

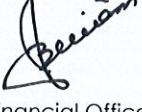
**Sea Pearl Beach Resort & Spa Limited  
Financial Statements (Un-Audited)**

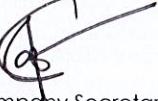
**As at 31 March 2020**

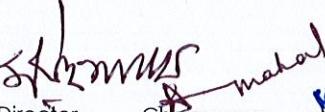
**SEA PEARL BEACH RESORT & SPA LIMITED**  
**Statement of Financial Position (Un-Audited)**  
**As at 31 March 2020**

| Particulars  | Notes | Amount in Taka       |                      |
|--|-------|----------------------|----------------------|
|  |       | 31 Mar 2020          | 30 Jun 2019          |
| <b>ASSETS</b>  |       |                      |                      |
| <b>NON-CURRENT ASSETS</b>                                  |       | <b>5,159,856,269</b> | <b>4,785,825,908</b> |
| Property, Plant and Equipment                              | 6     | 3,102,061,277        | 2,792,735,668        |
| Capital Work in Progress                                   | 7     | 2,057,794,992        | 1,993,090,240        |
| <b>CURRENT ASSETS</b>                                      |       | <b>393,728,272</b>   | <b>427,680,181</b>   |
| Stock of Construction Material                             | 8     | 8,287,879            | 20,977,580           |
| Inventories  | 9     | 35,906,169           | 23,738,936           |
| Investment   | 10    | 18,166,764           | 32,369,108           |
| Trade and Other Receivables                                | 11    | 65,459,735           | 141,325,684          |
| Advances, Deposits and Prepayments                         | 12    | 134,043,056          | 99,443,690           |
| Cash and Cash Equivalents                                  | 13    | 131,864,669          | 109,825,183          |
| <b>TOTAL ASSETS</b>  |       | <b>5,553,584,541</b> | <b>5,213,506,089</b> |
| <b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>                |       |                      |                      |
| <b>SHAREHOLDERS' EQUITY</b>                                |       | <b>1,268,250,377</b> | <b>1,225,567,748</b> |
| Share Capital  | 14    | 1,207,500,000        | 1,150,000,000        |
| Retained Earnings  | 15    | 60,750,377           | 75,567,748           |
| <b>NON-CURRENT LIABILITIES</b>                             |       | <b>3,522,654,396</b> | <b>3,436,000,894</b> |
| Non-current portion of long term borrowings                | 16    | 2,629,370            | 8,059,350            |
| Non-current portion of SPBRSL 20% Convertible Secured Bond | 16    | 3,468,254,629        | 3,393,506,700        |
| Deferred Tax Liabilities                                   | 17    | 51,770,397           | 34,434,844           |
| <b>CURRENT LIABILITIES</b>                                 |       | <b>762,679,768</b>   | <b>551,937,447</b>   |
| Current portion of long term borrowings                    | 16    | 13,630,711           | 13,888,862           |
| Current portion of SPBRSL 20% Convertible Secured Bond     | 16    | 660,928,500          | 439,613,308          |
| Short term borrowings                                      | 18    | 24,327,094           | 13,722,116           |
| Accounts and other Payables                                | 19    | 5,449,028            | 31,001,114           |
| Accruals and Provisions                                    | 20    | 58,344,435           | 53,712,047           |
| <b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>          |       | <b>5,553,584,541</b> | <b>5,213,506,089</b> |
| <b>NET ASSET VALUE PER SHARE (NAVPS)</b>                   | 47    | <b>10.50</b>         | <b>10.66</b>         |

The accompanying notes form an integral part of these financial statements and are to be read in conjunction therewith.

  
 Chief Financial Officer

  
 Company Secretary

  
 Director

  
 Chairperson

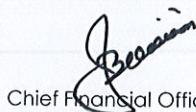
  
 Managing Director

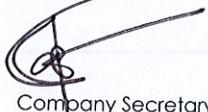
Dated, Dhaka;  
 29 June 2020

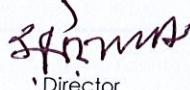
**SEA PEARL BEACH RESORT & SPA LIMITED**  
**Statement of Profit or Loss and Other Comprehensive Income (Un-Audited)**  
**For the period (Q-3) ended 31 March 2020**

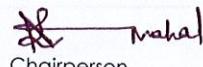
| Particulars                           | Notes | Amount in Taka                |                               | Amount in Taka                   |                                  |
|---------------------------------------|-------|-------------------------------|-------------------------------|----------------------------------|----------------------------------|
|                                       |       | 01 July 2019 to 31 March 2020 | 01 July 2018 to 31 March 2019 | 01 January 2020 to 31 March 2020 | 01 January 2019 to 31 March 2019 |
| Operating Revenues                    | 21    | 444,769,516                   | 449,868,986                   | 139,083,866                      | 163,861,156                      |
| Costs of Sales                        | 22    | (87,609,843)                  | (86,079,190)                  | (26,020,085)                     | (27,755,925)                     |
| <b>Gross Profit</b>                   |       | <b>357,159,673</b>            | <b>363,789,796</b>            | <b>113,063,781</b>               | <b>136,105,231</b>               |
| Administrative and Other Expenses     | 23    | (130,948,793)                 | (124,806,069)                 | (41,447,924)                     | (40,883,327)                     |
| Distribution & Selling Expenses       | 24    | (8,256,038)                   | (6,574,395)                   | (2,941,413)                      | (2,467,030)                      |
| <b>Operating Profit</b>               |       | <b>217,954,842</b>            | <b>232,409,332</b>            | <b>68,674,444</b>                | <b>92,754,874</b>                |
| Other Income/(Loss)                   |       | (6,967,500)                   | 3,313,822                     | (3,525,046)                      | (505,601)                        |
| Net Finance Cost                      | 25    | (145,160,747)                 | (132,636,958)                 | (49,299,140)                     | (44,575,689)                     |
| <b>Profit Before Tax &amp; WPPF</b>   |       | <b>65,826,595</b>             | <b>103,086,196</b>            | <b>15,850,258</b>                | <b>47,673,584</b>                |
| Workers Profit Participation Fund     |       | (3,134,600)                   | (4,908,866)                   | (754,774)                        | (2,270,171)                      |
| <b>Profit Before Tax</b>              |       | <b>62,691,995</b>             | <b>98,177,330</b>             | <b>15,095,484</b>                | <b>45,403,413</b>                |
| Income Tax Expenses                   | 26    | (20,009,366)                  | (37,116,127)                  | (4,711,334)                      | (17,844,378)                     |
| <b>Net Profit for the period</b>      |       | <b>42,682,629</b>             | <b>61,061,203</b>             | <b>10,384,150</b>                | <b>27,559,035</b>                |
| <b>Basic Earnings Per Share (EPS)</b> | 27    | <b>0.35</b>                   | <b>0.58</b>                   | <b>0.09</b>                      | <b>0.26</b>                      |
| <b>Diluted Earnings Per Share</b>     | 27    | <b>-</b>                      | <b>0.56</b>                   | <b>-</b>                         | <b>-</b>                         |

The accompanying notes form an integral part of these financial statements and are to be read in conjunction therewith.

  
 Chief Financial Officer

  
 Company Secretary

  
 Director

  
 Chairperson

  
 Managing Director

Dated, Dhaka;  
 29 June 2020



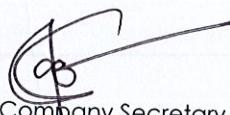
**SEA PEARL BEACH RESORT & SPA LIMITED**  
**Statement of Changes in Equity (Un-Audited)**  
**For the period (Q-3) ended 31 March 2020**

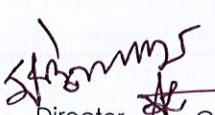
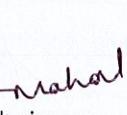
| Particulars                          | Ordinary Share Capital | Retained Earnings | Total Amount (in Tk.) |
|--------------------------------------|------------------------|-------------------|-----------------------|
| Balance at 01 July 2019              | 1,150,000,000          | 75,567,748        | 1,225,567,748         |
| Stock Dividend                       | 57,500,000             | (57,500,000)      | -                     |
| Net Profit /(loss) during the period | -                      | 42,682,629        | 42,682,629            |
| <b>Balance as at 31 March 2020</b>   | <b>1,207,500,000</b>   | <b>60,750,377</b> | <b>1,268,250,377</b>  |

**Statement of Changes in Equity**  
**For the period (Q-3) ended 31 March 2019**

| Particulars                          | Ordinary Share Capital | Retained Earnings | Total Amount (in Tk.) |
|--------------------------------------|------------------------|-------------------|-----------------------|
| Balance at 1st July 2018             | 1,000,000,000          | 47,657,095        | 1,047,657,095         |
| Stock Dividend                       | 57,500,000             | (57,500,000)      | -                     |
| Net Profit /(loss) during the period | -                      | 61,061,203        | 61,061,203            |
| <b>Balance at 31 March 2019</b>      | <b>1,057,500,000</b>   | <b>51,218,298</b> | <b>1,108,718,298</b>  |

  
 Chief Financial Officer

  
 Company Secretary

  
 Director   
 Chairperson

  
 Managing Director

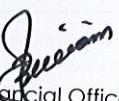
Dated, Dhaka;  
 29 June 2020

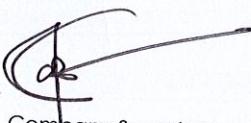


**SEA PEARL BEACH RESORT & SPA LIMITED**  
**Statement of Cash Flows (Un-Audited)**  
For the period (Q-3) ended 31 March 2020

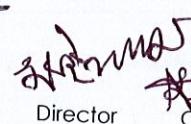
| Particulars   | Notes | Amount in Taka                |                               |
|---|-------|-------------------------------|-------------------------------|
|   |       | 01 July 2019 to 31 March 2020 | 01 July 2018 to 31 March 2019 |
| <b>Cash Flow from Operating Activities:</b>                   |       |                               |                               |
| Collection from turnover & other receipts                     | 28    | 445,635,465                   | 441,862,159                   |
| Payment for operating costs & other expenses                  | 29    | (156,271,664)                 | (169,449,974)                 |
| Income tax paid   | 30    | (2,520,661)                   | (4,695,558)                   |
| <b>Net Cash (used in)/generated by operating activities</b>   |       | <b>286,843,140</b>            | <b>267,716,627</b>            |
| <b>Cash Flow from Investing Activities</b>                    |       |                               |                               |
| Acquisition of Property, Plant and Equipment                  | 31    | (54,928,538)                  | (31,300,911)                  |
| Capital Work in progress                                      | 32    | (296,065,760)                 | (253,286,827)                 |
| Investment in share   |       | 13,409,135                    | (42,360,583)                  |
| Other Income/(Loss)   |       | (6,174,292)                   | 6,336,842                     |
| Advances, Deposits and Prepayments                            | 33    | (528,925)                     |                               |
| <b>Net Cash (used in)/generated by investing activities</b>   |       | <b>(344,288,380)</b>          | <b>(320,611,479)</b>          |
| <b>Cash Flow from Financing Activities</b>                    |       |                               |                               |
| Short Term borrowing Received/(Repaid)-Net                    | 34    | 10,604,978                    | (113,385,751)                 |
| Net Finance (Cost)/Income                                     | 35    | (432,122)                     | (1,833,373)                   |
| Secured Term Loans Received/(Repaid)-Net                      | 37    | (5,688,131)                   | (9,833,480)                   |
| Proceeds from fresh issuance of share capital                 |       | 75,000,000                    | -                             |
| <b>Total Cash used in Financing Activities</b>                |       | <b>79,484,725</b>             | <b>(125,052,604)</b>          |
| Net changes increase /(decrease) in cash and cash equivalents |       |                               |                               |
| Opening cash and cash equivalents                             |       | 22,039,486                    | (177,947,456)                 |
| <b>Closing Cash and Cash Equivalents</b>                      |       | <b>109,825,183</b>            | <b>230,964,572</b>            |
| <b>Net Operating Cash Flows per Share (NOCFPS)</b>            | 48    | <b>131,864,669</b>            | <b>53,017,116</b>             |
|   |       | <b>2.38</b>                   | <b>2.53</b>                   |

The accompanying notes form an integral part of these financial statements and are to be read in conjunction therewith.

  
Chief Financial Officer

  
Company Secretary

Director

  
31/03/2020

Chairperson

  
Chairperson

  
Managing Director

Dated, Dhaka;  
29 June 2020



**SEA PEARL BEACH RESORT & SPA LIMITED**  
**Notes to the Financial Statements (Un-Audited)**  
**For the period (Q-3) ended 31 March 2020**

**1. Legal status of the Company**

**1.1 Reporting entity**

Sea Pearl Beach Resort & Spa Limited ("the Company") is a Public Limited Company by shares. The Company was incorporated on 26 May 2009 having registration no. C-77653/09/2009 under the Companies Act 1994 as a Private Limited Company in Bangladesh and subsequently the Company was converted into a Public Limited Company by special resolution dated 14 November 2017. The Company is listed with Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited.

**1.2 Registered office**

The registered office of the company is located at 4 K. B., Ismail Road, Mymensingh.

**1.3 Corporate office**

Corporate office of the Company is located at UTC Tower (Level-14), 8 panthapath, Karwanbazar, Dhaka-1215.

**1.4 Operation office**

Operation office of the Company is located at Jaliapolong, Inani, Ukhia, Cox's Bazar-4750, Bangladesh.

**2. Nature of business activities**

Sea Pearl Beach Resort & Spa Limited (the owner of "Royal Tulip Cox's Bazar") a Five Star Resort & hotel in Bangladesh, started its commercial operation from 17 September 2015. The principal activities of the Company throughout the period were carrying on Resort & Hotel business. The business activities connected with the Resort & Hotel business are carried out through a Franchise Agreement between Sea Pearl Beach Resort & Spa Limited ( Franchisee") and GT Investments BV (the "Franchisor"), a limited liability company organized under the laws of the Netherlands, having its registered office at Arnhemseweg 2, 387 CH Amersfoot, the Netherlands dated 01 June 2014. Franchisor are knowledgeable and experienced in managing and promoting five star hotels and resorts and has (and/or its Affiliates have) performed such services throughout the world. The Company also commence commercial operation of its Water Park which is at the immediate vicinity of the resort.

**3 Basis of preparation**

**3.1 Statement of compliance**

The financial statements have been prepared in accordance with the applicable International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), the Companies Act 1994 and other applicable laws and regulations.

**Applicable International Accounting Standards (IASs) are as follows:**

| SL. No | IAS Title  | IAS No. | Compliance     |
|--------|--|---------|----------------|
| 1      | Presentation of Financial Statements                                     | 1       | Complied       |
| 2      | Inventories  | 2       | Complied       |
| 3      | Statement of Cash Flows  | 7       | Complied       |
| 4      | Accounting Policies, Changes in Accounting Estimates and Errors          | 8       | Complied       |
| 5      | Events After the Reporting Period  | 10      | Complied       |
| 6      | Income Taxes   | 12      | Complied       |
| 7      | Property, Plant and Equipment  | 16      | Complied       |
| 8      | Employee Benefits  | 19      | Complied       |
| 9      | Accounting for Government Grants and Disclosure of Government Assistance | 20      | Not Applicable |
| 10     | The Effects of Changes in Foreign Exchange Rates                         | 21      | Complied       |
| 11     | Borrowing Costs  | 23      | Complied       |
| 12     | Related Party Disclosures  | 24      | Complied       |
| 13     | Accounting and Reporting by Retirement Benefit Plans                     | 26      | Not Applicable |
| 14     | Separate Financial Statements  | 27      | Not Applicable |
| 15     | Investments in Associates and Joint Ventures                             | 28      | Not Applicable |
| 16     | Financial Reporting in Hyperinflationary Economies                       | 29      | Not Applicable |
| 17     | Financial Instruments: Presentation                                      | 32      | Complied       |



| SL. No | IAS Title  | IAS No. | Compliance     |
|--------|--|---------|----------------|
| 18     | Earnings Per Share                                       | 33      | Complied       |
| 19     | Interim Financial Reporting                              | 34      | Complied       |
| 20     | Impairment of Assets                                     | 36      | Complied       |
| 21     | Provisions, Contingent Liabilities and Contingent Assets | 37      | Complied       |
| 22     | Intangible Assets  | 38      | Complied       |
| 23     | Investment Property                                      | 40      | Not Applicable |
| 24     | Agriculture  | 41      | Not Applicable |

Applicable International Financial Reporting Standards (IFRSs) are as follows:

| SL. No | IFRS Title   | IFRS No. | Compliance     |
|--------|--|----------|----------------|
| 1      | First-time Adoption of International Financial Reporting Standards | 1        | Complied       |
| 2      | Share-based Payment  | 2        | Not Applicable |
| 3      | Business Combinations  | 3        | Not Applicable |
| 4      | Insurance Contracts  | 4        | Not Applicable |
| 5      | Non-current Assets Held for Sale and Discontinued Operations       | 5        | Not Applicable |
| 6      | Exploration for and Evaluation of Mineral Resources                | 6        | Not Applicable |
| 7      | Financial Instruments: Disclosures                                 | 7        | Complied       |
| 8      | Operating Segments   | 8        | Not Applicable |
| 9      | Financial Instruments  | 9        | Complied       |
| 10     | Consolidated Financial Statements                                  | 10       | Not Applicable |
| 11     | Joint Arrangements   | 11       | Not Applicable |
| 12     | Disclosure of Interests in Other Entities                          | 12       | Not Applicable |
| 13     | Fair Value Measurement   | 13       | Complied       |
| 14     | Regulatory Deferral Accounts                                       | 14       | Not Applicable |
| 15     | Revenue from Contracts with Customers                              | 15       | Complied       |
| 16     | Leases   | 16       | Complied       |

### 3.2 Other regulatory compliances

The Company is also required to comply with the following major laws and regulation in addition to the Companies Act 1994:

The Securities & Exchange Rules 1987,

The Securities & Exchange Ordinance 1969,

The Regulation of Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited,

The Income Tax Ordinance 1984,

The Income Tax Rules 1984,

The Value Added Tax Act 1991,

The Value Added Tax Rules 1991,

The Customs Act 1969.

### 3.3 Structure, content and presentation of financial statements

Being the general purpose financial statements, the presentation of these financial statements is in accordance with the guidelines provided by IAS 1: "Presentation of Financial Statements". A complete set of financial statements comprises:

- Statement of Financial Position as at 31 March 2020,
- Statement of Profit or Loss and Other Comprehensive Income for the period ended on 31 March 2020,
- Statement of Changes in Equity for the period ended on 31 March 2020,
- Statement of Cash Flows for the period ended on 31 March 2020,
- Notes comprising a summary of significant accounting policies and other explanatory information to the financial statements for the period ended on 31 March 2020.

### 3.4 Basis of Measurement of Elements of Financial Statements

The financial statements have been prepared on the Historical Cost basis, and therefore, do not take into consideration the effect of inflation. The accounting policies, unless otherwise stated, have been consistently applied by the Company and are consistent with those of the previous period.

### 3.5 Functional and presentation currency

These financial statements are presented in Bangladesh Taka (BDT/Taka/Tk) which is both functional and presentation currency.

### **3.6 Risk and uncertainty for use of estimates and judgments**

The preparation of financial statements in conformity with International Accounting Standards and International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and for contingent assets and liabilities that require disclosure, during and at the date of the financial statements.

 Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors".

### **3.7 Going concern**

As per IAS-1 para 25, a company is required to make assessment at the end of each period to assess its capability to continue as a going concern. Management of the Company makes such assessment each period/period. The company has adequate resources to continue in operation for the foreseeable future and has wide coverage of its liabilities. For this reason, the Directors continue to adopt the going concern assumption while preparing the financial statements.

### **3.8 Accrual basis**

The financial statements have been prepared, except cash flow information, using the accrual basis of accounting.

### **3.9 Reporting period**

The financial statements of the company covers three months from 01 January 2020 to 31 March 2020.

### **3.10 Basis of Preparation of the interim Financial Statements**

These interim financial statements should be read in conjunction with the Financial Statements for the year ended 30 June, 2019. (hereafter referred to as the "Annual Financial Statements"), as they provide an update to previously reported information.

The accounting policies used are consistent with those used in the Annual Financial Statements. The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRSs). The presentation of the Interim Financial Statements is consistent with the Annual Financial Statements. Where necessary, the comparatives have been reclassified or extended to take into account any presentational changes made in the Annual Financial Statements. The preparation of the Interim Financial Statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities at the date of the Interim Financial Statements. If in the future such estimates and assumptions, which are based on management's best judgment at the date of the Interim Financial Statements, deviate from the actual, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change.

The company operates in industries where significant seasonal or cyclical variations in total sales are not experienced during the reporting period.

Income Tax expense is recognized based upon the best estimate of the weighted average income tax expected for the reporting period.

There is no significant event after the end of the interim period that has to be reflected in the financial statements for the interim period.

## **4 Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### **4.1 Foreign currency transactions**

Foreign currency transactions are recorded, on initial recognition in the functional currency at the spot exchange rate ruling at the transaction date.

At the end of each reporting period in compliance with the provision of IAS 21: The Effects of Changes in Foreign Exchange Rates.

(a) Foreign currency monetary items are translated using the closing rate.

(b) Non-monetary items that are measured in terms of historical costs in a foreign currency are translated using the exchange rate at the date of the transaction.

(c) Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rate different from those at which they were translated on initial recognition during the period or in previous financial statements is recognized in profit or loss in the period in which they arise.



#### 4.2 Property, plant and equipment

##### Initial recognition and measurement

Property, plant and equipment are capitalized at cost of acquisition and subsequently stated at cost less accumulated depreciation in compliance with the requirements of IAS 16: Property, Plant and Equipment. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use inclusive of inward freight, duties, non-refundable taxes and un-allocated expenditures etc.

##### Subsequent costs

The cost of replacing part of an item of property, plant and equipment's is recognized in the carrying amount of an item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the profit or loss account as 'Repair & Maintenance' when it is incurred.

##### Depreciation on fixed assets

Depreciation is provided to amortize the cost of the assets after commissioning, over the period of their expected useful lives, in accordance with the provisions of IAS 16: Property, Plant & Equipment. Depreciation is charged when the related assets are available for use as per management's intention. No depreciation is charged after the date of disposal of an asset. Depreciation is charged on all fixed assets after assessing useful life on **reducing balance method** as follows:

| Particular of Assets             | Rate of Depreciation |
|----------------------------------|----------------------|
| Land & Land Development          | 0.00%                |
| Building & Other Civil Works     | 1.25%                |
| Furniture & Fixture              | 10.00%               |
| Computer Accessories & Equipment | 10.00%               |
| Machineries                      | 5.00%                |
| Equipments                       | 5.00%                |
| Vehicle                          | 10.00%               |

The gain or losses on disposal or retirement of assets are included in profit or loss & Other comprehensive Income when the item is disposed off/derecognized.

#### 4.3 Capital works in-progress

Property, plant and equipment under construction or not available for use are accounted for as capital works in progress and are measured at cost until completion of construction or installation or available for use. In conformity with IAS 16: property, plant & equipment no depreciation is charged on Capital work in progress as it is not available for use.

#### 4.4 Inventories

Inventories (Stock and Stores) are measured at the lower of cost and net realizable value. The Cost of Inventory is assigned by using average cost formula. The costs of inventories consist of purchase, costs of conversion, import duties and other non-refundable taxes and other costs if any incurred in bringing the inventories to their present location and condition.

#### 4.5 Cash and cash equivalents

Cash and cash equivalents consists of cash in hand and with banks on current and deposit accounts and short-term investments which are held and available for use by the company without any restriction.

#### 4.6 Trade and other receivable

Trade and other receivable are initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less impairment losses due to uncollectible of any amount so recognized. No impairment of trade and other receivables occurred during the period under review.

#### 4.7 Earnings per share (EPS)

##### Basic earnings:

Earnings per share (EPS) is calculated in accordance with International Accounting Standard IAS-33 "Earnings per Share" by dividing the profit or loss attributable to ordinary equity holder of the entity by the number of ordinary shares outstanding during the period. For the purpose of basic earnings per share, the amount attributable to the ordinary equity holders of the entity in respect of profit or loss from continuing operations attributable to the entity is adjusted for the after tax amount of preference dividend.

##### Diluted earnings per share:

For the purpose of calculating diluted earnings per shares , an entity adjust profit or loss attributable to each ordinary equity holders of the entity, and weighted average number of shares outstanding for the effects of all dilutive, potential ordinary shares. During the period the company has issued SPBRL 20% Convertible Secured Bond and therefore there are dilutive potential ordinary shares for which diluted earning per share has been calculated and disclosed in note (27)



**Retrospective adjustment in earnings per Share:**

The basic and diluted earnings per share for all periods presented is adjusted retrospectively for any increase in the number of ordinary or potential ordinary shares outstanding as a result of capitalization, bonus issues or share split. The per share calculations for those and any prior period financial statements presented is based on the new number of shares.

**4.8 Revenue**

Revenue (Room rent, Sales proceeds of beverage, income from laundry and shop rental & other revenues) is recognized at fair value of the consideration received or receivable in the period during which the services are provided. Revenue is recognized the parties to the contract have approved the contract, the entity can identify each party's rights and payment terms for the goods or services to be transferred, the contract has commercial substance, the entitled in exchange for services that will be transferred to the customer, net of value added tax, supplementary duty and service charge collectible from clients as well as rebate and discount allowed to customers in compliance with the requirements of IFRS 15: "Revenue from contracts with customers".

**4.9 Impairment of assets**

All assets except inventory, assets arising from construction contracts and financial assets is assessed at the end of each reporting period to determine whether there is any indication that an assets may be impaired. If any such indication exists the company assesses the recoverable amount. If, and only if, the recoverable amount of an asset is less than its carrying amount, the carrying amount of the assets is reduced to its recoverable amount. The reduction is an impairment loss as per IAS 36: Impairment of Assets.

An impairment loss is recognized immediately in profit or loss, unless the asset is carried at revalued amount in accordance with another standard. Any impairment loss of a revalued asset is treated as a revaluation decrease.

No such assets have been impaired during the period and for this reason no provision has been made for impairment of assets.

**4.10 Borrowing cost**

Borrowing costs are interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are recognized as a part of the qualifying assets. Other borrowing costs are recognized as an expense in the period in which it incurs in accordance with IAS-23 "Borrowing Cost".

The company capitalizes borrowing cost on the ratio of total rooms and rooms which are not available for use as per managements intention.

**4.11 Authorization date for issuing financial statements**

The financial statements were authorized by the Board of Directors on 29 June 2020 for issue after completion of review.

**4.12 Provisions, accrued expenses and other payables**

Provisions and accrued expenses are recognized in the financial statements in line with the International Accounting Standard (IAS) 37 "Provisions, Contingent Liabilities and Contingent Assets" when

- the company has a legal or constructive obligation as a result of past event.
- it is probable that an outflow of economic benefit will be required to settle the obligation.
- a reliable estimate can be made of the amount of the obligation.

Other Payables are not interest bearing and are stated at their nominal value.

**4.13 Financial Instruments**

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, fixed deposit with bank, borrowings and other payables and are shown at transaction cost.

An entity recognizes a financial assets or liabilities in its statement of financial position when, and only when, the entity becomes a party to the contractual provision of the instrument.

**4.14 Segment Reporting**

No segment reporting is applicable for the Company as required by IFRS 8:"Segment reporting".



#### 4.15 Statement of Cash Flow

The statements of cash flows has been prepared in accordance with requirements of IAS 7: Statement of cash flows. The cash generated from operating activities has been prepared using the "Direct Method" in accordance with IAS 7.

#### 4.16 Related Party Disclosures

The Company didn't carried out any transaction with related parties in the normal course of business and on arm's length basis during the reporting period. The information as required by IAS 24: "Related party Disclosure" has been disclosed in a separate notes to the financial statements.

#### 4.17 Taxation:

##### Current Tax Liability :

Current Tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for a period. The Provision for Current Tax on the profit for the period/period ended 31 March 2020 has been made in the Financial Statements.

##### Deferred Tax:

##### Deferred Tax Liability:

Deferred Tax Liabilities is the amount of income taxes payable in future period in respect of taxable temporary difference. A deferred tax liability is recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- (a) The initial recognition of goodwill; or
- (b) The initial recognition of an asset or liability in a transaction which:
- (i) Is not a business combination; and
- (ii) At the time of the transaction, affects neither accounting profit nor taxable profit (loss)

##### Deferred Tax Assets:

A deferred tax asset shall be recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that:

- (a) is not a business combination; and
- (b) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Deferred tax liability/assets is measured at the tax rates that are expected to apply to the period when the assets are realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

##### Unused tax losses and unused tax credits

A deferred tax assets shall be recognized for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.

#### 4.18 Contingent Assets and Liabilities

A contingent asset is disclosed when it is a possible asset that arises from the past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent liability is disclosed when it is a possible obligation that arises from the past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent assets is disclosed as per IAS 37, where an inflow of or economic benefits is probable. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

The company has no contingent assets or liabilities which require disclosure under IAS 37. Contingent assets and contingent liabilities are not recognized in the financial statements.

#### 4.19 Events after the reporting period

Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. Two types of events can be identified:

- (a) those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and
- (b) those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period)



#### **4.20 Employee Benefits**

The Company has accounted for employee benefits in compliance with the provision of IAS 19: Employee Benefits.

During the period the Company has recognized Workers' Profit Participation and Welfare Funds @ 5% on net profit before tax after charging such expenses as per Bangladesh Labour Act 2006 as amended in 2013.

#### **4.21 Comparative Information**

Comparative information has been disclosed in respect of the previous period for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current period financial statements. Previous period has been re-arranged/re-stated whenever considered necessary to ensure comparability with the current period presentation as per IAS-1: Presentation of Financial Statements and IAS-8: Accounting Policies, Changes in Accounting Estimates and Errors in notes wherever applicable.

#### **5. Risk Exposure**

##### **5.1 Interest Rate Risk**

Interest rate risk is that which the company faces due to unfavorable movements of the interest rates. Changes in the government's monetary policy, along with increased demand for loans/investments tend to increase the interest rates. Such rises in interest rates mostly affect companies having floating rate loans or companies investing in debt securities.

##### **Management Perception:**

Since the Sea Pearl Beach Resort & Spa Limited has not borrowed funds at flexible interest rate, hence, not involved in the interest rate risk. The company has been repaying borrowed funds on a continuous basis.

##### **5.2 Exchange Rate Risk**

Exchange rate risk arises due to changes in exchange rates. As the Company imports equipment from abroad and also earns revenue in foreign currency, unfavorable volatility or currency fluctuation may affect the profitability of the Company. When exchange rate is increased against local currency opportunity is created for generating more profit.

##### **Management Perception:**

Sea Pearl Beach Resort & Spa Limited management changes the price of their services to cope with the change in exchange rate to mitigate the affect of unfavorable volatility in exchange rate on the company's earnings.

##### **5.3 Industry Risks**

Industry risk refers to the risk of increased competition from foreign and domestic sources leading to lower prices, revenues, profit margins, market share etc. which could have an adverse impact on the business, financial condition and results of operation.

##### **Management Perception:**

The Company continuously carries out research and development (R&D) to keep pace with the customer choices and fashions.

##### **5.4 Market Risks**

Market risk refers to the risk of adverse market conditions affecting the sales and profitability of the company. Mostly, the risk arises from falling demand for the product or service which would harm the performance of the company. On the other hand, strong marketing and brand management would help the company increase their customer base.

##### **Management Perception:**

The company's brand "Royal Tulip Cox'sbazar" has a very strong image in the local and international market. GT Investments BV also have the reputation of providing quality hotel management services. Moreover, the demand for five star hotels in the country is increasing while there are very few five star hotels to meet the demand. Strong brand management and quality service has enabled the company to capture significant market share in the sector. And the company is continuously penetrating into the market and upgrading the quality of their service to minimize the risk.

##### **5.5 Operational Risks**

Non-availabilities of materials/equipment/services may affect the smooth operational activities of the Company. On the other hand, the equipment may face operational and mechanical failures due to natural disasters, terrorist attacks, unforeseen events, lack of supervision and negligence, leading to severe accidents and losses.

##### **Management Perception:**

The Company is equipped with power backup and security (CCTV) systems, which reduce operational risk. Besides, the equipment is under Insurance coverage in order to get reasonable compensation for any damages. Apart from these, routine security check and proper maintenance of the equipment also reduce/eliminate the operational risk.



| Amount in Taka     |                    |
|--------------------|--------------------|
| As at<br>31-Mar-20 | As at<br>30-Jun-19 |

#### 6 Property Plant and Equipment

| A. Cost:                          |                      |                      |
|-----------------------------------|----------------------|----------------------|
| Opening Balance                   | 2,981,284,498        | 2,950,532,112        |
| Addition during the period        | 357,080,459          | 30,752,386           |
| Disposal during the period        | -                    | -                    |
|                                   | <b>3,338,364,957</b> | <b>2,981,284,498</b> |
| B. Less: Accumulated Depreciation |                      |                      |
| Opening Balance                   | 188,548,830          | 124,816,963          |
| Charged during the period         | 47,754,850           | 63,731,867           |
| Disposal during the period        | -                    | -                    |
|                                   | <b>236,303,680</b>   | <b>188,548,830</b>   |
| <b>Written down value (A-B)</b>   | <b>3,102,061,277</b> | <b>2,792,735,668</b> |

The PPE includes leased Car which have been recognised as per IFRS -16, "Leases". A detailed schedule on property, plant & equipment has been given in Annexure-A.

#### 7 Capital Work in Progress

Break-up of above as under :

| Sl. No. | Particulars                  | Opening Balance as on 01-07-2019 | Addition for the period | Total                | Transfer to Property Plant & Equipments | Closing Balance as on 31-03-2020 |
|---------|------------------------------|----------------------------------|-------------------------|----------------------|---|----------------------------------|
| 01.     | Building & Other Civil Works | 1,683,620,310                    | 368,140,222             | 2,051,760,532        | 249,773,746                             | 1,801,986,786                    |
| 02.     | Furniture & Fixture          | 123,944,298                      | -                       | 123,944,298          | 193,292                                 | 123,751,006                      |
| 03.     | Machineries                  | 104,887,587                      | -                       | 104,887,587          | 53,468,432                              | 51,419,155                       |
| 04.     | Equipments                   | 80,638,045                       | -                       | 80,638,045           | -                                       | 80,638,045                       |
|         | <b>Total</b>                 | <b>1,993,090,240</b>             | <b>368,140,222</b>      | <b>2,361,230,462</b> | <b>303,435,470</b>                      | <b>2,057,794,992</b>             |

The above balance represents cost incurred up to the Statement of Financial Position date for property, plant and equipments (PPE) under progress and are not available for use. During the period an amount of Tk. 303,435,470 has been transferred to Property Plant, & Equipments as the construction/installation of PPE has been completed and also available for use.

#### 8 Stock of Construction Materials

This is made up as under:

|                   |                  |                   |
|-------------------|------------------|-------------------|
| Bricks            | 145,860          | 2,119,027         |
| Rod               | 98,462           | 6,997,387         |
| Sand              | 1,514,188        | 2,275,229         |
| Stone chips       | 154,840          | 2,224,080         |
| Sanitary material | 3,645,961        | 4,474,213         |
| Other materials   | 2,728,568        | 2,887,644         |
| <b>Total</b>      | <b>8,287,879</b> | <b>20,977,580</b> |

The above balance represents cost of sundry construction materials in hand as on Statement of Financial Position date.

#### 9 Inventories

This is made up as under:

|               |                   |                   |
|---------------|-------------------|-------------------|
| Food          | 7,500,766         | 5,926,828         |
| Beverage      | 7,331,739         | 6,498,583         |
| General store | 21,073,664        | 11,313,525        |
| <b>Total</b>  | <b>35,906,169</b> | <b>23,738,936</b> |

Quantity wise breakup of Food, Beverage and General Stores could not be given as it was difficult to quantify each item separately and distinct category due to variety of items.

#### 10 Investment

This is made up as under:

Golden Harvest Agro Industries Ltd.  
Mozaffar Hossain Spinning Mills Ltd.  
Fu-wang Foods Ltd  
ICB AMCL Third NRB Mutual Fund  
Queen South Textile Mills Ltd.  
**Total**

| As at 31 March 2020 |                   |                    | 30-Jun-19         |
|---------------------|-------------------|--------------------|-------------------|
| Book value          | Fair value        | Gain/(Loss)        | Fair Value        |
| -                   | -                 | -                  | 31,239,900        |
| 3,770,049           | 3,174,717         | (595,332)          | 1,129,208         |
| 5,393,472           | 4,769,038         | (624,434)          | -                 |
| 530,222             | 482,681           | (47,541)           | -                 |
| 11,176,108          | 9,740,328         | (1,435,780)        | -                 |
| <b>20,869,851</b>   | <b>18,166,764</b> | <b>(2,703,087)</b> | <b>32,369,108</b> |



**11 Trade and Other Receivables**

This is made up as under:

Trade receivable -net

Receivable from Dhaka Stock Exchange Limited

**Total**

This is considered good and is falling due within one year. Classification schedule as required by schedule XI of Companies Act 1994 are as follows:

| Sl.<br>No.   | Particulars   | Amount in Taka     |                    |
|--------------|---|--------------------|--------------------|
|              |   | As at<br>31-Mar-20 | As at<br>30-Jun-19 |
| I            | Debts considered good and in respect of which the company is fully secured  | -                  | 75,000,000         |
| II           | Debts considered good for which the company holds no security other than the debtor personal security   | 65,459,735         | 66,325,684         |
| III          | Debts considered doubtful or bad  | -                  | -                  |
| IV           | Debts due by any director or other officer of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member to be separately stated | -                  | -                  |
| V            | Debts due by companies under the same management to be disclosed with the names of the companies  | -                  | -                  |
| VI           | The maximum amount due by directors or other officer of the company at the time during the year to be shown by way of a note  | -                  | -                  |
| <b>Total</b> |   | <b>65,459,735</b>  | <b>141,325,684</b> |

**The aging of above trade receivable is as follows:**

Less than three months

|                   |                    |
|-------------------|--------------------|
| 32,095,460        | 112,380,951        |
| 26,578,954        | 23,512,578         |
| 6,785,321         | 5,432,155          |
| <b>65,459,735</b> | <b>141,325,684</b> |

Above three months but less than six months

Above six months

**Total**

**12 Advances, Deposits and Prepayments**

This is made up as under:

Advances (Note-12.1)

Deposits (Note-12.2)

Prepayments

**Total**

|                    |                   |
|--------------------|-------------------|
| 119,642,463        | 84,286,030        |
| 10,563,900         | 10,563,900        |
| 3,836,693          | 4,593,760         |
| <b>134,043,056</b> | <b>99,443,690</b> |

**12.1 Advances**

This is made up as under:

Advance Income Tax (Note-12.1.1)

Parties/ suppliers

Advance to Employees

Advance against land

Advance to Bandarban Project

Others

**Total**

|                    |                   |
|--------------------|-------------------|
| 16,764,312         | 14,243,651        |
| 78,314,466         | 46,636,883        |
| 131,323            | 171,059           |
| 5,250,000          | 5,250,000         |
| 16,608,585         | 16,079,660        |
| 2,573,777          | 1,904,777         |
| <b>119,642,463</b> | <b>84,286,030</b> |

**12.1.1 Advance Income Tax**

This is made up as under:

Opening

Add: Income tax during the period

Less: Income tax paid/adjustment during the period

**Total**

|                   |                   |
|-------------------|-------------------|
| 14,243,651        | 8,206,823         |
| 2,520,661         | 6,036,828         |
| -                 | -                 |
| <b>16,764,312</b> | <b>14,243,651</b> |



**12.2 Deposits:**

This consists of as follows:

Security Deposit-REB  
T & T  
Ansar Guard  
Gawsia Traders  
Cox's Bazar Pally Bidyut Samity  
Central Depository Bangladesh Limited  
**Total**

| Amount in Taka     |                    |
|--------------------|--------------------|
| As at<br>31-Mar-20 | As at<br>30-Jun-19 |
| 9,580,000          | 9,580,000          |
| 3,500              | 3,500              |
| 455,400            | 455,400            |
| 10,000             | 10,000             |
| 15,000             | 15,000             |
| 500,000            | 500,000            |
| <b>10,563,900</b>  | <b>10,563,900</b>  |

**13 Cash & Cash Equivalents**

This consists of as follows:

Cash in Hand  
Cash in transits  
Cash at Bank  
**Total**

|                    |                    |
|--------------------|--------------------|
| 468,413            | 343,069            |
| 571,952            | 478,370            |
| 130,824,304        | 109,003,744        |
| <b>131,864,669</b> | <b>109,825,183</b> |

**A. CORPORATE OFFICE**

**Cash in hand**

|                |                |
|----------------|----------------|
| <b>105,350</b> | <b>138,530</b> |
|----------------|----------------|

**Cash at Bank**

This is made up as under:

**Bank Name & Account Number:**  
Prime Bank Ltd A/C CD - 17411060002770  
Prime Bank Ltd A/C CD - 13211060017092  
Prime Bank Ltd A/C CD - 8730  
Prime Bank Ltd A/C CD - 33826  
Prime Bank Ltd A/C SND - 9630  
Prime Bank Ltd A/C SND - 9537  
Prime Bank Ltd-IPO A/C-BDT-30420  
Prime Bank Ltd-IPO A/C-USD-30422  
Prime Bank Ltd-IPO A/C-EURO-30423  
Eastern Bank Ltd A/C CD -1161360084794  
Marchantile A/C CD - 96205  
UCB A/C CD- 0828  
Islami Bank Ltd A/C CD - 306  
Modhumoti Bank Ltd. A/c RCD-225  
Alpha Capital Management Limited  
The Premier Bank Ltd A/c CD-79023  
The Premier Bank Ltd A/c SND-2959  
**Total**

|                   |                   |
|-------------------|-------------------|
| 16,238,719        | 39,050            |
| 275,631           | 409,223           |
| 5,422             | 9,256             |
| 2,948,819         | 689,998           |
| 238,260           | 236,477           |
| 65,411            | 65,170            |
| 44,723,033        | 60,402,838        |
| -                 | 15,031,409        |
| -                 | 30,777            |
| 68,004            | 67,438            |
| 580,658           | 581,618           |
| 34,679            | 19,546            |
| 184,261           | 184,756           |
| 1,865             | 6,410             |
| 18,758,977        | 11,524,700        |
| 85,746            | 119,922           |
| 1,478,339         | 81,643            |
| <b>85,687,824</b> | <b>89,500,231</b> |

**B. The Royal Tulip Cox's bazar:**

**Cash in hand**

|                |                |
|----------------|----------------|
| <b>363,063</b> | <b>204,539</b> |
|----------------|----------------|

**Cash in transits**

This is made up as under:

City Bank Ltd.  
DBBL  
Brac Bank Ltd.  
**Total**

|                |                |
|----------------|----------------|
| 207,256        | 90,259         |
| 38,432         | 2,273          |
| 326,264        | 385,838        |
| <b>571,952</b> | <b>478,370</b> |

**Cash at Bank**

This is made up as under:

**Bank Name & Account Number:**  
Prime Bank Ltd, A/C-12017  
Prime Bank Ltd, A/C-22433  
National Credit & Commerce Bank Ltd-A/C-26465  
Dutch Bangla Bank Ltd-A/C-32500  
City Bank Ltd-A/C-4001  
City Bank Ltd-Gulshan-A/C-3001  
Bank Asia Ltd - A/C-0018  
Agrani Bank Ltd -A/C-4459  
The Premier Bank Ltd A/c SND-164  
**Total**

|                    |                    |
|--------------------|--------------------|
| 24,530,078         | 5,614,393          |
| 1,530,052          | 302,039            |
| 7,324,298          | 929,366            |
| 265,190            | 85,412             |
| 5,165,333          | 5,169,213          |
| 2,301,421          | 5,046,086          |
| 97,112             | 99,260             |
| 1,194,966          | 571,234            |
| 2,728,030          | 1,686,510          |
| <b>45,136,480</b>  | <b>19,503,513</b>  |
| <b>46,071,495</b>  | <b>20,186,422</b>  |
| <b>131,864,669</b> | <b>109,825,183</b> |

**Total : (A+B)**



|    |  | Amount in Taka       |                      |
|----|--|----------------------|----------------------|
|    |  | As at<br>31-Mar-20   | As at<br>30-Jun-19   |
| 14 | <b>Share Capital</b>                           |                      |                      |
| A. | <b>Authorized Share Capital</b>                | 2,000,000,000        | 2,000,000,000        |
|    | 200,000,000 Ordinary Shares of Tk. 10 each     | <u>2,000,000,000</u> | <u>2,000,000,000</u> |
|    | <b>Total</b>                                   | <u>2,000,000,000</u> | <u>2,000,000,000</u> |
| B. | <b>Issued, Subscribed and paid- up capital</b> | 1,207,500,000        | 1,150,000,000        |
|    | Ordinary shares of Tk. 10 each fully paid      | <u>1,207,500,000</u> | <u>1,150,000,000</u> |
|    | <b>Total</b>                                   |                      |                      |

The company got consent from BSEC to raise its paid up capital by Tk. 150,000,000 through IPO by issuing 15,000,000 shares of Tk. 10/= each vide BSEC letter # BSEC/CI/IPO-281/2018/231 dated 25 March 2019. The subscription of such IPO was closed on 06 May 2019. The Company has allotted 15,000,000 shares on 23 May 2019. During the period 5,750,000 no. ordinary shares have been allotted as stock dividend which was approved by the shareholder in its 10th AGM held on 26th December, 2019.

#### C. Shareholding position

The shareholding of each class of equity security setting out the number of holders and percentage are as follows:

| Category of Shareholder              | % of shares |             | Number of shares   |                    |
|--------------------------------------|-------------|-------------|--------------------|--------------------|
|                                      | 31-03-2020  | 30-06-2019  | 31-03-2020         | 30-06-2019         |
| Sponsors and Directors               | 46.83%      | 46.83%      | 56,550,900         | 53,858,000         |
| Companies and Financial Institutions | 29.41%      | 27.77%      | 35,515,344         | 31,935,500         |
| Foreign Individual and Companies     | 0.04%       | 0.03%       | 52,849             | 34,500             |
| General Public                       | 23.71%      | 25.37%      | 28,630,907         | 29,172,000         |
| <b>Total</b>                         | <b>100%</b> | <b>100%</b> | <b>120,750,000</b> | <b>115,000,000</b> |

#### D. Detailed break-up of share issued:

Desclouser regarding the date of issue of shares is detailed below:

| Particulars   | Basis of Consideration |                        |                    | Total Number of Share Issued | Amount (in TK.)      |
|---|------------------------|------------------------|--------------------|------------------------------|----------------------|
|   | In Cash (Nos.)         | Other Than Cash (Nos.) | Bonus Share (Nos.) |                              |                      |
| Subscription to the Memorandum & Articles of Association at the time of incorporation | 250,000                | -                      | -                  | 250,000                      | 2,500,000            |
| Issue as on April 27, 2014  | 6,000,000              | -                      | -                  | 6,000,000                    | 60,000,000           |
| Issue as on June 29, 2017   | 2,250,000              | -                      | -                  | 2,250,000                    | 22,500,000           |
| Issue as on August 23, 2017   | 48,699,949             | -                      | -                  | 48,699,949                   | 486,999,490          |
| Issue as on March 22, 2018  | 42,800,051             | -                      | -                  | 42,800,051                   | 428,000,510          |
| Issue as on May 23, 2019  | 15,000,000             | -                      | -                  | 15,000,000                   | 150,000,000          |
| Issue as on December 26, 2019   | -                      | -                      | 5,750,000          | 5,750,000                    | 57,500,000           |
| <b>Total</b>  | <b>115,000,000</b>     |                        | <b>5,750,000</b>   | <b>120,750,000</b>           | <b>1,207,500,000</b> |

#### 15 Retained Earnings

This is made up as under:

Opening Balance

Add: Net profit during the period

Less: Stock Dividends

Less: IPO Expenses

**Total**

|                   |                   |
|-------------------|-------------------|
| 75,567,748        | 47,657,095        |
| 42,682,629        | 44,423,353        |
| (57,500,000)      |                   |
| -                 | (16,512,700)      |
| <b>60,750,377</b> | <b>75,567,748</b> |

#### 16 Long term borrowings

This is made up as under:

**Premier Leasing & Finance Limited**

Non-current portion of long term borrowings

Current portion of long term borrowings

**Sub-Total (A)**

|                   |                   |
|-------------------|-------------------|
| -                 | 8,059,350         |
| 12,214,207        | 13,888,862        |
| <b>12,214,207</b> | <b>21,948,212</b> |

**IPDC Finance Limited**

Non-current portion of long term borrowings

Current portion of long term borrowings

**Sub-Total (B)**

|                  |          |
|------------------|----------|
| 2,629,370        | -        |
| 1,416,504        | -        |
| <b>4,045,874</b> | <b>-</b> |

**SPBRSL 20% Convertible Secured Bond**

Non-current portion of SPBRSL 20% Convertible Secured Bond

Current portion of SPBRSL 20% Convertible Secured Bond

**Sub-Total (C)**

|                      |                      |
|----------------------|----------------------|
| 3,468,254,629        | 3,393,506,700        |
| 660,928,500          | 439,613,308          |
| <b>4,129,183,129</b> | <b>3,833,120,008</b> |

**4,145,443,210      3,855,068,220**

**Total (A+B+C)**

The company has been accorded consent for raising of capital from Bangladesh Securities and Exchange Commission vide letter # BSEC/CI/DS-70/2017/444 dated 29 August 2017 and accordingly raised fund by issuing of 325 units of SPBRSL 20% Convertible Secured Bond @ Tk. 10,000,000 each totaling Taka 3,250,000,000 on 11 October 2017. The main features of the said bond are as follows:



**Main features of SPBRSL 20% Convertible Secured Bond is as follows:**

| Particulars  | Details  |
|--------------|--|
| Nature:      | SPBRSL 20% Convertible Secured Bond  |
| Face Value   | Tk. 10,000,000 per unit  |
| Purpose:     | To refinance the existing debts, as well as to finance completion of the ROYAL TULIP SEA PEARL BEACH RESORT & SPA, COX'S BAZAR of Sea Pearl Beach Resort & Spa Ltd.              |
| Tenure:      | 8 Years from the date of issue, including 2 years moratorium period for both principal and interest payment (From 31.10.2017).   |
| Repayment:   | The bond will be redeemed semi-annually, at the end of 30th, 36th, 42nd, 48th, 54th, 60th, 66th, 72nd, 78th, 84th, 90th and 96th month from the date of Issue (From 31.10.2017). |
| Coupon Rate: | 10.00% per annum   |
| Trustee      | Green Delta Insurance Company Ltd.   |
| Investors    | Investment Corporation of Bangladesh   |
| Security:    | First right registered mortgage of Hotel properties, i.e. floor space, proportionate land and machinery & equipment of ROYAL TULIP SEA PEARL BEACH RESORT & SPA, COX'S BAZAR     |

**Main features of finance from Premier Leasing & Finance Limited is as under:**

| Particulars       | Details   |
|-------------------|---|
| Nature:           | Term finance  |
| Purpose:          | For smooth running of business  |
| Tenure:           | Five years  |
| Repayment:        | From Hotel Revenue  |
| Rate of Interest: | 15.5% p.a.  |
| Security:         | 40 decimals land in the name of Aminul Haque Shamim & 43 decimals land in the name of Shamim Enterprise (pvt.), Personal guarantee All directors of SPBRSL and Corporate guarantee of Shamim Enterprise pvt. Ltd. |

**Main features of finance from IPDC Finance Limited is as under:**

| Particulars       | Details   |
|-------------------|---|
| Nature:           | Lease Finance   |
| Purpose:          | For procure vehicle for business purpose                            |
| Tenure:           | Four years  |
| Repayment:        | From Hotel Revenue  |
| Rate of Interest: | 15.00% p.a.   |
| Security:         | Personal guarantee of Directors & ownership of the leased vehicles. |

**17 Deferred Tax Liabilities**

This has been arrived as under:

31-Mar-20

| Particulars   | Carrying Amount | Tax Base      | Taxable / (Deductible) Temporary Difference | Tax Rate | Deferred Tax (Assets)/Liabilities |
|---|-----------------|---------------|---|----------|-----------------------------------|
| Property, Plant and Equipment                                   | 2,931,087,920   | 2,085,353,252 | 845,734,668                                 | 25.00%   | 211,433,667                       |
| WPPF  | 3,134,600       | -             | (3,134,600)                                 | 25.00%   | (783,650)                         |
| Fair Value (Gain)/Loss on investment in share                   | 18,166,764      | 20,869,851    | (2,703,087)                                 | 10.00%   | (270,309)                         |
| Unused tax loss (Note-26.1)                                     | -               | 634,437,243   | (634,437,243)                               | 25.00%   | (158,609,311)                     |
| <b>Deferred Tax (Assets)/Liability at the end of the period</b> |                 |               |   |          | <b>51,770,397</b>                 |

30-Jun-19

| Particulars  | Carrying Amount | Tax Base      | Taxable / (Deductible) Temporary Difference | Tax Rate | Deferred Tax (Assets)/Liabilities |
|--|-----------------|---------------|---|----------|-----------------------------------|
| Property, Plant and Equipment  | 2,655,742,979   | 1,956,549,619 | 699,193,360                                 | 25.00%   | 174,798,340                       |
| WPPF   | 2,679,674       | -             | (2,679,674)                                 | 25.00%   | (669,919)                         |
| Fair Value (Gain)/Loss on investment                                 | 32,369,108      | 34,278,986    | (1,909,878)                                 | 10.00%   | (190,988)                         |
| Unused tax loss (Note-26.1)  | -               | 558,010,355   | (558,010,355)                               | 25.00%   | (139,502,589)                     |
| <b>Deferred Tax (Assets)/Liability at the end of the period/year</b> |                 |               |   |          | <b>34,434,844</b>                 |

**Deferred Tax Expenses/(Benefit) during the period:**

|   |                   |                  |
|---|-------------------|------------------|
| Closing Deferred Tax (Assets)/Liabilities | 51,770,397        | 34,434,844       |
| Opening Deferred Tax (Assets)/Liabilities | 34,434,844        | 28,579,971       |
| <b>Deferred Tax Expenses/(Benefit)</b>    | <b>17,335,553</b> | <b>5,854,873</b> |



18 **Short term borrowings**

This consists of as follows:

Premier Bank Ltd. Banani Branch, SOD Account

**Total**

| Amount In Taka     |                    |
|--------------------|--------------------|
| As at<br>31-Mar-20 | As at<br>30-Jun-19 |
| 24,327,094         | 13,722,116         |
| <b>24,327,094</b>  | <b>13,722,116</b>  |

Main features of the above Premier Bank Ltd. Loan is as follows:

| Particulars       | Details  |
|-------------------|--|
| Nature:           | Short term loan  |
| Purpose:          | Working capital investment.                            |
| Tenure:           | One year   |
| Repayment:        | From Hotel revenue                                     |
| Rate of Interest: | 12.00% p.a.  |
| Security:         | Corporate Guarantee & 2898 sft flat at Gulshan, Dhaka. |

19 **Accounts and other Payables**

This consists of as follows:

Payable for goods and services

Payable for Property, Plant & Equipment's

**Total**

|                  |                   |
|------------------|-------------------|
| 5,048,397        | 5,407,225         |
| 400,631          | 25,593,889        |
| <b>5,449,028</b> | <b>31,001,114</b> |

20 **Accruals and Provisions**

This consists of as follows:

TDS, VAT , Duty & Service charge Payable

Provision for income tax (Note-20.1)

Workers Profit Participation Fund (Note-20.2)

Franchise fee (Note-20.3)

Accrued Expenses and Liabilities

Audit Fees

IPO Expenses

Others

**Total**

| Amount In Taka     |                    |
|--------------------|--------------------|
| As at<br>31-Mar-20 | As at<br>30-Jun-19 |
| 3,968,837          | 9,902,074          |
| 15,074,889         | 12,401,076         |
| 3,134,600          | 2,679,674          |
| 16,758,482         | 12,916,392         |
| 17,704,380         | 8,066,282          |
| 276,000            | 345,000            |
| -                  | 6,579,175          |
| 1,427,247          | 822,374            |
| <b>58,344,435</b>  | <b>53,712,047</b>  |

20.1 **Provision for income tax**

This consists of as follows:

Opening Balance

Add: provided during the period

Add : Prior years short provision

Less: Paid / Adjusted during the period

**Total**

|                   |                   |
|-------------------|-------------------|
| 12,401,076        | 9,085,820         |
| 2,673,813         | 3,315,256         |
| -                 | -                 |
| 15,074,889        | 12,401,076        |
| <b>15,074,889</b> | <b>12,401,076</b> |

20.2 **Workers Profit Participation Fund**

This consists of as follows:

Opening Balance

Add: provided during the period

Less: Paid during the period

**Total**

|                  |                  |
|------------------|------------------|
| 2,679,674        | 4,186,702        |
| 3,134,600        | 2,679,674        |
| 5,814,274        | 6,866,376        |
| (2,679,674)      | (4,186,702)      |
| <b>3,134,600</b> | <b>2,679,674</b> |

20.3 **Franchise fee**

This consists of as follows:

Opening Balance

Add: provided during the period

Less: Paid during the period

**Total**

|                   |                   |
|-------------------|-------------------|
| 12,916,392        | 7,953,195         |
| 3,842,090         | 4,963,197         |
| 16,758,482        | 12,916,392        |
| -                 | -                 |
| <b>16,758,482</b> | <b>12,916,392</b> |



| Amount in Taka                |                               | Amount in Taka                   |                                  |
|-------------------------------|-------------------------------|----------------------------------|----------------------------------|
| 01 July 2019 to 31 March 2020 | 01 July 2018 to 31 March 2019 | 01 January 2020 to 31 March 2020 | 01 January 2019 to 31 March 2019 |
| 219,547,997                   | 241,783,444                   | 52,365,086                       | 75,746,149                       |
| 167,067,909                   | 177,552,555                   | 51,498,669                       | 75,493,090                       |
| 11,245,862                    | 28,878,806                    | 1,062,970                        | 12,185,810                       |
| 21,441,667                    | 1,654,181                     | 8,691,060                        | 436,107                          |
| 25,466,081                    | -                             | 25,466,081                       | -                                |
| <b>Total</b>                  | <b>444,769,516</b>            | <b>449,868,986</b>               | <b>139,083,866</b>               |
|                               |                               |                                  | <b>163,861,156</b>               |

## 21 Operating Revenues

This consists of as follows:

Room Revenue  
Food & Beverage Revenue  
Minor Operating department  
Space rent and Other revenue  
Water Park  
**Total**

|              |                    |                    |                    |
|--------------|--------------------|--------------------|--------------------|
| 219,547,997  | 241,783,444        | 52,365,086         | 75,746,149         |
| 167,067,909  | 177,552,555        | 51,498,669         | 75,493,090         |
| 11,245,862   | 28,878,806         | 1,062,970          | 12,185,810         |
| 21,441,667   | 1,654,181          | 8,691,060          | 436,107            |
| 25,466,081   | -                  | 25,466,081         | -                  |
| <b>Total</b> | <b>444,769,516</b> | <b>449,868,986</b> | <b>139,083,866</b> |
|              |                    |                    | <b>163,861,156</b> |

## 22 Costs of sales

This consists of as follows:

Salary & wages  
Cost of materials & other related expenses  
Operating and guest supplies  
Laundry, dry cleaning and uniforms  
Kitchen fuel & Gas  
Complementary guest services  
Linen, china, glass & silver  
In-house TV, video, movies, music  
Travel agents' commission  
Travelling and communication  
Pest control  
Postage  
Spa Cost  
Cleaning Supplies- Water Park  
Others  
**Total**

|              |                   |                   |                   |
|--------------|-------------------|-------------------|-------------------|
| 28,372,520   | 29,217,237        | 9,914,069         | 10,785,785        |
| 38,077,936   | 38,031,757        | 9,368,605         | 11,067,646        |
| 4,640,514    | 4,323,371         | 1,462,110         | 2,048,011         |
| 3,673,563    | 2,482,556         | 1,154,046         | 420,112           |
| 3,978,254    | 3,377,734         | 1,244,605         | 830,428           |
| 1,750,752    | 1,590,049         | 552,148           | 441,070           |
| 1,197,245    | 1,313,880         | 375,800           | 389,368           |
| 359,100      | 371,500           | 184,200           | 157,100           |
| 521,530      | 503,193           | 77,543            | 58,942            |
| 1,943,441    | 1,824,568         | 476,705           | 579,100           |
| 765,000      | 790,000           | 255,000           | 255,000           |
| 63,986       | 339,506           | 17,390            | 121,693           |
| 257,251      | 718,360           | 49,435            | 116,400           |
| 811,781      | -                 | 811,781           | -                 |
| 1,196,970    | 1,195,479         | 76,648            | 485,270           |
| <b>Total</b> | <b>87,609,843</b> | <b>86,079,190</b> | <b>26,020,085</b> |
|              |                   |                   | <b>27,755,925</b> |

## 23 Administrative and Other Expenses

This consist of the followings:

Administrative and general expenses (23.1)  
Repairs & maintenance and property operation Note- (23.2)  
**Total**

|              |                    |                    |                   |
|--------------|--------------------|--------------------|-------------------|
| 83,253,922   | 79,323,568         | 27,779,531         | 25,806,187        |
| 47,694,871   | 45,482,501         | 13,668,393         | 15,077,140        |
| <b>Total</b> | <b>130,948,793</b> | <b>124,806,069</b> | <b>41,447,924</b> |
|              |                    |                    | <b>40,883,327</b> |

### 23.1 Administrative and general expenses

This consist of the followings:

Salaries, wages, bonus & benefits  
Postage  
Rent  
Travel & communication  
Entertainment  
Security services  
Internet Expenses  
Licenses & Taxes  
Donation  
Telephone Expenses  
Credit card commission  
Audit Fees  
Legal & Profession Fees  
Insurance Expenses  
Franchise fee  
Board Meeting fees  
Trustee fee  
Depreciation  
Other expenses  
**Total**

|              |                   |                   |                   |
|--------------|-------------------|-------------------|-------------------|
| 16,493,117   | 13,784,784        | 5,602,595         | 3,752,797         |
| 53,986       | 21,770            | 7,390             | 10,000            |
| 1,800,000    | 1,800,000         | 600,000           | 600,000           |
| 899,288      | 1,177,311         | 223,383           | 637,781           |
| 296,978      | 274,820           | 61,825            | 121,260           |
| 79,618       | 72,000            | 5,162             | -                 |
| 1,089,182    | 1,034,182         | 364,394           | 326,394           |
| 1,518,302    | 1,993,157         | 458,533           | 655,062           |
| 412,646      | 149,841           | 57,432            | 20,665            |
| 704,263      | 701,896           | 203,804           | 235,372           |
| 2,392,643    | 2,293,904         | 860,427           | 824,547           |
| 258,750      | 258,750           | 86,250            | 86,250            |
| 587,250      | 501,820           | 90,000            | -                 |
| 3,129,382    | 2,028,852         | 1,055,966         | 811,310           |
| 3,842,090    | 4,231,210         | 916,389           | 1,325,557         |
| 189,000      | 210,000           | 63,000            | 105,000           |
| 452,055      | 445,479           | 149,589           | 147,945           |
| 47,754,850   | 47,554,370        | 16,905,331        | 15,882,000        |
| 1,300,522    | 789,422           | 68,061            | 264,247           |
| <b>Total</b> | <b>83,253,922</b> | <b>79,323,568</b> | <b>27,779,531</b> |
|              |                   |                   | <b>25,806,187</b> |

### 23.2 Repairs & maintenance and property operation

This consist of the followings:

Salaries, wages, bonus & benefits  
Travel & communication  
Electricity expenses  
Fuel - Oil  
Repair & maintenance  
Laundry equipments  
Water treatment  
Other expenses  
**Total**

|              |                   |                   |                   |
|--------------|-------------------|-------------------|-------------------|
| 8,119,466    | 5,803,690         | 2,940,649         | 1,478,647         |
| 101,944      | 102,128           | 15,357            | 10,356            |
| 24,212,153   | 22,299,836        | 6,566,505         | 6,917,530         |
| 6,220,397    | 7,343,185         | 1,666,299         | 3,007,477         |
| 6,244,416    | 6,646,188         | 1,524,346         | 2,527,055         |
| 1,627,847    | 2,194,511         | 407,907           | 955,474           |
| 724,075      | 829,930           | 517,205           | 88,250            |
| 444,573      | 263,033           | 30,125            | 92,351            |
| <b>Total</b> | <b>47,694,871</b> | <b>45,482,501</b> | <b>13,668,393</b> |
|              |                   |                   | <b>15,077,140</b> |



**24 Distribution & Selling Expenses**

This consist of the followings:  
 Salaries, wages, bonus & benefits  
 Rent & Service Charge  
 Advertising & Promotion  
 Signs, events & functions  
**Total**

| Amount in Taka                |                               | Amount in Taka                   |                                  |
|-------------------------------|-------------------------------|----------------------------------|----------------------------------|
| 01 July 2019 to 31 March 2020 | 01 July 2018 to 31 March 2019 | 01 January 2020 to 31 March 2020 | 01 January 2019 to 31 March 2019 |
| 4,942,579                     | 3,640,468                     | 2,012,606                        | 1,563,168                        |
| 2,283,457                     | 1,514,874                     | 716,804                          | 555,192                          |
| 510,402                       | 649,848                       | 192,403                          | 208,306                          |
| 519,600                       | 769,205                       | 19,600                           | 140,364                          |
| <b>8,256,038</b>              | <b>6,574,395</b>              | <b>2,941,413</b>                 | <b>2,467,030</b>                 |

**25 Net Finance Cost**

This consist of the followings:  
 Bank Charges & Commission  
 Interest on short and long term secured borrowings  
 Less: Bank Interest  
**Total**

|                    |                    |                   |                   |
|--------------------|--------------------|-------------------|-------------------|
| 316,028            | 298,749            | 92,155            | 131,159           |
| 146,658,210        | 134,696,979        | 49,570,776        | 44,446,755        |
| <b>146,974,238</b> | <b>134,995,728</b> | <b>49,662,931</b> | <b>44,577,914</b> |
| (1,813,491)        | (2,358,770)        | (363,791)         | (2,225)           |
| <b>145,160,747</b> | <b>132,636,958</b> | <b>49,299,140</b> | <b>44,575,689</b> |

**26 Income Tax Expenses/(Benefit)**

This has been arrived as under:  
 Current Tax Expenses (Note: 26.1)  
 Prior periods short provision  
 Tax on Other Income  
 Deferred Tax Expenses/(Benefit)  
**Total**

|                   |                   |                  |                   |
|-------------------|-------------------|------------------|-------------------|
| 2,673,813         | 2,651,173         | 883,149          | 910,203           |
| -                 | -                 | -                | -                 |
| -                 | 331,382           | -                | (50,560)          |
| 17,335,553        | 34,133,572        | 3,828,185        | 16,984,735        |
| <b>20,009,366</b> | <b>37,116,127</b> | <b>4,711,334</b> | <b>17,844,378</b> |

**26.1 Current Tax Expenses**

This has been arrived as under:  
 Net Profit/(Loss) before Tax  
 Other Income  
 Workers Profit Participation Fund  
 Payment of Worker Profit Participant Fund  
 Add: Accounting Depreciation  
 Less: Tax Depreciation  
 Taxable Current Profit/(Loss)

|                     |                     |                     |                  |
|---------------------|---------------------|---------------------|------------------|
| 62,691,995          | 98,177,330          | 15,095,484          | 45,403,414       |
| 6,967,500           | (3,313,822)         | 3,525,046           | 505,601          |
| 3,134,600           | 4,908,866           | 754,774             | 2,270,170        |
| (2,679,674)         | -                   | (2,679,674)         | -                |
| 47,754,850          | 47,554,370          | 16,905,331          | 15,882,000       |
| (194,296,159)       | (187,524,666)       | (83,586,112)        | (63,017,585)     |
| <b>(76,426,888)</b> | <b>(40,197,922)</b> | <b>(49,985,151)</b> | <b>1,043,600</b> |

Income Tax Rate

|     |     |     |     |
|-----|-----|-----|-----|
| 25% | 35% | 25% | 35% |
| -   | -   | -   | -   |

Current Tax Expenses

|                  |                  |                |                |
|------------------|------------------|----------------|----------------|
| -                | -                | -              | -              |
| <b>2,673,813</b> | <b>2,651,473</b> | <b>830,450</b> | <b>910,203</b> |

But Minimum tax@ 0.6% on gross receipts

|                    |                    |                    |                    |
|--------------------|--------------------|--------------------|--------------------|
| 558,010,355        | 426,727,962        | 584,452,092        | 426,727,962        |
| 76,426,888         | 40,197,922         | 49,985,151         | (1,043,600)        |
| <b>634,437,243</b> | <b>466,925,884</b> | <b>634,437,243</b> | <b>425,684,362</b> |



27 Basic Earnings per share (EPS) on Profit after tax : (Par Value of Tk.10)

| Amount in Taka                |                               | Amount in Taka                   |                                  |
|-------------------------------|-------------------------------|----------------------------------|----------------------------------|
| 01 July 2019 to 31 March 2020 | 01 July 2018 to 31 March 2019 | 01 January 2020 to 31 March 2020 | 01 January 2019 to 31 March 2019 |
| 0.35                          | 0.58                          | 0.09                             | 0.26                             |

Earnings attributable to Ordinary Shares:

Net Profit after tax as per Statement of Profit or Loss

Number of Shares:

Weighted Average Number of shares:

| A  | 42,682,629         | 61,061,203   | 10,384,150   | 27,559,035   |
|--|--------------------|--|--|--|
| B  | 120,750,000        | 105,750,000  | 120,750,000  | 105,750,000  |
| Weighted Average Number of shares as at 31.03.2019 |                    | Weighted Average Number of shares as at 31.03.2020 | Weighted Average Number of shares as at 31.03.2020 | Weighted Average Number of shares as at 31.03.2019 |
| <b>Shares Outstanding</b>                          | <b>120,750,000</b> | <b>105,750,000</b>                                 | <b>120,750,000</b>                                 | <b>105,750,000</b>                                 |

Basic Earnings Per Shares C=(A/B) (Par Value of Tk.10)

|   |      |      |      |      |
|---|------|------|------|------|
| = | 0.35 | 0.58 | 0.09 | 0.26 |
|---|------|------|------|------|

Dilutive Earnings per Share:

Net profit after tax

Interest save for conversion of shares (Net off tax)

Net profit after tax

|                   |                   |                   |                   |
|-------------------|-------------------|-------------------|-------------------|
| 42,682,629        | 61,061,203        | 10,384,150        | 27,559,035        |
| 44,409,468        | 34,734,215        | 15,022,215        | 23,391,133        |
| <b>87,092,097</b> | <b>95,795,418</b> | <b>25,406,365</b> | <b>50,950,168</b> |

Number of shares

Outstanding number of shares  
Conversion of shares

|                    |                    |                    |                    |
|--------------------|--------------------|--------------------|--------------------|
| 120,750,000        | 105,750,000        | 120,750,000        | 105,750,000        |
| 14,590,348         | 65,000,000         | 14,590,348         | 65,000,000         |
| <b>135,340,348</b> | <b>170,750,000</b> | <b>135,340,348</b> | <b>170,750,000</b> |

Diluted Earnings Per Share

|             |          |             |             |
|-------------|----------|-------------|-------------|
| <b>0.56</b> | <b>-</b> | <b>-</b>    | <b>-</b>    |
| <b>0.64</b> | <b>-</b> | <b>0.19</b> | <b>0.30</b> |

Anti diluted earning per share has been shown in the face of the Statement of Profit or Loss and Other Comprehensive

Total face value of bond

|                   |                   |                   |                   |
|-------------------|-------------------|-------------------|-------------------|
| 3,250,000,000     | 3,250,000,000     | 3,250,000,000     | 3,250,000,000     |
| 145,903,479       | 650,000,000       | 145,903,479       | 650,000,000       |
| <b>14,590,348</b> | <b>65,000,000</b> | <b>14,590,348</b> | <b>65,000,000</b> |

Face value

Market price as on 31 March, 2020

Total Price

**Conversion Strike Price = (Face value + market value)/2**

|              |  |
|--------------|--|
| 10.00        |  |
| 79.10        |  |
| <b>89.10</b> |  |
| <b>44.55</b> |  |
| <b>44.55</b> |  |

80.0% of the principal amounts will be repaid in cash and the remaining 20.0% will be converted into ordinary equity shares (Investors Option) at the average value of the Market Price of SPBRSL and the Face Value of the equity shares of the company.



**28 Received from Customers & Others:**

This has been arrived as under:

Revenue  
Accounts Receivable Opening  
Accounts Receivable Closing  
**Total**

| Amount in Taka                   |                                  |
|----------------------------------|----------------------------------|
| 01 July 2019 to 31<br>March 2020 | 01 July 2018 to 31<br>March 2019 |
| 444,769,516                      | 449,868,986                      |
| 66,325,684                       | 67,161,187                       |
| (65,459,735)                     | (75,168,014)                     |
| <b>445,635,465</b>               | <b>441,862,159</b>               |

**29 Payment to Creditors, Suppliers, Employees & Others**

This has been arrived as under:

Costs of sales  
Administrative and Other Expenses  
Distribution & Selling Expenses  
Adjustment for Depreciation  
(Increase)/Decrease in inventory  
Adjustment for advance  
(Increase)/Decrees in Trade and Other Payables except payable for Property, Plant & Equipments and Payable to related party  
Payment from WPPF  
(Increase )/Decrees in Liabilities for expense except Provision for Income Tax and WPPF  
**Total**

|                      |                      |
|----------------------|----------------------|
| (87,609,843)         | (86,079,190)         |
| (130,948,793)        | (124,806,069)        |
| (8,256,038)          | (6,574,395)          |
| 47,754,850           | 47,554,370           |
| (12,167,233)         | (2,621,399)          |
| 36,490,246           | (2,285,976)          |
| (358,828)            | 2,872,661            |
| (2,679,674)          | (2,471,198)          |
| 1,503,649            | 4,961,223            |
| <b>(156,271,664)</b> | <b>(169,449,974)</b> |

**30 Income Tax paid**

This has been arrived as under:

Opening Advance income tax  
Closing advance income tax  
Closing provision for income tax  
Opening provision for income tax  
Current tax during the period  
**Total**

|                    |                    |
|--------------------|--------------------|
| 14,243,651         | 8,206,823          |
| (16,764,312)       | (12,902,381)       |
| 15,074,889         | 12,068,375         |
| (12,401,076)       | (9,085,820)        |
| (2,673,813)        | (2,982,555)        |
| <b>(2,520,661)</b> | <b>(4,695,558)</b> |

**31 Property, Plant and Equipment**

This has been arrived as under:

Purchased  
Increased advanced of assets  
Advance for land  
**Total**

|                     |                     |
|---------------------|---------------------|
| (357,080,459)       | (28,181,851)        |
| (1,283,549)         | 1,680,940           |
| -                   | (4,800,000)         |
| <b>(54,928,538)</b> | <b>(31,300,911)</b> |

**32 Capital Work in progress**

This has been arrived as under:

Purchase during the period  
(Increased)/Decreased Inventory of Construction Material  
Adjustment for Accounts Payable for PPE  
Adjustment for bond interest payable  
Adjustment for Advance  
**Total**

|                      |                      |
|----------------------|----------------------|
| (368,140,222)        | (382,575,629)        |
| 12,689,701           | 3,495,295            |
| (25,193,258)         | (9,269,778)          |
| 151,334,497          | 136,573,915          |
| (66,756,478)         | (1,510,630)          |
| <b>(296,065,760)</b> | <b>(253,286,827)</b> |

**33 Advances, Deposits and Prepayments**

Advances except income tax  
**Total**

|                  |          |
|------------------|----------|
| (528,925)        | -        |
| <b>(528,925)</b> | <b>-</b> |

**34 Finance Cost**

This has been arrived as under:

Net Finance Cost  
Adjustment for Interest payable on Convertible Bond  
Adjustment for Interest waved from Syndicate term loan  
FDR Interest receivable (increased)/decreased  
**Total**

|                  |                    |
|------------------|--------------------|
| (145,160,747)    | (134,995,728)      |
| 144,728,625      | 130,612,355        |
| -                | -                  |
| -                | 2,550,000          |
| <b>(432,122)</b> | <b>(1,833,373)</b> |



|   | Amount in Taka                |                               |
|---|-------------------------------|-------------------------------|
|   | 01 July 2019 to 31 March 2020 | 01 July 2018 to 31 March 2019 |
| <b>35 Secured Term Loans Received/(Repaid)-Net</b>                              |                               |                               |
| Increased /(Decreased) Long term secured loan                                   |                               |                               |
| <b>Total</b>  | <u>(5,688,131)</u>            | <u>(9,833,480)</u>            |
|   | <u>(5,688,131)</u>            | <u>(9,833,480)</u>            |
| <b>36 SPBRL 20% Convertible Secured Bond</b>                                    |                               |                               |
| Increased /(Decreased) Convertible Bond   |                               |                               |
| Adjustment for Interest payable on Convertible Bond                             |                               |                               |
| <b>Total</b>  | <u>296,063,121</u>            | <u>3,472,159,066</u>          |
|   | <u>(296,063,121)</u>          | <u>(222,159,066)</u>          |
|   | <u>3,250,000,000</u>          |                               |
| <b>37 Proceeds from fresh issuance of share capital</b>                         |                               |                               |
| Adjustment for share money deposit  |                               |                               |
| <b>Total</b>  | <u>75,000,000</u>             | <u>-</u>                      |
|   | <u>75,000,000</u>             | <u>-</u>                      |
| <b>38 Reconciliation of Net profit with cash flow from operating activities</b> |                               |                               |
| Net Profit Before Tax and WPPF  | 65,826,595                    | 103,086,196                   |
| Accounts 'Receivable Opening  | 66,325,684                    | 67,161,187                    |
| Accounts Receivable Closing   | (65,459,735)                  | (75,168,014)                  |
| Unrealised/Realised Gain/(Losses) on Investment                                 | 6,967,500                     | (3,313,822)                   |
| Adjustment for Depreciation   | 47,754,850                    | 47,554,370                    |
| (Increase)/Decrease in Inventory  | (12,167,233)                  | (2,621,399)                   |
| (Increase)/Decrease in Advances Deposits Prepayments                            | 36,490,246                    | (2,285,976)                   |
| Increase/(Decrease) Trade and other payable                                     | (358,828)                     | 2,872,661                     |
| Increase/(Decrease) Liabilities for Expenses                                    | 1,503,649                     | 4,961,223                     |
| Payment of WPPF   | (2,679,674)                   | (2,471,198)                   |
| Adjustment of Finance Cost shown in Financeing activites                        | 145,160,747                   | 132,636,958                   |
| Income Tax Paid   | (2,520,661)                   | (4,695,558)                   |
| <b>Cash Flow from operating activities</b>                                      | <u>286,843,140</u>            | <u>267,716,627</u>            |

### 39 Additional disclosure

#### 39.1 Deviation on EPS:

The company has experienced reduction in both Revenue by Tk. 24,777,290 & Net Profit after Tax Tk. 17,174,885 due to the unprecedented impact of Covid-19 pandemic (speciaally during the month of March-2020) resulting reduction in earning per share by Tk. 0.17 from the period (Q-3) ended on 31st March 2019. The reduction in NPAT also incurred due to increased financial expenses by Tk. 4,723,451 in comparison to corresponding previous period.

#### 39.2 Deviation on NOCFPS:

Though Net Cash generated by operating activities has increased by Tk. 19,126,514 but Operating cash inflow per share decreased by Tk. 0.16 due to increased weighted average number of shares for initial public offering in comparison to corresponding previous period.

#### 39.3 Restatement of cash flow from Operating Activities:

The company has changed its presentation for Other Income /(Loss) in cash flow from operating activities after review to ensure more appropriate presentation in accordance with IAS-1, para-45 (a). Detail information of such change as per IAS-1, para-41 has been presented below:

##### a) The nature of the reclassification:

The company generated Other Income /(Loss) from investment in marketable securities which was previously presented under collection from turnover & other receipts in cash flow from operating activities. As the whole cash generated/ (used) from Other Income /(Loss) is from investment activities, the presentation of cash flow from this activities has now shown in Investing Activities under Other Income /(Loss).

##### (b) The amount of item that is reclassified:

Cash generated from Other Income /(Loss) Tk. 6,336,842 during the period (Q-3) ended on 31 March, 2019 was presented under cash flow from operational activities in the Cash Flow Statement. But such presentation has been change in the cash flow statement for the period (Q-3) ended on 31 March, 2020 and presentated under cash flow from investing activities. Due to such restatement NOCFPS of previous period has been reduced by Tk. 0.06.

##### (c) Reason for the reclassification:

This change has been made to ensure more appropriate presentation in accordance with IAS-1, para-45 (a).



40 Disclosure as per requirement of schedule XI, Part-II of companies Act. 1994

Commission , Brokerage or Discount against sales:

- (a) There was no brokerage or discount against sales during the period.
- (b) No commission was paid to sales against during the period.

41 Related party disclosure

During the period the Company didn't carried out any transaction with related parties on an arm's length basis. Name of those related parties, nature of those transactions and their total value has been shown in below table in accordance with the provisions of IAS-24- "Related Party Disclosure".

| Name of the Party            | Relationship      | Nature of Transaction    | Amount in Taka      |   |                 |
|------------------------------|-------------------|--------------------------|---------------------|---|-----------------|
|                              |                   |                          | Opening Balance Cr. | Transaction during the period (Dr.)/Cr. | Closing Balance |
| Bengal Vacation Club Limited | Common Management | Intercompany transaction | -                   | -                                       | -               |
| <b>Total</b>                 |                   |                          | -                   | -                                       | -               |

**Transaction with Key Management Personnel of the entity:**

As per Company Act , 1994 part-II , Schedule-XI (4) The profit and loss account will give by way of a note detailed information , showing separately the following payments provided or made during the financial period to the directors , including managing director , the managing agents or manager , if any ,by the company , subsidiaries of the company and any other person.

| No. | Particulars   | Value in Tk. |
|-----|---|--------------|
| (a) | Managerial Remuneration paid or payable during the period from 1 July 2019 to 31 March 2020 to the directors, including managing directors, a managing agent or manager                                   | Nil          |
| (b) | Net cash inflow/(outflow) for the period (A+B+C)  | Nil          |
| (c) | Commission or Remuneration payable separately to a managing agent or his associate  | Nil          |
| (d) | Cash and Cash Equivalents at the end of the period  | Nil          |
| (e) | The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial period. | Nil          |
| (f) | Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable.  | Nil          |
| (g) | Other allowances and commission including guarantee commission  | Nil          |
| (h) | Pensions etc.   | Nil          |
| (i) | (i) Pensions  | Nil          |
|     | (ii) Gratuities   | Nil          |
|     | (iii) Payments from a provident funds, in excess of own subscription and interest thereon   | Nil          |
| (i) | Share Based payments  | Nil          |

42 Service (Production) capacity & Utilization:

As per the nature of the industry, production quantity of service with the course of the period produce on the basis of service design as per market demand. Therefore , installed capacity in terms of multiple and frequently changeable service mix is not constant factor. During the period under review, actual service, the installed capacity in terms of the counts produced and the utilization rate in appended below:( for the period from 1 July 2019 to 31 March 2020)

| Description | Available rooms | Utilize rooms | % of capacity utilization |
|-------------|-----------------|---------------|---------------------------|
| Guest Rooms | 66,275          | 34,463        | 52.00%                    |

43 Value of Import at CIF basis:

Import during the period from 1 July 2019 to 31 March 2020.

**Particulars:**

Water Park Equipment's

Amount Tk.

44 Percentage of materials consumed to the total consumed:

| Material consumed | Amount | Percentage | Amount (BDT) | Percentage |
|-------------------|--------|------------|--------------|------------|
| N/A               |        |            |              |            |



**45 Payment in foreign currency:**

Description

Foreign  
Currency (USD)

N/A

**46 Number of Employees**

All the employees receive salary /wages in excess of Tk. 6,000 per month

426

Number of permanent staff

-

Number of permanent workers

-

Number of temporary staff/worker

-

**Total****426****47 Net Asset Value Per Share (NAVPS)**

This has been arrived as under:

Particulars

|  | 31 Mar 2020          | 30 Jun 2019          |
|--|----------------------|----------------------|
| Total Assets                             | 5,553,584,541        | 5,213,506,089        |
| Total Liabilities                        | 4,285,334,164        | 3,987,938,341        |
| <b>Net Asset Value</b>                   | <b>1,268,250,377</b> | <b>1,225,567,748</b> |
| Number of Share                          | 120,750,000          | 115,000,000          |
| <b>Net Asset Value Per Share (NAVPS)</b> | <b>10.50</b>         | <b>10.66</b>         |

**48 Operating cash inflow/(outflow) per share**

This has been arrived as under:

Net Cash Generated from Operating Activities

|  | 01 July 2019 to<br>31 March 2020 | 01 July 2018 to<br>31 March 2019 |
|--|----------------------------------|----------------------------------|
| Net Cash Generated from Operating Activities       | 286,843,140                      | 267,716,627                      |
| Number of Share                                    | 120,750,000                      | 105,750,000                      |
| <b>Net Operating Cash Flows per Share (NOCFPS)</b> | <b>2.38</b>                      | <b>2.53</b>                      |

**49 General****49.1 Directors Responsibility Statements**

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

**49.2 Employee Details:**

i) Total number of employees at the end of the period was 426. Out of total employees, 360 numbers of employees employed throughout the period and rest numbers of employees employed for a part of the period. None of the employees were in receipt of remuneration which in aggregate was less than Tk. 6,000 per month.

ii) At the end of the reporting period, there were 426 employees in the company.

**49.3 Rounding off**

Amounts appearing in these financial statements have been rounded off to the nearest Taka and wherever considered necessary.

Chief Financial Officer

Company Secretary

Chairperson

Dated, Dhaka;  
29 June, 2020

**Sea Pearl Beach Resort & Spa Limited**  
**Property, Plant and Equipment Schedule**  
**As at 31 March 2020**

**Annexure-A**

| Sl. No.                          | Assets                           | Cost                     |                             |                            | Dep. Rate (%)        | Balance as on 01.07.2019 | Charged during the period | Depreciation      | Accumulated Depreciation for Disposal | Balance as at 31.03.2020 | Written Down Value as on 31.03.2020 |
|----------------------------------|----------------------------------|--------------------------|-----------------------------|----------------------------|----------------------|--------------------------|---------------------------|-------------------|---------------------------------------|--------------------------|-------------------------------------|
|                                  |                                  | Balance as at 01.07.2019 | Additions during the period | Disposal during the period |                      |                          |                           |                   |                                       |                          |                                     |
| 1                                | Land & Land Development          | 136,992,689              | 33,980,668                  | -                          | 170,973,357          | 0%                       | -                         | -                 | -                                     | -                        | 170,973,357                         |
| 2                                | Building & Other Civil Works     | 2,41,954,893             | 249,773,746                 | -                          | 2,391,728,639        | 1.25%                    | 64,426,136                | 20,257,375        | -                                     | 84,683,511               | 2,307,045,128                       |
| 3                                | Furniture & Fixture              | 142,870,341              | 525,292                     | -                          | 143,395,633          | 10%                      | 27,549,388                | 8,662,203         | -                                     | 36,211,591               | 107,184,042                         |
| 4                                | Computer Accessories & Equipment | 2,481,534                | 1,182,490                   | -                          | 3,664,024            | 10%                      | 449,372                   | 181,974           | -                                     | 631,346                  | 3,032,678                           |
| 5                                | Machineries                      | 406,825,246              | 63,781,932                  | -                          | 470,607,178          | 5%                       | 70,490,831                | 13,409,815        | -                                     | 83,900,646               | 386,706,532                         |
| 6                                | Equipments                       | 136,638,295              | 2,311,722                   | -                          | 138,950,017          | 5%                       | 22,957,513                | 4,291,925         | -                                     | 27,249,438               | 111,700,579                         |
| 7                                | Vehicle                          | 13,521,500               | 5,524,609                   | -                          | 19,046,109           | 10%                      | 2,675,590                 | 951,558           | -                                     | 3,627,148                | 15,418,961                          |
| <b>Total as at 31 March 2020</b> |                                  | <b>2,981,284,498</b>     | <b>357,080,459</b>          | -                          | <b>3,338,364,957</b> |                          | <b>188,548,830</b>        | <b>47,754,850</b> | -                                     | <b>236,303,680</b>       | <b>3,102,061,277</b>                |
| <b>Total as at 30 June 2019</b>  |                                  | <b>2,950,532,112</b>     | <b>30,752,386</b>           | -                          | <b>2,981,284,498</b> |                          | <b>124,816,963</b>        | <b>63,731,867</b> | -                                     | <b>188,548,830</b>       | <b>2,792,735,668</b>                |

During the period an amount of Tk. 303,435,470 has been transferred to Property Plant, & Equipments from Capital Work in Progress as the construction/installation of PPE has been completed and also available for use. Detail of such transfer has been given in note no. 7 of the Notes to the Financial Statements.

