

# Directors' Report

## Dear Valued Shareholders,

The Board of Directors of Singer Bangladesh Limited (Singer) is pleased to present the Directors' Report on the operational and financial performance of Singer, together with the Audited Financial Statements for the year ended 31 December 2024. This report has been prepared in compliance with Section 184 of the Companies Act, 1994 and Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018.

## Business Profile

Singer is an esteemed household brand in Bangladesh, boasting a rich heritage spanning over 120 years in the country.

With a legacy of trust forged across generations, Singer is driven by a vision to enhance the lives of Bangladeshis nationwide. Consisting of an extensive network of 480 direct customer touchpoints, 971 dealers, 17 service centers, and a cutting-edge e-commerce platform [www.singerbd.com](http://www.singerbd.com), Singer maintains a formidable presence across the nation.

Leveraging its manufacturing capabilities through its multiple production facilities in Dhaka, the company produces a wide array of premium-quality home appliances locally. The company's product repertoire includes refrigerators, televisions, air-conditioners, washing machines, microwave ovens, grinders and other home appliances. As a leading player in Bangladesh's consumer durables sector, Singer offers a diverse portfolio featuring pioneering international brands and holds a commanding position in various product categories.

Together with its own brands and through partnerships with other international brands, Singer plays a ubiquitous role in providing customers with the world's best solutions in home

appliances and consumer electronics, thus catering to the needs of the modern household. Deeply ingrained in the fabric of the nation's business landscape, Singer thus plays a significant national role and will continue with its legacy of innovation, excellence and customer trust.

Singer is a part of Arçelik A. S., one of the world's leading consumer electronics manufacturers with a global presence. Over its longstanding history, Arçelik has demonstrated a deep commitment to technology innovation, enterprise sustainability and consumer value. With over 53,000 employees, 22 brands and 124 subsidiaries in 58 countries, 45 production facilities, and 30 R&D centers. Arçelik is the number one home appliances company in Europe.

Arçelik is a subsidiary of Koç Holding, a leading Turkish industrial conglomerate and the only Turkish enterprise recognized in the Fortune Global 500 Ranking. In 2024, Koç Holding achieved consolidated revenues of US\$ 68.5 billion, with a global workforce of over 119,000 people. Koç Holding's revenues equate to 9% of Turkish GDP, with exports accounting for 7% of the country's total exports.

## Company Performance

Bangladesh's consumer durables landscape is in the midst of a transformation, shaped by shifting demographics, evolving lifestyle preferences and a tilt towards sustainable solutions. This evolution manifests through a more diversified and younger customer base, reflecting the nation's economic growth and changing lifestyle aspirations.

Mirroring this trend, the consumer durables segment offers significant opportunity for growth, being at the confluence of rising incomes on the one hand and significant sectoral under-penetration on the other. The emergence of the modern consumer indicates a new wave of younger, tech-savvy and environmentally-conscious demographic that will drive and accelerate this change and transformation.

As we navigate through a volatile macro-industry environment, we have, in recent years, withstood a continuous test of our resilience. This has enhanced our ability to adapt to changing market conditions and overcome challenges with agility, turning stepping stones into milestones in our journey of growth and value creation

We have maintained our unwavering commitment to excellence, emerging from adversity stronger and more determined than ever. Today, Singer has risen stronger with a revamped product portfolio and a renewed commitment to retail transformation, delivering world-class products with unmatched value propositions.

Another historic milestone achievement for Singer that culminated through the team's relentless focus and efforts this past year was the establishment of the company's new state-of-the-art manufacturing plant in January 2025. As the flagship of the Bangladesh Special Economic Zone (BSEZ) spread over a sprawling 135,000 square metres, the new plant will harness automation and modern manufacturing principles to produce a range of consumer durables such as refrigerators, televisions, washing machines, air-conditioners and other major appliances for the local market. This advanced industrial facility marks a major step forward in Bangladesh's manufacturing sector and symbolizes the country's push for industrialization and value-addition.

The year 2024 represented a story of two distinct halves. While the company performed well and grew ahead of the

market up until Q2'2024, the tide shifted from Q3'2024 onwards as multiple unpredictable events took a toll on the company's performance.

The widespread student protests during the third quarter led to disruptions in daily operations. Further, the devastating floods that first hit the eastern region in August and then the western part towards end-September caused widespread devastation and significant loss of lives and property. This triggered significant challenges and was naturally reflected in our performance for the second half of the year. Consumers evidently tightened their budgets and a shift was observed wherein they prioritized non-discretionary spends. We tried to stimulate demand and lift sales that led to higher advertisement and sales promotion expenses which added to our overall expenses that were already hit by inflation.

Singer's characteristic resilience sparked through as the company, despite the all-round adversity, registered a satisfactory performance during the year 2024. A stabilizing external environment, commissioning of the new plant and a strong product lineup with market-leading propositions are the key pillars that are expected to enable performance recovery in the current year.

A brief performance overview for 2024 vs. 2023 is discussed below:

Key metric	Brief explanation
Sales increased by 9.5% from Tk. 17.0 billion in 2023 to Tk. 18.7 billion in 2024.	<p>Though sales increased, it fell short of expectations due to:</p> <ul style="list-style-type: none"> <li>→ Local and global challenges such as supply chain disruptions that impacted production</li> <li>→ Weakened consumer purchasing power caused by sustained double-digit inflation</li> </ul>
Gross profit increased marginally by 0.9% from Tk. 4,902 million in 2023 to Tk. 4,945 million in 2024. However, GP margin declined from 28.8% in 2023 to 26.5% in 2024.	<ul style="list-style-type: none"> <li>→ Increased sales of traded goods, including locally sourced products</li> <li>→ Adverse impact of the forex crisis</li> <li>→ Higher costs incurred by way of discounts and promotions to stimulate sales</li> </ul>
Operating expenses increased substantially by 16.1% from Tk. 3,602 million in 2023 to Tk. 4,181 million in 2024.	<ul style="list-style-type: none"> <li>→ Substantial increase in advertisement and sales promotion expenses due to the aforementioned reasons</li> <li>→ Inflation impact on other expenses, including salaries &amp; allowances, rent &amp; occupancy for new shops, warranty expenses, office administration expenses, etc.</li> </ul>

Key metric	Brief explanation
Finance costs increased by a sharp 137.2% from Tk. 604 million in 2023 to Tk. 1,433 million in 2024.	<ul style="list-style-type: none"> <li>→ Increase in debt mobilized due to the new plant establishment and also for working capital</li> <li>→ Increase in debt cost by more than 4% amid a rising interest rate environment</li> <li>→ Foreign exchange loss of Tk. 247 million incurred due to currency devaluation</li> </ul>
Profitability reversed from a net profit of Tk. 522 million in 2023 to a net loss of Tk. 489 million in 2024.	<ul style="list-style-type: none"> <li>→ Slower sales growth vs. much faster increase in expenses</li> <li>→ Tax expenses of Tk. 79 million due to impact of minimum tax and other deductions disallowed during the year</li> </ul>
Earnings per share (EPS) declined significantly by 193.7% from Tk. 5.24 in 2023 to a negative value of Tk. 4.91 in 2024.	<ul style="list-style-type: none"> <li>→ Net loss registered by the company which also turned EPS to the negative territory</li> </ul>
Net asset value (NAV) per share declined by 24.2% from Tk. 34.03 in 2023 to Tk. 25.81 in 2024.	<ul style="list-style-type: none"> <li>→ Increase in short-term borrowings from Tk. 8,142 million to Tk. 11,908 million to meet increased working capital requirements</li> <li>→ Net loss for 2024 resulted in a decline in equity value</li> </ul>
Net operating cash flow per share (NOCFPS) declined by 135.0% from Tk. 22.76 in 2023 to negative Tk. 7.96 in 2024.	<ul style="list-style-type: none"> <li>→ Increase in costs and expenses surpassing sales growth</li> <li>→ High inventory build-up due to anticipated sales that did not materialize which adversely impacted cash flow</li> </ul>

For a more in-depth assessment of the company's 2024 performance and a detailed account of key highlights and other significant events, readers are encouraged to refer to the business update of the Managing Director and the Chief Executive Officer on page 104.

### Property, Plant and Equipment

During the year under review, Singer invested a sum of Tk. 6,039 million in property, plant and equipment towards the establishment of the new state-of-the-art manufacturing facility in Bangladesh Special Economic Zone and expansion purposes. A part of this amount was also invested in a few debottlenecking initiatives at the existing plants towards capacity and efficiency enhancement. Movement in property, plant and equipment value during the year is disclosed under Note 3 and Annexure-1 of the Financial Statements.

### Market Value of Freehold Properties

Freehold land and buildings of the company were revalued by an Independent Assessor and the results are reflected in the Financial Statements. The appreciation in value was credited to the revaluation reserve after tax deduction, in accordance with IFRS regulations. The last valuation was carried out on December 31, 2022. Valuation details are available in the Auditor's Report on page 182 and Note 12.1 to the Financial Statements. The objective of this valuation was to determine the fair value of the Company's properties in the financial

statements for the year ended December 31, 2022.

### Directors' Responsibility for Financial Statements

The Statement of the Directors' Responsibility for the Financial Statements is given on page 109 of this report.

### Industry Outlook and Possible Future Development

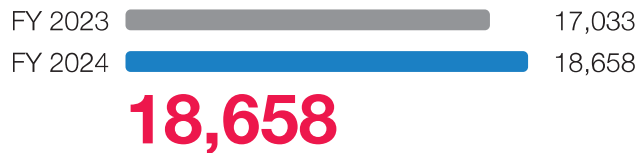
The Bangladeshi consumer durables and home appliance categories have experienced growth in recent years, reflecting the country's expanding middle-class population, increasing disposable income and a more modernizing consumer with rise in nuclear families.

Among the key trends is also Bangladesh's accelerating digital transformation, fueled by booming broadband access, affordable data plans and government push for digital infrastructure. Online payments driven by increased adoption of digital apps of Mobile Financial Services players and banks has led to innovations and convenience in payments while spurring new growth. This has resulted in the rise of the start-up economy that has fostered incubation of new ideas and innovative solutions at scale.

Despite subdued consumption in the economy this past year, economic activity indicators suggest underlying strength that bode well for the consumption sector in the mid to long-term. Consumer confidence levels through consumer perception on

## Financial Results in 2024

**Total revenue** ↑ **9.54%**  
(BDT mn)



**Gross profit** ↑ **.88%**  
(BDT mn)



general economic situation, employment scenario, overall price situation, income and spending is recovering and there is a cautiously positive optimism about the future in part due to confidence in the underlying fundamentals of the country and also in the reforms program initiated by the new (interim) government. Inflation is also seen to be easing in the economy.

Going forward, infrastructure and capital investment, pace of innovation and technology, best-in-class digital ecosystem and pro-business trade policies will lead Bangladesh onto a journey of transformative growth over the foreseeable future. Further, government efforts in attracting foreign investment and recognition of Bangladesh's strengths in the China diversification strategy also augur well for the future of the economy.

The consumer durables industry of Bangladesh is a significant contributor to the country's economic growth, fueling consumption, generating employment and boosting manufacturing. In addition, it also demonstrates the capacity to create a local manufacturing ecosystem based on Bangladesh's engineering strengths, cost efficiency and value-addition focus.

In recent years, the country's consumer durables market has witnessed demand for a wide range of products, including televisions, refrigerators, air-conditioners, washing machines and kitchen appliances. The influx of international brands and

the emergence of local manufacturers have intensified competition, leading to innovation and improved product offerings. Yet, the scope for growth is immense considering the under-indexed per capita consumption of consumer durables in the country.

While per capita consumption for consumer durables in Bangladesh is low, rural areas are significantly under-indexed compared to urban consumption. In fact, spends on consumer durables in Bangladesh remains disproportionately lower than in economies such as China, the Philippines, Thailand, India and Indonesia. This disparity, combined with low penetration rates across various categories within the industry, presents a great opportunity for the consumer durables sector to sustain its growth trajectory.

In the coming decades, Bangladesh is set to have one of the largest shares of the working age population amongst the major economies, representing a major demographic dividend. Thus, the country will have significant advantage in the long run. Young employee force and high working age population will lead to a rise in income levels and purchasing power, which will drive growth and consumption momentum in the country.

While the long-term structural drivers appear intact, the country's consumer durables and home appliances sector faced a challenging 2024, impacted by both internal and external challenges. Ongoing conflicts in Europe and West Asia, global supply chain disruptions and elevated commodity prices affected manufacturing and import of consumer goods in Bangladesh. The uncertainty in the international market, together with a devaluating Bangladeshi Taka against the US dollar led to fluctuations in raw material expenses, affecting production costs for home appliances.

Despite these challenges, the consumer durables sector remained relatively resilient, with a focus on adaptation. As the industry grapples with the aftermath of the conflicts, players are exploring alternative supply chain strategies and local manufacturing options to mitigate risks and ensure steady manufacturing and supply.

Considering the long-term demand prospects, the consumer durables industry is poised for further expansion, driven by technological advancements, urbanization and lifestyle changes. Additionally, the government's initiatives to promote domestic manufacturing and boost the engineering sector is expected to contribute to the robust outlook too.

The industry's shift towards smart and connected appliances, along with a focus on sustainability, is likely to shape the business landscape, providing opportunities for both local and global players. As the economy continues to develop, consumers will become more discerning, prioritising advanced features and energy-efficient options. Consumption



will also lean towards sustainable choices, creating a strong differentiator for companies with robust ESG (environmental, social and governance) and sustainability practices.

### Post Balance-Sheet Development: New Modern Manufacturing Facility

Singer inaugurated its state-of-the-art home appliances plant at Bangladesh Special Economic Zone Limited (BSEZ) in Araihaazar, Narayanganj, on January 30, 2025. Being set up with an investment of US\$ 78 million, the new plant is spread across an expansive area of 135,000 sq. metres, corresponding to 34 acres. The establishment is a showpiece execution of the Bangladesh SEZ in terms of design, construction and project planning. The facility will create employment opportunities for up to 4,000 people and will also support the development of a local suppliers' ecosystem, thus ensuring localization and import substitution.

Singer's new state-of-the-art manufacturing facility has been developed in accordance with the Gold standard under LEED, the world's most distinguished green building certification (GBC) program. Details of the new project are available in the Management Discussion and Analysis on page 104.

### Segment-wise Information

Segment reporting is not applicable to the Company as it does not meet the criteria required for segment reporting specified in IFRS 8: Operating Segments.

### Risks and Concerns

Similar to any other business, Singer is also exposed to risks and uncertainties, including financial risks, demand risks, supply chain risks, market risks, etc. Details of key risk factors and our determination of these are given in the Risk Management report on page 86.

### Margin Analysis

The cost of goods sold for the year 2024 stood at Tk. 13.7 billion, 13.0% higher than that of the previous year. The gross profit margin was 26.5% for the year 2024 and the previous year's gross margin was 28.8%.

### Extraordinary Events

During the year, the Company faced a net loss of Tk. 489 million from a profit of Taka 522 million in 2023. EPS declined significantly to Tk. (4.91) in 2024 from Tk. 5.24 in 2023 due to the net loss. The key reason the company suffered a net loss was due to a significant 137.2% increase in financing costs due to a higher interest rate and also foreign exchange loss, which rose to BDT 1,433.29 million in 2024 vs. BDT 604.14 million in 2023.

NAV per share declined due to the significant rise in short- and long-term borrowings. In 2024, a new long-term loan to the tune of BDT 5,937.50 million was mobilized for the new manufacturing facility, while short-term borrowings were garnered too to the extent of BDT 3,765.73 million to meet the working capital requirements.

### Related Party Transactions

The company did not engage in any Related Party Transaction that could potentially conflict with the interest of the company. All transactions, contracts, or arrangements with related parties, as defined under IAS 24 that the Company entered into during the year were conducted in the normal course of business. Details of related party transactions, along with the rationale for such transactions have been disclosed in note 34 on page 202 of the Financial Statements.

### Variance within the Financial Year

There was no event of significance that caused material variance in the quarterly financial performance of the company during the year under review. Despite the adversities, the company performed well until the second quarter of the financial year in report. The third quarter onwards represented a period of challenge, starting with the political situation which remained dynamic until mid-August. The floods also caused business interruptions in large regions towards the late second half of the year. As a result, the company underperformed during the period which caused a drag on the overall performance of the company for the year.

### Remuneration to Directors

This information is incorporated in Notes 22.3 of the notes to the Financial Statements on page 191 regarding the "Directors Fees and Remuneration", mentioning figures concerning the remuneration of the Managing Director, including fees for the Independent Directors' attendance at meetings.

### Fairness of Financial Statements

The Financial Statements and accompanying Notes are in accordance with the Companies Act, 1994 and the Securities and Exchange Rules, 2020. These statements accurately reflect the company's financial conditions, operating results, cash flow and changes in equity. As per the Bangladesh Securities and Exchange Commission's Corporate Governance Code 2018, the Chief Executive Officer and Chief Financial Officer have provided declarations affirming the accuracy and fairness of the Financial Statements shown on page 148.

## Books of Accounts

Proper books of accounts of the company were maintained at all times.

## Accounting Policies

Appropriate accounting policies were consistently applied in the preparation of the Financial Statements and the accounting estimates were based on reasonable estimates.

## Application of IAS and IFRS

International Accounting Standards (IAS) and 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.

## Internal Control

The system of internal controls was sound in design and was effectively implemented and monitored during the year.

## Shareholders' Rights

The company upholds the principle of equal shareholders' rights regardless of their shareholding. Quarterly and half-yearly Financial Statements and Annual Report are distributed to all shareholders and they are encouraged to attend the shareholders' meeting. During the Annual General Meeting (AGM), shareholders are invited to vote on the adoption of the Annual Financial Statements and the Directors' Report, the election of the Board members, the appointment of Auditors, the appointment of the Managing Director and other matters that require their participation.

## Minority Interest

Singer believes that good governance involves open and trust-based cooperation between all stakeholders, including the owners of the company - shareholders. The Board of Directors is committed to ensuring high standards of governance designed to protect and enhance the interests of all stakeholders, including the rights of minority shareholders while promoting trust, integrity, transparency and accountability. The Board shall always act in a manner that is in the best long-term interest of the Company.

## Going Concern/Forward-Looking Statement

There are no significant doubts about the Company's ability to continue as a going concern. The Board of Directors has reviewed the Company's business plan and is satisfied that it has adequate resources to continue its operations in the foreseeable future. Accordingly, the Financial Statements are prepared on a going-concern basis. We are confident that we are in a prime position to generate stable returns and remain among the industry pioneers, leveraging our strengths and striving for outperformance. In 2025, we expect to roll out a product range with new features and characteristics to cater to the various segments of the market.

## Significant Deviations from Last Year's Operating Result

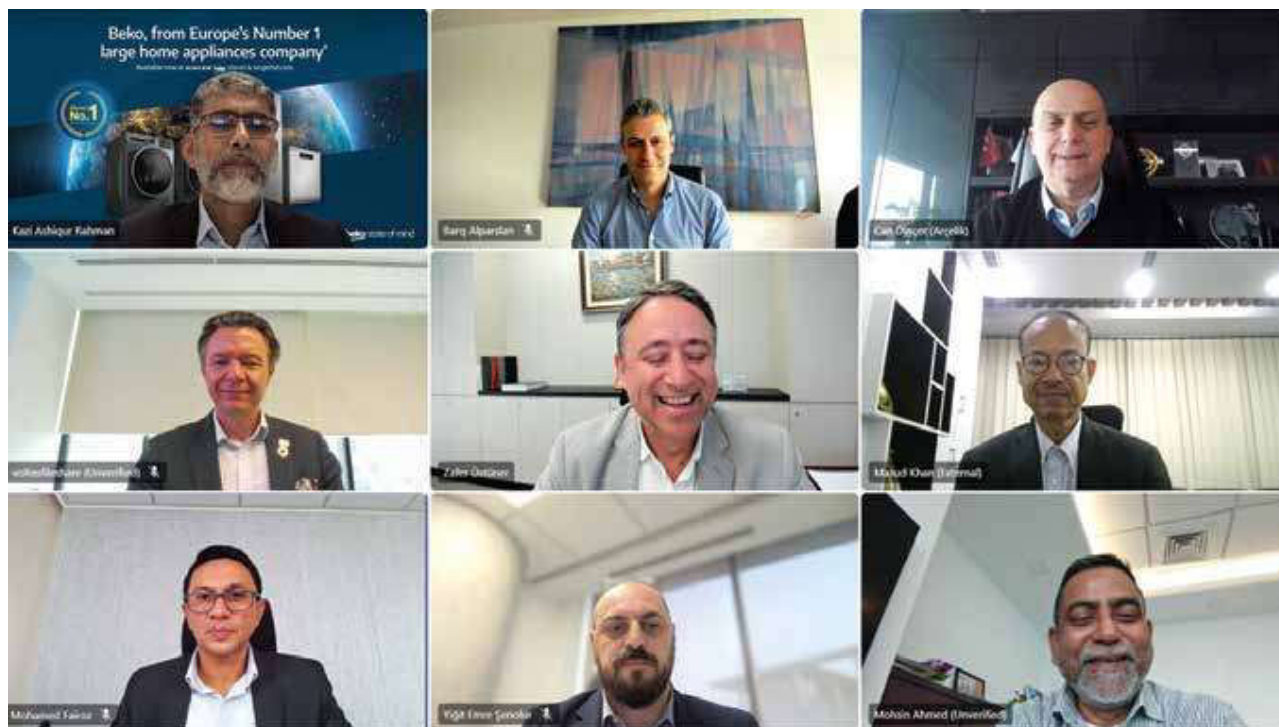
The significant deviations from the last year in the operating results of the Company have been highlighted in the report and the reasons thereof have been duly explained.

## Key Operating and Financial Data for the Last Six Years

The key operating and financial data for the last six years are annexed on page 137.

## Financial Results and Appropriations

Particulars	2024	2023
	Taka in '000	
Profit before taxation	(409,968)	831,966
Less: Provision for tax	79,382	309,879
Profit after tax	(489,350)	522,087
Add: Unappropriated profit brought forward	1,361,067	1,202,607
Other comprehensive income	17,884	(18,583)
Transfer of depreciation on revaluation surplus	3,367	3,916
Profit available for distribution	892,968	1,710,027
Less: Appropriations (Dividend)	99,703	348,960
Unappropriated profit C/F	793,265	1,361,067



## Dividend

### Dividend distribution policy

According to Bangladesh Securities and Exchange Commission directives, the Board has adopted a Dividend Distribution Policy, which is placed on the website of the company and also on page 144 of this report.

### Declaration and Payment of Dividends

Singer registered a net loss during the year in review due to reasons explained above. However, it is natural that shareholders expect a return on their investment through dividend.

Even though the company faced loss of profitability during the year, the Board is confident in the future prospects of the Company and believe in an imminent performance turnaround. Considering this, the Board is pleased to recommend a cash dividend @ 10% of the capital, amounting to Taka 99.7 million for the year 2024 from the retained earnings. The said dividend on shares outstanding is subject to the approval of the shareholders at the forthcoming Annual General Meeting scheduled to be held on Tuesday, April 22, 2025. Based on shareholders' approval, the dividend will be distributed within 30 days of the Annual General Meeting.

No stock dividend has been recommended by the Board of Directors for the year 2024.

## Unclaimed Dividends

Details of outstanding and unclaimed dividends previously declared and paid by the Company are shown on page 146.

## Bangladesh Secretarial Standards

Bangladesh Secretarial Standards (BSS) issued by the Institute of Chartered Secretaries of Bangladesh (ICSB) were followed in conducting the meetings of the Board as well as those of its Committees, general meetings and also in keeping records. Besides, the Company ensured compliance with all standards published up to the reporting period to maintain transparency, accountability and good governance practices, thereby promoting trust and confidence among shareholders.

## Pattern of Shareholding

The pattern of shareholding is provided on page 142.

## Contribution to the National Exchequer

During the year under review, the company contributed Taka 6,842.7 million (Taka 5,292.7 million in 2023) to the National Exchequer in the form of corporate income tax, customs duties and value-added tax.

## Credit Rating

The company achieved a "AAA+" credit rating (long-term) and "ST-1" (short term) from Emerging Credit Rating Limited (ECRL) for maintaining a strong and stable outlook for ten consecutive years.

## Reserves

Total reserves of the company stood at Tk. 684 million, details of which are given in Note 12 and the Statement of Changes in Equity in the Financial Statements.

## Events Subsequent to the Balance Sheet Date

The Board of Directors in their meeting held on January 27, 2025, recommended 10% cash dividend of the capital, amounting to Taka 99.7 million for the year 2024.

## Statutory Payments

The Directors, to the best of their knowledge and belief, are satisfied that all statutory payments in relation to employees and the Government have been made up to date.

## Share Information

The authorized capital was Taka 2,500,000,000 (Two billion & five hundred million) and the paid-up capital was Taka 997,028,380 (Nine hundred ninety-seven million and twenty-eight thousand three hundred eighty). The distribution of shareholding and market value of shares are given on page 143 Earnings per share, dividend per share and net asset value per share are shown in the Financial Scorecard section on page 137 of the Annual Report.

## Board of Directors

The Board of Directors of the company possess the essential qualifications as required by the BSEC Corporate Governance Code 2018. With outstanding academic background and extensive experience, they possess the skills necessary to make informed decisions that benefit the company. Additionally, Directors' extensive experience in their respective fields brings a high level of knowledge and expertise to the Boardroom. The company's highly qualified and experienced Board ensures that it can effectively navigate the challenges of

the current business landscape and seize opportunities for growth and development.

The brief profile of all Directors, including their directorship in other companies, is provided in the section of Board of Directors on page 35.

## Board Meetings Attendance

The Board comprises seven Members of whom two are Independent Directors. The Chairman of the Board is Non-Executive Director. During the year 2024, five meetings were held.

## Appointment of Directors

Mr. Ozkan Cimen, Director of the Company, resigned from his position as CFO of Arcelik A. S. and Mr. Baris Alparslan was appointed as CFO of Arcelik A.S. Therefore, the new CFO of Arcelik A.S. had been appointed as the Director of Beko Bangladesh B.V. and accordingly, Beko Bangladesh B.V. nominated Mr. Baris Alparslan as Director of Singer Bangladesh Limited in place of Mr. Ozkan Cimen.

## Re-election of Directors

Mr. Baris Alparslan is set to retire from the office as per the Company's Act and Article 68 of the Articles of Association of the company and, being eligible for re-election, will be considered for re-election. Mr. Fatih Kemal Ebiclioglu and Mr. Hakan Hamdi Bulgurlu are set to retire from the office under the Company's Act and Article 81 of the Articles of Association of the Company and, being eligible for re-election, will be considered for re-election.

## Board Committee Meetings Attendance

The Audit Committee met four times and the Nomination and Remuneration Committee met three times and attendance records are shown in the Audit Committee Report and

The Board Members' attendance is shown below:

Name of members	Board position	Meetings held	Attendance	Remarks
Dr. Fatih Kemal Ebiclioglu	Chairman	5	3	
Mr. M. H. M. Fairoz	Member	5	5	
Mr. Masud Khan	Member	5	5	
Mr. Mohsin Ahmed	Member	5	5	
Mr. Hakan Hamdi Bulgurlu	Member	5	4	
Mr. Cema1 Can Dincer	Member	5	5	
Mr. Ozkan Cimen	Member	3	3	Resigned on 31/07/2024
Mr. Baris Alparslan	Member	1	1	Appointed on 31/07/2024
Mr. Kazi Ashiqur Rahman	Secretary	5	5	



Nomination and Remuneration Committee Report, respectively, on page 126 and 131 Directors who could not attend the meetings were granted leave of absence.

### Appointment of Auditors

- a) As per Section 210 of the Companies Act 1994, the Company's Statutory Auditors M/s. A. Qasem & Co., Chartered Accountants shall retire at the 45th Annual General Meeting as the Auditors of the Company. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) order No. SEC/CMRRCD/2009-193/79 dated June 12, 2024, the retiring Auditors M/s A. Qasem & Co., Chartered Accountants are eligible for reappointment as Statutory Auditors for 2025. The Audit Committee has recommended appointing M/s. A. Qasem & Co., Chartered Accountants as the Auditors of the Company for the year 2025. The Directors have endorsed the recommendation of the Audit Committee for the appointment of M/s A. Qasem & Co., Chartered Accountants as the Auditors of the Company for the year 2025.
- b) As per requirement of Corporate Governance Code, M/s. S. F. Ahmed & Co., Chartered Accountants are eligible for reappointment as Corporate Governance Compliance Auditors of the Company for 2025. The Audit Committee has recommended appointing M/s S. F. Ahmed & Co., Chartered Accountants as the Corporate Governance Compliance Auditors of the Company for the year 2025. The Directors have endorsed the recommendation of the Audit Committee for the appointment of M/s. S. F. Ahmed & Co. as the Corporate Governance Compliance Auditors of the Company for the year 2025.

### Human Resources



Singer's ethos is shaped by skilled and driven individuals, emphasizing key values such as responsibility, trust, innovation, teamwork, ethics, commitment and transparency. Employees are encouraged to take ownership of their work, contributing to the company's overall success. We provide

ongoing training and skill development exposures that enable them to incorporate best practices in their everyday work that enable us to shape a culture of efficiency and constant improvement. We foster a meritocratic and inclusive workplace that values everyone. Throughout the year in review, the relationship between the Management and the employees remained cordial.

### Health, Safety and Security



Ensuring the safety and welfare of our employees is our primary concern. We are dedicated to offering ongoing training and awareness programs to promote safe practices in the workplace. We stress the importance of personal protective equipment that is essential for their well-being, and its mandatory usage is enforced. Our unwavering commitment to preventing injuries aligns with our core values, which revolve around occupational health and safety.

### Learning and Development



We are committed to building distinctive capabilities to develop a future-ready talent pool and to that end, we have invested over 34,472 hours on learning interventions across our offices, factories and sales workforce during the year. We carefully plan to facilitate the optimal growth of our employees, ensuring they acquire the necessary skills and competencies. This involves strategic recruitment and resource allocation plans, with a particular focus on talent transformation by enhancing skills through continuous upgradation.

Regarding learning and development, the Company places emphasis on enhancing both managerial and technical skills.

It actively promotes a high-performance organizational culture built on talent and performance. The Company implements structured individual development plans through diverse interventions, including training programs, workshops and seminars. These initiatives are tailored to address the identified needs and corporate requirements, ensuring a comprehensive approach to fostering continuous improvement among employees.

### Environmental Protection



To the best of the Board's knowledge, the Company was not engaged in any activity which might prove harmful to the environment. The Company adopted sustainable practices in the production process, using eco-friendly materials, while also focusing on improving energy efficiency in its appliances, which could significantly reduce the carbon footprint of households. By prioritizing environmental sustainability, the Company fulfilled its corporate social responsibility and also created a growing consumer demand for eco-friendly products, especially for its cooling series. Details are shown in the report on natural capital on pages 74.

### Compliance with Laws and Regulations

The Company maintained a strong commitment to compliance with all applicable laws and regulations, demonstrating a responsible and ethical approach to business operations. The Management and employees responsible for compliance remained vigilant and dedicated to upholding the Company's legal obligations throughout the reporting period. The Company's policies and procedures were designed to ensure timely and effective compliance with all relevant laws and regulations. As a result, the Company was able to maintain its reputation for integrity and adherence to ethical business practices.

### Management Discussion and Analysis

Management's Discussion and Analysis report, signed by the MD & CEO and presenting a detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements and other requirements of the Corporate Governance Code, is disclosed in this report on page 104 to 108.

### Declaration of the CEO and CFO on the Financial Statements

As required under BSEC's Corporate Governance Code, a declaration by the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) on financial statements for the year 2024 has to be made to the Board. The CEO and CFO have certified to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal, or in violation of the Company's Code of Conduct. The signed declaration of the CEO and CFO is given on page 148.

### Corporate Governance Compliance Report

Singer strictly followed the good Corporate Governance principles outlined on pages 110 to 125 and complied with all Corporate Governance requirements required by the Bangladesh Securities and Exchange Commission. The Corporate Governance Compliance Report is shown in Annexure-C of this report. Additionally, to fulfill the requirements of the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission, S. F. Ahmed & Co., Chartered Accountant in Practice, issued the Corporate Governance Compliance Certificate which is shown on page 149 of this report.

### Conclusion

Your directors take this opportunity to thank customers, shareholders, suppliers, bankers, business partners/associates, financial institutions, government authorities, regulatory authorities, stock exchanges and various other stakeholders for their constant support and encouragement to the company.

On behalf of the Board of Directors

**Dr. Fatih Kemal Ebiclioglu**  
Chairman

**Kazi Ashiqur Rahman**  
Company Secretary

Dhaka, February 2, 2025