

DIRECTOR'S REPORT

RAK CERAMICS (BANGLADESH) LIMITED

Dear Shareholders,
Assalamu Alaikum!

The Board of Directors of RAK Ceramics (Bangladesh) Limited are pleased to present the Directors' Report, along with the audited financial statements of the Company for the year ended 31 December 2024, and the Auditor's Report thereon, for your valued consideration, approval and adoption.

The Directors' report has been prepared in compliance with Section 184 of the Companies Act 1994, the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission, Listing Regulations of Dhaka and Chittagong Stock Exchanges and all others applicable provisions.

Principle activities

RAK Ceramics (Bangladesh) is the country's one of the largest and foremost tiles and sanitary-ware brand. The Company is engaged in the manufacture and sale of a wide range of ceramic tiles, bathroom sets and sanitaryware products. Over its two-decade journey, the Company has created industry-leading designs and patterns for wall and floor tiles and borders and corners, etc., which have been well-accepted by customers and have emerged as benchmarks in their own categories. Further, many of RAK Ceramics' models come in modular designs which open up ample choice for our customers, suiting their space requirements and budgets.

Industry outlook and possible future developments

Details about this section are discussed in the 'Industry outlook and possible future developments' report on page 148 and 'Management discussion and analysis' report on page 145 of this Annual Report.

Segment-wise performance

RAK Ceramics (Bangladesh) operates with an annual production capacity of 10.32 mn sqm of tiles and 1.45. mn pieces of sanitary-ware with over 46+ active designs, thus ensuring the widest range of products available in the industry. Details about segment-wise or product wise performance is disclosed in the 'Segment wise performance' report on page 130 of this Annual Report.

Financial results

The Company reported consolidated sales of BDT 6669.51 mn in 2024, vs. BDT 7,819.32 mn reported in 2023 and consolidated gross profit of BDT 1150.23 mn

in 2024 against BDT 1952.31 mn reported in 2023. The Company's consolidated net loss stood at BDT 27.33 mn in 2024 against net profit BDT 618.39 mn achieved in 2023.

Details of operational results are discussed in the 'update on our performance 2024' on page 121 of this Annual Report.

Appropriations of profit and key operating and financial data of preceding five years

The Directors are pleased to report the financial results for the year 2024 and recommend the following appropriations:

(Amount in BDT mn)

Particulars	2024	2023
Profit before tax	51.62	818.14
Less: Provision for tax	78.95	199.75
Profit/(Loss) after tax *	(27.33)	618.39
Add: Un-appropriated profit brought forward	2,074.24	1,883.82
Profit available for distribution	2,046.91	2,502.21
Less: Appropriation of dividend	427.97	427.97
Un-appropriated profit C/F	1,618.94	2,074.24

*Profit/(Loss) after tax is exclusive of non-controlling interest.

Key operating and financial data of the preceding five years is given in 'Annexure-1' on page 143 of this annual report.

Reserves and surplus

In 2024, retained earnings of the Company stood at BDT 1618.94mn, against BDT 2,074.24. mn in 2023.

Dividend

The Board of Directors is pleased to recommend dividend @ 10% in cash of the paid-up capital of the Company, representing an amount of BDT 427.97mn for the year ended December 31, 2024. This dividend will be paid from undistributed accumulated profits. The Company paid dividend @10.00% in cash of the paid up capital of the Company for the year 2023. No bonus shares or stock dividend has been declared as interim dividend.

In compliance of BSEC's Letter No. SEC/ SRMIC/165-2020/part-1/202 date 25 August 2021 and SEC/ SRMIC/165/part-1/166 dated 06 July 2021 and the CMSF Rules, the Company transferred the unclaimed or undistributed or unsettled dividend for the year 2010 to 2020 in cash and stock to CMSF in due time.

The summary of the transferred dividend are disclosed in Annexure- 2 on page 143 of this annual report.

Contribution to the national exchequer

RAK Ceramics (Bangladesh) is committed to timely disbursement of its direct and indirect tax obligations. During the year 2024, the Company, including its subsidiaries, contributed a total sum of BDT 3,003.64 mn to the national exchequer. Details about the contribution to the national exchequer during the year is discussed in the 'Contribution to national exchequer' section on page 137 of this Annual Report.

Extraordinary gain or loss

There were no extraordinary activities during the year 2024 affecting any extraordinary gain or loss.

Variance between quarterly and annual financial statements

There are significant variances in the financial results between quarterly and annual financial statements and from the last year's operating results. Sales decreased by 14.70% from BDT 7,819.32 MN to BDT 6,669.51 MN due to demand-supply gap because of underutilization of the plant's capacity caused by interrupted gas supply from the national grid. Additionally, production and sales were significantly impacted due to unprecedented political disruption.

As a result of the low production and sales and as fixed costs had to be paid for full capacity, regardless of utilization, the gross profit margin dropped from 24.97% to 17.25%. Net Profit after Tax decreased by 104.42% from BDT 618.39 MN to BDT -27.33 MN due to decline in gross profit as well as increased in finance expenses due to liquidity crisis caused by the mentioned challenges, which was managed through bank financing. All those impacting in earning per share which has been decreased from BDT. +1.44 to BDT -0.06.

On the other hand, the Company settled most vendor liabilities on time despite poor sales and collections. This altogether impacted net operating cash flow. As a result, net operating cash flow per share decreased from BDT 0.75 to BDT 0.49.

Material change or change in the nature of business

During the year under review, there are no material changes in the nature of business of the Company or its subsidiaries.

Risk and concerns

Risk assessment and mitigation is an integral part of the Company. The Company has an appropriate and effective risk management framework which carries out risk identification and assessment and ensures that risk mitigation plans are in place. The Board of Directors regularly monitor, assess and identify potential risks and threats to profitability and sustainable growth. Details of risks and concerns, including internal and external risk factors are discussed in the 'Risk management and control' section on page 107 of this Annual Report.

Auditors and audit report

M/s ACNABIN (An independent member of BAKER TILLY INTERNATIONAL), Chartered Accountants, the statutory auditors of the Company will retire at the 26th Annual General Meeting (AGM) and, being eligible, offer themselves for re-appointment. The Board also recommends their re-appointment for the year 2025. Remuneration of the auditor will be fixed by the shareholders at this AGM.

The statutory auditors of the Company have given reports on the financial statements of the Company for the year ended 31 December 2024, which forms part of the Annual Report. There is no qualification, reservation, adverse remark, comments, observations or disclaimer given by the statutory auditors in their reports.

Parent and subsidiary companies

RAK Ceramics PJSC, UAE (the Company), is the parent company of RAK Ceramics (Bangladesh). It is one of the largest ceramics' brands in the world, specializing in ceramic and gres porcelain wall and floor tiles and sanitary-ware. It has an annual production capacity of 123 mn sqm of tiles and 5 mn pcs of sanitaryware per year at its 16 state-of-the-art plants located all over the world, including Bangladesh. The Company serves clients in 150+ countries through its network of operational hubs in Europe, the Middle East and North Africa (MENA), Asia, North and South America and Australia. It is listed on the Abu Dhabi Securities Exchange in the United Arab Emirates and, as a Group, it has an annual turnover of around us \$1 billion.

RAK Ceramics (Bangladesh) has two subsidiaries: RAK Power Pvt. Ltd and RAK Security and Services (Pvt.) Ltd, which are fully-owned subsidiaries of the Company. The principal activities and status of these subsidiaries are separately disclosed in the 'Segment wise performance' on page 130 of this Annual Report.

Related party transactions

Details of related parties with whom transactions have taken place and their relationship as identified and certified by the management is disclosed in the 'Related party disclosures under IAS-24 section on page 220 of this Annual Report.

Corporate social responsibility

The Company understands its responsibility towards social welfare and contributed an amount of BDT 2.33 mn during the year 2024. Details of the Company's CSR activities during the year is discussed in the 'Corporate social responsibilities' section on page 62 of this Annual Report.

Human resources and staff welfare

RAK Ceramics (Bangladesh) accords the highest priority to its human resources and towards sustainable staff welfare. The Company believes that its employees are integral to its success. The Company is also committed to ensure a safe and healthy working environment for all. The Company currently has 1,791 full-time employees on its rolls and offers best-in-class compensation packages for employees to encourage professionalism, productivity, build talent and skills, enhance leadership capabilities and also maximize their own personal and professional potential.

The employees of the Company enjoy benefits of contributory Provident Fund, gratuity scheme and group life insurance, etc. Further, the Company has also established a "Workers Profit Participation Fund and Welfare Fund". In the year 2024, the Company contributed 5% of its profit before tax (PBT) towards Workers' Profit Participation and Welfare Fund, amounting to BDT 1.91 mn.

Board of Directors

The Board of Directors of the Company comprises with five members including one Independent Director. The appointment of another Independent Director is currently in progress. The Company has already obtained consent from BSEC for the appointment of Mr. Md. Obayed Ullah Al Masud as an Independent Director will be placed in the next AGM for shareholders approval.

Names and profiles, including the nature of expertise in specific functional areas, membership of the committee, other engagement on other company of the Directors of the Company are indicated in the 'Directors' profile' on page 38 of this Annual Report.

Appointment/reappointment of Directors

In accordance with the articles 93, 94 and 95 of the Articles of Association of the Company, Mr. Abdallah Massaad will retire from his office as Director by rotation at the 26th Annual General Meeting and, being eligible, offers himself for re-election in accordance with the terms of Article 96 of the Articles of Association of the Company.

The Company has obtained consent from the BSEC for appointment of Mr. Md. Obayed Ullah Al Masud as an Independent Director of the Company. It will be placed for shareholders approval in the next AGM.

As per recommendation of the NRC, the Board proposed to reappoint Mr. Mohd. Shaiful Azam as an independent Director for a further 01 (one) more tenure (i.e.03 years).

Remuneration of Directors, including Independent Directors

The Company did not pay any remuneration to any Director, including Independent Director, except Board meeting attendance fees and 3% of profit before tax to the Managing Director.

Board of Directors' meetings and attendance

The Board of Directors of the Company met six times during the year 2024. The number of Board meetings held and the attendance of each Director during the year is disclosed in 'Annexure-3' on page 144 of this Annual Report.

Code of conduct

In compliance with the conditions of Corporate Governance Code, the Board has laid down a code of conduct for the Chairman of the Board and other Board members of the Company, and annual compliance of the code is recorded accordingly.

Pattern of shareholding

In accordance with the conditions of corporate governance, the shareholding pattern of the Company is disclosed in 'Annexure-4' on page 144 of this Annual Report.

Directors' statement on financial reporting

The Directors, in accordance with the Corporate Governance Code, 2018 of the Bangladesh Securities and Exchange Commission dated June 03, 2018 an amendment dated November 20, 2023, confirm the following to the best of their knowledge:

- a. The financial statements prepared by the management of the Company present fairly its state of affairs, the results of its operations, cash flows and changes in equity
- b. Proper books of accounts of the issuer Company have been maintained.
- c. Appropriate accounting policies have been consistently applied in the preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- d. International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in the preparation of the financial statements, and any departure therefrom has been adequately disclosed.

- e. The system of internal control is sound in design and has been effectively implemented and monitored.
- f. The 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.
- g. There is no significant doubt upon the issuer Company's ability to continue as a going concern.

Management's discussion and analysis

In accordance with the conditions of Corporate Governance Code, 'Management discussion and analysis' has been duly signed by the Managing Director of the Company and is included on page 145 of this Annual Report.

Declaration by CEO and CFO

In accordance with the conditions of Corporate Governance Code, a declaration on financial statements for the year ended December 31, 2024 duly signed by the CEO and GM-Finance & Accounts is included on page 174 of this Annual Report.

Credit Rating Report

The Credit Rating Information and Services Limited (CRISL) has assigned the following rating to "RAK Ceramics (Bangladesh) Limited" on 03.04.2024 in consideration of its audited financial up to 31st December 2023, and others relevant quantitative as well as qualitative information up to the date of rating declaration:

Long Term Rating = "AA+" (Double A Plus Indicating Higher safety for Timely Repayment)

Short Term Rating = "ST-1" (Indicating Highest Certainty of Timely Repayment)

Outlook = Stable

A certificate of credit rating has been included on page 172 of this Annual Report.

Corporate governance

RAK Ceramics (Bangladesh) is committed to comply with all the requirements of Corporate Governance Code, 2018 of Bangladesh Securities and Exchange

Commission. To ensure the spirit of governance with full accountability for inspiring confidence and trust of investors, regulators, financers and other stakeholders, Details about corporate governance are discussed in the 'Corporate governance report' on page 155 of this Annual Report.

Reporting and compliance of corporate governance

The Company has complied with the conditions of the Corporate Governance Code, 2018 of the Bangladesh Securities and Exchange Commission dated June 03, 2018. Detailed status of compliance on corporate governance, along with the corporate governance compliance certificate, has been included on page 158 of this Annual Report.

Membership with BAPLC

RAK Ceramics (Bangladesh) has membership of the Bangladesh Association of Publicly Listed Companies (BAPLC). A certificate of BAPLC membership has been included on page 173 of this Annual Report.

Post balance sheet events

There are no material events which have occurred after the balance sheet/reporting date, the non-disclosure of which could affect the ability of users of these financial statements to make an appropriate evaluation.

Appreciation

The Board would like to take this opportunity to thank the government authorities, shareholders, investors, bankers, employees and other stakeholders for their continuous commitment, cooperation, confidence and support in achieving the Company's objectives and outcomes.

For and on behalf of the Board of Directors,



(Abdallah Massaad)
Chairman

Date: January 27, 2025