Business & Operation of the Company. In her educational life, Ms. Shireen obtained Masters Degree in Finance & Banking from Dhaka University. Besides, she participated in a number of Professional Training, Seminar, Workshop & Symposium at home and abroad.

02 MD. RUMMAN HOSSAIN
SAVP & Head of Gulshan Branch

Md. Rumman Hossain, Sr. Assistant Vice President working as the Head of Gulshan Branch, joined the Company in June 2004. Mr. Rumman has a bright Academic and Professional career. He completed Cost & Management Accountancy (Part-3 & half level) from The Institute of Cost & Management Accountants of Bangladesh (ICMAB) and also obtained EMBA from North South University. A very active, Dynamic, Energetic executive Mr. Rumman is effective and efficient with team working environment and leadership performance. During his long tenure of service with the Company, he held various positions in the company and participated different professional Training, Seminar & Workshop.

03 MOHAMMAD TUHIN KHANDAKER

SAVP & Head of Dhanmondi Branch

Mohammad Tuhin Khandaker is working as a Sr. Assistant Vice President and Head of Dhanmondi Branch. Mr. Tuhin joined with the Company in April 2007 after completion of his MBA from Jahangirnagar University. He is very Dynamic, Energetic and Conversant with team working environment and leadership performance. Within his service tenure a number of Professional Training, Seminar, Workshop and Symposium has been participated by him.

04 MOHAMMAD MIZANUR RAHMAN

AVP & Head of Chattogram Branch

Mohammad Mizanur Rahman, Assistant Vice President & Head of Chattogram Branch has joined Phoenix Finance & Investments Limited, Head Office Dhaka on 5th March, 2005 as Probationary Officer. Prior to joining this company he worked in many organizations. Such as Amnesty International Bangladesh, The Medical Health & Welfare Trust, Bari Group of Industries etc. His total length of service is 25 (twenty five) years. Mr. Mohammad Mizanur Rahman obtained M.Com in Accounting from Dhaka College, Dhaka. He also completed Chartered Accountancy Article Ship from Mijan Rahman Bhuiyan & Co. Chartered Accountant, Dhaka and He has also completed MBA in Marketing from Southern University, Chittagong. Mr. Mohammad Mizanur Rahman participated in various trainings, seminars and workshops organized by Central Bank and others Professional Institutions.

05 A. S. MOSTAFA ZAMAN
FAVP & Head of Khulna Branch

A. S. Mostafa Zaman, FAVP & Head of Khulna Branch joined Phoenix Finance & Investments Ltd. on 2nd April, 2005. Prior to joining the Company, he worked as Senior Accounts Officer at Bangladesh Environmental Lawyers Association (BELA). Mr. Zaman obtained Master of Business Administration (MBA) degree from Northern University Bangladesh, Post Graduate Diploma in Financial Management (PGDFM) from Bangladesh Institute of Management (BIM) and Completed the C.A. Article ship from Howlader Yunus & Co. Mr. Zaman participated in various training & workshop organized by Central Bank and other Professional institutes.

06 ABDULLAH-AL-MAMUN
FAVP & Head of Bogura Branch

Abdullah-Al-Mamun is working as a FAVP & Head of Bogura Branch. Obtained BBA & MBA Degree from University of Dhaka, Mr. Mamun joined at Phoenix Finance & Investments Limited in August 9, 2010 as Management Trainee. Prior to joining this company, he worked as MTO of The Premiere Bank Limited and former Executive HR of M & J Group. He is very Dynamic, Energetic and Conversant with Team Working environment and leadership performance. Within his service tenure, number of Professional Training, Seminar, Workshop and Symposium has been participated by him.

07 **MOHAMMED FARIDUZZAMAN**

FAVP & Head of Uttara Branch

Mohammed Fariduzzaman an Engineer has been working for Phoenix Finance & Investments Ltd. since December 01, 2004. During his long service with the Company, he held various positions different departments both in Head Office and Branch. At present he is discharging the responsibility as FAVP & Head of Uttara Branch of the Company. He has vast experience in finance & accounts related matter and is very active, dynamic and energetic Executive for developing business.

08 **DEWAN TANVIR HOSSAIN ROMEL**

FAVP & Head of SME Branch

Dewan Tanvir Hossain Romel has been working for Phoenix Finance & Investments Ltd. since May 07, 2008. During his service in Phoenix Finance & Investments Ltd., he held various positions & working in different departments both in Head Office and Branch. At present he is discharging the responsibility as FAVP & Head of SME Branch of the Company. About two decades of service life Mr. Tanvir has gathered versatile working experience. He was served in developing organization as an internal auditor, in manufacturing organization as an accounts officer. After that he moved to financial sector and joined in Phoenix Finance & Investments Ltd. Before starting his service career he completed Masters Degree in Accounting and obtained MBA degree in Banking & Insurance from University of Dhaka. Besides this he partly completed cost and management accounts course from The Institute of Cost & Management Accountants of Bangladesh (ICMAB). He has vast experience in finance & accounts related matter and is very active, dynamic and energetic Executive for developing business. He participated in a number of Professional Training & Workshop organized by BLFCA & Bangladesh Bank, The Central Bank of the country.

09 **SYED GOLAM HASAN**

Senior Principal Officer (SPO) & Head of Branch, Imamgonj Branch

Syed Golam Hasan has been an integral part of Phoenix Finance since May 2008. Over the course of his career, he has consistently displayed exceptional dedication and leadership skills, earning him the prestigious position of SPO and the responsibility of leading the Imamgonj Branch.

Mr. Hasan's journey began with a solid academic foundation. He holds a M.COM degree in Management from National University. His quest for knowledge and professional growth led him to achieve a MBA.

With a career spanning 15 years at PFIL, Mr. Hasan has contributed significantly to the company's growth and success.

He has exhibited remarkable versatility by working in various departments.

Throughout his tenure, He has actively participated in numerous professional training programs, seminars, and workshops.

27th Annual General Meeting

December 08, 2022, Thursday at 11.30 a.m.

2021



Digital Platform Link:
<https://phoenixfinance.bdvirtualagm.com>

28th Annual General Meeting

Phoenix Finance & Investments Limited has a promising future with better operating environment. Though it is becoming increasingly difficult to maintain a competitive edge, we are committed to the realization of sustainable increase in corporate value through speedy business development, combination and enhancement of existing strategic business and establishment of new strategic business. We are duty-bound to meet the expectations of our customers, shareholders, the market and the society by producing attractive results speedily.

Directors' Report

2022

Bismillahir Rahmanir Rahim,

Dear Shareholders,

On behalf of the Board of Directors of Phoenix Finance and Investments Limited, I am very happy to welcome you in 28th Annual General Meeting of the Company. The Board of Directors of the Company have pleasure in presenting their Annual Report for the year ended 31st December 2022 which includes Audited Financial Statements along with Auditors Report thereon, Reports on Risk Management, Corporate Governance, Investors' Information, Green Finance etc. The Financial Statements were reviewed and approved by the Board of Directors in its 322nd Meeting held on September 7, 2023. In the year 2022, we tried to stable with our core business and have been struggling for the same during the whole year. Meeting all financial and operational objectives in each quarter of 2022, we have tried to achieve consistent result ensuring growth and increasing contributions. This has consistently proven to be beneficial throughout the challenging global economic conditions. These results continue to demonstrate that we have the right strategy and we will exceed all barriers.

GLOBAL ECONOMY

The global economic landscape has a mixed outlook on the Bangladesh economy. The ongoing COVID-19 pandemic has posed a significant challenge to the country's economic growth prospects, with disruptions to global trade and supply chains impacting export-oriented industries, such as the readymade garment sector. In addition, the global market's inflationary pressures and rising energy prices could also weigh on Bangladesh's economy, as the country heavily relies on imported oil and other commodities. The increasing pace of vaccination drives worldwide, and the government's stimulus measures and efforts to boost domestic demand could help revive economic activities and support growth. Furthermore, Bangladesh's recent graduation to a lowermiddle-income country status and its strategic location in the Indo-Pacific region provides ample opportunities for foreign investments and trade partnerships. The country's focus on improving infrastructure, diversifying export markets, and attracting foreign direct investment can help drive sustainable growth in the long run. The ongoing Russian-Ukrainian conflict has affected Bangladesh's economy. The sanctions imposed on

Russia have affected trade relations between Bangladesh and Russia, resulting in a decrease in demand for Bangladeshi garments and a decrease in exports and revenue for Bangladesh. The conflict has also increased oil prices, impacting Bangladesh's economy due to its heavy dependence on oil imports. Additionally, the conflict has decreased foreign investment in Bangladesh. The COVID-19 pandemic has also affected Bangladesh's economy, resulting in a decline in export orders, remittances, and foreign investment, which are critical to the country's economic growth. The garment industry, a significant contributor to the country's export earnings, has witnessed a decline in demand from major export destinations such as the US and Europe. The government has taken several measures to support the industry, including providing financial assistance to workers and ensuring a safe working environment. The pandemic has also led to a decline in remittances, a critical source of foreign exchange for Bangladesh. Despite the challenges, Bangladesh's economy has shown resilience, with growth projected to remain robust in the medium term. The government's focus on infrastructure development, including constructing new power plants, highways, and bridges, is expected to drive economic growth in the coming years. Bangladesh's proactive measures and focus on infrastructure development offer hope for continued growth in the future. While Bangladesh's economy has been impacted by the global economic slowdown and the ongoing pandemic, the country's measures to diversify its economy and focus on infrastructure development offer opportunities for continued growth.

The global economy is expected to expand in the near term, albeit at a more moderate pace. But that the recovery is likely to be uneven across regions and countries. There are several potential growth drivers, including public investment, technology, and rebounding commodity prices, but also significant challenges remain, including rising energy prices, supply chain disruptions, geopolitical tensions, and climate change.

The East Asia and Pacific region is anticipated to grow by 4.3% in 2023, compared to an estimated growth of 3.2% in 2022. China's economy is expected to slow down but grow by 4.3% in 2023, while other countries in the region are expected to see more vigorous growth. Increased public investment and continued growth in the technology sector will remain the key

drivers of change in the region. The Europe and Central Asia region is expected to grow by 0.1% in 2023, compared to an estimated growth of 0.2% in 2022. This region might continue its gradual recovery, but growth will likely be modest due to ongoing challenges such as the pandemic and geopolitical tensions.

The Latin America and the Caribbean region is hoped to grow by 1.3% in 2023, compared to an estimated growth of 3.6% in 2022. Economic activity might to recover, albeit slower than expected, as ongoing challenges such as high inflation and fiscal imbalances continue weighing on the region's prospects.

The Middle East and North Africa region is assumed to grow by 3.5% in 2023, compared to an estimated growth of 5.7% in 2022. This region might continue its gradual recovery, with oil-exporting economies benefiting from higher oil prices while non-oil economies face ongoing challenges such as social unrest and political instability.

The South Asia region is expected to grow by 5.5% in 2023, compared to an estimated growth of 6.1% in 2022. The region's recovery from the COVID-19 pandemic has been relatively strong, with India's economy expected to grow by 6.6% in 2023. The region's young and growing population are potential drivers of growth, but the region also faces significant challenges, including climate change and rising inequality.

The Sub-Saharan Africa region is presumed to grow by 3.6% in 2023, compared to an estimated growth of 3.4% in 2022. The region's recovery from the COVID-19 pandemic has been slower than in other regions, and the recovery is likely to be uneven across countries. In addition, the ongoing conflicts and weak governance will remain potential headwinds for the region's growth.

The IMF lowered its growth projection for the fiscal year 2022-2023 to 5.5 percent due to high energy and food prices, inflation, higher interest rates, and Russia's invasion of Ukraine. The government, however, has set an ambitious target of 7.5 percent in expectation of economic revival. According to ADB, Bangladesh's GDP is expected to grow by 5.3 percent in the FY 2022-23. The slower growth forecast is attributable to the slowing of global economy in the wake of Russia's invasion of Ukraine, which has resulted in weaker domestic demand and export growth.

World Bank also downgraded growth forecast for Bangladesh to 5.2 percent for the current fiscal year ending in June 30, 2023, impacted by inflation, energy shortage, slowdown of the recovery from the pandemic, and the war in Ukraine. According to World Bank, as inflationary pressure eases, external conditions improve, growth is assumed to accelerate in FY24 and converge to around 6.5% over the medium term.

BANGLADESH ECONOMY

Bangladesh Economy Bangladesh has seen strong economic growth in recent years, with significant progress in reducing poverty and improving the standard of living for its citizens. But the COVID-19 pandemic has presented new challenges to this growth, particularly in the textile and apparel sector, which has been a significant driver of economic growth in the country. The pandemic has disrupted global supply chains and reduced demand for apparel and textiles, leading to factory closures and reduced operations. Despite these challenges, several factors are anticipated to drive economic growth in Bangladesh, including the government's efforts to improve infrastructure, attract foreign investment, and promote private sector development. Bangladesh's growing population also presents opportunities for businesses in sectors such as healthcare, education, and retail. The country's position as a hub for regional trade and its membership in trade organizations such as SAARC and BIMSTEC make it an important transit point for trade between India and Southeast Asia. Several challenges could hinder Bangladesh's economic growth in the coming years. Climate change is a significant threat to the country's agricultural sector and infrastructure, and the government will need to invest in infrastructure and promote diversification of the economy to address these challenges. Regulatory barriers and corruption also need to be addressed to improve the business climate in the country. Recent developments, including the Russian invasion of Ukraine, have created uncertainty, and increased global commodity prices, leading to inflation in South Asia. Banks in Bangladesh are facing liquidity stress due to high inflation and a dollar shortage, and rising default loans are exacerbating the crisis. The resulting squeeze on real income, particularly for people with low incomes, is severe, and domestic demand is likely to be compressed due to historic high inflation. In addition, external demand conditions are presumed to worsen macroeconomic stability, with the war in Ukraine and associated sanctions leading to a higher current account deficit and rising inflation as global commodity prices surge.

The prospective USD 4.5 billion loan program from the International Monetary Fund is expected to positively restore macroeconomic stability, but significant reforms are needed to improve productivity and ease trading constraints internally and externally. Improving the exchange rate, removing the interest rate cap, accelerating income transfer programs to the poor and vulnerable, and raising tax revenues are some of the measures that can aid in improving the current economic conditions. The current economic situation in Bangladesh is a mix of opportunities and challenges. While there are growth

opportunities, particularly in sectors such as healthcare, education, and retail, the country needs to address several challenges to sustain its economic growth and improve the standard of living for its citizens.

FOREIGN EXCHANGE

The exchange rate rose sharply to BDT 108 from BDT 84.8 against the US dollar within a year. The central bank approved the floating rate of dollars on September 14. The taka has also lost its value sharply against the US dollar amid a shortage of the USD and a surge in import bills. Although the Bangladeshi taka lost more than 50% of its value from 2010 and 2022, the steepest decline only occurred in the last few months because, up until that point, the taka was maintained at an artificially higher value. In contrast, India, Vietnam, and Indonesia allowed a gradual devaluation of their currencies to avoid sudden shocks. The exchange rate is expected to remain stable in 2023, with the Bangladesh Bank continuing to intervene in the foreign exchange market to maintain a stable rate. The central bank has set a target of maintaining a moderate level of depreciation against the US dollar to support export competitiveness and boost remittance inflows. Bangladesh's foreign-exchange reserves dropped below USD 34 billion despite restrictive measures to stall the fall to navigate internal and external headwinds on the financial front, probably after the early stage of the Covid-19 pandemic. The downturn in the foreign-currency reserves continued because of a gradual fall in earnings from export and remittance in recent months. Simultaneously, the selling of dollars from the central bank to the commercial banks to meet the foreign-currency obligations to pay the import bills continues rising. According to the official data, Bangladesh Bank sold over USD 7.8 billion to banks in July-December of FY23, while in FY22, it injected USD 7.62 billion into the financial market. The significant decline in reserves, particularly the greenback, comes as a matter of concern for the economy, which is under stress amid Bangladesh's falling foreign-exchange reserves, dragged by higher import payments against lower export earnings and remittance inflows. To shield the reserves, the central bank took various initiatives, like discouraging imports of non-essential goods, strict monitoring of pre-and post-LC opening, and moving to raise the exchange rate of the dollar that Bangladesh Bank sells to the banks. Despite all the measures, the gradual fall of reserves could not be controlled. Settling high import payments was the main reason for the depletion of the forex reserve. Imports were surging amid rising commodity prices, global supply chain disruptions, and Russia- Ukraine war. This sharp depletion of reserves has put macroeconomic

stability in danger. Overall, the economy is still in a perilous situation, but concerns remain if the rate of depletion does not slow down.

INFLATION

According to the IMF (October'22), inflation is forecasted to rise from 4.7 percent in 2021 to 8.8 percent in 2022 but to decline to 6.5 percent in 2023 and to 4.1 percent by 2024. The Central Bank of Bangladesh aims to keep annual average CPI-based general inflation to 5.60% in FY23. Average inflation rate stood at 6.15% at the end of FY22, which was 85% higher than the fiscal budget. As of December 2022, the general inflation declined to 8.71% as food inflation eased. Food inflation stood at 7.91% and Non-food inflation stood at 9.96% in Dec'22. Twelve-month average general inflation stood at 7.67%, up by 22 bps on a monthly basis. The main reasons for the increasing inflation rate in Bangladesh are the increase in food prices and prices of imported daily consumption, supply chains disruptions in domestic and global market, rising fuel prices, currency depreciation, and imperfections and anomalies in the local markets. The middle-income and fixed-income people are struggling as the burden of rising prices is increasing. Many families have had to withdraw their savings to cope with the higher consumer prices. Due to a surge in prices of commodities in the global market and the fast depletion of the foreign currency reserves, sales of savings certificates has increased and remained at an elevated level for the last few months, the government maintains its current trend of borrowing from the central bank, non-food inflation and, in turn, inflation might spiral in the coming months.

EXPORT

With a comfortable balance of payment position, foreign exchange reserves, exchange rate stability, robust export and remittance growth, and impressive import performance, the external sector has been a pillar of the economy. In the last few months, the sector has come under pressure on all counts, and subdued exports are one of the reasons. However, in Dec'22, export stood at USD 5,365.19 million, up by 9.32% as compared to the same period in FY22. Bangladesh's export sector is expected to continue its growth trajectory in 2023. The government's efforts to diversify the export base, improve trade facilitation, and attract foreign investment are expected to contribute to this growth.

IMPORT

Import payments in December 2022 witnessed a significant decline of 28.37%, amounting to USD 6,042.9 million. To control

imports, there was a substantial decrease in the opening of letters of credit (LCs) for importing capital machinery as well as intermediate goods and industrial raw materials. This could result in a slowdown of economic growth and employment generation in the current fiscal year, with micro, small, and medium enterprises (MSMEs) being the most susceptible to the impact. Imports are expected to increase in 2023 due to the growing demand for capital goods and raw materials. The increase in imports might put pressure on the balance of payments, which may necessitate further measures to boost export earnings and attract foreign investment.

CAPITAL MARKET

The prime bourse Dhaka Stock Exchange (DSEX) closed at 8.14 percent lower at 6207 in 2022. The total number of listed securities in the Dhaka Stock Exchange jumped from 616 in 2021 to 668 in 2022. In 2022, total capital raised through IPO stood at BDT 11,136 million, down from BDT 12,790 million in 2021, registering 12.93 percent de-growth. The market capitalization of DSEX surged to BDT 7,609 billion in 2022. Despite the negative outlook of increasing inflation and low-interest rates in early 2022, the stock market remained unaffected, with most securities staying at the floor price. The capital market saw the introduction of Treasury bonds and Sukuk in exchange trading for the first time, although the Treasury bond market has yet to show significant growth. Equity capital raised through IPOs or right share issuances declined. The improvement of the market in 2023 is uncertain due to recessionary global forecasts, unresolved Ukraine-war issues, pre-election uncertainty, banking sector crisis, devaluation of BDT, and stressed forex reserve. Investors are expected to continue being cautious due to the possibility of ongoing inflation. However, market sentiment is anticipated to stabilize by the end of 2023 as economic tensions ease with recent declines in LC openings and import bills and the receipt of the first tranche of IMF loan installments, which may lead to an improvement in the country's current account deficit and foreign exchange volatility.

INDUSTRY OUTLOOK

Economy of Bangladesh is now on the way of developed country. Non-Bank Financial Institution (NBFI) is major contributor partner in this road. NBFIs provide multiple alternatives to transform an economy's savings into capital investment. The NBFIs are dependent on banks and customer deposits for their funds. Currently, 35 NBFIs are running their business across the country. Though the deposit interest rate in the NBFIs is still far better than the banks, the NBFIs could not capitalise the situation to improve their liquidity

base. During Oct.-Dec., 2022 total loan disbursements by NBFIs decreased by 1.80% compared to Jul.-Sep., 2022 and decreased by 9.77% against Oct.-Dec., 2021. Bangladesh Bank data showed that the deposits in the NBFIs fell to Tk. 41,585.48 crore at the end of September quarter of 2022 from Tk. 42,086.4 crore in deposits at the end of June quarter. Deposits in the NBFIs usually increase in a gradual manner, but the situation has changed following massive irregularities in the NBFIs sector that prompted the government to initiate a process of liquidation of People's Leasing and Financial Services in 2019. The liquidation process was later scrapped and steps have been taken to revive the entity following a court order. The High Court formed the People's Leasing's board of directors with 10 professionals to resume the operations of the company. Apart from People's Leasing, Bangladesh Industrial Finance Company and International Leasing and Financial Services are among the other NBFIs which are going through an intense crisis. Fund withdrawals by banks from the NBFIs along with the absence of public confidence were the reason for the liquidity crisis in the sector. FIs in Bangladesh should take some serious initiatives to deliver short term results as well as long term vision while preparing for the coming changes. It is important to build detection, assessment and mitigation of risk. New instrument may introduce which will be emerged as an important tool and added a new dimension in the financial market. Moreover, Bangladesh Bank facilitates interest rate subsidy and refinance scheme for pandemic affected clients of non bank financial institutions and banks under the government stimulus packages for providing working capital in industry and service sector and cottage, micro, small and medium enterprises (CMSME) sector. These prompt policy supports and responses from Bangladesh Bank in sync with the government's stimulus packages and other policies helping widely to mitigate COVID's negative impact on Bangladesh's economy.

THE COMPANY

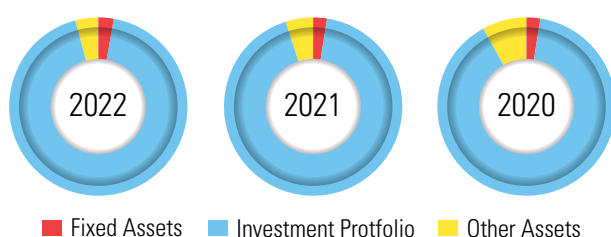
Since the inception of Phoenix Finance and Investments Limited has always prioritized the sectors that present a growth potential on a long term basis. PFIL is moving towards business solutions by prioritizes efficiency & highest ethical standards and focuses on a business expansion drive through its existing and extended branch network, concentrating more business to increase its market share and profitability. This will be further accompanied by innovative product development, process improvements and staff development, aimed at fulfilling the rapidly changing customer needs in the challenging market conditions and maximizing the value that we create for all the stakeholders.

ASSETS

As on December 31, 2022 total assets stood at Tk. 29,126.65 million showing a decrease of 1.38% as against the year 2021 by Tk. 29,534.60 million. In 2021, total assets increased by 0.28% as compared to that of 2020. A comparative position of Asset is given below:

Figures in Million Taka

Items	2022	% on Total	2021	% on Total	2020	% on Total
Fixed Assets	856.00	2.94	765.47	2.59	784.98	2.67
Investments Portfolio	27,089.93	93.01	27,342.86	92.58	26,345.82	89.45
Other Assets	1,180.72	4.05	1,426.27	4.83	2,321.17	7.88
Total	29,126.65		29,534.60		29,451.97	



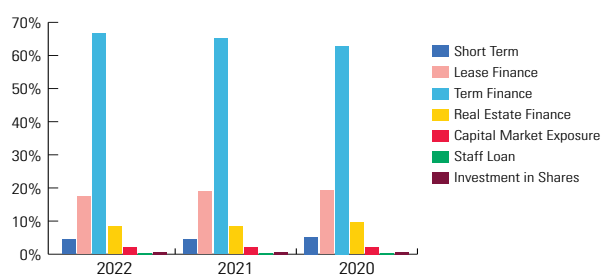
Most of the fund has been injected in Investment Portfolio (93.01% of total assets in 2022) which is the main stream of earning of the Company. It has decrease by 0.93% in the year of review and increased by 3.78% in 2021.

INVESTMENT PORTFOLIO

The Company recorded a decrease of 0.93% in Investments with a total portfolio of Tk. 27,089.93 million at the end of December 2022 compared to Tk. 27,342.86 million at the end of December 2021 which was Tk. 26,345.82 million at the end of December 2020.

Figures in Million Taka

Items	2022	% on Total	2021	% on Total	2020	% on Total
Short Term Finance	1,193.18	4.40	1,234.57	4.52	1,361.28	5.17
Lease Finance	4,723.48	17.44	5,171.61	18.91	5,065.32	19.23
Term Finance	18,051.61	66.63	17,801.14	65.10	16,563.95	62.86
Real Estate Finance	2,275.04	8.40	2,284.20	8.35	2,525.81	9.59
Capital Market Exposure	576.72	2.13	587.79	2.15	566.76	2.15
Staff Loan	91.07	0.34	91.72	0.34	86.85	0.33
Investment in Shares	178.83	0.66	171.83	0.63	175.85	0.67
	27,089.93		27,342.86		26,345.82	



Investment portfolio consists of Lease, Term Loan, Real Estate Finance and Investment in Shares. The core business of the Company is Lease Finance & Term Finance constituting of 17.44% & 66.63% respectively on total Investment Portfolio in 2022 and the Company diversified its product line time to time depending on the Market situation.

LEASE PORTFOLIO

Total Lease portfolio stood at Tk. 4,723.48 million at the end of December, 2022 compared to Tk. 5,171.61 million at the end of December, 2021 registering a negative growth of 8.67%. It was Tk. 5,065.32 million as on December 31, 2020.

TERM LOAN PORTFOLIO

Total Term Loan portfolio stood at Tk. 18,051.61 million at the end of December, 2022 registering a growth of 1.41%. It was Tk. 17,801.14 million at the end of December, 2021 compared to Tk. 16,563.95 million as on December 31, 2020, registering a growth of 7.47%.

REAL ESTATE FINANCE

Total Real Estate Finance portfolio stood at Tk. 2,275.04 million at the end of December, 2022 registering a decrease of 0.40% which was Tk. 2,284.20 million as on December 31, 2021. In 2021, there was a negative growth of 9.57% compared to Tk. 2,525.80 million as on December 2020.

INVESTMENT IN SHARES

Total Share Investment portfolio stood at Tk. 178.83 million as on December 31, 2022 compared to Tk. 171.83 million as on December 31, 2021. It is increase by 4.07%. It is notable here that the volatility in the Capital Market arose at the last quarter of 2010 and consequence of unstable Market continued round the year 2022.

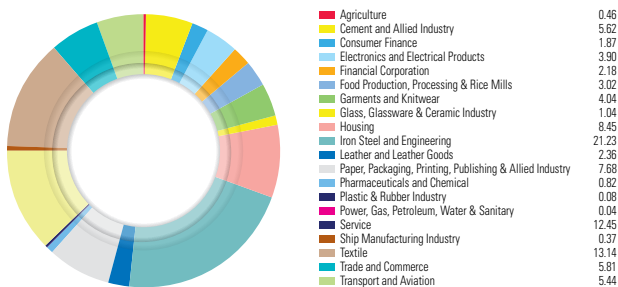
ASSET QUALITY

As on December 31, 2022, 76.77% of the Investment portfolio (except investment in Shares) was regular while only 23.23% of the total portfolio was non-performing as compared to 19.67% of 2021. The Company made required provision as on December 31, 2022 against performing and non-performing loans as per rate and classification norm provided by Bangladesh Bank. The volume of non-performing loans stood at Tk 6,250.45 million in 2022 from Tk. 5,343.22 million in 2021. The required loan provision of Tk. 3,142.01 million, out of these Tk. 590.13 million was general provision including SMA, which was 18.78% of the total provision. The rest Tk. 2,551.88 million was against the classified accounts.

SECTOR WISE FINANCE

A wide range of industries and business sectors constitutes the Company's Investment (except Investments in Shares) portfolio. Major sectors where the Company extended finance include Textile, Garments, Engineering, Real Estate, Transport, Pharmaceuticals, Agro Industries and Services. The Company continued to support Small and Medium Enterprises (SME) and expanded financing facilities to them through its SME Department at Head office and Branch Offices.

Sector wise allocation of Investments reveals a well-diversified portfolio of the Company with balanced exposure in different sectors. High concentration sectors are Iron steel & Engineering Tk. 5,711.82 million, Textile Industries with outstanding of Tk. 3,537.01 million, Housing Tk. 2,275.04 million, Paper, Printing & Packaging Tk. 2,066.27 million, Trade & Commerce Tk. 1,564.73 million, Cement and Allied Industry Tk. 1,513.56 million, Transport & Aviation Tk. 1,465.27 million, Garments & Knitwear Tk. 1,085.97 million, Electronics and Electrical Products Tk. 1,050.55 million, Food Production & Processing Industries Tk. 813.94 million, Leather and Leather Goods Tk. 635.17 million, Merchant Banking Tk. 587.47 million, Consumer Finance Tk. 504.05, Glass, Glassware and Ceramic Industries Tk. 280.07 million, Pharmaceuticals & Chemical Tk. 219.33 million, Agriculture Tk. 122.93 million, Ship Manufacturing Industries Tk. 99.22 million, Plastic Industry Tk. 21.12 million, Power, Gas, Water & Sanitary Service Tk. 10.79 million and other Sector Tk. 3,346.77 million as on December 31, 2022.



LIABILITY

Total liabilities of the Company stood at Tk. 27,603.13 million as on December 31, 2022 compared to Tk. 26,624.89 million as on December 31, 2021 registering an increase of 3.67% over the last year, whereas a growth was increased by 1.65% in 2021 compared to Tk. 26,191.72 million as on December 31, 2020.

DEPOSITS AND OTHER ACCOUNTS

The deposits base of the Company stood at Tk. 17,386.12 million as on December 31, 2022 compared to Tk. 18,316.95 million of the previous year registering a negative growth of 5.08%. The Company has well balance Branch network and high

standard products and services along with competitive interest rate offered to customers. The customers group of the Company was Individuals, Banks, FIs, Corporations, and Autonomous Bodies, School, College and Universities etc. The Average cost of Deposits was 9.09% in 2022 as against 10.44 % in 2021.

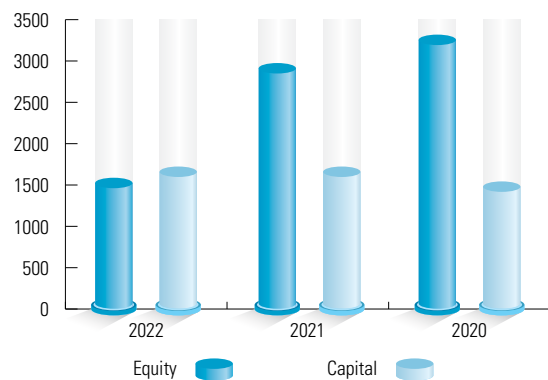
BORROWINGS FROM OTHER BANKS AND FINANCIAL INSTITUTIONS

The Company meets its certain portion of fund demand from loan taken from different Banks. It represents 15.15% of total liabilities in 2022 whereas it was 15.26% of total liabilities in 2021. Total Bank Loan balances of the Company stood at Tk. 4,182.73 million as on December 31, 2022 increased 2.97% compared to the last year. This loan provided by different Commercial Banks including Bangladesh Bank ranging from six months to five years secured by way of first ranking Pari-Passu Security Sharing Agreement among the secured lenders on all fixed and floating assets.

EQUITY

Phoenix Finance and Investments Limited commenced its operation on May 09, 1995 as a Non-Banking Financial Institution with an Authorized Capital of Tk. 500.00 million and Paid-Up Capital of Tk. 50.00 million. At present the Authorized Capital of the Company stand at Tk. 3,000.00 million. Total Shareholders' Equity of the Company as on December 31, 2022 stood at Tk. 1,523.52 million and the Paid Up Capital of the Company stood at Tk. 1,658.74 million on the same period.

Particulars	2022	2021	2020
Equity	1,523.52	2,909.71	3,260.24
Capital	1,658.74	1,658.74	1,481.02



RISKS AND CONCERNS

The company is always aware of the business is subject to a variety of risks and uncertainties e.g. industry risk, liquidity risk, market risk, operational risk, interest rate risk, exchange rate risk, and potential changes in global or national policies, etc. In this respect, the Company has well-defined its risk

management policies and introduced a periodic monitoring system that acts as an effective tool in mitigating various risks to which our businesses are exposed in the course of its day-to-day operations as well as in its strategic actions.

OPERATIONAL REVENUE

Total Operational Revenue stood at Tk. 2,166.59 million in 2022, decreased by 29.71% from Tk. 3,082.21 million in 2021. It was decreased by 16.06% in 2021 compared to Tk. 3,672.04 million in 2020.

The main revenue comes from Interest on Term & Lease Finance which was 60.93% and 16.50% respectively of total revenue.

OPERATING EXPENSES

Total Operational Expenses incurred at Tk 1,922.92 million in 2022, decreased by 29.63% compared to Tk. 2,732.48 million in 2021. It was decreased by 11.24% in 2021 compared to Tk. 3,078.52 million in 2020. Out of total Operating Expenses, 83.04% was Financing Expenses, 11.34% was Salary & Allowances, 2.37% was Depreciation and 3.25% was other Overhead Expenses.

OPERATING & NET PROFIT

Phoenix Finance and Investments Limited registered an operating profit of Tk. 243.67 million in 2022 compared to Tk. 349.73 million in 2021 registering a decrease of 30.33%. It was decreased by 41.08% in 2021 compared to Tk. 593.52 million in 2020. After making all provisions including general provisions on unclassified loans, profit before tax stood at Tk. (1,357.12) million in 2022 compared to Tk. (279.62) million in 2021, registering a decrease of 385.35%. The Net Loss of the Company stood at Tk. 1,386.19 million in 2022 compared to Net Loss Tk. 350.53 million in 2021.

THE BOARD OF DIRECTORS

The Board of Directors of the Company consists of Directors with wide knowledge and experience. The names of the Directors are mentioned on page no. 18 and 19 and their brief profiles are given on page no. 20 and 21 of this Annual Report.

BOARD MEETINGS

The details of Directors meetings and the Board Sub Committee meetings and the attendance of Directors at these meetings are given in the Statement on page no. 76 of this Annual Report.

DIRECTORS' REMUNERATION

Details of Directors' Remuneration paid during the year are given in note number 26 to the Financial Statements.

SHAREHOLDING

There were number of ordinary shareholders 5,979 registered as at 31st December 2022. Details of shareholder's composition and percentage holding of the Sponsors and public are given in the Investors' Information section on page 133 and notes 13.1 in Financial Statements. The shareholding pattern as per Clause 2(k) of SEC Notification No. SEC/CMRRCD /2006-158/ Admin/02-08 dated February 20, 2006.

RELATED PARTY TRANSACTIONS

Related Party Transactions in terms of Bangladesh Accounting Standard-BAS 24 (Related Party Disclosure) which is adopted in preparation of the Financial Statements. Those transactions disclosed by the Directors are given in note number 38 to the Financial Statements which form an integral part of the Annual Report.

DECLARATION BY THE CEO AND THE CFO

Declaration by the Managing Director and Chief Financial Officer has been given on page no. 50.

CORPORATE GOVERNANCE

The Directors have placed emphasis on confirming to the best corporate governance practices and procedures. Accordingly, systems and structures have been introduced or improved from time to time to enhance risk management measures and to improve accountability and transparency. A separate report on corporate governance is given on page 69-72 Pursuant to clause 9.00 of BSEC notification no. BSEC/CMRRCD/2006-158/207/admin/80 dated June 3, 2018, the company's compliance status is shown in annexure-c page no. 52-68.

CERTIFICATE OF COMPLIANCE

Required under condition no. 9 disclosed in the ANNEXURE-B on page no. 51 of this Annual Report.

ADDITIONAL DISCLOSURES

The Directors, in accordance with BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 3, 2018 confirm compliance with the financial reporting framework for the following;

- The financial statements prepared by the management present fairly the Company's state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of accounts of the Company have been maintained. Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.

- International Accounting Standards and International Financial Reporting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements. The system of internal control is sound in design and has been effectively implemented and monitored.
- There are no significant doubts upon the Company's ability to continue as a going concern.
- There is no extraordinary gain or loss during the year.
- Difference occurs between quarterly financial performance and annual financial statements due to maintaining provisions against classified Loan/Lease as required by Bangladesh Bank.
- There are no significant changes in the Company's fixed assets and the market value.
- 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.
- The company had not enabled any of its directors to acquire benefits by means of acquisition of share or debentures of the company or anybody corporate.

KEY FINANCIAL DATA

Key Operating and Financial Highlights for preceding 05 years inserted in page no. 11 of this Annual Report.

CAPITAL STRENGTH IN ACCORDANCE WITH BASEL-II RECOMMENDATION AND BANGLADESH BANK GUIDELINE

Capital Adequacy Ratio (CAR) of the Company at the Balance Sheet date was 6.67 percent with Tier - I ratio at 3.51 percent. The ratios have been calculated in accordance with Basel-II recommendation and Bangladesh Bank guidelines. CAR encompassing credit, operational and market risks is below the Basel-II requisite for 10 percent. Note 38 to the Financial Statements provide further details on PFIL capital adequacy. Capital Adequacy Ratio (CAR) has been calculated as per CAMD guidelines respectively under the Instruction of Bangladesh Bank's DFIM circular no.8 dated August 02, 2010.

BRANCH NETWORKING

The Company has a total number of 09 (nine) Branches. All the Branches are situated in commercial places across the country to provide with multidimensional financial services to the people and the Company has a plan to add few new Branches to the existing Branch network in the coming years.

HUMAN RESOURCE

Human Resource is the key to the success of a service oriented business organization like ours. Dynamism in a corporate body

has a close relationship with the development of Human Resources. In line with the prevailing perception, the Company has sharpened its focus on human resources by a series of development activities throughout the year. We believe that our human resources are the finest asset to contribute into Company's growth and success. It follows a structured recruitment policy, service rules and compensation package for its workforce at all tiers. The Company has recruited highly brilliant professional manpower coupled with fresh university graduates from renowned local/international educational institutions and built up the finest team to cope up with the growing business competition since its inception. The fresh graduates are recruited through competitive examination, which is conducted by the country's best Business School, IBA, Dhaka University/BIBM. Recruitment of talent people only from the best Educational Institution is not enough to ensure the quality people. We need to groom up these talent people so that they can become future business leader in the industry. To keep this in mind, PFIL always feels the urge of quality and trained people in its HR portfolio. Besides, the Company extended its training facilities from the senior level to the support staff level. The Company also created a sense of community among the employees by encouraging interaction with each other in the Management Committee Meeting and across the Departments and Divisions. Such discussion helped employees learn each other's responsibility, grow their individual skill and develop an understanding about the Company as a whole through interpersonal communication. In regard to the employee development, HR Training & Development wing arranged to develop the Company Officials by training, workshop, seminar, etc. and by helping them to achieve both their personal and professional goals at PFIL and beyond it. Training courses are designed through appropriate task analysis for the fresh candidates and through performance analysis for the existing officials. Several relevant and important Training Courses have been participated by the PFIL's nominated Employees such as Foundation Course for FIs, Credit Operation and Management and Market Promotion conducted and organized by renowned Associations, Organizations and Government Agencies of the country. Besides above, several Workshops and Seminars on Risk Management & Basel II, Internal Control & Compliance, Prevention of Money Laundering, Corporate Governance in the Banks, FIs & Central Bank and Corporate Tax Management have also been participated by a good number of nominated employees of PFIL. A good number of employees of the Company were also sent to attend various training/ workshop/ seminars on Lease Financing Business arranged by various Associations and Organizations.

HR FUTURE PLAN FOR 2023

We envisage concentrating in the following areas in 2023 for further improvement of HR policies:

1. Implementation of Revised Human Resources Policy and Procedure Manual;
2. Up graduation of integrated “Code of Ethics and Business Conduct for Employees”
3. Substantial review of existing policies for providing more benefits to employees with a view to introducing superior level of job satisfaction.
4. Employee’s satisfaction survey etc.

PROPOSED DIVIDEND

The Board of Directors has recommended No Dividend subject to the approval of the Shareholders in the 28th Annual General Meeting. Dividend in the form of Cash or Stock cannot be declared due to maintain required provisions against Classified Loan/Lease as per instruction of Bangladesh Bank during the year under review.

RETIREMENT AND RE-ELECTION OF THE DIRECTORS

In accordance with the provisions in the Articles of Association of the Company the following Directors representing one-third of the number of existing Directors will retire by rotation in the next Annual General Meeting:

Mr. Md. Jamirul Islam
Mr. Md. Rafiqur Rahman

Being eligible they offer themselves for re-election subject to prior approval of Bangladesh Bank and Shareholders.

APPOINTMENT OF THE EXTERNAL AUDITOR FOR THE YEAR 2023

According to the Articles of Association, the Company at each Annual General Meeting shall appoint one or more Auditors being Chartered Accountants to hold the office until the next Annual General Meeting. In order to comply with the regulatory directives of Bangladesh Bank issued vide DFIM Circular No. 04, dated 30.04.2015 regarding appointment of External Auditors for Financial Institutions, the Management of the Company decided to appoint the External Auditor of the Company for the year 2023.

As per Bangladesh Bank directions, a Chartered Accountancy Firm cannot be appointed as External Auditor of a Financial Institution for more than consecutive 03 (three) years. Bangladesh Bank and Financial Reporting Council (FRC)

under Finance Ministry circulated list of eligible Chartered Accountancy Firms to be appointed as External Auditors of Financial Institutions listed with Stock Exchanges.

It may mention here that the existing External Auditor Malek Siddiqui Wali, Chartered Accountants have been conducted External Audit for the previous three years i.e 2020, 2021 & 2022 respectively. They have completed their tenure. Meanwhile, the Company received Expression of Interest (EOI) from G. Kibria & Co., Chartered Accountants & Kazi Zahir Khan & Co., Chartered Accountants, two renowned Audit Firms listed with Bangladesh Bank & Financial Reporting Council (FRC) intended to be appointed as the External Auditor for the year 2023.

Accordingly, the Board of Directors of the Company in its 323rd Meeting held on September 27, 2023 recommended for appointment of Kazi Zahir Khan & Co, Chartered Accountants as the External Auditor for the year 2023 at a Fee of Tk 3,00,000/- only including Tax & VAT thereon until the next Annual General Meeting subject to approval of shareholders in the AGM.

APPOINTMENT OF THE COMPLIANCE AUDITOR FOR THE YEAR 2023

As per Notification of Bangladesh Securities and Exchange Commission every company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. Compliance Auditors shall be appointed by the shareholders in the annual general meeting. Accordingly, the Board of Directors of the Company in its 323rd Meeting held on September 27, 2023 recommended for re-appointment of Jasmin & Associates, Chartered Secretaries as the Compliance Auditors for the year 2023 at fees of Tk 50,000/- only including VAT and Tax thereon until the next Annual General Meeting.

APPOINTMENT OF THE INDEPENDENT SCRUTINIZER

In order to comply with the regulatory directives issued by the Bangladesh Securities and Exchange Commission (BSEC) vide BSEC/CMRRCD/2009-193/08 dated 10.03.2021 regarding reporting on general meeting (AGM or EGM) using Hybrid system of publicly listed companies i.e. “the company shall obtain a report from Professional Chartered Accountant or Chartered Secretaries and such authenticated report shall be submitted to the Commission within 48 (forty eight) hours

of conclusion of general meeting". Accordingly, the Board approved appointment of Ahamed Shamim & Co., Chartered Accountants as the Scrutinizer at Fee of Tk 40,000/- only including Tax & VAT for the purpose relating to upcoming 28th AGM of the Company as per directives given by Bangladesh Securities and Exchange Commission.

ACKNOWLEDGEMENT

Phoenix Finance and Investments Limited within a short span of its operation has gained the confidence of its clients. This success is primarily attributed to its teamwork, prompt and prudent decision making, efficient and cordial service, economic use of resources and introduction of new financial products and technologies. The continued endeavors of the Management and staff of the Company under wise guidance and timely support of the Board of Directors have substantially contributed to the success of the Company. The Board of Directors of the Company expresses deep appreciation and gratitude to the Management and all members of staff for their dedicated and efficient services and also to the valued clients, sponsors, shareholders, stakeholders, patrons and well-wishers, whose continued support and cooperation have facilitated our path towards the glory achieved so far. The Company is grateful to the Government of the People's Republic of Bangladesh, Bangladesh Bank, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, External Auditor, Registrar of Joint Stock Companies & Firms and Central Depository Bangladesh Limited for their continued support, prudent guidance and advice towards the notable growth of the Company.

GRATITUDE

The Members of the Board of Directors of Phoenix Finance and Investments Limited express their gratitude to all shareholders, valued clients, patrons, all employees and well-wishers for their continued support and cooperation without which the Company would not have been able to achieve its present amazing position. The Board of Directors also expresses deep appreciation to the Management and all members of staff for their dedicated and efficient services and also to the clients, sponsors, shareholders, stakeholders whose patronage have facilitated our path towards the glorious achievement so far made by the Company.

Best regards and best wishes to all.

On behalf of the Board of Directors,



Mohammed Mohsin
Chairman

Disclosure & Compliance

Declaration of CEO & CFO to the Board of Directors

Date: September 07, 2023

The Board of Directors
Phoenix Finance & Investments Limited

Subject: Declaration on Financial Statements for the year ended on 31st December, 2022.

Dear Sirs,

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

- (1) The Financial Statements of Phoenix Finance & Investments Limited for the year ended on 31st December, 2022 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 December, 2022 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,



(S. M. INTEKHAB ALAM)
Chief Executive Officer (CEO)



(MD. ABU SUKKUR)
Chief Financial Officer (CFO)

**Report to the Shareholders
of
Phoenix Finance & Investments Limited
on Compliance on Corporate Governance Code**

We have examined the Compliance status to the Corporate Governance Code by Phoenix Finance & Investments Limited for the year ended 31st December 2022. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission except as stated in the remarks column in Annexure-C approved by the Board of Directors;
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The Governance of the company is satisfactory.

For: **Jasmin & Associates**
Chartered Secretaries

Place : Dhaka
Dated : October 31, 2023


.....
Jasmin Akter, FCS
Chief Executive

Annexure-C

Status of compliance with the conditions imposed by the Commission's Notification No. SECICMRRCD/2006-158/207 Admin/80, dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No.9) [As per condition No.1 (5) (xxvii)]

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors			
1(1)	Board's size shall not be less than 5 and more than 20 (twenty)	✓		
1(2)	Independent Directors			
1(2) (a)	Independent director: At least 1/5th of the total number of directors		✓	Appointment of another Independent director is under process.
1(2) (b)	Independent Director means			
1(2) (b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		
1(2) (b)(ii)	Who is not a sponsor of the company or is not connected with the company's 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 nholds one percent (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 also shall not hold above mentioned shares in the company	✓		
1(2) (b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1(2) (b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	✓		
1(2) (b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		
1(2) (b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(2) (b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		
1(2) (b)(viii)	Who is not independent director in more than 5 (five) listed companies	✓		
1(2) (b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	✓		
1(2) (b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2) (c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM)	✓		
1(2) (d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;	✓		
1(2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	✓		
1(3)	Qualification of Independent Director	✓		
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory requirements and corporate laws and can make meaningful contribution to the business;	✓		
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 or any listed company or a member of any national or international chamber of commerce or business association	✓		
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; or	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(3)(b)(iii)	Former 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; or	✓		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	✓		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	✓		
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	✓		
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals.	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(5)	The Directors' Report to Shareholders shall include			
1(5)(i)	An industry outlook and possible future developments in the industry;	✓		
1(5)(ii)	The segment-wise or product-wise performance;	✓		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1(5)(v)	Discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		
1(5)(vi)	Discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1(5)(vii)	A statement of Utilization of proceeds raised through public issues, rights issues and/or any other instruments;	✓		No such item exists
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights share Offer, Direct Listing, etc.	✓		
1(5)(ix)	An explanation or any If significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		
1(5)(x)	A Statement of Remuneration paid to the directors including independent directors;	✓		Refer to the director's report as well as the financial statments
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;	✓		
1(5)(xii)	Proper books of account of the issuer company have been maintained;	✓		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1(5)(xiv)	International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1(5)(xvi)	Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		
1(5)(xvii)	There 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;	✓		
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;	✓		
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	✓		
1(5)(xxi)	Board's statement to the effect that no bonus shares or stock dividend has been or shall be declared as interim dividend;	✓		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director shall be disclosed;	✓		
1(5)(xxiii)	The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name-wise details) held by	✓		
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (namewise details);	✓		No such parent/subsidiary Associated companies and other related parties
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name-wise details).	✓		
1(5)(xxiii)(c)	Executives (top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(5)(xxiv)	Appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	Brief resume of the director			
1(5)(xxiv)(b)	Nature of his or her expertise in specific functional areas	✓		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		
1(5)(xxv)	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:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		
1(5)(xxv)(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;	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	✓		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		
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	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(6)	Meetings of the Board of Directors	✓		
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the 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 this Code	✓		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;		✓	As mentioned in condition number 4(ii) and 6
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency		✓	
2	Governance of Board of Directors of Subsidiary Company			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	✓		
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	✓		
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;	✓		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	✓		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company;	✓		
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)			
3(1)	Appointment			

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
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);	✓		
3(2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board;	✓		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3(3)(b)	The MD or CEO and CFO shall also certify that 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 or its members;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
4	Board of Directors' Committee: For ensuring good governance in the company, the Board shall have at least following sub- committees:			
4(i)	Audit Committee; and	✓		
4(ii)	Nomination and Remuneration Committee			Bangladesh Bank through its letter number- DFIM(P) 1052/27/2021- 2436 dated 04 November 2021 has restricted the NBFIs to form Nomination and Remuneration Committee of the Board.
5	Audit Committee:			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing;	✓		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be nonexecutive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		No casual vacancies created during 2022
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		
5(2)(e)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director;	✓		
5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM) Meeting (AGM);	✓		
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must;	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
5(5)	Role of Audit Committee	✓		
5(5)(a)	Oversee the financial reporting process;	✓		
5(5)(b)	Monitor choice of accounting policies and principles;	✓		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5(5)(d)	Oversee hiring and performance of external auditors	✓		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		
5(5)(h)	Review the adequacy of internal audit function;	✓		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
5(5)(m)	<p>Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission.</p> <p>Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results:</p> <p>Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.</p>	✓		
5(6)	Reporting of the Audit Committee	✓		
5(6)(a)(i)	The Audit Committee shall report on its to the Board of Directors	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-			
5(6)(a)(ii)(a)	The Audit Committee shall immediately report to the Board on the following findings, if any:	✓		
5(6)(a)(ii)(b)	Report on Conflicts of interests;	✓		
	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	✓		
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	✓		
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	✓		
5(6)(b)	<p>Reporting to the Authorities</p> <p>If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier</p>	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
5(7)	Reporting to the Shareholders and General Investors Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
6	Nomination and Remuneration Committee (NRC):			Bangladesh Bank through its letter number- DFIM(P) 1052/27/2021- 2436 dated 04 November 2021 has restricted the NBFIs to form Nomination and Remuneration Committee of the Board.
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;			
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;			
6(1)(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b)			
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;			
6(2)(b)	All members of the Committee shall be non-executive directors;			
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;			
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;			
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
6(2)(g)	The company secretary shall act as the secretary of the Committee;			
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;			
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.			
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;			
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;			
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;			
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);			
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.			
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;			

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
6(5)(b)	NRC shall oversee, among others, the 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 is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;			
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and			
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;			
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality			
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;			
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;			
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and			
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;			
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report			

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
7	External or Statutory Auditors :			
7(1)	The Issuer Company shall not engage its external or statutory auditors to perform the following services of the company, namely-	✓		
7(1)(i)	Appraisal or valuation services or fairness opinions;	✓		
7(1)(ii)	Financial information systems design and implementation;	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	✓		
7(1)(iv)	Broker-dealer services;	✓		
7(1)(v)	Actuarial services;	✓		
7(1)(vi)	Internal audit services or special audit services;	✓		
7(1)(vii)	Any service that the Audit Committee determines;	✓		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		
7(1)(ix)	any other service that creates conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company;	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders;	✓		
8	Maintaining a website by the Company –			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		website: www.phoenixfinance.com.bd
8(2)	The company shall keep the website functional from the date of listing;	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s)	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
9	Reporting and Compliance of Corporate Governance:			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report	✓		The required Certificate is available in this Annual report
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		

Corporate Governance

Corporate Governance is a system through which companies are directed and controlled and the Board members are made responsible to shareholders. The Board of Directors of Phoenix Finance & Investments Limited ensures that the activities of the Company are always conducted in accordance with the highest ethical standards, in the best interest of all stakeholders and the preservation of the environment. The Company remains committed to highest standards of Corporate Governance and manage its affairs in accordance with the guideline of the Bangladesh Securities and Exchange Commission.

The objectives of the Management Structures headed by the Board of Directors of Phoenix Finance & Investments Ltd. and led by the Chairman are to deliver sustainable value to shareholders. Implement the strategy set by the Board is delegated to the Branch Management and Unit Management under the leadership of Managing Director. The Board sets the strategy and approves the annual operating plans presented by the management for achievement of strategic objectives. The Board of Directors meets regularly. Directors receive information between meetings about the activities of the Committees and developments in the Company's business. All Directors have full and timely access to all relevant information and may take independent professional advice if necessary.

The Company has taken the following measures to implement Corporate Governance as instructed by Bangladesh Bank and Bangladesh Securities and Exchange Commission:

THE BOARD OF DIRECTORS & THEIR MEETING

The responsibility goes to a large extent to the directors of the Board and their leadership. The Board comprises of 6 (Six) members. The Board of Directors of whom Four are Nominee Directors, one is Shareholder Director and also one is Independent Director and also one Executive Director who is the Managing Director. The Company has complied with the Corporate Governance Guidelines imposed by Bangladesh Securities and Exchange Commission. Board members include persons of talents, with academic & professional qualification and wide range of experience in the field of business. This gives strength for effective discharge of duties and responsibilities by the Board.

The Board of Directors endeavors to exercise effective control over the Company in formulating and implementing policies and ensuring their effective implementation. The Board is responsible for the governance of the Company on behalf of shareholders within a framework of policies and controls that provide for effective risk assessment and management. The Board provides leadership and articulates the Company's objectives. The Board approves the Company's budget and business plan and reviews the policies. The Board and Executive committee reviews the guidelines of Bangladesh Bank. The management operates the Company according to policies set out by the Board.

The Chairman of the Board and the Chief Executive Officer/ Managing Director are not the same person and their responsibilities are separate. The Chairman attends the meeting of the Board of Directors. The Chairman keeps contacts with the other Directors so that they all attend the meeting and fruitful results derive from the meeting of the Directors.

Regular meeting of the Board is held, at least once in month. 09 (Nine) Board Meetings were held during the year 2022. The attendance by each Director is reported at page 76.

EXECUTIVE COMMITTEE

In order to have proper functioning and quick disposal of credit proposals, Board had delegated authority to Executive Committee of the Board to approve proposal within certain limit.

The Executive Committee of the Board of Directors is comprised of 2 (two) Non-Executive Directors and the

Managing Director. The Executive Committee reviews the policies and guidelines issued by Bangladesh Bank regarding credit and other operations. They ensure the implementation of the policies and guidelines through management. The Executive Committee of the Board approves the credit proposals as per the approval policy of the Board. This delegation has supported the operation in positive manner. 08 (eight) meetings were held in the year 2022.

AUDIT COMMITTEE

The Audit Committee examines the status of implementation of the Company's policies and manuals and Bangladesh Bank Guidelines. The Audit Committee of the Board of Directors is comprised of 03 (three) members of the Board. Audit Committee sits in meeting on regular basis and verifies audit reports of different regulatory authorities. The Committee also examines the status of implementation of the Company's policies and manuals, BSEC & Bangladesh Bank's guidelines. Besides, the Committee is empowered the following:

- To review the risk management procedures for ensuring an effective internal check and control system.
- To reviews the annual financial statements to ensure consistency with the accounting standards set by the regulatory.
- To review the efficiency and effectiveness of internal audit function.
- To review that the findings and recommendations made by the external auditors for removing the irregularities detected and also running the affairs of the Company are duly considered by the management.

In the year 2022, 04 (four) meetings were held.

MANAGEMENT COMMITTEE

The day to day activities of the Company is entrusted with the Managing Director and the Management Committee. The Committee comprises of 06 (six) Members. The Chairman of Management Committee is the Managing Director of the Company. The Committee meets regularly to review the performance of the Company and take decisions as deemed appropriate.

ASSET LIABILITY COMMITTEE (ALCO)

The main objectives of these Committee to manage Balance Sheet risk, especially for managing of liquidity risk and interest rate risk and assist the Management Committee in the decision making process. The main responsibilities of this Committee is to look after the Financial Market activities, manage liquidity and interest rate risk, understand the market position and competition etc. In carrying its responsibilities, the ALCO meets regularly and review the Decisions of the meeting with due consideration of the market situation. ALCO constituted 5 (five) members. ALCO chaired by the Managing Director of the Company.

CREDIT COMMITTEE

Credit/Financing Operation of the PFIL is of paramount importance as the greatest share of total revenue of the PFIL is generated from it, maximum risk is centered in it and even the very existence of PFIL depends on prudent management of its credit portfolio. The Committee constituted to reduce this risk. The Credit Committee chaired by the Managing Director and comprises of 3 (three) senior executives.

INTERNAL CONTROL & COMPLIANCE

NBFIs business is a diversified and complex financial activity. Its activity involves high risk; the issue of effective internal control system, corporate governance, transparency, accountability has become significant issues to ensure smooth performance of the operations of the Company.

Internal control is the process, affected by a Company's Board of Directors, Management and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with applicable laws, regulations and internal policies. Internal Controls are the policies and procedures established and implemented alone, or in concert with other policies or procedure, to manage and control a particular risk or business activity or combination of risks and business activities to which the Company is exposed or in which it is engaged.

Phoenix Finance & Investments Ltd. has established an appropriate and effective internal control environment through the Board of Directors, Management, organizational and procedural controls and an independent

audit mechanism in order to ensure that the Company is managed and controlled in a sound and prudent manner. The Company identifies its weaknesses through internal control system and takes appropriate measures to overcome the weaknesses. The Board of Directors of the Company has established an Audit Committee to monitor the effectiveness of internal control system of the Company. The Audit Committee meets the senior management periodically to discuss the effectiveness of the internal control system of the Company and ensure that the management has taken appropriate actions as per the recommendations of the auditors and the Internal Control and Compliance Division (ICCD).

Directors are responsible for instituting a system of internal control to ensure the effective implementation of all policies and decisions of the Board. The Board ensures that the directors maintain full and effective control areas of all significant strategic, financial and organizational and compliance issues. Internal Control is the process, affected by a company's Board of Directors, management and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- Effectiveness and efficiency of operations
- Reliability of financial reporting
- Compliance with applicable laws, regulations, and internal policies.

The Company has been practicing Internal Control System based on the guidelines framed by Bangladesh Bank. Internal Control and Compliance Division covers all areas of Company's operational activities where risks of operational losses may arise as well as to ensure that ethical standard are maintained and regulatory compliances are followed. Internal Control and Compliance process are monitored through Departmental Control Function Check List and Operational Report. These are verified periodically in each Business Unit by the Internal Control & Compliance Department (ICCD). The ICCD provides report on overall adequacy and effectiveness of the Internal Control System based on Company's policy, practice & procedure to the Board of Director/Audit Committee on regular basis.

The Management Committee of the Company also monitors the effectiveness of the Internal Control Functions time to time. The Company's internal controls are highlighted as follows:

- The definition of the organizational structure and appropriate delegation authorities to functional management.

- Procedure for the review and authorization of capital expenditure.
- Strategic planning and the related annual planning and quarterly forecasting process.
- Accounting and financial reporting policies to ensure the consistency, integrity and accuracy of the Company's accounting records.
- Reporting and review of financial results and other operating statistics as well as the Company's quarterly financial statements which are based on a standard reporting system.

INTERNAL AUDIT & INSPECTION

To reduce the operational risks of the Company, PFIL conducts regular audit/inspection on the business affairs of the Company based on different manuals, instructions, rules, procedures laid down by Bangladesh Bank and other regulatory authorities from time to time. The Internal Control and Compliance teams of the Company carried out comprehensive, periodical, special & surprise audit of the Branches/different divisions of Head Office. The frequencies of audit/ inspection of the branches/divisions are planned as per Annual Audit Plan approved by the Managing Director and with the concurrence of the Audit Committee of the Board. The team prepares a audit report on all branches with corrective measures and places to Audit Committee of the Board for review who suggests measures through the management for remedial and non-repetition of the lapses in carrying out the operational activities of different business units.

AUDIT BY EXTERNAL AUDITORS

The external auditors also audited the financial statements of the Company and gives report thereon. They also discussed with the management on various issues including Internal Control and Compliance. Suggestions of the auditors are given due consideration and are implemented by the management. The reports of the auditors are also discussed in the Board and Audit Committee.

BANGLADESH BANK REGULATIONS

The major highlights of Bangladesh Bank regulations are

- To adopt the standardized approach for credit.
- To adopt the standardized approach for market risk and basic indicator approach operational risk.

- Submission of capital adequacy report to Bangladesh Bank on a quarterly basis.
- To adopt better risk management policy.
- To formulation and Governance of Green Banking policy.

Requirement of Bangladesh Bank

Compliance department received some reports/ letters from Bangladesh Bank during 2022 and successfully submitted compliance of all reports/letters within prescribed deadlines.

Corporate Governance Compliance Report

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin / 80 dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969: is given at page 52-68 Annexure – C as per condition no. 9 of this Annual Report.

Audit Committee Report

2022



MS. RASHNA IMAM

Independent Director

Phoenix Finance & Investments Limited

The Audit Committee of the Board of Phoenix Finance & Investments Limited has been constituted to serve with utmost dedication the interest of the shareholders on behalf of the Board of Directors. The Board of Directors set out the overall Business plan with broad policy framework and issues guidelines for implementation by the management for overall interest of the Company. The Audit Committee, on behalf of the Board, strives to ensure effective implementation of the processes/procedures set out in the Business Plans and Policies. The Audit Committee acts as a catalyst to the Board of Directors and is responsible to the Board for its overall activities.

FUNCTIONS OF THE AUDIT COMMITTEE

Main function of the Audit Committee is to assist the Board in its overall responsibilities. In order to fulfill the responsibilities, among others, main responsibilities of the Audit Committee are as follows:

- Evaluating of compliance culture of the Management;
- Review of existing Risk Management procedures for ensuring an effective Internal Compliance and Control System;
- Review of efficiency and effectiveness of Internal Audit Functions;
- Monitoring of effectiveness of removal of the irregularities detected;
- Review of Annual Financial statements in line with the Accounting Standards set by the Regulatory Authorities;
- Review of the findings and recommendations of the External Auditors, and
- Assessment of running the affairs of the Company by the Management is in line with the policies set out by the Board.
- Review the Management's Discussion and Analysis before disclosing in the Annual Report;

Audit Committee Report 2022

In 2022, the 2 (two) Members Board Audit Committee stands as under:

Directors	Designation in the Audit Committee	Position in the Board of Directors	Educational Qualification
Mr. Reshad Imam	Chairman	Independent Director	Barrister-at-Law and LLM
Mr. Azizur Rahman	Member	Chairman	Graduate
Mr. Mohammed Mohsin	Member	Director	Graduate

The above members of the Board Audit Committee are all having good exposure in the core business of PFIL. They all are playing active role in the Board Meetings and in the Audit Committee Meetings as well. The Board Audit Committee has been discharging duties and responsibilities in respect of Internal Control, Publication of Financial Report, Internal Audit, External Audit, Compliance of laws and rules & regulations in force as elaborately embodied in the DFIM Circular No. 13 dated October 26, 2011 of Bangladesh Bank.

AUDIT COMMITTEE

A. Particulars of Audit Committee

In compliance with the requirement of Bangladesh Bank Notification No. DFIM-13, dated October 26, 2011, the Board Audit Committee of Phoenix Finance and Investments Limited is reconstituted by the Board of Directors on time to time.

B. Meetings of Audit Committee

During January 01 to December 31, 2022, 4 (Four) Meetings of the Board Audit Committee of the Board were held in which among others, the following issues were discussed:

- i) Regular review of the Internal and External (Including Bangladesh Bank) Inspection and Audit Reports with a view to implementing the suggestions of Internal and External Auditors in respect of Internal Control Structure and Techniques;
- ii) Regular review of the Quarterly Operations Reports on the operational functions of each Branch of Phoenix Finance and Investments Limited (PFIL) with a view to ensuring proper operational function of the Company;

- iii) Reviewed draft Financial Statements and draft Management Reports of Phoenix Finance and Investments Limited (PFIL);
- iv) Evaluated the status of compliance culture related to Internal Control System built by the Management.

C. Internal Control

The following steps have been taken for implementation of Internal Control Procedure of Phoenix Finance and Investments Limited (PFIL):

- i) Regular monitoring has been done for the effectiveness of the quality control policies and procedures with the effect to evaluate the application of Internal Control System and Internal Audit Policy, Policy for Financial Risk and existing rules and regulations;
- ii) Regular monitoring has been done for the effectiveness of the quality control policies and procedures with the effect to evaluate the application of Internal Control System and Internal Audit Policy, Policy for Financial Risk and existing rules and regulation;
- iii) To Establish the Control Policies and Procedures and Verification that the Control Policies and Procedures are in order;
- iv) To establish Planning, Organizing and Supervising culture and monitoring of Audit and Inspection of the Branches and that of different Divisions of Head Office and conducting surprise inspections at Branches;
- v) To Monitor and Comply with Applicable Laws, Regulations and Internal Policies Including Core Risk Management Guidelines of the Company;

- vi) Strengthening the structure of compliance framework for better functioning of the operation; and
- vii) To guard against money laundering and terrorist financing.

APPROVAL OF FINANCIAL STATEMENTS

The Committee assisted the Board of Directors and the Management to discharge their responsibilities for the preparation of true and fair financial statements in accordance with the books of accounts and Bangladesh Accounting Standards. The Audit Committee reviewed and examined the Annual Financial Statements 2021 prepared by the Management and audited by External Auditors Malek Siddiqui Wali, Chartered Accountants and recommended these before the Board for consideration.

ACKNOWLEDGEMENT

The Audit Committee would like to express its thanks to the members of the Board, key management personnel, auditors and all employees for their dedication and effort during the year 2022.



Mr. Rashna Imam
Chairman
Audit Committee &
Independent Director

Attendance by the Directors at the Board Meetings during the year 2022

Sl. No.	Name of Directors / Nominated Directors	Position	Board Meetings Attendance
1	Mr. Azizur Rahman ¹ (Representing Phoenix Insurance Com. Ltd.)	Chairman	11
2	Mr. Mohammed Mohsin ²	Director	11
3	Mrs. Meherun Haque (Representing Phoenix Insurance Com. Ltd.)	Nominee Director	10
4	Mr. Md. Jamirul Islam (Representing Phoenix Insurance Com. Ltd.)	Nominee Director	10
5	Mr. Md. Rafiqur Rahman (Representing Phoenix Insurance Com. Ltd.)	Nominee Director	11
6	Mr. Reshad Imam	Independent Director	09
7	Dr. M. Shah Alam ³ (Representing Pakiza Cotton Spinning Mills (pvt.) Ltd.)	Nominee Director	05

¹ Nomination of Mr. Azizur Rahman withdrawn on 13-06-2023.

² Mr. Mohammed Mohsin elected as the chairman on 13-06-2023.

³ Nomination of Dr. M. Shah Alam withdrawn on 15-06-2022

Pattern of Shareholdings as on 31 December, 2022

Sl. No.	Particulars	No. of Shares	% of holding
a)	Parent/Subsidiary/Associated Companies	Nil	Nil
b)	Directors & their spouses and minor children		
	Mr. Azizur Rahman, Chairman	Nil	Nil
	Mrs. Meherun Haque, Nominee Director	992,370	0.60
	Mr. Jamirul Islam, Nominee Director	2,225,677	1.34
	Mr. Md. Rafiqur Rahman, Nominee Director	Nil	Nil
	Mr. Mohammed Mohsin, Director	3,463,298	2.09
	Mr. Reshad Imam, Independent Director	Nil	Nil
	i) Mr. S.M. Intekhab Alam, Managing Director	Nil	Nil
	ii) Mr. Mohammad Sayduzzamam, DMD & Company Secretary	Nil	Nil
	iii) Mr. Md. Abu Sukkur, Chief Financial Officer	Nil	Nil
	iv) Mr. Sardar Mahbub Ali, Chief Internal Auditor	Nil	Nil
c)	Executives (Top 5, except above b)	Nil	Nil
d)	Shareholders holding 10% or more voting interest : Phoenix Insurance Company Limited	18,109,294	10.92

Compliance Report on Bangladesh Bank's Guidelines on Corporate Governance

Bangladesh Bank requires the Financial Institutions to comply with the guidelines on Corporate Governance as per the Bank's DFIM Circular No. 7, dated September 25, 2007 and subsequent circulars thereon, DFIM Circular no. 09, dated October 08, 2007, DFIM Circular No. 18, dated October 26, 2011 and DFIM Circular No. 06, dated June 17, 2012. Company has taken appropriate steps to comply with the guidelines and implemented the same. Status report on compliance with those guidelines is given below:

Sl.	Particulars	Compliance status
01.	Responsibilities and Authorities of Board of Directors The responsibilities of the Board of Directors are mainly related to and developing strategy. Those are as-	Complied Refer to Board of Directors and its committee on page 18-21 of this Annual Report.
A.	Work-planning and Strategic Management:	
i.	The Board shall determine the vision/mission of the Company. Board shall also determine the strategy and work-planning for enhancement of institutional efficiency and other policy matters on annual basis. The Board shall make necessary amendments on the strategy on quarterly basis.	
ii.	The Board shall have its analytical review to be incorporated in the Annual Report as regard to the success or failure in achieving the target as set out in the annual work plan and inform the same to the shareholders in the Annual General Meeting (AGM).	Complied Refer to the Directors Report on pages 38-48 of this Annual Report.
iii.	The Board shall determine Key Performance Indicators for chief executive along with other top level executives and re-assess on half-yearly basis.	Complied
B.	Formation of Sub-committee: For making timely decision, executive committee can be formed. No alternative director shall be included in this committee.	Refer to 'Board and its committee' on page 18-21 of this Annual Report.
C.	Financial Management:	
i.	Annual budget and statutory financial reports shall be authorized by the Board of Directors.	Complied
ii.	The Board shall review company's statement of income and expense, statement of loan/lease, liquidity requirement, capital adequacy, adequacy of provision, action taken for legal cases and recovery of default loan.	Complied Refer to Directors Report on page 38-48 of this Annual Report.
iii.	The Board shall approve the procurement policy and shall accordingly approve the delegation of power for making such expenditure. The maximum delegation of power shall rest on the CEO and top management. However, decision relating to purchase of land, building, and vehicle shall remain with the Board.	Complied Refer to 'Report on Corporate Governance' on page 69-72 of this Annual Report.

Sl.	Particulars	Compliance status
iv.	Bank account of the Company shall be operated by a group constituted from amongst the Management which must be approved by the Board and having dual signatures (As amended through circular number 09, dated October 08, 2007).	Complied
D. i.	Loan/Lease/Investment Management: The policies, strategies, procedures etc. in respect of appraisal of loan/lease/investment proposal, sanction, disbursement, recovery, rescheduling, and write-off shall be made with the Board's approval under the purview of the existing laws, rules and regulations. The Board shall specifically delegate the power of sanction of loan/ lease/ investment and such delegate should desirably be made among the CEO and other top management of the company.	Complied Refer to 'Report on Corporate Governance' on page 69-72 of this Annual Report.
ii.	No Director shall interfere directly or indirectly in the process of loan approval.	Complied
iii.	Core Risk Management Guidelines shall be approved by the Board of Directors of the Company.	Complied
E.	Risk Management: Approval shall be taken from Board of Directors for syndicate loan/ lease/ investment and large loan, lease or investment.	Complied
F.	Internal Control & Compliance: Audit Committee shall be formed for effective implementation of an integrated internal control system of the Company and for keeping loan/lease/investment quality at a desired level. Board Audit Committee shall review the report provided by the Internal Control & Compliance Department, the external auditor and the Bangladesh Bank shall make comments thereon.	Complied Refer to Report on the Audit Committee on page 73-75 of this Annual Report.
G.	Human Resources Management (HRM): Policies relating to recruitment, promotion, transfer, disciplinary and punitive measures, HR development etc. and service rule shall be framed and approved by the Board. The Chairman or the Board shall no way involve themselves or influence over any administrative affairs including recruitment, promotion, transfer and disciplinary measures as executed under the service rules. No member of the Board shall be included in the selection committees for recruitment and promotion of different levels except the positions MD, DMD and GM or equivalent.	Complied Refer to the Directors Report on pages 38-48 of this Annual Report.
H.	Appointment of Managing Director and Increase of Salaries & Allowances: Board of Directors shall appoint a competent Managing Director with approval of the Bangladesh Bank. Board shall approve any increment of salaries and allowance of the Managing Director.	Complied
I.	Benefit to Chairman: Chairman may be offered an office room, a personal secretary, a telephone at the office, a vehicle in the business-interest of the company subject to the approval of the Board.	Complied Refer to 'Report on Corporate Governance' on page 69-72 of this Annual Report.

Sl.	Particulars	Compliance status
02.	Responsibilities and Duties of Chairman:	Complied
i.	Chairman shall not personally possess the jurisdiction to apply policy making or executive or authority. He shall not participate in or interfere into the administrative or operational and routine affairs of the Company.	Refer to 'Report on Corporate Governance' on page 69-72 of this Annual Report.
ii.	The minutes of the Board meetings shall be signed by the Chairman	Complied Refer to 'Report on Corporate Governance' on page 69-72 of this Annual Report.
iii.	Chairman shall sign-off the proposal for appointment of Managing Director and revision of his salaries & allowances.	Complied Refer to 'Report on Corporate Governance' on page 69-72 of this Annual Report.
03.	Responsibilities of Managing Director	Complied
i.	The Managing Director or Chief Executive Officer of the company or whatsoever be called, shall work under the following area- Managing Director shall discharge his responsibilities on matters relating to financial, business and administration vested by the Board upon him. He is also accountable for achievement of financial and other business targets by means of business plan, efficient implementation of administration and financial management.	Complied
ii.	Managing Director shall ensure compliance of Financial Institutions Act 1993 and other relevant circulars of Bangladesh Bank and other regulatory authorities.	Complied
iii.	All recruitment/promotion/training, except recruitment/ promotion/ training of DMD & GM (as equivalent to EVP) shall be vested upon the Managing Director. He shall act such in accordance with the approved HR Policy of the Company.	Complied
iv.	Managing Director may re-schedule job responsibilities of employees.	Complied
v.	Managing Director may re-schedule job responsibilities of employees.	Complied
vi.	Managing Director shall sign all the letters/statements relating to compliance of policies and guidelines. However, Departmental/Unit heads may sign daily letters/statements as set out in DFIM circular no.2 dated 06 January 2009 if so authorized.	Complied

Credit Rating Report

Alpha Credit Rating Limited has assigned “A” (pronounced as single A) rating to Phoenix Finance & Investments Limited (PFIL) in long term based on financials up to December 31, 2021 and other relevant qualitative and quantitative information up to the date of rating under the Credit Rating Companies Rules, 1996.

The above rating was done in consideration of its fundamentals such as good Capital Base, good asset quality, established franchise value, diversified product line etc. Financial institutions rated in this category are adjusted to offer adequate safety for timely repayment of financial obligations.

Alpha also placed the Company with ‘Stable outlook’ in consideration of its current Portfolio with enhanced business network.

A comparative position of the Credit Rating of the Company is as follows:

Year	Long Term	Short Term
2021	A	ST-2
2020	A+	ST-2
2019	A+	ST-2
2018	A+	ST-2
2017	A+	ST-2
2016	A+	ST-2
2015	A+	AR-2
2014	A+	AR-2
2013	A+	AR-2
2012	A+	ST-2
2011	A	ST-2
2010	A	ST-2
2009	A	ST-2
2008	A	ST-2
2006	A-	ST-3
2005	BBB	ST-4

Disclosures on Capital Adequacy and Market Discipline (CAMD)

for the year ended 31st December, 2022

A) SCOPE OF APPLICATION

Qualitative Disclosures:

- (a) The name of the top corporate entity in the group to which this guidelines applies.
- Phoenix Finance & Investments Limited(PFIL)
- (b) An outline of differences in the basis of consolidation for accounting and regulatory purposes, with a brief description of the entities within the group (a) that are fully consolidated; (b) that are given a deduction treatment; and (c) that are neither consolidated nor deducted (e.g. where the investment is risk-weighted).
- PFIL owns 25% share of Phoenix Securities Limited (PSL).
- (c) Any restrictions, or other major impediments, on transfer of funds or regulatory capital within the group.
- Not applicable.

Quantitative Disclosures:

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

B) CAPITAL STRUCTURE

Qualitative Disclosures:

- (a) Summary information on the terms and conditions of the main features of all capital instruments, especially in the case of capital instruments eligible for inclusion in Tier 1 or in Tier 2.
- Tier 2 Capital includes the following:
- i) General provision up to a limit of 1.25% of Risk Weighted Asset (RWA) for Credit Risk;
- ii) Revaluation reserves:
- 50% Revaluation reserve for fixed assets;
 - 45% Revaluation reserve for securities;
 - 10% for Equity Capital;
- iii) All other preference shares.
- Conditions for maintaining regulatory capital:

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

- i) The amount of Tier 2 capital will be limited to 100% of the amount of Tier 1 capital.
- ii) 50% of revaluation reserves for fixed assets and 10% of revaluation reserves for securities are eligible for Tier 2 capital.

Quantitative Disclosures:

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

Particulars	Amount in crore Taka
Paid up capital	165.87
Non-repayable share premium account	8.74
Statutory reserve	78.02
General reserve	0.20
Retained earnings	(156.44)
Minority interest in subsidiaries	-
Non-cumulative irredeemable preference shares	-
Dividend equalization account	-
Total Tier 1 capital	96.39

(c) The total amount of Tier 2 capital	86.99
(d) Other deductions from capital	-
(e) Total eligible capital	183.38

C) CAPITAL ADEQUACY

Quantitative Disclosures:

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

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

PFIL has adopted Standardized Approach for computation of Capital Charge for Credit Risk and Market Risk while Basic Indicator Approach for Operational Risk. Total Risk Weighted Assets (RWA) of the Company is determined by multiplying the capital charge for market risk and operational risk by the reciprocal of the minimum capital adequacy ratio i.e. 10% as on December 2021 and adding the resulting figures to the sum of risk weighted assets for credit risk. Total RWA is then used as denominator while total Eligible Regulatory Capital as on numerator to derive Capital Adequacy Ratio.

- **Strategy to achieve the required Capital Adequacy:**

Operational level:

Immediate measures:

- Asking unrated Corporate clients to have credit rating from External Credit Assessment Institutions (ECAIs) recognized by Bangladesh Bank;
- Rigorous monitoring of overdue contracts to bring those under 90 days overdue;
- Assessing incremental effect of capital charge over the expected net income from financing before sanctioning any appraisal, which could be one of the criteria for taking financing decision.

Continuous measures:

- Concentrating on SME clients having exposure up to BDT 1 crore as this will carry 75% fixed risk weight (for regular contracts only);
- Financing clients having good credit rating;
- Using benefit of Credit Risk Mitigation(CRM) Technique by taking eligible financial collaterals against transactions;
- Focusing more on booking high spread earning assets and thus increasing retained earnings.

Strategic level:

- Injecting fresh capital by issuing right shares, if required.

Quantitative Disclosures:

	Amount in crore Taka
(b) Capital requirement for Credit Risk	2,619.51
(c) Capital requirement for Market Risk	17.13
(d) Capital requirement for Operational Risk	112.10

(e) Total and Tier 1 capital ratio:

- For stand alone

Particular	Solo Basis
CAR on Total capital basis (%)	6.67
CAR on Tier 1 capital basis (%)	3.51

D) CREDIT RISK

Qualitative Disclosures:

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

- **Definitions of past due and impaired (for accounting purposes)**

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

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

Specific and General provisions are maintained according to the relevant Bangladesh Bank Guidelines. For Example, 1% provision is maintained against Good loans/leases for general loans, 0.25% for SME (Standard) loans/leases, 5% against SMA loans/leases, 20% against substandard loans/leases, 50% against doubtful loans/leases and 100% against bad/loss loans/leases after deducting the amount of interest expenses and value of eligible securities from the outstanding balance of classified accounts.

- **Discussion of the FI's Credit Risk Management policy.**

- **Implementation of various strategies to minimize risk:**

- To encounter and mitigate credit risk the following control measures are taken place at PFIL:

- ◆ Looking into payment performance of customer before financing;
- ◆ Annual review of clients;
- ◆ Adequate insurance coverage for funded assets;
- ◆ Vigorous monitoring and follow up by Special Assets Management and collection Team;
- ◆ Strong follow up of compliance of credit policies by Credit Administration Department;
- ◆ Taking collateral and performing valuation and legal vetting on the proposed collateral;
- ◆ Seeking legal opinion from internal and external lawyer for any legal issues;
- ◆ Maintaining neutrality in politics and following arm's length approach in related party transactions;
- ◆ Regular review of market situation and industry exposure;
- ◆ Sector-wise portfolio is maintained within specific limits to ensure diversification of loan assets.

In addition to the industry best practices for assessing, identifying and measuring risks, PFIL also considers Guidelines for Managing Core Risks of financial institutions issued by the Country's Central Bank, Bangladesh Bank; vide FID Circular No. 10 dated September 18, 2005 for management of risks.

- **Approved Credit Policy by the Board of Directors**

The Board of Directors has approved the Credit Policy for the Company where major policy guidelines, growth strategy, exposure limits (for particular sector, product, individual company and group) and risk management strategies have been described/stated in detail. Credit Policy is regularly updated to cope up with the changing global, environmental and domestic economic scenarios.

- **Separate Credit Risk Management (CRM) Department**

An independent Credit Risk Management (CRM) Department is in place, at PFIL, to scrutinizing projects from a risk-weighted point of view and assists the management in creating a high quality credit portfolio and maximizing returns from risk assets. Research team of CRM regularly reviews market situation and exposure of PFIL in various industrial sub-sectors. CRM has been segregated from Credit Administration Department in line with Central Bank's Guidelines. CRM assess credit risks and suggest mitigations before recommendation of every credit proposal while Credit Administration confirms that adequate security documents are in place before disbursement.

- **Special Assets Management and Collection Team**

A strong Law and Recovery Team monitors the performance of the loans & advances, identify early signs of delinquencies in portfolio, and take corrective measures to mitigate risks, improve loan quality and to ensure recovery of loans in a timely manner including legal actions.

- **Independent Internal Control and Compliances Department (ICC)**

Appropriate internal control measures are in place at PFIL. PFIL has also established Internal Control and Compliances Department (ICC) to ensure compliance with approved lending guidelines, Bangladesh Bank guidelines, operational procedures, adequacy of internal control and documentation procedures. ICC frames and implements of policies to encounter such risks.

- **Credit Evaluation**

The Credit Evaluation Committee (CEC) regularly meets to review the market and credit risk related to lending and recommend and implement appropriate measures to counter associated risks. The CEC critically reviews projects considering the current global financial crisis and its probable impact on the project. Risk Grading Model (RGM) helps a Financial Institution to understand the various dimensions of risks involved in transactions related to small business clients who are running their businesses in various geographical locations across the country. PFIL has been developing and managing RGM to promote the safety and soundness of the Company by facilitating informed decision-making. This model measures credit risk and differentiate individual credits and groups of credits by the risk they pose. This allows management and examiners to monitor changes and trends in risk levels. The process also allows the management to manage risk to optimize returns. To mitigate credit risk, PFIL search for credit report from the Credit Information Bureau (CIB) of Bangladesh Bank. The report is scrutinized by CRM and CEC to understand the liability condition and repayment behavior of the client. Depending on the report, Banker's opinions are taken from client's Banks. Suppliers' and buyers' opinion are taken to understand the market position and reputation of our proposed customers.

- **Credit Approval Process**

To ensure both speedy service and mitigation of credit risk, the approval process is maintained through a multi layer system. Depending on the size of the loan, a multi layer approval system is designed. As smaller loans are very frequent and comparatively less risky, lower sanctioning authority is set to improve the turnaround time and associated risk. Bigger loans require more scrutiny as the associated risk is higher, so sanctioning authority is higher as well.

- **Credit Quality and Portfolio Diversification**

PFIL believes in diversification in terms of products as well as sectors. To mitigate the Credit Risk, the company diversifies its loan exposure to different sectors confirming the Central Bank's requirements. Threshold limit is set for any sector so that any adverse impact on any industry has minimum effect on PFIL's total return. Central Bank's instructions are strictly followed in determining Single Borrower/Large Loan limit. Significant concentration of credit in terms of group/sector or geographical location is carefully avoided to minimize risk.

- **Early Warning System**

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

- **NPL Management**

PFIL measures its loan portfolio in terms of payment arrears. The impairment levels on the loans and advances are monitored regularly.

As per FID Circular No.3 dated March 15, 2007:

1. Loan/Lease, classified as bad/loss and with 100% provision, can only be written-off.
2. Approval from the Board of Directors has to be taken before write-off.
3. The financial institutions should constantly try to recover the loan/lease written-off amount. If legal action has not been taken against the client, legal charges should be placed before the write off.
4. To expedite the legal settlement or collection of the due amount, third party agents can be appointed by the financial institutions.
5. A separate ledger should be maintained for the written off loans/leases and the accumulated written off value should be disclosed separately under the heading of "notes to the account" in the annual report/balance sheet of the financial institutions.
6. Even if the loan/lease has been written off, the client should be classified as defaulter and reported to CIB accordingly.

Detail records for all such write off accounts are meticulously maintained and followed up.

- **Counterparty Credit Rating**

PFIL is taking initiatives to rate the Corporate Clients of the company immediately by the External Credit Assessment Institutions (ECAIs)/Rating Agencies duly recognized by the Central Bank. Some corporate clients have already conducted their credit rating by ECAIs and we are optimistic of getting a significant number of counter party ratings by 2023.

- **Methods used to measure Credit Risk**

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

Quantitative Disclosures:

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

Particulars	Amount in crore Taka
Short Term Finance(for 1 year)	119.32
Lease Finance(Up-to 5 year)	174.63
Lease Finance(More than 5 years)	297.71
Term Finance(Up-to 5 year)	548.88
Term finance(More than 5 years)	1,256.29
House building finance(Up-to 5 year)	62.77
House building finance(More than 5 years)	164.73
Financing to the Subsidiaries and/or Sister Concerns, Brokerage House, Merchant Banks and Stock Dealers	57.67
Staff Loan	9.11
Total	2,691.11

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

Area	Amount in crore Taka
Dhaka	2,164.08
Chattogram	494.48
Bogura	20.95
Khulna	11.60
Total	2,691.11

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

Sector	Amount in crore Taka
Agriculture	12.29
Brokerage House, Merchant Banks and Stock Dealers	58.75
Cement and Allied Industry	151.36
Consumer Finance	50.40
Electronics and Electrical Products	105.05
Food Production, Processing & Rice Mills	81.39
Garments and Knitwear	108.60
Glass, Glassware & Ceramic Industry	28.01
Housing Finance	227.50
Iron Steel and Engineering	571.18
Leather and Leather Goods	63.52
Paper, Packaging, Printing, Publishing & Allied Industry	206.63
Pharmaceuticals and Chemical	21.93
Plastic & Rubber Industry	2.11
Power, Gas, Petroleum, Water & Sanitary	1.08
Service Sector and Others	334.68
Ship Manufacturing Industry	9.92
Textile	353.71
Trade and Commerce	156.47
Transport and Aviation	146.53
Total	2,691.11

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

Particulars	Amount in crore Taka
Repayable on demand	18.57
Over 1 month but not more than 3 months	47.56
Over 3 months but not more than 1 year	282.23
Over 1 year but not more than 5 years	1,610.23
Over 5 years	186.52
Total	2,691.11

	Amount in crore Taka
(f) Gross Non Performing Assets (NPAs)	625.04
Non Performing Assets (NPAs) to Outstanding Loans & advances	23.23%

Movement of Non Performing Assets (NPAs)

Particulars	Amount in crore Taka
Opening balance	534.32
Additions	97.11
Reductions	6.39
Closing balance	625.04

Movement of specific provisions for NPAs

Particulars	Amount in crore Taka
Opening balance	265.81
Provisions made during the period	143.37
Write-off	0.00
Provision Adjusted/no more required	(153.99)
Closing balance	255.19

E) EQUITIES: BANKING BOOK POSITIONS

Qualitative Disclosures:

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

Differentiation between holdings on which capital gains are expected and those taken under other objectives including for relationship and strategic reasons; and

- Total equity shares holdings are for capital gain purpose.

Discussion of important policies are covering the valuation and accounting of equity holdings in the banking book positions. This includes the accounting techniques and valuation methodologies used, including key assumptions and practices affecting valuation as well as significant changes in these practices.

- Quoted shares are valued at cost prices and if the total cost of a particular share is lower than the market value of that particular share, then provision are maintained as per terms and conditions of regulatory authority. On the other hand, unquoted share is valued at cost price or book value as per latest audited accounts.

Quantitative Disclosures:

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

Particulars	Amount in crore Taka
Quoted shares	17.13
Unquoted shares	0.75

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

Particulars	Amount in crore Taka
Total realized capital gains (losses)	(0.01)
Total realized dividend income received by cash	1.49
Total gains (losses) arising from sales and liquidation	1.48

(d)

Particulars	Amount in crore Taka
Total unrealized gains (losses)	9.29
Total latent revaluation gains (losses)	0
Any amounts of the above included in Tier 2 capital.	0

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

- **Specific Risk-** Market value of investment in listed equities is BDT 16.43 crore. Capital Requirement is 10% of the said value which stand to BDT **1.713 crore**.
- **General Risk-** Market value of investment in listed equities is 20.50 crore. Capital Requirement is 10% of the said value which stand to BDT **1.713 crore**.

F) INTEREST RATE IN THE PFIL'S BOOK

Qualitative Disclosures:

a) The general qualitative disclosure requirement includes the nature of interest risk and key assumptions, including assumptions regarding loan prepayments and behavior of non-maturity deposits. Interest rate risk in the PFIL's book arises from mismatches between the future yield of an assets and their funding cost. Assets Liability Committee (ALCO) monitors the interest rate movement on a regular basis. PFIL measure the Interest Rate Risk by calculation of Simple Sensitivity Analysis i.e. calculate all on-balance sheet Rate Sensitive(RSA) and Rate Sensitive Liabilities(RSL), plot the RSA and RSL into different time buckets on the basis of maturity, calculate maturity GAP by deducting RSL from RSA(GAP=RSA-RSL) by using the formula of $i(GAP)$

Quantitative Disclosures:

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

Interest Rate Risk-Increase in Interest Rate: (BDT in crore) Where applicable)

Particulars	1 to 30/31day (one month)	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year
A. Total Rate Sensitive Liabilities(A)	17.01	20.32	20.72	96.51	323.22
B. Total Rate Sensitive Assets(B)	13.80	15.01	21.02	186.85	476.28
C. Mismatch	3.21	5.31	(0.30)	(90.34)	(153.07)
D. Cumulative Mismatch	3.21	8.53	8.23	(82.11)	(235.18)
E. Mismatch (%)	23.29%	35.39%	(1.42)%	(48.35)%	(32.14)%

Interest Rate Risk - Increase in Interest Rate

Particulars	Scenario 1	Scenario 2	Scenario 3
Magnitude of Shock	2%	4%	6%
Change in the Value of Bond portfolio	0.00	0.00	0.00
Net Interest Income	-4.70	-9.41	-14.11
Revised Capital	178.68	173.97	169.27
Revised RWA	2748.74	2748.74	2748.74
Revised CAR (%)	6.50	6.33	6.16

G) MARKET RISK**Qualitative Disclosures:****(a) Views of BOD on trading/investment activities**

All the Market Risk related policies/guidelines are duly approved by BOD. The BOD sets limit and review and updates the compliance on regular basis aiming to mitigate the Market risk.

Methods used to measure Market risk

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

Market Risk Management system

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

Interest Risk Management

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

Market analysis

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

GAP analysis

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

Continuous Monitoring

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

Equity Risk Management

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

PFIL minimizes the Equity Risks by Portfolio diversification as per investment policy of the company. The entire portfolio is managed by PFIL's Investment Division.

Quantitative Disclosures:**(b) The capital requirements for Market Risk:**

Particular	Amount in BDT crore
Interest rate risk	-
Equity position risk	3.426
Foreign Exchange Position and Commodity risk (if any)	-

H) OPERATIONAL RISK:**Qualitative disclosure:****a) Views of Board on system to reduce Operational Risk:**

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

Performance gap of executives and staffs

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

Potential external events

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

Policies and procedures for mitigating operational risk:

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

Approach for calculating capital charge for operational risk:

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

Quantitative Disclosures:**b) Capital requirement for operational risk:**

Particular	Amount in crore Taka
Capital requirement for operational risk:	11.210

Statement on Green Banking

GREEN BANKING AND SUSTAINABLE FINANCING:

Climate change is the most complicated issue across the world is facing and there have been continuous endeavors to measure and mitigate the risk of climate change caused by human activities. Many countries all over the world have made commitments necessary to mitigate climate change. Green banking considers all the social and environmental/ecological factors with an aim to protect the environment and conserve natural resources. It is also called as an ethical bank or a sustainable development for future. It refers to the initiatives taken by banks/FIs to encourage environment friendly investment. Green banking is a proactive and smart way of thinking towards future sustainability. It is very important for the Banks/FIs to be proactive and accelerate the rate of the growth of the economy. As there is a continuous change in the environmental factors leading the Banks/FIs face intense competition in the global market. Banks/FIs need to apply morality of sustainability and responsibility to their business model, strategy and formulation for products and services, operations and financing activities and become stronger. By adopting the environmental factors in their lending activities Banks/FIs can recover the return from their investments and make the polluting industries become environment friendly.

Green banking is something not new in Bangladesh and this innovative banking system has been incorporated in Bangladesh since 2011 by Bangladesh Bank. Green Banking refers to the banking business conducted in such areas and in such a manner that help the overall reduction of external carbon emission and internal carbon footprint. It is also the finance of the banking project, service or trade in a firm or individual which doesn't pollute the environment in any way or causes any harmful elements or waste to the atmosphere.

Phoenix Finance & Investments Ltd. is also very sensitive and concerned for financing in Green activities as well as in sustainable sector but we didn't achieve our required target in this sector yet. As we are facing severe liquidity crisis, adverse banking sector and current crisis of covid-19 pandemic for last few years, all of our Branches are fully instructed to take all necessary steps for achieving required target of sustainable financing as well as Green Banking as per Bangladesh Bank's Instruction. The outstanding amount of Green Finance is BDT 209.02 million as on 31.12.2022.

Report on Risk Management

Risk management is a central part of any organization's strategic management. It is the process whereby organizations methodically address the risks attaching to their activities with the goal of achieving sustained benefit within each activity and across the portfolio of all activities.

The focus of good risk management is the identification and treatment of these risks. Its objective is to add maximum sustainable value to all the activities of the organization. It marshals the understanding of the potential upside and downside of all those factors which can affect the organization. It increases the probability of success, and reduces both the probability of failure and the uncertainty of achieving the organization's overall objectives.

Risk management should be a continuous and developing process which runs throughout the organization's strategy and the implementation of that strategy. It should address methodically all the risks surrounding the organization's activities past, present and in particular, future. It must be integrated into the culture of the organization with an effective policy and a programme led by the most senior management. It must translate the strategy into tactical and operational objectives, assigning responsibility throughout the organization with each manager and employee responsible for the management of risk as part of their job description. It supports accountability, performance measurement and reward, thus promoting operational efficiency at all levels.

PFIL are always exposed to a certain amount of risk. Managing such risks has always been a primary concern of the Company. In today's challenging financial and economic environment, effective risk management is must for sustainable growth in shareholders value.

PFIL has always been in the vanguard of implementing different risk management tools and techniques. Its risk management approach is emphasizing not only for regulatory purpose but also to improve operational and financial performance of the Company. PFIL's Risk Management departments are headed by well skilled senior executives who are justifying the above mentioned risk. The prime objective of the risk management is that the Company takes well calculated business risks while protecting the Company's assets, its profitability from various risks.



RISK MANAGEMENT PROCESS

RISK IDENTIFICATION

Risk identification sets out to identify an organization's exposure to uncertainty. This requires an intimate knowledge of the organization, the market in which it operates, the legal, social, political and cultural environment in which it exists, as well as the development of a sound understanding of its strategic and operational objectives, including factors critical to its success and the threats and opportunities related to the achievement of these objectives. PFIL follows the following Techniques for Risk Identification -

- Brainstorming
- Questionnaires
- Business studies which look at each business process and describe both the internal processes and external factors which can influence those processes

- Industry benchmarking
- Scenario analysis
- Risk assessment workshops
- Incident investigation
- Auditing and inspection
- HAZOP (Hazard & Operability Studies)

RISK DESCRIPTION

The objective of risk description is to display the identified risks in a structured format. By using a table as given below displaying the risk description to facilitate the description and assessment of risks:

Risk Description

1. Name of Risk	
2. Scope of Risk	Qualitative description of the events, their size, type, number and dependencies
3. Nature of Risk	Eg. strategic, operational, financial, knowledge or compliance
4. Stakeholders	Stakeholders and their expectations
5. Quantification of Risk	Significance and Probability
6. Risk Tolerance/Appetite	Loss potential and financial impact of risk Value at risk Probability and size of potential losses/gains Objective(s) for control of the risk and desired level of performance
7. Risk Treatment & Control Mechanisms	Primary means by which the risk is currently managed Levels of confidence in existing control Identification of protocols for monitoring and review
8. Potential Action for Improvement	Recommendations to reduce risk
9. Strategy and Policy Developments	Identification of function responsible for developing strategy and policy

RISK ESTIMATION

Risk estimation can be quantitative, semi quantitative or qualitative in terms of the probability of occurrence and the possible consequence. For assessing consequence and probability as high, medium or low, PFIL presented it's as a 3 x 3 matrix.

RISK ANALYSIS METHODS AND TECHNIQUES

PFIL used a range of techniques to analyse risks. These are specific to upside or downside risk or capable of dealing with both.

Upside risk

- Market survey
- Prospecting
- Test marketing
- Research and Development
- Business impact analysis

- Dependency modeling
- SWOT analysis (Strengths, Weaknesses, Opportunities, Threats)
- Event tree analysis
- Business continuity planning
- BPEST (Business, Political, Economic, Social, Technological) analysis
- Real Option Modeling
- Decision taking under conditions of risk and uncertainty
- Statistical inference
- Measures of central tendency and dispersion
- PESTLE (Political, Economic, Social, Technical, Legal, Environmental)

Downside risk

- Threat analysis
- Fault tree analysis
- FMEA (Failure Mode & Effect Analysis)

MONITORING AND REVIEW OF THE RISK MANAGEMENT PROCESS

Effective risk management requires a reporting and review structure to ensure that risks are effectively identified and assessed and that appropriate controls and responses are in place. Board Audit Committee and Internal Control and Compliance Department carried out regular audits of policy and standards compliance and standards performance reviewed to identify opportunities for improvement.

The monitoring process provides assurance that there are appropriate controls in place for the organization's

activities and that the procedures are understood and followed. Monitoring and review process also determine whether:

- the measures adopted resulted in what was intended
- the procedures adopted and information gathered for undertaking the assessment were appropriate
- improved knowledge would have helped to reach better decisions and identify what lessons could be learnt for future assessments and management of risks

STRUCTURE AND ADMINISTRATION OF RISK MANAGEMENT

- The Board of Directors of the Company is responsible for the proper risk management.

Board of Directors approves all major risk management policies taking into account market condition and regulatory requirements.

- Executive Committee is responsible to supervise that the management and different management Committees are operating within approved limits and authorities. EC also approves credit proposals, administrative proposals of the Company.
- Audit Committee of the Board of Directors independently monitors all activities of the Company operations involving credit risk, operational risk, and market risks.
- Separate Risk Management Unit, Asset Liability Committee, Credit Committee, Basel-II Implementation Unit have been formed to ensure compliance with all relevant risk management policies of the Company.
- Internal Control & Compliance Department on a regular basis verifies compliance with all approved risk management and internal control policies. ICCD reports to the Audit Committee of the Board all kinds of risk sensitive issues.

Corporate Social Responsibility

Phoenix Finance & Investments Limited conscious of Corporate Social Responsibility (CSR) from the very beginning of its operation in 1995. The Company looks beyond short-term quantities gains and concentrates on issues which make the institution socially responsible. The Company always expects sustainable and balanced growth of the society.

The Company is deeply conscious of its obligations to the Bangladeshi society and people and remains committed to their welfare within the possessions on hand to it, at any time.

Employees of Phoenix Finance & Investments Limited make a unique contribution to our ultimate success. A talent officer can win the heart of a customer by delivering prompt service. We want to set the standard of distinction in the FIs with our employees who are devoted to deliver truly great service. Our success depends on our employees and thus by enhancing their skill and knowledge base,

We are able to innovate with more success. The Company provides every facility to the employees as it can, respecting their worth and dignity.

The Company engaged in business activities and the companies invest the funds in the real production. At the same time

employments are also created in these companies: people work there, earn their income and lead their families. The Company's also contribute to the nation through paying Tax.

Phoenix Finance & Investments Ltd. is committed to contributing to the growth of the SME sector and is a significant player in the economic development of our nation. The Company provides service and product information, customer briefing and instant loan processing for Small & Medium entrepreneurs.

The Company believes that a warm association with the customers' drives a service oriented Organization to reach its long term sustainability. Customer's needs are different with the change of time and technology. The Company serves the customers as per their varied needs. A variety of loan products have been developed considering the needs of the people. The Company provides professional services to the customer. Every employee has been given enough information and power to make customer pleasing decisions.

Phoenix Finance & Investments Ltd. has donated an amount of Tk. 2,00,000/- during the year 2022 for various Medical treatments, contribution to Health treatment and emergency support in humanitarian distresses.



A cheque for Tk.50,000/- is being handed over to Mr. Mizanur Rahman for treatment of his daughter Ms. Hafsha Binte Mizan.



A cheque for Tk.1,00,000/- is being handed over to Ms. Hasina Akter for treatment of her husband Mr. Monir Ahammed.



A cheque for Tk.50,000/- is being handed over to Mr. Kazi Rasetul Hasan Rasel for treatment of his daughter Ms. Roshni Islam.



Observation of National Mourning Day

On the occasion of Martyrdom Anniversary of the founding Father of the Nation, Bangabandhu Sheikh Mujibur Rahman, Phoenix Finance and Investments Limited organized a Discussion Meeting and Doa Mahfil on August 15, 2023 at the Head Office of the Company.

The Ideal of life, Patriotism and historical contribution of the Father of the Nation for the formation of Country and its Nationals was discussed in details by Mr. S. M. Intekhab Alam, the Managing Director of the Company.

The discussion Meeting was attended by Mr. Mohammad Sayduzzaman, FCA, FCS, Deputy Managing Director & Company Secretary, Mr. Md. Abu Sukkur, SEVP, Mr. Mohammed Mahbub Alam, SVP, Mr. Sardar Mahbub Ali, VP, Mr. Mohammed Ashaduzzaman, VP along with other Executives and Employees of the Company.

The Company took other necessary activities regarding observing the National Mourning Day 2023.



Investors' Information

Shareholders' Information

Share Capital:	31.12.2022
Authorised Capital :	3,000,000,000.00
Paid up Capital :	1,658,741,950.00

Pattern of Shareholdings as on 31 December, 2022 as under :

Group	No. of Shares		Percentage	
	2022	2021	2022	2021
Sponsors & Director (Institutions)	18,109,294	18,109,294	10.92	10.92
Sponsors & Director (Individuals)	32,497,631	35,972,268	19.59	21.69
General Public (Institutions)	42,911,654	47,357,082	25.87	28.55
General Public (Individuals)	72,355,616	64,435,551	43.62	38.85
Total	165,874,195	165,874,195	100.00	100.00

Classification of shareholders by holding (Regulation 37 of the Listing Regulation of Dhaka Stock Exchange Ltd.):

Share Holding Range	31.12.2022		
	Number of Share holders	Share	Percentage
1 - 500	1,808	333,054	0.201%
501 - 5000	2,856	6,034,640	3.638%
5001 - 10000	521	4,062,741	2.449%
10001 - 20000	314	4,599,566	2.773%
20001 - 30000	148	3,753,572	2.263%
30001 - 40000	78	2,763,483	1.666%
40001 - 50000	47	2,182,513	1.316%
50001 - 100000	90	6,454,148	3.891%
100001 - 1000000	86	28,317,123	17.071%
1000001 - 10000000	30	89,264,061	53.814%
10000001- 100000000	1	18,109,294	10.918%
Total :	5,979	165,874,195	100.00%

Year wise total number of Shareholders

Year	2022	2021	2020	2019	2018
Number of Shareholders	5,979	4,775	3,102	3,569	3,449

Market Value Added Statement

Market Value added (MVA) Statement is the difference between the total Market Value and the total book value of shares of an organization. A high MVA indicates that the organization has created substantial wealth of the Shareholders. The Share Market Value of PFIL stood at Tk. 2,703.75 million whereas the book value of share stood at Tk. 1,658.74 million, resulting a Market Value Added of Tk. 1,045.01 million as on December 31, 2022. The calculation of Market Value added is given below:

Particulars	Number of Share	Value per Share	Total amount in million
Market Value	165,874,195	16.30	2,703.75
Book Value	165,874,195	10.00	1,658.74
Market Value added			1,045.01

STOCK DETAILS

Particulars Stock Symbols	DSE Phoenixfin	CSE Phoenixfin
Company Code	11144	25016
Listing Year	2007	2007
Market Category	A	A
Electronic Share	yes	yes
Face value	Tk 10	Tk 10
Total number of Securities	165,874,195	165,874,195

INVESTORS' INQUIRIES

Share Department
Phoenix Bhaban (2nd Floor)
12, Dilkusha C/A, Dhaka - 1000
Phone: 02223385573
E-mail: share@phoenixfinance.com.bd
pfilshare@gmail.com

Dividend Distribution Policy

The management as well as the Board of Phoenix Finance & Investments Limited is very careful about the stakeholders interest specially dividend payment. We follow the guidelines of the Company's Act and regulatory body's instruction properly. The following policy will be applicable to the company for the payment of dividend to the shareholders of the company:

1. The company will pay the annual dividend to the entitled shareholders, within 30 (thirty) days from the date of Annual General Meeting.
2. Cash dividend will be distributed in the following manner and procedures, namely:
 - i. The company will pay cash dividend directly to the Bank accounts of the entitled shareholders, as available in the BO (Beneficiary Owner) account maintained with the Depository participant (DP), or the Bank account as provided by the shareholder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN), provided that the company may pay off such cash dividend through Bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through BEFTN;
 - ii. The company, upon receiving the claim on cash dividend from a Stock Broker or a Merchant Banker or a Portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of Stock Broker or Merchant Banker or Portfolio manager, pay off such cash dividend to the Consolidated Customers' Bank Account (CCBA) of the Stock Broker or to the separate bank account of the Merchant Banker or Portfolio manager through BEFTN;
 - iii. The company, in case of non-availability of Bank account Information or not possible to distribute cash dividend through BEFTN or any electronic payment system, issue cash dividend warrant and send it by post to the shareholder.
 - iv. The company will pay cash dividend to sponsor, Director, shareholder, or foreign portfolio investor (FPI) through the security custodian in compliance with the rules or regulations in this regard.
 - v. The company, immediately after disbursement of cash dividend and issuance of a certificate of tax deducted at source, if applicable, intimate to the shareholder through a short message service (SMS) to the mobile number or email address as provided in the BO account or as provided by the shareholder.
 - vi. The company shall maintain detailed information of unpaid or unclaimed dividend and rationale thereof, as per BO account number wise or name-wise or folio number wise of the shareholder.
 Provided that the company shall publish the year-wise summary of its unpaid or unclaimed dividend in the website:
 Provided further that any unpaid or unclaimed cash dividend including accrued interest (after adjustment of bank charge, if any) thereon, if remains, shall be transferred to a separate Bank account of the company as maintained for this purpose, within 1 (one) year from the date of approval or record date, as the case may be.
3. The company shall credit stock dividend directly to the BO account or issue the bonus share certificate of the entitled shareholder, as applicable, within 30 (thirty) days of declaration or approval or record date, as the case may be, subject to clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL);
4. The company shall submit a compliance report to the Bangladesh Securities and Exchange Commission (BSEC) in a specific format, within 7 (seven) working days of completion of dividend distribution:
 Provided that the company will also publish the compliance report in its website.
5. The company shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of land in force.

Financial Statements **2022**



মালেক সিদ্দিকী ওয়ালী, চার্টার্ড একাউন্টেন্টস

৯-জি, মতিঝিল বানিজ্যিক এলাকা, ঢাকা-১০০০

Malek Siddiqui Wali

CHARTERED ACCOUNTANTS

9-G, Motijheel C/A, 2nd Floor, Dhaka-1000, Bangladesh.

Extension Office: Property Heights, 1st Floor

12, RK Mission Road, Dhaka – 1000.

PHONE: 9513471, 9569867

PABX: 9576118-9, 9576128

FAX: +88029516236

Email: wali@satcombd.com

Web: www.msw-bd.com

Independent Auditor's Report

To the shareholders of Phoenix Finance & Investments Limited

Report on the audit of financial statements

Opinion

We have audited the financial statements of Phoenix Finance & Investments Limited (the "Company"), which comprise the balance sheet as at 31 December 2022, and profit and loss account, statement of changes in equity and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and comply with the Financial Institutions Act, 1993, the Rules and Regulations issued by the Bangladesh Bank, the Companies Act, 1994 and other applicable Laws and Regulations.

Basis for Opinion

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

Emphasis of matter

At the year ended, the company's non-performing (classified) loan stood of TK. 625.04 core which is 23.23% of loan advance and lease investment. As a result, the required loan provision of loan advance, lease and other at the year was TK. 316.70 core. Out of which, TK 295.61 core has been accounted for as loan provision. The shortfall of loan loss provision for classified loan of company stood TK. 21.10 core under deferral scheme of Bangladesh Bank letter number FIID (I 24(2)/2023-705. If whole required provision is charged to the profit or loss statement, then loss for the year would be TK. 159.71 core and net asset value would be taka 131.25 core respectively. (Please see note number 12.1)

Other Matter

The nonbanking assets are included in fixed assets schedule. Through the DIMF circular no. 11 dated December 23, 2009 is required to show in the "non-banking assets" separately.



Key audit matters	
Risk	Our response to the risk
Measurement of provision for loans and advances	
<p>The process for estimating the provision for loans and advances portfolio associated with credit risk is significant and complex.</p> <p>For the individual analysis, these provisions consider the estimates of future business performance and the market value of collateral provided for credit transactions.</p> <p>For the collective analysis, these provisions are manually processed that deals with voluminous databases, assumptions and calculations for the provision estimates of complex design and implementation.</p> <p>At year end of 2022 the reported total loans and advances of BDT 26,911,099,956 (2021: BDT 27,171,028,385) and provision for loans and advances of BDT 2,956,068,346 (2021: BDT 1,334,209,703).</p> <p>We have focused on the following significant judgments and estimates which could give rise to material misstatement or management bias:</p> <ul style="list-style-type: none"> • Completeness and timing of recognition of loss events in accordance with criteria set out in FID circular no 04 dated 26 July 2021; • For individually assessed provisions, the measurement of the provision may be dependent on the valuation of collateral, estimates of exit values and the timing of cash flows; • Provision measurement is primarily dependent upon key assumptions relating to probability of default, ability to repossess collateral and recovery rates. 	<p>We tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> • Tested the credit appraisal, loan disbursement procedures, monitoring and provisioning process; • Identification of loss events, including early warning and default warning indicators; • Reviewed quarterly classification of loans (CL); <p>Our substantive procedures in relation to the provision for loans and advances portfolio comprised the following:</p> <ul style="list-style-type: none"> • Reviewed the adequacy of the companies general and specific provisions; • Assessed the methodologies on which the provision amounts based, recalculated the provisions and tested the completeness and accuracy of the underlying information; • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards and Bangladesh Bank guidelines. <p>We have selected samples to check compliance of above Bangladesh Bank instructions. However, due to the current uncertainty of the overall economic situation both in Bangladesh and Globally there are inherent risk that the judgment applied by Management in assessing recoverability of interest income may be different than the actual situation in future.</p>
See note- 6 & 12.1 of financial statements	
<p>Measurement of deferred tax</p> <p>In 2022, the Company reports net deferred tax asset (DTA) amounted to BDT 76,898,889 (2021: BDT 84,052,009).</p> <p>Significant judgment is required in relation to deferred tax assets/liabilities as their recoverability is dependent on forecasts of future profitability over a number of years.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of DTLs and the assumptions used in estimating the Company's future taxable income.</p> <p>We also assessed the completeness and accuracy of the data used for the estimations of future taxable income.</p> <p>We involved tax specialists to assess key assumptions, controls, recognition and measurement of DTL's.</p> <p>Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.</p>
See note- 9.1 to the financial statements	



Other information

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

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

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

Responsibilities of management and those charged with governance for the financial statements and internal controls

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRSs as explained in note 2 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Financial Institutions Act, 1993 and the Bangladesh Bank guidelines require the management to ensure effective internal audit, internal control and risk management functions of the Company. The management is also required to make a self-assessment on the effectiveness of anti-fraud internal controls and report to Bangladesh Bank on instances of fraud and forgeries.

In preparing the 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 the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

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

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



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

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

Report on other legal and regulatory requirements

In accordance with the Companies Act, 1994, the Securities and Exchange Rules, 1987, the Financial Institutions Act, 1993 and the rules and regulations issued by Bangladesh Bank, we also report that:

- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- (ii) 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 those books;
- (iii) the balance sheet and profit and loss account together with the annexed notes dealt with by the report are in agreement with the books of account and returns;
- (iv) the expenditures incurred and payments made were for the purpose of the Company's business for the year;
- (v) the financial statements of the Company have been drawn up in conformity with the Financial Institutions Act, 1993 and in accordance with the accounting rules and regulations which were issued by Bangladesh Bank to the extent applicable to the Company;
- (vi) adequate provisions have been made for loans, advances, leases, investment and other assets which are, in our opinion, doubtful of recovery and Bangladesh Bank's instructions in this regard have been followed properly;
- (vii) the financial statements of the Company conform to the prescribed standards set in the accounting regulations which were issued by Bangladesh Bank after consultation with the professional accounting bodies of Bangladesh;
- (viii) the records and statements which were submitted by the branches have been properly maintained and recorded in the financial statements;
- (ix) nothing has come to our attention that the Company has adopted any unethical means i.e. "Window dressing" to inflate the profit and mismatch between the maturity of assets and liabilities;
- (x) proper measures have been taken to eliminate the irregularities mentioned in the inspection report of Bangladesh Bank and the instructions which were issued by Bangladesh Bank and other regulatory authorities have been complied properly as disclosed to us by management;
- (xi) based on our work as mentioned above under the auditor's responsibility section, the internal control and the compliance of the Company is satisfactory, and effective measures have been taken to prevent possible material fraud, forgery and internal policies are being followed appropriately;
- (xii) the Company has complied with relevant laws pertaining to capital, reserve, and net worth, cash and liquid assets and procedure for sanctioning and disbursing loans/ leases found satisfactory. However the shortfall of risk weighted capital reserved as per BASEL II as of December 31, 2022 stood of taka 91.48 core;
- (xiii) we have reviewed over 80% of the risk weighted assets of the Company and we have spent around 920 person hours for the audit of the books and accounts of the Company;
- (xiv) the Company has complied with relevant instructions which were issued by Bangladesh Bank relevant to classification, provisioning and calculation of interest suspense;
- (xv) the Company has complied with the "First Schedule" of the Financial Institutions Act, 1993 in preparing these financial statements; and
- (xvi) all other issues which in our opinion are important for the stakeholders of the Company have been adequately disclosed in the audit report.


Malek Siddiqui Wali
 Chartered Accountants

Balance Sheet

As at 31 December, 2022

		Figures in Taka	
PROPERTY AND ASSETS	Notes	2022	2021
Cash	3		
In hand (including foreign currencies)		152,273	53,447
Balance with Bangladesh Bank and its agent (including foreign currencies)		189,694,995	193,858,399
		<u>189,847,268</u>	<u>193,911,846</u>
Balance with other banks and financial institutions			
In Bangladesh		786,654,428	992,780,826
Outside Bangladesh		-	-
		<u>786,654,428</u>	<u>992,780,826</u>
		<u>976,501,696</u>	<u>1,186,692,672</u>
Money at call and short notice	4	-	-
Investments	5		
Government		-	-
Others		178,827,941	171,835,231
		<u>178,827,941</u>	<u>171,835,231</u>
Loans, advances and leases			
Loans, advances and leases etc.	6	26,911,099,956	27,171,028,385
Bills purchased and discounted	7	-	-
		<u>26,911,099,956</u>	<u>27,171,028,385</u>
Fixed assets including land, building, furniture and fixtures	8	856,000,274	765,472,667
Other assets	9	204,223,098	239,570,559
Non - business assets		-	-
Total assets		<u>29,126,652,965</u>	<u>29,534,599,514</u>
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from other banks, financial institutions and agents	10	4,182,726,348	4,062,266,003
		<u>4,182,726,348</u>	<u>4,062,266,003</u>
Deposits and other accounts	11		
Current and other accounts		-	-
Bills payable		-	-
Savings account		-	-
Term deposits		17,116,991,911	18,055,015,365
Bearer certificates of deposit		-	-
Other deposits		269,129,223	261,932,146
		<u>17,386,121,134</u>	<u>18,316,947,511</u>
Other liabilities	12	6,034,285,089	4,245,671,518
		<u>6,034,285,089</u>	<u>4,245,671,518</u>
Total liabilities		<u>27,603,132,571</u>	<u>26,624,885,032</u>

	Notes	2022	2021
Figures in Taka			
Capital/shareholders' equity			
Paid up capital	13	1,658,741,950	1,658,741,950
Share Premium		87,408,700	87,408,700
Statutory Reserve	14	780,196,143	780,196,143
General Reserve		2,000,000	2,000,000
Revaluation Reserve		559,591,584	578,772,222
Retained Earnings	15	(1,564,417,983)	(197,404,533)
		<u>1,523,520,394</u>	<u>2,909,714,482</u>
Total liabilities and shareholders' equity		<u>29,126,652,965</u>	<u>29,534,599,514</u>
OFF-BALANCE SHEET ITEMS			
Contingent liabilities			
Acceptances and endorsements		-	-
Letters of guarantee		-	475,000,000
Irrevocable letters of credit		-	-
Bills for collection		-	-
Other contingent liabilities		-	-
		-	<u>475,000,000</u>
Other commitments			
Documentary credits and short term trade-related transactions		-	-
Forward assets purchased and forward deposits placed		-	-
Undrawn note issuance and revolving underwriting facilities		-	-
Undrawn formal standby facilities, credit lines and other commitments		-	-
		-	-
Total Off-Balance Sheet items including contingent liabilities		<u>-</u>	<u>475,000,000</u>
Net Asset Value per share	29	<u>9.18</u>	<u>17.54</u>

The accompanying notes form an integral part of this financial statement.

The Financial Statements were approved by the Board of Directors on September 07, 2023 and were signed on its behalf by:


Company Secretary


Managing Director


Director


Director

Signed in terms of our separate report of even date.

Dated: Dhaka
September 10, 2023


Malek Siddiqui Wali
Chartered Accountants
Md. Waliullah, FCA
Enrollment: 0247

Profit and Loss Account

For the year ended 31 December, 2022

	Notes	2022	2021
Figures in Taka			
Interest income	17	2,102,116,289	2,989,781,526
Interest expenses on deposits, borrowings, etc.	18	1,596,833,254	2,388,243,159
Net interest income		505,283,035	601,538,367
Income from Investment	19	14,920,634	32,592,927
Commission, exchange and brokerage	20	-	-
Other operating income	21	49,551,666	59,837,597
		64,472,300	92,430,524
Total operating income (A)		569,755,335	693,968,891
Salaries and allowances	22	204,836,084	227,628,453
Rent, taxes, insurance, electricity etc.	23	28,138,863	28,912,980
Legal expenses		1,217,918	736,934
Postage, stamp, telecommunication etc.	24	2,548,157	2,573,961
Stationery, printing, advertisements etc.	25	4,750,059	4,708,188
Managing Director's Remuneration		13,200,000	13,200,000
Directors' fees	26	792,000	776,000
Auditors' fees		300,000	300,000
Charges on loan losses		-	-
Depreciation and repair of assets	27	45,665,039	38,489,566
Other expenses	28	24,634,495	26,913,040
Total operating expenses (B)		326,082,615	344,239,122
Profit before provision (C=A-B)		243,672,720	349,729,769
Provision for Future Losses (D)	12.1(ii)	1,600,796,563	629,349,243
Total profit before tax (C-D)		(1,357,123,843)	(279,619,474)
Provision for tax			
Current		21,917,125	20,111,225
Deferred		7,153,120	50,798,568
		29,070,245	70,909,793
Net profit after tax		(1,386,194,088)	(350,529,267)

	Notes	2022	Figures in Taka 2021
Retained Earnings brought forward from previous year		(197,404,533)	133,944,096
Amortized of Revaluation Reserve		19,180,638	19,180,638
		<u>(1,564,417,983)</u>	<u>(197,404,533)</u>
Appropriations		-	-
Statutory reserve		-	-
General reserve		-	-
CSR fund		-	-
		<u>(1,564,417,983)</u>	<u>(197,404,533)</u>
Retained surplus		<u>(1,564,417,983)</u>	<u>(197,404,533)</u>
Earnings per share	30	<u>(8.36)</u>	<u>(2.11)</u>

The accompanying notes form an integral part of this financial statement.

The Financial Statements were approved by the Board of Directors on September 07, 2023 and were signed on its behalf by:


Company Secretary


Managing Director


Director


Director

Signed in terms of our separate report of even date.

Dated: Dhaka
September 10, 2023


Malek Siddiqui Wali
Chartered Accountants
Md. Waliullah, FCA
Enrollment: 0247

Cash Flow Statement

For the year ended 31 December, 2022

Figures in Taka

	Notes	2022	2021
Cash Flow from Operating Activities			
Interest received	33	2,264,906,065	3,465,567,020
Interest payment	34	(1,501,001,007)	(2,296,408,679)
Dividend received		14,920,634	17,716,959
Fees and Commission received		-	-
Cash Payments to Employees		(218,036,084)	(240,828,453)
Cash Payments to Suppliers		(4,750,059)	(4,708,188)
Income Tax Paid		(55,587,010)	(117,714,492)
Received from other Operating activities	35	48,619,206	44,749,609
Payments for other Operating activities	36	(57,731,540)	(60,545,847)
Operating Profit before changes in Operating Assets and Liabilities		491,340,205	807,827,929
Changes in Operating Assets and Liabilities			
Purchases/Sale of Trading Securities		-	-
Loans and Lease Finance to Customers		259,928,429	(1,001,062,480)
Other Assets		26,543,055	(31,616,666)
Deposits received from Bank and Financial Institutions		(19,157,110)	(1,461,489,067)
Deposits received from Customers		(911,669,267)	1,153,920,055
Other Liabilities		(35,457,277)	(838,394,927)
Sub Total		(679,812,170)	(2,178,643,085)
A) Net Cash Flow from Operating Activities		(188,471,965)	(1,370,815,156)
Cash flows from Investing Activities			
Purchase/sale of securities		(6,992,710)	18,894,216
Proceeds from Sale of fixed assets		3,962,964	2,195,110
Purchase/sale of Property, Plant and Equipments		(139,149,610)	(18,798,647)
Purchase/Sale of Subsidiaries		-	-
B) Net Cash Flow from Investing Activities		(142,179,356)	2,290,679
Cash flows from Financing Activities			
Increase/(decrease) of borrowings		120,460,345	482,872,432
Payments for redemption of loan capital and debt securities		-	-
Received from issue of ordinary shares		-	-
Dividend Paid		-	-
C) Net Cash Used By Financing Activities		120,460,345	482,872,432
D) Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(210,190,976)	(885,652,045)

	Notes	2022	Figures in Taka 2021
Effect of Exchange rate changes on cash and cash equivalents		-	-
E) Cash and cash equivalents at the beginning of the year		<u>1,186,692,672</u>	<u>2,072,344,717</u>
F) Cash and cash equivalents at the end of the year (D+E)		<u>976,501,696</u>	<u>1,186,692,672</u>
Cash and cash equivalents at the end of the year represent			
Cash in Hand		152,273	53,447
Balance with Bangladesh Bank and its agent bank		189,694,995	193,858,399
Balance with other banks and financial institutions		786,654,428	992,780,826
Money at call on short notice		-	-
		<u>976,501,696</u>	<u>1,186,692,672</u>
Net Operating Cash Flow Per Share	31	<u>(1.14)</u>	<u>(8.26)</u>


Company Secretary


Managing Director


Director


Director

Signed in terms of our separate report of even date.

Dated: Dhaka
September 10, 2023


Malek Siddiqui Wali
Chartered Accountants
Md. Waliullah, FCA
Enrollment: 0247

Statement of Changes in Equity

For the year ended 31 December, 2022

Amount in Taka

Particulars	Paid-up Capital	Statutory Reserve	Share Premium	General Reserve	Revaluation Reserve	Retained Earnings	Total
Balance as at 01 January 2022	1,658,741,950	780,196,143	87,408,700	2,000,000	578,772,222	(197,404,533)	2,909,714,482
Items involved in Changes in equity	-	-	-	-	-	(1,386,194,088)	(1,386,194,088)
Net profit for the period	-	-	-	-	-	-	-
Dividends (Bonus Share)	-	-	-	-	-	-	-
Dividends (Cash)	-	-	-	-	-	-	-
Issue of share capital	-	-	-	-	-	-	-
Appropriation made during the period	-	-	-	-	-	-	-
Revaluation of Land and Land Development	-	-	-	-	-	-	-
Amortized of Revaluation Reserve	-	-	-	-	(19,180,638)	19,180,638	-
Transferred to CSR Fund	-	-	-	-	-	-	-
Balance as at 31 December 2022	1,658,741,950	780,196,143	87,408,700	2,000,000	559,591,584	(1,564,417,983)	1,523,520,394
Balance as at 01 January 2021	1,481,019,600	780,196,143	87,408,700	2,000,000	597,952,860	311,666,446	3,260,243,749
Items involved in Changes in equity	-	-	-	-	-	(350,529,267)	(350,529,267)
Net profit for the period	177,722,350	-	-	-	-	(177,722,350)	-
Dividends (Bonus Share)	-	-	-	-	-	-	-
Dividends (Cash)	-	-	-	-	-	-	-
Issue of share capital	-	-	-	-	-	-	-
Appropriation made during the period	-	-	-	-	-	-	-
Revaluation of Land and Land Development	-	-	-	-	-	-	-
Amortized of Revaluation Reserve	-	-	-	-	(19,180,638)	19,180,638	-
Transferred to CSR Fund	-	-	-	-	-	-	-
Balance as at 31 December 2021	1,658,741,950	780,196,143	87,408,700	2,000,000	578,772,222	(197,404,533)	2,909,714,482

The accompanying notes form an integral part of this financial statement.

The Financial Statements were approved by the Board of Directors on September 07, 2023 and were signed on its behalf by:



Company Secretary



Managing Director



Director



Director



Malek Siddiqui Wali
Chartered Accountants

Md. Waliullah, FCA
Enrollment: 0247

Signed in terms of our separate report of even date.

Dated: Dhaka
September 10, 2023

Data Verification Code (DVC) No. 2309100247AS481195

Liquidity Statement


Assets and Liabilities Maturity Analysis
As at 31 December, 2022

Particulars	Up to 01 Month	01-03 Months	03-12 Months	01-05 Years	Above 05 years	Total
	Taka	Taka	Taka	Taka	Taka	Taka
Assets						
Cash in hand (including balance with Bangladesh Bank)	189,847,268	-	-	-	-	189,847,268
"Balance with other banks and financial institutions"	65,992,804	106,701,964	276,177,578	337,782,082	-	786,654,428
Money at Call on Short Notice	-	-	-	-	-	-
Investment in securities	1,500,000	5,762,472	73,501,689	23,418,756	74,645,024	178,827,941
Investment (Loans and Advances)	185,749,924	475,611,430	8,282,344,665	16,102,181,244	1,865,212,693	26,911,099,956
Fixed assets including land, building, furniture and fixtures	2,750,000	5,500,000	24,750,000	132,000,000	691,000,274	856,000,274
Other Assets	1,837,486	5,662,771	96,093,887	100,628,954	-	204,223,098
Non-business Assets	-	-	-	-	-	-
Total assets (i)	447,677,482	599,238,637	8,752,867,819	16,696,011,036	2,630,857,991	29,126,652,965
Liabilities						
Financing (Borrowing) from Other banks, financial institutions and agents	31,248,627	250,004,798	719,486,328	3,181,986,595	-	4,182,726,348
Deposits and other accounts	106,748,935	1,978,749,458	4,043,352,093	11,155,747,480	101,523,168	17,386,121,134
Provision and other liabilities	99,186,348	100,002,914	1,769,259,839	3,750,736,184	315,099,804	6,034,265,089
Total Liabilities (ii)	237,183,910	2,328,757,170	6,532,098,260	18,088,470,259	416,622,972	27,603,132,571
Net Liquidity Gap (i-ii)	210,493,572	(1,729,518,533)	2,220,769,559	(1,392,459,223)	2,214,235,019	1,523,520,394

Note: The accompanying notes form an integral part of this financial statement.


The Financial Statements were approved by the Board of Directors on September 07, 2023 and were signed on its behalf by:


Company Secretary


Managing Director


Director


Director


Malek Siddiqui Wali
Chartered Accountants
Md. Waliullah, FCA
Enrollment: 0247

Signed in terms of our separate report of even date.

Dated: Dhaka
September 10, 2023

Data Verification Code (DVC) No. 2309100247AS481195

Notes to the Financial Statements

For the year ended December 31, 2022

1 LEGAL STATUS AND NATURE OF THE COMPANY

1.1 Legal Status of the Company

Phoenix Finance and Investments Limited was incorporated in Bangladesh on 19th April 1995 as a Public Limited Company under the Companies Act, 1994. The Company obtained License from Bangladesh Bank as a Financial Institution on the 9th May 1995 as required under Section 4(1) of the Financial Institution Act, 1993. The Company has changed its name to Phoenix Finance and Investments Limited from Phoenix Leasing Company Limited with effect from 1st February 2007 complying with all the legal requirements in that respect. The company issued shares through Initial Public Offering (IPO) in June 2007 and its shares were listed in both Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited on September 25, 2007.

1.2 Nature of Business Activities

The company extends Lease Finance for Capital Machinery, Construction and Medical Equipment, Energy Generating Equipment, Office Equipment, all kinds of Road/Marine Transports, Household and other essential items and Equipment for Business Enterprises like Mills, Factories, Financial Institutions, Banks and Insurance Companies as well as Educational Institutions, Clinics, Hospitals, Corporate Bodies and Individuals. The company also extends Direct Finance such as Short Term Finance, Term Finance, Real Estate Finance and Factoring facilities to Established Business Enterprises, Industrial Units and Individuals.

1.3 Head office and Branch offices

The registered office of the company is located at Eunoos Centre (Level-11), 52-53 Dilkusha C/A, Dhaka-1000, Bangladesh. The company is being operated through its Branch offices located at Chattogram, Khulna, Bogura and Dhaka districts in the country.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Accounting

The accounts are prepared on going concern basis in accordance with the International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as adopted in Bangladesh by the Institute of Chartered Accountants of Bangladesh except the circumstances where local regulations differ, the Companies Act, 1994, the Financial Institutions Act, 1993 and the Securities and Exchange Commission Rules, 1987, the Listing Rules of Dhaka and Chittagong Stock Exchanges and other applicable rules and regulation.

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

2.2 Going Concern Estimation

The Financial Statements, namely, Balance Sheet, Profit and Loss Account, Cash Flow Statement, Statement of Changes in Equity, Liquidity Statement and relevant notes to the Financial Statements and disclosures thereto, of the FI are prepared under historical cost convention on the going concern basis. Management of the FI has made an estimation that there are no possibility to liquidate the entity or to cease trading, or has no realistic alternative but to do so.

2.3 Accounting for Leases

The Leased Equipment under the possession of the Lessees are accounted for under direct financing method in accordance with IFRS 16 "Leases". The aggregate lease receivable including unguaranteed residual value throughout the lease term are recorded as gross lease receivable while the excess of gross lease receivable over the total acquisition cost including interest during the year of acquiring the lease equipment constitutes the unearned lease income.

The unearned lease income is amortized to revenue on a monthly basis over the lease term yielding a constant rate of return over the year. Unrealized income is suspended where necessary in accordance with the requirements of relevant circulars issued by Department of Financial Institutions and Markets (DFIM) of Bangladesh Bank.

2.4 Accounting for Direct Finance

Direct Finance consists of Short-Term Finance, Long-Term Finance and Real Estate Finance. Outstanding loans along with the accrued interest thereon are accounted for as Direct Finance Receivable.

2.5 Investments

Investment in marketable ordinary shares has been shown at cost. Investment in non-marketable shares has been valued at cost. Full provision for diminution in value of shares as on closing of the year, if required, has been taken into account.

2.6 Revenue Recognition

Interest income from loans and other sources is recognized on an accrual basis of accounting.

Lease Income:

The excess of aggregate rentals receivable over the cost of the leased asset constitutes the total unearned lease income. The unearned lease income is recognized on installment date as revenue on an accrual basis over the terms of the lease. However, lease income is not recognized if capital or interest receivable is in arrears for more than three months.

Interest on term finance and short term finance:

Interest on term finance and short term finance are recognized as revenue on an accrual basis and interest income on term finance is not recognized where any portion of interest is in arrear for more than three months.

Interest on real estate finance:

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

Dividend income and profit or loss on sale of securities:

Dividend is recognized as income when the right to receive income is established whereas profit or loss arising from the sale of securities is accounted for only when the securities are sold/ offloaded.

2.7 Interest Suspense Account

Accrued interest on lease, term finance and housing loan classified as Special Mention Account, Sub-Standard, Doubtful and Bad/Loss are not recognized as income as per Bangladesh Bank's Guidelines. Such amount is transferred to Interest Suspense Account. The income is recognized on recovery of overdue amounts on cash basis.

2.8 Recognition of Fixed Assets

1. The land and buildings are shown at fair value, based on the valuation by an external independent value less subsequent depreciation for building valuation is performed with sufficient regulatory to ensure that the fair value of the revalued asset does not differ materially from its carrying amount.
2. Accumulated depreciation is restated proportionately with the changes in the gross carrying amount of the land and building so that the carrying amount after revaluation equals its revalued amount.
3. Assets revaluation reserve is transferred to retained earnings each year equivalent to depreciation charged against revalued assets (Except Land).

2.9 Depreciation on Fixed Assets

Land is not depreciated. Depreciation on other fixed asset is calculated using the straight line method to allocate their cost or revalued amounts to their residual values over their estimated useful life. Addition to fixed asset is depreciated from the date of acquisition of the asset at applicable rate.

Rates of depreciation on Fixed Assets as on December 31, 2022 are as follows:

Asset Category	Rate (%) p. a.
Air Conditioner	20
Building	5
Computer	20
Electrical and Office Equipment	20
Flat	10
Furniture and Fixture	12.5
Land	Nil
Machinery Lease	20
Motor Vehicle	25
Office Decoration	20
Telephone and Fax	20

2.10 Disposal of Fixed Assets

On disposal of Fixed Assets, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the Profit and Loss Account, which is determined with reference to the written down value of the assets and net sale proceeds.

2.11 Impairment of Assets

The carrying amount of the company's assets is reviewed at each Balance Sheet date whenever there is any such indication of impairment. If any such indication exists, the assets' recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of the assets or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognized in the Profit and Loss Account.

2.12 Receivables and Others

Receivables at the balance sheet are stated at amounts, which are considered realizable.

2.13 Accrued Expenses and Other Payables

Liabilities are recognized for amounts to be paid in the future for goods and services received, whether or not billed by the creditors.

2.14 Statutory Reserve

The Company transfers 20% of profit to its Reserve Fund in accordance with The Financial Institution Regulations, 1994.

2.15 Corporate Social Responsibility (CSR) Fund

As per DOS Circular No-01 dated 01 June, 2008 issued by Bangladesh Bank the Company transfers 0.50% of profit to its CSR Fund.

2.16 Cash and Cash Equivalent

Cash and Cash equivalent consists of short-term, highly liquid investments that are readily convertible to know amounts of cash and which are subject to an insignificant risk of changes in value.

2.17 Cash Flow Statements

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

2.18 Earnings Per Share (EPS)

The company calculates Earning per Share (EPS) by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year. In accordance with IAS-33 "Earnings Per Share" which has been shown on the face of Profit and Loss Account and the computation of EPS is stated in Note-30.

Basic Earning represents earning for the year attributable to ordinary shareholders. As there were no preference dividends, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

Weighted Average number of ordinary shares outstanding during the year represents the number of ordinary shares outstanding at the beginning of the year plus the number of ordinary shares issued during the year multiplied by a time-weighting factor.

2.19 Transactions and Translation of Foreign Currencies

Transactions in foreign currencies are translated into Bangladeshi Taka at the rate ruling on the transaction date and the assets and liabilities denominated in foreign currencies outstanding at closing date of accounts have been translated into Bangladeshi Taka at the closing date rate.

Foreign exchange gains/losses (if any) arising from such translations are recognized in the Profit and Loss Account.

2.20 Employees' Retirement Benefit-Gratuity

The Company operates an unfunded gratuity scheme. Employees are entitled to gratuity benefit at the following rates:

- A. On completion of 5(Five) years Confirmed Service: 1 (One) month's basic pay for each completed year;
- B. On completion of 7 (Seven) years Confirmed Service: 1.5 (One and a half) month's basic pay for each completed year;
- C. On completion of 10(Ten) years Confirmed Service: 2 (Two) month's basic pay for each completed year.

2.21 Employees' Provident Fund and Group Insurance Scheme

The company operates a Contributory Provident Fund approved by the NBR and Group Insurance Scheme for its permanent employees. Provident fund is administrated by a Board of Trustees and is funded by contribution partly from employees and partly from company at a predetermined rate.

2.22 Provisions

Provisions have been recognized in the Financial Statements as follows:

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

2.23 Provision for Loans, Leases and Advances

Provision for lease finance, term and house building finance has been made in accordance with FID circular no. 08 dated 03 August 2002, FID circular no. 03 dated 03 May 2006, FID circular no. 06 dated 20 August 2006, DFIM circular no. 03 dated 29 April 2013 and DFIM circular no. 04 dated 26 July 2021 issued by Bangladesh Bank at the following rates:

Standard (STD): SME	Unclassified	0.25%
Standard (STD): General		1%
Standard (STD): Brokerage House, Merchant Banks and Stock Dealers		2%
Special Mention Account (SMA)		5%
Substandard (SS)	Classified	20%
Doubtful (DF)		50%
Bad/Loss (BL)		100%

The provision made up to the Balance Sheet date is considered adequate to meet probable losses.

2.24 Events after the Balance Sheet Date

All material events occurring after the Balance Sheet date are adjusted where felt necessary or disclosed in Note -39.

2.25 Use of Accounting Estimates

The preparation of Financial Statements in conformity with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) requires management to make estimates and assumptions that affects certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

2.26 Income Tax

Current Tax

The company is a Financial Institution and therefore, the effective tax rate is 37.50%. Considering temporary allowable and disallowable expenses and income as per Income Tax Law, adequate provision for Income Tax has been provided for the year. However, any short provision if arises shall be accounted for in the year of finalization of assessment.

Deferred Tax

Pursuant to IAS-12 "Income Taxes" deferred tax is to be provided using the balance sheet method for all temporary differences arising between the tax base of assets and liabilities and their carrying value for financial reporting purposes.

2.27 Disclosure of Deviations

Disclosure of deviations from few requirements of IAS/IFRS due to mandatory compliance of Bangladesh Bank's requirements. Bangladesh Bank (the local Central Bank) is the prime regulatory body for Non-Banking Financial Institutions (NBFI) in Bangladesh. Some requirements of Bangladesh Bank's rules and regulations contradict with those of financial instruments and general provision standards of IAS and IFRS. As such the Company has departed from those contradictory requirements of IAS/IFRS in order to comply with the rules and regulations of Bangladesh Bank.

As per FID circular No. 08 dated 03 August 2002 investments in listed shares and unlisted shares are revalued at the year end at market price and as per book value of last audited balance sheet respectively.

Provision should be made for any loss arising from diminution in value of investment. As such the Company measures and recognizes investment in quoted and unquoted shares at cost if the year-end market value (for quoted shares) and book value (for unquoted shares) are higher than the cost. At the year-end the Company's market value and book value of quoted and unquoted shares was higher than the cost price by BDT 92.92 million (unrealized gain) but considering capital market investment portfolio and regulation for subsidiaries, provision for diminution in investments has been kept BDT 0.50 million for the year 2022. In order to comply with the requirement specified in DFIM Circular No. 11, the company has charged the entire amount of difference in market value and cost price of marketable securities to the profit and loss account. However as per requirements of IAS 39 investment in shares falls either under "at fair value through profit and loss account" or under "available for sale" where any change in the fair value at the year-end is taken to profit and loss account or revaluation reserve respectively.

As per FID circular no. 08 dated 03 August 2002, FID circular no. 03 dated 03 May 2006, FID circular no. 06 dated 20 August 2006, DFIM circular no. 03 dated 29 April 2013 and DFIM circular no. 04 dated 26 July 2021 a general provision at 0.25% to 5% under different categories of unclassified loans (good/standard loans) has to be maintained. However such general provision cannot satisfy the conditions of provision as per IAS 39. At the year end the Company has recognized an accumulated general provision of BDT 365.25 million (out of accumulated provision of BDT 2,956.07 million) under liabilities.

As per Bangladesh Bank guidelines financial instruments are categorized, recognized and measured differently from those prescribed in IFRS-9. As such some disclosures and presentation requirements of IFRS-7 and IAS 32 have not been made in the accounts.

Bangladesh Bank has issued templates for financial statements which shall strictly be followed by all Banks and FIs. The templates of Financial Statements issued by Bangladesh Bank do not include Other Comprehensive Income (OCI) nor are the elements of Other Comprehensive Income allowed to be included in the Single Comprehensive Income (SCI) Statement. As such the Company does not prepare the other comprehensive Income Statement. However the company does not have any elements of OCI to be presented.

Departure from IFRS-16 : Changes of IAS-17 to IFRS-16 do not have any material impact, that is why we do not adopt/adjust IFRS-16 in this accounting year.

2.28 Authorization

The Financial Statements were authorized for issue by the Board of Directors of the company on September 07, 2022.

2.29 Others

- i. The figures in the Financial Statements represent Bangladesh Currency (Taka), which has been rounded off to the nearest Taka;
- ii. Comparative information has been shown in respect of year 2021 for all numerical information in the Financial Statements and also the narrative and descriptive information when it is relevant for understanding of the current year's Financial Statements;
- iii. Figures of the year 2021 have been rearranged whenever considered necessary to ensure comparability with the current year.

		Figures in Taka	
		2022	2021
3	A) CASH		
	a) Cash in hand		
	Local currency	152,273	53,447
	Foreign currencies	-	-
		<u>152,273</u>	<u>53,447</u>
	b) Balance with Bangladesh Bank and its agent bank		
	Local currency	189,694,995	193,858,399
	Foreign currencies	-	-
		<u>189,694,995</u>	<u>193,858,399</u>
	TOTAL CASH	<u>189,847,268</u>	<u>193,911,846</u>
	B) BALANCE WITH OTHER BANKS AND FINANCIAL INSTITUTIONS (NOTE-3.2)	<u>786,654,428</u>	<u>992,780,826</u>
	TOTAL CASH AND CASH EQUIVALENT (A+B)	<u>976,501,696</u>	<u>1,186,692,672</u>
3.1	Cash Reserve Requirement (CRR) Statutory Liquidity Ratio (SLR)		
	Cash Reserve Requirement and Statutory Liquidity Ratio have been calculated and maintained in accordance with Bangladesh Bank directives.		
3.1.1	Cash Reserve Requirement (CRR)		
	Required reserve	187,033,237	190,524,327
	Actual reserve held	187,687,725	192,022,619
	Surplus/(deficit)	<u>654,488</u>	<u>1,498,292</u>
	Deposit with Bangladesh Bank is non-interest bearing and maintained to meet the Cash Reserve Requirement (CRR). As required by Bangladesh Bank (As per DFIM circular No. 03, dated 21.06.2020), CRR @ 1.5% is required to maintain (minimum 1% is required to be maintained in a single day) with Bangladesh Bank current account on all deposits taken from depositors other than Banks and Financial Institutions. On 31 December 2022 there was no shortage in CRR.		
3.1.2	Statutory Liquidity Requirement (SLR)		
	Required reserve	777,356,802	766,808,236
	Actual reserve held	795,316,528	812,803,722
	Surplus/(deficit)	<u>17,959,726</u>	<u>45,995,486</u>
	Fixed deposit maintained with other commercial Banks and Financial Institutions for maintaining Statutory Liquidity Reserve as required by Bangladesh Bank. Bangladesh Bank regulations require maintaining Statutory Liquidity Reserve (SLR) @ 5% including the CRR of 1.50% on total liabilities, excluding loans from banks and financial institutions.		
3.2	Balance with Other Banks and Financial Institutions		
	Current Account		
	Al-Arafah Islami Bank Limited	16,319	443,573
	Bank Asia Limited	41,945	16,432
	Islami Bank Bangladesh Limited	313	313
	National Bank Limited	13,258	26,653
	NCC Bank Limited	1,169	1,430
	Standard Bank Limited	85,709	86,399
		<u>158,713</u>	<u>574,800</u>

	Figures in Taka	
	2022	2021
Short Term Deposit		
AB Bank Limited	18,182	13,532,865
AI-Arafah Islami Bank Limited	1,108	2,248,818
Bank Asia Limited	7,269	7,891,279
BASIC Bank Limited	16,253	59,246
BRAC Bank Limited	5,613	100,800
Dhaka Bank Limited	177,100	1,059,818
Dutch Bangla Bank Limited	10,808,517	55,484,270
Eastern Bank Limited	337,320	4,301,794
EXIM Bank Limited	5,924	34,425
First Security Bank Limited	1,673,219	11,350,207
IFIC Bank Limited	26,030	2,341,445
Jamuna Bank Limited	44,408	5,037,983
Janata Bank Limited	5,067,748	451,901
Meghna Bank Limited	6,543	7,923
Mercantile Bank Limited	273,036	233,814
Midland Bank Limited	241,761	6,178,855
Mutual Trust Bank Limited	59,191,402	216,868,597
NRB Global Bank Limited	4,172	5,378
One Bank Limited	43,312	17,726,278
Prime Bank Limited	35,259	4,904
Pubali Bank Limited	500,095	4,259,940
Rupali Bank Limited	40,858	40,858
Shahjalal Islami Bank Limited	1,092,129	6,784,992
Social Islami Bank Limited	6,551,392	66,700
Sonali Bank Limited	42,361	42,261
South Bangla Agriculture Bank Limited	836,173	8,724,504
Southeast Bank Limited	82,109,923	11,103,482
Standard Bank Limited	161,460	161,407
The City Bank Limited	3,572,826	10,223,335
The Premier Bank Limited	7,120,944	7,813,803
The Trust Bank Limited	255,293	158,917
Union Bank Limited	40,467	3,117,043
United Commercial Bank Limited	268,064	2,520,722
Uttara Bank Limited	27,681	591,459
	180,603,842	400,530,023
Fixed Deposit Receipt		
AB Bank Limited	-	11,786,652
Dhaka Bank Limited	98,684,154	95,266,092
EXIM Bank Limited	17,297,716	16,543,118
IFIC Bank Limited	437,417,204	415,495,733
Mutual Trust Bank Limited	1,328,992	1,290,967
Shahjalal Islami Bank Limited	43,289,985	41,790,779
Social Islami Bank Limited	7,873,822	7,502,662
The Premier Bank Limited	-	2,000,000
	605,891,873	591,676,003
Total	786,654,428	992,780,826

		Figures in Taka	
		2022	2021
3.3	Maturity-wise grouping		
	On Demand	-	-
	Up to 1 month	65,992,804	81,385,061
	Not more than 3 months	106,701,964	150,089,804
	More than 3 months but less than 1 year	276,177,578	234,102,586
	More than 1 year but less than 5 years	337,782,082	527,203,375
	More than 5 years	-	-
		786,654,428	992,780,826
4	MONEY AT CALL AND SHORT NOTICE	-	-
5	INVESTMENTS		

This represents investment made by the company both in listed and unlisted securities. The investment is made up as under:

a) Government securities

Treasury bill	-	-
National Investment bonds	-	-
Bangladesh Bank bill	-	-
Government notes/bonds	-	-
Prize bonds	-	-
	-	-

b) Other investments

Investment in non marketable ordinary shares	7,500,000	7,500,000
Investment in preference shares	-	-
Investment in debenture and bonds	-	-
Investment in venture capital	-	-
Investment in marketable securities	160,327,941	153,335,231
Investment in open end mutual fund	11,000,000	11,000,000
Other investments	-	-
Gold etc.	-	-
	178,827,941	171,835,231

5.1	Other investments	No of Company	Market Value/NAV	Cost-2022	Cost-2021
	Investment in non marketable ordinary shares	1	-	7,500,000	7,500,000
	Investment in marketable securities				
	Bank/Insurance/Finance companies	1	1,840,126	1,978,630	46,440
	Mutual/Unit Fund	7	258,140,414	157,400,161	151,926,661
	Manufacturing companies and others	4	723,501	949,150	1,362,130
		12	260,704,041	160,327,941	153,335,231
	Investment in open end mutual fund	2	11,042,656	11,000,000	11,000,000
	Total	15	271,746,697	178,827,941	171,835,231

All investments in marketable securities are valued on an aggregate portfolio basis, at cost value, at the balance sheet date. Market price for securities not listed as on reporting date, has been shown at cost for calculation purpose and adequate provision for probable future losses has been made as per Bangladesh Bank guidelines. As on December 31, 2022 there was BDT 92.92 million unrealised gain. Market value of securities has been determined on the basis of the value of securities at the last trading date of the year (Last trading date was 29th December 2022).

		Figures in Taka	
		2022	2021
5.2	Maturity-wise grouping		
	Up to 1 month	1,500,000	1,539,676
	Not more than 3 months	5,762,472	16,031,643
	More than 3 months but less than 1 year	73,501,689	53,598,478
	More than 1 year but less than 5 years	23,418,756	26,020,410
	More than 5 years	74,645,024	74,645,024
		<u>178,827,941</u>	<u>171,835,231</u>
6	LOANS, ADVANCES AND LEASES		
	a) Inside Bangladesh		
	Short Term Finance (a.i)	1,193,176,949	1,234,573,188
	Lease Finance (a.ii)	4,723,475,872	5,171,608,303
	Term Finance (a.iii)	18,051,611,901	17,801,138,655
	Real Estate Finance (a.iv)	2,275,044,938	2,284,201,925
	Subsidiaries/Sister Concerns/Brokerage House/ Merchant Banks/Stock Dealers(a.v)	576,723,945	587,790,146
	Staff Loan (a.vi)	91,066,351	91,716,168
	Total Loans and Lease Finance	<u>26,911,099,956</u>	<u>27,171,028,385</u>
	a.i) Short Term Finance		
	Revolving Credit	926,880,627	971,534,156
	Loan against Deposit	266,296,322	263,039,032
		<u>1,193,176,949</u>	<u>1,234,573,188</u>
	a.ii) Net Investment in lease finance		
	Gross lease rental receivable	4,082,604,924	3,882,855,013
	Less: Unearned interest income	(894,706,023)	(779,552,963)
	Net Investment in Lease Finance	<u>3,187,898,901</u>	<u>3,103,302,050</u>
	Accounts Receivable	776,951,397	588,877,558
	Advance Against Lease Finance	758,625,574	1,479,428,695
	Total Investment in Lease Finance	<u>4,723,475,872</u>	<u>5,171,608,303</u>
	a.iii) Term Finance		
	Principal Outstanding	15,864,700,562	16,769,477,885
	Accounts Receivable	2,186,911,339	1,031,660,770
		<u>18,051,611,901</u>	<u>17,801,138,655</u>
	a.iv) Real Estate Finance		
	Principal Outstanding	1,964,639,146	2,010,049,591
	Advance Against House Building Finance	-	-
	Accounts Receivable	310,405,792	274,152,334
		<u>2,275,044,938</u>	<u>2,284,201,925</u>
	a.v) Financing to the Subsidiaries and/or Sister Concerns, Brokerage House, Merchant Banks and Stock Dealers		
	Financing to the Own Subsidiaries and/or Sister Concerns	-	-
	Other Brokerage House, Merchant Banks and Stock Dealers	576,723,945	587,790,146
		<u>576,723,945</u>	<u>587,790,146</u>

		Figures in Taka	
		2022	2021
a.vi) Staff Loan			
This represent outstanding amount given to the eligible employees under Employee Benefit Scheme as per Company's approved policy.			
Loan Against Provident Fund		36,938,541	31,521,111
Staff Car Loan		31,171,779	32,159,985
Staff Consumer Loan		17,949,759	21,611,586
Staff House Building Loan		5,006,272	6,423,486
		<u>91,066,351</u>	<u>91,716,168</u>
b) Outside Bangladesh			
		-	-
Total Loans, Advances and Leases (a+b)		<u><u>26,911,099,956</u></u>	<u><u>27,171,028,385</u></u>
6.1 Maturity wise Grouping			
Up to 1 month		185,749,924	198,493,653
Not more than 3 months		475,611,430	595,551,134
More than 3 months but less than 1 year		8,282,344,665	9,429,084,302
More than 1 year but less than 5 years		16,102,181,244	14,421,194,481
More than 5 years		1,865,212,693	2,526,704,815
		<u>26,911,099,956</u>	<u>27,171,028,385</u>
6.2 Loans, advances and leases on the basis of significant concentration:			
Loans, advances and leases to Allied Concern of Directors (Note-39)		763,344,079	755,812,652
Loans, advances and leases to Executives/Officers		91,066,351	91,716,168
Loans, advances and leases to Customer Groups		1,196,943,358	1,736,778,124
Industrial loans, advances and leases		17,779,694,207	17,476,606,044
Other loans, advances		7,080,051,961	7,110,115,397
		<u>26,911,099,956</u>	<u>27,171,028,385</u>
6.3 Loans, advances and leases allowed to individual customer or Group of Customer exceeding 15% of Financial Institution's total capital:			
Outstanding amount to such customers at end of the year	:	16,388,631,686	15,092,054,832
Number of such types of customers	:	39	36
Amount of Classified Loans, advances and leases thereon	:	1,363,639,646	41,950,570.00
Measures taken for recovery	:	-	-

The amount represents the sum of total Loans, advances and leases (both Funded and Non-Funded) to each group of customer exceeding Tk. 463,190,757 (Forty Six Crore Thirty One Lac Ninety Thousand Seven Hundred Fifty Seven) only which is computed @ 15% of total capital of Phoenix Finance and Investments Limited i.e. Tk. 3,087,938,377 (Three Hundred Eight Crore Seventy Nine Lac Thirty Eight Thousand Three Hundred Seventy Seven) only as at 31 December 2022.

Figures in Taka

	Composition (%) 2022	2022	2021
6.4 Geographical Location-wise loans advances and leases:			
Bogura	0.78	209,518,899	231,977,815
Chattogram	18.37	4,944,774,821	5,121,371,916
Dhaka	80.42	21,640,767,397	21,668,775,861
Khulna	0.43	116,038,839	148,902,793
Total	100.00	26,911,099,956	27,171,028,385
6.5 Grouping of Loans, advances and Leases as per Classification Rules of Bangladesh Bank:			
Unclassified			
Standard	64.01	17,225,092,162	21,109,707,578
Special Mention Account (SMA)	12.77	3,435,558,045	718,104,403
	76.77	20,660,650,207	21,827,811,981
Classified			
Substandard	3.73	1,003,424,205	2,960,732,006
Doubtful	1.42	380,833,406	754,422,214
Bad or Loss	18.08	4,866,192,138	1,628,062,184
	23.23	6,250,449,749	5,343,216,404
Total	100.00	26,911,099,956	27,171,028,385
6.6 Sector-wise Loans, Leases and Advances:			
Sectors			
1 Trade and Commerce	5.81	1,564,733,652	1,649,592,523
2 Industry			
A) Garments and Knitwear	4.04	1,085,972,348	1,062,670,613
B) Textile	13.14	3,537,010,912	3,563,778,306
C) Food Production, Processing & Rice Mills	3.02	813,941,049	803,699,532
D) Jute & Jute products	0.00	-	-
E) Plastic & Rubber Industry	0.08	21,122,190	25,972,639
F) Leather and Leather Goods	2.36	635,168,815	584,873,563
G) Iron Steel and Engineering	21.23	5,711,820,288	5,765,202,088
H) Pharmaceuticals and Chemical	0.82	219,330,000	259,608,830
I) Cement and Allied Industry	5.62	1,513,564,087	1,422,407,523
J) Paper, Packaging, Printing, Publishing & Allied Industry	7.68	2,066,271,787	1,707,623,196
K) Wood, Furniture & Fixture	0.00	-	-
L) Glass, Glassware & Ceramic Industry	1.04	280,071,757	305,378,727
M) Ship Manufacturing Industry	0.37	99,222,310	106,203,537
N) Electronics and Electrical Products	3.90	1,050,546,505	1,066,824,497
O) Power, Gas, Petroleum, Water & Sanitary	0.04	10,790,013	15,559,917
P) Transport and Aviation	5.44	1,465,267,420	1,510,462,353
Q) Others	0.00	-	-
Industry Total	68.78	18,510,099,481	18,200,265,321

Figures in Taka

		Composition (%)	2022	2021
		2022	2022	2021
3	Agriculture	0.46	122,934,600	115,915,927
4	Mining & Quarrying	0.00	-	-
5	Housing			
	Individual/Retail Housing	2.91	783,961,116	806,942,547
	Project/Commercial Housing	5.54	1,491,083,823	1,477,259,378
6	Financial Corporation (Capital Market Exposure)	2.18	587,472,948	601,281,613
7	Service	12.45	3,346,765,743	3,681,764,909
8	Consumer Finance			
	Personal Loan	0.09	24,988,847	76,815,640
	Auto Loan	0.48	129,676,957	212,324,814
	Employee/Staff Loan	0.34	91,066,351	91,716,168
	Credit Card	0.00	-	-
	Loan Against Deposit	0.96	258,316,438	257,149,545
9	Others	0.00	-	-
		<u>25.41</u>	<u>6,836,266,823</u>	<u>7,321,170,541</u>
	Grant Total	<u>100.00</u>	<u>26,911,099,956</u>	<u>27,171,028,385</u>

6.7 Particulars of provision for Loans, advances and Leases/Investments

Status	Rate (%)	Basis for Provision	2022	2021
General Provision (Unclassified)				
Standard (SME)	0.25%	51,938,400	129,846	1,678,786
Standard (General)	1%	16,596,429,817	165,964,298	198,504,033
Standard (Brokerage House/Merchant Banks/Stock Dealers)	2%	576,723,945	11,534,479	11,755,803
Special Mention Account (SMA)	5%	3,752,413,642	187,620,682	31,295,748
		<u>20,977,505,804</u>	<u>365,249,305</u>	<u>243,234,370</u>
Specific Provision (Classified)				
Substandard	20%	996,141,714	199,228,343	336,435,952
Doubtful	50%	204,946,625	102,473,313	194,162,179
Bad or loss	100%	2,250,174,128	2,250,174,128	587,622,281
		<u>3,451,262,467</u>	<u>2,551,875,784</u>	<u>1,118,220,412</u>
Specific Provision (Other)				
2% extra provision for providing COVID related circular advantage			224,882,281	224,882,281
Provision against Rescheduled Loan			-	59,060,250
Excess Provision maintained as per BB audit Team Instruction			-	11,081,975
			<u>224,882,281</u>	<u>295,024,506</u>
Required provision for Loans, Advances and Leases			<u>3,142,007,370</u>	<u>1,656,479,288</u>
Required provision for Investments			12,086,839	11,583,880
Required provision for Other Assets			12,940,610	1,456,425
Required provision for Off Balance Sheet Exposure			-	4,750,000
Total Provision Required			<u>25,027,449</u>	<u>17,790,305</u>
Total Required provisions			<u>3,167,034,819</u>	<u>1,674,269,593</u>
Provision Maintained (Note No. 12.1)			<u>2,956,068,346</u>	<u>1,334,209,703</u>
Provision Surplus/(Deficit)			<u>(210,966,473)</u>	<u>(340,059,890)</u>

DFIM, Bangladesh Bank, vide letter no. DFIM(C)/1054/31/2022-2145 dated 27 July 2022 permitted 5 (five) years to build up provision against Tk. 42.50 crore. Per year provision requirement stands Tk. 8.50 crore. After adjustment and recovery up to 2nd year the remaining balance amounted Tk 21.10 crore.

		Figures in Taka	
		2022	2021
6.8	Particulars of Loans, advances and leases:		
(i)	Loans, Advances and Leases considered good in respect of which the Financial Institution is fully secured	20,458,068,766	20,653,696,997
(ii)	Loans, Advances and Leases considered good for which the Financial Institution holds no other security than the debtor's personal security	5,646,402,290	5,715,406,636
(iii)	Loans, Advances and Leases considered good and secured by personal undertaking of one or more parties in addition to the personal security of the debtors	806,628,900	801,924,752
(iv)	Loans, Advances and Leases adversely classified; provision not maintained there against	<u>26,911,099,956</u>	<u>27,171,028,385</u>
(v)	Loans, Advances and Leases due by directors or officers of the Financial Institution or any of them either severally or jointly with any other person	854,410,430	847,528,820
(vi)	Loans, Advances and Leases due by companies or firms in which the directors of the Financial Institution are interested as directors, partners or managing agents or, in the case of private companies as members	763,344,079	755,812,652
(vii)	Maximum total amount of advances, including temporary advances made at any time during the year to directors or managers or officers of the Financial Institution or any of them either severally or jointly with any other persons	2,700,000	3,100,000
(viii)	Maximum total amount of advances including temporary advances granted during the year to the companies or firms in whom the directors of the Financial Institution are interested as directors, partners or managing agents or in the case of private companies as members	2,700,000	3,100,000
(ix)	Due from Bank and Financial Institutions	-	-
(x)	Amount of classified Loan, Advances and Leases on which interest has not been charged, should be mentioned as follows:		
(A)	a. Increase/ (Decrease) in provision during the year	1,433,655,372	764,470,762
	b. Amount of Loan, Advances and Leases written off	-	21,113,030
	c. Amount realized against Loan, Advances and Leases previously written off	21,062,080	10,402,138
(B)	Amount of provision kept against classified Loan, Advances and Leases as Bad or Loss on the reporting day of Balance Sheet	2,250,174,128	587,622,281
(C)	Amount of Interest chargeable to the interest Suspense Account	929,968,288	766,285,283
(xi)	Loans Written off:		
	Current Year	-	21,113,030
	Cumulative to-date	1,314,489,595	1,314,489,595
	The amount of written off Loan, Advances and Leases for which lawsuit filed	1,314,489,595	1,314,489,595
7	BILLS PURCHASED AND DISCOUNTED	<u>-</u>	<u>-</u>

		Figures in Taka	
		2022	2021
8	FIXED ASSETS INCLUDING LAND, BUILDING, FURNITURE and FIXTURES		
	A. Cost:		
	Opening balance	1,368,114,714	1,367,533,960
	Addition during the year	139,149,610	18,798,647
	Less: Disposal during the year	<u>(7,131,762)</u>	<u>(18,217,893)</u>
	Closing balance at cost	<u>1,500,132,562</u>	<u>1,368,114,714</u>
	B. Depreciation:		
	Opening balance	602,642,047	582,551,436
	Addition during the year	45,323,313	38,156,634
	Less: Adjustment on disposal during the year	<u>(3,833,072)</u>	<u>(18,066,023)</u>
	Accumulated Depreciation	<u>644,132,288</u>	<u>602,642,047</u>
	Carrying value*	<u>856,000,274</u>	<u>765,472,667</u>

*For details please refer to Annexure-A

Land of carrying value Tk. 20,429,593 and building of carrying value Tk. 101,787,241 as on 31.12.2009 were revalued on 13.10.2010. The board of director appointed G. K. Adjusters Limited for the above revaluation. Land was valued using current market price basis and buildings were valued replacement cost basis.

Again Land was revalued on 30.09.2018 with having carrying value Tk. 189,825,000 as on 31.12.2017. The board of director appointed Malek Siddiqui Wali for the above revaluation. Land was valued using current market price basis. The following revaluation surpluses included in the above total carrying value and addition during the year of Fixed Assets:

	Land	Building
Revaluation Surplus at the beginning of the year	410,297,907	383,612,759
Addition during the year	-	-
Amortization on Revaluation Surplus	-	<u>(234,319,082)</u>
Carrying Value as on 31 December 2022	<u>410,297,907</u>	<u>149,293,677</u>

9	OTHER ASSETS	2022	2021
	Income generating other assets :		
	Interest Accrued on Fixed Deposit Receipt	8,706,672	7,095,866
	Interest Accrued on Staff Loan	<u>7,196,126</u>	<u>7,913,703</u>
		<u>15,902,798</u>	<u>15,009,569</u>
	Non income generating other assets:		
	Advance office rent	11,755,977	15,348,310
	Advance Against Expenses	6,606,425	6,473,925
	Advance Against Investments In Share	263,055	23,346,277
	Advance Corporate tax	8,124,781	17,793,505
	Deferred tax asset (Note-9.1)	76,898,889	84,052,009
	Investment in Associates	77,815,150	77,546,964
	Provision for Employees' Gratuity	<u>6,856,023</u>	-
		<u>188,320,300</u>	<u>224,560,990</u>
	Total	<u>204,223,098</u>	<u>239,570,559</u>

Figures in Taka

9.1 Deferred Tax

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

Deferred Tax Assets is arrived as follows:	Carrying amount at Balance Sheet	Tax Base	(Taxable)/ Deductible temporary difference
Assets:			
Fixed assets net of depreciation as on December 31, 2022	856,000,274	1,061,063,978	205,063,704
Liabilities:			
Employee Gratuity as on December 31, 2022	-	-	-
Total	856,000,274	1,061,063,978	205,063,704
Applicable Tax Rate			37.50%
Deferred tax asset as on December 31, 2022			76,898,889
Deferred tax asset maintained as on December 31, 2021			84,052,009
Deferred tax income/(expenses) accounted for during the year			(7,153,120)

10. BORROWINGS FROM OTHER BANKS, FINANCIAL INSTITUTIONS AND AGENTS

	2022	2021
Inside Bangladesh (Note-10.1)	4,182,726,348	4,062,266,003
Outside Bangladesh	-	-
	4,182,726,348	4,062,266,003
10.1 In Bangladesh		
Secured Loans (Note No.-10.2)	547,792,408	459,626,102
Unsecured Loans (Note No.-10.3)	3,634,933,940	3,602,639,901
	4,182,726,348	4,062,266,003
10.2 Secured Loans		
Secured Short Term Overdraft from other banks and FI		
IFIC Bank Limited (Lien with FDR)	400,593,209	305,388,449
Secured Term loan from other banks and FI		
Pubali Bank Limited (Lien with FDR)	147,199,199	154,237,653
	547,792,408	459,626,102
10.3 Unsecured Loans		
10.3(1) Unsecured Short Term Loan and Overdraft from other banks		
Bangladesh Development Bank Limited	-	4,400,000
Modhumoti Bank Limited	120,000,000	140,000,000
Mutual Trust Bank Limited	94,946,975	92,077,541
National Credit and Commerce Bank Limited	97,200,000	-
South Bangla Agriculture Bank Limited	27,100,000	13,500,000
The City Bank Limited	100,000,000	-
Call Loan	120,700,000	155,000,000
	559,946,975	404,977,541

	Figures in Taka	
	2022	2021
10.3(ii) Unsecured Loan from Bangladesh Bank		
Refinance against SME Loan	-	-
Refinance against Housing Loan	13,125,573	15,787,309
	<u>13,125,573</u>	<u>15,787,309</u>
10.3(iii) Unsecured Term loan from other banks and FI		
Al-Arafah Islami Bank Limited	266,565,239	268,115,238
Bank Asia Limited	149,304,984	162,985,049
BASIC Bank Limited	189,213,076	186,201,555
Dutch Bangla Bank Limited	84,394,985	101,215,522
Jamuna Bank Limited	398,540,918	395,145,959
Midland Bank Limited	488,644,878	514,557,712
Modhumoti Bank Limited	385,305,283	391,680,711
Mutual Trust Bank Limited	114,058,265	120,000,000
National Credit and Commerce Bank Limited	35,721,893	37,494,633
One Bank Limited	115,334,623	118,697,264
Prime Bank Limited	146,642,186	161,357,360
Shahjalal Islami Bank Limited	199,798,268	208,949,389
Southeast Bank Limited	158,628,461	165,548,495
United Commerce Bank Limited	138,138,979	149,195,924
Uttara Bank Limited	191,569,354	200,730,240
	<u>3,061,861,392</u>	<u>3,181,875,051</u>
10.4 Maturity wise Grouping		
Within 1 month	31,248,627	47,216,395
Over 1 months but not more than 6 months	250,004,798	99,324,989
Over 6 months but not more than 1 year	719,486,328	921,554,017
Over 1 year but not more than 5 years	3,181,986,595	2,994,170,602
Over 5 years	-	-
	<u>4,182,726,348</u>	<u>4,062,266,003</u>
11 DEPOSITS AND OTHER ACCOUNTS		
Institutions		
Banks and Other Financial Institutions	5,083,000,000	5,651,543,565
Other Institutions	3,890,434,304	3,341,047,849
	<u>8,973,434,304</u>	<u>8,992,591,414</u>
Individuals		
Term Deposit Receipt	8,143,557,607	9,062,423,951
Monthly Savings Scheme	269,129,223	261,932,146
	<u>8,412,686,830</u>	<u>9,324,356,097</u>
Total	<u>17,386,121,134</u>	<u>18,316,947,511</u>
11.1 Movement of deposits :		
Balance at 1 January	18,316,947,511	18,624,516,523
Received/renewed during the year	2,143,494,739	2,900,783,105
Repayment during the year	(3,074,321,116)	(3,208,352,117)
Balance as on 31 December	<u>17,386,121,134</u>	<u>18,316,947,511</u>
11.2 Maturity wise Grouping		
Within 1 month	106,748,935	98,763,951
Over 1 months but not more than 6 months	1,978,749,458	216,725,536
Over 6 months but not more than 1 year	4,043,352,093	6,090,618,244
Over 1 year but not more than 5 years	11,155,747,480	11,829,002,856
Over 5 years	101,523,168	81,836,924
	<u>17,386,121,134</u>	<u>18,316,947,511</u>

		Figures in Taka	
		2022	2021
12	OTHER LIABILITIES		
	Provision for Loans, advances and leases/ Investments (Note 12.1)	2,956,068,346	1,334,209,703
	Provision for tax (Note 12.2)	317,150,589	323,026,969
	Interest suspense (Note 12.3)	929,968,288	766,285,283
	Financial expenses payable (Note 12.4)	1,613,945,554	1,518,113,307
	Advance and security deposit (Note 12.5)	100,750,640	71,774,734
	Accrued expenses and other payable (Note 12.6)	116,401,672	232,261,522
	Total	<u>6,034,285,089</u>	<u>4,245,671,518</u>
12.1	Provision for Loans, advances and leases/Investments		
12.1(i)	Balance at 1 January	<u>1,334,209,703</u>	<u>719,077,825</u>
	Write off during the year	-	(17,733,518)
	Recovery from Write Off During the Year	21,062,080	3,516,153
	Provision kept against required for the year	1,935,722,845	760,264,534
	2% extra provision for providing COVID related circular advantage	-	224,882,281
	Provision released during the year	(334,926,282)	(355,797,572)
	Provision charged for the year (Note- 12.1 (ii))	<u>1,600,796,563</u>	<u>629,349,243</u>
	Balance at 31 December	<u>2,956,068,346</u>	<u>1,334,209,703</u>
12.1(ii)	Provision charged for the year		
	General provision-Regular	122,014,935	(88,256,762)
	Specific provision	1,471,544,484	705,410,512
	Provision for diminutions in value of investments	502,959	5,989,068
	Other Provisions	6,734,185	6,206,425
		<u>1,600,796,563</u>	<u>629,349,243</u>
12.1(iii)	Product wise break up of provision		
	Short term finance	52,664,143	21,362,596
	Lease finance	631,896,450	379,861,110
	Term Finance	2,005,792,960	744,129,218
	House finance	217,799,443	148,825,583
	Finance to Capita Market Exposure	21,977,240	21,323,730
	Staff Loan	910,661	917,161
	Investments in share	12,086,839	11,583,880
	Other Assets	12,940,610	1,456,425
	Off Balance Sheet Exposure	-	4,750,000
	Total	<u>2,956,068,346</u>	<u>1,334,209,703</u>
12.2	Provision for tax		
	Balance at 1 January	323,026,969	425,754,885
	Provision made during the year	21,917,125	20,111,225
	Transferred to/(from)	(27,793,505)	(122,839,141)
	Balance at 31 December	<u>317,150,589</u>	<u>323,026,969</u>

Provision for current tax

The company calculated taxable profit/losses based on Income Tax Ordinance 1984 and determined current tax liability as per applicable rate enacted by Finance Act 2022.

Figures in Taka

	2022	2021
12.3 Interest suspense		
Balance as on 1 January	766,285,283	288,488,747
Add: Transferred during the year	307,721,948	498,237,253
Less: Amount of interest suspense realized	(144,038,943)	(17,061,205)
Write off during the year	-	(3,379,512)
Balance as on 31 December	929,968,288	766,285,283

Bangladesh Bank FID circular # 3 of 2006 requires that interest on loans/leases classified as SMA and above will be credited to interest suspense account, instead of crediting the same to income account. In accordance with the above circular interest on various facilities classified as SMA, SS, DF and BL, has been set-aside in this account.

12.4 Financial expenses payable		
Interest Payable on Term Deposits Receipt (TDR)	1,174,522,733	1,169,238,315
Interest Payable on Monthly Savings Scheme	53,866,384	51,727,562
Interest Payable on Term Loan	385,556,437	297,147,430
	1,613,945,554	1,518,113,307

12.5 Advance and security deposit

The amount received from clients as advance against finance and cash security deposit on the stipulation that the amount will be either adjusted with the outstanding rentals/installments or repaid at the end of term. This is made up as under:

Balance at 1 January	71,774,734	707,061,027
Received during the year	45,797,988	167,822,910
Repayment during the year	(16,822,082)	(803,109,203)
Balance as on 31 December	100,750,640	71,774,734

Breakup of advances and security deposits on the basis of category of finance is as under:

Lease finance deposit	28,343,474	40,395,195
Term finance deposit	1,740,728	5,103,726
Real Estate finance deposit	536,935	1,153,432
Sundry Deposit	70,113,633	25,106,511
Security Deposit	15,870	15,870
Total	100,750,640	71,774,734

Advance and security deposit reduce the exposure with the clients and thereby reduce the risks. No interest is payable on advances while cash security deposits are interest bearing.

12.6 Accrued expenses and other payable

Accounts Payable	3,607,954	14,079,016
CSR Fund	2,005,073	2,205,073
Other payables	18,275,418	4,759,431
Provident Fund	2,346,616	504,274
Provision for Employees' Gratuity	-	32,250,943
Provision for Expenses	1,180,256	1,249,873
Tax Deduction At Source and Excise Duty	88,576,302	168,734,402
Unclaimed Dividend	384,946	8,372,898
VAT payable	25,107	105,612
Total	116,401,672	232,261,522

Figures in Taka

12.6.1 Summary of Unclaimed/Undistributed/Unsettled Dividend

Year	Dividend Type	2022	2021
2020	Final Dividend, (12% Stock) Fraction Share	15,658	-
2019	Final Dividend, (6% Cash and 6% Stock)	369,288	381,096
2017	Final Dividend, (20% Cash)	-	387,414
2016	Final Dividend, (20% Cash)	-	1,159,250
2015	Final Dividend, (20% Cash)	-	421,672
2014	Final Dividend, (20% Cash)	-	815,593
2013	Final Dividend, (20% Cash)	-	956,514
2008	Final Dividend, (25% Cash)	-	1,701,903
2007	Final Dividend, (22% Cash)	-	2,549,456
		384,946	8,372,898

As per the Directive No. BSEC/CMRRCD/2021-386/03, dated January 14, 2021, and the Capital Market Stabilization Fund (CMSF) Rules, 2021, dated June 01, 2021, of Bangladesh Securities and Exchange Commission (BSEC) any entitlement dividend which remains unclaimed for a period of 3 (three) years from the date of approval or date of subscription, shall be transferred to the fund named "Capital Market Stabilization Fund" within such time as directed by the Commission or the Fund from time to time. Accordingly, we have transferred unclaimed Dividend (from 2007 to 2017) an amount of BDT 7,991,801.80 to the "Capital Market Stabilization Fund", SND A/C No. 0010311521301, the Community Bank Bangladesh Limited, Gulshan Corporate Branch, Dhaka dated on March 30, 2022.

13 SHARE CAPITAL

Authorized capital

300,000,000 Ordinary shares of Tk. 10 each

3,000,000,000

3,000,000,000

Issued, subscribed and paid up capital:

165874195 Ordinary shares of Tk. 10 each

1,658,741,950

1,658,741,950

Total

1,658,741,9501,658,741,950

13.1 Pattern of shareholdings

Sponsors (Institutions)

181,092,940

181,092,940

Sponsors (Individuals)

324,976,310

359,722,680

General Public (Institutions)

429,116,540

473,570,820

General Public (Individuals)

723,556,160

644,355,510

Total

1,658,741,9501,658,741,950

13.2 Classification of shareholders by holding (Regulation 37 of the Listing Regulation of DSE Limited)

Shareholding range	Number of Shareholders	Shares	Percentage (%)
Less than 500 shares	1808	333,054	0.22
501 to 5,000 shares	2856	6,034,640	3.64
5,001 to 10,000 shares	521	4,062,741	2.45
10,001 to 20,000 shares	314	4,599,566	2.77
20,001 to 30,000 shares	148	3,753,572	2.26
30,001 to 40,000 shares	78	2,763,483	1.67
40,001 to 50,000 shares	47	2,182,513	1.32
50,001 to 100,000 shares	90	6,454,148	3.89
100,001 to 1,000,000 shares	86	28,317,123	17.07
1,000,001 to 10,000,000 shares	30	89,264,061	53.81
10,000,001 to 100,000,000 shares	1	18,109,294	10.92
	5979	165,874,195	100

Year wise Total Number of Shareholders

Year	2022	2021	2020	2019	2018
Number of Shareholders	5,979	4,775	3,102	3,569	3,449

	Figures in Taka	
	2022	2021
13.3 Capital requirement		
Paid up capital	1,658,741,950	1,658,741,950
Required capital	1,000,000,000	1,000,000,000
Capital Surplus/(Deficit)	658,741,950	658,741,950
14 STATUTORY RESERVE		
Balance as on 1 January	780,196,143	780,196,143
Add: Transferred from profit during the year	-	-
Balance as on 31 December	780,196,143	780,196,143
15 RETAINED EARNINGS		
Balance as on 1 January	(197,404,533)	311,666,446
Add: Profit after tax for the year	(1,386,194,088)	(350,529,267)
Add: Amortized of Revaluation Reserve	19,180,638	19,180,638
Less: Dividend Paid	-	(177,722,350)
Less: Transferred to statutory reserve	-	-
Less: CSR Fund	-	-
Balance as on 31 December	(1,564,417,983)	(197,404,533)
16 PROFIT AND LOSS ACCOUNT		
Income:		
Interest, discount and similar income (Note-17)	2,102,116,289	2,989,781,526
Dividend income (Note -19)	14,920,634	17,716,959
Fees, commission and brokerage	-	-
Gains less losses arising from investment in securities (Note-19)	-	14,875,968
Gains less losses arising from dealing in foreign currencies	-	-
Income from Financial Institution's assets (Note- 21)	664,274	2,043,240
Other operating income (Note-21)	48,887,392	57,794,357
Profit less losses on interest rate changes	-	-
	2,166,588,589	3,082,212,050
Expenses:		
Administrative expenses		
Salaries and Allowance (Note-22)	204,836,084	227,628,453
Rent, Taxes, Insurance, Electricity etc. (Note-23)	28,138,863	28,912,980
Legal expenses	1,217,918	736,934
Postage, Stamp, Telecommunication etc. (Note-24)	2,548,157	2,573,961
Stationery, Printing, Advertisement etc. (Note-25)	4,750,059	4,708,188
Managing Director's Remuneration	13,200,000	13,200,000
Directors' Fee (Note-26)	792,000	776,000
Auditors' Fee	300,000	300,000
	255,783,081	278,836,516
Non Administrative expenses		
Interest, Fees and Commission (Note-18)	1,596,833,254	2,388,243,159
Losses on Loans and Advances [Note-12(ii)]	1,600,796,563	629,349,243
Depreciation and Impairment on Assets (Note-27)	45,665,039	38,489,566
Other Operating Expenses (Note-28)	24,634,495	26,913,040
	3,267,929,351	3,082,995,008
Excess of Income Over Expenditure	(1,357,123,843)	(279,619,474)

		Figures in Taka	
		2022	2021
17	INTEREST INCOME		
	Income from lease finance	357,558,692	496,593,781
	Income from real estate finance	83,225,264	109,526,243
	Income from staff loan	6,573,257	6,380,090
	Income from term finance	1,320,049,555	2,020,951,134
	Interest During Construction Period	16,954,161	21,859,496
	Overdue Interest	317,755,360	334,470,782
	Total	<u>2,102,116,289</u>	<u>2,989,781,526</u>
18	INTEREST EXPENSES ON DEPOSITS, BORROWINGS, etc.		
	Interest on Bank Loan	363,242,245	442,198,666
	Interest on money at call and short notice	7,717,197	8,159,217
	Interest on Monthly Saving Scheme	31,688,041	38,912,186
	Interest on Term Deposit Receipts	1,194,185,771	1,898,973,090
	Total	<u>1,596,833,254</u>	<u>2,388,243,159</u>
19	INCOME FROM INVESTMENT		
	Capital Gain /(loss) on sale of Securities	-	14,875,968
	Dividend Income	14,920,634	17,716,959
	Total	<u>14,920,634</u>	<u>32,592,927</u>
20	COMMISSION, EXCHANGE AND BROKERAGE	-	-
21	OTHER OPERATING INCOME		
	Documentation Fee	36,190	160,186
	Gain on sale of Fixed Assets	664,274	2,043,240
	Income from Associates	268,186	13,044,748
	Interest on Bank Deposits	34,676,239	37,045,508
	Lapse and Forfeiture adjusted from Provident Fund	-	-
	Proceeds on Final Settlement	47,621	1,261,601
	Revenue from Phoenix Bhaban	13,204,106	5,554,903
	Salvage Value	450,271	623,285
	Service Charge	204,779	104,126
	Total	<u>49,551,666</u>	<u>59,837,597</u>
22	SALARIES AND ALLOWANCES		
	Employees' Salaries	176,003,307	175,434,539
	Festival Bonus	19,884,023	20,180,565
	Gratuity Fund	1,690,224	29,749,923
	Incentive Bonus	-	(4,749,039)
	Leave Fare Assistance	7,258,530	7,012,465
	Total	<u>204,836,084</u>	<u>227,628,453</u>
23	RENT, TAXES, INSURANCE, ELECTRICITY etc.		
	Electricity Bill	3,676,012	3,410,088
	GAS and WASA Bill	734,642	707,043
	Holding and Vehicle Tax	372,122	389,667
	Insurance Premium	958,204	795,296
	Insurance Premium (Group)	1,838,583	1,968,991
	Office Rent	20,559,300	21,641,895
	Total	<u>28,138,863</u>	<u>28,912,980</u>

		Figures in Taka	
		2022	2021
24	POSTAGE, STAMP, TELECOMMUNICATION etc.		
	Internet Bill	1,235,756	798,632
	Mobile Bill	854,057	942,086
	Phone Bill	218,844	549,472
	Postage, Stamp and Courier	239,500	283,771
	Total	2,548,157	2,573,961
25	STATIONERY, PRINTING, ADVERTISEMENTS etc.		
	Advertisement and Publicity	3,727,188	3,717,424
	Books and Periodicals	133,023	95,872
	Printing and Stationery	889,848	894,892
	Total	4,750,059	4,708,188
26	DIRECTORS' FEES		
	The Company pays fees to its Directors for attending the Board meetings and its Committee meetings as permitted by the Bangladesh Bank. As per Bangladesh Bank Circular, a Director may be paid fees for attending Board or its Committee meetings which shall not exceed Tk. 8,000 for attending each meeting. Details are as under:		
	Total Board Meetings (nos.)	11	9
	Total Board Executive Committee Meetings (nos.)	10	8
	Total Board Audit Committee Meetings (nos.)	4	4
	Total fees paid (in Taka)	792,000	776,000
	Total members of the Board (nos.)	6	8
	Quorum for Board Meeting (nos.)	3	3
	Average number of Directors present in the Board Meetings (nos.)	6	8
	Quorum for Board Audit Committee Meeting (nos.)	2	2
	Average no. of Directors present in the Committee Meetings (nos.)	2	2
27	DEPRECIATION AND REPAIR AND MAINTENANCE OF ASSETS		
	Depreciation of Fixed Assets	45,323,313	38,156,634
	Computer Maintenance	282,804	213,580
	Photocopier Maintenance	58,922	119,352
	Total	45,665,039	38,489,566
28	OTHER EXPENSES		
	AGM Expenses	754,573	1,916,468
	Bank Charge and Excise Duty	1,346,575	2,175,144
	Business Development Expense	586,850	252,880
	CDBL and Stock Exchange Charge	923,279	1,496,286
	Computer and Software Development Expenses	351,499	649,274
	Credit Rating Fee	272,727	272,727
	Lapse and Forfeiture adjusted from Provident Fund	134,257	-
	Loss on Trading Share	107,362	-
	Motor Vehicle Expenses	1,415,276	1,739,290
	Office Expenses	5,863,761	6,725,612
	Office Maintenance	1,703,510	1,918,386
	RJSC Fees and Expenses	56,130	13,305
	Service Charge (Office)	1,870,400	1,855,200
	Subscription and Fees	1,648,789	392,509
	Travelling and Conveyance	1,125,306	1,427,416
	Wages	6,474,201	6,078,543
	Total	24,634,495	26,913,040

		Figures in Taka	
		2022	2021
29	NET ASSET VALUE (NAV) PER SHARE		
	Shareholders' Equity (A)	1,523,520,394	2,909,714,482
	Total Number of Ordinary Share (B)	165,874,195	165,874,195
	Net Asset Value (NAV) per share (A÷B)	9.18	17.54

Reason for changes in Net Assets Value (NAV) Per Share:

NAV of Phoenix Finance and Investments Limited for the year ended on December 31, 2022 is BDT 9.18, which was BDT 17.54 in the same period of previous year. The reason behind this decline is reduced Net profit after tax to BDT (1,386.19) million (reduced by BDT 1,035.66 million) and Retained Earning reduced to BDT (1,564.42) million compare to the same period of previous year of BDT (197.40). As such, aggregately Assets reduced by BDT 1,386.19 million during the year ended on December 31, 2022.

30 EARNINGS PER SHARE

Earnings per share shown in the face of the Profit and Loss Account is calculated in accordance with International Accounting Standard 33: "Earnings Per Share". Basic earnings per share has been calculated as follows:

Profits attributable to ordinary shareholders (Net Profit After Tax)	(1,386,194,088)	(350,529,267)
Number of Ordinary shares at 1 January	165,874,195	148,101,960
Bonus shares issued	-	17,772,235
Right shares issued	-	-
Total Number of Ordinary Share	165,874,195	165,874,195
Earnings per share	(8.36)	(2.11)

Reason for changes in Earnings Per Share (EPS):

EPS of Phoenix Finance and Investments Limited for the year ended on December 31, 2022 is BDT (8.36), which was BDT (2.11) in the same period of previous year. The primary reason behind this decline is the proportionately higher increase in provision for loans, advances and investments (increase by BDT 971.44 million) and profit before provision (decrease by BDT 106.06 million). Total operating income decreased by BDT 124.21 million, and operating expense also decreased by BDT 18.16 million. As such, aggregately net profit after tax reduced to BDT (1,386.19) million (reduced by BDT 1,035.66 million).

31 NET OPERATING CASH FLOW PER SHARE (NOCFPS)

Net Cash Flow from Operating Activities (A)	(188,471,965)	(1,370,815,156)
Total Number of Ordinary Share (B)	165,874,195	165,874,195
Net Operating Cash Flow Per Share (NOCFPS) (A÷B)	(1.14)	(8.26)

Reason for changes in Net Operating Cash Flows Per Share (NOCFPS):

NOCFPS of Phoenix Finance and Investments Limited for the year ended on December 31, 2022 is BDT (1.14), which was BDT (8.26) in the same period of previous year. The primary reason behind this variance is the increase in cash generation from loans and advances by BDT 259.93 million (increase by BDT 1,260.99 million) compare to the same period of previous year decrease by BDT 1,001.06 million and cash generation from terms and other deposits by BDT 930.83 million (decrease by BDT 623.26) compare to the same period of previous year by BDT 307.57 million. As such, aggregately cash outflow from operating activities has decreased to BDT 188.47 million (increased by BDT 1,182.34 million from previous year) during the year ended on December 31, 2022.

		Figures in Taka	
		2022	2021
33	RECONCILIATION OF NET PROFIT WITH CASH FLOWS FROM OPERATING ACTIVITIES:		
	Net profit after tax	(1,386,194,088)	(350,529,267)
	Items not involved in cash movement:		
	Add: Depreciation	45,323,313	38,156,634
	Add: Provision for loans and investments	1,600,796,563	629,349,243
	Add: Provision for taxation	21,917,125	20,111,225
	Add/ (Less): Accrued expenses	95,832,247	91,834,480
	Add/ (Less): Accrued income	(893,229)	(2,011,042)
	Less: Gain on disposal of fixed assets	(664,274)	(2,043,240)
	Increase/(Decrease) in Employee gratuity	(32,250,943)	(139,649,718)
	Increase/(Decrease) in Deferred tax	7,153,120	50,798,568
	Adjustments to reconcile net profit after tax to net cash provided by operating activities	1,737,213,922	686,546,150
	Increase/(decrease) in operating assets and liabilities		
	(Increase)/Decrease in Loans & advances	259,928,429	(1,001,062,480)
	(Increase)/Decrease in Other assets	204,223,098	239,570,559
	Increase/(Decrease) in Short term borrowings	(1,529,933,718)	(539,191,431)
	Increase/(Decrease) in Term & other deposits	(930,826,377)	(307,569,012)
	Increase/(Decrease) in Other Liabilities	76,799,061	(346,381,026)
	(Increase)/Decrease in Income tax	(5,876,380)	(102,727,916)
		(1,925,685,887)	(2,057,361,306)
	Net cash flows from/(used in) operating activities	(188,471,965)	(1,370,815,156)
33	INTEREST RECEIVED		
	Interest Income	2,102,116,289	2,989,781,526
	Add: Opening Interest Receivable on FDR	15,009,569	12,998,527
	Less: Closing Interest Receivable on FDR	(15,902,798)	(15,009,569)
	Add: Closing Interest Suspense Account	929,968,288	766,285,283
	Less: Opening Interest Suspense Account	(766,285,283)	(288,488,747)
	Total	2,264,906,065	3,465,567,020
34	INTEREST PAYMENT		
	Interest Expenses	(1,596,833,254)	(2,388,243,159)
	Add: Opening Interest payable on Deposit and Borrowings	(1,518,113,307)	(1,426,278,827)
	Less: Closing Interest payable on Deposit and Borrowings	1,613,945,554	1,518,113,307
	Total	(1,501,001,007)	(2,296,408,679)
35	RECEIVED FROM OTHER OPERATING ACTIVITIES		
	Documentation Fee	36,190	160,186
	Received from Phoenix Bhaban	13,204,106	5,554,903
	Interest on Bank Deposits	34,676,239	37,045,508
	Proceeds on Final Settlement	47,621	1,261,601
	Salvage Value	450,271	623,285
	Service Charge	204,779	104,126
	Total	48,619,206	44,749,609

		Figures in Taka	
		2022	2021
36	PAYMENTS FOR OTHER OPERATING ACTIVITIES		
	AGM Expenses	(754,573)	(1,916,468)
	Assets Maintenance	(341,726)	(332,932)
	Audit Fee	(300,000)	(300,000)
	Bank Charge and Excise Duty	(1,346,575)	(2,175,144)
	Business Development Expense	(586,850)	(252,880)
	CDBL and Stock Exchange Charge	(923,279)	(1,496,286)
	Computer and Software Development Expenses	(351,499)	(649,274)
	Credit Rating Fee	(272,727)	(272,727)
	Directors' Fees	(792,000)	(776,000)
	Legal expenses	(1,217,918)	(736,934)
	Motor Vehicle Expenses	(1,415,276)	(1,739,290)
	Office Expenses	(5,863,761)	(6,725,612)
	Office Maintenance	(1,703,510)	(1,918,386)
	Postage, Stamp, Telecommunication etc.	(2,548,157)	(2,573,961)
	Rent, Taxes, Insurance, Electricity etc.	(28,138,863)	(28,912,980)
	RJSC Fees and Expenses	(56,130)	(13,305)
	Service Charge (Office)	(1,870,400)	(1,855,200)
	Subscription and Fees	(1,648,789)	(392,509)
	Travelling and Conveyance	(1,125,306)	(1,427,416)
	Wages	(6,474,201)	(6,078,543)
	Total	<u>(57,731,540)</u>	<u>(60,545,847)</u>
37	CAPITAL ADEQUACY BASED ON BASEL-II		
	Core Capital (Tier-I)		
	Paid-up Capital	1,658,741,950	1,658,741,950
	Share Premium	87,408,700	87,408,700
	Statutory Reserve	780,196,143	780,196,143
	General Reserve	2,000,000	2,000,000
	Retained Earnings	(1,564,417,983)	(197,404,533)
	Sub-Total	<u>963,928,810</u>	<u>2,330,942,260</u>
	Supplementary Capital (Tier-II)		
	General Provision		
	(Unclassified loans up to specified limit +SMA + off Balance Sheet Exposure)	590,131,584	531,926,901
	Assets Revaluation Reserve (50%)	279,795,792	289,386,111
	Sub-Total	<u>869,927,376</u>	<u>821,313,012</u>
	A. Total Eligible Capital	<u><u>1,833,856,186</u></u>	<u><u>3,152,255,272</u></u>

		Figures in Taka	
		2022	2021
B. Risk Weighted Assets			
Credit Risk		26,195,100,000	26,813,300,000
On Balance Sheet		26,195,100,000	26,531,300,000
Off-Balance Sheet		-	282,000,000
Market Risk		171,300,000	328,600,000
Operational Risk		1,121,000,000	1,319,600,000
Total Risk Weighted Assets		<u>27,487,400,000</u>	<u>28,461,500,000</u>
C. Minimum Required Capital (MCR) on RWA (10% of RWA for both under CAMD)		<u>2,748,740,000</u>	<u>2,846,150,000</u>
D. Capital Surplus/(Shortfall)(A-C)		<u>(914,883,814)</u>	<u>306,105,272</u>
Total Capital Adequacy Ratios		6.67%	11.08%
Capital Requirement	Required (%)	Held on 2022	Held on 2021
Core Capital (Tier-I)	5	3.51%	8.19%
Supplementary Capital (Tier-II)	-	3.16%	2.89%

38 RELATED PARTY TRANSACTIONS

The company in normal course of business carried out a number of transactions with other entities that fall within the definition of related party contained in International Accounting Standard 24: Related Party Disclosures. The Company opines that the terms of related transactions do not significantly differ from those that could have been obtained from third parties. Balance of the significant related party transactions at the end of the year 31 December 2022 are as follows:

Loans, Advances and Leases (Assets with related party)

Name of the related party	Nature of transaction	Relationship	Balance at Jan' 01, 2022	Addition	Adjustment	Balance at Dec' 31, 2022
Appollo Ispat Complex Limited	Term Finance	Common Sponsor	723,659,277	7,745,997	1,000,000	730,405,274
Mazharul Hoque	Loan against Deposit	Husband of Mrs. Meherun Haque	3,332,967	146,717	3,479,684	-
Mohammed Shoeb	Loan against Deposit	Sponsor	20,042,373	1,803,180	8,808,548	13,037,005
Mohammad Mohsin	Loan against Deposit	Director	8,272,993	7,331,107	-	15,604,100
Shahida Mohsin	Lease Finance	Wife of Mohammad Mohsin	-	4,297,700	-	4,297,700
Total			755,307,610	21,324,701	13,288,232	763,344,079

Equity Investment (Associate Exposure)

Name of the related party	Nature of transaction	Relationship	Balance at Jan' 01, 2022	Addition	Adjustment	Balance at Dec' 31, 2022
Phoenix Securities Limited	Equity Investment	Associate Company	7,546,964	268,186	-	77,815,150

Deposits (Liabilities with related party)

Name of the related party	Nature of transaction	Relationship	Balance at Jan' 01, 2022	Addition	Adjustment	Balance at Dec' 31, 2022
Azizur Rahman	Term Deposit	Chairman	9,644,000	9,849,697	-	19,493,697
Ahamadi Begum	Term Deposit	Wife of Azizur Rahman	4,980,000	10,643,112	-	15,623,112
Ehsanur Rahman Safwan	Term Deposit	Son of Azizur Rahman	5,375,000	3,251,580	-	8,626,580
Nahid Rahman	Term Deposit	Daughter of Azizur Rahman	1,662,000	-	1,364,250	297,750
Salma Islam	Term Deposit	Daughter of Azizur Rahman	4,662,000	8,350,492	-	13,012,492
Sayma Parvin	Term Deposit	Daughter of Azizur Rahman	3,662,000	9,527,492	-	13,189,492
Md. Jamirul Islam	Term Deposit	Director	8,708,650	300,000	-	9,008,650
Parvin Hossain	Term Deposit	Wife of Md. Jamirul Islam	7,799,240	300,000	-	8,099,240
Mohammad Mohsin	Term Deposit	Director	50,000,000	-	-	50,000,000
Mohammad Haider Ali	Term Deposit	Brother of Mohammad Mohsin	110,000,000	-	-	110,000,000
Nazneen Sultana	Term Deposit	Sister of Mohammad Mohsin	26,593,754	-	-	26,593,754
Nasrin Sultana	Term Deposit	Sister of Mohammad Mohsin	26,593,754	-	-	26,593,754
Yasmin Sultana	Term Deposit	Sister of Mohammad Mohsin	26,593,754	-	-	26,593,754
Shabnaz Sultana	Term Deposit	Daughter of Rafiqul Islam (Sponsor)	5,380,239	454,646	-	5,834,885
Sharmin Sultana	Term Deposit	Daughter of Rafiqul Islam (Sponsor)	6,027,942	522,035	-	6,549,977
Reshad Imam	Term Deposit	Independent Director	5,542,926	406,807	-	5,949,733
Meherun Haque	Term Deposit	Director	4,000,000	354,000	-	4,354,000
Mazharul Hoque	Term Deposit	Husband of Mrs. Meherun Haque	77,000,000	-	-	77,000,000
Manzoorul Hoque	Term Deposit	Son of Mrs. Meherun Haque	10,000,000	-	-	10,000,000
Sadaf Haque	Term Deposit	Doughter of Mrs. Meherun Haque	5,000,000	-	-	5,000,000
Mohammed Shoeb	Term Deposit	Sponsor	57,947,733	22,517,684	8,980,402	71,485,015
Total			457,172,992	66,477,545	10,344,652	513,305,885

39 SUBSEQUENT EVENTS

No Material events occurring after the Balance Sheet date came to our notice, which could materially affect the amounts or disclosures in these Financial Statements. The Board of Directors has recommended no dividend for the year ended December 31, 2022 subject to the approval of the shareholders' meeting and appropriate authority if required.

40 BOARD MEETINGS AND NUMBER OF DIRECTORS

During the year 2022, 09 (Nine) Board Meetings were held. As on 31st December 2022, there were average 07 members in the Board. As per FID circular no. 09 dated 11 September 2002, a Financial Institution shall have maximum 11 (eleven) Directors in the Board. The Managing Director is an ex-officio Director having no voting right.

41 NUMBER OF EMPLOYEES

A total number of 112 employees and 24 sub staffs were employed in Phoenix Finance and Investments Limited as of 31 December 2022.

41.1 Disclosure of Key management Benefits:

Key management personnel comprises the Management Committee, including the Managing Director who exercise significant authority and play strategic role in the company. Salaries and allowances includes key management compensation which is furnished bellow:

Figures in Taka

	2022	2021
Basic Pay	42,394,915	40,516,267
Other Allowances	64,249,186	81,788,544
Total	106,644,101	122,304,811
Total number of person	21	21

42 AUDIT COMMITTEE

a) Members of Audit Committee

The Board Audit Committee of Phoenix Finance and Investments Limited has been constituted with the following Board of Directors.

Name	Position in the Board of Directors	Designation in the Audit Committee	Educational Qualification
Mr. Azizur Rahman	Chairman	Member	Graduate
Mr. Reshad Imam	Independent Director	Chairman	Barrister-at-Law and LLM
Mr. Mohammad Mohsin	Director	Member	Graduate

b) Meetings of Audit Committee

During January 01 to December 31, 2022, 4 (Four) Meetings of the Board Audit Committee of the Board were held in which among others, the following issues were discussed:

- Regular review of the Internal and External (Including Bangladesh Bank) Inspection and Audit Reports with a view to implementing the suggestions of Internal and External Auditors in respect of Internal Control Structure and Techniques;
- Regular review of the Quarterly Operations Reports on the operational functions of each Branch of Phoenix Finance and Investments Limited (PFIL) with a view to ensuring proper operational function of the Company;
- Reviewed un-audited draft Financial Statements and draft Management Reports of Phoenix Finance and Investments Limited (PFIL);
- Evaluated the status of compliance culture related to Internal Control System built by the Management.

c) Internal Control

The following steps have been taken for implementation of Internal Control Procedure of Phoenix Finance and Investments Limited (PFIL):

- Internal Control and Compliance Division carried out Internal Audit with a view to enriching the compliance culture and full control on the business operations. The Division directly reports simultaneously to the Managing Director and to the Board Audit Committee;
- Regular monitoring has been done for the effectiveness of the quality control policies and procedures with the effect to evaluate the application of Internal Control System and Internal Audit Policy, Policy for Financial Risk and existing rules and regulations;
- To Establish the Control Policies and Procedures and Verification that the Control Policies and Procedures are in order;
- To establish Planning, Organizing and Supervising culture and monitoring of Audit and Inspection of the Branches and that of different Divisions of Head Office and conducting surprise inspections at Branches;
- To Monitor and Comply with Applicable Laws, Regulations and Internal Policies Including Core Risk Management Guidelines of the Company;
- Strengthening the structure of compliance framework for better functioning of the operation; and
- To guard against money laundering and terrorist financing.

Financial Highlights

as Required by Bangladesh Bank

For the year ended 31 December 2022

Sl. No.		Figures in Taka	
		2022	2021
1	Paid up Capital	1,658,741,950	1,658,741,950
2	Total Capital (core+ supplementary)	1,523,520,394	2,909,714,482
3	Capital surplus/(deficit)	658,741,950	658,741,950
4	Total Assets	29,126,652,965	29,534,599,514
5	Total Term Deposit Receipts	17,386,121,134	18,316,947,511
6	Total Loans, Advances and Leases	26,911,099,956	27,171,028,385
7	Total Contingent Liabilities and Commitments	-	475,000,000
8	Credit Deposit Ratio (%)	154.78%	148.34%
9	Percentage of classified loans against total Loans, Advances and Leases	23.23%	19.67%
10	Profit after Tax and provision	(1,386,194,088)	(350,529,267)
11	Amount of classified loans	6,250,449,749	5,343,216,404
12	Provisions kept against classified loan	2,551,875,784	1,118,220,412
13	Provision surplus / (deficit)	(210,966,473)	(340,059,890)
14	Cost of Fund	9.09%	10.44%
15	Interest earning Assets	27,089,927,897	27,342,863,616
16	Non-interest earning Assets	2,036,725,068	2,191,735,898
17	Return on Investment (ROI)	-90.99%	-12.05%
18	Return on Assets (ROA)	-4.76%	-1.19%
19	Income from Investment	14,920,634	32,592,927
20	Earnings per Share	(8.36)	(2.11)
21	Net Asset Value (NAV) per share	9.18	17.54
22	Price Earnings Ratio (Times)	(1.95)	(11.75)

Fixed Assets Schedule

As on December 31, 2022

PARTICULARS	Cost				Rate %	Depreciation				
	Balance as on 01.01.2022	Addition during the year	Adj. during the year	Balance as on 31.12.2022		Balance as on 01.01.2022	Charged during the year	Adjustment during the year	Balance as on 31.12.2022	WDV as on 31.12.2022
Air Conditioner	11,143,307	-	-	11,143,307	20.00	7,982,303	777,753	-	8,760,056	2,383,251
Building	580,097,862	-	-	580,097,862	5.00	298,326,409	29,004,894	-	327,331,303	252,766,559
Computer & Projector	11,949,974	788,250	-	12,738,224	20.00	9,040,196	1,309,591	-	10,349,787	2,388,437
Electrical & Office Equipment	4,536,422	13,900	16,632	4,533,690	20.00	4,311,700	91,919	16,632	4,386,987	146,703
Flat	-	71,706,000	-	71,706,000	10.00	-	1,872,324	-	1,872,324	69,833,676
Furniture & Fixture	14,553,834	55,890	-	14,609,724	12.50	12,867,406	339,631	-	13,207,037	1,402,687
Land	450,236,390	23,760,000	3,298,690	470,697,700	-	-	-	-	-	470,697,700
Machinery Lease	215,460,427	36,730,905	-	252,191,332	20.00	215,460,414	1,999,794	-	217,460,208	34,731,124
Motor Vehicle	35,405,381	6,005,465	1,487,211	39,923,635	25.00	22,860,296	6,219,391	1,487,211	27,592,476	12,331,159
Office Decoration	44,227,197	89,200	2,329,229	41,987,168	20.00	31,326,549	3,697,236	2,329,229	32,694,556	9,292,612
Telephone & Fax	503,920	-	-	503,920	20.00	466,774	10,780	-	477,554	26,366
Total 2022	1,368,114,714	139,149,610	7,131,762	1,500,132,562		602,642,047	45,323,313	3,833,072	644,132,288	856,000,274
Total 2021	1,367,533,960	18,798,647	18,217,893	1,368,114,714		582,551,436	38,156,634	18,066,023	602,642,047	765,472,667



Phoenix Finance & Investments Ltd.
 Registered Office:
 Eunoos Center (Level-11)
 52-53, Dilkusha C/A, Dhaka-1000

Proxy Form

I/We..... of
being shareholder(s) of
 Phoenix Finance & Investments Limited and entitled to vote hereby appoint Mr/Ms.
 as my/our proxy to attend
 and vote for me/us and on my/our behalf at the 28th ANNUAL GENERAL MEETING of the Company to be held on the
 07th December 2023.

As witness my/our hand this.....day of.....2023

AFFIX TK. 20/-
 REVENUE
 STAMP

.....
 (Signature of Shareholder)

.....
 (Signature of Proxy)

Folio No./Bo ID No.

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

No. of shares held.....

Note:

1. A member entitled to attend and vote at the meeting may appoint any person as his/her proxy to attend and vote on his/her behalf.
2. Stamped proxy form must be deposited at the Company's Registered Office before 48 hours of the meeting.



Attendance Slip



I/We Hereby record my/our attendance at the 28th Annual General Meeting of the Company being held on Thursday 07 December 2023 at 11.30 am through digital platform link <https://phoenixfinance.bdvirtualagm.com>

Name of Shareholder/Proxy.....

Folio No./Bo ID No.
 (Shareholder)

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

No. of shares held.....

.....
 Signature of Proxy

.....
 (Signature of Shareholder)

N.B. Please present this slip duly signed at the entrance of the meeting Hall.





Head Office Address:

Eunoos Center (Level- 11)

52-53, Dilkusha C/A, Dhaka-1000

Tel : 02223389007-10

Fax : 88 02223387787

E-mail : mail@phoenixfinance.com.bd

pfildhaka@gmail.com

Phoenix
finance