

Annual Report 2024



Bay Leasing & Investment Limited

SECURE YOUR FUTURE®

Annual Report 2024



Bay Leasing & Investment Limited

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Letter of Transmittal

To
All Shareholders,
Bangladesh Bank
Bangladesh Securities and Exchange Commission,
Registrar of Joint Stock Companies and Firms,
Dhaka Stock Exchange Limited and
Chittagong Stock Exchange Limited

Subject: Annual Report for the year ended December 31, 2024.

Dear Sir,

We are delighted to forward a copy of the Annual Report along with the Audited Financial Statements, Consolidated and Separate Balance Sheet as at December 31, 2024 and Income Statements, Cash Flow Statements and Statement of Changes in Equity for the year ended December 31, 2024.

Also attached are the notes of accounts of Bay Leasing and Investment Limited and its subsidiary BLI Capital Limited for your kind perusal and record.

Best regards

Yours sincerely,



Mohammad Rashedul Islam
Managing Director (CC)



Notice of the 29th Annual General Meeting

Notice is hereby given that the 29th Annual General Meeting (AGM) of Bay Leasing & Investment Limited will be held on **August 28, 2025 at 11.30 a.m.** to transact the following business. The AGM will be held under Hybrid System as a physical presence at The Institution of Engineers Bangladesh (IEB), Conference Room (2nd floor), Ramna, Dhaka -1000, and for virtual presence by logging the link: <https://bayleasing.bdvirtualagm.com>

AGENDA

01. To receive, consider, and adopt the Audited Financial Statements of the Company for the year ended on 31st December, 2024 together with the reports of the Directors and Auditors thereon.
02. To declare a Dividend for the year ended 31st December, 2024
03. To elect or re-elect Director(s).
04. To re-appoint the Statutory Auditor(s) for the year 2025 and fix their remuneration.
05. To re-appoint the Compliance Auditor as per the Corporate Governance Code for the year, 2025 and fix their remuneration.
06. To transact any other business with the permission of the chair.

Dated, Dhaka
August 06, 2025

By order of the Board

Sharmin Akhter
VP & Company Secretary

Notes:

01. The Shareholders whose names would appear in the Members/Depository Register (CDBL) as on Record Date i.e. July 21, 2025 will be eligible to attend /participate and vote in the Annual General Meeting.
02. A member eligible to attend/Join and vote at the Annual General Meeting (AGM) may appoint a proxy to attend/Join and vote on his/her behalf. The Proxy Form, duly filled signed and stamped at BDT 20.00 must be sent through email to the share Department of the company at **Share@blilbd.com** at least 48 hours before the time of holding the meeting.
03. Annual report-2024 along with attendance Slip, Proxy Form and Notice of the AGM are being sent to all the members by courier service/post/email address available with us as per CDBL record. These are also available in the company's website. i.e **www.blilbd.com**
04. Existing External Auditor M/s Pinaki & Company, Chartered Accountants, have completed 2(two) years as Auditors of the Company appointed by the honorable Shareholders as per advice & approval of Bangladesh Bank. As per rule, they are eligible for re-appointment.
05. The retiring Director shall not be eligible for re-election as per the Finance Company Act 2023.
06. The shareholders will be able to submit their questions/comments and vote electronically before 24 (twenty-four) hours before the commencement of the AGM and during the AGM. Detailed Login /Participation Process for joining 29th AGM through online/Digital Platform will also be available on the company website: <https://www.blilbd.com>.

No benefit or gift in cash or kind shall be given to the shareholders for attending the 29th Annual General Meeting as per Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013.

Our Vision

To be recognized as the most preferred multi-product financial institution for the communities we serve.



Our Mission

- We strive to innovate and offer a plethora of financial products and services.
- We endeavor to enrich the lives of people we touch by sharing, caring in our quest for excellence.
- We aim to build impressive economic value for our stakeholders through the strength of satisfied customers and consistently produce superior operating results.



Mission



Bay Leasing Story

Bay Leasing & Investment Limited was incorporated as a public limited company in February 1996 and the company obtained Bangladesh Bank's license as a non-banking financial institution in May 1996. Since its inception, guided by the Financial Institutions Act of 1993, BLIL has been running its operation in a professional manner under the valuable guidance and leadership of its Board of Directors.

From the inception BLIL commenced its Merchant Bank wing operations and later in 2002, the Securities and Exchange Commission (SEC) approved brokerage license which was named as BLI Securities Ltd. In 2009 Bay Leasing offered shares to the public and got listed both in Dhaka and Chittagong Stock Exchange. The following year in 2010, the Company issued "Right Shares" to the Shareholders and subsequently in 2012 the Merchant Banking Wing was converted into a fully owned subsidiary named BLI Capital Limited. In order to reach to a wider community through its lending to the SME sector in Bangladesh, Bay Leasing took the initiative to participate in various re-finance schemes offered by Bangladesh Bank and signed a number of formal agreements under JICA, ADB funding programs.

These initiatives have enabled the company to facilitate the emerging SME sector to obtain funds at lower cost and improve their efficiency in operations and profitability. Over the years a significant number of business concerns including women owned enterprises, have benefited and expanded their business with the help of Bay Leasing's products and services. In the last 22 years Bay Leasing has ensured its strong presence and gained a good reputation amongst its clients for providing competitive loan and deposit products and have actively participated in the financial development of the society. The success story continued when, in September 2014, the company shifted its Corporate Head Office to its own premises at Eunoos Trade Center, considered as one of the landmark commercial buildings at the Dilkusha commercial area. In March 2015 the company inaugurated its Principal Branch at Dilkusha C/A and in October 2016, the company opened its first semi-urban branch at Mawna, Gazipur which is now being considered as an important industrial hub at the outskirts of Dhaka.

To increase the network of branches and expand the small and medium enterprise client base Bay Leasing formally opened yet another branch at its own premises at level 6 of Rupayan Trade Centre, Bangla Motor in December 2017. In November, 2019 Principal Branch has relocated at Taz Marriot, Plot-SW (I) 4, 2nd floor, 25 Gulshan Avenue, Dhaka-1212.

Core Values

Accountability

We take full responsibility of our actions that influence the lives of our customers and fellow workers.

Commitment

We are committed to roll out a wide range of products, services and other initiatives that impact the lives of both within and outside the organization.

Integrity

We strive to act with honesty and Integrity without compromising the truth.

Team Work

We believe in individual commitments to a group effort towards a common vision.

Service Excellence

We aim to provide the best quality service to our clients each passing day in our quest for excellence.





Corporate Information

Registered Name of the Company Legal Form	: Bay Leasing & Investment Limited A Public Limited Company Incorporated in Bangladesh Under the Companies Act 1994, Listed in Dhaka Stock Exchange & Chittagong Stock Exchange. Licensed as a Non Banking Financial Institution Under the Financial Institutions Act of 1993.
Company Registration Number	: C - 30251(1477)/96
Bangladesh Bank License Number	: আঃ প্রঃ (অ-ব্যাংকিং) : বিভাগ/ঢাকা/১৩/৯৬
Trade License No.	: TRAD/TSCC/274456/2019
Tin No.	: 446777288121
No. of Branch	: 03
Corporate Head Office	: Bay Leasing & Investment Limited Eunoos Trade Center, Level-18 52-53 Dilkusha C/A, Dhaka-1000. Tel: 9592501-5, Fax: 9592500
Auditor	: Pinaki & Company Ideal Trade Center (9th floor) 102 Shaheed Tajuddin Ahmed Sarani Tejgaon 1208. Bangladesh Tel: +8802-401-10592
Tax Advisor	: A.Wahab & Co. Chartered Accountants Hotel Purbani, Annex-2 (4th Floor) 1, Dilkusha C/A, Dhaka
Legal Advisors	: Azad & Company K.R.Plaza (6th Floor) 31, Purana Paltan, Dhaka-100. LexConsultium Suite No.-11/4 (11 th Floor) 67/9, Kakrail, Dhaka-1000 Citizen Law Firm Meherba Plaza Suite No. 11-B (11th Floor), 33, Topkhana Road, Palton Dhaka, Bangladesh. The Legal Empire 48/3/E, R.K. Mission Road Dhaka-1203 Haque & Associates Shabbir Tower, 3/4 Purana Paltan Dhaka - 1000 Nexus Legal Counsel City View Apartment (1st floor), Flat # C2, 23/1 Tope Khana Road Paltan, Dhaka-1000
Memberships	: DCCI (Dhaka Chamber of Commerce Industry). Bangladesh Leasing & Finance Companies Association. Bangladesh Association of Publicly Limited Company. Bangladesh Merchant Bankers Association.

Corporate Information

Company Email
Company Web Site

: **info@blilbd.com**
: **http://www.blilbd.com**

Bankers

: Bank Alfalah Limited
Bank Asia Ltd.
BASIC Bank Limited
Dutch Bangla Bank Ltd.
EXIM Bank Limited
Midland Bank Ltd.
Jamuna Bank Ltd.
Janata Bank Ltd.
Mercantile Bank Ltd.
Mutual Trust Bank Limited
First Security Islami Bank Ltd.
National Credit & Commerce Bank Ltd.
Sonali Bank Ltd.
Pubali Bank Limited
Shahjalal Islami Bank Ltd.
Southeast Bank Limited
Agrani Bank Ltd.
Uttara Bank Limited
Modhumati bank Limited
United Commercial Bank Limited

Associate Company

: **BLI Securities Limited**
Head Office
Rangs Panorama (4th floor),
80 Shatmosjid Road, Dhanmondi, Dhaka-1209.

Subsidiary Company

: **BLI Capital Limited.**
Rupayan Trade Center, Level – 10
114 Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000

BRANCH OF BAY LEASING & INVESTMENT LTD.

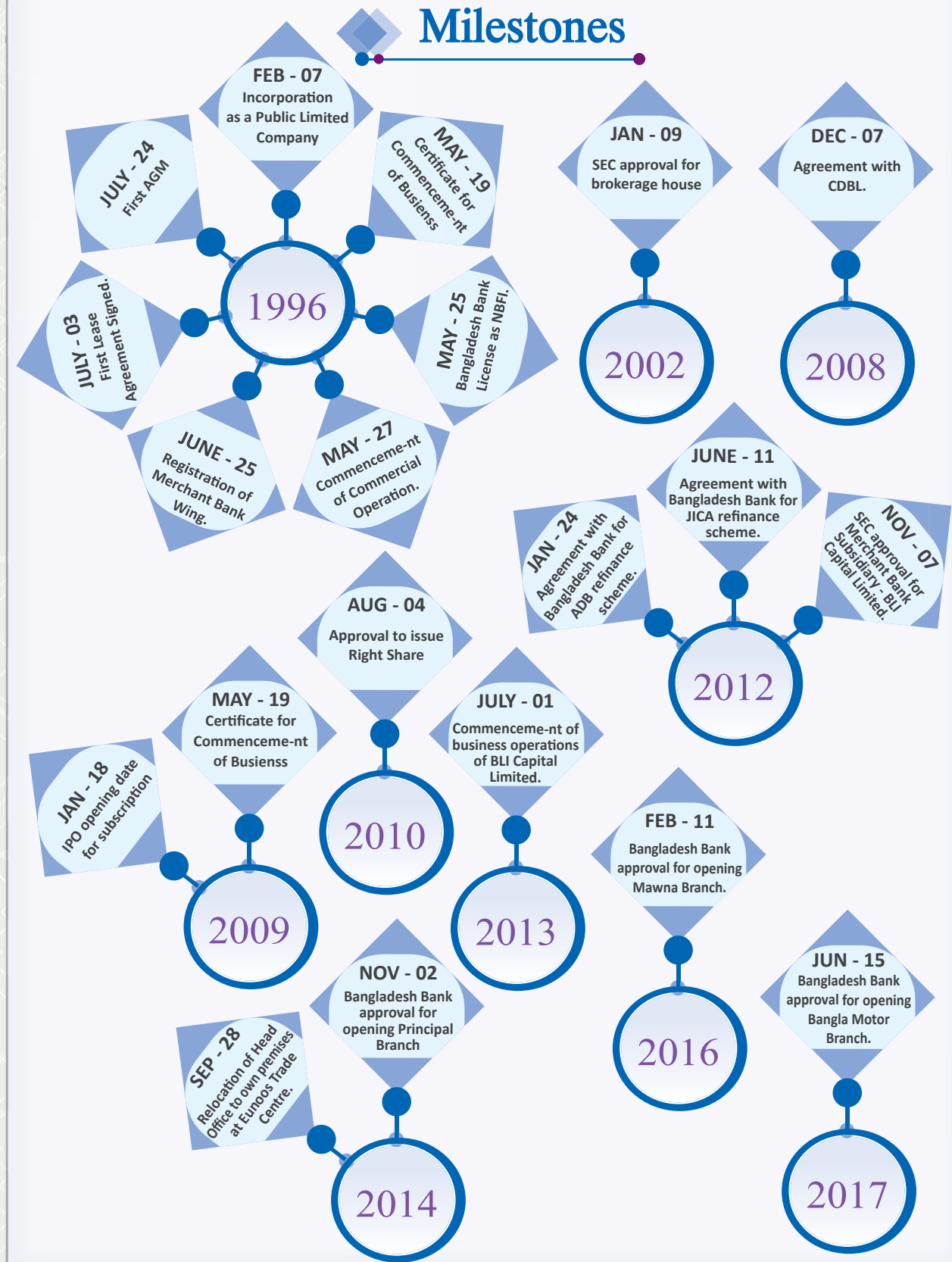
Principal Branch Mawna Branch Bangla Motor Branch

Taz Marriot, Plot-SW(I)4, 2nd floor
25 Gulshan Avenue, Dhaka-1212

Hazi Riaz Uddin Complex (1st Floor)
Mawna Chowrasta, Sreepur, Gazipur

Rupayan Trade Centre, Level-06
114 Kazi Nazrul Islam Avenue , Dhaka-1000

Milestones





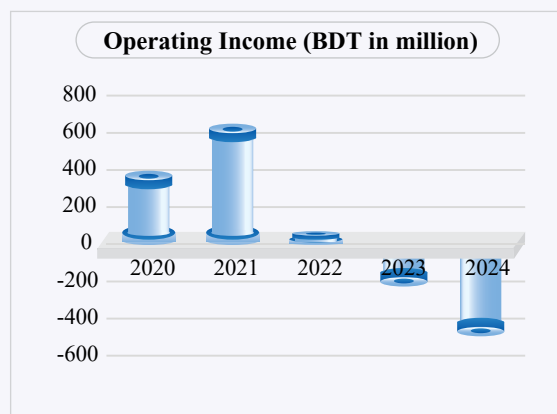
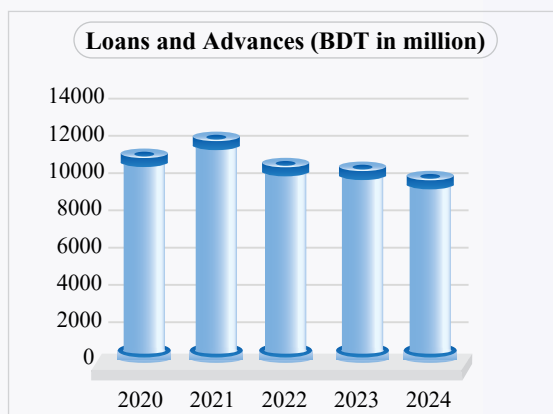
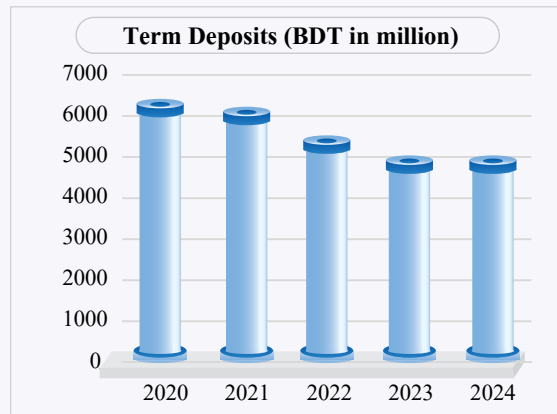
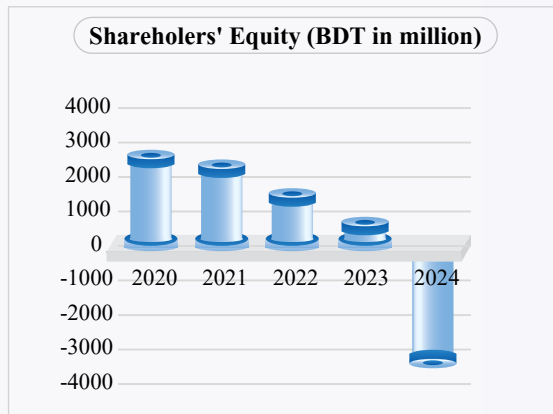
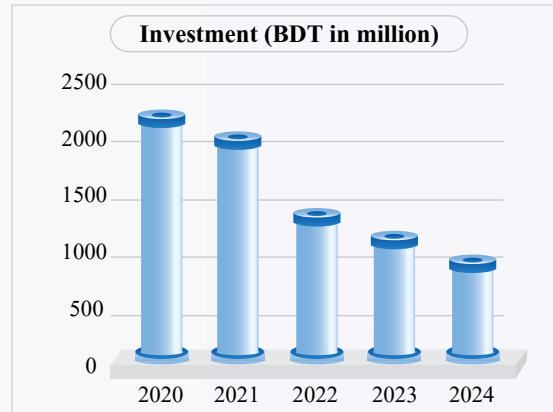
Financial Highlights

Figures in million

Particulars		2024	2023	2022	2021	2020
Lease, Term & Other Finance		10,123.10	10,613.51	10,823.61	12,149.78	11,323.61
Investments		1,002.00	1,208.86	1,407.92	2,081.77	2,267.06
Fixed Assets		1,397.07	1,415.03	1,438.25	1,421.03	1,432.87
Other Assets		194.70	205.83	310.86	419.08	563.57
Total Assets		13,428.83	14,419.49	15,236.88	17,190.84	16,911.51
Term & Other Deposits		5,042.18	5,088.17	5,628.57	6,311.03	6,603.29
Long Term Liabilities		10,562.07	7,503.90	7,270.43	7,252.21	6,753.22
Share Capital		1,408.88	1,408.88	1,408.88	1,408.88	1,408.88
Shareholders Equity		(3,550.12)	847.03	1,681.03	2,510.44	2,790.28
Operating Revenue		556.52	693.50	875.92	1,693.36	1,519.43
Financial Expenses		1,044.77	843.40	870.26	1,048.91	1,124.87
Operating Expenses		142.89	141.52	153.50	149.56	136.74
Profit/(Loss) before Taxation		(631.14)	(803.02)	(759.22)	(82.32)	217.81
Net profit/(Loss) after Tax		(4,389.81)	(828.10)	(828.47)	(139.17)	160.01
Current Ratio (Times)		1.10	1.20	1.25	1.29	1.30
Debt/Equity Ratio		(2.68)	10.79	6.48	5.40	4.79
Return on Equity		128.45%	-97.78%	-46.89%	-5.54%	5.73%
Return on Assets		-28.89%	-6.21%	-5.73%	-0.48%	1.29%
Dividend	Cash	0.00%	0.00%	0.00%	0.00%	10.00%
	Stock	0.00%	0.00%	0.00%	0.00%	0.00%
Net Asset Value per Share		(25.20)	6.01	11.93	17.82	19.8
EPS		(31.16)	(5.88)	-5.88	-0.99	1.14



Key Performance Indicators





Board of Directors



Prof. Suraiya Begum
Chairman

Prof. Suraiya Begum, is the Chairperson of Bay Leasing & Investment Limited. She did her Masters in Home Economics from University of Dhaka followed by Bachelor of Education (B.Ed.) from Mymensingh Teacher's Training College. To further her academic pursuit she completed a Diploma in Food Science & Nutrition from Wageningen University, Netherlands. Her career started as a Lecturer in Teacher's Training College, Mymensingh and subsequently Prof. Suraiya Begum held the position of Associate Professor in Home Economics College in 2001. Soon after she became Vice Principal of Jagannath College (now Jagannath University) and later Principal of Home Economics College.

In the final leg of her illustrious career she was appointed as Member of the Public Service Commission (PSC) for a period of 5 years (2007-2012).



Fatema Zahir Majumder
Director

Mrs. Fatema Zahir Majumder is a Director and member of the Board Audit Committee of Bay Leasing and Investment Limited. She completed her Honors and Masters from Eden College and studied law at Central Law College. An active social worker, Mrs. Majumder is also a member of Gulshan Ladies Club. As a Director of Language Proficiency Centre Ltd, she is also Communicative English Language teacher and teacher trainer of the American Centre, Dhaka for the last 19 years. She has business interests too as a Chairman and Director of Tiger Tours Limited and Managing Director of Blue Flying Academy.



Board of Directors

Mr. Abul Quasem is an Independent Director and member of the Board Audit Committee of Bay leasing and Investment Ltd. He completed his B.A. (Hons) and M.A. in Economics in 1967 and 1968 respectively from University of Dhaka. After a short stint as Lecturer in Economics at Govt. Victoria College, Cumilla, B.M. College & Syed Hatem Ati College, Barisal, Mr. Quasem joined National Board of Revenue in 1975. Mr. Quasem has 27 years of experience in customs & VAT service and he was the First Secretary and Member of the NBR. In those capacities he became fully acquainted with the development at all levels of customs & VAT administration. He was involved in the formulation of Fiscal Budget of GOB. He was the head of Task force for the policy implementation of Custom Administration Modernization (CAM) project in the capacity of Member (Customs), NBR. Mr. Quasem also worked as nominated Director of the Govt. in the Board of Pan Pacific Sonargaon Hotel while he was Member in NBR and in Bangladesh Gas Field Co. Limited (BGFCL) while he was First Secretary, NBR.



Abul Quasem
Independent Director

Mr. Shahid Hossain is an Independent Director and member of the Board Audit Committee of Bay leasing and Investment Ltd. He completed his B.S.S (Hons) and M.S.S. in Political Science in 1978 and 1980 respectively from University of Dhaka. Mr. Shahid started his banking career 40 years ago as a Probationary officer at National Bank Limited. During this long career, Mr. Husain held different senior positions in different private sector banks in Bangladesh including Additional Managing Director of Southeast Bank Ltd. He served as Managing Director of Southeast Bank Ltd from 9th January 2013 to March 2017. Later in 2017, Mr. Shahid joined Social Islami Bank Limited as Managing Director & CEO. He also joined as Advisor at Bengal Commercial Bank Ltd. On 15th March, 2020. He has vast knowledge & experience in the field of banking and has attended numerous professional workshops and seminars at home and abroad.



Shahid Hossain
Independent Director



Board of Directors



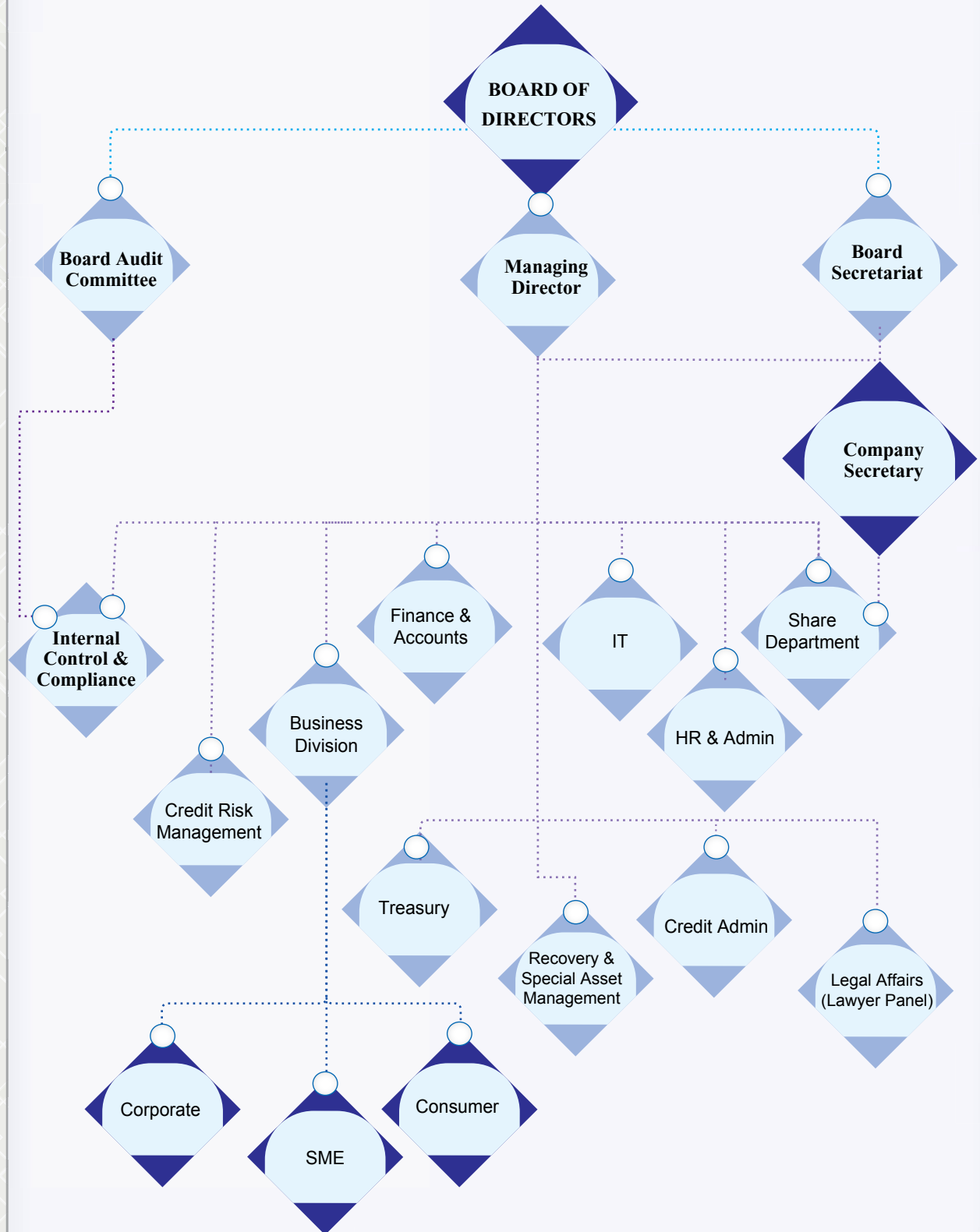
Mohammad Rashedul Islam
Managing Director (CC)

Mohammad Rashedul Islam has been acting as Managing Director (CC) of Bay Leasing & Investment Limited, since May 2025. His professional journey, spanning over 17 years, reflects a strong foundation in financial services and a steady progression in leadership roles.

Mohammad Rashedul Islam began his career as a Management Trainee Officer at IPDC in 2008, marking the start of a promising path in the financial industry. He subsequently served at BD Finance, further enhancing his exposure and expertise in the NBFI domain. In 2011, he joined Bay Leasing & Investment Limited, where he steadily rose through the ranks, notably serving as the Head of the Principal Branch.

A graduate in Engineering from Shahjalal University of Science and Technology (SUST), he further augmented his credentials with an MBA from the prestigious Institute of Business Administration (IBA), University of Dhaka. His blend of technical knowledge in his profession.

ORGANOGRAM





Management Committee (MANCOM)



Mohammad Rashedul Islam
Managing Director (CC)
& Chairman, MANCOM



Mrs. Sharmin Akhter
Company Secretary
Member



Mr. Pronob Kumer Das
Head of SAM
Member



Md Zabeed Miah
Head of Mawna Branch



Mr. Samir Saha
Head of ICC
Member



Mr. Enayet Kabir
Head of Finance & Accounts
Member



Mr. Faisal Bin Naser Ahmed
Head of CAD
Member



Mr. A.K.M. Jahirul Islam
Incharge CRM
Member



Mr. Md. Mahade Hasan Bhuyan
RM Corporate
Member Secretary



COMMITTEES

MANAGEMENT COMMITTEE (MANCOM)

Mohammad Rashedul Islam	- Chairman
Mrs. Sharmin Akhter	- Member
Mr. Pronab Kumar Das	- Member
Mr. Md. Zabed Miah	- Member
Mr. Samir Saha	- Member
Mr. Enayet Kabir	- Member
Mr. Faisal Bin Naser Ahmed	- Member
Mr. A.K.M. Jahirul Islam	- Member
Mr. Md. Mahade Hasan Bhuyan	- Member Secretary

CREDIT COMMITTEE (CC)

Mr. Mohammad Rashedul Islam	- Chairman
Mr. Pronab Kumar Das	- Member
Mr. Faisal Bin Naser Ahmed	- Member
Mr. A.K.M. Jahirul Islam	- Member
Mr. Md. Mahade Hasan Bhuyan	- Member Secretary

CENTRAL COMPLIANCE UNIT (CCU)

Mr. Mohammad Rashedul Islam	- CAMLCO
Mr. Md. Arifur Rahman Badhan	- DE-CAMLCO
Shakila Rahman	- Member

BASEL IMPLEMENTATION UNIT (BIU)

Mr. Mohammad Rashedul Islam	- Head of BIU
Mr. Enayet Kabir	- Member
Mr. Samir Saha	- Member
Md. Jashim Uddin Rajib	- Member

ASSET & LIABILITY MANAGEMENT COMMITTEE (ALCO)

Mr. Mohammad Rashedul Islam	- Chairman
Mr. Enayet Kabir	- Member
Mr. Samir Saha	- Member
Md. Golam Mahiuddin Polash	- Member
Mr. Md. Arifur Rahman Badhon	- Member Secretary



COMMITTEES

RISK MANAGEMENT FORUM (RMF)

Mr. Mohammad Rashedul Islam	- Chief Risk Officer
Mrs. Sharmin Akhter	- Member
Mr. Samir Saha	- Member
Md. Golam Mahiuddin Polash	- Member
Mr. A.K.M. Jahirul Islam	- Member

RISK ANALYSIS UNIT (RAU)

Mr. Nawshad Md. Aziz Arman	- Unit Head
Ms. Nasrin Akhter	- Member
Mr. Md. Jashim Uddin Rajib	- Member

INTEGRITY COMMITTEE

Mr. Mohammad Rashedul Islam	- Committee Head
Mrs. Sharmin Akhter	- Focal Point
Mr. Pronab Kumar Das	- Member
Ms. Aklima Akhi	- Member
Mr. Md. Arifur Rahman Badhon	- Member

SUSTAINABLE FINANCE COMMITTEE

Mr. Mohammad Rashedul Islam	- Committee Head
Mr. Faisal Bin Naser Ahmed	- Member
Mr. Samir Saha	- Member
Mr. Pronab Kumar Das	- Member
Mr. Md. Mahade Hasan Bhuyan	- Member Secretary

SUSTAINABLE FINANCE UNIT

Mr. Faisal Bin Naser Ahmed	- Unit Head
Mr. A.K.M. Jahirul Islam	- Focal Point Official
Mr. Nawshad Md. Aziz Arman	- Fallback Person
Ms. Nasrin Akhter	- Member

Chairman's MESSAGE



Prof. Suraiya Begum
Chairman

Dear Shareholders

On behalf of the Board of Directors, I am pleased to welcome all our esteemed shareholders to the 29th Annual General Meeting of Bay Leasing & Investment Limited (BLIL). I would like to brief you on the current state of the economy and the financial services sector, as well as present the Company's performance for the year ended 31 December 2024.

In 2024, Bangladesh's political landscape has undergone dramatic changes, the year began with the 12th general election in which the previous government secured a fourth consecutive victory. However, the legitimacy of the electoral process has been questioned by opposition boycotts and allegations of electoral malpractice. A student led mass uprising in July-August, coupled with widespread public discontent, brought an end to the 15-year rule of the previous regime. In the aftermath, Nobel Laureate Professor Dr. Muhammad Yunus was appointed as the head of an interim government. This administration has prioritized structural reforms aimed at restoring institutional integrity, strengthening governance, and laying the groundwork for a free and fair election.

Meanwhile, unresolved issues from previous regimes are coming to light, particularly in the financial sector and in the broader economy. This regime transition and aftermath economic conditions in 2024 posed significant challenges for the operations of NBFIs. The sector already has been facing lack of stakeholder confidence and liquidity constraint for the past couple of years. Many banks and corporate entities have been reluctant to provide funding or make new deposits with NBFIs, which has had a significant negative impact on the sector.

Though we do not have positive news to share at this moment, we remain confident in our ability to overcome these challenges. We are committed to utilizing all available resources and strategies to regain our hard-earned reputation and return to profitability. We look forward to deliver positive achievements in the near future.

Global Economy

The global economy in 2024 has been marked by a mix of resilience, cautious optimism, and lingering challenges. While some regions have shown strong recovery and growth, others continue to grapple with inflation, geopolitical tensions, and structural weaknesses. The International Monetary Fund (IMF) projected global GDP growth at 3.1% for 2024, slightly lower than previous years but stable compared to 2023. The slowdown reflects tighter monetary policies, weaker manufacturing activity, and ongoing geopolitical risks. Inflation, which surged in 2022-2023, has begun to ease in most economies. The U.S. Federal Reserve, European Central Bank (ECB), and other major central banks have kept interest rates high but are expected to start cutting rates in late 2024.

Despite an appearance of stable growth, the global economy in 2024 faced pressure from a range of challenging factors. These conditions influenced energy markets and global trade activity. Ongoing conflicts (Russia-Ukraine, Middle East tensions) and U.S.-China trade restrictions have disrupted supply chains and energy markets. Simultaneously, central banks across both advanced and developing economies continued implementing contractionary monetary policies to rein in inflation. Compounding these issues were persistent supply chain disruptions, which added volatility to production costs and trade operations. Despite economic headwinds, investments in AI, clean energy, and semiconductors are accelerating. The U.S. CHIPS Act and EU Green Deal are fueling innovation, while China dominates in electric vehicles and renewables.

The global economy is expected to stabilize in 2025. The stabilization is expected to be driven by a gradual softening of inflation, regulated monetary easing in selected economies and improved investor sentiment in response to geopolitical de-escalation and structural reforms.

The year 2024 has been a year of cautious recovery, with advanced economies stabilizing and emerging markets showing mixed performance. While inflation is easing, central banks remain cautious, and geopolitical risks loom large. The key to sustained growth lies in technological innovation, energy transition, and stable policy frameworks moving forward.

National Economy

In 2024, Bangladesh faced significant economic challenges, marked by high inflation averaging 10.34%, driven by supply chain disruptions, global commodity price hikes, and an increase in electricity tariffs. The local currency depreciated by 9% year-on-year, while foreign exchange reserves declined to \$21.39 billion, covering only four months of imports. The stock market performed

poorly, and FDI fell by 11.83% to \$1.42 billion. Despite these challenges, the external sector showed signs of resilience. Exports grew by 6.80% to \$47.25 billion, supported by a weaker currency and recovering global demand. Imports edged up to \$69.70 billion, although capital machinery imports fell by 41%, reflecting subdued investor confidence. Remittance inflows surged by 22.69% to \$26.89 billion, leading to a modest current account surplus of \$33 million.

However, external debt surpassed \$100 billion, exerting pressure on public finances. GDP growth declined sharply to 4.22%, down from 5.78% in the previous fiscal year. The slowdown was primarily driven by a decline in export performance, particularly in the ready-made garments (RMG) sector, crisis in the banking sector as well as weakened industrial growth amid energy shortages and restricted imports.

Economic projections for FY25 remain cautious, amid ongoing political uncertainties and external debt vulnerabilities.

Financial Sector & NBFI

In 2024, Bangladesh's financial sector operated in a challenging environment marked by increasing non-performing loans (NPLs), liquidity constraint, and cautious investor sentiment. The financial sector witnessed a sharp rise in default loans throughout 2024. As of December 2024, NPLs in the banking sector soared to BDT 3.45 trillion, representing 20.20% of total loans. In the NBFI sector, NPLs reached BDT 262 billion, accounting for 35.52% of total loans. This surge was primarily driven by defaults from politically connected borrowers, compounded by subdued business activities amid macroeconomic distress caused by inflationary pressures.

In capital markets, volatility remained high. The DSEX index declined by 16.5%, and market capitalization dropped by 15.14% year-on-year, reflecting cautious investor behavior amidst broader macroeconomic and political uncertainties.

In May 2024, based on International Monetary Fund's (IMF) suggestion, BB abandoned SMART anchored interest system and introduced a fully market-driven interest rate framework, allowing financial companies to independently determine lending and deposit rates. This shift largely enabled financial companies to benefit from improved interest spreads. In the banking sector, the spread in Q4 2024 increased by 64 basis points compared to Q1 2024, whereas in the non-bank financial companies (NBFI) sector, it declined by 6 basis points over the same period.

The transition to a market-driven interest rate regime was a pivotal development for the banking sector in 2024, facilitating further improvements in interest rate spreads. Meanwhile, amid subdued credit demand in a high-interest rate environment, banks redirected more funds toward treasury securities, enhancing investment income and ensuring profitability. However, the surge in NPLs due to loan irregularities remained a significant challenge, posing a formidable obstacle to the banking sector's growth trajectory.

The NBFI sector faced significant challenges throughout 2024, primarily due to persistently low-interest rate spreads. Despite the introduction of a market-driven interest rate framework, the sector's spread increased by only 33 basis points on year to year, significantly lagging behind the banking sector's improvement. As a result, the NBFI industry experienced a notable decline across key financial metrics, including net interest income, net profit, return on equity, return on assets etc. The persistently low-interest rate spread presents a significant obstacle to the profitability and long-term sustainability of NBFCs in Bangladesh. This trend underscores the difficult margin environment in which NBFCs operate, limiting their ability to generate sufficient income from lending activities. Notably, the deterioration in asset quality within the NBFI sector has been more noticeable than in the banking sector. In December 2023, the sector's total classified loans amounted to BDT 232 billion, which increased to BDT 262 billion by September 2024, as reported by Bangladesh Bank.

Company Financial Position

On the backdrop of above challenging situation of national economies and financial sector, the year 2024 was very tough and challenging for the company. The lease, loans and advances portfolio of the company declined by 4.61% from BDT 10.61 billion in 2023 to BDT 10.12 billion in 2024.

Operating income/(loss) of the company has been increased from (149.90) million in 2023 to (488.24) million in 2024 as net interest loss experienced a significantly increased due to defaults of several large corporate loans and advances compared to interest expenses.

The company incurred consolidated financial loss of BDT 4,389.80 million with negative earnings of 31.16 per share in 2024. This loss mainly incurred due to increase in provision requirements of BDT 3,739.12 million.

Borrowings from banks decreased by 11.91% to BDT 4.51 billion in 2024 compare to BDT 5.12 billion in 2023 due encashment of bank deposits and withdrawal of treasury placements. Term deposits from corporate entities, organizations and individuals also decreased from BDT 5.03 billion in 2023 to BDT 4.99 billion in 2024 due to encashment of some corporate entities.

Concluding Note

The year 2025 is predicted to be another challenging period since global uncertainties and domestic macroeconomic imbalances are expected to persist. However, as the political stabilization is underway and economic reforms is gaining traction, there are cautious signs of recovery of economy. However, our top priority will remain achieving sustainable growth through a quality asset portfolio, while proactively managing financial and operational risks, controlling costs, enhancing collection efforts by taking all sorts of measures in order to boost profitability.

I extend my sincere thanks to my fellow Board Members for their continued guidance and support in this critical situation. I am also deeply grateful to our valued shareholders, clients, business partners, and other stakeholders for their tremendous support and trust during these challenging times.

A special note of thanks to Bangladesh Bank for their continuous support and prudent guidance, as well as to the Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange, Chittagong Stock Exchange, Registrar of Joint Stock Companies and Firms, the National Board of Revenue, the Ministry of Industries, the Ministry of Finance, and other government agencies for their support.



Prof. Suraiya Begum

Chairman

MD's MESSAGE



Mohammad Rashedul Islam
Managing Director (CC)

Dear Valued Shareholders

Assalamu Alaikum oya Rahmatullahe Obarakatuhu,

I begin by extending my heartfelt wishes for your continued good health, happiness, and well-being. I am deeply grateful to each of you for your steadfast support and encouragement, which have played a vital role in helping us sustain our operations through the immense challenges of 2024.

This year, Bay Leasing & Investment Limited marks a significant milestone, 29 years since our founding in February 1996. Over this period, we have built a legacy of consistent growth and profitability, regularly rewarding our stakeholders. However, the years 2021, 2022, 2023 and 2024 have posed extraordinary challenges and the company has been unable to provide the expected return to stakeholders. A global economic slowdown, persistent geopolitical tensions, and volatility in foreign exchange markets have disrupted economic and financial systems in ways not seen in recent history.

Company Performance

In 2024, the company faced a challenging year due to broader economic and financial sector issues. The lease, loans, and advances portfolio decreased by 4.62%, from BDT 10.61 billion in 2023 to BDT 10.12 billion in 2024. Operating revenue declined significantly, resulting in a consolidated financial loss of BDT 4,389.80 million and negative earnings of BDT 31.16 per share. This loss was mainly due to a drop in net interest income and increased provision requirements. Borrowings from banks decreased by 2.75%, and term deposits from corporate entities and individuals fell by 11.90%.

This year, we prioritized getting close to our operations across our branches, meeting with employees, engaging with shareholders, and speaking directly with our clients. It was a year of consolidation. Seeing our teams first-hand and hearing directly from our investors and clients has provided many insights that have helped us to shape our vision and our strategy for the institution. In recent years, your institution has not delivered the return on investment that our shareholders, should expect. It is for this reason that we have spent much of 2024 refreshing our strategy, through a collaborative and data-driven process focused on identifying those levers that will drive Bay Leasing forward into the future.

Business Strategy

Bay Leasing is committed to diversifying its business to enhance stability and growth. We plan to shift our funding sources from an institutional base to a more public-oriented base, recognizing that public deposits offer greater sustainability in the long term. Additionally, we are expanding our investment focus to include the Cottage, Small, and Medium Enterprise (CSME) sector, which is vital for economic resilience and development. Cost efficiency will be prioritized across all levels of our operations to ensure optimal resource utilization. Furthermore, we will place a high priority on portfolio risk management, implementing robust strategies to mitigate risks and safeguard our financial health.

“OUR GOAL IS TO DELIVER PROFITABLE AND SUSTAINABLE GROWTH OVER THE LONG-TERM.”

Risk Management

Risk management is entrenched in the organizational structure, culture, operations, systems and process. Business risks across the Company are addressed in a structured and systematic way through a predefined risk management framework. The Board continuously assesses the risks faced by the company and updates policies to strike a balance between risk and growth. The Management is responsible for executing the policies across the organization as sets by the Board.

Compliance & Governance

The company believes compliance to be one of its key significances and is continuously working to strengthen and improve its corporate governance with the aim to have sustainable growth, transparency, accountability, development of corporate values and to meet the expectations of shareholders, customers, regulators, and other key stakeholders. The corporate governance of BLIL sets top priorities in fairness, transparency,

accountability, and responsibility on its topmost priority. BLIL follows the Corporate Governance Code and other directives issued by Bangladesh Securities and Exchange Commission (BSEC) and other circulars, policies and guidelines issued by the Bangladesh Bank, Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE) and other regulatory authorities.

Acknowledgement

I extend my heartfelt gratitude to our valued shareholders, regulators, customers, and other stakeholders for their unwavering support and patronage during these uncertain times. I also wish to thank my esteemed colleagues on the Board of Directors for their invaluable support in conducting board meetings and providing crucial guidance to the management throughout the year. Lastly, I sincerely appreciate all our employees for their dedication and professionalism in fulfilling their responsibilities during this highly challenging year.



Mohammad Rashedul Islam
Managing Director (CC)

Bay Leasing's Risk Management and Anti-Money Laundering & Combating Terrorist Financing Initiatives

Risk management is an area that is experiencing rapid growth and it entails various perspectives and factors that are involved, how they are conducted and their uses. As a consequence of global financial crisis, regulators and financial industry leaders agree on the need for a comprehensive risk management reform in the financial field. Even though solutions may differ, most agree that the lack of an appropriate risk management system was one of the key factors in causing the financial crisis.

Banks and financial institutions assume risks during the course of conducting business for the purpose of realizing returns on investments. It is obvious that these risks can potentially eliminate expected returns and entail losses for these institutions. Some are expected while others may be unexpected. Banks and Financial Institutions typically have reserves for expected losses but unpredictable events such as economic crisis or falling interest rates cause institutions to rely on their capital to alleviate related losses. This is where the need for effective risk management frameworks in banks and financial institutions are crucial for their survival. By utilizing efficient risk management systems, these institutions will become competent in optimizing their risk return trade off.

Because taking risk is an integral part of the business, it is not surprising that financial institutions have been practicing risk management from their nascent stage. The only real change is the degree of sophistication now required to reflect the more complex and fast paced environment.

The Asian financial crisis of 1997 illustrates that ignoring basic risk management can also contribute to economy-wide difficulties. The long period of remarkable economic growth and prosperity in Asia masked weaknesses in risk management at many financial institutions. Many Asian banks did not assess risk or conduct a cash flow analysis before extending a loan, but rather lent on the basis of their relationship with the borrower and the availability of collateral, despite the fact that collateral was often hard to seize in the event of default. The result was that loan portfolio expanded faster than the ability of the borrowers to repay. Additionally, because many banks did not have or did not abide by limits on concentrations of lending to individual firms or business sectors, loans to overextended borrowers worsened the situation and Bank/FI's who indulged in this practice weakened the most.

Although avoiding failure is a principal reason for managing risk, global financial institutions also have the broader objective of maximizing their risk - adjusted rate of return on capital, or RAROC. This means not just avoiding excessive risk exposures, but measuring and managing risks relative to returns and to capital. By focusing on risk - adjusted returns on capital, global institutions avoid putting too much emphasis on activities and investments that have high expected returns but equally high or higher risk. This has led to better management decisions and more efficient allocation of capital and other resources. Indeed, bank shareholders and creditors expect to receive an appropriate risk - adjusted rate of return, with the result that banks that do not focus on risk - adjusted returns will not be rewarded by the market.

A point too often overlooked, however, is that, by focusing on risk - adjusted returns, risk management also contributes to the strength and efficiency of the economy. It does so by providing a mechanism that is designed to allocate resources, initially financial resources but ultimately real resources to their most efficient use. Projects with the highest risk adjusted expected profitability is the most likely to be financed and to succeed. The result is more rapid economic growth. The ultimate gain from risk management is higher economic growth. Without sound risk management, no economy can grow to its potential. Stability and greater economic growth, in turn, lead to greater private saving, greater retention of that saving, greater capital imports and more real investment. Without it, not only do we lose these gains, but we also incur the considerable costs of bank disruptions and failures that follow from unexpected, undesired and unmanaged risk - taking.

Definition of Risk – Our simplified view

To simplify the concept and for better risk management, we define Risk as the combination of the probability of an event and its consequences. In simple term, risks can be seen as a combination of the chance that something may happen and the degree of damage or loss that may result if it does occur. Sticking with this simplified way of defining risk, Bay Leasing & Investment Limited try to grab all the potential areas of risks considering their probability of occurrence and try to fathom its depth of damage towards our company.

Risk Management Infrastructure of Bay Leasing

In Bay Leasing & Investment Limited, the issue of risk management is considered to be one of the major key matters of the company. To ensure utmost importance as well as to comply with the requirements of Bangladesh Bank, several committees comprising of subject matter experts, have been formed to have better risk management and monitoring system. Furthermore, the teams related to compliance as well as the Board Audit Committee keenly monitor the overall risk management. The diagram attached herewith represents the teams and departments that are dealing with risk management issues:

The approval process has been designed in such a way to minimize the credit risks associated to lending. The continuous review of operational processes also been maintained to eliminate potential operational risks.

However, apart from credit risk and operational risks there have been few more risk areas that have been emerged in recent decade. Among them the risk of Money Laundering (ML) and Terrorist Financing (TF) is considered to be one of the global issues. Considering the impact of such risk areas, ML/TF has been given a special attention from our management.

Special focus on combating Money Laundering and Terrorist Financing

The international community has made the fight against money laundering and the financing of terrorism a priority. Among the goals of this effort are: protecting the integrity and stability of the international financial system, cutting off the resources available to terrorists, and making it more difficult for those engaged in crime to profit from their criminal activities.

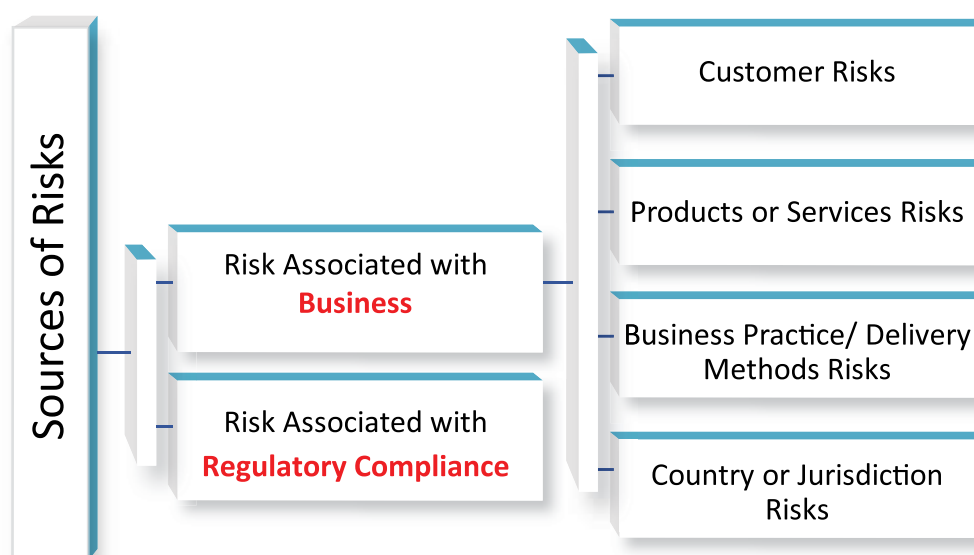
Recommendation 1 of Financial Action Task Force (FATF), the international standard setter on anti money laundering (AML) and combating terrorist financing (CFT) requires financial institutions and designated non-financial businesses and professions (DNFBPs) to identify, assess and take effective action to mitigate their money laundering and terrorist financing risks. This requirement is reflected in the Money Laundering Prevention Rules (MLPR) 2013. Rule 21 of MLPR 2013 contains that every Reporting Organization-Financial Institution (RO-FI) shall conduct periodic risk assessment and forward the same to the Bangladesh Financial Intelligence Unit (BFIU) for vetting. Rule 21 also contains that RO-FI shall utilize this risk assessment report after having vetted by BFIU.

Bangladesh Bank, as the Central Bank and the governing authority of Bay Leasing & Investment Limited, has provided guideline's with instructions and indications to identify, assess the risk of ML & TF in our businesses and to take effective measures to mitigate the identified risk and monitor and review the risk management procedures and controls of ML & TF risk.

In compliance to Bangladesh Bank's guidelines strictly, Bay Leasing has prepared its risk assessment report and meticulously follow it to minimize and/or prevent the risk of money laundering and terrorist financing with utmost importance.

Risks to be managed

There are two main sources of ML/TF risks that the financial institution should take into account and to take necessary measures to mitigate this. They are:



Risk associated with Business: is the ML & TF risk that arises or generated in doing day to day business of the financial institution. Therefore, the particular term “business” of the financial institution exposed to four major categories of risks i.e. 1) Customers; 2) Products or Services; 3) Business Practice/ Delivery Methods; & 4) Country or Jurisdiction. Hence, the financial institution should have a strong measure to identify and mitigate the ML & TF risks associated with these four broader categories.

Regulatory risk: is associated with not meeting all obligations of the financial institution under the ML Prevention Act, 2012, Anti-Terrorism Act, 2009 (including all amendments), the respective Rules issues under these two Acts and instructions issued by BFIU. Regulatory Risk includes failure to report STR/SAR, unable or inappropriately verification of customers and lacking of AML and CFT program (how a business identifies and manages the ML and TF risk it may face) etc.

Risk-Based Approach (RBA)

A Risk-Based Approach (RBA) to AML/CFT means that the financial institution is expected to identify, assess and understand the ML&TF risks to which it is exposed and take AML/CFT measures adequate to those risks in order to mitigate them effectively. The RBA is not a “zero failure” approach. It is unrealistic that the financial institution would operate in a completely ML&TF risk-free environment, rather it is meant that the financial institution should properly identify the ML & TF risks it faces, and then works out the best ways to reduce and manage those risks.

Risk Management Framework

Bay Leasing & Investment Limited has constructed and tailored the risk management framework for the purpose of developing risk-based systems and controls and mitigation strategies in a manner that is most appropriate to the business structure (including financial resources and staff), the products and/or the services they provide. Such risk-based systems and controls should be proportionate to the ML&TF risk(s) a Financial Institution reasonably faces. The following principles shall be followed at all levels of the financial institution for effective management of ML and TF risks:

- Risk management contributes to the demonstrable achievement of objectives and improvement of performance, governance and reputation.
- Risk management is not a stand-alone activity that is separate from the main activities and processes of the FI. Risk management is part of the responsibilities of management and an integral part of all organizational processes, including strategic planning.
- Risk management helps decision makers making informed choices, prioritize actions and distinguish among alternative courses of action.
- Risk management explicitly takes account of uncertainty, the nature of that uncertainty, and how it can be addressed.
- A systematic, timely and structured approach to risk management contributes to efficiency and to consistent, comparable and reliable results.
- Risk management is based on the best available information.

- Risk management is aligned with the FI's external and internal context and risk profile.
- Risk management is transparent and inclusive.
- Risk management is dynamic, iterative and responsive to change.

Following the above mentioned principles, we have developed and maintained logical, comprehensive and systematic methods to address each of the components of risks, identified our approach to ML&TF risk, planned to implement and maintain on regular basis.

Flow of Work

As per guidelines of Bangladesh Financial Intelligence Unit (BFIU) of Bangladesh Bank, we have tried to maintain the following work flow. This risk assessment mechanism is broadly dividend into the following four segments.



Risk Identification

Identify the main ML&TF risks:

- 1) Customers
- 2) Products & Services
- 3) Business practices/ delivery methods or channels
- 4) Country/ jurisdiction

Identify the main regulatory risks:

- 1) Failure to report STRs/SARs
- 2) Inappropriate customer verification
- 3) Inappropriate record keeping
- 4) Lack of AML/CFT program



Risk Assessment

Measure the size & importance of risks:

- 1) Likelihood - Chance of the risk happening
- 2) Impact - the amount of loss or damage if the risk happened
- 3) Likelihood X Impact = Level of Risk (Risk Score)



Risk Treatment

Manage the business risks:

- 1) Minimize and manage the risks
- 2) Apply strategies, policies and procedures

Manage the regulatory risks:

- 1) Put in place systems and controls
- 2) Carry out the risk plan and AML&CFT program



Risk Monitoring

Monitor and review the risk plan:

- 1) Develop and carry out monitoring process
- 2) Keep necessary records
- 3) Review risk plan and AML&CFT program
- 4) Do internal audit or assessment
- 5) Do AML&CFT compliance report

- ✓ We tried to identify all the potential risk areas under the five broader category sources of risks mentioned earlier. To do so, we have involved participants from all the departments/work areas within our company and utilized different approaches i.e. group discussion, brain storming etc. to ensure the inclusion of every possible risk scenarios (referring to worksheets for details).
- ✓ Based on the best possible subjective judgement we tried to select the appropriate likelihood and impact associated with the particular risk items. In Risk Register, we also identified the risk scores based on the guideline provided from BFIU.
- ✓ We identified the required set of actions/treatments and categorized them into three major Tiers and assigned them based on the risk scores. The risk appetite has also been identified as per the guideline.
- ✓ Risk monitoring process has been identified which is to be executed and exercised on regular basis.

Tools/ Scales Used

We have meticulously followed the ML&TF Risk Guidelines while calculating the risk scores of all the potential risk factors. We used the likelihood & impact scale to identify the risk score of the particular risk items and also tried to identify the risk appetite level as per the given scale.

Likelihood Scale

Frequency	Likelihood of an ML&TF risk
Very likely	Almost certain: it will probably occur several times a year
Likely	High probability it will happen once a year
Unlikely	Unlikely, but not impossible

Consequence	Impact of an ML & TF risk
Major	Huge consequences – major damage or effect. Serious terrorist act or large-scale money laundering.
Moderate	Moderate level of money laundering or terrorism financing impact.
Minor	Minor or negligible consequences or effects.

Impact Scale

Risk Matrix

LIKELIHOOD	Very Likely	Medium	High	Extreme
	Likely	Low	Medium	High
	Unlikely	Low	Low	Medium
	What is the chance it will happen?	Minor	Moderate	Major
		How serious is the risk?		IMPACT

Risk Appetite Scale

Extreme	Unacceptable Risk
High	
Medium	Acceptable Risk

Category Selection

To identify the potential risk areas we have keenly analyzed the entire business operation of our company. We have also studied the ML&TF Risk Guideline of BFIU. After thorough examination we have identified the following four risk group which would cover our entire operation and every possible situation exposed to ML&TF risk:



Customer:

This risk group includes all the individuals and business entities from our existing client base as well as from any potential new client base.

Products and Services

This risk group includes all our existing products and services as well as any upcoming new products.

Business Practice/ Delivery Methods or Channels

This risk group consists of our entire business practice and delivery methods or channels.

Country/ Jurisdiction

This risk group consists of our entire business practice and delivery methods or channels.

Regulatory Risk

This risk group includes all the potential risk areas related to regulatory issues.

Risk Register

The following is only the extract of the entire Risk Register of Bay Leasing covering all the above mentioned categories. The detail list of risk factor with the category of 1) Products and Services, 2) Business Practice/ Delivery Methods or Channels, 3) Country/ Jurisdiction, and 4) Regulatory Risk have not been included here.

RISK REGISTER							
Srl. No.	Risk Factor	Likelihood	Impact	Risk Score	Risk Appetite	Treatment/ Action	
1	A new customer	Likely	Major	High	Unacceptable Risk	Tier 3 Action Plan	
2	A new customer who wants to carry out a large transaction	Likely	Major	High	Unacceptable Risk		
3	A customer or a group of customers making lot of transactions to the same individual or group	Very likely	Major	Extreme	Unacceptable Risk		
4	A customer who has a business which involves large amounts of cash	Very likely	Moderate	High	Unacceptable Risk		
5	Customer opens account in the name of his/her family member who intends to credit large amount of deposits not consistent with the known sources of legitimate family income	Very likely	Major	Extreme	Unacceptable Risk		
6	A customer whose identification is difficult to check	Unlikely	Major	Medium	Acceptable Risk	Tier 2 Action Plan	
Customers conducting their business relationship or transactions in unusual circumstances, such as:							
7	A) Significant and unexplained geographic distance between the institution and the location of the customer	Unlikely	Major	Medium	Acceptable Risk		
	B) Frequent and unexplained movement of accounts to different institutions	Unlikely	Major	Medium	Acceptable Risk		
	C) Frequent and unexplained movement of funds between institutions in various geographic locations	Unlikely	Major	Medium	Acceptable Risk		
8	A non- resident customer	Likely	Moderate	Medium	Acceptable Risk		
9	A corporate customer whose ownership structure is unusual and excessively complex	Unlikely	Major	Medium	Acceptable Risk		
10	Customers that are politically exposed persons (PEPs) or influential persons (IPs) or head of international organizations and their family members and close associates	Likely	Moderate	Medium	Acceptable Risk		
11	Customers submits account documentation showing an unclear ownership structure	Unlikely	Major	Medium	Acceptable Risk		
12	A customer comes with premature encashment of fixed deposit	Likely	Moderate	Medium	Acceptable Risk		
13	Frequent Tendency of Early settlement of Loan/Lease	Unlikely	Major	Medium	Acceptable Risk		
14	Government employee having several large amounts of fixed deposit accounts	Unlikely	Major	Medium	Acceptable Risk		
15	A customer generally tries to convince for cash deposit but insists for financial instrument while withdrawing the deposit	Unlikely	Moderate	Low	Acceptable Risk	Tier 1 Action Plan	
16	A customer who brings in large amounts of used notes and/or small denominations	Unlikely	Moderate	Low	Acceptable Risk		

Risk Treatment

We have so far identified nineteen (19) treatment measures to eliminate/minimize the degree of the severity of the potential risk. To have the efficiency we have categorized these risk treatment measures into three Tiers. They are:

Tier 3	Extreme & High
Tier 2	Medium
Tier 1	Low

The list of the risk treatment measures along with the categorization is mentioned below. The mark “Y” indicates whether a particular treatment task is included in the particular Tier or not.

	List of Actions	Three Action Plans		
		Tier 1	Tier 2	Tier 3
1	Know Your Customer (KYC)	Y	Y	Y
2	Customer Due Diligence (CDD)	Y	Y	
3	Extended Due Diligence (EDD)			Y
4	Know Your Employee (KYE)		Y	Y
5	Suspicious Activity Report (SAR)		Y	Y
6	Suspicious Transaction Report (STR)			Y
7	Apply/upgrade strategies, policies and procedures	Y	Y	Y
8	Putting in place systems and controls	Y	Y	Y
9	Carrying out the risk plan and AML&CFT program	Y	Y	Y
10	Setting transaction limits for high-risk products			Y
11	Having a management approval process for higher-risk products			Y
12	Not accepting customers who wish to transact with a high-risk country		Y	Y
13	Not accepting customers who already are listed under FATF or FSRB list	Y	Y	Y
14	Process to place customers in different risk categories and apply different identification and verification methods.		Y	Y
15	Ensure proper verification process in case of the services through online, internet, phone, email etc.	Y	Y	Y
16	To continue monitoring business activities of the clients relevant to ML&TF risk(s).	Y	Y	Y
17	To regularly assess the timeliness and relevance of information generated, together with its adequacy, quality and accuracy.			Y
18	To maintain the record of the documents with expiry date and to update the documents.	Y	Y	Y
19	Continuous process of arranging training sessions for the staffs on various subject matters especially on ML&TF.		Y	Y

Monitoring and Review Process

To have an effective ML&TF risk management system, we have identified the following tasks as well as their frequency that are to be executed/exercised meticulously:

Activity/Task	Frequency
Develop an effective plan of monitoring process	Yearly
Carry out the monitoring process	On regular basis
Necessary records are to be kept	On regular basis
Reviewing risk plan and AML&CFT program	Quarterly
Internal audit and assessment	Quarterly
Submission of Self-assessment report to BFIU	Half yearly
AML&CFT compliance report	On regular basis
CDD, EDD, SAR, STR (where necessary)	On regular basis

The overall Risk Management Strategies should include the following components:

- Reviews at senior management level of the FI's progress towards implementing stated ML&TF risk management objectives.
- Clearly defined management responsibilities and accountabilities regarding ML & TF risk management.
- Adequate staff resources to undertake functions associated with ML & TF risk management.
- Specified staff reporting lines from ML & TF risk management system level to board or senior management level, with direct access to the board member(s) or senior manager(s) responsible for overseeing the system.
- Procedural controls relevant to particular designated services.
- Documentation of all ML & TF risk management policies.
- A system, whether technology based or manual, for monitoring the FI's compliance with relevant controls.
- Policies to resolve identified non-compliance.
- Appropriate training program(s) for staff to develop expertise in the identification of ML & TF risk(s) across the bank's designated services.

The monitoring and review is a continuous process and would be continued round the year. The lesson learned during the monitoring process would be accumulated as a suggestions and would be used as the amendments (if needed) to the existing Risk Management Plan of our company.



Board of Directors at the 28th AGM





Director's Report

Dear Shareholders

On behalf of the Board of Directors at Bay Leasing & Investment Limited, I am pleased to extend a warm welcome to the 29th Annual General Meeting of our esteemed Company. We are grateful for your patience to provide opportunity to present the Annual Report for the year 2024, featuring the audited financial statements and the auditor's report for the fiscal year ending December 31, 2024. These documents are now submitted for your esteemed consideration and approval, valued shareholders. The Board ratified these audited financial statements on June 28, 2025. This Annual Report adheres to the stipulations of the Companies Act 1994, the Financial Institutions Act 2023, and the guidelines established by the Securities and Exchange Commission, Bangladesh Bank, and other relevant regulatory authorities.

The year 2024 has been a profound period for the global economy marked by resilience, adaptation, and significant transformation in the face of ongoing challenges and emerging opportunities. As economies worldwide navigated the complexities of recovery from the COVID-19 pandemic, geopolitical tensions, technological advancements, and climate imperatives, the landscape of global finance and commerce underwent noteworthy shifts.

Global Economy

The year 2024 witnessed a continuation of global economic headwinds from 2023, with inflationary pressures, geopolitical uncertainty, and monetary tightening impacting markets. While the IMF revised global growth estimates to around 3.1%, growth remained uneven. Advanced economies experienced slowing consumption, while major emerging markets like India and Southeast Asia remained resilient.

The global economy in 2024 continued to navigate **persistent headwinds**, carrying over many of the challenges from 2023. While there were signs of gradual stabilization in certain regions, overall economic momentum remained fragile and uneven across countries and sectors.

Advanced Economies: Growth in advanced economies remained subdued, led by a sharp deceleration in **consumer spending** and **business investment**. The United States and the Eurozone experienced **slower-than-expected recoveries** amid high interest rates and weakening labor market confidence. Inflation began to ease but remained above central bank targets, prompting continued cautious policy stances.

Emerging Markets and Developing Economies (EMDEs): Performance was mixed but generally stronger than advanced economies. **India, Indonesia, Vietnam, and the Philippines** demonstrated resilience, supported by strong domestic demand, structural reforms, and expanding digital and manufacturing sectors. In contrast, several low-income and heavily indebted countries faced pressure from tightening global financial conditions and currency depreciation.

Key Global Economic Drivers

Inflation and Monetary Policy: While inflation showed signs of moderation globally, it remained **sticky** in many regions, especially due to elevated food and energy prices. **Central banks**, including the U.S. Federal Reserve, the European Central Bank (ECB), and the Bank of England, maintained **restrictive monetary policies**, although some began signaling a pause or gradual easing as inflation expectations improved.

Geopolitical Risks: The global economic outlook was weighed down by rising **geopolitical uncertainties**, including escalating conflicts, trade fragmentation, and rising protectionism. Supply chain disruptions and commodity market volatility—particularly in oil and grain—added further unpredictability.

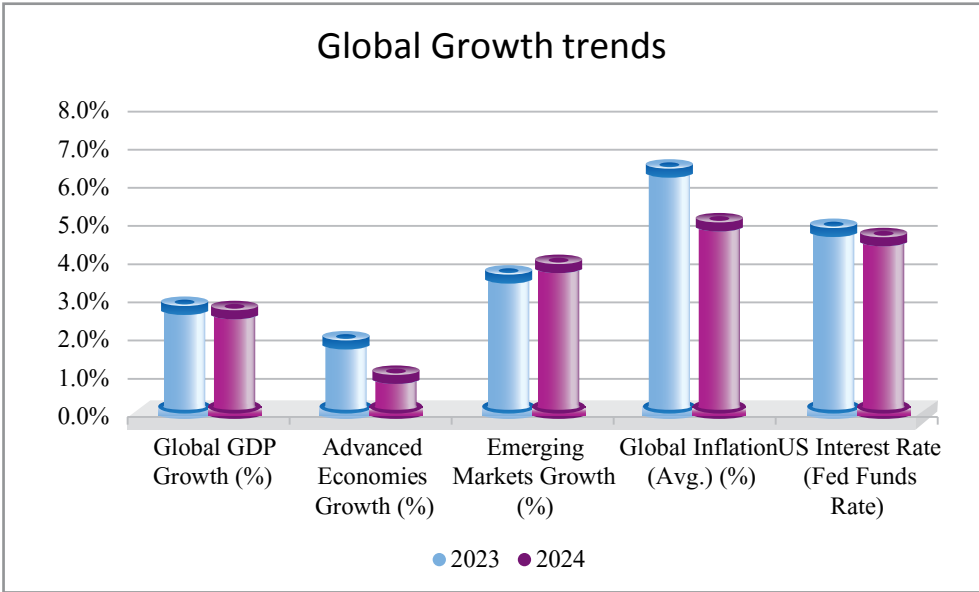
Financial Markets: Equity markets remained volatile, reacting sharply to interest rate signals and geopolitical news. Bond markets faced repricing risks as interest rates stayed high longer than initially anticipated. Capital flows to emerging markets were cautious, with investors focusing on fundamentals and sovereign risk exposure.

Energy and Climate Transitions: The energy market remained sensitive to geopolitical developments, though **green transition investments** increased globally. Many countries accelerated their climate finance commitments and infrastructure investments in renewables, creating opportunities for long-term structural growth.

Global Economic Summary Table (2024)

Indicator	2023	2024	Remarks
Global GDP Growth (%)	3.2%	3.1%	Slowed slightly due to monetary tightening and global risks
Advanced Economies Growth (%)	2.3%	1.4%	Dragged by weak consumption and investment
Emerging Markets Growth (%)	4.0%	4.3%	Driven by India, Vietnam, and other Asian EMDEs
Global Inflation (Avg.) (%)	6.8%	5.4%	Easing but still above targets in many regions
US Interest Rate (Fed Funds Rate)	5.25%	5.0%	Slightly moderated; cautious policy outlook
Oil Price (Brent, avg. per barrel)	\$83	\$78	Volatile due to geopolitical tensions
Capital Flows to EMs (USD trillion)	1.1	0.9	Cautious investor sentiment amid sovereign risk concerns
Green Investment (USD trillion)	1.7	2.1	Increase in climate transition-related infrastructure and finance projects

(Source: International Monetary Fund (IMF))



(Source: IMF World Economic Outlook, 2023–2024)

Bangladesh Economy

In 2024, Bangladesh’s economy experienced **moderate growth**, with GDP expanding by an estimated **5.9%**, slightly lower than the previous year. This deceleration was primarily driven by global economic headwinds, including sluggish external demand, a slowdown in remittance inflows, and persistently **high inflation**, which affected domestic consumption and investment sentiment. Despite these challenges, the economy displayed **notable resilience** in key sectors:

The Ready-Made Garment (RMG) industry remained the backbone of exports, supported by increased compliance, market diversification, and a gradual rebound in global orders.

The ICT sector continued its upward trajectory, driven by digital transformation initiatives, export of software services, and growing freelancing and outsourcing opportunities.

Agriculture showed stable performance, aided by favorable weather conditions and continued support through input subsidies and mechanization programs.

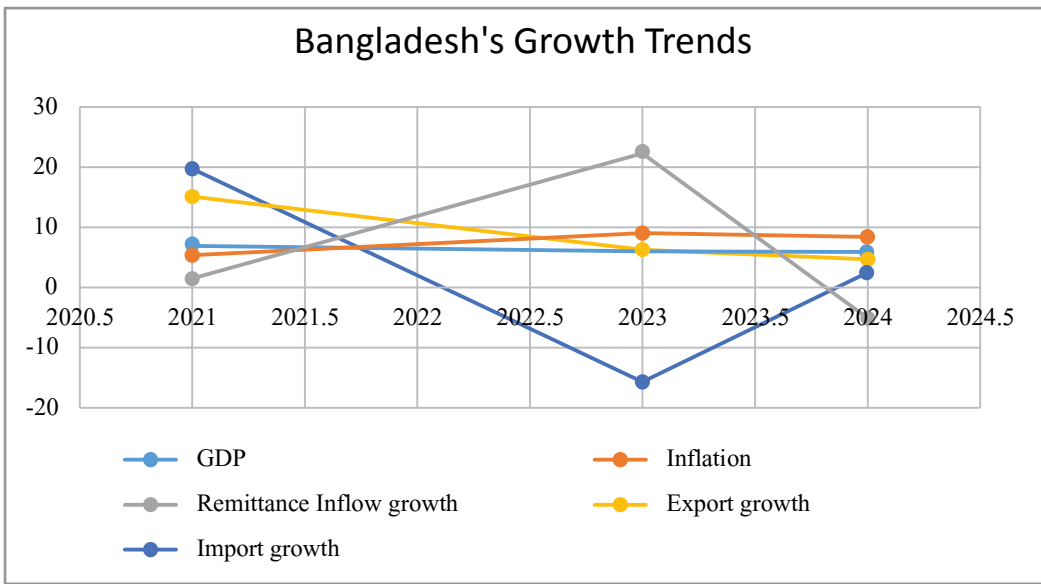
Government efforts to stabilize the macroeconomic environment—including monetary tightening, policy reforms, and infrastructure investments—helped cushion the economy. Projects under the **Bangladesh Delta Plan 2100, economic zones development, and transport connectivity improvements** contributed to medium-term growth prospects.

However, challenges remain, particularly in managing inflation, improving the ease of doing business, and ensuring fiscal discipline. The focus going forward will be on **strengthening revenue mobilization, enhancing export diversification, and boosting private sector confidence** to drive inclusive and sustainable growth.

Key Economic Indicators (2018-2024)

Selected economic indicators (%)	2018	2019	2020	2021	2022	2023	2024
GDP Growth	7.86	8.15	3.45	6.94	7.25	6.03	5.9
Inflation	5.78	5.48	5.65	5.40	7.70	9.02	8.4
Remittance Inflow growth	17.32	17.89	18.51	1.51	15.12	22.3	-5.1
Export growth	6.4	9.1	-16.93	15.10	34.38	6.28	4.7
Import growth	25.2	1.8	-8.57	19.73	35.93	-15.68	2.5

(Source: BB, Economic statistics)



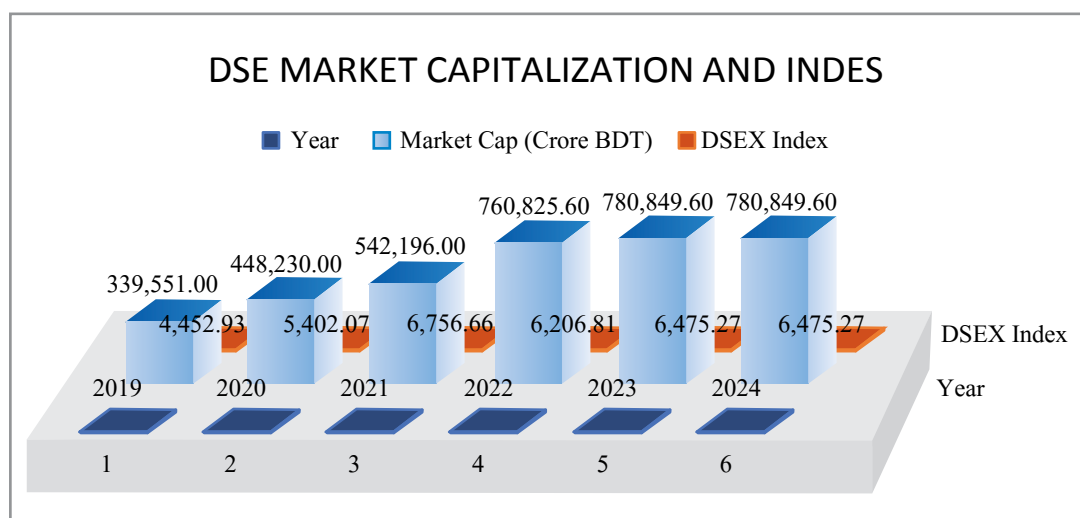
Capital Market

The capital market acts as a bridge of long-term financing for the industrial development of a country through investment in shares, debentures, bonds, mutual funds, treasury bills, certificates, etc. The turnover of the capital market contributes significantly to the country's economic activities. In Bangladesh, the capital market comprises two full-fledged stock exchanges — the **Dhaka Stock Exchange (DSE)** and the **Chittagong Stock Exchange (CSE)**, regulated by the **Bangladesh Securities and Exchange Commission (BSEC)**.

During the year **2024**, the capital market of Bangladesh experienced a mixed trajectory. While the number of listed securities increased marginally—reaching **656 enlisted issues** including mutual funds and debentures—market participation remained cautious amid global economic uncertainties and domestic adjustments. The total issued capital and debentures stood at **BDT 433,857.40 crore**, maintaining the previous year's level, and market capitalization remained steady at BDT 780,849.60 crore.

Notably, the total turnover value of traded securities on the Dhaka Stock Exchange (DSE) for the year **2024** was approximately **BDT 149,865 crore**, reflecting a moderate recovery from **2023's** lower activity levels. Investor confidence improved in the second half of the year, driven by a more stable macroeconomic environment and regulatory support. The DSE Broad Index (DSEX) also showed signs of resilience, closing the year at **6,475.27** points, indicating renewed optimism compared to earlier fluctuations during the year.

Annual Capital Market Developments (DSE)					
Calendar Year	Enlisted issues (Incl. Mutual Funds/Deb.)	(In Crore Taka)			
		Issued Capital & Debentures	Market Capitalization	Turnover during the year	General Index/DSE/ Broad Index
2019	587	129,481.00	339,551.00	67,030.00	4,452.93
2020	597	137,528.00	448,230.00	21,588.00	5,402.07
2021	617	146,597.00	542,196.00	353,978.62	6,756.66
2022	656	411,716.10	760,825.60	234,300.21	6,206.81
2023	654	433,857.40	780,849.60	140,352.08	6,475.27
2024	656	433,857.40	780,849.60	149,865.00	6,475.27



Source: DSE

Performance of the Banking and NBFI Sectors in 2024

In 2024, Bangladesh's financial sector—comprising both banks and non-bank financial institutions (NBFIs)—experienced a mixed trajectory. While the banking sector demonstrated signs of resilience and growth, the NBFI sector continued to grapple with regulatory and structural challenges.

Banking Sector

Profitability and Growth:

The banking sector maintained its growth momentum in 2024, with total deposits reaching **BDT 16.6 trillion**, reflecting a **9.2% increase** compared to 2023. This growth was underpinned by rising remittance inflows, enhanced digital savings products, and increased consumer confidence.

Credit expansion also remained strong, especially in the industrial, trade, and SME segments, with outstanding loans totaling **BDT 14.1 trillion**, marking a **10.2% year-on-year growth**. However, credit concentration in a few sectors continues to pose systemic risks.

Non-Performing Loans (NPLs):

The NPL ratio remained a persistent concern, standing at **33%** at the end of 2024. Although regulatory pressure led to improved classification and provisioning practices, recovery efforts remained hindered by legal delays and weak borrower discipline. Several initiatives were undertaken to strengthen asset quality, including the formation of special recovery cells and tighter loan monitoring.

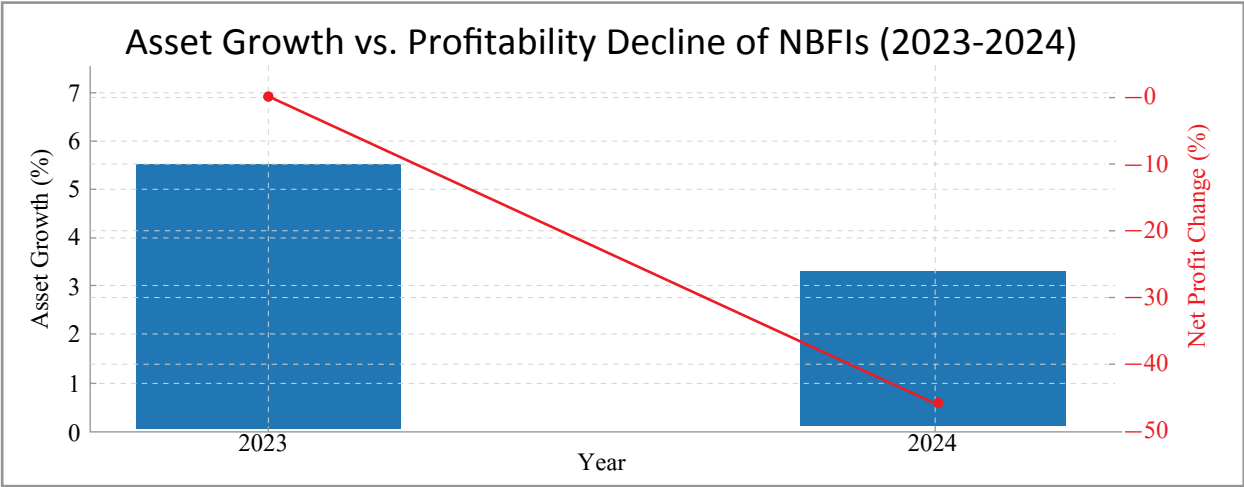
Digital Banking and Financial Inclusion:

Digital banking achieved remarkable growth, with **mobile financial services (MFS)** and **agent banking** continuing to penetrate rural and semi-urban areas. MFS transactions rose by over **28% year-on-year**, driven by increased adoption of QR payments, wallet-to-bank integrations, and government digital disbursements. The banking sector’s commitment to expanding financial inclusion was further supported by the rollout of interoperable digital transaction platforms and fintech partnerships.

Non-Banking Financial Institutions (NBFIs)

Asset Growth and Profitability:

The NBFI sector saw **modest asset growth** of **3.2% in 2024**, as institutions adopted a cautious lending strategy amid regulatory uncertainties. However, profitability remained under significant pressure. **Net profit after tax declined by 45.8% year-on-year** in 2024, impacted by shrinking interest margins and high provisioning expenses.



The graph above illustrates the trend in asset growth and net profitability for Non-Bank Financial Institutions (NBFIs) in Bangladesh between **2023 and 2024**. In 2024, asset growth slowed to **3.2%**, down from **5.6% in 2023**, reflecting a cautious lending approach amid regulatory challenges. Net profit after tax saw a sharp decline of **45.8%** due to reduced interest margins and elevated provisioning requirements.

Challenges:

Record low-interest rate spreads, deposit limitations imposed by the Finance Companies Act 2023, and a rising Non-Performing Loan (NPL) ratio contributed to the decline in profitability.

While the new regulations aim to address irregularities and corruption within NBFIs, they also pose substantial challenges for well-managed institutions.

In a rapidly evolving financial landscape, Bangladesh's non-banking financial institutions (NBFIs) are facing unprecedented challenges that could have far-reaching consequences for the sector. The recently enacted Finance Companies Act 2023 is poised to reshape the dynamics of this vital sector but stakeholders are voicing their apprehensions and calling for a reconsideration of its provisions.

Deposit limitations

The Finance Companies Act 2023 introduces stringent deposit limitations within Bangladesh's NBFIs. While the intent is to prevent excessive concentration of deposits and irregularities, this move poses a significant challenge to NBFIs.

These institutions have played a vital role, bridging the financial gap between traditional banks and the unbanked population. The Act restricts individuals from holding more than Tk50 lakh in a single name and caps joint deposits at Tk1 crore, with potential adjustments by Bangladesh Bank.

These measures have raised concerns among well-managed institutions, straining liquidity management and potentially causing a liquidity crunch. This threatens the growth and stability of the NBFIs.

Competing with banks in an unlevel playing field

The Act inadvertently puts NBFIs on an uneven playing field with traditional banks. By restricting deposit collection and curbing the ability to provide loans, NBFIs are in direct competition with commercial banks who are essentially engaging in the same type of business. This inherent contradiction threatens the very existence of NBFIs and may lead to a situation where the sector loses its relevance, ultimately harming the nation's financial ecosystem.

Challenges of slow recovery

The recovery rate for loans in recent years has been sluggish, with many borrowers showing reluctance to repay borrowed funds. Non-performing loans have seen a significant increase. In this context, if NBFIs are restricted from accumulating deposits, they may find themselves in a precarious position. NBFIs typically invest borrowed funds in long-term projects, some extending up to 20 years. Should these regulations be implemented, it could pose significant challenges for NBFIs in fulfilling their financial obligations to depositors.

Shareholding restrictions

The new law also enforces a cap on shareholding, stipulating that no individual or their family members can acquire more than 15% of the shares of a financial institution, either directly or indirectly. Any surplus shares exceeding this limit must be transferred within two years from the enactment of this act, with the excess shares being forfeited to the government. This measure aims to combat irregularities and corruption within the sector. However, doubts linger regarding its effectiveness in mitigating these issues.

Stricter policies on defaulters

The legislation introduces a definition of a “willful loan defaulter.” It addresses the issue of borrowers defaulting on their loans and introduces stringent consequences, including the possibility of criminal cases, travel bans, and restrictions on trade licenses imposed by Bangladesh Bank.

There is a need for stricter regulations for this group, including restrictions on foreign travel, blocking essential services where needed to show necessary documents like the National ID, passport, and TIN number. These measures aim to deter willful defaults and uphold financial discipline.

Loan without security restrictions

Under Clause 25, the law restricts finance companies from granting unsecured loans exceeding Tk.10lakh, a figure subject to adjustment by Bangladesh Bank. This regulation may deter potential borrowers with good reputations and strong cash flow histories, potentially causing NBFIs to lose out. Such restrictions risk shrinking the business activities of NBFIs, which could have broader economic implications.

Penalties and imprisonment

The law prescribes penalties for various violations, including fines for approving the waiver of interest or profit on loans without the approval of Bangladesh Bank. Moreover, the penalty for non-compliance with licensing conditions has been increased from Tk.10lakh to Tk.50lakh. While these measures aim to ensure regulatory compliance, some view the imposition of fines and imprisonment as an impediment to the growth and development of the NBFI sector.

Contradictions with BSEC

A notable concern lies in the potential contradictions between the new law and the regulations established by the Bangladesh Securities and Exchange Commission (BSEC) for publicly listed companies, particularly concerning shareholding and the number of directors. Such contradictions could lead to confusion and disrupt the smooth functioning of financial institutions.

Need for flexibility in regulations

The Act's stringent regulations related to deposit, collateral, unsecured loans, shareholding limits, penalties, imprisonment, and directorship terms may have a negative impact on the sector's ability to innovate and adapt. NBFIs require the flexibility to cater to the diverse financial needs of the economy, including supporting sectors like agriculture and micro, small, and medium enterprises (MSMEs).

Bay Leasing Overview

Loans & Advances

The total portfolio of the company stood at BDT 10123.10 million at the end of year 2024 with a negative growth rate of 4.62% against the previous year.

Sources of Funds

To achieve of our business growth and improvement of ratings the company had to increase core deposits. Consequently, the total deposit was BDT 5042.18 million at the end of year 2024 which is 0.90% less than previous year and total borrowing was BDT 4515.17 million at the end of year 2024 which was 11.88% less than the previous year.

Shareholders' Equity

The Authorized Capital of the company was BDT.3000.00 million and paid-up Capital was BDT.1,408.88 million as on December 31, 2024. The Capital and Reserve of the Company in 2024 stood at Tk. (2,858.91) million. The Capital and Reserve of the Company as on 31st December, 2024 are appended below:

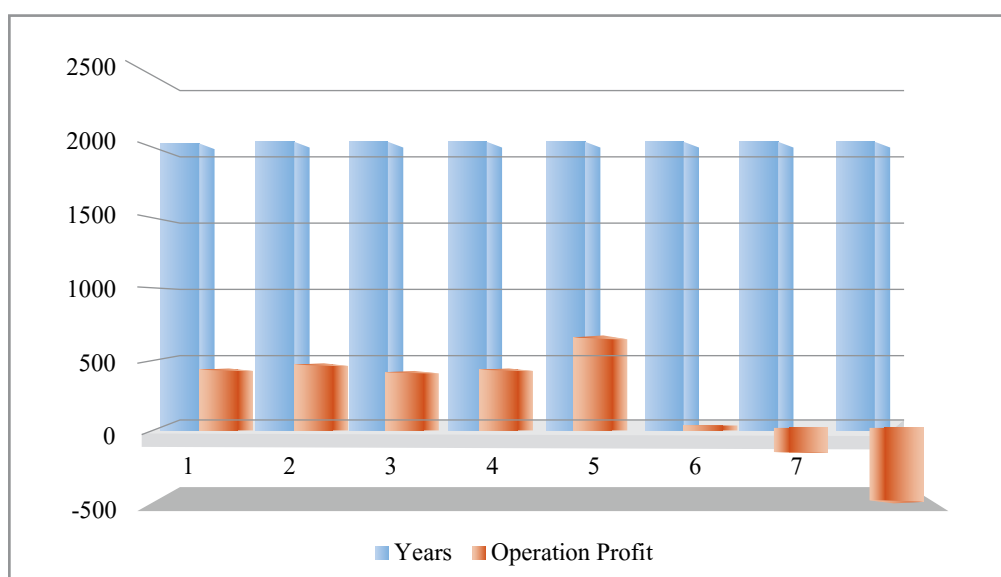
Particulars	BDT in Million	
	2024	2023
a) Core Capital:		
Paid-Up Capital	1,408.88	1,408.88
Statutory Reserve	623.95	623.95
Non-Repayable Share premium account	121.12	121.12
General Reserve	111.27	111.27
Retained Earnings	(5424.67)	(1735.11)
Total Core Capital	(3519.45)	530.12
b) Supplementary Capital:		
Assets Revolution Reserve	300.54	306.41
Total Supplementary Capital	300.54	306.41
Total	(2858.91)	836.53

Operating Revenue & profit

The year 2024 was a most challenging year for the Bangladesh economy and BLIL's financial and operational performances had impacts of this as well. In this adverse situation, we prudently utilized our resources and capacity to get the maximum benefits for our shareholders as well as to protect their interests from any uncertain business risks. But our mainstream business of Loans and Advances has improved which is a positive sign for our sustainable business in the long run. The following table depicts the components of operating profit.

BDT in Million

Years	Net interest Income	Income from Investment	Operation Profit
2017	159.18	238.95	398.13
2018	49.69	53.69	445.34
2019	58.02	283.77	387.49
2020	47.45	304.19	394.56
2021	123.96	421.06	644.45
2022	-79.10	0.30	5.67
2023	-237.37	48.43	-149.90
2024	-574.43	52.25	-488.24



Earnings Per share (EPS)

Our EPS was (31.16) and (5.88) for the year 2024 and 2023 respectively. EPS reflecting cumulative losses.

Provision for Tax

Provision for tax at the end of the year 2024 was BDT 19.55 million which was BDT 25.08 million in 2023.

Human Capital

BLIL recognizes that its employees are its most valuable asset. The company always tries to ensure a healthy workplace environment. It provides positive working conditions which can lead to employee satisfaction and enhanced productivity. BLIL values its employees' contributions and adopts different policies to reward them. The employee turnover ratio of BLIL is very low in comparison to the industry average. In the year 2024, employee turnover ratio for BLIL was less than 5%.

Training & Workshops

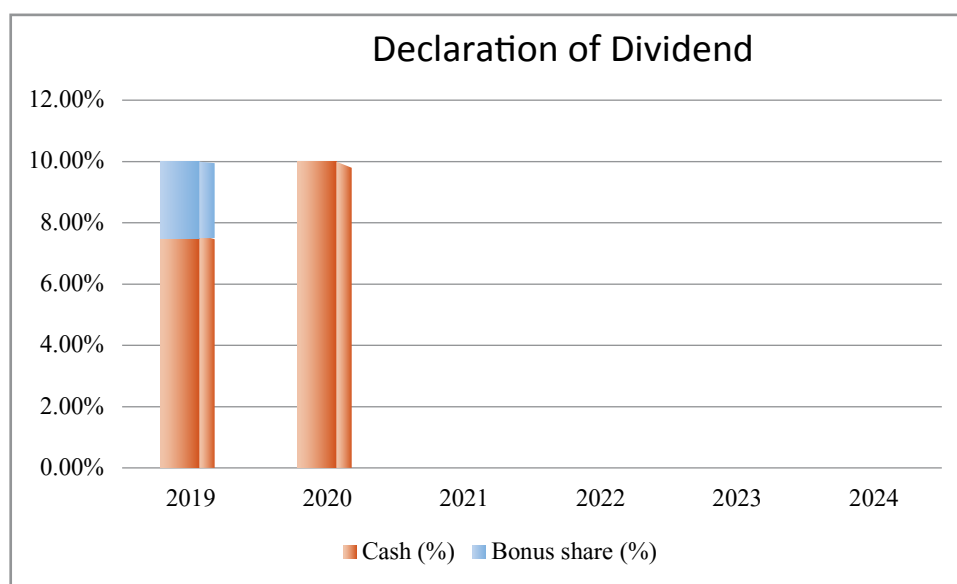
The changing nature of work and the workplace environment require a skilled, knowledgeable workforce with employees who are adaptive, flexible, dynamic, energetic, and focused on the future. We also emphasized on soft skill development to cope up with the uncertain business situation. Employees of Bay leasing & Investment Ltd. has participated both in-house and external training programs provided by BIBM, BBTA, IFC, SEDF etc. Employees are also highly encouraged to participate in various relevant workshops, seminars and fairs organized by chamber bodies and other professional institutes.

Employee welfare & facilities

BLIL offers its employees a highly competitive remuneration package. It provides its employees various facilities such as Home Loan, Car Loan, and Personal Loan to raise their standard of living. It also provides employee profit sharing scheme, provident fund and gratuity to its employees to create an efficient, healthy and loyal working force for the company. We also adopted a comprehensive insurance policy to protect the employees from any health accidental hazards.

Dividend declaration

Particulars	2019	2020	2021	2022	2023	2024
Bonus share (%)	2.50%	0.00%	0.00%	0.00%	0.00%	0.00%
Cash (%)	7.50%	10.00%	0.00%	0.00%	0.00%	0.00%



BLIL has shown negative EPS in 2024 due to maintaining of additional provision against lease, loans and advances of Tk.3,739.12 million. Net Operating Cash Flows Per Share has also reflected substantial downtrend due to encashment of Bank and Corporate deposits, withdrawal of treasury placements (call money).

Directors

A brief resume of the directors are appended in page no-14 which include his/her nature of expertise and qualifications. An analysis of the directors' experience and expertise and its impact on the corporate governance of the company is included in the corporate governance report.

Related entities with the Directors

The names of the company in which the directors hold their director ship of committees of the board are included in the note related party transactions of the financial statements page no. 121

Subsidiary and Associates

Bay Leasing's Subsidiary company of 'BLI Capital Limited', Head Office, Rupayan Trade Center, Level-10, 114 Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000 and associate company of BLI Securities Limited, Head Office, Rangs Panorama (4th floor), 80 Shatmosjid Road, Dhanmondi, Dhaka-1209

Shareholding Pattern :

The shareholding pattern is shown in page no. 69 of Annual Report, 2024

Income Segment

Segments	2024	2023	Growth
Net Interest Income from Long Term activities	378,652,479	369,706,002	2.42%
Net Interest Income from short term activities	70,788,550	72,169,497	-1.91%
Investment income	64,596,543	17,980,096	259.27%

Future Strategies

Bay Leasing aims to sustain quality growth through strengthened credit assessment processes and continuous portfolio monitoring. The company is focused on enhancing operational efficiency and expanding its technological capabilities to enable faster and more informed decision-making. Strategic priorities include cost optimization, efficient fund sourcing, and strengthening internal controls and risk management frameworks to ensure long-term stability. The company also remains committed to delivering superior customer service, particularly within the retail liability segment, while driving cost discipline across all operational areas.

Retirement and Re-election of Directors

In accordance with the provisions in the Articles of Association, of the company the Director representing one-third of the number of existing Directors will retire by rotation in the next Annual General Meeting.

As per section 128 of the articles of associations, of the company Prof. Suraiya Begum, chairman, will retire at the 29th Annual General Meeting of the company and as per the Finance act, 2023 the director shall not be eligible for re-elected.

External Auditors

M/s. Pinaki & Company, Chartered accountants have successfully completed their second year and their eligible reappointment for three consecutive years. The Board recommended the reappointment M/s. Pinaki & Company, Chartered accountants as the auditors of the company for the year 2025.

Anti-Money Laundering/Combating the financing of terrorism

Money laundering has been identified as a major threat to the financial services community. It is important that the management of Bay Leasing consider the prevention of money laundering as part of their core risk management strategies and not simply treat it as a stand-alone requirement that details in page no. 28

Status of the Compliance

Status of the compliance of conditions of corporate governance code imposed by Bangladesh Securities and Exchange Commissions Notification No. SEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 along with a certificate from a chartered accountant's firm has been enclosed page no.56



Prof. Suraiya Begum
Chairman

Disclosures under Pillar III- Market Discipline

For the year ended 31st December 2024

Overview

The Basel-II disclosures presented in these documents are related to BLIL for the year ended December 31, 2024. These disclosures have been made in accordance with Prudential Guidelines on Capital Adequacy and Market Discipline for Financial Institutions introduced by Department of Financial Institutions and Markets. The Basel-II framework consists of the following three pillars:

Pillar-I: Minimum Capital Requirement

Banks must hold minimum regulatory capital against Credit, Market and Operational Risk inherent with Banking Business.

Pillar-II: Supervisory Review Process (SRP)

SRP basically deals with other risks faced by a bank but not covered in pillar-I. The key principle of SRP is that banks have a process for assessing overall capital adequacy in relation to their risk profile and a strategy for maintaining their capital at an adequate level. The assessment of adequate capital would be the outcome of the dialogue to be held between the bank's SRP and Bangladesh Bank's SREP team.

Pillar-III: Market Discipline

The purpose of Market Discipline in the Revised Capital Adequacy Framework is to complement the minimum capital requirement and the supervisory review process. The aim of introducing Market Discipline in the revised capital framework is to establish more transparent and more disciplined financial market so that stakeholders can assess the position of a bank regarding holding of assets and to identify the risks relating to the assets and capital adequacy to meet probable loss of assets.

BASEL-II Principle



1) Scope of Application

Qualitative Disclosures:

The name of the corporate entity in the group to which the guidelines apply.

- **Bay Leasing & Investment Limited**

The financial statements have been prepared in accordance with the Bangladesh Accounting Standard (BAS).

Any restrictions or other major impediments to the transfer of funds or regulatory capital within the group.

- Not applicable

2) Capital Structure

Qualitative Disclosure

The assets, liabilities, revenue and expenses of all profit centre divisions are related in BLIL's audited financial statement as of year ended December 31, 2024.

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:

- General provision up to a limit of 1.25% of Risk Weighted Asset (RWA) for Credit Risk;
- Revaluation reserves;
- 50% Revaluation reserve for fixed assets;
- 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:

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

Formation of Basel Implementation Unit (BIU)

The Basel Implementation Unit (BIU) of Bay Leasing & Investment Limited has been formed as per Basel – II Guideline of Bangladesh Bank. The Basel Implementation Unit (BIU) at Head Office will be headed by Managing Director. He will examine the report received from the Basel Implementation Desk (BID) of the Risk Management Department who manages the Basel activities.

The Basel Implementation Unit (BIU) consisting of three members has been formed at Head office headed by Managing Director. The members of the unit are:

Sl.	Name	Designation	Designation (CCU)
01.	Mohammad Rashedul Islam	Managing Director (CC)	Head of BIU
02.	Mr. Samir Saha	Sr. Asst. Vice President	Member
03.	Md. Enayet Kabir	Sr. Asst. Vice President	Member
04.	Md. Jashim Uddin Rajib	Executive Officer	Member

Quantitative Disclosure

Particulars	Amount in Crore
Paid up capital	140.89
Statutory reserve	62.39
Non-repayable share premium account	12.11
General reserve	11.13
Retained earnings	(611.59)
Minority interest in subsidiaries	-
Non-cumulative irredeemable preference shares	-
Dividend equalization account	-
Total Tier-1 (Core Capital)	(385.08)
Deductions from Tier-1 Capital	-
Tier-2 (Supplementary Capital)	
General Provision (Unclassified loans up to specified limit+SMA+off Balance Sheet exposure)	10.65
Asset Revaluation Reserves up to 50%	15.03
Tier-2 Capital	25.68
Total Eligible Capital (1+2)	(359.41)

Risk Weighted Assets (RWA)

Particulars	2024
A. Credit Risk:	1116.76
On-Balance sheet	1113.76
Off-Balance sheet	3.00
B. Market Risk	94.36
C. Operational Risk	(31.30)
Total Risk Weighted Assets	1176.82

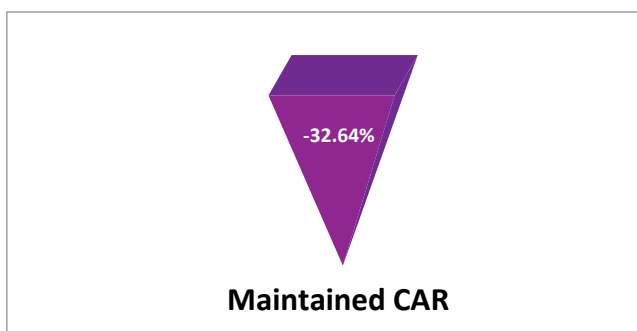
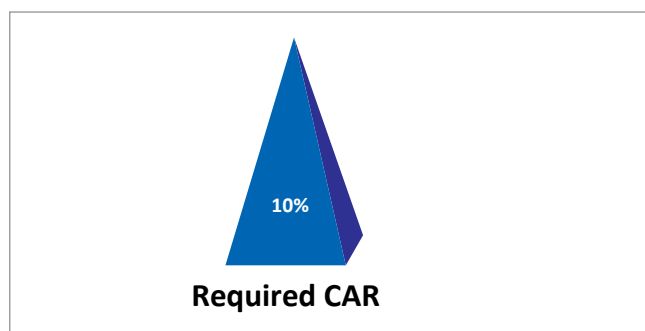
3) Capital Adequacy

Qualitative Disclosure

Bay Leasing & Investment Limited with its focused strategy on risk management has always been consistent in maintaining a capital adequacy ratio above the regulatory requirements. BLIL has been successfully managing the incremental growth of the Risk Weighted Assets by ensuring diversification of the portfolio in SME, Retail and Corporate segments. However, RWA is also managed by taking collateral against its loans. BLIL strives to extend our relationship with corporate clients having good credit ratings. While computing the capital adequacy, BLIL has applied the Standardized Approach for Credit Risk and Market Risk and Basic Indicator Approach for Operational Risk.

Quantitative Disclosure

Particulars	Amount in Crore	
A. Eligible Capital:	2024	2023
1.Tier-1 Capital	(385.08)	54.07
2.Tier-2 Capital	25.68	27.65
3.Total Eligible Capital (1+2)	1179.82	81.72
B. Total Risk Weighted Assets (RWA)	1350.95	1350.95
C. Capital Adequacy Ratio (CAR) (A3/B)*100	-32.64%	6.05%
D. Core Capital to RWA (A1/B)*100	-30.46%	4.00%
E. Supplementary Capital to RWA (A2/B)*100	2.18%	2.05%
F. Minimum Capital Requirement (MCR) 10% of RWA	117.98	135.09



CAR as on December 31, 2024

4) Credit Risk

Qualitative Disclosure

Credit Risk: Credit risk is the risk of financial losses resulting from the failure by a client or counterparty to meet its contractual obligations to the Company. Credit risk arises from the Company's dealings with or lending to corporations, individuals, and other banks or financial institutions.

Corporate Credit Policy: BLIL is managing its Credit Risk through a Board-directed and approved Corporate Credit Policy in line with the Bangladesh Bank Core Risk Management Guidelines, which outline robust processes and procedures to ensure the quality of its asset portfolio. The Credit Policy also contains the general principles to govern the implementation of detailed lending procedures and risk grading systems of borrowers. And, as such, it specifically addresses the areas of (a) Loan Originating; (b) Credit Approval; (c) Credit Administration; (d) Risk Management; and (e) Monitoring, Collection and Recovery activities.

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

Credit Approval Process: To ensure both speedy service and mitigation of credit risk, the approval process is maintained through a multilayer system. Depending on the size of the loan, a multilayer approval system is designed. As smaller loans are very frequent and comparatively less risky, a 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.

Quantitative Disclosure

Industry-wise distribution of exposures, broken down by types of credit exposure

		Amount in Crore	
Sector	2024	2023	
Agricultural Sector	13.95	13.92	
Textile	59.94	65.13	
Garments	8312	86.19	
Jute and jute products	0.13	0.12	
Food production/processing industry	19.30	20.36	
Plastic industry	9.44	9.53	
Leather & leather products	0.43	0.43	
Ship Manufacturing Industry	3.46	3.23	
Chemical & Pharmaceutical	0.24	0.25	
Cement/Concrete and allied industry	50.69	50.73	
Service Industry	34.37	48.97	
Paper, printing and packaging industry	21.44	22.26	
Wood, Furniture & Fixtures	7.54	8.16	
Glass and ceramic industry	-	-	
Electronics and electrical industry	14.03	15.60	
Iron, Steel & Engineering	7.99	8.25	
Trade and commerce	86.92	86.55	
Power, Gas, water and sanitary service	2.68	2.57	
Transport & Communication	-	-	
Real Estate & Housing	238.60	250.45	
Merchant Banking	102.34	99.71	
Consumer Finance	6.97	8.72	
Others	68.19	64.14	
Total	831.79	865.27	

Geographical distribution of exposures, broken down by major types of credit exposure

Area	Amount in crore
Dhaka Division	829.98
Chittagong Division	-
Khulna Division	-
Rajshahi Division	1.22
Rangpur Division	-
Barishal Division	-
Sylhet division	-
Mymanshing	0.58
Total	831.79

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

Particulars	Amount in crore
On demand	-
Up to 1 month	29.27
Over 1 month but not more than 3 months	87.12
Over 3 months but not more than 1 year	281.23
Over 1 year but not more than 5 years	421.52
Over 5 years	12.65
Total	831.79

5) Equities: Banking Book Positions

Qualitative Disclosure

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 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.

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 condition of regulatory authority.

Quantitative Disclosure

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.

Particular	Market Value
Ordinary Shares	47.18

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

Specific Risk- Market value of investment in equities is BDT 47.18 crore. Capital Requirement is 10% of the said value which stand to BDT 4.72 crore

General Risk- Market value of investment in equities is BDT 47.18 crore. Capital Requirement is 10% of the said value which stand to BDT 4.72 crore.

6) Market Risk

Qualitative Disclosure

Market Risk: Market risk is defined as the risk of losses arising from movements in market prices reported in and Off- off-balance sheet positions. BLIL is exposed to Market Risk mostly stemming from the risks pertaining to interest rate related instruments and equities in the trading book.

Methods Used to Measure Market Risk: We use a Standardized (Rule Based) Approach to measure the market risk as per the guidelines of Bangladesh Bank where, for Interest Rate Risk and Equity Risk both General and Specific risk factors are applied for calculating required capital charges against Market Risk.

Market Risk Management System:

Asset Liability Management: Changes in market liquidity and or interest rate exposes company's business to the risk of loss, which may in extreme cases, threaten the survival of the institution. Bangladesh Bank to control and limit these risks and proper resources are available for the evaluation and control of these risks. The Asset Liability Committee (ALCO) of the company monitors Balance Sheet and liquidity risk of the company. This Committee also reviews country's overall economic position, company's liquidity position, ALM ratios, Interest Rate Risk, Capital Adequacy, Deposit Advance Growth, Cost of Deposit, Market Interest Rate, Loan Loss Provision adequacy, deposit and lending pricing strategy.

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

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

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

Quantitative Disclosure

Particulars	Amount in crore
Interest rate risk	-
Equity positions risk	94.36
Foreign exchange positions and commodity risk (if any)	-

7) Interest rate in the banking book

Qualitative Disclosure

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

Interest rate risk in the banking book arises from mismatches between the future yield of an assets and their funding cost. Assets Liability Committee (ALCO) monitors the interest rate movement on a regular basis. BLIL measure the Interest Rate Risk by calculation Duration Gap i.e. a positive Duration Gap affect company's profitability adversely with the increment of interest rate and a negative Duration Gap increase the company's profitability with the reduction of interest rate.

8) Operational Risk

Qualitative Disclosure

Operational Risk: Operational risk is defined as the risk of losses resulting from inadequate or failed internal processes, people and systems or from external events. This definition includes legal risk, but excludes strategic or reputation risk. The Board of Directors (BOD) of BLIL and its Management firmly believe that efficient management of operational risks always contribute to personnel. We have developed user-friendly Operations Manual, enclosed with functional processes for all employees who are the end users of these processes.

This is a critical initiative for the company because having a mapped out process enables users to operate more efficiently, enhances knowledge amongst staff and fills in the holes in operations. We ensure that all the policies and processes address clear responsibilities and accountabilities of the cross functional departments including the employees.

Performance gap of executives and staffs: BLIL'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 BLIL family. We aim to foster a sense of pride in working for BLIL and to be the employer of choice.

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

Potential external events: No potential external event exists to raise operational risk of BLIL at the time of reporting.

Policies and procedures for mitigating operational risk: BLIL has also established an Internal Control and Compliance 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 Charges for Operational Risk: We follow the Basic Indicator Approach (BIA) for calculating the capital charges for Operational Risk as per the guidelines of Bangladesh Bank. As per BIA, the capital charge for Operations Risk is a fixed percentage denoted by α (alpha) of average positive gross annual income of the bank over the past three years.

Quantitative Disclosure

Particulars	Amount in crore
Capital requirement for operational risk	(31.30)

Report of the Audit Committee

Role of the Audit Committee

The Board Audit Committee of Bay Leasing & Investment Ltd. is a sub-committee under the Board of Directors. The Audit Committee acts as the core administrator of the company for protecting and safeguarding stakeholders' interests. The role and terms of reference of the Audit Committee are to assist the Board in fulfilling its oversight responsibilities regarding the integrity of BLIL's financial statements, risk management and internal control, internal and external audit functions, compliance with laws and regulations and the external auditors' performance and independence.

Composition and members of the Audit Committee

The present members of the committee are as follows:

Name	Status in the Committee	Status in the Board
Mr. Shahid Hossain	Chairman	Independent Director
Fatema Zahir Majumder	Member	Director
Mr. Abul Quasem	Member	Independent Director

As per regulatory guidelines, the Company Secretary of BLIL Sharmin Akhter is the secretary of the Audit Committee.

Meetings of the Audit Committee

Four meetings were held in the year 2024. The Managing Director and other Division Heads of BLIL attended the meetings on invitation.

Terms of Reference of the Audit Committee

- Mr. Shahid Hossain, in his capacity as the Independent Director, shall be the Chairman of the Audit Committee.
- The tenure of office of the Audit Committee shall be 3 (three) years.
- The Company Secretary shall act as Secretary to the Audit Committee.
- The terms of reference of the Audit Committee shall be as specified in the DFIM Circular and BSEC's Notification.

Scope of work

The Committee is authorized to monitor and review the effectiveness of the Company's internal audit and compliance function in the context of the Company's overall risk management system. The Committee

- Review and satisfy itself that the Internal Audit & Compliance department has the competency and qualifications to maintain its mandates;
- Review the status report from the Internal Audit & Compliance department and ensure that appropriate actions have been taken to implement its recommendations;
- Recommend any broader review deemed necessary as a consequence of any issues that may have been identified.
- Request and review any special audit when deemed necessary;

Internal Audit and Compliance

The Audit Committee reviews the Internal Audit & Compliance. The Committee reviews the following activities:

- Received reports from the internal auditors
- Review the efficiency and effectiveness of the internal audit function
- Review the annual internal audit plan and approve the same
- Review the appropriate system and controls in place for the effectiveness of the internal audit function
- Review the findings and recommendations made by the internal audit
- Reviewed the actions taken by the Management for the implementation of audit committee observations on issues deliberated in the audit committee reports;
- Reviewed the actions taken by the Management for the implementation of audit committee observations on issues deliberated in the audit committee reports;

Other Reviews

- Review the management's discussion and analysis before disclosing in the Annual Report
- Review the statement of significant related party transactions submitted by the management

External Audit

Pinaki & Co, Chartered Accountants acted as external auditors to the company for the year. The external auditors are not engaged by the company on any non-audit work.

Reporting of the Audit Committee

The Audit Committee placed its regularly reports to the Board of the Company for review and monitoring the activities with recommendations on the internal control system, compliance with rules and regulations of the regulatory bodies.

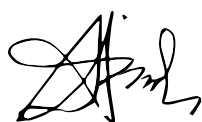
Independence of External Auditors and Appointment of Statutory Auditors

As a policy, the committee prohibits the external auditors from performing any work that they may subsequently need to audit or which might otherwise create a conflict of interest. The committee also monitors the balance between audit and non-audit related functions to ensure that the auditors' independence is maintained. The Chief Financial Officer is permitted to engage the external auditors on matters that do not create such conflicts.

The committee considered the independence, expertise and objectivity of external auditors and also reviewed their effectiveness as external auditors before submitting its recommendation to the Board that their reappointment could be proposed to the shareholders.

Acknowledgement

The members of the Audit Committee expressed their thanks to the Board of Directors and the Management for their cooperation while performing their duties and responsibilities.



Shahid Hossain
Chairman, Audit Committee

Status of Compliance on Corporate Governance

Under condition No. 1(5)(xxvii) of CGC

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

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1.0	Board of Directors			
1.1	Board Size (minimum - 5 and maximum - 20)		✓	The board consists of four members, including two independent directors.
1.2	Independent Directors			
1.2 (a).1	At least 2 (two) or 1/5th of total as Independent Director (ID)			
1.2 (a).2	Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company		✓	As per Ref: BSEC/ICAD/CGD/2023/106/ Part-I/373, the deadline for appointing a female independent director in listed companies has been extended to 31 December 2025.
1.2 (b)	“Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director-“			
1.2 (b) (i)	Does not hold any share of less than 1% shares in the Company	✓		
1.2 (b) (ii)	Not a Sponsor of the Company	✓		
1.2 (b) (iii)	Who has not been an executive of the company	✓		
1.2 (b) (iv)	Does not have other relationship	✓		
1.2 (b) (v)	Not a Member or TREC, Director or Officer of any Stock Exchange	✓		
1.2 (b) (vi)	Not a Shareholder/Director/Officer of any Member/TREC holder of Stock Exch.	✓		
1.2 (b) (vii)	Not a partner or an Executive or was not a partner or an Executive during the preceding 3 (Three) years of the concerned Company's statutory audit firm.	✓		
1.2 (b)(viii)	Not an Independent Director in more than 5 (five) listed Companies.	✓		
1.2 (b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non- payment of any loan or advance or obligation to a bank or a financial institution; and	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1.2 (b)(x)	Not convicted for a Criminal Offence	✓		
1.2 (c)	Appointed by the Board and approved by the shareholders in AGM	✓		
1.2 (d)	Post cannot remain vacant more than 90 days.	✓		No vacancy Occurred
1.2 (e)	Tenure of the Independent Director shall be for a period of 3 (three) years which may be extended for 1 (one) tenure only.			N/A
1.3	Qualification of Independent Director			
1.3(a)	Independent Director shall be a knowledgeable individual.	✓		
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 registered business association; or"			N/A
1.3(b)(ii)	Should be a Corporate Leader	✓		
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or"	✓		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law.			N/A
1(3)(b)(v)	Professional Chartered Accountant/ Secretary or equivalent qualification.			N/A
1 (3) (c)	The independent director shall have at least 10 (ten) years of experiences.	✓		
1 (3) (d)	Relaxation in special cases.			N/A
1.4	Quality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1(4)(a)	The posts of Chairperson of the board and CEO are different individuals.	✓		
1(4)(b)	MD and/or CEO of a listed Company shall not hold the same position in another listed Company.	✓		
1(4)(c)	The Chairperson shall be elected from among the non-executive directors.	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or CEO.	✓		
1(4)(e)	In absence of Chairperson of the Board etc.			N/A
1.5	The Directors' Report to Shareholders			
1(5)(i)	Industry outlook and possible future developments in the industry.	✓		
1(5)(ii)	Segment-wise or product-wise performance	✓		
1(5)(iii)	Risks and concerns including internal and external risk factor.			N/A
1(5)(iv)	Discussion on Cost of Goods sold, Gross profit Margin and Net Profit Margin.	✓		
1(5)(v)	Discussion on continuity of any extraordinary activities and implications.			N/A
1(5)(vi)	Detailed discussion and statement on related party transactions.	✓		
1(5)(vii)	Utilization of proceeds from public/rights issues and/or through any others.			N/A
1(5)(viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing, etc.			N/A
1(5)(ix)	Explanation by the Management if significant variance occurs between Quarterly Financial Performance and Annual Financial Statements.			N/A

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(5)(x)	Remuneration to Directors including Independent Director.	✓		
1(5)(xi)	Statement that financial statements prepared by the management of the issuer present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	✓		
1(5)(xii)	Proper books of account of the issuer company have been maintained.	✓		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation to the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓		
1(5)(xiv)	International Accounting Statement (IAS) or International Financial Reporting standard (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any Departure there-from has been adequately disclosed.	✓		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	✓		
1(5)(xvii)	There are no significant 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)	Significant deviations from the last year's operation results of the issuer company shall be highlighted and the reasons there of should be explained.	✓		
1(5)(xix)	Key operating and financial data of at least preceding 5 (Five) years shall be summarized.	✓		
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the Year, the reasons there of shall be given.	✓		
1(5)(xxi)	Board's statement to the effect that no bonus shares or stock dividend paid as interim dividend.			N/A
1(5)(xxii)	The number of Board meetings held during the year and attendance by each Director shall be disclosed.	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate (name wise details).	✓		
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details).	✓		
1(5)(xxiii)(b)	Directors, CEO, Company Secretary, and CFO, HIAC and their spouses and minor children (name wise details).	✓		
1(5)(xxiii)(c)	Executives	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	✓		
1(5)(xxiv)(a)	A brief resume of the director in case of appointment or reappointment.	✓		
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas.	✓		
1(5)(xxiv)(c)	Names of the companies in which the person also holds the directorship and the memberships of committees of the board.	✓		
1(5)(xxv)	Management discussion and analysis signed by CEO/MD presenting detail analysis of the company's position and			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements.	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1(5)(xxv)(b)	Changes in accounting policies and estimation as well as cash flows on absolute figure for such changes.			N/A
1(5)(xxv)(c)	Comparative analysis and financial position as well as cash flow for current financial year with immediate preceding five years explaining reasons.	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and globe.	✓		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements.	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation 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 ;	✓		
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.	✓		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.			N/A
1(6)	Meeting of the Board of Directors			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS)	✓		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee(NRC)			N/A
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior.			N/A
2	Governance of Board of Directors of Subsidiary Company			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary.	✓		
2(b)	Independent Director of holding company also in the subsidiary company.	✓		
2(c)	Minutes of subsidiary to be placed in the meeting of holding company.	✓		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company.	✓		
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, Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary			
3.1	Appointment			
3(1)(a)	Board shall appoint a MD or CEO, Company Secretary, CFO, and HIAC.	✓		
3(1)(b)	The positions of the MD, CEO, CS, CFO & 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:	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
	Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;"			N/A
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	✓		
3(1)(e)	MD or CEO, CS, CFO, and HIAC shall not be removed from their position without approval of the Board and be disseminated to the commission and exchange.	✓		
3.2	Requirement to attend Board of Directors' Meetings			
3 (2)	MD or CEO, CS, CFO and HIAC shall attend the meetings of the Board.	✓		
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)(i)	The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	✓		
3(3)(a)(ii)	The statements together present a true and fair view of the company's affairs and are in compliance.	✓		
3(3)(b)	The MD or CEO and CFO to certify on due diligence in the Report.	✓		
3(3) (c)	The certification of the MD/CEO and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee			
4 (i)	Audit Committee	✓		
4 (ii)	Nomination and Remuneration Committee			Complied as per the prudential guidelines given by Bangladesh Bank.
5	Audit Committee			
5.1	Responsibility to the Board of Directors			
5(1) (a)	Company shall have an Audit Committee as a sub-committee of the Board.	✓		
5(1) (b)	Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company.	✓		
5(1) (c)	Audit Committee shall report on its activities to the Board of Directors.	✓		
5.2	Constitution of the Audit committee			
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members.	✓		
5(2) (b)	Board shall appoint members of the Audit Committee who shall be non-executive 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.	✓		
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 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;"			N/A

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit Committee	✓		
5(2)(f)	Quorum of Audit Committee meeting, at least One independent director.	✓		
5.3	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select Chairperson of the Audit Committee who will be ID.	✓		
5(3)(b)	Absence of the Chairperson of the Audit Committee members to elect one.	✓		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the AGM.	✓		
5.4	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least 4 meetings in a financial year.	✓		
5(4)(b)	Quorum of Audit Committee, presence of 2 or 2/3 members whichever is higher.	✓		
5.5	Role of the Audit Committee			
5(5)(a)	Oversee the financial reporting process.	✓		
5(5)(b)	Monitor choice of accounting policies and principles.	✓		
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately resourced.	✓		
5(5)(d)	Performance of external auditors.	✓		
5(5)(e)	Hold meeting with the auditors, review the annual financial statements before submission to the Board for approval or adoption.	✓		
5(5)(f)	Review with the management, the annual financial statements before submission to the Board for approval.	✓		
5(5)(g)	Review with the management, the Quarterly and half yearly financial statements before submission to the Board for approval.	✓		
5(5)(h)	The review adequacy of internal audit function.	✓		
5(5)(i)	Review the management's discussion and analysis before disclosing in the Annual Report.	✓		
5(5)(j)	Review statement of all related party transactions submitted by the Mgt.	✓		
5(5)(k)	Review management letters or letter of Internal Control weakness issued by statutory auditors.	✓		
5(5)(l)	Oversee determination of audit fees based on scope and magnitude.	✓		
5(5)(m)	Oversee whether IPO proceeds utilized as per the published Prospectus.			N/A
5.6	Reporting of the Audit Committee			
5.6 (a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)(a)	Report on conflicts of interests.			N/A
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process.			N/A
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, relies and regulation.			N/A
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.			N/A

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
5.6 (b)	Reporting to the Authorities			
	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 5 (7) the date of first reporting to the Board, whichever is earlier.			N/A
5.7	Reporting to the Shareholders and General Investors			
5(7)	Reporting to the Shareholders and General Investors	✓		
6	Nomination and Remuneration Committee (NRC)			Complied as per the prudential guidelines given by Bangladesh Bank.
6.1	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a NRC as a sub-committee of the Board.			N/A
6(1)(b)	NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications			N/A
6(1)(c)	The Terms of Reference of the NRC shall be clearly set forth in writing.			N/A
6.2	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an ID.			N/A
6(2)(b)	At list 02 (two) members of the Committee shall be non-executive directors.			N/A
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.			N/A
6(2)(d)	Board have authority to remove and appoint any member of the committee.			N/A
6(2)(e)	Board shall fill the vacancy within 180 days of such vacancy in the Committee.			N/A
6(2)(f)	The Chairperson of the Committee may appoint/co-opt any external expert.			N/A
6(2)(g)	The company secretary shall act as the secretary of the committee.			N/A
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.			N/A
6(2)(i)	No member of the NRC shall receive any remuneration/advisory, other than Director’s fees or honorarium form the company.			N/A
6.3	Chairperson of the NRC			
6(3)(a)	Board shall select 1 member of the NRC to be Chairperson of the Committee			N/A
6(3)(b)	Absence of chairperson, the remaining members may elect one of them.			N/A
6(3)(c)	Chairperson of the NRC shall attend the AGM.			N/A

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
6.4	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.			N/A
6(4)(b)	The Chairperson of the NRC, may convene any emergency meeting.			N/A
6(4)(c)	Quorum of NRC meeting, presence of 2 or 2/3 members whichever is higher.			N/A
6(4)(d)	Proceedings of NRC meeting shall be recorded in the minutes and such minutes shall be confirmed in the next meeting.			N/A
6.5	Role of NRC			
6(5)(a)	NRC shall be independent and responsible/accountable to the Board and to the shareholders.			N/A
6(5)(b)(i)(a)	Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.			N/A
6(5)(b)(i)(b)	Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.			N/A
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.			N/A
6(5)(b)(ii)	Devising a policy on Board’s diversity taking into consideration age, experience etc.			N/A
6(5)(b)(iii)	Identifying persons who are qualified the criteria laid down and recommend their appointment and removal to the Board.			N/A
6(5)(b)(iv)	Formulating criteria for evaluation of performance of independent directors and the Board.			N/A
6(5)(b)(v)	Identifying company’s needs for employees at different levels and determine their selection, transfer or replacement.			N/A
6(5)(b)(vi)	Developing recommending and reviewing annually the company’s human resources and training policies.			N/A
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC at a glance in its annual report.			N/A
7	External or Statutory Auditors			
7(1)	Issuer company shall not engage its external auditors to perform the following:	✓		
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 service related to the account ion records.	✓		
7(1)(iv)	Broker–dealer services	✓		
7(1)(v)	Actuarial services	✓		
7(1)(vi)	Internal/special audit services.	✓		
7(1)(vii)	Any services that the Audit Committee may determine.	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
7(1)(viii)	Certification services on compliance of corporate governance as required under condition No 9(1).	✓		
7(1)(ix)	Any other service that may create conflict of interest.	✓		
7(2)	No partner or employees of the External/Statutory Auditors audit firms shall possess any share of the company they audit at least during the tenure.	✓		
7(3)	Representative of External Auditors shall remain present in the AGM.	✓		
8	Maintaining a website by the company			
8(1)	The company shall have an official website linked with that of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchanges.	✓		
9	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing professional firm on yearly basis regarding compliance of conditions of Corporate Governance and such certificate shall be disclosed in the Annual Report	✓		
9(2)	The professional who will provide the certificate on compliance of Corporate Governance shall be appointed by the Shareholders in the AGM.	✓		28 th AGM date: 28 th August, 2024
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the director's report whether the company has complied with these conditions or not.	✓		



চৌধুরী ভট্টাচার্য্য এন্ড কোং
CHOWDHURY BHATTACHARJEE & CO.
CHARTERED ACCOUNTANTS

HEAD OFFICE :

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Web : www.chowdhurybhattacharjee.com

Bay Leasing & Investment Limited
Certificate of Compliance
Under Condition # 1(5) (xxvii) of CGC

Report to the Shareholders' of Bay Leasing & Investment Limited
On compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Bay Leasing & Investment Limited** for the year ended on 31 December, 2024. 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 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:

- The Company has complied except condition no: 1.1 and 1.2 (a) 2 with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission;
- The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- Proper books and records have been kept by the Company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- The governance of the Company is satisfactory.

Place: Dhaka
Date: 10 August, 2025

B. K. Bhattacharjee, FCA
Enrollment No: 517
Partner
Chowdhury Bhattacharjee & Co.
Chartered Accountants



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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 DFIM Circular no. 7 dated September 25, 2007 taking appropriate steps to comply with the guidelines and implemented the same. Status report on compliance with those guidelines is given below:

Condition No.	Particulars	Compliance Status		Remarks
		Complied	Not Complied	
Responsibilities and authorities of Board of Directors	A. Work Planning and Strategic Management			
	i. The Board shall determine the objectives and goals and to this end shall chalk out strategies and work-plans on annual basis. It shall specially engage itself in the affairs of making strategies consistent with the determined objectives and goal and in the issues relating to structural change and reorganization for enhancement of institutional efficiency and other relevant policy matters. It shall analyze/monitor at quarterly rests the development of implementation of the work-plans.	√		
	ii. The Board shall have its analytical review incorporated in the Annual report as regard the success/failure in achieving the business and other targets as set out in its annual work-plan and shall apprise the shareholders of its opinions/recommendations on future plans and strategies.	√		
	iii. The Board will set the Key Performance Indicators (KPIs) for the CEO and other senior executives and will evaluate half yearly / yearly basis.	√		
	B. Formation of sub-committee			
	To expedite the process of making timely decision on key operational issues, Executive Committee and Audit Committee may be formed. No alternative director shall be included in this committee.	√		
	C. Financial Management			
	i. Annual budget and statutory financial statements shall be adopted finally with the approval of the Board.	√		
	ii. Board shall review and examine in quarterly basis various statutory financial statements such as statement of income-expenses, statement of loan/lease, statement of liquidity, adequacy of capital, maintenance of provision, legal affairs including actions taken to recovery of overdue loan/lease.	√		
	iii. Board shall approve the procurement policy and shall accordingly 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 vehicles shall remain with the Board.	√		
	iv. The Board shall adopt the operation of bank accounts. Groups maybe formed among the management to operate bank accounts under joint signatures.	√		

Condition No.	Particulars	Compliance Status		Remarks
		Complied	Not Complied	
Responsibilities and authorities of Board of Directors	A. Management of loan/lease/investments			
	i. Policy on evaluation of loan/lease/investment proposal, sanction and disbursement and its regular collection and monitoring shall be adopted and reviewed by the Board regularly based on prevailing laws and regulations. Board shall delegate the authority of loan/lease/investment specifically to management preferably on Managing Director and other top executives.	√		
	ii. No director shall interfere on the approval of loan proposal associated with him. The director concerned shall not give any opinion on that loan proposal.	√		
	iii. Any syndicated loan/lease/investment proposal must be approved by the Board.	√		
	B. Risk Management			
	Risk Management Guideline framed in the light of Core Risk Management Guideline shall be approved by the Board and reviewed by the Board regularly.	√		
	C. Internal Control and Compliance			
	A regular Audit Committee as approved by the Board shall be formed. Board shall evaluate the reports presented by the Audit Committee on compliance with the recommendation of internal auditor, external auditors and Bangladesh Bank Inspection team.	√		
	D. Human Resources Management			
	i. Board shall approve the policy on Human Resources Management and Service Rule. Chairman and director of the Board shall not interfere on the administrative job in line with the approved Service Rule.	√		
	ii. Only the authority for the appointment and promotion of the Managing Director/Deputy Managing Director/ General Manager and other equivalent position shall lie with the Board in compliance with the policy and Service Rule. No director shall be included in any Executive Committee formed for the purpose of appointment and promotion of others.	√		
	E. Appointment of the Managing Director and Increase of Salaries & Allowances			
	The Board shall appoint a competent CEO for the Company with the approval of the Bangladesh Bank and shall approve any increment of his salary and allowances.	√		
	F. Benefit to the 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.	√		

Condition No.	Particulars	Compliance Status		Remarks
		Complied	Not Complied	
Responsibilities and authorities of the Chairman	i. Chairman shall not participate in or interfere into the administrative or operational and routine affairs of the Company as he has no jurisdiction to apply executive power;	√		
	ii. The minutes of the Board meetings shall be signed by the Chairman;	√		
	iii. Chairman shall sign-off the proposal for appointment of Managing Director and increment of his salaries & allowances;	√		
Responsibilities of Managing Director	i. 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;	√		
	ii. Managing Director shall ensure compliance of Financial Institutions Act 1993 and other relevant circulars of Bangladesh Bank and other regulatory authorities;	√		
	iii. All recruitment/ promotion/ training, except recruitment/ promotion/ training of DMD, shall be vested upon the Managing Director. He shall act such in accordance with the approved HR Policy of the Company;	√		
	iv. Managing Director may re-schedule job responsibilities of employees;	√		
	v. Managing Director may take disciplinary actions against the employees except DMD and General Manager;	√		
	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 by the Managing Director.	√		

Shareholding of the Sponsors/Directors as on 31 December, 2024

SL No.	Name of sponsors/ promoters and Directors	Position	No. of shares	% of holding
01	SURAIYA BEGUM	DIRECTOR	33,73,728	2.40
02	MRS FATEMA ZAHIR MAJUMDER	DIRECTOR	29,69,150	2.11
03	MR.A.K.M AZIZUR RAHMAN	SPONSOR SHAREHOLDER	10,77,381	0.76
04	MRS HAMIDA HOSSAIN	SPONSOR SHAREHOLDER	7,48,181	0.53
05	ABDUL MATLUB AHMAD	SPONSOR SHAREHOLDER	1,74,32,633	12.37
06	RAIYAN KABIR	SPONSOR SHAREHOLDER	13,26,008	0.94
07	QUAMRUNNESSA RATNA	SPONSOR SHAREHOLDER	51,487	0.04
08	FARHANA KABIR	SPONSOR SHAREHOLDER	6,86,916	0.49
		Total	27,665,484	19.64

Pattern of Directors as on 31 December, 2024

SL No	Particulars	Position	No.of Share	% of share holdings
1	Prof SURAIYA BEGUM	CHAIRMAN	33,73,728	2.40
2	MRS FATEMA ZAHIR MAJUMDER	DIRECTOR	29,69,150	2.11
3	SHAHID HOSSAIN	INDEPENDENT DIRECTOR	-	-
4	ABUL QUASEM	INDEPENDENT DIRECTOR	-	-

Shareholders holding 10% or more	No.of Share	% of share holdings
Abdul Matlub Ahmad	1,74,32,633	12.37

Shareholders holding 5% or more	No.of Share	% of share holdings
Southeast Bank limited	1,40,12,405	9.93

Executive (Top-5)	Nil	Nil
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Shareholding Composition as on 31 December 2024 as under

SI No.	Shareholder's Group	No. of shares held	% of total shares	No. of shareholders
1	Sponsors & Directors	27,665,484	19.64	8
2	Corporate Bodies	38,944,281	27.64	136
3	General Investors	74,278,678	52.72	9,719
	Total	140,888,443	100	9,863

Summary of Unclaimed Dividend

As per sec 9(1) of Bangladesh Securities and Exchange Commission (Capital Market Stabilization Fund) Rules, 2021, we transferred the following unclaimed dividend to CMSF:

SL NO.	Year	Total Amount
01.	2010-2018	19,615,777.39

Stock Dividend

SL NO.	Year	Total BO/Folio ID	Total No of Shares
01.	2010-2019	4	2832

We preserve the following unclaimed dividends at our Share Department which will be transferred to CMSF as per Sec. 9 (1) of Bangladesh Securities and Exchange Commission (Capital Market Stabilization Fund) Rules, 2021 in further after the completion of the stipulated time:

Unclaimed Dividend In Hand

SL No.	Year	Amount
2.	2019	2,773,725.00
3.	2020	934,195.72

Attendance by the Directors at the Board Meetings during the year-2024

SL No	Name of Sponsor Directors/ Shareholders	Status	Total Meeting	Attended	Attended Fee	Remarks
1	Prof. Suraiya Begum	Director	7	7	56,000	Mr.Zubayer Kabir Retired and not elected as Director in the 28th AGM held on 28.08.2024
2	Zubayer Kabir	Director	7	5	40,000	
3	Mrs. Fatema Zahir Majumder	Director	7	5	40,000	
4	Shahid Hossain	Independent Director	7	7	56,000	
5	Abul Quasem	Independent Director	7	7	56,000	
Total					248,000	

Audit Committee Meeting and attendance of Directors during the year-2024

SL No	Name of Sponsor Directors/ Shareholders	Status	Total Meeting	Attended	Attended Fee	Remarks
1	Shahid Hossain	Chairman	4	4	32,000	Mr.Zubayer Kabir Retired and not elected as Director in the 28th AGM held on 28.08.2024
2	Mr. Zubayer Kabir	Member	4	3	24,000	
3	Mrs. Fatema Zahir Majumder	Member	4	4	32,000	
4	Abul Quasem	Independent Director	4	4	32,000	
Total					120,000	

Transactions with Senior Executives 2024

SL No	Name of Sr. Executives	Designation	Remuneration/Salary	Loan Outstanding
1	Mohammad Ruknuzzaman	Managing Director (Exe.)	4,511,000	-
2	Mohammad Lutfur Rahman	Senior Executive Vice Predident	3,763,200	4,730,106
3	Mohammad Rashedul Islam	Senior Vice Predident	2,550,912	4,999,976
4	Ms. Sharmin Akhter	Vice Predident	1,895,040	5,508,188
5	Mr. Shabbir Minhaz Chowdhury	Senior Assistant Vice Predident	1,895,040	-
6	Md. Zabed Miah	Senior Assistant Vice Predident	1,727,046	-
7	Samir Saha	Senior Assistant Vice Predident	1,653,120	5,502,261
8	Md. Enayet Kabir	Senior Assistant Vice Predident	1,653,120	4,603,584
9	Faisal Bin Naser Ahmed	Senior Assistant Vice Predident	1,653,120	898,318
10	Pronab Kumar Das	Senior Assistant Vice Predident	1,567,014	1,694,679

DIVIDEND DISTRIBUTION POLICY

A. Dividend Policy

As per Directive of the Bangladesh Securities and Exchange Commission bearing No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, this Dividend Distribution Policy is formulated and shall be disclosed in the annual report and official websites.

B. Approval Time

The annual or final Dividend shall be paid off to the entitled shareholder within 30 (Thirty) days of approval. Provided that interim dividend shall be paid off to the entitled shareholder, within 30 (Thirty) days of record date.

C. Cash Dividend distribution process

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

- (i) Within 10 (ten) days of declaration of cash dividend by the board of directors, an amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account of the Bay Leasing & Investment Limited, dedicated for this purpose only;
- (ii) The Bay Leasing & Investment Limited shall pay off cash dividend directly to the bank account of the entitled shareholder or unit holder as available in the BO account maintained with the Depository Participant (DP), or the bank account as provided by the shareholder or unit holder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN);

Provided that the Bay Leasing & Investment Limited 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;

- (iii) The Bay Leasing & Investment Limited, 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, shall pay off such cash dividend to the Consolidated Customers' Bank Account (CCBA) of the stock broker or the separate Bank Account of the Merchant Banker or the Portfolio Manager through BEFTN;

Provided that upon receiving the cash dividend, the stock broker or merchant banker or portfolio manager shall immediately account for such dividend in the individual client's portfolio account;

Provided further that the stock broker or merchant banker or portfolio manager shall provide detailed information (e.g., BO Account number, code number, Bank account number, intention, etc. of the client or customer including CCBA of stock broker or separate bank account of merchant banker or portfolio manager) to the Bay Leasing & Investment Limited for such claim.

- (iv) The Bay Leasing & Investment Limited, in case of non-availability of bank account information or not possible to distribute cash dividend through BEFTN or any electronic payment system, shall issue cash dividend warrant/cheque and shall send it by post to the shareholder or unit holder;
- (v) The Bay Leasing & Investment Limited shall pay off cash dividend to non-resident sponsor, director, shareholder, unit holder or foreign portfolio investors (FPI) through the security custodian in compliance with the rules or regulations in this regard;
- (vi) The Bay Leasing & Investment Limited immediately after disbursement of the cash dividend and issuance of certificate of tax deducted at source, if applicable, shall intimate to the shareholder or unit holder 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 or unit holder;
- (vii) The Bay Leasing & Investment Limited 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 or unit holder; and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (Quarterly/Annually) as a separate line item 'Unclaimed Dividend Account';

Provided that the Bay Leasing & Investment Limited shall publish the year-wise summary of its unpaid or unclaimed dividend in the websites;

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 Bay Leasing & Investment Limited as maintained for this purpose, within 2 (two) years from the date of declaration or approval or record date, as the case may be.

D. Stock Dividend or Bonus Share Distribution Policy

The Bay Leasing & Investment Limited, shall credit stock dividend directly to the BO account or issued 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);

E. Issuance of Stock Dividend or Bonus Share process

The Bay Leasing & Investment Limited, the CDBL and the Exchange(s) shall follow the provisions of প্রবিধান ৪৬ of the ডিপোজিটরি (ব্যাবহারিক) প্রবিধানমালা, ২০২৩ for issuance of bonus Shares;

Provided that the Bay Leasing & Investment Limited shall maintain a suspense BO account for undistributed or unclaimed stock dividend or bonus shares and shall also follow the under mentioned procedures for ensuring the rightful ownership:

- (i) The Bay Leasing & Investment Limited shall send at least 3 (Three) reminders to the entitled shareholder;
- (ii) The Suspense BO Account shall be held under Block Module and such undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose of allotting the bonus shares as and when the allottee approaches to the Bay Leasing & Investment Limited;

Provided that any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus share shall be credited to the Suspense BO Account.

- (iii) The Bay Leasing & Investment Limited shall, upon receiving application from the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO Account to the BO Account of the allottee, or issue bonus shares to the allottee, as applicable, within 15 (Fifteen) days of receiving application with an intimation to the commission and the Exchange(s);
- (iv) Any voting rights on such undistributed or unclaimed stock dividend or Bonus shares shall remain suspended till the rightful ownership claim of the shareholder is established.

F. Compliance Report regarding Dividend Distribution

The Bay Leasing & Investment Limited shall submit a compliance report to the Commission and the Exchange(s) in a specific format at Annexure-A [sample given by the BSEC] in respect of the Clause (B), (C), (D) and (E) above, within 7 (Seven) working days of completion of dividend distribution;

Provided that the Bay Leasing & Investment Limited shall publish the compliance report in its website.

G. Forfeiture of unclaimed cash dividend or stock dividend

The Bay Leasing & Investment Limited shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of the land in force.

H. Transferred to the Fund of the Commission for unpaid or unclaimed or unsettled cash dividend

If any cash dividend remains unpaid or unclaimed or unsettled including accrued interest (after adjustment of bank charge, if any) thereon for a period of 3 (Three) years from the date of declaration or approval or record date, as the case may be, shall be transferred by the Bay Leasing & Investment Limited to the fund as directed or prescribed by the commission;

Provided that the Bay Leasing & Investment Limited shall provide detailed information to the manager of the fund during transfer of cash dividend as directed or prescribed by the Commission;

Provided further that if any shareholder or unit holder claims his cash dividend after transfer of such dividend to the Fund, within 15 (Fifteen) days of receiving such claim, the Bay Leasing & Investment Limited shall, after proper verification of the claim, recommend to the manager of the fund to pay off such dividend to the claimant in accordance with the provisions and procedures as directed or prescribed by the commission.

I. Transferred to the Fund of the Commission for unclaimed or unsettled stock dividend or bonus shares

If any stock dividend or bonus shares remain unclaimed or unsettled including corporate benefits in terms of bonus shares thereon for a period of 3 (Three) years from the date of declaration or approval or record date, as the case may be, shall be transferred in dematerialized form to the BO Account of the fund as mentioned at Clause No. H;

Provided that the Bay Leasing & Investment Limited shall provide detailed information to the manager of the fund during transfer of stock dividend or bonus shares as directed or prescribed by the Commission;

Provided further that if any shareholder claims his stock dividend or bonus shares after transfer of such dividend or bonus share to the BO Account of the Fund, within 15 (Fifteen) days of receiving such claim, the Bay Leasing & Investment Limited shall, after proper verification of the claim, recommend to the manager of the fund to pay off such dividend or bonus share to the claimant's BO Account in accordance with the provisions and procedures as directed or prescribed by the commission.

J. Maintaining Detail Information of the shareholder or unit holder for the purpose of proper distribution of cash dividend or stock dividend

The Bay Leasing & Investment Limited, by itself or by appointing an Agent, shall maintain detailed information of BO Account, Bank Account, Mobile Phone Number, E- mail address and address of the shareholder or unit holder for the purpose of proper distribution of cash dividend or stock dividend;

Provided that the Bay Leasing & Investment Limited or its agent or the CDBL or its DP shall keep confidentiality of information.

Provided further that the Bay Leasing & Investment Limited shall collect such detailed updated information from the CDBL or its DP from time to time when needed for the purpose of proper distribution of cash dividend or stock dividend and other compliances. In case of holding paper shares, the Bay Leasing & Investment Limited shall update the information at least once a year.

K. Binding clause

In the event of any confusion or difference of opinion on any matter whatsoever, the Bay Leasing & Investment Limited shall be bound to follow the decision of the Commission and shall consider the decision of the commission is final on all concerned.



Sustainable Finance Initiatives

Sustainable Finance Initiatives

SUSTAINABLE INITIATIVES

Environmental sustainability considers environmental factors along with financial priorities with an aim to protect the environment and assist economic development in a more environment friendly way. BLIL focused on environmental sustainability as a key part of social responsibility.

Since BLIL is committed to the environment and combating climate changes, BLIL have sketched environmental sustainability policies, goals and practices that help their activities inside and out and reduce both its direct impact, through the use of natural resources by its internal operations, and its indirect impact through its financial activity.

Environment Friendly Loan Financing

BLIL have incorporated sustainability principles into day-to-day activities of the Company aiming to do best to ensure that the credits BLIL extend to the customers are utilized for environmentally sound and sustainable purposes. BLIL observes with environmental standard while financing. Projects with likely adverse impact on environment are strongly discouraged by BLIL. As an environment responsive Financial Institution, BLIL ensures that the borrower has the due environmental clearance certificate from the concerned authorities while granting or renewing credit facilities. BLIL has assessed environmental and social issues related to the projects at the time of granting credit facilities which reflects BLIL's strong commitment in ensuring environmental and social safeguard of the projects, while creating a sense of accountability for the borrowers. BLIL also encourages



it's borrowers to have solar panel in their project at the time of appraising and granting housing loan facilities. In



future the company aims to enhance the effort on preserving ecosystem, land, air and water, in line with broad corporate mission of the Company.

Plantation

We humans would not be able to exist on this beautiful planet without trees. To give back to the creation which has facilitated life from the inception of life is what can be claimed humane now. BLIL planted trees in the areas near to our branch location and be a part of the solution to climate breakdown.

In-house Environmental sustainability practices

BLIL is maintaining a balanced initiative and supporting activity to contain things that may adversely affect the environment. BLIL encourages rational use of energy in the office and promotes the spirit of environment sustainability action plans. Reduced utilization of electricity and minimum uses of utilities and office stationaries have become mandatory for the officials are as following:

Energy Conservation: BLIL substituted all inefficient older light bulbs with compact fluorescent light (CFL) or Light Emitting Diode (LED) bulbs. All employee use screen savers for their computers and turned off computers after work and when idle for more than 30 minutes.

Paper Reduction: BLIL encourages to use of both sides of the paper on lengthy documents, electronically mail to interoffice memoranda and reports, process documents electronically using the scan option on a copier when appropriate rather than printing hard copies, print documents



Sustainable Finance Initiatives

in small fonts, with wide margins and reduced spacing, use letter-sized paper, files and pouches rather than legal sized items whenever possible.

Green Procurement Policies: The purchase of environmentally-sustainable office equipment in a viable way in



which offices can reduce electricity demand, save money, and help the office reduce its direct and indirect impact on the environment through the purchase of energy-efficient products. Green procurement is the purchase of products and services that have a minimal or reduced environmental and human health impact. In addition to improved environmental performance, many environmentally preferred products work as well or better than traditional products.

In-house Education Program: BLIL organize programs to train staff in its capabilities and explain how they can help protect the environment. It is equally important to train new staff in the environmental systems office introduces.

Fuel Conservation

Expanding every day, BLIL is much known for its collaborations with valuable partners for the good of all the parties. Such collaborations call for several meetings which in turn brings a lot of fuel emission for travelling back and forth to office premises. Hence, that brings video conferencing in the picture to be used instead of face to face meetings with partners.

Environmental Due Diligence (EDD)

Environmental Due Diligence is maintained by BLIL at the time of processing proposal before placing the same to

Management. Few clients of BLIL have found applicable for EDD and after conducting Environmental Risk Rating (EnvRR) it is found that few clients have been fallen in the category of low risk and in moderate risk level.

Environmental and Social Obligations

The obligation of any business to protect and serve public interest is known as social responsibility of business. According to the concept of social responsibility the objective of managers for taking business decisions is not merely to maximize profits or shareholders' value but to serve and protect the interest of the society such as workers, consumers and the community as a whole.

Important component of corporate responsibility is environmental reporting, which describes the systematic and complete disclosure to stakeholders of an institution, environmental performance encompassing its impacts on the environment and its actions to reduce adverse effects on eco-systems or restore environmental conditions.

Business can report on their environmental impact in two contexts. For voluntary reporting, a business can disclose environmental information such as greenhouse gas emission, waste generation, energy consumption use of transport for business travel in the context of social responsibility. For mandatory reporting, business industrialized countries are required to report their greenhouse gas emission; this is mainly help the government understand the total industry situation and to use the information as the basis for policies related to controlling the emissions. Both types of reporting improve the transparency of corporate activities and their impact toward reducing environmental impacts.

BLIL aims to report its obligations to the stakeholders voluntarily. As a part of its environmental and social obligations, BLIL keep them abeyance from financing to an environment hazardous industries and/or investors and operates a separate department for financing to the clean development mechanism projects and energy efficiency projects. BLIL will always try to ensure meeting environment and social obligations to fulfill demand of the present era.

Declaration of CEO and CFO to the Board of Directors

Date: June 28, 2025

The Board of Directors

Bay Leasing & Investment Limited

Subject: Declaration on Financial Statements for the year ended on 31st December, 2024

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No SEC/CMRRCD/2006-158/207/Admin/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 Bay Leasing & Investment Limited for the year ended on 31st December, 2024 have been prepared in compliance with International Accounting Standard (IAS) or International Financial Reporting Standards (IFRS), as applicable in 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, 2024 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. This statements collectively present a 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 the 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.

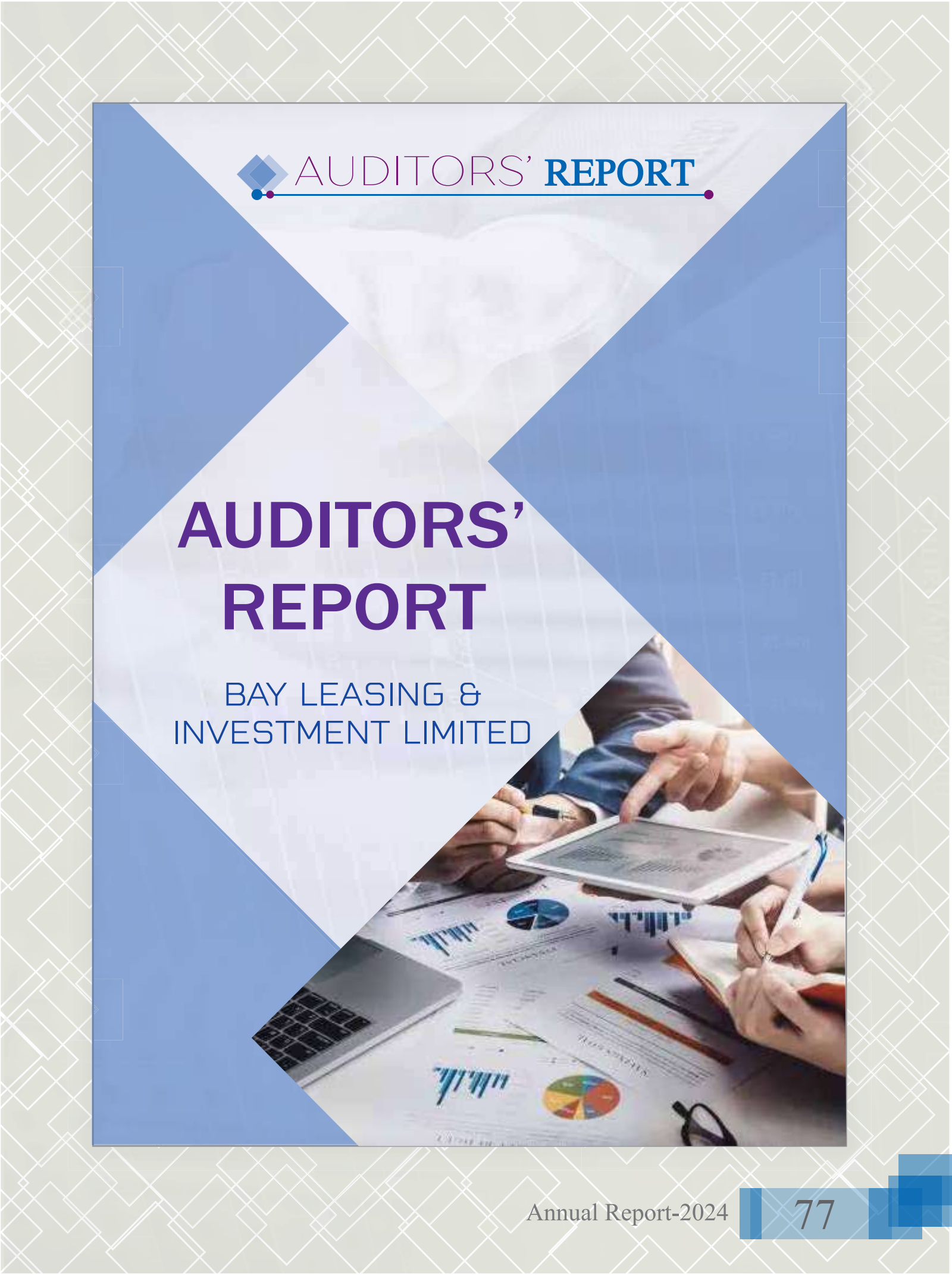
Sincerely Yours,



Mohammad Rashedul Islam
Managing Director (CC)



Enayet Kabir
Head of Accounts & Finance



AUDITORS' REPORT

AUDITORS' REPORT

BAY LEASING &
INVESTMENT LIMITED

Independent Auditor's Report

To The Shareholders of Bay Leasing & Investment Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Bay Leasing & Investment Limited** and its subsidiary (the Group) as well as the separate financial statements of **Bay Leasing & Investment Limited** (the Company), which comprise the consolidated and separate statement of financial position as at 31 December 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying consolidated and separate financial statements of the Company give a true and fair view of the consolidated and separate financial position of the Group and the separate financial position of the Company as at 31 December 2024, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987, 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 consolidated and separate Financial Statements section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for professional Accountants (IESBA Code) and Bangladesh Securities and Exchange Commission (BSEC), and we have fulfilled our ethical responsibilities in accordance with the IESBA Code and Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter:

- The company has been incurring operating losses since December 31, 2022. As of December 31, 2024, the cumulative negative balance of retained earnings stands at Tk 5,424,679,141. Additionally, operating cash flows have remained negative for several consecutive years. The company's liabilities exceed its assets, indicating an inability to meet its financial obligations. These factors collectively raise substantial doubt about the company's ability to continue as a going concern.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters are discussed below together with an explanation of how the risk and our audit response were tailored to address these specific areas.

Please refer to Annexure: 1 Key Audit Matters (KAM) for illustrative purposes.

Annexure-1

Key audit matter description	How the scope of our audit responded to the key audit matter.
Lease, Loans and Advances	
The Company has reported Lease, Loans and advances of BDT 10,123,101,792 .	We have tested the design and operating effectiveness of key controls and substantive procedures focusing on the following: With an emphasis on credit evaluation, loan disbursement, and the loan and advance documentation procedure, we evaluated the design and operational efficacy of essential controls. Prior to disbursing loans and advances, we carried out a procedure to verify that the company had made sure that the necessary documentation was in order in accordance with Bangladesh Bank guidelines and the company's policy. Additionally, we have carried out a procedure to verify that the loans and advances that were in existence on the reporting date are fully and accurately reported. In addition, we evaluated the disclosure in light of Bangladesh Bank rules.
There is a chance of erroneous recording, processing errors or fraudulent transactions when there is a high volume of originating and paying loans.	
Due to the possibility and the severity of misstatements on the existence, completeness and accuracy of loans and advances, which calls for further audit consideration.	
See note no. 7a for details.	

Interest Income on Lease, Loans, and Advances	
The Company's has reported interest income on Lease, Loans and advances of BDT 449,441,029 for the year ended 31 December 2024. Interest income recognition and measurement have involved a complicated IT infrastructure. Since interest income from loans and advances is one of the company's key performance indicators, we have identified it as a key audit matter. As such, there is an inherent risk of fraud and error in management's recognition of interest in order to meet particular targets or expectations. See note no. 20 a for details.	We have tested the design and operating effectiveness of key controls and substantive procedures focusing on the following: With regard to the automated control used to calculate and record interest income, we tested its operational efficacy. Additionally, we have conducted comprehensive procedures to verify whether interest income is accurately and fully recognized. In accordance with pertinent accounting standards and Bangladesh Bank regulations, we evaluated the disclosure's propriety and presentation.
Provision for Leases, Loans and Advances	
Estimating the provision for leases, loans and advances portfolio related to credit risk is a substantial and intricate procedure. As at 31 December 2024, the Group reported total gross leases, loans and advances of BDT 10,123,101,792. (2023: BOT 10,613,508,005) and provision for loans and advances of BDT 3,123,049,016. (2023: BDT 1,676,733,469). As part of our risk assessment, we identified the following significant judgments and estimates which could give rise to material misstatement or management bias • Completeness and timing of recognition of loss events in accordance with criteria set out in DFIM Circular no 04, dated 26 July 2021, DFIM Circular no 09, dated 14 September 2021, DFIM Circular no 27 dated 21 December 2022 and DFIM Circular no 13, dated 28 June 2022; and DFJM Circular no 33, dated 19 December 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 flow. Provision measurement is primarily dependent upon key assumptions relating to probability of default, ability to repossess collateral and recovery rates. See note no. 12.03 & 33a for details.	We developed our audit strategy by concentrating on the following when examining the layout and functionality of key controls: • Completeness of appropriate documentation before disbursement of loan as well as recording of loan balance • Identification of loss events, including early warning and default warning indicators • Credit appraisal, loan disbursement procedures, monitoring and provisioning process • Reviewed quarterly Classification of Loans (CL); Our substantive procedures in relation to the provision for loans and advances portfolio comprised the following: • 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; • Evaluated the appropriateness and presentation of disclosures against relevant accounting standards and Bangladesh Bank guidelines; and • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards and Bangladesh
Adequacy of income tax provision and measurement of deferred tax liabilities	
Calculation of income tax provision required compliance with the Income Tax Act (ITA) 2024 including careful consideration of various temporary and permanent differences. Furthermore, upon final settlement of pending tax assessments any excess or short provision of current tax is also adjusted in the current year. Finally, significant judgment is required in relation to deferred tax assets as their recoverability is dependent on forecasts of future profitability over several years. Accordingly, this area has been considered as a key audit matter. As at 31 December 2024 the Bank reported income tax provision net off AIT of BDT 131,839,526.(31.12.2023:BDT103,496,947.) and corresponding current income tax charges of BDT 19,546,317 . (31.12.2023: 25,080,443). In addition, total deferred tax liabilities of BDT 4,750,613. (31.12.2023:3,942,322) recognized by the Bank.	We obtained an understanding, evaluated the design and tested the operational effectiveness of the Bank's key controls over the recognition and measurement of both current tax and deferred tax, including the assumptions used in estimating the Bank's taxable income. We reviewed tax position for those years where income tax assessment is pending and assess adequacy of tax provision recorded by the Bank. Special focus/attention was given to any reversal/adjustment of income tax provision from the prior year. We also assessed the completeness and accuracy of the data used for the estimates of future taxable income. We involved tax specialists to assess key assumptions, controls, recognition and measurement of current and deferred tax. Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax including deduction of DTL on specific provision from regulatory capital.

Other Information:

Management is responsible for the other information. The other information comprises all of the information in the Annual Report but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act, 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation and fair presentation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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

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

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate 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 consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and the Securities and Exchange Rules, 1987 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report the following:

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

Place: Dhaka, Bangladesh
Dated: 29 June 2025
DVC: 2506290151AS139105



Pinaki Das, FCA

Senior Partner

ICAB Enroll. No. 151

FRC Enlistment No.: CA-001-133

Pinaki & Company

Chartered Accountants

FRC Firm Enlistment No.: CAF-001-113

Bay Leasing & Investment Limited

Consolidated Balance Sheet

As at 31 December 2024

Particulars	Notes	Amount in Taka	
		31-12-2024	31-12-2023
PROPERTY AND ASSETS			
Cash	3a	52,250,721	41,769,094
In hand (including foreign currencies)		157,841	186,747
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)		52,092,880	41,582,347
Balance with banks and other financial institutions	4a	659,704,606	934,495,816
In Bangladesh		659,704,606	934,495,816
Outside Bangladesh		-	-
Money at call and short notice		-	-
Investments	6a	1,002,006,202	1,208,861,897
Government		-	-
Others		1,002,006,202	1,208,861,897
Lease, loans and advances	7a	10,123,101,792	10,613,508,005
Lease, loans and advances		10,123,101,792	10,613,508,005
Bills purchased and discounted		-	-
Fixed assets including premises, furniture and fixtures	8a	1,397,068,540	1,415,026,773
Other assets	9a	194,698,167	205,829,356
Non - financial institutional assets		-	-
Total Assets		13,428,830,028	14,419,490,941
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from banks, other financial institutions and agents	10.01a	4,515,166,404	5,124,149,361
Deposits and other accounts	11a	5,042,176,251	5,088,169,868
Current Accounts & Other Accounts etc.		-	-
Bills Payable		-	-
Savings Bank Deposits		-	-
Term Deposits		4,989,945,325	5,033,467,593
Bearer Certificates of Deposits		-	-
Other Deposits		52,230,926	54,702,275
Other liabilities	12a	7,421,608,295	3,360,134,068
Total Liabilities		16,978,950,950	13,572,453,297
Capital / Shareholders' equity			
Paid- up capital		1,408,884,435	1,408,884,435
Statutory Reserve		623,950,000	623,950,000
Share premium		121,115,565	121,115,565
General reserve		111,271,430	111,271,431
Assets Revaluation reserve		300,546,673	306,414,593
Retained surplus	17a	(6,115,895,074)	(1,724,608,438)
Total equity attributable to the equity holders of the company		(3,550,126,971)	847,027,585
Non-Controlling Interest	18a	6,049	10,059
Total Liabilities and Shareholders' Equity		13,428,830,028	14,419,490,941


Chairman


Director


Managing Director (CC)


Company Secretary

Date: 29 June 2025
Dhaka, Bangladesh


Pinaki Das, FCA
Senior Partner
ICAB Enroll. No. 151
FRC Enlistment No.: CA-001-133
Pinaki & Company
Chartered Accountants
FRC Firm Enlistment No.: CAF-001-113
DVC: 2506290151AS139105

Bay Leasing & Investment Limited

Off-Balance Sheet Items

As at 31 December 2024

Particulars	Notes	Amount in Taka	
		31-12-2024	31-12-2023
Contingent Liabilities	38	150,000,000	150,000,000
Acceptances and endorsements		-	-
Corporate guarantee		150,000,000	150,000,000
Irrevocable letters of credit		-	-
Bills for collection		-	-
Other contingent liabilities		-	-
Other Commitments		-	-
Documentary credits and short term trade -related transactions		-	-
Forward assets purchased and forward deposits placed		-	-
Undrawn note issuance and revolving underwriting facilities		-	-
Undrawn formal standby facilities , credit lines and other commitments		-	-
Total Off-Balance Sheet items including Contingent Liabilities		150,000,000	150,000,000
Net asset value per share	19a	(25.20)	6.01

The annexed notes 1 to 39 form an integral part of these financial statements.


Chairman


Director


Managing Director (CC)


Company Secretary

Date: 29 June 2025
Dhaka, Bangladesh


Pinaki Das, FCA
Senior Partner
ICAB Enroll. No. 151
FRC Enlistment No.: CA-001-133
Pinaki & Company
Chartered Accountants
FRC Firm Enlistment No.: CAF-001-113
DVC: 2506290151AS139105

Bay Leasing & Investment Limited

Consolidated Profit & Loss Account

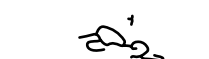
For the year ended 31 December 2024

Particulars	Notes	Amount in Taka	
		31-12-2024	31-12-2023
Interest Income	20a	470,340,719	606,035,725
Interest paid on Deposit, Borrowing etc.	21a	(1,044,766,682)	(843,402,025)
Net Interest Income		(574,425,963)	(237,366,300)
Investment Income	22a	52,249,234	48,428,031
Commission, Exchange and Brokerage Income	23a	23,692,151	31,350,083
Other Operating Income	24a	10,242,667	7,686,954
Total Operating Income		(488,241,911)	(149,901,232)
Salary and allowances	25	75,308,942	73,257,618
Rent, taxes, insurance, electricity, etc	26a	9,996,483	10,562,621
Legal expenses		952,725	1,597,041
Postage, stamp, telecommunication, etc	27a	1,338,013	984,219
Stationery, Printing, advertisement, etc.	28a	2,027,255	2,150,976
Managing Director's salary and benefits		4,511,000	5,576,045
Directors' fees		404,800	624,800
Auditor's fees	30	733,000	733,000
Charges on Loan Losses		-	-
Depreciation and repairs of assets	31a	34,961,617	33,984,114
Other expenses	32a	12,660,580	12,053,837
Total operating expenses		142,894,415	141,524,271
Profit before provision		(631,136,326)	(291,425,503)
Provision against lease, loans, advances	33a	1,446,315,547	524,116,097
Provision against diminution in value of Investment	34a	56,276,838	(12,517,920)
Other Provision		2,236,533,539	-
Total Provision		3,739,125,924	511,598,177
Net Profit/(Loss) before taxes		(4,370,262,250)	(803,023,680)
Provision For Tax	35a	19,546,317	25,080,443
Net Profit/(Loss) after taxation		(4,389,808,567)	(828,104,124)
Net profit after tax attributable to:			
Equity holders of the Company		(4,389,804,558)	(828,104,172)
Non Controlling Interest		(4,010)	48
		(4,389,808,567)	(828,104,124)
Appropriations			
Statutory reserve		-	-
General reserve		-	-
Non-Controlling Interest		(4,010)	48
		(4,010)	48
Retained Surplus		(4,389,804,558)	(828,104,172)
Earning Per Share (EPS)	36a	(31.16)	(5.88)


Chairman


Director


Managing Director (CC)


Company Secretary


Pinaki Das, FCA
Senior Partner

ICAB Enroll. No. 151
FRC Enlistment No.: CA-001-133

Pinaki & Company
Chartered Accountants
FRC Firm Enlistment No.: CAF-001-113
DVC: 2506290151AS139105

Date: 29 June 2025
Dhaka, Bangladesh

Bay Leasing & Investment Limited

Consolidated Cash Flow Statement

For the year ended 31 December 2024

Particulars	Amount in Taka	
	31-12-2024	31-12-2023
A) Cash flows from operating activities		
Interest receipts	692,024,569	877,602,823
Interest payments	(1,137,579,516)	(859,768,419)
Dividend receipts	64,596,543	36,470,792
Fees and commission receipts	-	-
Payments to employees	(57,848,789)	(55,803,398)
Payments to suppliers	(35,980,368)	(38,772,985)
Receipts from other operating activities	24,075,995	70,740,412
Payments for other operating activities	(17,982,014)	(15,656,509)
 Cash generated from operating activities before changes in operating assets and liabilities	 (468,693,580)	 14,812,716
 Increase / decrease in operating assets and liabilities		
Other assets	149,748	63,774,774
Lease, loans and advances to customers	334,762,748	342,017,659
Margin Loan	137,025,469	(197,989,573)
Margin Deposit	(4,985,964)	(53,391,121)
Deposits from other banks, Institution & Individual	(43,522,268)	(492,570,289)
Payment as Call Loan	(164,200,000,000)	(191,890,000,000)
Receipt as Call Loan	164,150,000,000	191,780,000,000
Other liabilities account of customers	162,475,099	61,599,138
Net cash from operating activities	535,904,832	(386,559,412)
	67,211,252	(371,746,696)
B) Cash flows from investing activities		
Proceeds from sale of securities	206,855,695	238,556,930
Payments for purchases of securities	-	(49,964,439)
Proceeds from sale of Fixed Assets	284,000	188,090
Purchase of property, plant and equipment	(5,295,873)	(8,836,788)
Net cash from investing activities	201,843,822	179,943,794
C) Cash flows from financing activities		
Receipts of long term loan	215,029,195	(86,564,258)
Net draw down/(payment) of short term loan	(748,348,934)	17,077,327
Dividend paid	(44,918)	(18,690,887)
Net Cash from financing activities	(533,364,657)	(88,177,818)
D) Net increase / (decrease) in cash and cash equivalents (A+ B + C)	(264,309,583)	(279,980,720)
E) Effects of exchange rate changes on cash and cash equivalents	-	-
F) Cash and cash equivalents at beginning of the year	976,264,910	1,256,245,630
G) Cash and cash equivalents at end of the year	711,955,327	976,264,910
 Cash and cash equivalents at end of the year		
Cash in hand (including foreign currencies)	157,841	186,747
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)	52,092,880	41,582,347
Balance with banks and other financial institutions (notes 4 (b))	659,704,606	934,495,816
Total	711,955,327	976,264,910


Chairman


Director


Managing Director (CC)


Company Secretary

Bay Leasing & Investment Limited

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

Amount in BDT

Particulars	Paid-up capital	Share premium	Statutory reserve	General reserve	Assets Revaluation Reserve	Retained earnings	Total	Non-Controlling Interest	Total
Balance as at January 01, 2024	1,408,884,435	121,115,565	623,950,000	111,271,431	306,414,593	(1,724,608,438)	847,027,586	10,059	847,037,645
Prior period error adjustment	-	-	-	(1)	-	(7,349,998)	(7,349,999)	-	(7,349,999)
Restated balance as at January 01, 2024	1,408,884,435	121,115,565	623,950,000	111,271,430	306,414,593	(1,731,958,436)	839,677,587	10,059	839,687,646
Surplus / deficit on account of revaluation of properties	-	-	-	-	-	-	-	-	-
Surplus / deficit on account of revaluation of investments	-	-	-	-	-	-	-	-	-
Transferred during the year	-	-	-	-	(5,867,920)	5,867,920	-	-	-
Net gains and losses not recognized in the income statement	-	-	-	-	-	-	-	-	-
Net profit after taxation for the year	-	-	-	-	-	(4,389,804,558)	(4,389,804,558)	(4,010)	(4,389,808,568)
Share Premium	-	-	-	-	-	-	-	-	-
Cash Dividend	-	-	-	-	-	-	-	-	-
Appropriation made during the year	-	-	-	-	-	-	-	-	-
Balance as at December 31, 2024	1,408,884,435	121,115,565	623,950,000	111,271,430	300,546,673	(6,115,895,074)	(3,550,126,971)	6,049	(3,550,120,922)
Balance as at December 31, 2023	1,408,884,435	121,115,565	623,950,000	111,271,431	306,414,593	(1,724,608,442)	847,027,582	10,059	847,037,641



Chairman



Director



Managing Director (CC)



Company Secretary

Bay Leasing & Investment Limited

Balance Sheet

As at 31 December 2024

Particulars	Notes	Amount in Taka	
		31-12-2024	31-12-2023
PROPERTY AND ASSETS			
Cash	3	52,225,918	41,693,360
In hand (including foreign currencies)		133,038	111,013
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)		52,092,880	41,582,347
Balance with banks and other financial institutions	4	652,289,261	914,331,990
In Bangladesh		652,289,261	914,331,990
Outside Bangladesh		-	-
Money at call and short notice	5	-	-
Investments	6	691,077,400	761,077,400
Government		-	-
Others		691,077,400	761,077,400
Lease, loans and advances	7	8,317,974,426	8,652,737,174
Lease, loans and advances		8,317,974,426	8,652,737,174
Bills purchased and discounted		-	-
Fixed assets including premises, furniture and fixtures	8	827,530,763	829,434,200
Other assets	9	1,904,826,438	1,886,783,142
Non - financial institutional assets		-	-
Total Assets		12,445,924,207	13,086,057,266
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from banks, other financial institutions and agents	10	3,578,494,971	3,988,013,331
Deposits and other accounts	11	4,998,835,780	5,039,843,433
Current Accounts & Other Accounts etc.		-	-
Bills Payable		-	-
Savings Bank Deposits		-	-
Term Deposits		4,989,945,325	5,033,467,593
Bearer Certificates of Deposits		-	-
Other Deposits		8,890,455	6,375,840
Other liabilities	12	6,727,504,494	3,221,673,244
Total Liabilities		15,304,835,245	12,249,530,008
Capital / Shareholders' equity			
Paid- up capital	13	1,408,884,435	1,408,884,435
Statutory reserve	14	623,950,000	623,950,000
Share premium	15	121,115,565	121,115,565
General reserve		111,271,430	111,271,431
Assets Revaluation reserve	16	300,546,673	306,414,593
Retained surplus	17	(5,424,679,141)	(1,735,108,765)
		(2,858,911,038)	836,527,258
Total Liabilities and Shareholders' Equity		12,445,924,207	13,086,057,266


Chairman


Director


Managing Director (CC)


Company Secretary


Pinaki Das, FCA
Senior Partner

ICAB Enroll. No. 151
FRC Enlistment No.: CA-001-133

Pinaki & Company
Chartered Accountants
FRC Firm Enlistment No.: CAF-001-113
DVC: 2506290151AS139105

Date: 29 June 2025
Dhaka, Bangladesh

Bay Leasing & Investment Limited

Off-Balance Sheet Items

As at 31 December 2024

Particulars	Notes	Amount in Taka	
		31-12-2024	31-12-2023
Contingent Liabilities	38	150,000,000	150,000,000
Acceptances and endorsements		-	-
Letters of guarantee		150,000,000	150,000,000
Irrevocable letters of credit		-	-
Bills for collection		-	-
Other contingent liabilities		-	-
Other Commitments		-	-
Documentary credits and short term trade -related transactions		-	-
Forward assets purchased and forward deposits placed		-	-
Undrawn note issuance and revolving underwriting facilities		-	-
Undrawn formal standby facilities , credit lines and other commitments		-	-
Total Off-Balance Sheet items including contingent liabilities		150,000,000	150,000,000
Net asset value per share		(20.29)	5.94


Chairman


Director


Managing Director (CC)


Company Secretary

Date: 29 June 2025
Dhaka, Bangladesh


Pinaki Das, FCA
Senior Partner
ICAB Enroll. No. 151
FRC Enlistment No.: CA-001-133
Pinaki & Company
Chartered Accountants
FRC Firm Enlistment No.: CAF-001-113
DVC: 2506290151AS139105

Bay Leasing & Investment Limited

Profit & Loss Account

For the year ended 31 December 2024

Particulars	Notes	Amount in Taka	
		31-12-2024	31-12-2023
Interest Income	20	517,838,943	502,048,551
Interest paid on Deposit, Borrowing etc.	21	(907,321,405)	(740,100,516)
Net Interest Income		(389,482,462)	(238,051,965)
Investment Income	22	64,596,543	17,980,096
Commission, Exchange and Brokerage Income	23	-	-
Other Operating Income	24	1,428,967	987,911
Total Operating Income		(323,456,952)	(219,083,958)
Salary and allowances		57,504,564	50,227,353
Rent, taxes, insurance, electricity, etc	26	4,131,292	3,915,127
Legal & Professional fees		698,625	445,131
Postage, stamp, telecommunication, etc	27	782,635	563,078
Stationery, Printing, advertisement, etc.	28	1,843,895	1,893,010
Managing Director's salary and benefits		4,511,000	5,576,045
Directors' fees	29	404,800	624,800
Auditor's fees		483,000	483,000
Charges on Loan Losses		-	-
Depreciation and repairs of assets	31	18,292,116	15,975,244
Other expenses	32	7,588,743	7,582,591
Total operating expenses		96,240,670	87,285,379
Profit before provision		(419,697,622)	(306,369,337)
Provision against lease, loans, advances	33	1,446,315,547	524,116,097
Provision against diminution in value of Investment	34	56,276,838	(12,517,920)
Other Provision		1,749,990,000	-
Total Provision		3,252,582,385	511,598,177
Net Profit/(Loss) before taxes		(3,672,280,007)	(817,967,514)
Provision For Tax	35	15,808,291	18,611,853
Net Profit/(Loss) after taxation		(3,688,088,298)	(836,579,368)
Appropriations			
Statutory reserve		-	-
General reserve		-	-
Dividends		-	-
Retained Surplus		(3,688,088,298)	(836,579,368)
Earning Per Share (EPS)	36	(26.18)	(5.94)


Chairman


Director


Managing Director (CC)


Company Secretary


Pinaki Das, FCA

Senior Partner

ICAB Enroll. No. 151

FRC Enlistment No.: CA-001-133

Pinaki & Company

Chartered Accountants

FRC Firm Enlistment No.: CAF-001-113

DVC: 2506290151AS139105

Date: 29 June 2025

Dhaka, Bangladesh

Bay Leasing & Investment Limited

Cash Flow Statements

For the year ended 31 December 2024

Particulars	Amount in Taka	
	31-12-2024	31-12-2023
A) Cash flows from operating activities		
Interest receipts	641,404,668	682,202,768
Interest payments	(902,016,114)	(665,054,035)
Dividend receipts	64,596,543	28,447,512
Payments to employees	(57,848,789)	(55,803,398)
Payments to suppliers	(1,843,895)	(1,893,010)
Receipts from other operating activities	3,917,453	10,266,631
Payments for other operating activities	(17,982,014)	(15,178,262)
Cash generated from operating activities before changes in operating assets and liabilities	(269,772,148)	(17,011,794)
Increase / decrease in operating assets and liabilities		
Other assets	(29,024,737)	25,342,005
Lease, loans and advances to customers	334,762,748	342,017,659
Deposits from other banks / borrowings	(43,522,268)	(492,570,289)
Payment as Call Loan	(164,200,000,000)	(191,890,000,000)
Receipt as Call Loan	164,150,000,000	191,780,000,000
Other liabilities account of customers	100,420,883	8,997,111
	312,636,626	(226,213,514)
Net cash flows from operating activities	42,864,478	(243,225,308)
B) Cash flows from investing activities		
Proceeds from sale of securities	70,000,000	87,825,190
Payments for purchases of securities	-	(49,964,439)
Proceeds from sale of Fixed Assets	284,000	188,090
Purchase of property, plant and equipment	(5,095,371)	(8,745,166)
Net cash from investing activities	65,188,629	29,303,676
C) Cash flows from financing activities		
Movement of long term loan	215,029,195	(86,564,258)
Movement of Overdraft	(574,547,555)	31,574,362
Dividend paid	(44,918)	(18,690,887)
Net Cash from financing activities	(359,563,278)	(73,680,783)
D) Net increase / (decrease) in cash and cash equivalents (A+ B + C)	(251,510,171)	(287,602,415)
E) Effects of exchange rate changes on cash and cash equivalents	-	-
F) Cash and cash equivalents at beginning of the year	956,025,350	1,243,627,765
G) Cash and cash equivalents at end of the year	704,515,179	956,025,350
Cash and cash equivalents at end of the year:		
Cash in hand (including foreign currencies)	133,038	111,013
Balance with Bangladesh Bank and its agent bank (s) (including foreign currencies)	52,092,880	41,582,347
Balance with banks and other financial institutions (notes 4 (b))	652,289,261	914,331,990
Total	704,515,179	956,025,350


Chairman


Director


Managing Director (CC)


Company Secretary

Bay Leasing & Investment Limited

Statement of Changes in Equity

For the year ended 31 December 2024

Amount in BDT

Particulars	Paid-up capital	Share premium	Statutory reserve	General reserve	Assets Revaluation Reserve	Retained earnings	Total
Balance as at January 01, 2024	1,408,884,435	121,115,565	623,950,000	111,271,431	306,414,593	(1,735,108,765)	836,527,259
Prior period error adjustment	-	-	-	-	-	(7,349,998)	(7,349,998)
Restated balance at January 01, 2024	1,408,884,435	121,115,565	623,950,000	111,271,431	306,414,593	(1,742,458,763)	829,177,261
Surplus / deficit on account of revaluation of properties	-	-	-	-	-	-	-
Surplus / deficit on account of revaluation of investments	-	-	-	-	-	-	-
Prior period adjustment (Note- 2.36)	-	-	-	-	(5,867,920)	5,867,920	-
Net gains and losses not recognized in the income statement	-	-	-	-	-	-	-
Net profit after taxation for the year	-	-	-	-	-	(3,688,088,298)	(3,688,088,298)
Bonus Share	-	-	-	-	-	-	-
Cash Dividend	-	-	-	-	-	-	-
Appropriation made during the year	-	-	-	-	-	-	-
Balance as at December 31, 2024	1,408,884,435	121,115,565	623,950,000	111,271,431	300,546,673	(5,424,679,141)	(2,858,911,038)
Balance as at December 31, 2023	1,408,884,435	121,115,565	623,950,000	111,271,431	306,414,593	(1,735,108,765)	836,527,259


Chairman


Director


Managing Director (CC)


Company Secretary

Bay Leasing & Investment Limited

Liquidity Statements

(Analysis of Maturity of Assets & Liabilities)
For the year ended 31 December 2024

Particulars	(Amount in BDT)				
	Up to 1 month	1-3 months	3-12 months	1-5 years	Above 5 years
Assets:					
Cash in hand	133,038	-	-	-	133,038
Balance with Bangladesh Bank and its agent	52,092,880	-	-	-	52,092,880
Balance with banks and other financial institutions	37,562,451	28,235,248	586,491,562	-	652,289,261
Money at call and short notice	-	-	-	-	-
Investments	39,562,233	152,366,942	61,665,296	114,528,129	691,077,400
Leases, loans and advances	292,596,201	871,285,940	2,812,356,477	4,215,206,305	8,317,974,426
Fixed assets including premises, furniture and fixtures	-	-	-	-	827,530,763
Other assets	-	-	272,562,031	712,366,892	1,904,826,438
Non banking assets	-	-	-	-	-
Total assets (A):	421,946,803	1,051,888,130	3,733,075,366	5,042,101,326	2,196,912,582
Liabilities:					
Borrowings from banks, other financial institutions and agents	56,324,641	216,769,408	675,988,476	1,708,035,594	3,578,494,971
Deposits & Other Accounts	245,771,631	670,232,549	2,381,742,100	1,426,857,653	4,998,835,780
Provision and other liabilities	79,344,705	132,476,819	284,112,735	986,920,142	6,727,504,494
Total liabilities (B):	381,440,977	1,019,478,776	3,341,843,311	4,121,813,389	15,304,835,245
Net liquidity gap (A - B):	40,505,826	32,409,354	391,232,055	920,287,937	(2,858,911,038)


Chairman


Director


Managing Director


Company Secretary

Bay Leasing & Investment Limited

Notes to the Financial Statements

as at and for the year ended 31 December 2024

1. Company and its activities

1.1 Legal status and nature of the Company

Bay Leasing & Investment Limited, a Public Limited Company was incorporated in Bangladesh on 7th February 1996 under the Companies Act 1994 and Bangladesh Bank granted license to the Company on 25-05-1996 to function as a Non-Banking Financial Institution under the Financial Institutions Act 2023.

The Company also registered itself as a Merchant Bank with the Securities & Exchange Commission on June 25, 1998.

The registered office of the Company is located at Eunoos Trade Centre, Level-18, 52-53 Dilkusha C/A, Motijheel C/A, Dhaka-1000.

1.2 Principal activities and nature of operation

The Company extends lease financing as its core business for all types of machinery and equipment including vehicles for industrial, commercial and private purposes. It has also expanded its activities into term finance, housing finance etc.

1.3 Subsidiary Company

BLI Capital Limited a subsidiary company of The Bay Leasing & Investment Limited Originally being incorporated as a Public Limited Company on 13th day of March 2011 under the Companies Act 1994. Registered office of the company is situated at Rupayan Trade Center, 10th Floor 114, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000.

1.4 Associate Company

Bay Leasing & Investment Limited has an Associate Company namely BLI Securities Limited as on 31-12-2024.

2. Basis of preparation and significant accounting policies

2.1 Statement of compliance

- a) The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), the Companies Act, 1994 and other applicable laws and regulations. The presentation of the financial statements has been made as per the requirements of DFIM Circular No: 11, dated December 23, 2009 issued by the Department of Financial Institutions and Markets of Bangladesh Bank.
- b) Other regulatory compliance
- c) As required BLI Capital Limited also complies with the applicable provisions of the following major laws/ statutes:
 - Securities and Exchange Rules, 1987;
 - Securities and Exchange Commission Act, 1993;
 - Securities and Exchange Commission (Stock-Dealer, Stock-Broker and Authorized Representatives) Rules, 2000;
 - Income Tax Ordinance, 2023;
 - Income Tax Rules, 2023;
 - Negotiable Instruments Act, 1881; and
 - Other applicable laws and regulations.

2.2 Basis of measurement

This financial statement has been prepared on a going concern basis under the historical cost convention in accordance with International Financial Reporting Standards (IFRS). The accounting policies, unless otherwise stated, have been consistently applied by the Company and are consistent with those of the previous year (except IFRS 16: Lease, See Note- 8, 9,12,21,26 & 31).

- 2.3 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 requirements of IAS/IFRS in order to comply with the rules and regulations of Bangladesh Bank.

- 2.3.1 As per Financial Institutions Act 2023, investments in quoted shares and unquoted 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 including investment in associate are higher than the cost. 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. But as per IAS 28 investment in associate need to be accounted for using equity method.
- 2.3.2 As per 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.
- 2.3.3 Bangladesh Bank has issued templates for financial statements which shall strictly be followed by all banks and NBFIs. The templates of financial statements issued by Bangladesh Bank differ from IAS 1: Presentation of Financial Statements so long the templates 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.

2.4 Accounting policy for IFRS 16: Leases

BLIL has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 as Operating Lease.

Policy applicable from 1 January 2019

At inception of a contract, BLIL assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, BLIL assesses whether:

- The contract involves the use of an identified asset - this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.
- BLIL has the right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use; and
- BLIL has the right to direct the use of the asset. BLIL has the right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, BLIL has the right to direct the use of the asset if either:

(i) BLIL has the right to operate the asset; or

(ii) BLIL designed the asset in a way that predetermines how and for what purpose it will be used.

The policy is applied to contracts entered into, or changed, on or after 01 January 2019.

BLIL as a lessee

BLIL recognizes a right of use asset and a lease liability from the beginning of 2019. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use asset is depreciated using the straight-line methods from the commencement date (from the beginning of 2019) to the earlier of the end of the useful life of the right of use asset or the end of the lease term. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date (from the beginning of 2019), discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, and BLIL's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in BLIL's estimate of the amount expected to be payable under a residual value guarantee, or if BLIL changes its assessment of whether it will exercise purchase, extension or termination option. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right to use asset, or is recorded in profit or loss if the carrying amount of the right to use asset has been reduced to zero.

BLIL presents right of use assets in Annexure-A and lease liabilities in note-12.0 separately.

BLIL as a lessor

When BLIL acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, BLIL makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, BLIL considers certain indicators such as whether the lease is for the major part of the economic life of the asset. If an arrangement contains lease and non-lease components, BLIL applies IFRS 15 to allocate the consideration in the contract. BLIL recognizes lease payments received under operating leases as income over the lease term.

2.5 Directors' responsibility statement

The Board of Directors takes the responsibility for the preparation and presentation of these financial statements.

2.5.1 Date of authorization

The Board of directors has authorized these financial statements on 28-06-2025 in the 218th Board of Directors meeting.

2.6 Presentation and functional currency and level of precision

The financial statements are presented in Bangladesh Taka (BDT) currency, which is the Company's functional currency. All financial information presented in BDT has been rounded off to the nearest BDT.

2.7 Use of estimates and judgments

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 affect the reported amounts of assets, liabilities, revenue and expenses. It also requires disclosures of contingent assets and liabilities at the date of the financial statements. The most critical estimates and judgments are applied to the following:

- Provision for impairment of loans, leases and investments
- Gratuity
- Useful life of depreciable assets

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. However, the estimates and underlying assumptions are reviewed on an ongoing basis and the revision is recognized in the period in which the estimates are revised. In accordance with the guidelines as prescribed by IAS 37: Provisions, Contingent Liabilities and Contingent Assets, provisions are recognized in the following situations:

Provisions:

Provisions are liabilities that are uncertain in timing or amount. Provisions are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Contingent Liability:

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or the Group has a present obligation as

a result of past events but is not recognized because it is not likely that an outflow of resources will be required to settle the obligation; or the amount cannot be reliably estimated. Contingent liabilities normally comprise legal claims under arbitration or court process in respect of which a liability is not likely to occur.

Contingent Assets:

A contingent asset is possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are never recognized; rather they are disclosed in the financial statements when they arise.

2.8 Basis of consolidation of operations of subsidiaries

The financial statements of the Company and its subsidiaries have been consolidated in accordance with International Financial Reporting Standard 10 “Consolidated Financial Statements”. The consolidation of the financial statement has been made after eliminating all material inter-company balances, income and expenses arising from inter-company transactions. The total profits of the Company and its subsidiary are shown in the consolidated profit and loss account with the proportion of profit after taxation pertaining to non-controlling shareholders being deducted as ‘Non-controlling Interest’. All assets and liabilities of the Company and of its subsidiary are shown in the consolidated balance sheet. The interest of non-controlling shareholders of the subsidiary are shown separately in the consolidated balance sheet under the heading ‘Non-controlling Interest’.

2.9 Accounting for leases

The Company has been following Finance Method of accounting for lease transactions as per IAS-17. In accordance with the said standard, the aggregate lease receivable including un-guaranteed residual value are recorded as gross lease receivable while the excess of gross lease receivable over the total acquisition cost, including interest thereon for acquiring the lease equipment, constitutes the unearned lease income being usually amortized to revenue on a monthly basis over the lease term yielding a constant rate of return over the period.

2.10 Reporting period:

The reporting period of the company cover one calendar year from 1st January 2024 to 31st December 2024.

2.11 Accounting for direct finance

Books of accounts for direct finance operation are maintained on the basis of accrual method of accounting. Outstanding loans, along with the accrued interest thereon, for term finance, and unrealized principal for long-term finance, real estate finance, car loans and other finances are accounted for as direct finance assets of the Company. Interest earnings are recognized as operational revenue periodically.

2.12 Property, Plant and Equipment

Recognition and measurement

Owned assets

Items of own property and equipments are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the assets to its working condition for its intended use as per International Accounting Standard (IAS) 16 "Property, Plant and Equipment's".

2.13 Subsequent expenditure on property and equipment

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

2.14 Depreciation

Depreciation is charged to amortize the cost of assets, over their estimated useful lives, using the reducing balance method in accordance with IAS-16 “Property, Plant and Equipment”. Full depreciation is charged on additions irrespective of date when the related assets are put into use and no depreciation is charged from the month of disposal. Asset category wise depreciation rates are as follows:

Particulars	Rates
Furniture and fixtures	10.00%
Building	2.50%
Electrical Goods	20.00%
Office equipment	15.00%
Office decoration	20.00%
Motor vehicles	20.00%

The difference between the sale proceeds and the carrying amount of an asset is recognized in the profit and loss account as gain or loss on disposal or retirement of an asset.

2.15 Revenue recognition

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

- identify the contract (s) with a customer(s);
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to the performance obligations in the contract;
- recognize revenue when (or as) the entity satisfies a performance obligation.

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

Revenue is recognized only when it is measurable and probable that the economic benefits associated with the transaction will follow to the company and in accordance with per IFRS 15: “Revenue from Contracts with Customers” unless otherwise mentioned or otherwise guided by the separate IAS/IFRS. Interest income from loans and other sources is recognized on an accrual basis of accounting.

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/disposed off.

2.16 Accounts receivable

Accounts receivable at the balance sheet date is stated at amounts which are considered realizable. Specific allowance is made for receivable considered to be doubtful for recovery.

2.17 Borrowing cost

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

2.18 Cash flow statements

The cash flow statement is prepared using the direct method as stipulated in International Accounting Standard (IAS) 7 "Cash Flow Statements" as prescribed by DFIM circular no. 11 dated December 23, 2009.

2.19 Conversion of foreign currency transactions

Foreign currency transactions are translated into Taka at rates prevailing at the respective dates of transactions, while foreign currency monetary assets at the end of the year are reported at the rates prevailing on the balance sheet date. Exchange gains or losses arising out of the said conversions are recognized as income or expense for the year after netting off as per **IAS 21: The Effects of Changes in Foreign Exchange Rates**.

2.20 Investment in securities

Investment in marketable ordinary shares has been shown at cost. As per DFIM Circular No-02 dated 31-01-2012 provision against loss on investment in Securities Market may be made by netting off gain & loss. As such Bay Leasing & Investment Calculated the provision

requirement as per the circular DFIM circular/02, date 31-01-2012 published by Bangladesh Bank. Investment in non-marketable shares has been valued at cost.

2.21 Write off.

Write-off describes a reduction in recognized value. It refers to recognition of the reduced or zero value of an asset. Generally, it refers to an investment for which a return on the investment is now impossible or unlikely. The items recognize value is thus canceled and removed from ("written off") the Company's balance sheet. Recovery against debts written off/provided for is credited to revenue. Income is recognized where amounts are either recovered and/or adjusted against securities/properties or advances there-against or are considered recoverable.

2.22 Employees benefit obligation.

Bay Leasing & Investment Limited offers a number of benefit plans which includes contributory provident fund, gratuity plan, Group Insurance & Employees Real Estate/Home Loan as per IAS 19: Employee Benefits.

2.23 Contributory Provident Fund

The company operates a contributory provident fund for its permanent employees. The fund is approved by the National Board of Revenue (NBR), administered separately by a Board of Trustee and is funded by equal contribution from the company and the employees. This fund is invested separately from the company's assets. Provident Funds are invested in Fixed Deposit with other Banks and to the Government Sanchaypatra. Interest earned from the investments is credited to the members' account on yearly basis.

2.24 Gratuity Scheme

Bay Leasing & Investment Limited has a funded gratuity for the qualifying officers and staff member on the retirement from the service of the company at the following rates:

i)	Those who have put in 1-7 years of service	-	One Basic pay (last basic pay) for each year of service.
ii)	Those who have put in 8-15 years of service	-	One and half basic pay (last basic pay drawn) for each year of service.
iii)	Those who have put in service of 16 years and above	-	Two basic pay (last basic pay drawn) for each year of service.

Other Benefits obligation

The Company operates a group life insurance scheme for its permanent employees.

The Company also has home /real estate loans for its permanent employees.

2.25 Taxation

Tax expense comprises current and deferred tax.

2.26 Deferred tax

The Company accounts for deferred tax as per International Accounting Standard (IAS) 12 "Income Taxes". Deferred tax is provided using the balance sheet method for all temporary timing differences arising between the tax base (as per assessment) of assets and liabilities and their carrying value for financial reporting purposes. Tax rate prevailing at the balance sheet date is used to determine deferred tax.

2.27 Current Tax

Provision for current tax is made on the basis of the profit for the year as adjusted for taxation purposes in accordance with the provision of Income Tax Ordinance, 2023 and amendments made thereto from time to time.

2.28 Cash and cash Equivalents

This represents cash in hand and cash at bank, the details of which is given in the note No.3.

2.29 Statutory Reserve:

This represents 20% of Profit before tax set aside in compliance with Clause 6 of the Financial Institutions Act, 2023.

2.30 Provision for doubtful leases and loan:

The provision has been made at an estimated rate of outstanding exposures based on rental receivable on Lease and Installment Receivable on Loan against Receivable as per Department of Financial Institutions and Markets (DFIM) circular No. 04 dated 26 July 2021 of Bangladesh Bank. The Provision is considered adequate to meet probable losses.

2.31 Earning per share (EPS)

The Company calculates earnings per share in accordance with "International Accounting Standards (IAS) 33 "Earnings per Share" which has been shown in the face of the Profit and Loss Account.

2.32 Related party disclosure

As per International Accounting Standards (IAS) 24 "Related Party Disclosures", parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party disclosures have been given in note

2.33 Events after the Reporting Period (IAS-10)

Recommended:

Proposed Dividend:

The Board of Directors, in its 218th meeting, held on 28-06-2025 has recommended no dividend for the year 2024. The above is subject to approval of regulatory authorities and shareholders in the 29th Annual General Meeting, scheduled to be held on 28-08-2025 at Conference Hall (2nd Floor), Institution of Engineers, Bangladesh (IEB), Ramna, Dhaka .

2.34 Compliance of International Financial Reporting Standards (IFRS)

SL. no	Name of IAS/IFRS	Status
01	IAS 1: Presentation of Financial Statements	*Partially Departed
02	IAS 2: Inventories	Not Applicable
03	IAS 7: Statements of Cash Flows	*Partially Departed
04	IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors	Complied
05	IAS 10: Events after the Reporting Period	Complied
06	IAS 11: Construction Contracts	Not Applicable
07	IAS 12: Income Taxes	*Partially Departed
08	IAS 16: Property, Plant and Equipment's	Complied
09	IAS 17: Leases	Complied
10	IAS 19: Employee Benefits	Complied
11	IAS 20: Accounting for Govt. Grants and disclosures of Govt. Assistances	Not Applicable
12	IAS 21: The Effects of Changes in Foreign Exchange Rates	Complied
13	IAS 23: Borrowing Costs	Complied
14	IAS 24: Related Party Disclosures	Complied
15	IAS 26: Accounting and Reporting by Retirement Benefit Plan	Not Applicable
16	IAS 27: Separate Financial Statements	Complied
17	IAS 28: Investments in Associates	*Partially Departed
18	IAS 32: Financial Instruments: Presentation	*Partially Departed

SL. no	Name of IAS/IFRS	Status
19	IAS 33: Earnings Per Share	Complied
20	IAS 34: Interim Financial Reporting	Complied
21	IAS 36: Impairment of Assets	Complied
22	IAS 37: Provisions, Contingent Liabilities and Contingent Assets	Complied
23	IAS 38: Intangible Assets	Not Applicable
24	IAS 39: Financial Instrument: Recognition and Measurement	*Partially Departed
25	IAS 40: Investment Property	Not Applicable
26	IAS 41: Agriculture	Not Applicable
27	IFRS 1: First-time adoption of International financial Reporting Standards	Not Applicable
28	IFRS 2: Share-based Payment	Not Applicable
29	IFRS 3: Business Combinations	Not Applicable
30	IFRS 4: Insurance Contracts	Not Applicable
31	IFRS 5: Non-current Assets Held for Sale and Discontinued Operations	Not Applicable
32	IFRS 6: Exploration for and Evaluation of Mineral Resources	Not Applicable
33	IFRS 7: Financial Instruments: Disclosures	Not Applicable
34	IFRS 8: Operating Segments	Complied
35	IFRS 10: Consolidated Financial Statements	Complied
36	IFRS 11: Joint Arrangements	Not Applicable
37	IFRS 12: Disclosure of Interests in Other Entities	Complied
38	IFRS 13: Fair Value Measurement	Complied
39	IFRS 15: Revenue from Contracts with Customers	Complied
40	IFRS 16: Leases	Complied
*Partially Departed standards are those requirements of which are different from those of Bangladesh Bank. Note – 1 contains details about such departure from IFRS requirements to comply with Bangladesh Bank.		

2.35 Components of the financial statements

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

- Consolidated and Separate Balance Sheet as at 31 December 2024;
- Consolidated and Separate Profit and Loss Account for the year ended 31 December 2024;
- Consolidated and Separate Statement of Cash Flows for the year ended 31 December 2024;
- Consolidated and Separate Statement of Changes in Equity for the year ended 31 December 2024;
- Liquidity Statement for the year ended 31 December 2024 and
- Notes to the Consolidated and Separate Financial Statements for the year ended 31 December 2024.

2.36 Financial risk management

Bay Leasing & Investment Ltd. always concentrates on delivering high value to its stakeholders through appropriate trade off between risk and return. A well structured and proactive risk management system is in place within the Company to address risks relating to credit, market, liquidity and operations. In addition to the industry best practices for assessing, identifying and measuring risks, Bay Leasing & Investment Ltd. also considers guidelines for managing core risks of financial instructions issued by the Country's Central Bank, Bangladesh Bank, vide FID Circular No. 10 dated September 18, 2005 for management of risks.

Credit risk

To encounter and mitigate credit risk the company employed multilayer approval process, policy for maximum sector and group exposure limit, policy for customers maximum asset exposure limit, mandatory search for credit report from Credit Information Bureau, 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 Team, strong follow up of compliance of credit policies by Operational Risk Management Department, taking collateral, seeking external legal opinion, maintaining neutrality in politics and following arm's length approach in related party transactions, regular review of market situation and industry exposure etc. 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.

Market risk

The Asset Liability Committee (ALCO) of the Company regularly meets to assess the changes in interest rate, market conditions, carry out asset liability maturity gap analysis, re-pricing of products and thereby takes effective measures to monitor and control interest rate risk. Bay Leasing & Investment Ltd. has also strong access to money market and credit lines at a competitive rate through good reputation, strong earnings, financial strength and credit rating.

Liquidity Risk

Liquidity requirements are managed on a day-to-day basis by the Treasury Division which is responsible for ensuring that sufficient funds are available to meet short term obligations, even in a crisis scenario, and for maintaining a diversity of funding sources. Treasury Division maintains liquidity based on historical requirements anticipated funding requirements from operation, current liquidity position, collections from financing, available sources of funds and risks and returns.

Operational Risk

Appropriate internal control measures are in place, Bay Leasing & Investment Ltd, to address operational risks. BLIL has also established an internal control and compliance department (ICCD) to address operational risk and to frame and implement policies to encounter such risks. This department assesses operational risk across the Company as a whole and ensures that an appropriate framework exists to identify, assess and manage operational risk. The function of ICCD is to constant vigilance against leakage of Shareholders value by identify, assess, measure, manage and transfer operational risk resulting from inadequate or failed internal processes, people and system or from external events.

2.37 Others:

- a) There is no claim against the company, which has not been acknowledged as debt in the Balance sheet.
- b) There exist no commitments except those already entered into agreement and are in the process of execution.
- c) There was a contingent liability as on 31-12-2024 except which are disclosed in note# 38.00 of financial statements.
- d) The figures appearing in these accounts have been rounded off to the nearest taka.
- e) Figures of the previous year have been rearranged, wherever considered necessary to conform to current year's presentation.
- f) The number of employees (66 nos.) engaged for the whole year or Part.

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
3.00	Cash :		
	Cash in hand	133,038	111,013
	Balance with Bangladesh Bank and its agent bank(s)	52,092,880	41,582,347
	Total:	52,225,918	41,693,360
3.01	Cash in hand:		
	The above balance is made up as follows:		
	In local currency	133,038	111,013
	In foreign currency	-	-
		133,038	111,013
3 a)	Consolidated Cash in Hand		
	Bay Leasing & Investment Ltd.	133,038	111,013
	BLI Capital Ltd.	24,803	75,734
	Total:	157,841	186,747
3.02	Balance with Bangladesh Bank and its agent bank(s):		
	The above balance is made up as follows:		
	In local currency with Bangladesh Bank	52,092,880	41,582,347
	In foreign currency	-	-
	Total:	52,092,880	41,582,347
3.03	Statutory Deposits:		
	Cash Reserve Requirement (CRR) and Statutory Liquidity Reserve (SLR):		
	Cash Reserve Requirement and Statutory Liquidity Ratio have been calculated and maintained in accordance with the Financial Institutions Act 2023 and DFIM circular no. 03 dated June 21, 2020.		
	The cash reserve requirement (CRR) has been calculated at the rate of 1.5% on the Company's time deposits which is preserved in current account maintained with Bangladesh Bank. Statutory Liquidity Reserve (SLR) has been calculated at the rate of 5% on total liabilities, Including CRR and has been maintained in the form of balance with bank's and other Financial Institutions, call money deposit etc. Total Time Deposits means Term or Fixed Deposit, Security Deposit against Lease/Loan and other Term Deposits, received from individuals and institutions (except Banks and FI's). Both the reserves maintained by the Company are in excess of the statutory requirements, as shown below:		
a)	Cash Reserve Requirement:		
	Required reserve	35,959,995	37,830,595
	Actual reserve maintained	52,092,880	41,582,347
	Surplus/(deficit)	16,132,885	3,751,752
b)	Statutory Liquidity Reserve:		
	Required reserve (including CRR)	132,243,618	136,819,753
	Actual reserve maintained including CRR (note-3.04)	319,515,179	302,275,351
	Surplus/(deficit)	187,271,561	165,455,598
3.04	Actual reserve maintained (including CRR):		
	Cash in hand	133,038	111,013
	Balance with Bangladesh Bank and its agent bank(s)	52,092,880	41,582,347
	Balance with banks and other financial institutions	267,289,261	303,763,164
	Total:	319,515,179	345,456,524

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
4.00	Balance with banks and other financial institutions:		
	The above balance is made up as follows:		
	In Bangladesh (4.01)	652,289,261	914,331,990
	Outside Bangladesh	-	-
	Total:	652,289,261	914,331,990
4.01	In Bangladesh:		
	Current Deposits:		
	The above balance is made up as follows:		
	Bank Alfalah Limited	262,388	263,458
	BASIC Bank Limited	1	228
	Dutch Bangla Bank Ltd.	107,686	108,526
	Midland Bank Ltd	32	32
	EXIM Bank Limited	517	11,625
	First Security Bank Ltd.	9,108	1,678
	Janata Bank Ltd.	4,562	5,252
	NCC Bank Limited	208,349	204,851
	Southeast Bank Limited	7,522,983	31,660,147
	Standard Bank Ltd	-	500,472
	The City Bank Limited	-	25,846
	Trust Bank Limited	-	3,035
	Pubali Bank Limited	120	
	Uttara Bank Limited	118	118
	Sub Total:	8,115,864	32,785,268
	Short-term deposits/SND:		
	In Local Currency:		
	Jamuna Bank Limited	26,098	27,008
	Mutual Trust Bank Ltd.	472	3,004,235
	Southeast Bank Limited	18,946,827	14,765,479
		18,973,397	17,796,722
	In Foreign Currency:		
		-	-
	Sub Total:	18,973,397	17,796,722
	Fixed deposits:		
	Mercantile Bank Ltd.	-	168,750,000
	Southeast Bank Limited	435,000,000	545,000,000
	Midland Bank Ltd	-	50,000,000
	Uttara Bank Limited	100,000,000	100,000,000
	Bangladesh Finance Limited	90,200,000	-
	Sub Total:	625,200,000	863,750,000
	Grand Total:	652,289,261	914,331,990
4 a)	Consolidated Balance with banks and other financial institutions:		
	Bay Leasing & Investment Ltd.	652,289,261	914,331,990
	BLI Capital Ltd.	7,415,345	20,163,826
	Total	659,704,606	934,495,816
4.02	Maturity grouping of balance with banks and other financial institutions:		
	On demand	-	-
	Up to 1 month	37,562,451	52,145,638
	Over 1 month but not more than 3 months	28,235,248	22,471,154
	Over 3 months but not more than 1 year	586,491,562	839,715,198
	Over 1 year but not more than 5 years	-	-
	Over 5 years	-	-
	Total	652,289,261	914,331,990
5.00	Money at call and short notice:		
	i) Investments are as follows:	-	-
	Total	-	-

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
6.00	Investments for BLIL:		
	The above balance is made up as follows:		
	Government securities	-	-
	Treasury Bills	-	-
	National Investment Bonds	-	-
	Bangladesh Bank Bill	-	-
	Govt. notes/bonds	-	-
	Prize Bonds	-	-
	Others:		
	Other investment	691,077,400	761,077,400
	Investment in non marketable ordinary shares (note-6.01)	1,569,450	71,569,450
	Investment in Preference Shares	-	-
	Investment in debenture and bond	-	-
	Investment in marketable Securities (note-6.02)	689,507,950	689,507,950
	Total	691,077,400	761,077,400
6.01	Investment in non marketable ordinary shares		
	Central Depository Bangladesh	1,569,450	1,569,450
	EM Power Ltd	-	70,000,000
	Total	1,569,450	71,569,450

6.02 Investment in marketable securities:

Listed Securities

Name of the Company	Qty.	Cost Price	Market price per share on 31-12-2024	Market Price	Provision
Asia Insurance Ltd	956,898	31,980,087	30.10	28,802,630	(3,177,457)
Exim Bank Ltd.	2,283,729	53,914,232	7.20	16,442,849	(37,471,383)
National Life Ins. Co. Ltd.	939	172,444	106.20	99,722	(72,722)
Southeast Bank Ltd.	31,439,948	521,989,334	9.00	282,959,532	(239,029,802)
Prime Bank Ltd	1,997,340	61,708,189	23.40	46,737,756	(14,970,433)
United Air	935,396	19,743,664	1.60	1,496,634	(18,247,030)
Total Marketable Sec.		689,507,950		376,539,122	(312,968,828)

Non marketable shares

Central Depository Bangladesh		1,569,450		1,569,450	-
Sub- Total		1,569,450		1,569,450	-
Grand Total		691,077,400		378,108,572	(312,968,828)

6 a) Consolidated Investment:

Bay Leasing & Investment Ltd.
BLI Capital Ltd.

691,077,400	761,077,400
310,928,802	447,784,497
1,002,006,202	1,208,861,897

All investments in marketable securities are valued on cost price at the balance sheet date. Provision has required Tk. 312,968,828/- after net off gain/loss from market price of shares as per DFIM Circular # 02; date: 31.01.2012.

6.03 Maturity grouping of investments:

On demand	-	-
Up to 1 month	39,562,233	48,122,590
Over 1 month but not more than 3 months	152,366,942	162,750,100
Over 3 months but not more than 1 year	61,665,296	180,390,422
Over 1 year but not more than 5 years	114,528,129	120,632,237
Over 5 years	322,954,800	249,182,051
	691,077,400	761,077,400

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
7.00	Lease, loans and advances		
	Broad category-wise break up:		
	Inside Bangladesh		
	Lease Finance	511,508,603	544,609,889
	Term Finance	5,743,102,015	6,539,987,688
	Housing Finance	2,063,363,808	1,568,139,597
		8,317,974,426	8,652,737,174
	Outside Bangladesh	-	-
	Total	8,317,974,426	8,652,737,174
7 a)	Consolidated Lease, Loans & advances		
	Bay Leasing & Investment Ltd.	8,317,974,426	8,652,737,174
	BLI Capital Ltd.	2,734,564,073	2,871,589,542
		11,052,538,499	11,524,326,716
	Less: Inter company balance eliminated	929,436,707	910,818,711
	Total	10,123,101,792	10,613,508,005
7.01	Lease Finance:		
	Principal Outstanding	511,508,603	544,609,889
	Interest Receivable	-	-
	Total:	511,508,603	544,609,889
	Details are given below:		
	Opening Balance	544,609,889	552,489,871
	Add: Disbursement during the year	-	15,030,000
	Add: Interest and other charges during the year	14,170,338	21,385,701
		558,780,227	588,905,572
	Less: Write-off during the year	-	-
	Realization during the year	(47,271,624)	(44,295,683)
	Total:	511,508,603	544,609,889
	Movement of Balance Principal:		
	Gross lease receivable	679,352,600	679,352,600
	Less: Unearned finance income	167,843,997	134,742,711
	Balance Principal	511,508,603	544,609,889
7.02	Term Finance:		
	The above balance is made up as follows:		
	Principal Outstanding	5,743,102,015	6,539,987,688
	Interest Receivable	-	-
	Total:	5,743,102,015	6,539,987,688
	Details are given below:		
	Movement of Outstanding Balance		
	Opening Balance	6,539,987,688	6,743,643,485
	Add: Disbursement during the year	316,528,135	126,041,098
	Add: Interest and other charges during the year	310,882,611	286,228,396
		7,167,398,434	7,155,912,979
	Less: Write-off during the year	-	-
	Realization/adjustment during the year	(1,424,296,419)	(615,925,291)
	Total:	5,743,102,015	6,539,987,688
7.03	Housing Finance:		
	The above balance is made up as follows:		
	Principal Outstanding	2,063,363,808	1,568,139,597
	Interest Receivable	-	-
	Total:	2,063,363,808	1,568,139,597
	Movement of Outstanding Balance		
	Balance at January 01	1,568,139,597	1,704,516,356
	Add: Disbursement during the year	14,365,210	18,026,834
	Add: Interest and other charges during the year	124,388,080	134,261,402
		1,706,892,887	1,856,804,592
	Realization/adjustment during the year	356,470,921	(288,664,995)
	Balance at December 31	2,063,363,808	1,568,139,597

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
7.04	Classification wise Lease, Loans & Advances		
	Unclassified:		
	Standard	1,023,942,839	2,487,898,097
	CMSMEF	95,722,599	168,334,080
	Other than CMSMEF	928,220,241	2,319,564,017
	Special Mention Account (SMA)	627,945,952	1,834,297,133
		1,651,888,791	4,322,195,230
	Classified:		
	Sub-Standard	92,641,480	230,101,871
	Doubtful	1,574,255,434	91,616,854
	Bad/Loss	4,999,188,721	4,008,823,219
		6,666,085,635	4,330,541,944
	Total	8,317,974,426	8,652,737,174
7.05	Maturity grouping of lease, loans and advances:		
	On demand	-	-
	Up to 1 month	292,596,201	269,702,311
	Over 1 month but not more than 3 months	871,285,940	847,613,311
	Over 3 months but not more than 1 year	2,812,356,477	2,974,962,300
	Over 1 year but not more than 5 years	4,215,206,305	4,325,049,799
	Over 5 years	126,529,503	235,409,453
	Total:	8,317,974,426	8,652,737,174
7.06	Lease, loans and advances on the basis of significant concentration		
	Lease, loans and advances to:		
	Directors of the Company have interests	-	-
	Chief Executive and other Senior Executives	32,533,200	29,845,006
	Customers groups	8,285,441,226	8,622,892,168
		8,317,974,426	8,652,737,174
7.07	Number of clients with outstanding amount and classified lease, loans and advances exceeding 15% of total capital (Total capital of the Company was Taka (2858.91) million as at December 31, 2024 & Tk 836.53 million in 2023) of the Company is as follows:		
	Number of clients	26	15
	Amount of outstanding advances	7,222,603,280	6,064,881,186
	Amount of classified advances	4,994,178,200	Nil
	Measures taken for recovery	Not applicable	Not applicable
7.08	Details of large Lease, loans and advances		
	As per Financial Institutions Act 2023, a financial institution can not sanction any loan exceeding 30% of its capital and reserve with out permission of Bangladesh Bank. During the year 2024 BLIL has not disbursed large Lease, loans and advances;		
	Number of clients	19	7
	Amount of outstanding advances	6,568,353,495	3,955,390,622
	Amount of classified advances	4,740,258,232	-
	Measures taken for recovery	Not applicable	Not applicable
7.09	Industry-wise distribution of lease, loans and advances		
	1. Agricultural sector	139,476,306	139,267,148
	2. Industrial sector:		
	a) Textile	599,391,806	651,336,174
	b) Garments	831,181,967	861,977,561
	c) Jute and jute products	1,259,628	1,223,135
	d) Food production/processing industry	192,975,823	203,667,651
	e) Plastic industry	94,365,200	95,305,200
	f) Leather & leather products	4,379,814	4,379,814
	g) Ship manufacturing Industry	34,652,754	32,323,150
	h) Chemical & Pharmaceutical	2,490,389	2,540,389
	i) Cement/Concrete and allied industry	506,868,549	507,376,160
	j) Service industry	343,764,306	489,725,256
	k) Paper, Printing and packaging industry	214,395,069	222,617,363
	l) Wood, Furniture & Fixture	75,395,032	81,665,450

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
	m) Glass and ceramic industry	-	-
	n) Electronics and electrical industry	140,363,136	156,094,358
	o) Iron, Steel & Engineering	79,937,879	82,556,634
3.	Trade & Commerce	869,174,602	865,537,582
4.	Power, Gas, Water and sanitary service	26,786,580	25,725,542
5.	Transport & Communication	-	-
6.	Real Estate & Housing	2,386,006,658	2,504,581,267
7.	Merchant Banking	1,023,438,741	996,142,961
8.	Consumer Finance	69,742,741	87,233,235
9.	Others	681,927,446	641,461,144
	Total	8,317,974,426	8,652,737,174
7.10	Geographical location-wise lease, loans and advances:		
	The above balance is made up as follows:		
	Inside Bangladesh		
	Urban		
	Dhaka Division	8,299,864,183	8,628,882,554
	Chittagong Division	-	-
	Khulna Division	-	-
	Rajshahi Division	12,279,308	16,452,544
	Rangpur Division	-	2,183,159
	Barisal Division	-	-
	Mymensingh Division	5,830,935	5,218,917
	Sylhet Division	-	-
		8,317,974,427	8,652,737,174
	Outside Bangladesh	-	-
	Total	8,317,974,427	8,652,737,174
7.11	Particulars of Lease, Loan and Advances		
	The above balance is made up as follows:		
	i) Lease, loans and advances considered good in respect of the FI is fully secured	4,210,761,316	5,224,836,252
	ii) Lease, loans and advances considered good in respect of the FI holds no security other than the debtors personal guarantee	1,533,946,984	13,877,573,425
	iii) Lease, loans and advances considered good secured by the personal undertakings of one or more parties in addition to the debtors personal guarantee	2,573,266,127	2,389,475,163
		8,317,974,427	21,491,884,840
	iv) Lease, loans & advances adversely classified; provision not maintained there against	-	-
	v) Lease, loans & advances due by directors or officers of the company or any of them either separately or jointly with any other persons	32,533,200	29,845,006
	viii) Maximum total amount of advances including temporary advances granted during the year to the companies or firms in which the directors of the financial institution have interest as directors, partners or managing agents or in the case of private companies, as member.	-	-
	ix) Due from bank and financial institutions	391,821,935	349,913,325
	x) Classified loans, advances and leases		
	a) Classified loans, advances and leases on which interest has not been charged	6,666,085,635	4,330,541,944
	Provision on doubtful loans, advances and leases	437,893,806	44,993,464
	Provision on bad loans, advances and leases	3,110,649,821	2,284,414,348
	Total provisions charged during the year	3,548,543,627	2,329,407,812
	c) Amount of written off loans, advances and leases	437,491,549	437,491,549
	Total amount realized against loans and leases previously written off	11,129,365	10,989,365
	d) Provision kept against loans and advances classified as bad debts	3,110,649,821	2,284,414,348
	e) Interest credited to Interest Suspense Account	1,028,687,389	902,829,107
	xi) Cumulative amount of written off loans, advances and leases		
	Opening Balance	437,491,549	437,491,549
	Amount written off the year	-	-
		437,491,549	437,491,549

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
	Classified loans, advances and leases		
a)	Classified loans, advances and leases on which interest has not been credited to income	6,666,085,635	4,330,541,944
b)	Provision on doubtful leases, loans and advances	437,893,806	1,445,265,656
	Provision on bad loans, advances and leases	3,110,649,821	2,329,407,812
	Total specific provisions	3,548,543,627	2,474,673,469
c)	Amount of written off lease, loans and advances	-	-
	Total amount realised against loans and leases previously written off	140,000	1,221,545
d)	Provision kept against loans and advances classified as bad debts	3,110,649,821	2,284,414,348
e)	Interest credited to Interest Suspense Account	1,028,687,389	902,829,107

7.12 Cumulative amount of written off loans, advances & leases

As per FID Circular no.03 dated 15 March 2007 of Bangladesh Bank, a financial institution should write-off loans/ lease to clean-up its financial statements subject to fulfilment of the following criteria:

- Loans /leases classified as Bad and Losses against which 100% provision has been made;
- Approval from the Board of Directors is required;
- Best endeavors shall be made to recover the written-of loans/ leases and legal process should be initiated if not started before.

Opening Balance	437,491,549	437,491,549
Amount written off during the year	-	-
The amount of written off loans, advances and leases	437,491,549	437,491,549

7.13 Particulars of Required provision for lease, loans & advances

Required provision has been made as per Bangladesh Bank guidelines. As per BB guidelines, provision at the following rates have been made in the financial statements depending on the status of classification (exclusive method).

Investment up to 5 years term	Classification status	Provision (%)
Below 3 months	Standard (CMSMEF)	0.25
Below 3 months	Std. (other than CMSMEF)	1
3 to 6 months	SMA (CMSMEF)	0.25
3 to 6 months	SMA (other than CMSMEF)	5
6 to 11 months	SS (CMSMEF)	5
6 to 11 months	SS (other than CMSMEF)	20
12 to 18 months	DF (CMSMEF)	20
12 to 18 months	DF (other than CMSMEF)	50
18 months and above	BL	100

Investment up to 5 years term	Classification status	Provision (%)
Below 6 months	Standard (CMSMEF)	0.25
Below 6 months	Standard (other than CMSMEF)	1
6 to 12 months	SMA (CMSMEF)	0.25
6 to 12 months	SMA (other than CMSMEF)	5
12 to 18 months	SS (CMSMEF)	5
12 to 18 months	SS (other than CMSMEF)	20
18 to 24 months	DF (CMSMEF)	20
18 to 24 months	DF (other than CMSMEF)	50
24 months and above	BL	100
Loan to Subsidiary, Sister Concern etc	Standard	2
Prov. Against Off Balance Sheet Exposure		1
Additional Provision for Deferral as per BB Circular		2

* The above Provision rate has been revised as per DFIM circular Letter no. 37 dated 04 December 2024 of Bangladesh Bank..

Status	Base for Provision	Rate	Provision	
			31-12-2024	31-12-2023
Unclassified- General Provision				
Standard	1,023,942,839		9,521,509	23,616,475
CMSMEF	95,722,599	0.25%	239,306	420,835
Other than CMSMEF	928,220,241	1.00%	9,282,202	23,195,640
Special Mention Account (SMA)	613,840,207		27,400,316	88,229,428
CMSMEF	69,298,830	0.25%	173,247	
Other than CMSMEF	544,541,377	5.00%	27,227,069	
Prov. On OFF B/S Exposure	150,000,000	1.00%	1,500,000	1,500,000
Additional Prov. for Loan to Subs.	-	1.00%	-	9,108,187
Prov. has been kept for conditional reschedule			67,316,415	3,817,116
Additional Prov. for Deferral	36,357,436	2.00%	727,149	18,994,451
Total General Provision Required			106,465,389	145,265,657
Classified- Specific provision				
Sub-Standard	59,786,749		11,677,452	32,964,863
CMSMEF	1,865,988	5.00%	93,299	
Other than CMSMEF	57,920,761	20.00%	11,584,152	
Doubtful	869,840,581		426,216,355	12,028,601
CMSMEF	29,013,120	20.00%	5,802,624	
Other than CMSMEF	840,827,461	50.00%	420,413,731	
Bad/Loss	3,110,649,821	100.00%	3,110,649,821	2,284,414,348
Total Specific Provision Required			3,548,543,627	2,329,407,812
Required provision for lease, loans & advances			3,655,009,016	2,474,673,469
Less: Defferal from B.Bank (1329900000/5*2)			531,960,000	797,940,000
Total provision kept for lease, loans & advances			3,123,049,016	1,676,733,469
Excess provision for lease, loans & advances			-	-

7.14 Disclosure regarding Provision Defferal

Bangladesh Bank Inspection Team have completed Classification of Loans (CL) Inspection and recommended large amount of additional provisioning (Tk.132.99 crore) and in response to which we have applied to DFIM to allow “Provision Deferral” vide our last letter we GJAvBGJ/2023Bs/0513 Dated July 16, 2023. In response our application for provision Deferral, DFIM has allowed us 5 years provision deferral calculated by B.Bank Inspection team through vide letter# DFIM(C)1054/16/2023-3051 dated September 07, 2023. Break up shown below:

Total Required provision for lease, loans & advances (as per CL)	3,655,009,016
Deferral approved by B.Bank through above letter (1329900000*2/5)	531,960,000
Total provision kept for lease, loans & advances	3,123,049,016

8.00 Fixed assets including premises, furniture and fixtures:

The above balance is made up as follows:

Cost & Revaluation		
Furniture and fixtures	22,379,480	22,351,149
Office equipment	18,091,868	17,743,028
Office Decoration	28,786,304	28,786,304
Right of Use Assets	13,613,749	3,212,364
Motor Vehicles	15,225,898	16,590,398
Intangible Assets	10,500,000	10,500,000
Building	461,107,440	461,107,440
Construction WIP	80,079,800	80,079,800
Land	376,470,535	371,998,535
	1,026,255,074	1,012,369,018
Less: Accumulated depreciation	198,724,310	182,934,818
Net book value at the end of the year (Schedule-1)	827,530,763	829,434,200

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
8 a	Consolidated Fixed Assets		
	Bay Leasing & Investment Ltd.	827,530,763	829,434,200
	BLI Capital Ltd.	569,537,777	585,592,573
		1,397,068,540	1,415,026,773
9.00	Other Assets:		
	Inside Bangladesh		
	The above balance is made up as follows:		
	Income generating:	1,771,216,839	1,782,038,280
	Investment in associate & Subsidiaries	1,760,115,000	1,760,115,000
	Interest receivable	11,101,839	14,573,282
	Other receivable	-	7,349,998
	Non-income generating:	133,609,599	104,744,862
	Advance, deposit and Prepaid expenses	1,032,078	1,194,780
	Advance corporate tax	131,839,526	103,496,947
	Advance Office Rent	-	-
	Stationery & Stamp in hand	10,785	15,925
	Security Deposit	727,210	37,210
	Advance against Decoration, Preliminary Exp, Development	-	-
	Branch Adjustment	-	-
	Suspense Account	-	-
		1,904,826,438	1,886,783,142
	Outside Bangladesh	-	-
	Total	1,904,826,438	1,886,783,142
9 a	Consolidated Other Assets :		
	Bay Leasing & Investment Limited	1,904,826,438	1,886,783,142
	BLI Capital Limited	39,861,729	69,036,214
	Adjustment for dealing with Subsidiary	(1,749,990,000)	(1,749,990,000)
	Total:	194,698,167	205,829,356
9.01	Investment in Associate / Subsidiaries:	1,760,115,000	1,760,115,000
	Investment in Associate		
	BLI Securities Limited	10,125,000	10,125,000
	Total:	10,125,000	10,125,000
	Investment in associates recorded under the cost method.		
	Investment in Subsidiaries:		
	BLI Capital Ltd	1,749,990,000	1,749,990,000
	Total:	1,749,990,000	1,749,990,000
	BLIL has one subsidiary company as on reporting date. Consolidated financial statements has been prepared for subsidiary following the requirements of International Financial Reporting Standard (IFRS) 10; 'Consolidated Financial Statements'		
9.02	Advance corporate tax:		
	Balance as on January 01	103,496,947	122,703,510
	Addition during the year	28,342,579	19,628,505
	Adjustment of previous years' tax liabilities	-	(38,835,068)
	Consolidated Advance income tax		
	Bay Leasing & Investment Ltd.	131,839,526	103,496,947
	BLI Capital Ltd.	-	-
		131,839,526	103,496,947
10.00	Borrowing from banks, other financial institutions and agents:		
	The above balance is made up as follows:		
	In Bangladesh	3,578,494,971	3,988,013,331
	Outside Bangladesh	-	-
	Total	3,578,494,971	3,988,013,331

Note	Particulars	Note	Amount in BDT	
			31-12-2024	31-12-2023
10.01	In Bangladesh:			
	Bank overdraft			
	Mercantile Bank Ltd.		-	153,837,316
	Mutual Trust Bank Ltd.		230,446,532	219,691,414
	United Commercial Bank Ltd		107,439,418	101,026,283
	Midland Bank Ltd		107,364,471	101,727,102
	Basic Bank Ltd		155,553,915	154,085,529
	First Security Bank Ltd.		-	451,955,691
	Uttara Bank Limited		432,274,417	425,302,973
	Sub Total (a)		1,033,078,753	1,607,626,308
	Short term loan/Call Money			
	Southeast Bank Ltd- Call Money		550,000,000	610,000,000
	Uttara Bank Limited - Call Money		110,000,000	100,000,000
	Sub Total (b)		660,000,000	710,000,000
	Long term loan			
	United Commercial Bank Ltd		50,209,191	68,874,263
	Basic Bank Ltd		81,226,595	82,090,612
	Modhumoti Bank Limited		20,020,237	38,520,628
	Midland Bank Ltd		-	64,790,836
	Bank Asia Ltd		74,701,793	84,095,354
	Mercantile Bank Ltd		226,972,068	260,644,676
	Pubali Bank Limited		31,230,932	39,510,872
	First Security Bank Ltd.		480,265,634	-
	Uttara Bank Limited		840,993,389	924,962,906
	Shahjalal Islami Bank Ltd		28,462,561	41,231,369
	Mutual Trust Bank Ltd		42,114,335	45,795,996
	Sub Total (c)		1,876,196,735	1,650,517,512
	Bangladesh Bank refinancing		9,219,483	19,869,511
	Sub Total (d)		9,219,483	19,869,511
	Total (a+b+c+d)		3,578,494,971	3,988,013,331
10.01 a	Consolidated Borrowing from Banks & Other FI's			
	Bay Leasing & Investment Ltd.		3,578,494,971	3,988,013,331
	BLI Capital Ltd.		1,778,264,343	1,952,065,722
			5,356,759,314	5,940,079,053
	Less: Inter company balance eliminated		841,592,910	815,929,692
	Total:		4,515,166,404	5,124,149,361
10.02	Analysis by security against borrowing from banks, other financial institutions and agents:			
	Secured (assets pledged as security for liabilities)		539,638,888	680,867,391
	Unsecured		3,038,856,083	3,307,145,940
	Total:		3,578,494,971	3,988,013,331
	The loans are secured by first charge on all present and future floating assets of the Company ranking pari passu among the lenders.			
10.03	Maturity grouping of borrowing from banks, other financial institutions and agents			
	On demand		-	-
	Up to 1 month		56,324,641	86,645,253
	Over 1 month but within 3 months		216,769,408	254,952,100
	Over 3 months but within 1 year		675,988,476	785,662,375
	Over 1 year but within 5 years		1,708,035,594	1,908,969,369
	Over 5 years		921,376,852	951,784,234
	Total:		3,578,494,971	3,988,013,331
11.00	Deposits and other accounts:			
	Current Accounts & Other Accounts etc.		-	-
	Bills Payable		-	-
	Savings Bank Deposits		-	-
	Term Deposits	11.01	4,989,945,325	5,033,467,593
	Bearer Certificates of Deposits		-	-
	Other deposits	11.02	8,890,455	6,375,840
	Total:		4,998,835,780	5,039,843,433

Note	Particulars	Note	Amount in BDT	
			31-12-2023	31-12-2022
11 a	Consolidated Deposits and other accounts:			
	Bay Leasing & Investment Ltd.		4,998,835,780	5,039,843,433
	BLI Capital Ltd.		43,340,471	48,326,435
			5,042,176,251	5,088,169,868
11.01	Term deposits:			
	Plain Term Deposits	11.1.2	4,584,604,519	4,636,066,892
	Flexi Savings		8,783,296	7,836,629
	Super DPS		39,122,729	46,380,587
	BLIL Wealth Plan		749,701	362,283
	Profit Take Home Plan		349,534,740	337,026,062
	BLI Chamak		483,486	47,742
	Double Money Plan		6,666,854	5,747,398
			4,989,945,325	5,033,467,593
11.1.1	This represents deposits received from individuals and institutions for a period not less than three months.			
	Deposits from banks and financial institutions		2,354,200,000	2,284,000,000
	Deposits from other than banks and financial institutions		2,635,745,325	2,749,467,593
			4,989,945,325	5,033,467,593
11.1.2	Sector-wise break-up of plain term deposits:			
	Government		-	-
	Banks and financial institutions		2,354,200,000	2,284,000,000
	Individual		404,674,062	405,580,100
	Other Institutions		1,825,730,457	1,946,486,792
	Total:		4,584,604,519	4,636,066,892
11.1.2	Maturity analysis of term deposits:			
	a) Maturity analysis of deposits from Banks & Financial Institutions			
	Payable on demand		-	-
	Up to 1 month		128,653,244	135,632,728
	Over 1 month but within 3 months		390,000,000	395,000,000
	Over 3 months but within 1 year		568,546,756	535,807,272
	Over 1 year but within 5 years		1,027,000,000	987,560,000
	Over 5 years but within 10 years		240,000,000	230,000,000
	Over 10 years		-	-
	Sub Total:		2,354,200,000	2,284,000,000
	b) Maturity Analysis of Deposits from other than Banks and Financial Institutions			
	Payable on demand		-	-
	Up to 1 month		117,118,387	126,499,677
	Over 1 month but within 3 months		280,232,549	302,451,496
	Over 3 months but within 1 year		1,813,195,344	1,861,206,601
	Over 1 year but within 5 years		390,967,198	414,326,194
	Over 5 years but within 10 years		34,231,847	44,983,625
	Over 10 years		-	-
	Sub Total:		2,635,745,325	2,749,467,593
	Grand Total:		4,989,945,325	5,033,467,593
11.02	Other deposits:			
	Security deposit		8,260,615	5,746,000
	Lease Advance & Others		629,840	629,840
	Total:		8,890,455	6,375,840
12.00	Other liabilities:			
	Interest suspense account	12.01	1,028,687,389	902,829,107
	Accrued expenses and payables	12.02	393,336,393	289,315,989
	Provision for lease, loans and advances	12.03	5,186,007,844	1,933,425,458
	Provision for income tax	12.04	103,000,000	88,000,000
	Deferred Tax Liability	12.05	4,750,613	3,942,322
	Lease Liability		8,041,758	434,953
	Unpaid/Unclaimed Dividend	12.06	3,680,497	3,725,415
	Total		6,727,504,494	3,221,673,244

Note	Particulars	Note	Amount in BDT	
			31-12-2024	31-12-2023
12 a	Consolidated Other Liabilities			
	Bay Leasing & Investment Ltd.		6,727,504,494	3,221,673,244
	BLI Capital Ltd.		781,947,598	233,349,843
			(87,843,797)	(94,889,019)
	Total		7,421,608,295	3,360,134,068
12.01	Interest suspense account:			
	This represents interest receivable on lease, hire purchase, term finance and short term finance outstanding over ninety days as per Bangladesh Bank guidelines.			
	Balance on January 01		902,829,107	721,507,773
	Add: Amount trans. to "interest suspense" account during the year		125,858,282	181,321,334
	Less: Amount recovered from "interest suspense" account during the year		-	-
	Less: Amount written-off during the year		-	-
	Balance as on December 31		1,028,687,389	902,829,107
12.02	Accrued expenses and payables:			
	Liabilities For Financial expenses	12.02.1	241,184,848	236,380,977
	Liabilities for accrued expenses	12.02.2	1,464,625	751,750
	Liabilities for Gratuity Fund	12.02.3	32,031,181	27,864,406
	Suspense for Rent		14,305,840	6,084,000
	Others Payable		104,349,899	18,234,856
	Total		393,336,393	289,315,989
12.02.1	Liabilities For Financial expenses:			
	Interest Payable on Term Deposits		233,921,939	230,629,773
	Interest Payable on Other Deposit		7,262,909	5,751,204
	Total		241,184,848	236,380,977
12.02.2	Liabilities for accrued expenses:			
	Audit Fee		483,000	483,000
	Office Rent		793,500	-
	Credit Rating Fee		188,125	268,750
	Total		1,464,625	751,750
12.03	Provision for lease, loans, advances & Investments:			
	Management, on the basis of guidelines issued by Bangladesh Bank has computed provisions for loans, advances andleasas. Adequate provision has been kept as per BB circular to cover possible future losses.			
	General provision on unclassified lease, loans and advances		106,465,389	145,265,657
	Specific provision on classified lease, loans and advances		3,016,583,627	1,531,467,812
	Provision against Other Assets		1,749,990,000	-
	Provision against Investment in Shares		312,968,828	256,691,989
	Provision as on 31 December		5,186,007,844	1,933,425,458
	Movement of General provision;			
	Balance on January 01		145,265,657	190,371,992
	Add: Provision made during the year		(38,800,268)	(45,106,335)
	Less: Provision released during the year		-	-
	Provision as on 31 December		106,465,389	145,265,657
	Movement of Specific provision;			
	Balance on January 01		1,531,467,812	962,245,380
	Add: Provision made during the year		2,017,075,815	1,367,162,432
	Less: Defferal from B.Bank (1329900000/5*2)		(531,960,000)	(797,940,000)
	Less: Provision released during the year		-	-
	Provision as on 31 December		3,016,583,627	1,531,467,812

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023

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 Cash Dividend (from 2010 to 2017) an amount of BDT 17,771,144.27 a to the “Capital Market Stabilization Fund”, from SND A/C No. 13100001017, Southeast Bank Limited, Motijheel Branch, Dhaka dated on September 30, 2021 and cash dividend- 2018 an amount of BDT 18,44,748.00 to the “Capital Market Stabilization Fund”, from SND A/C No. 13100001017, Southeast Bank Limited, Motijheel Branch, Dhaka dated on September 19, 2023.

13.00 Share Capital:

13.01 Authorized capital

300,000,000 ordinary shares of Taka 10 each

3,000,000,000	3,000,000,000
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13.02 Issued, subscribed and fully paid-up capital

140,888,443. ordinary shares of Taka 10 each

1,408,884,435	1,408,884,435
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13.03 Capital adequacy ratio:

In terms of Bangladesh Bank DFIM circulars no. 08 and 14 dated August 02, 2010 and December 28, 2011 respectively; required implementation of Basel Accord Minimum Capital Requirement (MCR) of the Company at the close of business on December 31, 2024 was Taka 1,021,146,000 as against available Core Capital (Tier-I) of Taka (3,159,457,711) and Supplementary Capital (Tier-II) of Taka 256,738,725 making a Total Eligible Capital of Taka (2,902,718,986) thereby showing a Surplus capital/equity of Taka (3,924,178,986) at that date. Details are shown below:

Core capital (Tier-I)

Fully paid-up Capital

Statutory Reserve

Non-repayable Share premium account

General Reserve

Retained Earnings

1,408,884,435	1,408,884,435
623,950,000	623,950,000
121,115,565	121,115,565
111,271,430	111,271,431
(5,424,679,141)	(1,735,108,765)
(3,159,457,711)	530,112,666

Supplementary capital (Tier-II)

General provision maintained against Unclassified loan

General provision on off-balance sheet items

General provision on off-shore Banking Units

Revaluation gain / loss on investments

Assets revaluation reserve

106,465,389	145,265,657
-	-
-	-
-	-
150,273,336	153,207,296
256,738,725	298,472,953

A. Eligible Capital:

1. Tier-1 Capital

2. Tier-2 Capital

3. Total eligible Capital (1+2)

(3,159,457,711)	530,112,666
256,738,725	298,472,953
(2,902,718,986)	828,585,619

B. Total Risk Weighted Assets (RWA)

C. Capital Adequacy Ratio

D. Core Capital to RWA (A1/B)*100

E. Supplementary Capital to RWA (A2/B)*100

F. Minimum Capital Requirement (MCR) 10% of RWA =Bx10%

G) Surplus (A-F)

10,214,600,000	10,772,700,000
-28.42%	7.69%
-30.93%	4.92%
2.51%	2.77%
1,021,460,000	1,077,270,000
(3,924,178,986)	(248,684,381)

13.04 Percentage of shareholding at the closing date:

(i) Sponsors & Director

Foreign

Domestic

No. of shares		Percentage	
2024	2023	2024	2023
-	-		
27,665,484	42,364,145	19.64	30.07
27,665,484	42,364,144	19.64	30.07

Note	Particulars		Amount in BDT		
			31-12-20234	31-12-2023	
(ii) Corporate Bodies					
	Foreign	579	579	0.00	0.00
	Domestic	38,943,702	32,870,239	27.64	23.33
		38,944,281	32,870,818	27.64	23.33
(iii) General public					
	Foreign	-	-	-	-
	NRB	410,545	405,653	0.29	0.29
	Domestic	73,868,132	65,247,827	52.43	46.31
Director	Managing Director	74,278,677	65,653,480	52.72	46.60
Total		140,888,442	140,888,442	100.00	100.00

13.05 Shareholding range on the basis of shareholding as at December 31, 2024

No. of shares	Number of Shareholders	Total number of shares	Percentage of total holdings
Less than 5000	7640	11,565,048	8.21%
5,001 to 10,000	990	7,520,544	5.34%
10,001 to 20,000	571	8,360,636	5.93%
20,001 to 30,000	224	5,615,823	3.99%
30,001 to 40,000	123	4,326,248	3.07%
40,001 to 50,000	79	3,665,451	2.60%
50,001 to 100,000	139	10,036,277	7.12%
100,001 to 1,000,000	81	20,150,544	14.30%
1,000,001 to 10,000,000	16	69,647,871	49.43%
Total	9,863	140,888,442	100.00%

14.00 Statutory Reserve:

The above balance is made up as follows:

Balance as at January 01	623,950,000	623,950,000
Addition during the year	-	-
Balance as at December 31	623,950,000	623,950,000

As per section 8 of the Financial Institutions Act, 2023, at least 20% on profit after tax has to be transferred to Statutory Reserve Fund. During the year the Company has been incurred Loss, so that no requirement of transferred to the statutory reserved fund.

15.00 Share Premium:

Balance as at January 01	121,115,565	121,115,565
Addition during the year	-	-
Less: Premium use against stock dividend	-	-
Balance as at December 31	121,115,565	121,115,565

This represents a premium of Tk.150 per share for issuance of 10,20,000 shares in 2009 amounting to Tk. 153,000,000 & Tk.250 per share over the per value of Tk.100 per share received against the issue of 30,60,000 right shares in 2010 amounting to Tk. 765,000,000. Stock dividend declare @20% on 2011, @15% on 2013, @5% on 2017 & @ 2.5% on 2019 which is adjusting against share premium.

16.00 Assets Revaluation Reserve:

Balance as at January 01	306,414,593	312,432,972
Sale of Assets	-	-
Transferred to Retained Earnings	(5,867,920)	(6,018,379)
Balance as at December 31	300,546,673	306,414,593

17.00 Adjusted Retained Earnings Balance

The above balance is made up as follows:

Balance as at January 01	(1,735,108,765)	(898,652,898)
Dividend for last year	-	-
Previous year adjustment	(7,349,998)	(5,894,879)
Transfer from Revaluation reserve (Note- 2.36)	5,867,920	6,018,379
Sub total (a)	(1,736,590,843)	(898,529,397)
Net profit after taxation for the year	(3,688,088,298)	(836,579,368)
Appropriation from current years profit:		
Transfer to statutory reserve	-	-
Sub total (b)	(3,688,088,298)	(836,579,368)
Balance as at December 31, Grand total (a + b)	(5,424,679,141)	(1,735,108,765)

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
17 a Consolidated Retained Earnings			
Bay Leasing & Investment Ltd.	(5,424,679,141)	(1,735,108,765)	
BLI Capital Ltd.	(691,215,933)	10,500,327	
Last year adjustment Non-controlling interest	-	-	
Balance as at December 31	(6,115,895,074)	(1,724,608,438)	
18.00 Non-Controlling Interest			
Pursuant to the International Financial Reporting Standard (IFRS) 10, 'Consolidated Financial Statements', non-controlling interest has been presented in the consolidated Balance Sheet within equity, separately from the equity of the owners of the parent. Non controlling interest is made up as follows:			
Opening balance	10,059	10,011	
Less: Interim Dividend	-	-	
Add: addition during the year	(4,010)	48	
Closing balance	6,049	10,059	
19.00 Net asset value per share			
Total asset	12,445,924,207	13,086,057,266	
Total liabilities	15,304,835,245	12,249,530,008	
	(2,858,911,038)	836,527,259	
Number of share outstanding	140,888,443	140,888,443	
Net asset value per share	(20.29)	5.94	
19 a Consolidated Net asset value per share			
Total asset	13,428,830,028	14,419,490,941	
Total liabilities	16,978,950,950	13,572,453,297	
	(3,550,120,921)	847,037,645	
Consolidated Net asset value per share	(25.20)	6.01	
20.00 Interest Income:			
Interest from Lease	14,170,338	21,385,701	
Interest from Term Finance	310,882,611	286,228,396	
Interest from House Finance	124,388,080	134,261,402	
Interest on Fixed Deposits with Banks and Other FI's	68,178,690	59,818,709	
Interest on balance with Banks	219,224	354,343	
Interest on Overdue	-	-	
Total	517,838,943	502,048,551	
20 a Consolidated Interest Income			
Bay Leasing & Investment Ltd.	517,838,943	502,048,551	
BLI Capital Ltd.	50,619,901	195,400,049	
	568,458,844	697,448,600	
Less: Inter company balance eliminated	98,118,125	91,412,875	
Total	470,340,719	606,035,725	
21.00 Interest paid on Deposit, Borrowing etc.:			
Interest on Deposits:	467,018,235	378,481,889	
Interest on Term Deposits	431,548,766	348,533,746	
Interest on Other Deposits	35,469,469	29,948,143	
Interest on Borrowings:	440,303,170	361,618,627	
Interest on Call Loan & STL	68,397,083	61,339,722	
Interest on Over Draft	175,299,888	139,725,015	
Interest on Term Loan & BB refinance	196,104,779	160,416,000	
Interest on Lease Rent	501,420	137,890	
Total	907,321,405	740,100,516	
21 a Consolidated Interest paid on Deposit, Borrowing etc.			
Bay Leasing & Investment Ltd.	907,321,405	740,100,516	
BLI Capital Ltd.	235,563,402	194,714,384	
	1,142,884,807	934,814,900	
Less: Inter company balance eliminated	98,118,125	91,412,875	
Total	1,044,766,682	843,402,025	

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
22.00 Investment Income:			
	Dividend Income	64,596,543	28,447,512
	Gain on Investment on Share	-	(10,467,416)
	Total	64,596,543	17,980,096
22 a Consolidated Investment Income			
	Bay Leasing & Investment Ltd.	64,596,543	17,980,096
	BLI Capital Ltd.	(12,347,309)	30,447,935
	Total	52,249,234	48,428,031
	Less: Inter company balance eliminated	-	-
	Total	52,249,234	48,428,031
23.00 Commission, Exchange and Brokerage Income:			
	Income from Commission	-	-
	Total	-	-
23 a Consolidated Commission, Exchange and Brokerage Income:			
	Bay Leasing & Investment Ltd.	-	-
	BLI Capital Ltd.	23,692,151	31,350,083
	Total	23,692,151	31,350,083
24.00 Other Operating Income:			
	Service Fees	811,000	337,330
	Gain on sale of Fixed Assets	26,129	(20,770)
	Early settlement charge	125,253	203,214
	Documentation Fee	180,355	25,120
	Rental Income	-	-
	Recovery from Write Off	140,000	198,000
	Income from Transfer Fee	97,500	14,900
	Miscellaneous Income	48,730	230,117
	Total	1,428,967	987,911
24 a Consolidated Other Operating Income			
	Bay Leasing & Investment Ltd.	1,428,967	987,911
	BLI Capital Ltd.	8,813,700	6,699,043
	Total	10,242,667	7,686,954
25.00 Consolidated Salary and allowances			
	Bay Leasing & Investment Ltd.	57,504,564	50,227,353
	BLI Capital Ltd.	17,804,378	23,030,265
	Total	75,308,942	73,257,618
	Salaries and allowances		
	Salaries and allowances of Bay Leasing & Investment Limited include annual contribution of BDT 1,707,259/- to Provident Fund and BDT 4,284,495/- to Gratuity Fund.		
25.01 Employee benefits	Bay Leasing & Investment Limited operates a funded gratuity scheme (which is a defined benefit scheme as specified in IAS 19). Employees are entitled to gratuity benefit after completion of minimum years of service with the Company. The Company is contributing to the fund as prescribed rate/amount.		
26.00 Rent, Taxes, Insurance & Electricity:	The above balance is made up as follows:		
	Office Rent	518,400	104,400
	Rates & Taxes	271,959	512,474
	Utility	3,213,677	3,100,157
	Insurance Premium	127,256	198,096
	Total	4,131,292	3,915,127

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
26 a	Consolidated Rent, Taxes, Insurance & Electricity		
	Bay Leasing & Investment Ltd.	4,131,292	3,915,127
	BLI Capital Ltd.	5,865,191	6,647,494
	Total	9,996,483	10,562,621
27.00	Postage, stamp, telecommunication, etc.		
	Postage & stamp	20,172	7,701
	Telecommunication	762,463	555,377
	Total	782,635	563,078
27 a	Consolidated Postage, stamp, telecommunication, etc.		
	Bay Leasing & Investment Ltd.	782,635	563,078
	BLI Capital Ltd.	555,378	421,141
	Total	1,338,013	984,219
28.00	Stationery, Printing, advertisement, etc.		
	Printing	547,983	492,972
	Stationery	200,462	242,672
	Advertisement	1,095,450	1,157,366
	Total	1,843,895	1,893,010
28 a	Consolidated Stationery, Printing, advertisement, etc.		
	Bay Leasing & Investment Ltd.	1,843,895	1,893,010
	BLI Capital Ltd.	183,360	257,966
	Total	2,027,255	2,150,976
29.00	Directors Fee:		
	Directors Fee	404,800	624,800
	Total	404,800	624,800
	Each Director is paid TK. 8,000/- per meeting per attendance.		
30.00	Consolidated Auditor's Fees		
	Bay Leasing & Investment Ltd.	483,000	483,000
	BLI Capital Ltd.	250,000	250,000
	Total	733,000	733,000
31.00	Depreciation and repairs of assets		
	Depreciation	17,142,322	14,970,215
	Fuel & Octane	626,815	400,659
	Repair of assets	522,979	604,370
	Total	18,292,116	15,975,244
31 a	Consolidated Depreciation and repairs of assets		
	Bay Leasing & Investment Ltd.	18,292,116	15,975,244
	BLI Capital Ltd.	16,669,501	18,008,870
	Total	34,961,617	33,984,114
32.00	Other Expenses		
	Bank Charges	1,996,986	1,612,029
	Conveyances & Travelling	173,133	145,830
	Credit Rating Fees	188,125	268,750
	Office Maintenance	2,038,732	1,911,987
	Govt. & Other Fees	255,971	1,197,061
	Entertainment Expenses	681,281	679,654
	Listing & Other Regulatory Fees	1,326,684	1,269,554
	AGM & EGM Expenses	492,466	105,500
	Subscription & Donation	335,000	350,000
	Surveyors fee	51,750	-
	Newspaper & Periodicals	16,615	19,226
	Training Fee	32,000	23,000
	Total	7,588,743	7,582,591

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
32 a	Consolidated Other Expenses		
	Bay Leasing & Investment Ltd.	7,588,743	7,582,591
	BLI Capital Ltd.	5,071,837	4,471,246
	Total	12,660,580	12,053,837
33.00	Provision against lease, loans and advances:		
	On classified loans and other advances (Note-12.03)	1,485,115,815	569,222,432
	On un-classified loans (Note-12.03)	(38,800,268)	(45,106,335)
	Total	1,446,315,547	524,116,097
33 a	Consolidated Provision against lease, loans and advances:		
	Bay Leasing & Investment Ltd.	1,446,315,547	524,116,097
	BLI Capital Ltd.	-	-
	Total	1,446,315,547	524,116,097
34.00	Provision for Diminution in Value of Investment in Shares:		
	Opening Balance	256,691,990	269,209,910
	Ending Balance	312,968,828	256,691,990
	Addition/ Adjustment	56,276,838	(12,517,920)
34 a	Consolidated Provision for Diminution in Value of Investment in Shares:		
	Bay Leasing & Investment Ltd.	56,276,838	(12,517,920)
	BLI Capital Ltd.	-	-
	Total	56,276,838	(12,517,920)
35.00	Provision for Tax:		
	Current Year Tax	15,000,000	7,000,000
	Previous year Tax	-	11,182,252
	Deferred Tax	808,291	429,601
	Total	15,808,291	18,611,853
35 a	Consolidated Provision for Tax:		
	Bay Leasing & Investment Ltd.	15,808,291	18,611,853
	BLI Capital Ltd.	3,738,026	6,468,590
	Total	19,546,317	25,080,443
36.00	Earnings per share (EPS):		
	Earning per share (EPS) has been computed by dividing the basic earnings by the number of ordinary shares outstanding as on December 31, 2024 as per International Accounting Standard (IAS) -33.		
	Net profit after tax	(3,688,088,298)	(836,579,368)
	Number of ordinary shares outstanding	140,888,443	140,888,443
	Earnings per share	(26.18)	(5.94)
36 a	Consolidated Earnings per share (EPS):		
	Net profit after tax	(4,389,808,567)	(828,104,124)
	Number of ordinary shares outstanding	140,888,443	140,888,443
	Earnings per share	(31.16)	(5.88)
37.00	Net Operating Cash Flows Per Share (NOCFPS)		
	Net cash flows from operating activities	42,864,478	(243,225,308)
	No. of Shares outstanding	140,888,443	140,888,443
		0.30	(1.73)
37 a)	Consolidated Operating Cash Flows Per Share (NOCFPS)		
	Net Cash flows from operating activities	67,211,252	(371,746,696)
	No. of Shares outstanding	140,888,443	140,888,443
		0.48	(2.64)
37.01	Reconciliation of Net Profit with Cash Flows from Operating Activities		
	Total Profit before taxes	(3,672,280,007)	(817,967,514)
	Adjustments:		
	Depreciation	14,187,742	14,412,105
	Gain on sale of Fixed Assets	(26,129)	20,770
	Gain on Investment on share	-	10,467,416
	Provision for lease, loans, advances & Investments:	3,252,582,385	511,598,177
		(405,536,009)	(281,469,045)

Note	Particulars	Amount in BDT	
		31-12-2024	31-12-2023
	Increase / decrease in operating assets and liabilities		
	Other assets	(25,233,294)	28,006,838
	Lease, loans and advances to customers	334,762,748	342,017,659
	Deposits & Other Account	(41,007,653)	(487,012,389)
	Payment as Call Loan	(164,200,000,000)	(191,890,000,000)
	Receipt as Call Loan	164,150,000,000	191,780,000,000
	Other liabilities account of customers	229,878,686	265,231,630
	Net cash flows from operating activities	42,864,478	(243,225,307)

38.00 Contingent liabilities

The Company is contingently liable on behalf of BLI Securities Ltd for the guarantee given below in favour of:

Corporate Guarantee-BLI Securities Ltd for Dhaka Stock Exchange	150,000,000	150,000,000
Total Off-Balance Sheet items including contingent liabilities	150,000,000	150,000,000

38.01 Unacknowledged debt

The Company had no claim, legal or others, which has not been acknowledged as debt at the balance sheet date.

39.00 Related Party Disclosures

39.01 Particulars of Directors of the Company as on December 31, 2024

Sl. No.	Name of Directors	Designation	Shareholding status
1	Prof.Suraiya Begum	Chairman	2.40%
2	Mrs. Fatema Zahir Majumder	Director	2.11%
3	Mr. Md. Shahid Hossain	Independent Director	0.00%
4	Mr. Abul Quasem	Independent Director	0.00%
	Total		4.51%

39.02 Name of Directors and their interest in different entities as on December 31, 2024

Sl. No.	Name of Directors	Position with BLIL	Entities Where they have interest	
			Name	Position
1	Prof. Suraiya Begum	Chairman	N/A	
2	Mrs. Fatema Zahir Majumder	Director	Tiger Tours & Travels	Chairman
			Blue Flying Academy	Director
			Language Proficiency Centre Ltd	Director
3	Mr. Md. Shahid Hossain	Independent Director	Energypac Power Generation Ltd.	Independent Director
4	Mr. Abul Quasem	Independent Director	Pharnasia Pharmaceutical Company	Independent Director

39.03 Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercises significant influence over the other party in making financial and operational decision and include associated companies with or without common Directors and key management positions. The Company has entered into transaction with other related entities in normal course of business that fall within the definition of related party as per International Accounting Standard 24: "Related Party Disclosures." Transactions with related parties are executed on the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other customers of similar credentials and do not involve more than a normal risk.

Details of transactions with related parties and balances with them as at December 31, 2024 were as follows:

Name of the related party	Relationship	Nature of transaction	Transaction amount / Outstanding receivable / (Payable)	
			2024	2023
BLI Capital Ltd	Subsidiary Company	Loan	929,436,707	910,818,711
BLI Securities Ltd	Associate Company	Term Deposit	94,872,986	156,667,994
		Contingent Liability	150,000,000	150,000,000
Blue Flying Academy	Director of Ms. Fatema Zahir Majumder	Loan	1,201,920	-

39.04 Significant contract where FI is party and wherein Directors have interest

As on 31 December 2024 no such contract exists.

Bay Leasing & Investment Limited

Schedule of Fixed Assets

As at December 31, 2024

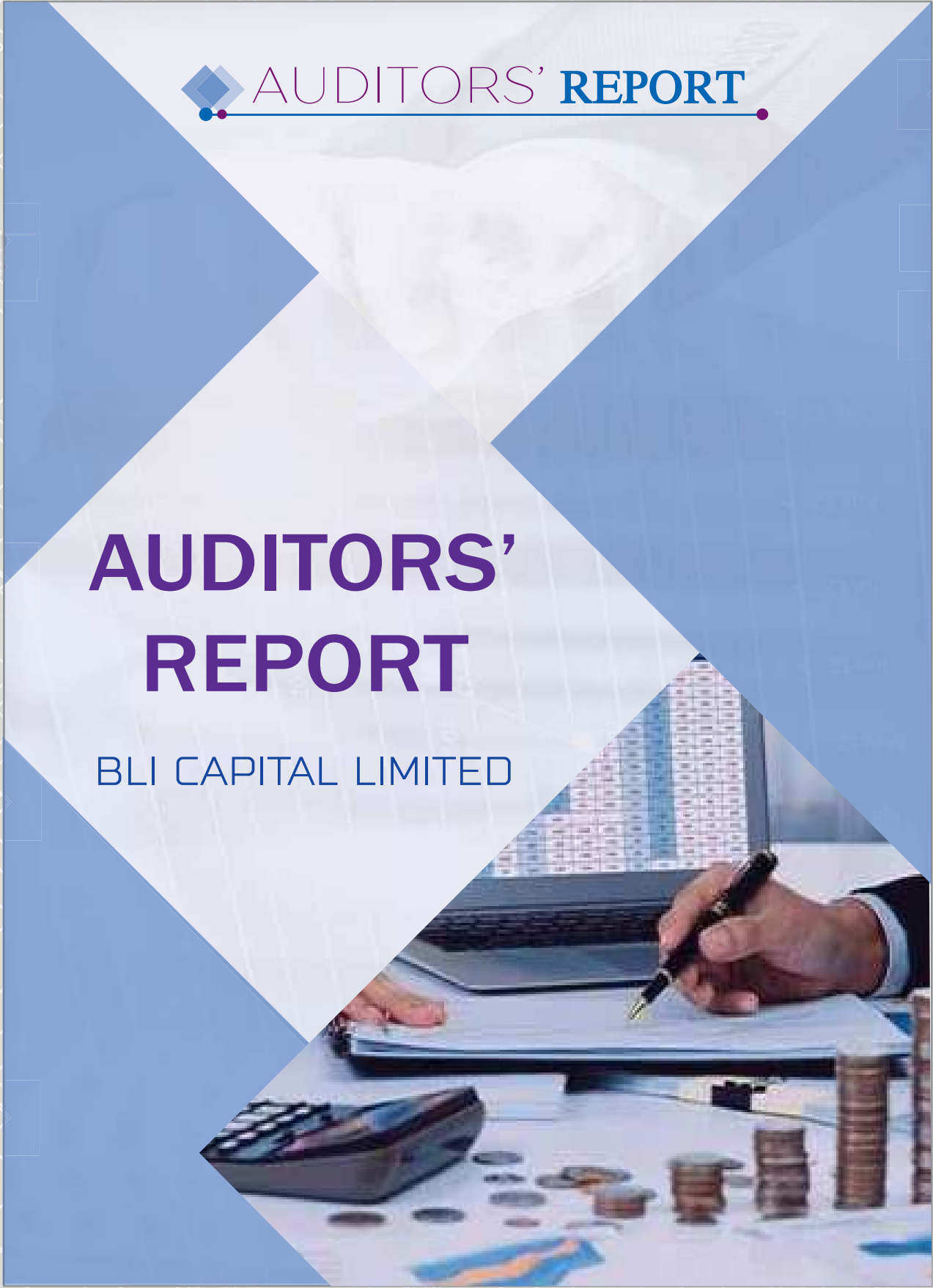
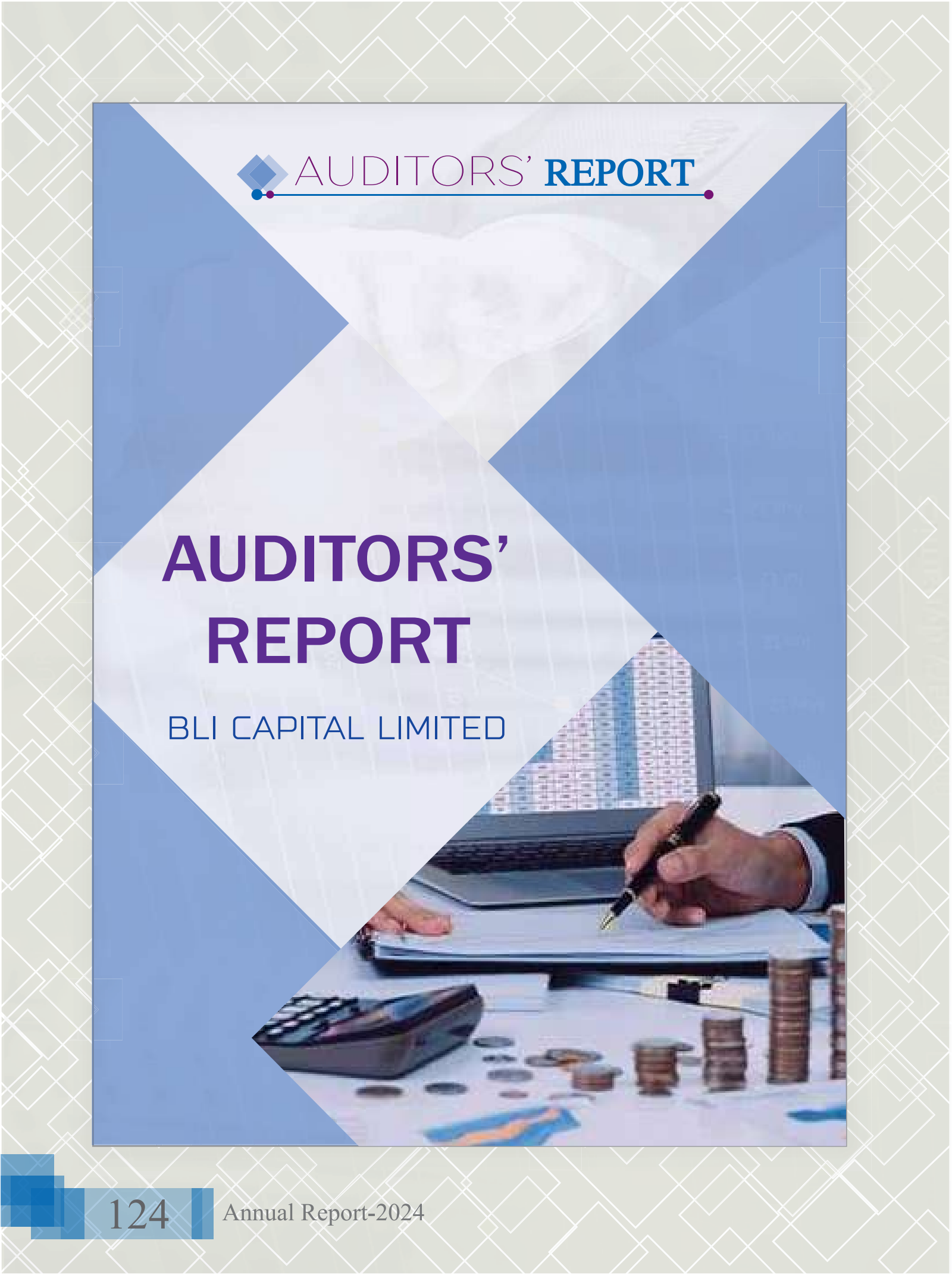
Particulars	Cost as on 01.01.2024	Revaluation as on 01-01-2024	Addition during the year	Revaluation during the year	Disposals/ Adjustments during the year	Balance as on 31.12.2024			Depreciation										W.D.V. as on 31.12.2024
						Cost	Revaluation	Total	Rate of Depreciation	Balance as on 01.01.2024		Charged during the Year		Adjustment for Disposals	Balance as on 31.12.2024				
										Cost	Revaluation	Cost	Revaluation		Cost	Revaluation	Total		
	1	2	3	4	5	(1+3-5)=6	(2+4)=7	(6+7)=8	9	10	11	12	13	14	(10+12-14)=15	(11+13)=16	17	(8-17)=18	
Furniture and Fixtures	22,351,149	-	28,331	-	-	22,379,480	-	22,379,480	10%	12,563,045	-	978,810	-	-	-	13,541,856	-	8,837,624	
Office Equipment	17,743,028	-	359,540	-	10,700	18,091,868	-	18,091,868	15%	12,741,751	-	781,994	9,520	-	-	13,514,226	-	4,577,642	
Office Decoration	28,786,304	-	-	-	-	28,786,304	-	28,786,304	20%	21,902,304	-	1,376,800	-	-	-	23,279,104	-	5,507,200	
Right of Use Assets	3,212,364	-	10,401,385	-	-	13,613,749	-	13,613,749	-	2,617,410	-	2,954,580	-	-	-	5,571,990	-	8,041,759	
Motor Vehicles	16,590,398	-	235,500	-	1,600,000	15,225,898	-	15,225,898	20%	10,567,379	-	1,252,524	1,343,309	-	-	10,476,594	-	4,749,304	
Software	10,500,000	-	-	-	-	10,500,000	-	10,500,000	-	4,380,000	-	1,224,000	-	-	-	5,604,000	-	4,896,000	
Building	140,437,900	320,669,540	-	-	-	140,437,900	320,669,540	461,107,440	2.50%	32,210,186	85,952,741	2,705,693	5,867,920	-	-	34,915,879	91,820,661	334,370,900	
Construction WIP	80,079,800	-	-	-	-	80,079,800	-	80,079,800	0%	-	-	-	-	-	-	-	-	80,079,800	
Land	297,676,356	74,322,179	4,472,000	-	-	302,148,356	74,322,179	376,470,535	0%	-	-	-	-	-	-	-	-	376,470,535	
Total	617,377,299	394,991,719	15,496,756	-	1,610,700	631,263,355	394,991,719	1,026,255,074		96,982,076	85,952,741	11,274,402	5,867,920	1,352,829	106,903,649	91,820,661	198,724,310	827,530,763	
2023	611,755,813	394,991,719	8,745,166	-	3,123,680	617,377,299	394,991,719	1,012,369,018		90,945,060	79,934,362	8,951,836	6,018,379	2,914,820	96,982,076	85,952,741	82,934,818	829,434,200	

Bay Leasing & Investment Limited

Highlights on the overall Activities

as on 31 December 2024

Sl No.	Particulars	31-12-2024	31-12-2023
1	Paid-up capital	1,408,884,435	1,408,884,435
2	Total Shareholder's Equity	(2,858,911,038)	836,527,258
3	Capital Surplus/(deficit)	(3,004,864,986)	(248,684,381)
4	Total Assets	12,445,924,207	13,086,057,266
5	Total Deposits	4,998,835,780	5,039,843,433
6	Total Loans and advances	8,317,974,426	8,652,737,174
7	Total Contingent Liabilities and Commitment	150,000,000	150,000,000
8	Investment Deposit Ratio	1.80	1.87
9	Percentage of Classified Investment against Total Investments	80.14%	50.05%
10	Net Profit after Tax	(3,688,088,298)	(836,579,368)
11	Total Classified Investments	6,666,085,635	4,330,541,944
12	Total Provision Kept	5,186,007,844	1,933,425,458
13	Provision Kept against classified Investments	3,016,583,627	1,531,467,812
14	Provision Surplus/(deficit)	-	-
15	Cost of Fund	10.88%	8.84%
16	Interest earning Assets	8,970,263,687	9,567,069,164
17	Non-Interest earning Assets	3,475,660,520	3,518,988,102
18	Return on equity	128.45%	-97.78%
19	Return on Average Assets	-28.89%	-6.21%
20	Income from Investment	64,596,543	17,980,096
21	Income Per Share	(26.18)	(5.94)
22	Earning Per Share	(26.18)	(5.94)
23	Price earning Ratio (P/E Ratio)	(0.27)	(4.03)



 AUDITORS' REPORT

AUDITORS' REPORT

BLI CAPITAL LIMITED

Independent Auditor's Report

To The Shareholders of BLI CAPITAL LIMITED

Report on The Audit of The Financial Statements

Opinion

We have audited the financial statements of **BLI CAPITAL LIMITED** (the Company), which comprise the statement of Financial position as at 31 December 2024, and the Statement of Profit or Loss and Other Comprehensive Income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the Financial position of the Company as at 31 December 2024 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Emphasis of Matter

"Although the company has shown profitability in past years, the current year's loss is a deviation from its earlier performance. This negative result may signal early signs of financial stress; therefore, management is advised to be cautious in future operating activities to prevent a potential going concern threat."

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

Management is responsible for the preparation and fair presentation of these Financial Statements in accordance with International Financial Reporting standards (IFRS), the Companies Act 1994, and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation and fair presentation of Financial Statements that are free from material misstatement, whether due to fraud or error. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of 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, 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. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.
- 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 gives a true and fair view

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other Legal and Regulatory Requirements

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 accounts as required by law have been kept by the Company and so far as it appeared from our examination of those books;
- iii. The Company's Financial Position as at 31 December 2024 and Statement of Profit or Loss and Other Comprehensive Income and its Cash Flows dealt with by the report are in agreement with the books of account and returns;



Pinaki Das FCA

Senior Partner

ICAB Enroll No: 151

FRC Enlistment No.: CA-001-133

Pinaki & Company

Chartered Accountants

FRC Firm Enlistment No.: CA-001-113

Place: Dhaka.

Dated:

DVC: 2506220151AS989370

BLI CAPITAL LIMITED

Statement of Financial Position as at 31 December 2024

Particulars	Notes	Amount In Taka	
		31-12-2024	31-12-2023
PROPERTY AND ASSETS			
NON-CURRENT ASSETS		569,537,777	585,592,573
Property, Plant and Equipment	04	569,537,777	585,592,573
CURRENT ASSETS		3,092,794,752	3,408,649,813
Advance Deposit and Pre-Payments	05	38,045,813	63,506,606
Accounts Receivable	06	1,815,916	5,529,608
Investment In Share	07	310,928,802	447,784,497
Margin Loan	08	2,734,564,073	2,871,589,542
Cash and cash equivalent	09	7,440,148	20,239,560
TOTAL		3,662,332,529	3,994,242,386
EQUITY AND LIABILITIES			
CAPITAL & RESERVE		1,058,780,117	1,760,500,386
Shareholders equity	10	1,750,000,000	1,750,000,000
Retained Earnings	11	(691,219,883)	10,500,386
NON-CURRENT LIABILITIES		841,592,910	944,089,289
Loan From Bank & Financial Institution	12	841,592,910	944,089,289
CURRENT LIABILITIES		1,761,959,502	1,289,652,711
Short Term Loan EXIM Bank PLC.		481,826,433	491,826,433
Short Term Loan Social Islamic Bank PLC		454,845,000	516,150,000
Margin Deposit		43,340,471	48,326,435
Other Payable	13	203,287,268	126,187,176
Provision for Tax	14	73,651,086	88,696,962
Provision for Negative Equity	14.1	505,009,244	18,465,705
TOTAL		3,662,332,529	3,994,242,386


Chief Executive Officer (CC)


Director


Director



Pinaki Das FCA

Senior Partner

ICAB Enroll.No.151

FRC Enlistment No.:CA-001-133

Pinaki & Company

Chaetered Accountants

FRC Firm Enlistment No.:CAF-001-113

Place: Dhaka

Date: 22 June 2025

DVC: 2506220151AS989370

BLI CAPITAL LIMITED

Statement of Profit or Loss and Other Comprehensive Income for the year ended 2024

Particulars	Notes	Amount in Taka	
		01 January 2024 to 31 December 2024	01 January 2023 to 31 December 2023
Interest Income	15	50,619,901	195,400,049
Interest paid on deposit, borrowing etc.	16	(235,563,402)	(194,714,384)
Net Interest Income		(184,943,501)	685,665
Investment income / loss	17	(12,347,309)	30,447,935
Commission, exchange and brokerage income	18	23,692,152	31,350,083
Other operating income	19	8,813,700	6,699,043
Total operating income		20,158,542	68,497,061
Salary and allowances	20	17,804,378	23,030,265
Rent, taxes, insurances, electricity etc	21	5,865,191	6,647,494
Legal expenses	22	254,100	1,151,910
Postage, stamp, telecommunication etc	23	555,378	421,141
Stationery, printing, advertisement etc	24	183,360	257,966
Audit fee		250,000	250,000
Depreciation and repairs of assets	25	16,669,501	18,008,870
Others expenses	26	5,071,837	4,471,246
Total Operating expenses		46,653,745	54,238,892
Net Profit/(Loss) Before Tax		(211,438,704)	14,943,834
Less: Provision for Tax	14	3,738,026	6,468,590
Less: Provision for Negative Equity	14.1	486,543,539	-
Net Profit/(Loss) after Tax		(701,720,269)	8,475,244


Chief Executive Officer (CC)


Director


Director



Pinaki Das FCA

Senior Partner

ICAB Enroll.No.151

FRC Enlistment No.:CA-001-133

Pinaki & Company

Chartered Accountants

FRC Firm Enlistment No.:CAF-001-113

Place: Dhaka

Date: 22 June 2025

DVC: 2506220151AS989370

BLI CAPITAL LIMITED
Statement of Changes in Equity
for the year ended 31 December 2024

Particulars	Share Capital	Retained Earnings	Total
Balance as at January 01, 2024	1,750,000,000	10,500,386	1,760,500,386
Add: Profit During the year	-	(701,720,269)	(701,720,269)
Less: Interim Dividend	-	-	-
Balance as at December 31, 2024	1,750,000,000	(691,219,883)	1,058,780,117

BLI CAPITAL LIMITED
Statement of Changes in Equity
for the year ended 31 December 2023

Particulars	Share Capital	Retained Earnings	Total
Balance as at January 01, 2023	1,750,000,000	2,025,142	1,752,025,142
Add: Profit During the year	-	8,475,244	8,475,244
Less: Interim Dividend	-	-	-
Balance as at December 31, 2023	1,750,000,000	10,500,386	1,760,500,386


Chief Executive Officer (CC)


Director


Director

BLI CAPITAL LIMITED
Statement of Cash Flows
for the year ended 31 December 2024

Particulars	Amount in Taka	
	01 January 2024 to 31 December 2024	01 January 2023 to 31 December 2023
A. Cash Flow from operating activities		
Cash receipt from Customer	50,619,901	195,400,056
Cash Received from Others	20,158,542	68,497,061
Cash paid to Suppliers and Others	(34,136,473)	(36,879,975)
Provision for Tax	(15,045,876)	-
Advance Deposit & Pre-Payment	25,460,793	23,059,937
Accounts Receivable	3,713,692	15,372,832
Bank Charge	-	(478,247)
Bank Interest	(235,563,402)	(194,714,384)
Net Cash flow from operating activities	(184,792,823)	70,257,280
B. Cash Flow from investment activities		
Acquisition of Asset	(200,502)	(91,622)
Investment in Share	136,855,695	150,731,740
Net Cash flow from investment activities	136,655,193	150,640,118
C. Cash Flow from financing activities		
Mergin Deposit	(4,985,964)	(53,391,121)
Other Payable	77,100,092	52,602,027
Mergin Loan	137,025,469	(197,989,573)
Loan From Bank & Financial Institutes	(173,801,379)	(14,497,035)
Net Cash flow from financing activities	35,338,217	(213,275,702)
D. Net Cash inflow/outflow for the year (A+B+C)	(12,799,412)	7,621,695
E. Opening Cash and Bank balance	20,239,560	12,617,865
F. Closing Cash and Bank balance (D+E)	7,440,148	20,239,560



Chief Executive Officer (CC)



Director



Director

BLI CAPITAL LIMITED

Notes to the Financial Statements

as at and for the year ended 31 December 2024

1. Legal status and nature of the Company

BLI CAPITAL LIMITED (hereinafter referred to as “the Company”) was incorporated in Bangladesh as a public limited company on 13.04.2011 under the Companies Act 1994 and granted registration number C-91999/11.

1.1 Address of the registered office

The company operates its activities from Rupayan Trade Centre (10th Floor) 114, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000, Bangladesh.

1.2 Nature of Business Activities:

The main object of BLI CAPITAL LIMITED is to carry on the business of merchant banking under the Securities and Exchange (Merchant Banking and Portfolio Management) Regulation 1996.

2. Significant accounting policies

2.1 Measurement bases used in preparing the Financial Statements

The elements of financial statements have been measured on "Historical Cost" basis, which is one of the most commonly adopted base provided in "the framework for the preparation and presentation of financial statements" issued by the International Accounting Standard Board (IASB).

2.2 Going Concern

Financial statements have been prepared on going concern basis as there was no significant doubt or uncertainty to continue the operation of the company in the foreseeable future.

2.3 Components of financial statements:

According to International Accounting Standard (IAS) – 1, “Presentation of Financial Statements “The Complete Set of Financial Statements Includes the Following Components:

- i) Statement of Financial Position
- ii) Statement of Profit or Loss and Other Comprehensive Income.
- iii) Statement of Changes in Equity
- iv) Statement of Cash flows and
- v) Notes to the Financial Statements.

2.4 Property, Plant & Equipment:

i) Recognition & Measurement

Own assets

Item of own fixed assets are measured at cost less accumulated depreciation & any accumulated impairment loss. The cost of an asset comprises its purchase price & any directly attributable costs of bringing the assets to its working condition for its intended use as per International Accounting Standard (IAS)16: Property, Plant & Equipment.

ii) Depreciation

Depreciation is charged to amortise the cost of assets, over their estimated useful lives, using the straight line method in accordance with IAS-16: Property, Plant & Equipment. Asset Category wise depreciation rates are as follows:

Particulars of Property, Plant & Equipment	Rates
Office equipment	15%
Furnitures & Fixtures	10%
Motor Vehicle	20%
Land & Building	2.50%

2.5 Income Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year & any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any, in accordance with provisions of Income Tax Act, 2023. It is measured using tax rates enacted or substantively enacted at the reporting date.

Applicable tax rate for the company for the year 2024 are mentioned below:

Regular Business Tax Rate	Rate
BLI Capital Ltd-Merchant Bank	37.5%

2.6 Bank Loan

Bank loans are recorded at the proceeds received. Interest on bank loans is accounted for on accrual basis & Charged to profit & loss account.

2.7 Revenue recognition

Revenue only recognized when it meets the following five steps model framework as per IFRS15:Revenue from contract with customers

- Identify the contract (s) with a customers
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract
- Recognise revenue when the entity satisfies a performance obligation

Interest income from loans & others sources is recognized on an accrual basis of accounting & where applicable ,on the basis of instruction from Bangladesh Bank considering on the future risk of recovery.

Portfolio management fee

Portfolio management fees are recognized on the market value of the clients portfolio monthly basis & charged to clients balance on quarterly basis.

Brokerage commission

Brokerage commission is recognized as income when selling or buying order is signed & trade is executed.

2.8 Statement of Compliance

The Financial Statements of BLI CAPITAL LIMITED have been prepared in accordance with the International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), Companies Act 1994 and other applicable laws and regulations

Name of IAS	IAS No	Status
Presentation of Financial statements	1	Applied
Statement of cash flow	7	Applied
Accounting Policies, Changes in Accounting Estimates 7 Errors	8	Applied
Income Taxes	12	Applied
Property, plant & Equipment	16	Applied

2.9 Cash flow Statement

Cash Flow Statement is prepared in accordance with IAS 7 “Cash Flow Statement”. The cash flow from the operating activities have been presented under Direct Method as prescribed by the Securities and Exchange Rules 1987 and considering the provisions of Paragraph 18(b) of IAS-7 which provides that “Enterprises are encouraged to report Cash Flow from Operating Activities using the Direct Method”. Change in advance deposit & prepayment is shown in operating activities instead of financing activities.

2.10 Reporting Currency and Level of Precision:

The figures in the Financial Statements represent Bangladesh Currency (Taka), which have been rounded-off to the nearest Taka.

3.0 Others :

Figures of the previous year have been rearranged, wherever considered necessary to conform to current year's presentation.

Notes	Particulars	Amount In Taka	
		31-12-2024	31-12-2023
4. Property, Plant and Equipment			
	Written Down Value (a-b)	569,537,777	585,592,573
	Opening Balance - At Cost	698,283,508	698,191,886
	Add: Addition during the year (At Cost)	200,502	91,622
		698,484,010	698,283,508
	Less : Adjustment during the year	-	-
	Closing Balance (a)	698,484,010	698,283,508
	Accumulated Depreciation		
	Opening Balance	112,690,935	95,810,265
	Add: Charged during the year	16,255,298	16,880,670
		128,946,233	112,690,935
	Less : Adjustment during the year	-	-
	Closing Balance (b)	128,946,233	112,690,935
	Details Shown in Schedule-A		
5. Advance Deposit and Pre-Payments		38,045,813	63,506,606
	Advance Income Tax	26,264,471	37,915,195
	Floor Space Rupayan Housing	-	17,800,000
	FDR on Exim Bank	6,000,000	-
	House Building Loan	4,223,929	7,369,830
	National Securities Ltd.	1,204,693	-
	Advance Against Salary	352,720	421,581
5.1 Advance Income Tax		26,264,471	37,915,195
	Opening Balance	37,915,195	31,660,995
	Add: During the Year	3,738,026	6,254,200
		41,653,221	37,915,195
	Less:Adjustment during the year	15,388,750	-
5.2 Floor Space Rupayan Housing		-	17,800,000
	Opining Balance	17,800,000	41,400,000
		17,800,000	41,400,000
	Less:Adjustment during the year	17,800,000	23,600,000
		-	17,800,000
6. Accounts Receivable		1,815,916	5,529,608
	BLI Securities Ltd.	584,331	1,298,987
	Advance Others	-	1,500,000
	Innova Securities Ltd.	1,217,068	-
	National Securities & Consultants Ltd.	14,517	9,934
	City Brokerage Ltd.	-	2,720,687
7. Investment in shares:		310,928,802	447,784,497
	1.Investment in Share	215,178,802	-
	2.Investment in Placement Share	95,750,000	-

Notes	Particulars	Amount In Taka	
		31-12-2024	31-12-2023
8. Margin Loan		2,734,564,073	2,871,589,542
	Opening Balance	2,871,589,542	2,673,599,968
	Add: During the year	1,218,535,102	1,343,012,248
		4,090,124,644	4,016,612,216
	Less: Adjustment during the year	1,355,560,571	1,145,022,674
9. Cash and Cash Equivalent		7,440,148	20,239,560
	Cash in Hand	24,803	75,734
	Cash at bank :	7,415,345	20,163,826
9.1 Cash at bank :		7,415,345	20,163,826
	First Security Islami Bank PLC- 28921	15,150	16,300
	Social Islamic Bank PLC- 01583	588,992	370,425
	Union Bank PLC.	97,917	98,837
	EXIM Bank PLC	7,357	-
	NCC Bank Ltd.	-	271
	Mercantile Bank PLC- 83047	71,138	72,748
	Southeast Bank PLC.	6,634,792	19,605,245
10. Shareholders equity			
	Authorized Capital		
	20,00,00,000 shares of Tk. 10/-each	2,000,000,000	2,000,000,000
	Issued, Subscribed and Paid Up Capital	1,750,000,000	1,750,000,000
	17,50,00,000 shares of Tk. 10/-each		
11. Retained Earnings		(691,219,883)	10,500,386
	Opining Balance	10,500,386	2,025,142
	Add: Profit During the year	(701,720,269)	8,475,244
	Less: Interim Dividend	-	-
12. Loan From Bank & Financial Institution		841,592,910	944,089,289
	ICB-02	12,254,707	36,044,476
	ICB-03	59,779,193	92,115,121
	Bay Leasing & Investment Ltd.(Term Loan) Monthly Payment	216,576,789	226,935,685
	Bay Leasing (Term Loan) Monthly Payment	326,353,979	348,746,791
	Bay Leasing & Investment Ltd. (Interest Basis)	226,628,242	240,247,216
13. Other Payable		203,287,268	126,187,176
	Interest Payable Social Islamic Bank PLC	36,571,495	21,440,069
	Interest Payable to EXIM Bank PLC	5,324,930	4,773,380
	Interest Payable Bay Leasing	82,374,072	94,889,019
	Interest Payable Bay Leasing(Term Loan)	36,643,280	-
	Interest Payable Bay Leasing(44 Core)	40,860,345	-
	Advance Received against Office Rent	690,000	2,074,800
	Payable to Innova Securities Ltd.	-	247,483

Notes	Particulars	Amount In Taka	
		31-12-2024	31-12-2023
	Payable to City Brokerage Ltd.	847	188,618
	Dividend payable	1,100	1,100
	National Securities Ltd.	-	1,936,307
	Audit Fees	250,000	250,000
	Service Charge	571,200	386,400
14. Provision for Tax		73,651,086	88,696,962
	Opining Balance	88,696,962	82,228,372
	Add: Under Provision of Tax	3,353,203	-
	Add: During the year	3,738,026	6,468,590
		95,788,191	88,696,962
	Less: Adjustment during the year	22,137,105	-
14.1 Provision for Negative Equity		505,009,244	18,465,705
	Opining Balance	18,465,705	18,465,705
	Add/(Less): During the year	486,543,539	-

Notes	Particulars	Amount in Taka	
		01 January 2024 to 31 December 2024	01 January 2023 to 31 December 2023
15 Interest Income		50,619,901	195,400,049
	Interest Income	50,619,901	195,400,049
16 Interest paid on deposits, borrowings, etc		(235,563,402)	(194,714,384)
	Bank Interest	(235,563,402)	(194,714,384)
17 Investment income		(12,347,309)	30,447,935
	Gain / Loss on Investment in Share	(12,347,309)	30,447,935
18 Commission, Exchange and Brokerage Income		23,692,152	31,350,083
	Dividend income	8,479,247	8,023,280
	Brokerage settlement charges	11,882,559	17,343,117
	Underwriting Commission	-	-
	IPO Processing Fee	-	-
	Issue management fee	-	-
	Corporate advisor	-	150,000
	Portfolio management fee	3,305,845	5,804,136
	Documentation Fee	24,500	29,550
19 Other operating income		8,813,700	6,699,043
	Rental Income	7,639,200	5,544,000
	Other income	1,174,500	1,155,043

Notes	Particulars	Amount in Taka	
		01 January 2024 to 31 December 2024	01 January 2023 to 31 December 2023
20	Salary and allowances	17,804,378	23,030,265
	Salary allowances	17,804,378	23,030,265
21	Rent, Taxes, Insurance & Electricity:	5,865,191	6,647,494
	Office rent	4,056,090	4,039,200
	Holding Tax	-	698,955
	Fuel & Lubricants	357,113	534,156
	Water Bill	49,507	60,004
	Electricity Bill	885,629	849,747
	WASA Bill	348,152	281,919
	Agent Commision	168,700	183,513
22	Legal Expenses	254,100	1,151,910
	Legal Charge	-	-
	Registration & Renewal Fee	254,100	1,151,910
	Loan Processing Exp.	-	-
23	Postage, stamp, telecommunication, etc	555,378	421,141
	Internet & Network Charge	173,900	162,554
	Telephone & Mobile Bill	381,478	258,587
	Domain & Hosting	-	-
24	Stationery, Printing, advertisement, etc.	183,360	257,966
	Printing & Stationary	183,360	217,088
	Advertisement Expenses	-	40,878
25	Depreciation & repairs of assets	16,669,501	18,008,870
	Repair & Maintenance	254,954	1,017,304
	Car maintenance	159,249	110,896
	Depreciation	16,255,298	16,880,670
26	Others expenses	5,071,837	4,471,246
	Entertainment	588,133	628,588
	CDBL Charges	677,891	551,937
	Credit Rating Fees	100,000	57,955
	Software maintenance Exp.	300,000	313,054
	Conveyance	110,140	34,780
	Newspaper	9,776	17,991
	Courier	8,013	9,000
	Service Charge	836,568	197,104
	Bank Charge	232,549	478,247
	Miscellaneous Expenses	1,108,767	1,000,000
	Business Development Expenses	1,100,000	1,182,590

BLI CAPITAL LIMITED
Notes to the Financial Statements
as at 31 December 2024

Schedule - A

Particulars	Category	C O S T				Rate %	D E P R E C I A T I O N				W.D.V Bal.as.on 31.12.2024 Taka
		Bal.as.on 01.01.24 Taka	Addition Dur. Year Taka	Adjust Dur. Year Taka	Bal.as.on 31.12..24 Taka		Bal.as.on 01.01.24 Taka	Charged Dur. Year Taka	Adjust Dur. Year Taka	Bal.as.on 31.12.24 Taka	
Computer	Equipment	2,403,300	125,000		2,528,300	151,316			1,670,844	857,456	
UPS	Equipment	31,850			31,850	1,915			21,001	10,849	
MMonitor	Equipment	6,300			6,300	303			4,583	1,717	
Fax Machine	Equipment	26,000			26,000	355			23,988	2,012	
Chair	Furniture	73,201			73,201	1,829			56,739	16,462	
Cookeries	Equipment	60,050			60,050	4,027			37,231	22,819	
Telephone Set	Equipment	59,300			59,300	2,366			45,893	13,407	
Internet Modem	Equipment	44,755			44,755	986			39,168	5,587	
Vacuum Cleaner	Equipment	17,320			17,320	355			15,309	2,011	
Software	Equipment	2,991,903			2,991,903	160,793			2,080,742	911,161	
Website	Equipment	147,234	11,797		159,031	14,063			79,339	79,692	
Micro Oven	Equipment	40,235	13,205		53,440	5,118			24,439	29,001	
Refrigerator	Equipment	128,720			128,720	8,400			81,121	47,599	
File Cabinet	Furniture	95,465			95,465	3,002			68,452	27,014	
Fan	Equipment	60,650			60,650	3,351			30,488	30,162	
Printer	Equipment	146,700			146,700	7,348			105,062	41,638	
Networking Switch	Equipment	41,100			41,100	1,566			32,226	8,874	
Photocopier	Equipment	145,000			145,000	5,442			114,164	30,836	
Scanner	Equipment	13,800			13,800	699			9,837	3,963	
Office Decoration	Furniture	22,868,959	50,500		22,919,459	1,235,850			11,796,809	11,122,650	
Access Control	Equipment	61,900			61,900	3,691			40,472	21,428	
Water Cooler	Equipment	25,200			25,200	1,330			17,663	7,537	
PABX System	Equipment	209,060			209,060	14,041			129,496	79,564	
Furniture & Fixtures	Furniture	1,370,970			1,370,970	110,654			375,081	995,889	
Server Cabinet	Furniture	14,000			14,000	603			8,576	5,424	
Krone Rack & Network Con Plate	Equipment	121,610			121,610	6,196			86,499	35,111	
Television	Equipment	680,590			680,590	46,957			414,503	266,087	
Tea Maker	Equipment	2,900			2,900	118			2,230	670	
Car DM-GA-27-1411	Vehicle	902,000			902,000	24,213			805,149	96,851	
Car DM-GA-26-6541	Vehicle	2,403,600			2,403,600	100,814			2,000,342	403,258	
Car DM-GA-34-6784	Vehicle	2,616,750			2,616,750	137,193			2,067,978	548,772	
Floor Space Rupayan Housing	Property	190,597,176			190,597,176	3,991,065			34,945,649	155,651,527	
Floor Space Eunots Trade Centre	Property	182,800,505			182,800,505	3,638,823			40,886,412	141,914,093	
Floor Space Rupayan Housing (2nd)	Property	239,530,640			239,530,640	5,411,523			28,481,224.67	211,049,415	
Floor Space Gulshan	Property	47,544,765			47,544,765	1,158,904			2,347,522.77	45,197,242	
As at 31.12.2024		698,283,508	200,502	-	698,484,010	16,255,298	-		128,946,233	569,537,777	
As at 31.12.2023		698,191,886	91,622	-	698,283,508	16,880,670	-		112,690,935	585,592,573	

Products & Services



CORPORATE FINANCE



SME FINANCE



HOME LOAN



LEASE FINANCE



AUTO LOAN



**WOMEN
ENTREPRENEUR LOAN**



REGULAR TDR



**MONTHLY INCOME
DEPOSIT**



**FLEXI MONTHLY
SAVINGS PLAN**



**MONTHLY SAVINGS
PLAN**



BLI Centuria



**INCOME FIRST
DEPOSIT**



**DOUBLE
MONEY PLAN**



Chamak Plan



Bay Leasing & Investment Limited

SECURE YOUR FUTURE®

Proxy No:.....Date:.....

Authorized Officer Signature

PROXY FORM

I/We.....

Registered BO ID :

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of.....

being a shareholder of Bay Leasing & Investment Limited ("the Company") do hereby appoint Mr./Mrs./Ms.....

of.....

as my/our proxy to attend and vote for my/us on my/our behalf at the **29th Annual General Meeting** of the Company to be held on by **August 28, 2025 at 11.30 a.m** through Hybrid System as a Physical Presence at The Institutions of Engineers Bangladesh (IEB), (2nd floor), Ramna, Dhaka-1000. Presence by logging the link <https://bayleasing.bdvirtualagm.com> and adjournment thereof.

Signed this.....day of 2025.....

SIGNATURE OF THE PROXY

Revenue
stamp @ 20/-

SIGNATURE OF THE SHAREHOLDER

- i) Signature of the shareholder must be in accordance with specimen signature registered with Depository Participant(s)/Company.
- ii) A Member of the Company entitled to attend and vote at the **29th Annual General Meeting** may appoint as a Proxy to attend and vote on his/her/their behalf. The Proxy Form duly signed and stamped must be through email to share@blibd.com not later than 48 hours before commencement of the AGM.



Bay Leasing & Investment Limited

SECURE YOUR FUTURE®

ATTENDANCE SLIP

Name of Shareholder/Proxy.....

Registered BO ID :

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Number of Share:.....

I hereby record my attendance at the **29th Annual General Meeting** of the Company to be held on by **August 28, 2025 at 11.30 a.m** through Hybrid System as a Physical Presence at The Institutions of Engineers Bangladesh (IEB), (2nd floor), Ramna, Dhaka-1000. Presence by logging the link <https://bayleasing.bdvirtualagm.com>

SIGNATURE OF THE PROXY/SHARE HOLDER

SIGNATURE VERIFIED BY

