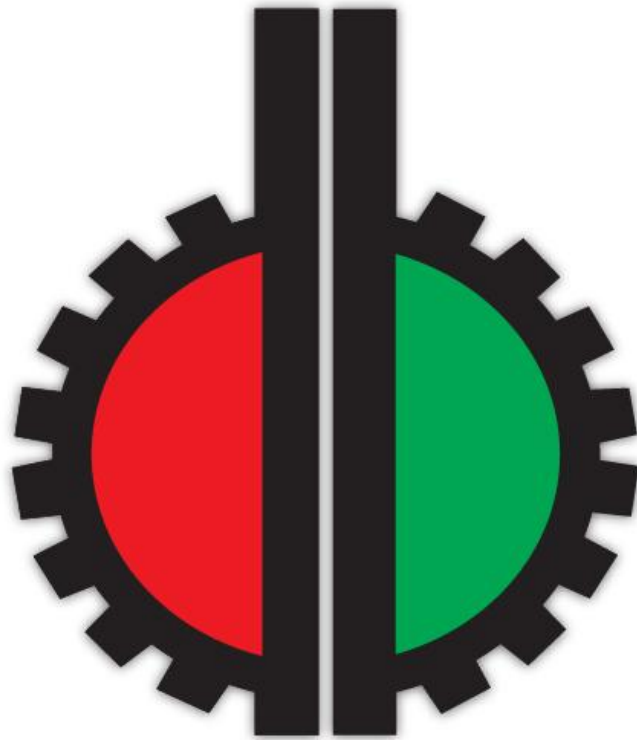




**ANNUAL
REPORT**
2022-2023



Deshbandhu Polymer Limited



Deshbandhu Polymer Limited



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Profile of Board of Directors



Golam Mostafa
Chairman

Mr. Golam Mostafa is one of the Sponsor Directors and Chairman of Deshbandhu Polymer Limited. He is one of the most promising and brilliant entrepreneurs that the Bangladesh Corporate World has ever witnessed. Mr. Mostafa, with his vibrant presence in the business arena over a period of three decades, has gathered immense knowledge of business and the know-how of corporate business. During the period he has made an immense contribution to Bangladesh economy. He has not only established himself as one of the fastest-moving and growing businessmen of his time, but also became a member of some of the most prestigious institutions, such as Dhaka Chamber of Commerce & Industry (DCCI), Bangladesh Fertilizer Association (BFA), American Chamber of Commerce in Bangladesh (AMCCB), Dhaka Club, Uttara Dharla Samity and Student Welfare Association, Shopping Complex Owners Association and Bangladesh Sugar Refinery Association. He is also a Director of Deshbandhu Sugar Mills Limited, Deshbandhu Cement Mills Limited, Sahera Auto Rice Mills Limited, Deshbandhu Fiber Limited, Deshbandhu Food & Beverage Limited, Deshbandhu Textile Mills Limited, Deshbandhu Packaging Limited, Deshbandhu Holdings Limited etc. Mr. Golam Mostafa was recognized as a Commercially Important Person (CIP) of Bangladesh in 2008.

As one of the early entrants and pioneers in the real estate business, he owns the Rapa Plaza in partnership, which is just an inkling to this visionary's farsightedness, as he walked into this partnership when Dhaka city was still to know of the 'now booming' shopping mall trend. Mr. Mostafa's superior entrepreneurship has always helped him to keep his pace and thoughts a step ahead from all others. Thus he was the first entrepreneur to set up the first ever Sugar Refinery in Bangladesh, which has now been solely dedicated in manufacturing and marketing of refined sugar.

Awarded with the National Awards for outstanding business activities in the field of Real estate and Sugar Industry, Mr. Golam Mostafa is surely one of the most Sought-after entrepreneur and industrialist of the current times.



Profile of Board of Directors



Golam Rahman
Managing Director

Mr. Golam Rahman is one of the Sponsor Directors as well as the Managing Director of Deshbandhu Polymer Limited. He is with an array of achievements and recognitions already listed in his name, is one of the most promising and eminent entrepreneurs of current times. Mr. Golam Rahman grew up in an ideal and noble Muslim family. He finished his schooling and college to eventually become a Commerce Graduate.

From the very beginning of his promising career as an entrepreneur, he had made his presence felt ever since he has entered the business scene right after graduation. Being an integral part of sought after institutions like Bangladesh Chamber of Commerce and Industries (BCCI), Bangladesh Fertilizer Association (BFA), and Uttara Dharla Students Welfare Association Dhaka. He is also a Director of Deshbandhu Sugar Mills Limited, Deshbandhu Cement Mills Limited, Sahera Auto Rice Mills Limited, Deshbandhu Fiber Limited, Deshbandhu Food & Beverage Limited, Deshbandhu Textile Mills Limited, Deshbandhu Packaging Limited, Deshbandhu Holdings Limited etc. Mr. Golam Rahman was recognized as a Commercially Important Person (CIP) of Bangladesh in 2013.

His journey has not been free of bumps and hurdles but the man had his vision and determination all set on his goal and never had he lost his focus for a moment.



Brig. Gen. Sarwar Jahan Talukder (Retd.) Director
Representative of Deshbandhu Distilleries Limited

Brig. Gen. Sarwar Jahan Talukder (Retd.), NDC, PSC; son of late Abdul Khaleque Talukder and Mrs. Suriya Talukder is a versatile Business acumen having his MBA from Royal Roads University of Canada. Proficient & amiable personality experienced with as a Chairman of Trading Corporation of Bangladesh (TCB), Director General of Defense purchase and Director of supply and transport directorate (DST), Bangladesh Army, logistic staff of UN employment and having experience with Government and private limited companies at top management executive. Currently he is the Nominee Director of Deshbandhu Polymer Limited (nominated by Deshbandhu Distilleries Limited).



Profile of Board of Directors



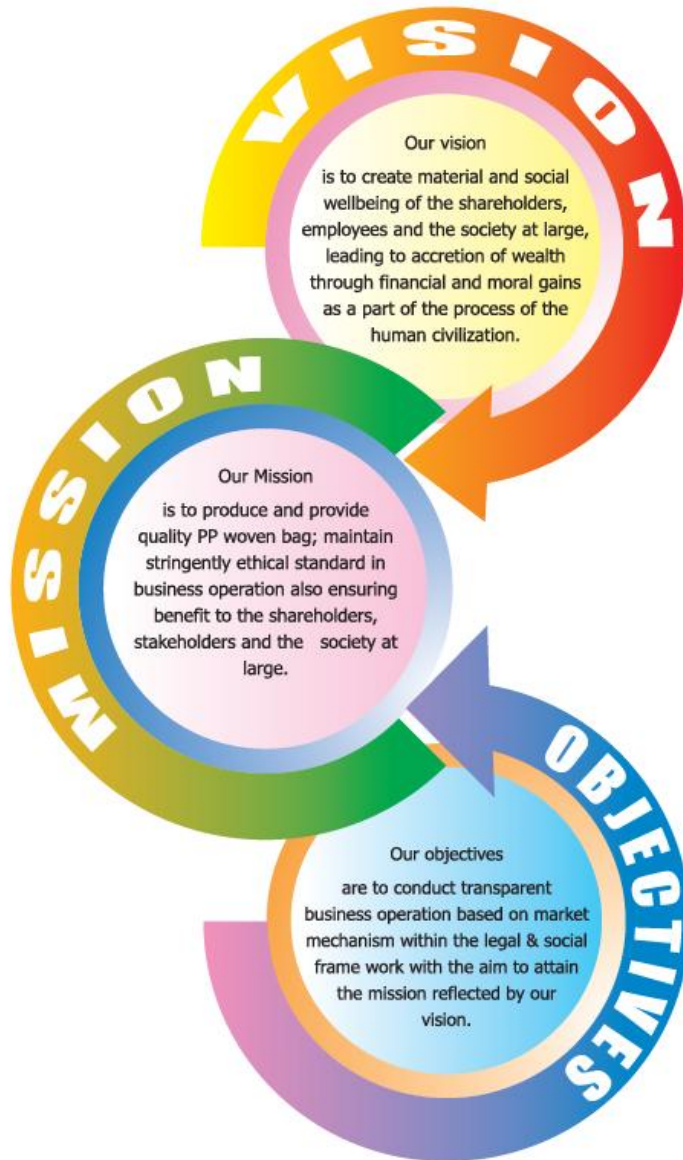
Engr. Md. Shakawat Hossain
Director, Representative of
Deshbandhu Sugar Mills Limited.

Engr. Mr. Shakhawat Hossain; son of Md. Abdul Baten Prodhan (freedom fighter) and Monoara Begum. He did his BSC in EEE from ADUST, Dhaka. He received verities training from India, China & Korea about WPP machineries & its productivity. In his Bright career of decades, he had taken Private Job at WPP sector. He has total 22 years working experiences in WPP sector, currently He is the Nominee Director of Deshbandhu Polymer Limited (Nominated by Deshbandhu Sugar Mills Limited).



Mr. Mohammad Khurshid Wahab
Independent Director

Mr. Mohammad Khurshid Wahab, son of Late Md. Abdul Latif and Late Khurshida Latif. He did his bachelor and masters degree from the University of Dhaka. He joined Bangladesh Bank as an Assistant Director in 1989 and retired as Executive Director in 2022. In 34 years outstanding career, he served many important departments of the Bank in various positions. His major expertise in the central banking includes banking supervision, policies and regulations formulation; foreign exchange policy and operation management. Mr. Wahab participated in many trainings, seminars and workshops at home and abroad and traveled USA, Russia, Canada, Switzerland, India, UAE, Singapore, Malaysia, Indonesia and the Philippines.





Letter of Transmittal

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

Sub: Annual Report for the year ended on June 30, 2023

Dear Sir (s),
We are pleased to enclose a copy of the Annual Report, 2022-2023 together with the Audited Financial Statements for the year ended on 30th June, 2023 along with the Auditors' Report and Directors' Report for your kind information and record.

Thanking you,

Sincerely yours,

Sd/-
Md. Liakat Ali Khan
Company Secretary

NOTICE OF THE 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th **ANNUAL GENERAL MEETING** of Deshbandhu Polymer Limited will be held on Monday, November 27, 2023 at 10.00. A.M by using a digital Platform (in compliance with the BSEC's Order) through the link: <https://deshbandhu.bdvirtualagm.com> to transact the following business:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2023 together with the Auditors' Report and the Directors' Report thereon.
2. To approve the dividend as recommended by the Board of Directors.
3. To retire and re-appoint of Directors under section 91(2) of the Companies Act 1994.
4. To re-appoint the Chairman and the Managing Director.
5. To appoint Auditors for the year 2023-2024 and fix their remuneration.
6. To appoint an Independent Director of the Company.
7. To appoint Corporate Governance Auditors for the year 2023-2024 and fix their remuneration.
8. Miscellaneous.

by order of the Board
Sd/-
Md. Liakat Ali Khan
Company Secretary

Dated, Dhaka
4 November 2023

Notes :

- i. The record date was on 23 October 2023. Shareholders, whose names were appeared in the share register of the company or in the depository register on that date will eligible to attend the Annual General Meeting and receive the dividend.
- ii) A member entitled to attend and vote at the Annual General Meeting may appoint a proxy in his stead. The proxy form duly executed and stamped, must be deposited to the company or sent through email to dpshare@dbg.com.bd at least 48 hours before the Meeting.
- III. In compliance with the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018, Annual Report 2022-2023 will be duly sent in the soft form to the shareholders' e-mail address available in their Beneficial Owner (BO) accounts maintained with the depository. In case of none receipt of the Annual Report, 2022-2023 through e-mail, shareholders may collect the same from the registered office or Share Office of the Company within 20 November 2023 by submitting a written application. Annual Report along with Proxy Form also available on the Company's website : www.deshbandhupolymer.com
- IV. The Shareholders will be able to submit their questions/ comments electronically before 72 hours of the commencement of the AGM through the link <https://deshbandhu.bdvirtualagm.com>
- V. Advance Income Tax (AIT) @15 %(instead of 10%) will be deducted from eligible cash dividends, if any one fails to update his/her BO account with the 12 digit e-Tin by 12 December, 2023.
- VI. The concerned Merchant Banks and all depository participants(DP) are requested to provide us a statement with the details (shareholders' Names, BO ID Numbers, client-wise shareholding position, gross dividend, receivable amounts, applicable tax rate and net dividend receivable) of their margin loan shareholders. They are also requested to provide us with their bank name, account number and routing numbers, etc. by 10 December 2023 at the companies corporate head office at Mostafa Center, House – 59, Road- 27, Block-K, Banani, Dhaka-1213.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Golam Mostafa	Chairman
Mr. Golam Rahman	Managing Director
Brig. Gen. Mr. Sarwar Jahan Talukder (Retd.), NDC, PSC	Director, Representative of Deshbandhu Distilleries Limited
Engr. Mr. Shakhawat Hossain	Director, Representative of Deshbandhu Sugar Mills Limited
Mr. Mohammad khurshid Wahab	Independent Director

BOARD AUDIT COMMITTEE

Mr. Mohammad khurshid Wahab	Chairman of the Audit Committee
Brig. Gen. Sarwar Jahan Talukder (Retd.) Representative of Deshbandhu Distilleries Ltd.	Member of the Audit Committee
Engr. Mr. Shakhawat Hossain Representative of Deshbandhu Sugar Mills Ltd.	Member of the Audit Committee

NOMINATION AND REMUNERATION COMMITTEE (NRC):

Mr. Mohammad khurshid Wahab	Chairman of the Nomination And Remuneration Committee
Brig. Gen. Sarwar Jahan Talukder (Retd.) Representative of Deshbandhu Distilleries Ltd.	Member of the Nomination And Remuneration Committee
Engr. Mr. Shakhawat Hossain Representative of Deshbandhu Sugar Mills Ltd.	Member of the Nomination And Remuneration Committee

Company Secretary & Chief Financial Officer

Mr. Md. Liakat Ali Khan	Company Secretary
Mr. Md. Acial Hoque	Chief Financial Officer

STATUTORY AUDITORS :
ANIL SALAM IDRIS & CO.
Chartered Accountants
House-57(2nd floor), Road-4,
Block-k, Banani, Dhaka-1213

BANKER :
DHAKA BANK LIMITED
Local office
115-120, Motijheel C/A
Dhaka-1000

COMPANY PROFILE

Authorized Capital	300,00,00,000.00 BDT
Paid-up Capital	613,651,500 BDT
Date of Incorporation	03-12-2006
Date of Conversion into Public Limited	05-08-2009
Starting Date of Commercial Production	17-12-2007
Consent for IPO from BSEC	September 19, 2010
Listing with DSE & CSE	January 17, 2011
Last AGM Date	December 14, 2022
Business Line	Manufacturer of the best quality PP Woven Bag in Bangladesh suitable for packing Food Grain, Wheat Flour, Chemicals, Cattle Feed, Fish Feed, Sugar, Fertilizer & many more things.

CORPORATE OFFICE :

Mostafa Center
House # 59, Road # 27,
Block # k, Banani, Dhaka-1213
Tel.: +88 02 41081491
Fax: +88 02 41081471
Email: dpishare@dbg.com.bd
Web.: www.deshbandhupolymer.com

SHARE OFFICE :

House No.-18 (2nd floor), Road No -22
Block-K, Banani, Dhaka-1213
Bangladesh

REGISTERED OFFICE & FACTORY:

Kawadi, Charsindur
Palash, Narsingdi
Bangladesh



Directors' Report to the Shareholders

Bismillahir Rahmanir Rahim

Distinguished Shareholders,

Assalamu Alaikum Wa Rahmatullah

On behalf of the Board of Directors of Deshbandhu Polymer Limited, I am delighted to welcome you to the 17th Annual General Meeting of your company and have the pleasure of presenting the Annual Report along with Audited Financial statements for the year ended 30 June, 2023. We present this Annual Report in compliance with the guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC).

Report on Management Discussion and Analysis

Global Economy & Current Economic scenario-2022-2023

Previously Bangladesh had a strong track record of growth and development, even in times of elevated global uncertainty. A robust demographic dividend, strong ready-made garment (RMG) exports, resilient remittance inflows, and stable macroeconomic conditions have supported rapid economic growth over the past two decades.

The country did make a rapid recovery from the COVID-19 pandemic supported by prudent macroeconomic policies with estimated GDP growth of 6.0 percent in FY 2022-2023. However, due to the Russia-Ukraine war, the Bangladesh economy faces considerable challenges with rising inflationary pressure, energy shortages, a balance-of-payments deficit, and a revenue shortfall. While the trade deficit narrowed in FY 2022-2023, a contraction in the financial account deficit resulted in a Balance of Payments (BOP) deficit and a decline in foreign exchange reserves. Despite various government initiatives to reduce imports, the crisis has barely been improved. As such, companies in Bangladesh are still struggling to open LCs for the import of raw materials due to prevailing the severe crisis of US dollars in our Country.

Financial performance of the Company

The revenue of the Company reported in 2022-2023 is Tk. 1094 million as against Tk. 1046 million for the same period of the previous year due to receiving various Government tenders enormously and successfully completing them during the financial year under review, the sales revenue of the Company has increased by BDT 47.98 million compared to the same period of last year.

Profitability was driven by a relentless focus on controlling direct material costs and increasing the efficiency of the supply chain, resulting in an increase in gross profit by BDT 14.82 million. The operating expenses had decreased by BDT 1.33 lac which is 0.10% less compared to the years 2021-22. Operating profit increased during the period to the same period of previous years mainly due to a decrease in marketing and selling expenses. Net profit and earnings per share have increased compared to the last year. This has been mainly due to an increase in sales volume and a reduction in sales and marketing expenses. That is why the profit before tax increased by BDT 19.73 million. Meanwhile, the deferred tax has been charged at Land 15% & Building 22.50% instead of Land 3% & 20%, thus the Net profit Margin has increased by BDT 6.87 million compared to last year. It stood at Tk. 3.60 in FY-2022-23, while it was Tk. 2.91 in FY-2021-22.

Accounting Policies and estimation for preparation of financial statements

Accounting Policies and estimation for preparation of financial statements are disclosed in "notes no. 2 and note no. 3 of the Audited Financial Statements.

Changes in Accounting Policies and Estimations

The accounting policies and estimation have been applied consistently. There is no such change in accounting policy estimation which has material impact on financial statements.

Comparative analysis of financial performance and financial position as well as cash flows for the current financial year with the immediate preceding five years.



Tk. in million

Particulars	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Revenue	1094	1046	773	824	799
Gross Profit	143	128	91	94	116
Net Profit before Tax	46	26	9.52	11.80	32.58
Net Profit after Tax	35	29	11.90	6.22	28.74
Earning per Share	0.59	0.47	0.20	0.10	0.47
NAV	19.20	18.93	18.07	10.48	10.72
NOCF per share	0.91	0.74	0.53	(0.94)	(0.95)

Golam Rahman
Managing Director

Industry outlook and possible future developments in the industry

The Industry of PP woven bags in Bangladesh is the most important sector. It is becoming one of the largest employers in the Polymer Sector in our country. We are becoming sustainable due to the management's efforts and strategic action. We hope that an encouraging future is waiting for the PP oven bag industry.

Production-wise Performance

We produced PP woven bags 40,332,440 paces against a total capacity of 65,045,000 paces which is 62% of production capacity. We earned a gross profit of Tk. 143,349,373 and a net profit of Tk. 35,960,239.

Risk Factors & Management's Perception about the Risks

International Financial Reporting Standard (IFRS) 7 - Financial instruments: Disclosures- Requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

Credit Risk:

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from institutional and export customers etc.

Management Perception

In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are related to sale of PP woven bags, the only product of the company. The maximum exposure to credit risk is represented by the carrying amount of each financial assets in the statement of financial position.

Interest Rate Risk

Interest rate risk is the risk that company faces due to unfavorable movements in 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

Management of the company emphasizes on equity based financing to reduce dependency on borrowed fund. Therefore, fluctuation of interest rate on borrowing would have lower impact upon the financial performance of the company. Moreover, management of the Company continuously reduced the long term debt balance.



Exchange Rate Risk

Exchange rate risk occurs due to changes in exchange rates. As the Company imports raw materials and plant and Machinery from abroad and also earns a small amount of revenue in foreign currency, unfavorable volatility or currency fluctuations may affect the profitability of the Company. If exchange rate is increased against local currency, opportunity will be created for generating more profit.

Management Perception

The management is always alert in minimizing the negative impact of currency fluctuation cost by identifying new sources of raw materials and constantly negotiating with suppliers for reducing price. Furthermore by intensifying of export, the company enjoys the benefits of any further devaluation of BDT against foreign currency.

Industry Risks

The Company is operating in a highly competitive market. Some of the competitors in this sector are larger than Deshbandhu polymer limited and have broader range of products that may enable them to expand their market share. The business, financial condition and prospects of the Company could be adversely affected if it is unable to compete with its competitors.

Market and Technology Related Risks

Technology always plays a vital role for each and every type of business. Better technology can increase productivity and reduce costs of production. Firms are exposed to technology risks when there are better technologies available in the market than the one used by the company which may cause technological obsolescence and negative operational efficiency.

Management Perception

Deshbandhu polymer limited has setup its project with modern brand new imported machineries. Furthermore, routine and proper maintenance of equipment's carried out by the company ensures longer service life for the existing equipment and facilities.

Potential or Existing Government Regulations

The Company operates under the Company's Act 1994 and other related regulations, the Income Tax Ordinance 2023, Income Tax Rules 1984, Customs Act, 1969, The Value Added Tax and Supplementary Duty Act, 2012 and The Value Added Tax and Supplementary Duty Rules, 2016. Any abrupt changes of the policies made by the regulatory authorities may adversely affect the business of the Company. The policies made by the regulatory authorities may adversely affect the business of the Company.

Management Perception

Unless any adverse policies are made, which may materially affect the industry as a whole; the business of the company will not be affected. PP woven bags full-fill a very basic need for the packaging of sugar, cement, fertilizer, poultry feed, fisheries feed etc. As this is a very basic requirement for industrial use of the country, it is unlikely that the government will initiate any fiscal measure having adverse effect on the growth of the industry. The government is going to make it mandatory to use bags, these may effect the further growth of the company.

Potential Change in Global or National Policy

The company operates its business based on imported raw materials. Financial and operating performance of the company may be adversely affected due to unfavorable change in global and national policy.

Management Perception

All the market players in this industry operate based on mainly imported raw materials and in compliance with national as well as global policies/practices. Any changes in policies will affect all the competitors almost equally. DPL's market standing, brand image and groups behind the company will put it in a comparatively better position to handle any adverse policy.

Non-operating History

Any interruption in the operations of the company affects the company's image as a going concern. Failure to ensure uninterrupted operation reduces profitability and in the long run weakens the fundamentals of the company.

Management Perception

There is no history of disruption in the operation of the company.



Operational Risk

Shortage of power supply, labor unrest, unavailability or price increase of raw material, natural calamities like flood, cyclone, earth quack etc. may disrupt the production of the Company and can adversely impact the profitability of the Company.

Management Perception

Power requirement for the project is 0.8 MW which is meeting up from its sister concern namely Deshbandhu Sugar Mills Limited who generate power through its own steam generator. Besides this the company has also a gas base generator with a capacity of 1MW. The project of the Company is situated at a high land having less record of flood. The factory building has strong RCC foundation, RCC floor, pre-fabricated steel structure to withstand wind, storm, rain etc. along with good drainage facility. The risks from these factors are also covered through Insurance. The company is also facilitated to keep a rational reserve for any future price escalation of the raw materials.

Cost of goods sold, Gross profit Margin and Net Profit Margin:

1. The cost of goods sold is Tk. 951,190,623 in 2022-2023 and Tk. 918,031,858 was in 2021-2022
2. The gross profit ratio is 13.10% in 2022-2023 and was 12.28% in 2021-2022
3. The net profit margin in 3.29% 2022-2023 and 2.78% in 2021-2022

CONTINUITY OF ANY EXTRA-ORDINARY GAIN OR LOSS:

During the year 2022-2023 there was no such income.

Related party transactions:

During the year, the company carried out a number of transactions with related parties in the normal course of business and on arms length basis. The name of these related parties, nature of transactions and their total value have been set in accordance with the provisions of IAS-24

Name	Nature of relationship	Nature of transactions	2022-2023 Taka	2021-2022 Taka
Deshbandhu Sugar Mills Ltd.	Share Holder	Short Term Funding	Nil	Ni
		Account Receivables	5,065,071	Dr.13,229,193
Deshbandhu Cement Mills Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	16,384,396	Dr. 2,258,693
Commodities Trading Company	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	1,650,032	Dr. 1,708,482
Deshbandhu Packaging Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	-	5835684
Deshbandu Consumer & Agro Products Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	786,029	786,029
M R Trading	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	1,393,700	Dr.1,393,700
Sahera Auto Rice Mills Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	4,441,845	Dr. 1,812,928
Deshbandhu Food & Beverage Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	157,680	Dr. 589,680



Utilization of proceeds from public issues, right issues and/or any others instruments:-

IPO of Deshbandhu Polymer Limited was made in the year 2010 and the fund raised thereby has already been utilized as reported to the regulatory authority.

Significant Deviation:

In the preceding year, the cost of Production was Tk. 24.79/ Pcs where in the current year is Tk. 23.69 / Pcs. This savings has been achieved, bringing efficiency in production, efficiency in Raw Material Mixing, and reducing rejection significantly compared to last year. As a result, Gross Profit has been increased by 0.82% and impacted on positive growth of 23.30% in EPS.

In last year CWIP was categorized under current assets. This is reclassified under property Plant & Equipment in the current year. As a result of this reclassification, PPE has been increased Tk. 31,827,011 accompanied by a corresponding decrease in Adv., Dep. & Prepayments of the same amount. As a result, this adjustment led to a reduction in the operating cash flow Tk. 0.25 / share.

In the previous year, an incorrect tax rate was applied to the revaluation surplus, leading to an improper increase in the DTL by BDT 44,075,889. This error stemmed from a failure to adhere to the correct tax rate specified in the ITO of 1984, as well as a failure to account for the discharge of tax liability related to revaluation reserves. Consequently, the revaluation reserve was inaccurately reported, being understated by the same amount, BDT 44,075,889 and discharge of DT BDT 1,299,800 in the year ended 30 June 2022.

During the year under review, the company rectified this issue by applying the appropriate tax rate on the revaluation surplus in accordance with the ITO of 1984. This is corrected on Deshbandhu Polymer Limited which resulted in an increase in the NAV / share.

Remuneration to Directors including Independent Director:

No remuneration is received by the Board of Directors & Independent Director.

Corporate and Financial Reporting Framework:

The Law requires that the financial statements of our company follow international financial reporting standards (IFRS) and Bangladesh financial standards (BFRS). This has been done by presenting the financial position and performance of the company fairly. In compliance with the requirements of the BSEC's notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 3, 2018 the Directors are pleased to make the following declarations in their report:

1. The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
2. Proper books of account of the company have been maintained.
3. Appropriate accounting policies have been consistently applied in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
4. International Accounting Standards (IAS) / Bangladesh Accounting Standards (BAS) /International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.
5. The system of internal control is sound in design and has been effectively implemented and monitored.
6. There are no significant doubts upon the Company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.
7. Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.
8. Key operating and financial data of at least preceding 5 (five) years shall be Summarized (Annexed- D).



9. If the issuer company has not declared a dividend (cash or stock) for the year, the reasons thereof shall be given.
10. Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend.
11. The number of Board meetings held during the year and attendance by each director shall be disclosed in the Directors' Report. (Annexure- H).
12. The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name-wise details) (Annexure – E).
13. In case of the appointment/re-appointment of a directors of the company shall disclose the following information to the shareholders.
14. A Management's Discussion and Analysis signed by CEO or MD presenting a detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on.
15. Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and
16. The report as well as the certificate regarding compliance with the conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.

Going Concern:

The company has adequate resources to continue operational existence for the future. For this reason, the company continues to adopt the going concern basis in preparing the financial statements and there is no doubt, whatsoever, upon the company's ability to continue as a going concern.

Dividend:

The Board of Directors has recommended a 2.5% cash dividend for all Shareholders of the company for the year ended 30 June, 2023. The shareholders whose name will appear in the share register of the company or in the depository register on the record date will be eligible to attend the Annual General Meeting and to receive the dividend.

Dividend Distribution Policy

[Pursuant to the Companies Act 1994 and Bangladesh Securities and Exchange Commission's rules and regulations] The Dividend Distribution Policy has been prepared and adopted in compliance with the provisions of the Companies Act, 1994, Directives No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021 of the Bangladesh Securities and Exchange Commission (BSEC).

The purpose of the policy is to comply with the Directives of the Bangladesh Securities and Exchange Commission (BSEC) The parameters set out in the policy are applicable for the distribution of dividend

Manner and procedures of Cash dividend payment

- i) Cash dividend shall be paid directly to the Shareholder's bank account:
 - ii) Through Bangladesh Electronic Fund Transfer Network (BEFTN);
 - iii) Through bank transfer or any electronic payment system as recognized by the Bangladesh Bank (if not possible through BEFTN);
 - iv) In case of margin loan and claim by loan provider, through the Consolidated Shareholder's Bank Account (CCBA);
 - iv) To the separate bank account of the merchant Banker or portfolio manager through BEFTN;
 - v) Through the security custodian following Foreign Exchange Regulation for non-resident sponsor, director, shareholder or foreign portfolio investor (FPI); if any.
 - vi) Through the issuance of a Cash Dividend warrant and sending it through the post in case of non-availability of information of the shareholder.



Manner and procedure of stock dividend distribution:

The stock dividend shall be credited within 30 (thirty) days of approval subject to the clearance of the regulatory requirement, if any from BSEC, exchange(s) and the Central Depository Bangladesh Limited (CDBL):

- i . To the BO account;
- ii . To the suspense BO Account for undistributed or unclaimed stock dividend/bonus shares;
- iii . The bonus dividend shall be transferred to the suspense BO account if the BO account is not available or the BO account is inactive;
- iv . The sale proceeds of fractional bonus dividend shall be paid off as per circular of BSEC or other regulatory authority from time to time.

Issuance of Bonus Share:

To ensure rightful ownership of the bonus shares the Company shall follow the directives issued by BSEC from time to time.

Timeline for dividend pays off:

- I . Cash and Stock Dividend shall be paid off to the entitled shareholder within 30 (thirty) days of approval.
- II . Amount of declared cash dividend payable for the concerned year/period shall be kept in a separate bank account within 10 (ten) days of declaration of a cash dividend by the board of directors of the Company and as per circular of regulatory authority from time to time.

Unpaid or unclaimed or unsettled cash dividends shall be settled as per instructions of BSEC from time to time.

Tax matters

Tax will be deducted at the source as per applicable tax laws.

Amendments / Modifications

To the extent any change/amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with the law. Such an amended policy shall be placed before the Board for approval.

Future Plan:

Considering more and more competition in the domestic market, the management has taken various steps to divert production towards increase of sales. In the future production capacity expansion is envisaged with a view to increase production volume thereby increasing sales and profit to the benefit of all shareholders.

Retire and re-appointment of Directors of the Company

In accordance with the provisions of Article no. 127 of the Articles of Association of the Company the following 02 (two) of the Directors of this company are retiring by rotation in this 17th Annual General Meeting and all of them are eligible under Article no 127 of the Articles of Association for reappointment as Directors in this Annual General Meeting of the company:

1. Mr. Golam Mostafa
2. Mr. Golam Rahman

The Board of Directors of this company has recommended for re-appoint of the retiring Directors and placed the matter before shareholders at the forthcoming 17th Annual General Meeting. The brief resumes of the noted 02 (Two) Directors have been appended along with the other directors' resumes hereinbefore this report.

Reappointment of the Chairman

In accordance with section 153 of the Articles of Association of the Company, the Chairman's period of tenure has expired this year and the Board of Directors has felt that Mr. Golam Mostafa is dynamic and eligible to continue as Chairman for the next five Years. In this regard, the agenda will be approved in the ensuing Annual Geranial Meeting of the Company.

Reappointment of the Managing Director

In accordance with section 152, the Managing Director period of tenure has expired and the Board of Directors has felt that Mr. Golam Rahman is dynamic and eligible to continue as Managing Director for the next five Years. In this regard, the agenda will be approved in the ensuing Annual Geranial Meeting of the Company.

Independent Director

Pursuant to the BSEC's Corporate Governance Code 2018, the tenure of office of the Independent Director, Mr. Mofiz Uddin Chowdhury has expired on 30 June 2023. Subsequently after obtaining approval from the Bangladesh Securities and Exchange Commission the Board of Directors of the Company appointed Mr. Mohammad Khurshid Wahab as a new Independent Director of Deshbandhu Polymer Limited subject to the confirmation from the ensuing 17th Annual General Meeting of the Company.



Auditor:

TAs per condition under clause (b) of the Order dated 10.10.2001, No. SEC/CMRRCD/20009 193/104/ Admin.....Dated July 27, 2011 imposed by Securities and Exchange Commission, the retiring auditor M/s.Fames & Co., Chartered Accountants are not being eligible for reappointment as their assignment was as auditors for 3 (Three) consecutive years.

Therefore, as per Order No. SEC/CMRRCD/2009-193/104/Admin..... Dated July 27, 2011 of Bangladesh Securities and Exchange Commission, the new Auditors **M/S. Anil Salam Idris & Co.** Chartered Accountants expressed their willingness to carry out audit for the year 2023-2024.Their offer may be accepted at the forthcoming 17th Annual General Meeting of the Company at a fee of Tk.1,25,000.00(One lac twenty five thousand Only).

Shareholding Pattern:

The shareholding combination as per Clause-1.5(xxi) of Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006/158/207/Admin/80, dated June 3, 2018 has been shown separately at (Annexure: -E)

ANNEXURE - D

05 (Five) Year's Financial Highlights

[As per condition No. 1(5) (xix)]

Particulars	2023	2022	2021	2020	2019
Revenue	1,094,539,996	1,046,562,186	773,807,394	824,577,244	799,252,742
Cost of Doods Sold	(951,190,623)	(918,031,857)	(682,505,268)	(729,930,375)	(682,695,931)
Gross Profit	143,349,373	128,530,329	91,302,125	94,646,869	116,556,811
Operating Expenses					
Administrative Expenses	(15,786,847)	(16,337,849)	(14,904,729)	(15,231,263)	(17,721,315)
Selling and Distribution Expenses	(5,422,716)	(5,004,255)	(9,261,265)	(8,945,103)	(10,219,725)
Total Operating Expenses	(21,209,563)	(21,342,104)	(24,165,994)	(24,176,366)	-
Operating Profit	122,139,810	107,188,225	67,136,131	70,470,503	88,615,771
Financing cost	(79,083,767)	(84,748,996)	(79,042,355)	(80,562,912)	(70,642,730)
Other Income	5,847,759	5,744,046	21,908,703	22,489,884	16,236,492
	-	(79,004,950)	(57,133,652)	12,397,476	34,209,533
Profit/(Loss) before WPPF and income tax	48,903,801	28,183,276	10,002,479	12,397,476	-
Provision for Contribution To WPPF	(2,328,752)	(1,342,061)	(476,309)	(590,356)	(1,629,025)
Profit/(Loss) before Tax	46,575,048	2,684,1215	9,526,170	11,807,120	32,580,507
Income Tax (Expenses)/Income					
Current tax	(12,302,341)	(6,313,837)	4,774,297	(5,082,403)	(8,145,127)
Deferred tax	1,687,532	8,565,582	7,152,410	(502,643)	4,307,665
	(10,614,810)	2,251,745	2,378,114	(5,585,046)	-
Profit after tax for the year	35,960,239	29,092,961	11,904,284	622,2074	28,743,046
Other Comprehensive Income/(Loss)	(37,839)	41,498	219,202	-	-
Total Comprehensive Income for the year	35,922,400	29,134,459	12,123,486	622,2074	28,743,046
Earning Per Share of Tk. 10 each	0.59	0.47	0.20	0.10	0.47
NAV Per Share	19.20	18.93	18.76	10.48	10.72
NOCF Per Share	0.91	0.74	0.53	0.94	(0.95)



ANNEXURE - E PATTERN OF SHAREHOLDING AS ON 30 JUNE, 2023

[As per condition No. 1(5) (xxiii)]

Sl. No.	Shareholder's Group		No. of Share held
1.	Mr. Golam Mostafa	Chairman	1,227,303
2.	Mr. Golam Rahman	Managing Director	2,173,858
3.	Brig. Gen. (Retd.) Sarwar Jahan Talukder Nominated By Deshbandhu Distilleries Ltd.	Director	1,227,303
4.	Engr. Md. Shakawat Hossain Nominated By Deshbandhu Sugar Mills Limited	Director	14,726,866
5.	Tabassum Mostafa Nominated By Deshbandhu Shipping Limited	Shareholder	1,227,303
6.	Mr. Md. Mainul Islam Lal	Shareholder	151
7.	Mr. Md. Akheruzaman	Shareholder	151
8.	Mr. Provash Chokrobarti	Shareholder	151
9.	Mr. Md. Abdul Khaleque	Shareholder	151
10.	Late Golam Rasul Putul	Shareholder	151
12.	Mohammad khurshid Wahab	Independent Director	Nil
13.	Chief Financial Officer and his spouse and minor children	-	Nil
14.	Company Secretary and his spouse and minor children	-	Nil
15.	Head of Internal Audit and his spouse and minor children	-	Nil
16.	Executive (Top five salaried person other than CEO, CFO, CS.)	-	Nil
		TOTAL	20,583,388

Shareholders holding ten percent (10%) or voting interest in the company (Name wise details).

Sl. No.	Shareholding position	No. of Share	Remarks
01.	Deshbandhu Sugar Mills Limited	14,726,866	Mentioned in the Sl.No.4



ANNEXURE - F
Classification of Shareholders by Holding 61,365,150 Shares
as on 30 June, 2023

Sl. No.	Range of Shareholding	No. of holders	Holding	Percentage %
1.	Less than 500 shares	2,278	370,104	0.603%
2.	500 to 5,000 shares	4,156	6,249,161	10.184%
3.	5,001 to 10,000 shares	445	3,468,731	5.653%
4.	10,001 to 20,000 shares	287	4,347,752	7.085%
5.	20,001 to 30,000 shares	119	2,962,382	4.828%
6.	30,001 to 40,000 shares	69	2,399,858	3.911%
7.	40,001 to 50,000 shares	39	1,795,139	2.925%
8.	50,001 to 1,00,000 share	87	6,115,814	9.966%
9.	1,00,001 to 10,00,000 share	53	13,073,576	21.305%
10.	10,00,001 to 100,00,00,000 shares	6	20,582,633	33.541%
Total		7,539	613,65,150	100%

Category wise shareholding as on 30th June, 2023 is summarized as follows :

Category	Total Shareholders	Total Shareholding	Percentage%
Sponsor Directors and Shareholders	10	20,583,388	33.542 %
General Public (Including Financial Institute)	7,539	40,781,762	66.458 %
Total	7,549	61,365,150	100 %



ANNEXURE - G

Brief Resume of Appointde/Reappointed Directors

[As per condition No. 1(5) (xxiv)]

Mr. Golam Mostafa

Mr. Golam Mostafa is one of the Sponsor Directors and Chairman of Deshbandhu Polymer Limited. He is one of the most promising and brilliant entrepreneurs that the Bangladesh Corporate World has ever witnessed. Mr. Mostafa, with his vibrant presence in the business arena over a period of three decades, has gathered immense knowledge of business and the know-how of corporate business. During the period he has made an immense contribution to Bangladesh economy. He has not only established himself as one of the fastest-moving and growing businessmen of his time, but also became a member of some of the most prestigious institutions, such as Dhaka Chamber of Commerce & Industry (DCCI), Bangladesh Fertilizer Association (BFA), American Chamber of Commerce in Bangladesh (AMCCB), Dhaka Club, Uttara Dharla Samity and Student Welfare Association, Shopping Complex Owners Association and Bangladesh Sugar Refinery Association. He is also a Director of Deshbandhu Sugar Mills Limited, Deshbandhu Cement Mills Limited, Sahera Auto Rice Mills Limited, Deshbandhu Fiber Limited, Deshbandhu Food & Beverage Limited, Deshbandhu Textile Mills Limited, Deshbandhu Packaging Limited, Deshbandhu Holdings Limited etc. Mr. Golam Mostafa was recognized as a Commercially Important Person (CIP) of Bangladesh in 2008.

As one of the early entrants and pioneers in the real estate business, he owns the Rapa Plaza in partnership, which is just an inkling to this visionary's farsightedness, as he walked into this partnership when Dhaka city was still to know of the 'now booming' shopping mall trend. Mr. Mostafa's superior entrepreneurship has always helped him to keep his pace and thoughts a step ahead from all others. Thus he was the first entrepreneur to set up the first-ever Sugar Refinery in Bangladesh, which has now been solely dedicated in manufacturing and marketing of refined sugar.

Awarded with the National Awards for outstanding business activities in the field of Real estate and Sugar Industry, Mr. Golam Mostafa is surely one of the most sought-after entrepreneur and industrialist of the current times.

Mr. Golam Rahman

Mr. Golam Rahman is one of the Sponsor Directors as well as the Managing Director of Deshbandhu Polymer Limited. He is with an array of achievements and recognitions already listed in his name, is one of the most promising and eminent entrepreneurs of current times. Mr. Golam Rahman grew up in an ideal and noble Muslim family. He finished his schooling and college to eventually become a Commerce Graduate.

From the very beginning of his promising career as an entrepreneur, he had made his presence felt ever since he has entered the business scene right after graduation. Being an integral part of sought after institutions like Bangladesh Chamber of Commerce and Industries (BCCI), Bangladesh Fertilizer Association (BFA), and Uttara Dharla Students Welfare Association Dhaka. He is also a Director of Deshbandhu Sugar Mills Limited, Deshbandhu Cement Mills Limited, Sahera Auto Rice Mills Limited, Deshbandhu Fiber Limited, Deshbandhu Food & Beverage Limited, Deshbandhu Textile Mills Limited, Deshbandhu Packaging Limited, Deshbandhu Holdings Limited etc. Mr. Golam Rahman was recognized as a Commercially Important Person (CIP) of Bangladesh in 2013.

His journey has not been free of bumps and hurdles but the man had his vision and determination all set on his goal and never had he lost his focus for a moment.

Mr. Mohammad Khurshid Wahab

Mr. Mohammad Khurshid Wahab, son of Late Md. Abdul Latif and Late Khurshida Latif. He did his bachelor and masters degree from the University of Dhaka. He joined Bangladesh Bank as an Assistant Director in 1989 and retired as Executive Director in 2022. In 34 years outstanding career, he served many important departments of the Bank in various positions. His major expertise in the central banking includes banking supervision, policies and regulations formulation; foreign exchange policy and operation management. Mr. Wahab participated in many trainings, seminars and workshops at home and abroad and traveled USA, Russia, Canada, Switzerland, India, UAE, Singapore, Malaysia, Indonesia and the Philippines.

Conclusion:

The Board of Directors takes this opportunity to express its sincere appreciation and gratitude to the valued customers, bankers and other stakeholders for their continued support and cooperation. The Board also expresses its profound gratitude to Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange Limited (DSE), Chittagong Stock Exchange Limited (CSE), Registrar of Joint Stock Companies and Firms (RJSC),



Central Depository Bangladesh Limited (CDBL) and all other concerned bodies for their help, assistance, valuable guidance and advice being extended to the company from time to time.

On behalf of the Board of Directors, I am also expressing my appreciation to the management and all staff of the Company for their outstanding efforts, loyalty, sincere services and dedication.

The Directors are pleased to record with appreciation and gratitude the co-operation and support provided by shareholders, customers, banks, workers and employees of the company without whose active support; the result would not have been possible.

Looking forward to a bright future for all of us.

Thanking you,

On behalf of the Board of Directors,

Golam Mostafa
Chairman

ANNEXURE - H

Board Meeting and Attendance as on June 30, 2023

[As per condition No. 1(6)]

During the year under report, 15(Fifteen) Board Meetings were held. The attendance records of the Directors were as follows:

SL	Name of Directors	Position	Meeting Held	Attendance	Remarks
1.	Mr. Golam Mostafa	Chairman	15	08	
2.	Mr. Golam Rahman	Managing Director	15	15	
3.	Brig. Gen. Sarwar Jahan Talukder (Retd.) Director, Representative of Deshbandhu Distilleries Ltd.	Director	15	12	
4.	Engr. Mr. Md. Shakawat Hossain Director, Representative of Deshbandhu Sugar Mills	Director	15	08	
5.	Mr. Md. Mofiz Uddin Chowdhury	Independent Director	15	04	



Code Of Conduct & Ethical Standards

Our code of conduct and ethical standards addresses ethical conduct in our work environment, business practices, and relationship with external stakeholders. Deshbandhu Polymer sets out the guiding principles known as the “Code of Conducts and Ethical Standards” as well as ensures the highest ethical standards in all of the Company’s business dealings. Our code of conduct guides us in our daily business interactions, reflecting our standard of proper behavior and our corporate values.

The code clearly conveys to each of us the manner in which we achieve our business. The code of conduct shall abide by all of the people of Deshbandhu Polymer Limited including Directors, Officers and all employees of the Company and its associates for the best interest of the Company. Vendors and suppliers are also subject to these requirements as adherence to the code is a condition for conducting business with Deshbandhu Polymer Limited. The code of conduct is often updated and reissued by the Board of Directors to cope up with the changing needs of stakeholders. We at Deshbandhu Polymer limited are very keen to conduct our business according to our predetermined “Code of Conducts” for improving honesty and transparency in doing business so that it can achieve the trust of its stakeholders.

Compliance with laws, rules and regulations

Deshbandhu Polymer Limited and all its employees are bound by the law. All employees must follow at all times the applicable laws, rules, and regulations as prevailing in Bangladesh. Employees having doubts or questions about the applicability of the code of conduct is always welcome to contact the top management.

Conflict of interest

A “conflict of interest” exists when an employee’s personal interest interferes with the best interest of the Company. The Directors and Management personnel are expected to avoid and disclose any activity or association that creates or is supposed to create a conflict between their personal interests and the Company’s business interests. If any relationship or association creates anything which is deemed to be material then it should be disclosed and permission should be taken thereby from the audit committee as well as the Board of Directors. In performing their duties, all employees of Deshbandhu Polymer Limited are expected to use their judgment to act, at all times and in all possible ways, in the best interest of the Company. Employees should attempt to avoid conflict of interest and employees who believe a conflict of interest may exist should promptly notify top management. The top management will consider the facts and take instant corrective action if needed.

Prohibition of Insider Trading

Directors or employees of Deshbandhu Polymer Limited and any of its sister concerns are prohibited from using any “material,” “nonpublic” and “price-sensitive” information acquired personally and/or through others within the company, or through contact with clients or anyone it deals with in working within the company, its clients, suppliers or business partners, as to buy or sell any securities options, etc.

- i . It is a clear violation of the company’s policy, ethical obligations and the law to engage in insider trading by any of the Directors or employees of the company.
- ii. The company also prohibits “tipping,” which occurs when one person provides material, nonpublic information to another person, and that person trades on the basis of the information to his or her benefit.

Business relationships

Directors and management are not allowed to make any business relationship that may hamper the Company’s image in the country. They must not make any commitment that the Company cannot honor because the business of the Company is expected to be conducted legally and ethically.



Corporate disclosure

Directors and senior management personnel are liable to full, fair, accurate, timely, understandable and relevant disclosure in reports and documents it files with or submits to the regulatory bodies and publishes through the medium of public communications. They are not allowed to misrepresent either intentionally or cause others to misrepresent, facts about the Company to others within or outside the Company including its audit committee, statutory auditors and Govt. regulators and investors.

Privacy and Confidentiality

Directors and management personnel must ensure confidentiality of such information which may influence the capital market directly or indirectly. In essence, they are not allowed to disclose any forward-looking statements or information regarding the proceeding of board meetings/committee meetings / internal meetings or any tentative decisions about to be taken in those meetings. The following information along with other information as directed by the chairman of the board may be termed as confidential:

- Information on trade and any trade secrets
- Confidential and privileged information regarding customers and employees
- Information relating to mergers and acquisitions
- Dividend, stock splits and divestitures, etc.
- Plans relating to business issues and decisions which is not available in the public domain at that point in time.
- Confidential information or forward-looking information only can be disclosed with prior permission from appropriate authorities or as legally mandated.

Fair dealing

Any personnel of the Company must not discriminate against any employee, customer, supplier or any business partner based on caste, religion, gender or disability of any kind. Also, they must not give any unfair benefit to any employee, customer, supplier or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Health, safety & environment

The company must comply with all the relevant environmental, safety and health laws and regulations. They must run the operations in an environment-friendly manner and provide a safe, friendly and healthy working environment for all of its employees.

Applicability, amendment, modification & waivers

The comprehensive code applies equally to all employees, directors and management personnel. Directors shall communicate any suspected violations of the code promptly to the audit committee. Suspected violations will be investigated by the audit committee and appropriate action will be taken if the violation is confirmed. In consultation with the audit committee, the board of directors may

amend, modify or vary this code, subject to relevant provisions of laws, rules, regulations and guidelines in force. The board will not grant an exemption to this code. But in case of extra-ordinary situations the board may waive or grant a waiver for any one or more from this code but reasons and explanations of the exception must be approved, written and filed thereby. As this code does not specifically address every potential form of unacceptable conduct, directors should exercise good judgment to comply with the principles set out in this code. Therefore, directors should avoid any circumstances that will violate the spirit of this code of conduct.

Chairman, Nomination and
Remuneration Committee (NRC)



Governance of Board of Directors of Subsidiary Company:

There is no Subsidiary Company of Deshbandhu Polymer Limited.

Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).

The Board of Directors has designated Mr. Golam Rahman, Managing Director, Mr. Md. Acial Hoque, Chief Financial Officer, moreover Md. Abu Yousuf Rasel, CA. CC is Head of Internal Audit and Md. Liakat Ali Khan is continuing as Company Secretary of the company.

Role of the Chief Financial Officer, Company Secretary and Head of Internal Audit & Compliance:

Role of Chief Financial Officer (CFO):

The Chief Financial Officer (CFO) is responsible for the accounts and treasury functions of the company. In addition he attends the Board Meetings and present quarterly and Annual Financial reports in accordance with the BSEC rules as well as the provision of International Financial Reporting Standards(IFRS)/International Accounting Standards (IAS) as adopted in Bangladesh.

He is to certify to the Board regarding financial statements and financial transactions of the company according to the corporate governance guidelines as issued Bangladesh Securities and Exchange Commission (BSEC).

Role of the Head of Internal Audit and Compliance:

The head of Internal Control and Compliance is responsible for reporting to the Board/Audit Committee regarding any deviation from the accounting and internal control system of the company. He is also responsible for ensuring regulatory compliance of the company.

Role of Company Secretary

The corporate Governance Guidelines issued by the BSEC also require a listed company to appoint a company secretary, as distinct from other senior officials of the company. In pursuance of the same, the Board of Directors appointed a Company Secretary and defined his roles and responsibilities. In Deshbandhu Polymer Limited, among other functions, the key roles and responsibilities of the Company Secretary are:

- Advice and assist the members of the Board with respect to their accountabilities and responsibilities as Directors and compliance with their obligations under the Companies Act, stock exchange requirements and issue on BSEC's Corporate Governance, BSEC's Ordinance, Rules, Directives/Orders/Circulars etc.
- Ensures proper compliance with all relevant statutory and regulatory requirements.
- Communicates with the regulatory bodies/stakeholders of the company.

Requirement to attend Board of Directors Meetings:

The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board of Directors meetings:

As per the Corporate Governance Code of BSEC, the duties of the Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are:

- (a) The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;

(b) The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;

(c) The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.

Separate Role of the Chairman and Managing Director:

The Chairman and the Managing Director of Deshbandhu Polymer Limited are different persons selected from the Board of Directors. There is a clear division of responsibilities between the Chairman and the Managing Director. The respective responsibilities are borne by the Chairman and the Managing Director which is given hereunder:

Chairman's Core responsibilities:

The Chairman leads the company in the determination of its strategy and achievement of its objectives.

The Chairman is responsible for organizing the business of the company and ensuring its efficiency. The chairman facilitates the effective contribution and ensures that constructive relations exist amongst the directors.

Managing Director's Core responsibilities:

The managing Director is responsible for running the business and for formulations and implementing the business strategy and policy. He also has direct charge and overall control of the company on a day-to-day basis and is accountable to the board for the financial and operational performance of the company. He is to certify to the board regarding financial statements and financial transactions of the company in accordance with the corporate governance guidelines as issued by BSEC.

Board of Directors' Committee:

To ensure good governance in the Company, the Board has following sub-committees:-

- (i) Audit Committee.
- (ii) Nomination and Remuneration Committee (NRC):

Report of the Audit Committee

The Board of Directors has formed the Audit Committee required under the code of corporate governance of BSEC, with some specific assignments and by setting its terms of reference. The committee is comprised of our members, appointed by the Board of Directors of the Company. The Committee includes one independent Director.

AUDIT COMMITTEE:

The role of the Audit Committee is to monitor the integrity of the financial statements of the company, review of the same and when appropriate make its recommendations to the Board on matters including business risks, internal controls, compliance and audit. The Committee has to be satisfied by means of required information, proper and satisfactory internal control systems, identify and mitigate business risks and that the company's business is conducted in paper and financially sound manner.

The Audit Committee of Deshbandhu Polymer Limited has been constituted with the following persons as its members:

During the period under review the independent Director of this Company- Mr. Md. Mofiz Uddin Chowdhury performed as the Chairman of the Audit Committee.

Sl. No.	Name of the Members of the Audit Committee	Position of the Audit Committee
01.	Mr. Md. Mofiz Uddin Chowdhury	Chairman
02.	Brig. Gen. (Retd.) Sarwar Jahan Talukder Nominated By Deshbandhu Distilleries Ltd.	Member
03.	Engr. Md. Shakawat Hossain Nominated By Deshbandhu Sugar Mills Limited	Member
04.	Mohammad khurshid Wahab	Chairman Appointed as an independent Director on 7th July, 2023



During the period under review the independent Director of this Company Md. Mofiz Uddin Chowdhury and Mr. Golam Rahman existing Chairman and member of the committee and new appointed Mohammad Khurshid Wahab performed as the Chairman, Brig. Gen. Sarwar Jahan Talukder (Retd.), NDC, PSC, Director, Representative of Deshbandhu Distilleries Limited and Engr. Mr. Shakhawat Hossain, Director, Representative of Deshbandhu Sugar Mills Limited as member of the Audit Committee and Mr. Liakat Ali Khan, Company Secretary performed as the Secretary of the Audit Committee as per the Guidelines of the BSEC in this respect.

Meeting and Attendance by the Members:

During the financial year ended on 30 June, 2023 the Audit Committee had sat in 04 nos. of meetings and the proceedings of the meetings of the Audit Committee were reported regularly to the Board of Directors. The number of the Audit Committee meetings held and attendance of each member during the year 2022-2023 are mentioned below:

Name of the Members	Position of the Audit Committee	No. of Meetings held during the year ended 30 June, 2023	Meetings attended	Remarks
Mr. Md. Mofiz Uddin Chowdhury	Chairman	4	4	—
Mr. Golam Rahman	Member	4	4	—
Brig. Gen. Sarwar Jahan Talukder (Retd)	Member	4	4	—

Qualification of Members of the Audit Committee:

The Members of the Audit Committee of Deshbandhu Polymer Limited possess adequate knowledge on business management and all of them are financially literate as per the regulatory requirements and are also able to analyze and interpret, Corporate Laws, financial issues and financial statements. The Audit Committee has to coordinate with the Internal and External Auditors of this company as and when required. The committee has been empowered to examine the matters related to financial and internal control management and other affairs of the company. The Audit Committee ensures that adequate internal check and balance systems are in their place.

Roles and Responsibilities of the Audit Committee:

The Audit Committee of this Company has been playing an effective role in providing a bridge between the Board, Members and other Stakeholders. The roles and responsibilities of the Audit Committee are clearly mentioned in the Terms of Reference of the Audit Committee. The Audit Committee in fulfillment of the responsibility holds periodic meetings, at least once a in quarter and provides the appropriate decisions to the management. The Committee meetings usually considered operational performance, financial results, capital expenditures, product lines, procurement, raw materials, plant and machinery etc. The Audit Committee during the period under review had found that the overall internal control and management process of the company was satisfactory.

During the financial year ended 30 June, 2023 the Audit Committee of the company accomplished the following:

Oversee the financial reporting process

- Monitored and reviewed the quarterly, half yearly and periodic financial statements, other financial results of the company and basis of its review and recommendation the Board of Directors considered those and give its approval.
- Reviewed and recommended various issues in preparation for the quarterly and Annual Financial statements.
- Submitted reports to the Board of Directors on internal control issues and deviations on the basis of internal audit reports.



- Reviewed and monitored compliance issues with laws, rules, regulations, code of conduct, etc. with a view to safeguard the interest of all stakeholders of this company.
- Reviewed the performance of the external auditors of the company and assessed their independence;
- Reviewed the statements of significant related party transactions submitted by the management from time to time.
- Oversee other issues within the terms of the code of conduct of the audit committee.
- Recommended to the Board of Directors to consider the appointment of the statutory auditors of the company for the next financial year 2022-2023 in place of the auditor's consideration of the proposal of the stakeholders.

Activities of the Audit Committee during the period ended on 30 June 2023:

During the period ended on 30 June 2022, the Audit committee had discharged the responsibilities as mentioned below:

Internal Control:

Reviewed the effectiveness of internal control, also reviewed the audit objection and observation raised by the Internal Audit Department and action plans of the internal Audit department. It monitored and ensured that the system of internal control was in place, effectively administered. It recommended to the board of directors to take steps needed to improve the system of internal control derived from the findings of the internal and external auditors and from the understanding and consultations of the audit committee members. In view of all, the Audit Committee is opining that the internal control procedures are adequate to present a true and fair view of the activities and financial status of the company.

Financial Reporting:

Reviewed, among other issue, the quarterly, half yearly and the annual financial statements of the Company. It is recommended to the Board of Directors for adoption and circulation of those to the regulatory authorities as per the directives in this respect.

Audit Committee Reports:

The Audit Committee has prepared the annual audit committee report and submitting it to the Board which includes the composition of the audit Committee, its terms of reference, number of meetings held a summary of its activities during the financial year 2022-2023 and the existence of the internal audit services and summary of the activities for its inclusion in the audit report.

Internal Audit:

During the period under review the Audit Committee had also overseen and reviewed the procedure and tasks of the internal audit department. The Committee has been satisfied that the Internal Audit Team has the competency and qualifications to complete its mandates and accomplish according to the approved audit plans. It observed that the internal audit has full, free and unrestricted access to all activities, records, property and other issues necessary to perform its responsibilities. The audit committee also got the co-operation of the internal audit team in carrying out its duties and responsibilities during the financial year 2022-2023.

Related Party Transaction:

During the year the company had carried out considerable numbers of transactions in carrying out its operation and also with the related parties in its normal courses of business. The names of the related parties, the nature of the related party relationships about the transactions, the amount of the transactions and the amount of outstanding balances at the financial year ending have been monitored, disclosed and set out in the financial statements in accordance with the provisions of BAS-24 "Related Party Disclosures".

**External Audit:**

The Committee has forwarded the draft financial statements (which were placed to it by the management earlier) to the external auditors after its review. The Board has to approve the audited financial statements and place to before the members of the company for their discussion and consideration in the forthcoming 17th Annual General Meeting. It also reviewed the matters concerning the appointment and re-appointment and audit fees of the external auditors.

Reporting to the Authorities:

If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.

Reporting to the Shareholders and General Investors:

Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6) (b) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.

Mohammad Khurshid Wahab
Chairman of the Audit Committee



ANNEXURE - I

[As per condition No. 6]

NOMINATION & REMUNERATION POLICY AND EVALUATION CRITERIA

Introduction

The Nomination and Remuneration Policy is prepared and adopted in compliance with the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission in view to formulate and recommend proper, fair, transparent and nondiscriminatory nomination and remuneration for the Directors and Top Level Executives of the Deshbandhu Polymer Limited.

The Nomination and Remuneration Policy of Directors and Top Level Executives has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Deshbandhu Polymer Limited

Definitions

"NRC or the Committee" means Nomination and Remuneration Committee, "the Company" means Deshbandhu Polymer Limited, "Board" means Board of Directors of Deshbandhu Polymer Limited, "Director" means Member of the Board, "Top Level Executive" means the, Company Secretary, Chief Financial Officer, Head of Internal Audit, General Manager or equivalent positions and same level or ranked or salaried officials of the company.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been constituted by the Board of Directors of the Company as a subcommittee to assist the Board under Condition No. 6 of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission.

NRC is independent and responsible or accountable to the Board of Directors and to the Shareholders of the Company.

Objective

The objective of the NRC is to oversee, assist and guide the Board of Directors:-

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors and Top Level Executives.
- To devise a policy on the Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background and nationality.
- To the appointment, fixation of remuneration and removal of Directors and Top Level Executives.
- To formulate the criteria in respect to evaluate the performance of the Independent Director and the Board.
- To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- To develop, recommend and review the company's human resources and training policies.
- To recommend a Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principles of corporate governance.

Nomination and Appointment of Directors and Top Level Executives

The committee is responsible for ensuring that the procedures for nomination and appointment of Directors and Top Level Executives take place in a transparent, rigorous and non-discriminatory way. The committee is also responsible for identifying and ascertaining the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality and other relevant personal values & attributes for nomination and appointment of Director and Top Level Executives.

Remuneration for Directors and Top Level Executives

The committee shall oversee, review and make a report with recommendations to the Board on the level and composition of remuneration is reasonable and sufficient to attract, motivate and retain suitable, dependable and skilled Directors and Top Level Executives. They also consider and review that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks, remuneration to the Director and Top Level Executive involves a balance between fixed and incentive reflecting short and long-term performance objectives appropriate to the working of the company and its goals.



Evaluation Of Performance

Evaluation of the performance of Directors is carried out through the completion of a preset confidential questionnaire and/or collective feedback or any other effective criteria adopted by the Board yearly or at such intervals of its work, function and performance as may be considered necessary in order to ascertain the effectiveness and to measure the contribution of the Directors as well as the Top Level Executives of the Company.

Validation of the Policy

This policy on Nomination and Remuneration of Directors and Top-Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Deshbandhu Polymer Limited.

Amendments to the Policy

The Board reserves the right to amend and review from time to time the provisions of the policy depending on the legal and other requirements of the regulatory body.

Report of the Nomination and Remuneration Committee (NRC):

In accordance with the directives of Bangladesh Securities and Exchange Commission through its Corporate Governance code under notification No: BSEC/CMRRCD/2006 158/ 207/ Admin/80 dated 03 June, 2018 was constituted. And four members were appointed by the Board of Directors of the Company to adhere to the directives as follows:

Sl. No.	Name of the Members of the NRC Committee	Position in Company	Position in the Committee
01.	Mr. Md. Mofiz Uddin Chowdhury	Independent Director	Chairman
02.	Mr. Golam Mostafa	Chairman	Existing Member
03.	Mr. Golam Rahman	Managing Director	Existing Member

During the period 2022-2023 under review the independent Director of this Company, Mr. Md. Mofiz Uddin Chowdhury performed as the Chairman of the NRC Committee as per the Guidelines of The BSEC Corporate Governance Code.

Qualification of the NRC Committee Members:

The NRC members possess adequate knowledge of business management and corporate governance issues, financial literate able to analyze, understand and interpret corporate laws, finance and financial statements and have business acumen.

Roles and Responsibilities:

The roles and responsibilities of the NRC have been clearly mentioned in the terms of reference of the committee as approved by the Board of Directors of Deshbandhu Polymer Limited.

The Committee discharged its responsibility by holding a meeting in the financial year 2022-2023 and provided required advises and suggestions to the Board of Directors management to execute those duly.

In the meeting the committee it considered and assisted the Board in formulation of the nomination criteria and determining of the qualifications of the prospective candidates attributes, experiences etc. of the directors and top level executives and the remuneration of directors, top level executive of the company as well as.



Appointment/ Re-Appointment / Rotation of non-executive Directors:

During the year under review the committee has evaluated for recommendation of 02(two) non-executive Directors Mr. Golam Mostafa, Chairman and Director and Mr. Golam Rahman Managing Director and Director of the company who were to resign by rotation and eligible for their re-elections/re-appointments as per the provisions of the Article of Association of the company.

Meeting attendance by the Members:

It was held one committee meeting during the period ended on 30 June, 2023. The committee has placed its report to the Board of Directors in due course.

The attendance status of the NRC Committee Meeting is appended below:

Sl. No.	Name of the Members of the NRCCommittee	Nos. of Meeting Held	Attendance in the Meeting
01.	Mr. Md. Mofiz Uddin Chowdhury	01	01
02.	Mr. Golam Mostafa	01	01
03.	Mr. Golam Rahman	01	01

During the financial year 2022-2023 the NRC accomplished the following:

- Reviewed the status of the Board composition along with their experience and track record of Board members, and made recommendation to the Board in this regard;
- Identified and nominated candidates for appointment/reappointment to the board based on their knowledge experience and aptitude for attainment of the objectives of the company.
- Considered and accommodated various issues in connection with appointments, retirements and change in the Board of Directors.
- Reviewed the issues including the company's requirement for employees as to be placed at different levels and determine their selection procedures and criteria.
- Reviewed the performance of the top- level executives of the company and placed the recommendation on their findings.
- Reviewed the company's human resources status and the development and training policies of the company aimed for the employees.
- Reviewed the scope and effectiveness of internal HR functions and adequacy of it.
- Oversee other issues within the code of conduct of the NRC.

Mr. Md. Mofiz Uddin Chowdhury
Chairman, Nomination and
Remuneration Committee (NRC)
&
Independent Director



ANNEXURE –A

[As per condition No. 1(5) (xxvi)]

Deshbandhu Polymer Limited

[Declaration under Condition No.1 (5) (xxvi) of the Corporate Governance Code, 2018]

Dated: 2nd October, 2023

Board of Directors
Deshbandhu Polymer Limited
Mostafa Center
House # 59, Road # 27, Block # k
Banani, Dhaka-1213

Sub.: Declaration on Financial Statements for the year ended on 30 June, 2023.

Dear Sirs,

Compliance with the conditions no. 1(5)(xxvi) imposed by the Bangladesh Securities and Exchange Commission (BSEC) vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 issued under section 2cc of the Securities and Exchange Ordinance, 1969.

- (1) The Financial Statements of Deshbandhu Polymer Limited for the year ended on 30 June, 2023 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure the above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on 30 June, 2023 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements collectively present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,

Md. Acial Hoque
Chief Financial Officer

Golam Rahman
Managing Director

ANNEXURE - B

[Certificate as per condition no. 1(5)(xxvii)]



এম, জেড, ইসলাম এন্ড কোং
M. Z. ISLAM & CO.
Chartered Accountants



An International Affiliated Member Firm Of
MCM Accountants Pty Ltd, Australia.

Annexure-B

[Certificate as per condition No. 1(5) (xxvii)]

Report to the Shareholders of Deshbandhu Polymer Limited on Compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by "Deshbandhu Polymer Limited" for the year ended on 30th June, 2023 This Code relates to the Notification No. Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

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


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

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

- The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission or not complied (if not complied, specify non-compliances);
- The company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code or not complied (if not complied, specify non-compliances);
- Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws or not complied (if not complied, specify non-compliances); and
- The governance of the company is satisfactory.

Place: Dhaka
Date: October 30, 2023




Md. Matir Rahman FCA, FCMA
Enrolment No. 0765
Partner
M. Z. Islam & Co.
Chartered Accountants

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Annexure-C

[Certificate as per condition No. 1(5) (xxvii)]

Corporate Governance Compliance Status Report

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

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1.	Board of Directors:			
1(1)	Size of the Board of Directors:- The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		
2.	Independent Directors: All companies shall have effective representation of independent directors on their Boards, so that the Board, as a group, includes core competencies considered relevant in 2 the context of each company; for this purpose, the companies shall comply with the following:-			
1(2)(a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	✓		
1(2)(b)	For the purpose of this clause "independent director" means a director-			
1(2)(b)(i)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;			
1(2)(b)(ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company; Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	✓		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (Two) financial years;	✓		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate)holder, director or officer of any stock exchange;	✓		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies;	✓		
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);and	✓		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		
1(2)(d)	The post of independent director(s) can not remain vacant for more than 90 (ninety) days; and	✓		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only: Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]: Provided further that the independent director shall not be subject to retirement by rotation as per the লেবলারী আইন,১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন) companies Act,1994 Explanation: For the purpose of counting tenure or term of independent director, any partial term of tenure shall be deemed to be a full tenure.	✓		
3.	Qualification of Independent Director:-			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	✓		
	Independent director shall have following qualifications:-			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	✓		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00million or of a listed company; or Explanation: Top level executive includes Managing Director (MD) or Chief Executive Officer (CEO), Additional or Deputy Managing Director (AMD or DMD), Chief Operating Officer (COO), Chief Financial Officer (CFO), Company Secretary (CS), Head of Internal Audit and Compliance (HIAC), Head of Administration and Human Resources or equivalent positions and same level or ranked or salaried officials of the company.	✓		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law; or	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	✓		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification	✓		
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	✓		
4.	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:-			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non- executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive officer;	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non- executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
5.	The Directors' Report to Shareholders :- The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):-			
1(5)(i)	An industry outlook and possible future developments in the industry;	✓		
1(5)(ii)	The segment-wise or product-wise performance;	✓		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	✓		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			Not Applicable
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		Stated in the annual Report
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons thereof shall be disclosed;			Not Applicable
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;		✓	Not Applicable
1(5)(xix)	A statement where key operating and financial data of at least preceding 05 (five) years shall be summarized;	✓		(Annexure-D)
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	✓		Stated in the annual Report
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;			2.5% cash dividend declared all shareholders
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		Stated in (Annexure-H)
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-	✓		Stated in (Annexure-E)
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);			Sl. No. 3, 4 & 5 of annexure-E are associate companies
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		Stated in the annual Report
1(5)(xxiii)(c)	Executives; and	✓		Stated in the annual Report
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details); Explanation: For the purpose of this clause, the expression "executive" means top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance.	✓		Stated in the annual Report



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-	✓		Stated in the Annual Report
1(5)(xxiv)(a)	a brief resume of the director;	✓		Stated in (Annexure-G)
1(5)(xxiv)(b)	Nature of his or her expertise in specific functional areas; and	✓		Stated in the Annual Report
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		Stated in the Annual Report
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:	✓		Stated in the Annual Report
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	✓		Stated in the Annual Report
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		Stated in the Annual Report
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		Stated in the Annual Report
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		Stated in the Annual Report
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		Stated in the Annual Report
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		Stated in the Annual Report
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		Stated in the Annual Report
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		Stated in the Annual Report
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No.9 shall be disclosed as per Annexure-B & Annexure-C	✓		Stated in the Annual Report
6.	Meetings of the Board of Directors:-			
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		Stated in the Annual Report
7.	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓		Stated in the Annual Report
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓		Stated in the Annual Report



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
2.	Governance of Board of Directors of Subsidiary Company:-			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;		N/A	No Subsidiary Company
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;		N/A	No Subsidiary Company
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;		N/A	No Subsidiary Company
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;		N/A	No Subsidiary Company
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.		N/A	No Subsidiary Company
3.	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).-			
	(1) Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		Stated in the Annual Report
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		Stated in the Annual Report
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		Stated in the Annual Report
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		Stated in the Annual Report
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		Stated in the Annual Report
3(2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.			
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		Stated in the Annual Report
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		Stated in the Annual Report
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		Stated in the Annual Report
3(3)(C)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		Stated in the Annual Report



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
4.	Board of Directors' Committee:- For ensuring good governance in the company, the Board shall have at least following subcommittees.			
4(i)	Audit Committee; and	✓		Stated in the Annual Report
4(ii)	Nomination and Remuneration Committee.	✓		-
5.	Audit Committee:-			
	(1) Responsibility to the Board of Directors:-			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		-
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		-
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		-
	(2) Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		-
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be nonexecutive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		-
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience; Explanation: The term "financially literate" means the ability to read and understand the financial statements like statement of financial position, statement of comprehensive income, statement of changes in equity and cash flows statement and a person will be considered to have accounting or related financial management expertise if he or she possesses professional qualification or Accounting or Finance Graduate with at least 10 (ten) years of corporate management or professional experiences.	✓		-
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (Three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		-
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		-
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		-
	(3) Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		-
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		-



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM); Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		Stated in the Annual Report
(4) Meeting of the Audit Committee				
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year; Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		-
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		-
(5) Role of Audit Committee				
5(5)(a)	The Audit Committee shall:- Oversee the financial reporting process;	✓		Stated in the Annual Report
5(5)(b)	monitor choice of accounting policies and principles;	✓		-
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		-
5(5)(d)	oversee hiring and performance of external auditors;	✓		-
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		-
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	✓		-
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		-
5(5)(h)	review the adequacy of internal audit function;	✓		-
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		-
5(5)(j)	review statement of all related party transactions submitted by the management;	✓		-
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		-
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		-
5(5)(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission; Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results; Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	✓		-



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
(6) Reporting of the Audit Committee				
(a) Reporting to the Board of Directors				
5(6)(a)(i)	(i) The Audit Committee shall report on its activities to the Board.	✓		Stated in the Annual Report
	(i) The Audit Committee shall immediately report to the Board on the following findings, if any:-	✓		-
5(6)(a)(ii)(a)	report on conflicts of interests;	✓		-
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	✓		-
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	✓		-
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	✓		-
(b) Reporting to the Authorities				
5(6)(b)	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	✓		-
(7) Reporting to the Shareholders and General Investors				
5(7)	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		-
6. Nomination and Remuneration Committee (NRC)				
6(1) Responsibility to the Board of Directors				
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	✓		-
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		-
6(1)(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	✓		-
6(2) Constitution of the NRC				
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	✓		-
6(2)(b)	All members of the Committee shall be non-executive directors;	✓		-
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		-
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		-
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	✓		-



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No Such Case in the year
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		Stated in the Annual Report
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓		"
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	✓		"
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	✓		"
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	✓		"
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		"
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		"
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		"
	(b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓		"
	(i) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to 13 the remuneration of the directors, top level executive, considering the following:	✓		"
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		"
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		"
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		"



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		Stated in the Annual Report
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		-
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	✓		-
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		-
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	✓		-
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		-
7.	External or Statutory Auditors:			
	(1) The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:	✓		-
7(1)(i)	appraisal or valuation services or fairness opinions;	✓		-
7(1)(ii)	financial information systems design and implementation;	✓		-
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	✓		-
7(1)(iv)	broker-dealer services;	✓		-
7(1)(v)	actuarial services;	✓		-
7(1)(vi)	internal audit services or special audit services;	✓		-
7(1)(vii)	any service that the Audit Committee determines;	✓		-
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		-
7(1)(ix)	Any other service that creates conflict of interest.	✓		-
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		-
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders	✓		-
8.	Maintaining a website by the Company:-			
8(1)	The company shall have an official website linked with the website of the stock exchange	✓		-
8(2)	The company shall keep the website functional from the date of listing.	✓		-
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		-



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
9.	Reporting and Compliance of Corporate Governance:-			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. Explanation: "Chartered Accountant" means Chartered Accountant as defined in the Bangladesh Chartered Accountants Order, 1973 (President's Order No. 2 of 1973); "Cost and Management Accountant" means Cost and Management Accountant as defined in the Cost and Management Accountants Ordinance, 1977 (Ordinance No. LIII of 1977); "Chartered Secretary" means Chartered Secretary as defined in the চার্টার্ড সেক্রেটারীস আইন, ২০১০ (২০১০ সনের ২৫ নং আইন) [Chartered Secretaries Act, 2010]. The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. Explanation: "Chartered Accountant" means Chartered Accountant as defined in the Bangladesh Chartered Accountants Order, 1973 (President's Order No. 2 of 1973); "Cost and Management Accountant" means Cost and Management Accountant as defined in the Cost and Management Accountants Ordinance, 1977 (Ordinance No. LIII of 1977); "Chartered Secretary" means Chartered Secretary as defined in the চার্টার্ড সেক্রেটারীস আইন, ২০১০ (২০১০ সনের ২৫ নং আইন) [Chartered Secretaries Act, 2010].	✓		Stated in (Annexure-B)
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		-
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		-

Golam Rahman
Managing Director

Maintaining a Website of the Company

[As per condition No. 8]

1. The company has an official website linked with the stock exchange name of the website at www.deshbandhupolymer.com
2. The company has been keeping the website functional from the date of listing.
3. The company has made available the detailed disclosures on its website as required under the listing regulations of the stock exchange(s).



AUDITED FINANCIAL STATEMENTS



Independent Auditor's Report to the Shareholders of Deshbandhu Polymer Limited
Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of Deshbandhu Polymer Limited (the Company), which comprise the statement of financial position as at 30 June 2023 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2023 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Basis for Qualified Opinion:

The company has not recognized its income tax liability for the income year ended 30 June 2023 in accordance with section 89 and 163 of the Income Tax Act 2023. In addition to that, the company has not provisioned a material amount of disputed tax that is under legal proceeding with National Board of Revenue (NBR), as disclosed in Note 10 of the financial statements.

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

Key Audit Matters

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

Key audit matter description	How the scope of our audit responded to the key audit matter
Revenue	Audit procedures performed
ISAs require that, as part of our overall response to the risk of fraud, when identifying and assessing the risks of material misstatement due to fraud, we evaluate which types of revenue or revenue transactions might give rise to potential fraud risks.	We performed walkthroughs of the revenue cycle at significant components to gain an understanding of when the revenue should be recognized, to map out the relevant controls end to end and the processes in place.
The Company sells different kinds of manufacturing and Marketing of PP woven bag, PP woven fabrics, 2 ply Cement bag and liner products across all geographical areas in Bangladesh. We have specifically focused this key audit matter to cut-off and occurrence for revenue	We assessed the design and implementation of these controls. We tested a sample of individual sales transactions and traced to dispatch notes and subsequent cash receipt or other supporting documents.



Key audit matter description	How the scope of our audit responded to the key audit matter
<p>recorded within 30 June 2023. Pressures to meet stakeholders' expectations could provide incentives to record revenues where controls of the goods have not passed</p> <p>The associated disclosure is included within Note 24 For specific detail on the Company's accounting policy, please see Note 3.1</p>	<p>We identified and considered the impact of any credit notes or inventory returns occurring after year-end, including evaluating the impact of any material overdue debts from customers.</p> <p>With regard to the implementation of IFRS 15 "Revenue from Contract with Customers", we verified management's conclusion from assessing different types of contracts and the accuracy of the revised accounting policies in light of the industry specific circumstances and our understanding of the business. We tested the appropriateness of the accounting treatment on a sample basis. In addition, we verified the accuracy of IFRS 15 related disclosures.</p> <p>Key observations communicated to the Audit Committee We were satisfied that the revenue recognition policies have been applied appropriately. Based on the work performed, we concluded that revenue has been recorded appropriately.</p>
Inventory	
<p>At the reporting date, the carrying value of inventory amounted to Taka 358,512,434 which is 14.25% of total assets. Inventories were considered as a key audit matter due to the size of the balance and because inventory valuation involves management judgement.</p> <p>Inventory valuation and existence was an audit focus area because of the number of locations/stores that inventory was held at, and the judgement applied in the valuation of inventory to incorporate inventory shrinkage.</p> <p>According to the Company's accounting policy, inventories are measured at the lower of cost or net realizable value. The Company has specific procedures for identifying risk for obsolete items and measuring inventories at the lower of cost and net realizable value.</p>	<p>Audit procedures performed</p> <ul style="list-style-type: none"> Assessing the compliance of Company's accounting policies over inventory with applicable accounting standards. Assessing the inventory valuation process and practices. On major locations, we tested the effectiveness of the key controls. Assessing the analyses made by management with respect to slow moving and obsolete stock. Attending inventory count on 30 June 2023 and reconciling the count results to the inventory listings to test the completeness of data. Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories. Reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year. Evaluating the correctness of the valuation of raw materials and packing material as per FIFO method.



Key audit matter description	How the scope of our audit responded to the key audit matter
<p>The associated disclosure is included within Note 6. For specific detail on the Company's accounting policy, please see Note 3.3</p>	<ul style="list-style-type: none"> Reviewing the calculation of standard labor hours and their regular comparison with actual labor hours of production; and reviewing the process of valuing work-in-progress. <p>Key observations communicated to the Audit Committee</p> <p>We were satisfied that the inventory recognition and measurement policies have been applied appropriately. Based on the work performed, we concluded that inventories have been recorded appropriately.</p>
Property, plant and equipment and capital work in progress	
<p>At the reporting date, the carrying value of the Company's property, plant and equipment amounted to Taka 1,022,430,976. The valuation of property, plant, and equipment was identified as a key audit matter due to the significance of this balance to the financial statements, as well as the significance of management's judgements in determining its valuation.</p> <p>In considering the valuation of property, plant, and equipment, we focused on the assessment of the followings:</p> <ul style="list-style-type: none"> Inherent risks associated with property, plant and equipment. Potential misstatements in property, plant, and equipment on account of frauds and errors. Assessment of useful lives of assets. Assessment of impairment of assets. <p>Inherent risks associated with property, plant and equipment</p> <ul style="list-style-type: none"> Property, plant and equipment may include assets that should have been derecognised following sale, other transfer of rights or abandonment. Expenditure that should have been recognised as property, plant and equipment but has not been so recognised, including capitalised finance costs. Depreciation may have been incorrectly calculated. <p>Potential misstatements in property, plant, and equipment on account of frauds and errors</p>	<p>Audit procedures performed</p> <ul style="list-style-type: none"> We obtained an understanding of the client and its environment to consider inherent risk related to property, plant, and equipment. Our understanding includes: <ul style="list-style-type: none"> Obtaining an understanding of the internal control over property, plant, and equipment. Assessing the risks of material misstatement and designing tests of controls and substantive procedures that cover the following aspects: <ul style="list-style-type: none"> Substantiate the existence of property, plant, and equipment. Establish the completeness of recorded property, plant, and equipment. Verify the cut-off of transactions affecting property, plant, and equipment. Establish the proper valuation or allocation of property, plant, and equipment and the accuracy of transactions affecting property, plant, and equipment. Determine the correctness and appropriateness of classification of property, plant and equipment. We obtained an understanding of the potential misstatements in property, plant, and equipment on account of frauds and errors. We evaluated the assumptions made by management in the determination of useful lives to ensure that these are consistent with the principles of IAS 16. "Property, Plant and Equipment".



Key audit matter description	How the scope of our audit responded to the key audit matter
<ul style="list-style-type: none">• Purchase of an asset at an inflated price especially from a related party.• Wrong write-off of the asset as scrap, obsolescence, missing, donated, or destroyed.• Expenditures for repairs and maintenance recorded as property, plant and equipment or vice versa.• Capitalization of expenditure which are not normally attributable to the cost of the property, plant and equipment.• Recording of an asset purchased, which in effect has not actually been received by the entity at all. <p>Valuation of capital work in progress to PPE Management needs to ensure that the assets under construction or pending installation and not yet ready for intended use are classified as work in progress. An appropriate system needs to put in place to capture all directly identifiable costs, which can be capitalised, to be so accumulated to capital work in progress whilst expenses which are not eligible for being capitalised are identified and charged to revenue in the normal course.</p> <p>Assessment of useful lives of assets Management applies estimates and judgements in its determination of useful lives of assets and reviews the useful lives of assets at each financial year end and adjusts for changes, where appropriate.</p> <p>Impairment of assets At the end of each reporting period, management assesses whether there is any indication that an asset may be impaired. If any such indication exists, management estimates the recoverable amount of the asset. If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.</p> <p>The associated disclosure is included within Note 4. For specific detail on the Company's accounting policy, please see Note 3.2.</p>	<ul style="list-style-type: none">• We compared the useful lives of each class of asset in the current year to the prior year to determine whether there were any significant changes in the useful lives of assets, and considered the reasonableness of changes based on our knowledge of the business and the industry.• We verified records e.g. contractor bills, work orders and certification of work performed by the specialized personnel to ensure that the assets under construction or pending installation and not yet ready for intended use are classified as work in progress.• We also verified the date on which the assets are moved from the capital work in progress account to the property, plant and equipment (the date on which the asset is ready for intended use), so that the depreciation on property, plant and equipment may be computed correctly.• We reconciled the movement of capital work in progress from opening to closing, specifically verifying additions during the year, capital assets completed during the year and impairment of any opening capital work in progress items.• We assessed whether there are circumstances that indicate a possible impairment of property, plant and equipment and if such circumstances exist, how the same have been dealt with by the entity. <p>Key observations communicated to the Audit Committee</p> <p>We were satisfied that the property, plant and equipment recognition and measurement policies have been applied appropriately. Based on the work performed, we concluded that property, plant and equipment have been recorded appropriately.</p>

Other Matter

The company did not maintain distinct accounts for unclaimed dividends payable and refundable share money, which is obligatory as per as per BSEC Directive BSEC/CMRRCD/2021-386/03.

Moreover, the company did not conduct an audit of the Worker Profit Participation Fund (WPPF) and neglected to impose interest on undisbursed balances, as stipulated by the Bangladesh Labor Act 2006, amended up to 2018. However, our audit opinion remains unqualified on those matters.

Reporting on Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

If we identify such material inconsistencies or apparent material misstatement, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in respect of these matters.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

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

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

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

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



Report on other Legal and Regulatory Requirements

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

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

Firm's Name	: Anil Salam Idris & Co., Chartered Accountants
Firm's Registration Number	: P-50874/2023
Signature	: 
Engagement Partner Name	: Md. Anwar Hossain, FCA Managing Partner/ Enrollment No. 1415
DVC Number	: 2310041415AS337657
Date	: 02 October 2023




Deshbandhu Polymer Limited
Statement of Financial Position
as at 30 June 2023

Particulars	Notes	Amount in BDT		
		30 June 2023	30 June 2022	1 July 2021 (restated)
Assets				
Non-Current Assets				
Property, Plant & Equipment	4.00	1,022,430,976	1,047,336,683	1,078,241,197
Investment in share	5.00	787,062	824,901	877,876
		1,023,218,038	1,048,161,584	1,079,119,073
Current Assets:				
Inventories	6.00	358,512,434	401,412,928	284,952,963
Inventory in Transit	7.00	237,671,136	188,710,823	188,293,077
Accounts Receivable	8.00	288,167,627	298,283,337	289,744,796
Inter Company Receivable		-	-	171,378,178
Advance, Deposit and Prepayments	9.00	158,772,839	183,520,098	177,036,393
Advance Income Tax	10.00	424,072,603	361,213,480	326,047,287
Cash and Cash Equivalents	11.00	29,426,088	13,964,956	26,962,658
		1,496,622,728	1,447,105,622	1,464,415,352
Total Assets		2,519,840,766	2,495,267,206	2,543,534,425
Equity and Liabilities				
Shareholders' Equity				
Share Capital	12.00	613,651,500	613,651,500	613,651,500
Revaluation Surplus	13.00	505,880,047	511,079,247	516,278,446
Retained Earnings		58,742,901	36,712,383	21,469,808
		1,178,274,449	1,161,443,130	1,151,399,754
Non-Current Liabilities				
Deferred Tax Liability	14.00	110,708,300	113,695,631	123,561,014
Long Term Loan	15.00	530,020,625	375,172,771	410,859,779
		640,728,925	488,868,402	534,420,793
Current Liabilities				
Bank Overdraft	16.00	218,104,325	214,972,098	235,091,322
Current portion of Long Term Loan	15.00	304,560,243	-	-
Short Term Loan	17.00	84,900,957	552,345,251	536,354,828
Accounts Payable	18.00	1,734,577	1,739,657	2,292,664
Other Payables and Provisions	19.00	64,459,572	50,423,521	10,988,483
Share Money Refundable	20.00	14,924,500	14,924,500	14,924,500
Unclaimed/Undistributed Dividend Account	21.00	8,482,404	9,208,586	476,309
Worker's Profit Participation Fund	22.00	3,670,813	1,342,061	57,585,771
		700,837,391	844,955,673	857,713,877
Total Current and Non Current Liabilities		1,341,566,316	1,333,824,075	1,392,134,670
Total Equity and Liabilities		2,519,840,766	2,495,267,206	2,543,534,425
Net Asset Value (NAV) per share	33.00	19.20	18.93	18.76

The annexed notes form an integral part of these financial statements


Chief Financial Officer


Company Secretary
Signed in terms of our separate report of even date annexed



Director


Director


Managing Director

Dated : Dhaka
02 October 2023




Md. Anwar Hossain, FCA
Anil Salam Idris & Co.
Chartered Accountants
DVC No.: 2310041415A5337657



Deshbandhu Polymer Limited
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2023

Particulars	Notes	Amount in BDT	
		01 July 2022 to 30 June 2023	01 July 2021 to 30 June 2022
Revenue	23.00	1,094,539,996	1,046,562,186
Cost of Goods Sold	24.00	(951,190,623)	(918,031,858)
Gross profit		143,349,373	128,530,328
Operating Expenses			
Administrative Expenses	25.00	(15,786,847)	(16,337,849)
Selling & Distribution Expenses	26.00	(5,422,716)	(5,004,255)
Total Operating Expenses		(21,209,563)	(21,342,104)
Operating profit		122,139,810	107,188,224
Financing Cost	27.00	(79,083,767)	(84,748,996)
Other Income	28.00	5,847,759	5,744,046
Profit/(loss) before WPPF and Income Tax		48,903,801	28,183,275
Provision for Contribution to WPPF	29.00	(2,328,752)	(1,342,061)
Profit/(loss) before Tax		46,575,048	26,841,214
Income Tax (Expenses)/Income			
Current Tax		(12,302,341)	(6,313,837)
Deferred Tax		1,687,532	8,565,583
	30.00	(10,614,810)	2,251,745
Profit after tax for the year		35,960,239	29,092,959
Other Comprehensive income/(Loss)	31.00	(37,839)	41,498
Foreign Currency Fluctuation (Loss)/Gain		-	-
Total Comprehensive income for the year		35,922,400	29,134,457
Earning per share of Tk. 10.00 each	32.00	0.59	0.47


Chief Financial Officer


Company Secretary
Signed in terms of our separate report of even date annexed



Director


Director


Managing Director

Dated : Dhaka
02 October 2023




Md. Anwar Hossain, FCA
Anil Salam Idris & Co.
Chartered Accountants
DVC No.: 2310041415AS337657



Deshbandhu Polymer Limited
Statement of Changes in Equity
For the year ended 30 June 2023

Particulars	Share Capital BD	Retained earnings BD	Revaluation Surplus	Amount in BD Total
Opening Balance as at 01 July 2022	613,651,500	36,712,383	509,779,447	1,161,443,130
Cash Dividend 2021-2022	-	(20,390,881)	-	(20,390,881)
Net profit after tax for the year	-	35,960,239	-	35,960,239
Depreciation on Revaluation Surplus	-	5,199,200	(5,199,200)	-
Deferred tax impact on depreciation charge relating to revalued surplus	-	1,299,800	(1,299,800)	1,299,800
Other Comprehensive income/(Loss):	-	(37,839)	-	(37,839)
Balance as at 30 June 2023	613,651,500	58,742,901	503,280,448	1,178,274,449

For the year ended 30 June 2022

Particulars	Share Capital BD	Retained earnings BD	Revaluation Surplus	Amount in BD Total
Balance as at 01 July 2021	613,651,500	21,469,808	473,502,357	1,108,623,665
Prior year deferred tax adjustment	-	-	42,776,089	42,776,089
Restated opening balance as at 01 July 2021	613,651,500	21,469,808	516,278,446	1,151,399,754
Cash Dividend 2020-2021	-	(20,390,881)	-	(20,390,881)
Net profit after tax for the year	-	29,092,959	-	29,092,959
Revaluation Surplus	-	5,199,199	(5,199,199)	-
Deferred tax impact on depreciation charge relating to revalued surplus	-	1,299,800	(1,299,800)	1,299,800
Other Comprehensive income/(Loss):	-	41,498	-	41,498
Balance as at 30 June 2022	613,651,500	36,712,383	509,779,447	1,161,443,130


Chief Financial Officer


Company Secretary
Signed in terms of our separate report of even date annexed



Director


Director


Managing Director

Dated : Dhaka
02 October 2023




Md. Anwar Hossain, FCA
Anil Salam Idris & Co.
Chartered Accountants
DVC No.: 2310041415AS337657

Deshbandhu Polymer Limited

Statement of Cash Flows
For the year ended 30 June 2023

Particulars	Notes	Amount in BDT	
		01 July 2022 to 30 June 2023	01 July 2021 to 30 June 2022
A. Cash flows from operating activities:			
Cash received from customer	34.00	1,104,655,705	1,038,023,645
Cash paid to suppliers, employees and others	35.00	(912,733,707)	(1,043,631,174)
Cash generated/used in operations		191,921,999	(5,607,529)
Cash received from Other income		5,847,759	5,838,520
Cash received from Intercompany		-	171,378,179
Financing Cost Paid		(79,083,767)	(84,748,996)
Income Tax Paid		(62,859,123)	(41,480,030)
Net cash used in operating activities	36.00	55,826,867	45,380,143
B. Cash flow from investing activities:			
Purchase of property, plant and equipment		(14,344,703)	(7,379,742)
Disposal of shares		-	-
Net cash used in investing activities		(14,344,703)	(7,379,742)
C. Cash flow from financing activities:			
Long Term Loan		459,408,097	(35,687,008)
Short Term Loan		(467,444,294)	15,990,422
Bank Overdraft		3,132,227	(20,119,224)
Cash Dividend		(20,390,881)	(20,390,881)
Unclaimed Dividend		(726,181)	9,208,586
Net cash from financing activities		(26,021,032)	(50,998,104)
Net cash inflow / (outflow) (A+B+C)		15,461,132	(12,997,703)
Cash and cash equivalent at the beginning		13,964,956	26,962,659
Cash and cash equivalent at the closing		29,426,088	13,964,956
Cash and cash equivalent at the closing:			
Cash in Hand		13,355,615	643,508
Cash at Banks		16,070,473	13,321,448
		29,426,088	13,964,956
Net Operating Cash Flow Per Share	37.00	0.91	0.74


Chief Financial Officer


Company Secretary
Signed in terms of our separate report of even date annexed



Director


Director


Managing Director

Dated : Dhaka
02 October 2023




Md. Anwar Hossain, FCA
Anil Salam Idris & Co.
Chartered Accountants
DVC No.: 2310041415AS337657



DESHBANDHU POLYMER LIMITED

Notes to the Financial Statements

For the year ended 30 June 2023

1. Status of the Reporting Entity:

1.1. Legal Status

Deshbandhu Polymer Ltd. was incorporated in Bangladesh on December 03, 2006 as a private limited company under the Companies Act, 1994 which has been converted into public limited company on August 05, 2009. The Registered office and the Manufacturing facilities of the Company is at Kawadi, Charsindur, Polash in Narsingdi having the Corporate office at Mostafa Center, House # 59, Road # 27, Block # K, Banani in Dhaka-1213. The company is listed with DSE and CSE since January 17, 2011.

1.2. Nature of the Business

The principal activities of the Company are manufacturing and marketing of PP woven bag, PP woven fabrics, 2Ply Cement Bag and liner.

2. Basis of Preparation:

2.1. Statement of Compliance

The financial statements have been prepared in accordance with International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs), Companies Act 1994 and other applicable laws and regulations in the country.

2.2. Other Regulatory Compliances:

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

The Income Tax Act, 2023

The Value Added Tax and Supplementary Duty Act, 2012;

The Value Added Tax and Supplementary Duty Rules, 2016;

The Customs Act, 1969;

Bangladesh Labor Act, 2006 as amended in 2018;

Bangladesh Securities and Exchange Rules, 1987;

Dhaka Stock Exchange (DSE) Listing Regulations, 2015; and

Chittagong Stock Exchange (CSE) Listing Regulations, 2015.

2.3. Measurement has been taken in preparing the Financial Statements as Going Concern basis

The financial statements have been prepared on "Historical Cost" convention on a going concern basis which is one of the most commonly adopted basis provided in "The framework for the preparation and presentation of financial statements" issued by the International Accounting Standard Committee (IASC).

The financial statements have been prepared by using the accrual basis of accounting except for the Cash flow statement.



2.4. Components of the Financial Statements

Financial Statements are presented in accordance with IAS-1 "Presentation of Financial Statements" which describes the components of Financial Statements as below:

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

2.5. Applicable Accounting Standards

The following IASs and IFRSs are applicable in preparing and reporting of the Financial Statements for the year under review:

IAS - 1 Presentation of Financial Statements;
IAS - 2 Inventories;
IAS - 7 Statements of Cash Flows;
IAS - 8 Accounting Policies, Changes in Accounting Estimates and Errors;
IAS - 10 Events after the Reporting Period;
IAS - 12 Income Taxes;
IAS - 16 Property, Plant and Equipment;
IAS - 19 Employee Benefits;
IAS - 21 The Effects of Changes in Foreign Exchange Rates;
IAS - 23 Borrowing Costs;
IAS - 24 Related Party Disclosures;
IAS - 32 Financial Instruments: Presentation;
IAS - 33 Earnings per Share;
IAS - 37 Provisions, Contingent Liabilities and Contingent Assets;
IFRS - 7 Financial Instruments: Disclosures;
IFRS - 9 Financial Instruments;
IFRS - 13 Fair Value Measurements;
IFRS - 15 Revenue from Contracts with Customers;

2.6. Use of Estimates and Judgments

The preparation of the Financial Statements in conformity with IASs and IFRSs requires management to make judgments, estimates and assumptions that effect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates, judgments and assumptions.

Estimates and underlying assumptions are reviewed on a going concern basis. Effects of revisions of estimates are being recognized prospectively. These estimates are based on Management's best knowledge of current events, historical experiences, references and actions that are believed to be the most likely and reasonable under the circumstances.

2.7. Functional and presentation currency and level of precision

These Financial Statements are prepared and presented in Bangladesh Currency (Taka), which is the company's functional currency. Except indicated otherwise all financial information presented in Bangladeshi currency and has been rounded off to the nearest integer.



2.8. Reporting Period

The financial period of the Company covers one year from the month of 1 July 2022 to 30 June 2023 and followed consistently.

3. Significant Accounting Policies

The specific accounting policies selected and applied by the company's directors for significant transactions and events that have material effect within the framework of IAS-1 "Presentation of Financial Statements", in preparation and presentation of financial statements have been consistently applied throughout the year and all prior periods presented.

For proper understanding of the financial statements, these accounting policies are set out below in one place as prescribed by the IAS-1 "Presentation of Financial Statements". The recommendations of IAS-1 relating to the format of financial statements were also taken into full consideration for fair presentation.

3.1. Revenue from Contracts with Customers

In compliance with the requirements of IFRS-15: Revenue from Contract with Customers, revenue is recognized when the company fulfills the performance obligations in contact with the customers. It usually occurs when customers take possession of the products or goods are delivered at destination specified in the contacts and recovery of the consideration is possible, the associated costs and possible return of goods can be estimated reliably and there is no continuing management involvement with the goods.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).

3.2. Property, Plant and Equipment

3.2.1. Recognition and Measurement

Property, Plant and Equipment except Land and Land Development and Building are measured at cost less accumulated depreciation and accumulated impairment losses. Capital work in progress represents the cost incurred for acquisition and/or construction of items of Property, Plant and Equipment that were not ready for use at the end of reporting period and these are stated at cost.

Land and Land development and Buildings are stated at fair value as determined by independent registered valuer. Fair value is determined by using market approach as per IFRS-13. Resulting gains are credited to revaluation surplus for this whole class of asset. Details are given in **Note-4.00 and Annexure-A1**.

Independent valuer is Rahman Mostafa Alam & Co, Chartered Accountants has been valued Land & Land Development and Buildings. Valuer Firm has been taken expert assistance from the Survey Company named "Unique Survey Service Bureau" for determination of the valuation. Revaluation was effective as at **30 June 2021**.

Cost includes expenditure that is directly attributable to the acquisition of asset. The cost of self constructed asset includes the cost of material and direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.



Where parts of an item of Property, Plant and Equipment have different useful lives, they are recognized and/is as separate items of Property, Plant and Equipment.

3.2.2. Subsequent Cost

Subsequent to initial recognition, cost of replacing part of an item of Property, Plant and Equipment is recognized in the carrying amount of the 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. All other repair and maintenance expenses are charged in the statement of Profit or Loss and Other comprehensive income as they are incurred.

3.2.3. Depreciation on Fixed Assets

Depreciation on Property, Plant and Equipment is charged by using straight-line method. No depreciation is charged on Land & Land Development and capital work in progress. On an addition of assets, depreciation is charged the month in which the asset is available for use and no depreciation is charged in the year of disposal.

Upon disposal of assets, the cost and related accumulated depreciation are eliminated from the accounts and resulting gain or loss is charged or credited to Income.

Useful lives and residual values are reviewed at each reporting date and adjusted when deemed appropriate. After considering the useful life of assets as per IAS-16 "Property, Plant and Equipment", the annual depreciation rates have been applied as under being reasonable by the management.

Category	Rate of Depreciation
Land & Land Development	-
Building	2.5%
Plant & Machineries	5%
Furniture & Fixtures	10%
Electric and other Appliances	10%
Office machinery and Equipment's	10%
Vehicles	10%

3.2.4 Capitalization of borrowing costs

Borrowing cost relating to acquisition of Property, Plant and Equipment is capitalized as per IAS-23 "Borrowing Costs", at the weighted average cost of borrowings. However, capitalization of borrowing costs is ceased when acquisition of relevant asset is completed. No borrowing costs was Capitalization of borrowing costs during the year ended 30 June 2023.

3.2.5 Impairment

The carrying amount of the entity's non-financial assets, other than inventories and deferred tax assets (considered and disclosed separately under respective accounting standards), are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is re-estimated. However, no such conditions that might be suggestive of a heightened risk of impairment of assets existed at the reporting date.



3.3. Inventories

Inventories comprise of Raw materials, Work-in-process, Finished goods, Stores and spares, which are valued at lower of cost or net realizable value in accordance with IAS-2 "Inventories" after making due allowance for any obsolete or slow-moving item and details of valuation are as follows:

- | | |
|-----------------------|--|
| i) Raw materials | at average cost |
| ii) Work-In-Process | at cost or net realizable value whichever is lower |
| iii) Finished Goods | at cost or net realizable value whichever is lower |
| iii) Goods-in-transit | at cost |
| iv) Stores & Spares | at weighted average cost |

3.4. Financial Assets

Financial assets include Investment, Accounts Receivable, Inter-company Receivable, Advances, Deposits and Pre-payments; Cash and Cash Equivalents.

The company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the trade date, which is the date of the company becomes a party to the contractual provisions of the instrument.

Investments in marketable securities are initially recognized at cost. Subsequent to initial recognition such investment is measured at market value as per IFRS-9 "Financial Instruments".

The company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

3.4.1. Accounts Receivable

Accounts 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, if any, due to uncollectibility of any amount so previously recognized.

3.4.2. Advances, deposits and prepayments

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges to other account heads such as Property, Plant and Equipment, Inventory or Expenses.

Deposits are measured at payment value.

Pre-payments are initially measured at cost. After initial recognition, prepayments are carried at cost less charges to the Statement of Profit or Loss and Other comprehensive income.

3.4.3. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, deposits and other short term/ fixed deposits with banks and non-banking financial institutions which are held and available for use by the company without any restriction.



Cash and cash equivalents other than reporting currency is translated at closing rate as per ISA-21 "The Effects of Changes in Foreign Exchange Rates". Resulting translation difference is recognized as income through other comprehensive income.

3.5. Revaluation Surplus

The Company has revalued its Land & Land Development and Buildings located at Kawadi, Charsindur, Polash, Narsingdi, being factory land and building, using revaluation model being fair value at the date of revaluation on 30 June 2021, in accordance with IAS-16 "Properties, Plant and Equipment".

The Fair value of the assets is certified by Rahman Mostafa Alam & Co., Chartered Accountants, an Independent and Professional valuer.

Revaluation surplus arising from revaluation of Land & Land development and Buildings is recognized as a component of equity net of deferred Tax. Details of the numeric figures are disclosed in Note-13 and Annexure-A-1.

3.6. Financial Liabilities

The company recognizes all financial liabilities on the trade date which is the date the company becomes a party to the contractual obligations of the instrument. The company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired. Financial liabilities comprise accounts payable, other payable and other financial obligations.

3.6.1. Accounts Payable and Other Payable

The company recognizes a financial liability when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the company of resources embodying economic benefits.

3.6.2. Loans and Borrowing

Principal amounts of loans and borrowings are stated at their outstanding amount. Borrowings repayable after twelve months from the reporting date are classified as non-current liabilities whereas the portion payable within twelve months, unpaid interest and other charges are classified as current liabilities.

3.7. Impairment

3.7.1. Financial Assets

A financial asset is impaired if objective evidence indicates that an event has occurred after the initial recognition of the asset, and that the event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

3.7.2. Non-Financial Asset

The carrying amounts of the company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. An impairment loss is recognized if the carrying amount of an asset or its related Cash-Generating Unit (CGU) exceeds its estimated recoverable amount.



3.8. Cash flow statement

Cash Flows Statement is prepared in accordance with IAS 7 "Statement of Cash Flows". The cash flows from the operating activities have been presented under Direct Method as prescribed by the Securities and Exchange Rules 1987 and considering the provisions of Paragraph 18(b) of IAS-7 which provides that "Enterprises are encouraged to report Cash Flow from Operating Activities by using the Direct Method".

3.9. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized in the Statement of Financial Position as per IAS-37 "Provisions, Contingent Liabilities and Contingent Assets", when the company has a legal or contractual obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingencies arising from claims, litigations, assessments, fine, penalties etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Contingent assets are not recognized.

3.10. Taxation

3.10.1. Current Tax:

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Necessary provision for taxation has been made as per Income Tax Act, 2023.

3.10.2. Deferred tax:

Deferred tax is recognized by using the Statement of Financial Position method as stated in IAS-12. Deferred tax arises due to deductible or taxable temporary difference for the events or transaction recognized in the income statement. A temporary difference is the difference between the tax bases of an asset or liability and its carrying amount/reported in the Statement of Financial Position. Deferred tax asset or liability is the amount of income tax recoverable or payable in future period's recognized in the current period. The deferred tax asset /income or liability/expense does not create a legal liability/recoverability to and from the income tax authority.

Deferred Tax arising from revaluation of Land & Land development and Buildings is debited to revaluation surplus. Please refer to Note-4.00 and Note-14.00.

3.11. Employee benefit

3.11.1. Short Term Employee Benefits

Salaries, Bonus and allowances are accrued in the financial year in which the associated services are rendered by the employees of the company as stated in IAS-19 "Employee Benefits".



3.11.2. Workers' Profit Participation & Welfare Fund

The Company operates fund for workers as "Workers' Profit Participation Fund" and 5% of the profit before charging such expenses has been transferred to this fund as per section 234 of Bangladesh Labour Act 2006 (Amended in 2018).

3.12. Finance Cost

Finance expenses comprise interest expenses on loan, overdraft and bank charges. All borrowing costs are recognized in the statements of Profit or Loss and Other comprehensive income using effective interest method.

3.13. Other Income

Other income comprises interest income, dividends and other non-operating income.

Cash dividend is recognized when dividend is received by the company. Bonus dividend is recognized in the other comprehensive income.

Interest incomes from bank deposits and loan to related-companies are recognized on accrual basis following specific rate of interest in arrangement with banks and related companies.

3.14. Foreign Exchange

Transactions in foreign currencies are translated at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Bangladeshi Taka at the foreign exchange rate prevailing at that date. Foreign exchange differences arising on translation are recognized in the statements of Profit or Loss and Other comprehensive income in accordance with IAS-21 "The effects of Changes in Foreign Exchange Rates."

3.15. Earnings Per Share (EPS)

The Company calculates Earning Per Share (EPS) in accordance with IAS-33 "Earnings Per Share", which has been shown on the face of Statement of Profit or Loss and Other Comprehensive Income.

Basic Earnings

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

Weighted average number of ordinary shares outstanding during the year

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of shares issued during the year multiplied by a time-weighting factor. The time weighting factor is the numbers of days the specific shares are outstanding as a proportion of the total number of days in the year.

Basic Earnings Per Share

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding for the year.



Diluted earnings per share

No diluted earnings per share are required to be calculated per year as there was no scope for dilution during the year.

3.16. Events After the Reporting Period

Events after the reporting period that provide additional information about the company's position at the date of Statement of Financial Position or those that indicate the going concern assumption is not appropriate as reflected in the Financial Statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

3.17. Comparative Information

Comparative information has been presented in respect of earliest period presented in accordance with IAS-1: "Presentation of Financial Statements", for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's Financial Statements.

Comparative figures have been rearranged to confirm with current year's presentation

3.18. Related Party Transactions

The objective of Related Party Disclosures IAS-24 is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties.

Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence or joint control over the other party in making financial and operating decisions.

The Company transacts with related parties and disclosed as per IAS-24: "Related Party Disclosures".

3.18. General

- i. Figures appearing in these Financial Statements have been rounded off to the nearest integer.
- ii. Bracket figures denote negative.





Amount in BDT	
30 June 2023	30 June 2022

4.00 Property, Plant & Equipment

	Cost	Revaluation	Total	Total
Fixed Assets				
Opening Balance (at cost)	750,169,428	579,999,242	1,330,168,670	727,582,214
Land & Land development	-	-	-	320,039,263
Building	-	-	-	259,959,979
Addition during the Year	14,344,703	-	14,344,703	22,587,214
Closing Balance (Cost/Valuation)	764,514,130	579,999,242	1,344,513,372	1,330,168,670
Accumulated Depreciation:				
Opening Balance	276,332,987	6,498,999	282,831,986	244,547,731
Depreciation charged during the Year	32,751,410	-	32,751,410	31,785,256
Depreciation on Revaluation Surplus	-	6,498,999	6,498,999	6,498,999
Closing Balance	309,084,397	12,997,998	322,082,395	282,831,986
Carrying amount (Cost and valuation)	455,429,733	567,001,244	1,022,430,977	1,047,336,683

Allocation of depreciation charge for the year has been made in the financial statements as follows:

Manufacturing Expenses	24.02	37,287,889	36,370,043
Administrative Expenses	25.00	1,962,520	1,914,213
		39,250,410	38,284,256

Details of Property, Plant & Equipment and Depreciation are shown in the Annexure-1.

5.00 Investment in share

Opening Balance		824,901	877,876
(Decrease)/Increase of Share price	5.01	(37,839)	(52,975)
Closing balance		787,062	824,901

5.01 EXIM Bank Ltd.

Number of Share	Cost per Share	Total cost (Tk.)	Market Price per Share	Total Market price (Tk.)	Total Market price (Tk.)
75,679	9.47	716,928	10.40	787,062	824,901

Investments in Marketable Share is valued at Market price that prevailed on the reporting date for this year. Related gain/(loss) BDT (37,839) is recognized through Other Comprehensive Income.

6.00 Inventories

Closing Stock of Raw Materials	257,267,808	237,621,043
Work- In-Process (WIP)	49,765,553	79,858,260
Finished goods	47,953,056	43,697,285
Stock of spare parts	3,526,018	40,236,340
	358,512,434	401,412,928

Quantity wise break up is given in Annexure: A-2 & A-3.

7.00 Inventory in Transit

Raw Materials-In-Transit	221,166,516	160,044,435
Spare parts-In-Transit	16,504,620	28,666,388
	237,671,136	188,710,823





		Amount in BDT		
		30 June 2023	30 June 2022	
8.00	Accounts Receivable			
	First Party	64,396,053	77,960,850	
	Third party	18,828,873	89,035,160	
	Inhouse Party	29,878,753	36,036,034	
	Corporate Party	68,271,595	95,251,293	
	RM & others sales	106,792,353	-	
		288,167,627	298,283,337	
	Analysis of Accounts Receivable:			
	Amount due below six months	195,953,986	214,764,002	
	Amount due within one year	92,213,641	83,519,334	
		288,167,627	298,283,337	
	The details was given in annexure B			
	i. Accounts recoverable are unsecured and considered good.			
	ii. There is no such debt due by or to directors or other officers of the company.			
9.00	Advance, deposit and prepayment			
	Advance to others	9.01	106,214,842	114,288,496
	Letter of Credit Margin	9.02	52,557,997	69,231,602
			158,772,839	183,520,098
9.01	Advance to others			
	Advance VAT against purchase	9.01.1	6,860,462	10,556,521
	Deshbandhu C & F		25,925,125	26,028,198
	S K Mahmud & Sons		14,725,125	15,771,356
	Salary and other advance		32,445,340	27,298,182
			79,956,052	79,654,256
	Deposits			
	BG (Margin)		834,387	1,002,490
	Security deposit		4,498,000	4,498,000
	Other advance		20,926,402	29,133,750
			26,258,789	34,634,240
			106,214,842	114,288,496





Amount in BDT	
30 June 2023	30 June 2022

9.01.1 Advance VAT Against purchase

Year wise Advance VAT:	Opening Balance	VAT Paid against purchase	VAT adjustment during the year	Closing Balance
FY 2007-2008	-	12,869,992	10,853,495	2,016,497
FY 2008-2009	2,016,497	26,734,699	26,941,025	1,810,171
FY 2009-2010	1,810,171	36,674,411	6,450,128	6,450,128
FY 2010-2011	6,450,128	29,738,109	22,587,772	13,600,465
FY 2011-2012	13,600,465	44,233,040	38,498,674	19,334,832
FY 2012-2013	19,334,832	60,495,273	66,163,640	13,666,465
FY 2013-2014	13,666,465	71,674,380	73,742,488	11,598,357
FY 2014-2015	11,598,357	86,173,368	75,863,701	21,908,024
FY 2015-2016	21,908,024	66,357,794	66,481,645	21,784,173
FY 2016-2017	21,784,173	90,248,336	107,137,772	4,894,737
FY 2017-2018	4,894,737	131,391,200	128,092,258	8,193,679
FY 2018-2019	8,193,679	103,743,676	105,820,142	6,117,213
FY 2019-2020	6,117,213	135,894,273	123,673,168	18,338,318
FY 2020-2021	18,338,318	126,198,232	133,250,462	11,286,087
FY 2021-2022	11,286,087	184,998,710	185,728,276	10,556,521
FY 2022-2023	10,556,521	160,484,940	164,180,999	6,860,462

9.02 Letter of Credit Margin

Dhaka Bank Ltd.

52,557,997 69,231,602

52,557,997 69,231,602

All advances and deposits amount are considered good and recoverable.

10.00 Advance Income Tax:

FY 2010-2011	10,855,386	10,855,386
FY 2011-2012	13,262,159	13,262,159
FY 2012-2013	26,934,217	26,934,217
FY 2013-2014	31,976,605	31,976,605
FY 2014-2015	38,620,692	38,620,692
FY 2015-2016	23,419,853	23,419,853
FY 2016-2017	45,634,789	45,634,789
FY 2017-2018	34,220,249	34,220,249
FY 2018-2019	31,832,997	31,832,997
FY 2019-2020	35,988,261	35,988,261
FY 2020-2021	34,914,957	34,914,957
FY 2021-2022	57,046,548	57,046,548
FY 2022-2023	62,859,123	-

Total Advance Income Tax

447,565,837 384,706,714

Less: Adjustable Provision for Income Tax

FY 2012-2013	12,028,022	12,028,022
FY 2013-2014	7,934,248	7,934,248
FY 2014-2015	1,843,896	1,843,896
FY 2015-2016	1,687,068	1,687,068

Net Advance Income Tax

424,072,603 361,213,480

Notable here that, there are disputed tax demand of Tk. 22,80,78,897/- upto 30.06.2016 as per NBR authority demanded more tax than we provisioned. The company has taken legal proceedings as per applicable law against the tax demand.





11.00 Cash and Cash Equivalents

		Amount in BDT	
		30 June 2023	30 June 2022
	Cash in Hand FO	8,621,250	-
	Cash in Hand HO	4,734,365	643,508
	Cash at Banks (Local Currency)	7,086,452	8,844,572
11.01	Cash at Banks (Foreign Currency)	1,315,761	1,134,800
	Fixed Deposit Receipts	7,663,055	3,342,077
11.03	Cash at Port Folio Account	5,206	-
	Total	29,426,088	13,964,956

11.01 Cash at Banks (Local Currency)

Name of banks	A/C No.	Branch	Amount (Tk.)	Amount (Tk.)
Agrani bank	STD-292/3	Principal	22,852	19,792
Alfalsh	STD 745		78,877	-
Bank Asia Ltd	STD 967	Principal	5	2
Dhaka Bank Ltd.	CD-17442		312,444	39,377
Dhaka Bank Ltd.	STD-1004	F.Exchange	2,057	2,057
Dhaka Bank Ltd.	STD- 2292	Local Office	8,558	-
First Security Islami Bank	9668		14,581	-
Habib Bank Ltd.	STD-1944	Motijheel	2,811	2,811
Islami Bank Ltd.	MSND-8701	F.Exchange	161,058	178,297
Islami Bank Ltd.	1008		325	-
Janata Bank Ltd.	STD-1312	Corporate	24,636	25,371
Meghna Bank Ltd	CD-415	Gulshan	13,620	15,560
Mutual Trust Bank Ltd.	STD-342	Banani	6,748	8,243
NRB Commercial Bank Ltd.	STD -0047	Principal	110,229	109,870
Pubali Bank Ltd.	STD-75-0	Gulshan	88,703	1,833,702
Pubali Bank Ltd.	CD-876		1,200	-
Social Islami Bank Ltd.			24,488	-
Sonali Bank Ltd.	STD-627	Shilpa Vhaban	6,680	26,362
Sonali Bank Ltd.	CD-8444		32,720	-
Southeast Bank Ltd.	SND-2133	Principal	22,490	23,375
Southeast Bank Ltd.	SND-2153	Principal	61,233	89,036
Southeast Bank Ltd.	SND-2108	Principal	33,760	1,068,621
Southeast Bank Ltd.	STD-2083	Principal	47,239	1,292,919
Southeast Bank Ltd.	STD-2079	Principal	7,459	7,464
Southeast Bank Ltd.	STD-2245	Principal	34,650	462,327
Southeast Bank Ltd.	STD-2272	Principal	38,471	1,060,217
Southeast Bank Ltd.	CD-49396	Principal	704,876	1,048,009
Social Islami Bank Ltd.	CD-8444	Banani	-	20,753
Islami Bank Ltd.	SND-3910	Paltan	-	630
Trust Bank Ltd.	CD-2078	Mohakhali	-	15,226
United Commercial Bank Ltd.	CD-00477	Banani	5,211,704	1,481,939
Uttara Bank Ltd.	CD-11587	Uttara BS	11,979	12,612
			7,086,452	8,844,572

11.02 Cash at Banks (Foreign Currency)

Name of banks	A/C No.	Branch	Currency	Amount (Tk.)	Amount (Tk.)
Mercantile Bank Ltd.-	FC-Doller-054	Motijheel	USD 1,386.76	149,770	129,593
Southeast Bank Ltd.-	FC-Dollar-8568	Principal	USD 9,871.67	1,066,140	922,508
Southeast Bank Ltd.-	FC-Euro-7736	Principal	EUR 155.13	18,150	15,133
Southeast Bank Ltd.-	FC-Pound-7525	Principal	GBP 596.35	81,700	67,566
				1,315,761	1,134,800

11.03 Fixed Deposit Receipts

A/C No.	Branch	"Interest Rate"	Amount (Tk.)	Amount (Tk.)
Mercantile Bank Ltd. FDR-11240	Motijheel	2.50%	1,118,766	1,093,898
Mercantile Bank Ltd. FDR-28302	Motijheel	4.75%	2,344,289	2,248,180
Social Islami Bank Ltd.			4,200,000	-
			7,663,055	3,342,077





12.00 i. Share Capital

300,000,000 ordinary shares of Tk 10/- each.

Amount in BDT	
30 June 2023	30 June 2022
3,000,000,000	3,000,000,000

ii. Issued, subscribed and paid-up capital

40,000,000 ordinary shares of Tk 10/- each fully paid.
6,000,000 Bonus shares of Tk 10/- for the year 2011-2012
2,300,000 Bonus shares of Tk 10/- for the year 2012-2013
2,415,000 Bonus shares of Tk 10/- for the year 2013-2014
5,071,500 Bonus shares of Tk 10/- for the year 2014-2015
5,578,650 Bonus shares of Tk 10/- for the year 2016-2017

400,000,000	400,000,000
60,000,000	60,000,000
23,000,000	23,000,000
24,150,000	24,150,000
50,715,000	50,715,000
55,786,500	55,786,500
613,651,500	613,651,500

iii. Category wise Shareholding position of the Company

Name of the shareholders	Nationality	2023		2022	
		Number of Shares	Holding %	Number of Shares	Holding %
A. Sponsors					
Mr. Golam Mostafa	Bangladeshi	1,227,303	2.00	1,227,303	2.000
Mr. Golam Rahman	Bangladeshi	2,173,858	3.54	2,173,858	3.542
B. Director					
Deshbandhu Sugar Mills Ltd.	Bangladeshi	14,726,866	24.00	14,726,866	23.999
Deshbandhu Distilleries Ltd.	Bangladeshi	1,227,303	2.00	1,227,303	2.000
C. Shareholders'					
Deshbandhu Shipping Ltd.	Bangladeshi	1,227,303	2.00	1,227,303	2.000
Mr. Md Mainul Islam Lal	Bangladeshi	151	0.0002	-	-
Brig. Gen. Sarwar Jahan Talukdar (Rtd)	Bangladeshi	-	-	151	0.000
Eng. Md. Shakhawat Hossain	Bangladeshi	-	-	151	0.000
Mr Md Akheruzaman	Bangladeshi	151	0.0002	-	-
Provash Chakrobarty	Bangladeshi	151	0.0002	151	0.000
Abdul Khaleque	Bangladeshi	151	0.0002	151	0.000
Late Golam Rasul Putul	Bangladeshi	151	0.0002	-	-
D. Financial Institution	Bangladeshi	8,736,883	14.24	4,080,499	6.650
E. General shareholders	Bangladeshi & NRB	32,044,879	52.22	36,701,414	59.808
		61,365,150	100.00	61,365,150	100.00

iv. Category wise Number of Share and Share Holders

Particulars	2023		2022	
	Number of Shares	Holding %	Number of Shares	Holding %
Sponsors and Directors	20,583,388	33.54	20,583,388	33.54
Financial Institution	8,736,883	14.24	4,080,499	6.65
General Public	32,044,879	52.22	36,701,414	59.81
	61,365,150	100.00	61,365,301	100.00





Amount in BDT
30 June 2023 | 30 June 2022

v. Classification of shares by holding

Particulars	2023			2022		
	Number of Shareholders	Number of Shares	Holding %	Number of Shareholders	Number of Shares	Holding %
Less than 500 Shares	2,278	370,104	0.603	2,416	352,083	0.574
500 to 5,000 Shares	4,156	6,249,161	10.184	5,119	7,210,472	11.750
5,001 to 10,000 Shares	445	3,468,731	5.653	574	4,361,157	7.107
10,001 to 20,000 Shares	287	4,347,752	7.085	377	5,549,735	9.044
20,001 to 30,000 Shares	119	2,962,382	4.827	31	3,346,918	5.454
30,001 to 40,000 Shares	69	2,399,858	3.911	77	2,366,726	3.857
40,001 to 50,000 Shares	39	1,795,139	2.925	41	2,117,580	3.451
50,001 to 100,000 Shares	87	6,115,814	9.966	85	5,885,277	9.591
100,001 to 1,000,000 Shares	53	13,073,576	21.305	47	9,592,569	15.632
Over 1,000,000 Shares	6	20,582,633	33.541	6	20,582,633	33.541
	7,539	61,365,150	100.00	8,873	61,365,150	100.00

13.00 Revaluation Surplus

On March 31, 2021, Rahman Mostafa Alam & Co., Chartered Accountants, undertook the revaluation process. Initially, the Land & Land Development and Building were valued at Tk 196,856,758. Following the revaluation, these assets were assessed at Tk 776,856,000, indicating a significant surge of Tk 579,999,242 in their worth. Additionally, a revaluation reserve was recognized, net of taxation adjustments.

Opening Balance	511,079,247	473,502,357
Prior year deferred tax adjustment	-	42,776,089
Restated Opening Balance	511,079,247	516,278,446
Less: Transfer of Depreciation (Net off Tax) of Retained Earning	(5,199,200)	(5,199,199)
Closing Revaluation Surplus	505,880,047	511,079,247

The details of restatement given in note 39.00

14.00 Deferred tax Liability

Deferred Tax on historical Cost	14.01	49,587,104	51,274,635
Deferred Tax Liability on Revaluation of Land & land development and Buildings	14.02	61,121,196	62,420,996
		110,708,300	113,695,631

14.01 Deferred Tax on historical Cost

Particulars	Carrying amount (2022-23)	Tax base (2022-23)	Difference (2022-23)	Difference (2021-22)
ParticularProperty, Plant & Equipment's other than Land and Land Developmentars	345,258,996	97,323,478	247,935,518	256,373,177
Applicable Rate			20.00%	20.00%
Deferred tax liability (on historical cost)			49,587,104	51,274,635
Deferred tax liability as on 30 June 2022			51,274,635	59,840,218
Deferred tax (income)/Loss for the year			(1,687,532)	(8,565,583)

Deferred Tax liability for the year is arrived as under:

Deferred Tax Income/(Loss) on historical cost	1,687,532	8,565,583
Deferred Tax on revaluation	(1,299,800)	(1,299,800)
	387,732	7,265,783





		Amount in BDT	
		30 June 2023	30 June 2022
14.02	Deferred Tax Liability on Revaluation of Land & land development and Building		
	Opening Balance	62,420,996	106,496,885
	Less: Prior year deferred tax adjustment	-	(42,776,089)
	Restated opening Balance	62,420,996	63,720,796
	Deferred tax impact on depreciation charge relating to revalued surplus	(1,299,800)	(1,299,800)
	Deferred tax liability increased for Revaluated Amount	61,121,196	62,420,996
The details of restatement given in note 39.00			
15.00	Long Term Loan		
	Dhaka Bank Ltd.	324,040,908	27,442,382
	Mercantile Bank Ltd.	408,145,580	323,175,871
	Islamic Finance & Investment Ltd.	102,394,380	24,554,518
		834,580,868	375,172,771
	Less Current Portion of Long Term Loan		
	Current Portion of Long Term Loan - IFIL	27,668,033	-
	Current Portion of Long Term Loan - MBL	120,276,000	-
	Current portion of Long Term Loan - DBL	156,616,210	-
		304,560,243	-
		530,020,625	375,172,771
These represents bank Loan net of Current Maturity.			
16.00	Bank Overdraft		
	Dhaka Bank Ltd. Local office (Note-16.01)	64,617,524	61,376,626
	Mercantile Bank Ltd. Motijheel Branch (Note-16.02)	153,486,801	153,595,473
		218,104,325	214,972,099
16.01	Dhaka Bank Ltd. Local office		
	Facility : Overdraft		
	Facility limit : Tk.60,000,000 (OD)		
	Interest Rate : 9.00% which is subject to change from time to time.		
	Security : Registered mortgage of total 129.125 decimal land with 3 factory shade (1single storied factory-cum-office, 1 single storied warehouse, 1 single storied shed) at Kawadi, Palash, Narshingdi.		
16.02	Mercantile Bank Ltd. Motijheel Branch		
	Facility : SOD (Gen)		
	Facility limit : Tk.150,000,000		
	Interest Rate : 9.00% which is subject to change from time to time.		
	Security : Hypothecation of the stocks in trade. Corporate guarantee of Deshbandhu Group. Directors Personal guarantee.		
17.00	Short term loan		
	Loan against trust receipts(LTR) 17.01	-	385,702,726
	Acceptance liabilities under letter of credit 17.03	53,652,443	166,642,525
	Bills Payables - Dhaka Bank Ltd.	31,248,514	-
		84,900,957	552,345,251
17.01	Loan against trust receipts (LTR)		
	Dhaka Bank Ltd. (Note: 17.01.01)	-	211,522,877
	Mercantile Bank Ltd. (Note: 17.01.02)	-	87,192,813
	Islamic Finance & Investment Ltd. (Note-17.02)	-	86,987,036
		-	385,702,726





Amount in BDT

30 June 2023 | 30 June 2022

17.01.01 Dhaka Bank Ltd.

Facility : LTR, STL
Facility limit : Tk.150,000,000
Interest Rate : 9.00% which is subject to change from time to time.
Security : Registered mortgage of total 129.125 decimal land with 3 factory shade (1 single storied factory-cum-office, 1 single storied warehouse, 1 single storied shed) at Kawadi, Palash, Narshingdi.

17.01.02 Mercantile Bank Ltd.

Facility : Time Loan
Facility limit : Tk.388,400,000
Interest Rate : 9% which is subject to change from time to time.
Security : Registered mortgage of total 74.50 decimal land at Kawadi, Palash, Narshingdi, Hypothecation of the stocks in trade. Corporate guarantee of Deshbandhu Group. Directors Personal guarantee.

17.02 Islamic Finance & Investment Limited

Facility : Term Loan
Facility limit : Tk.100,000,000
Interest Rate : 13% which is subject to change from time to time.
Security : Hypothecation of the stocks in trade. Corporate guarantee of Deshbandhu Group. Directors Personal guarantee.

17.03 Acceptance Liabilities under letter of credit

Dhaka Bank Ltd. (Note-17.04)

Capital Machinery L/C	-	5,156,956
Raw Material L/C	53,652,443	161,485,569
	53,652,443	166,642,525

17.2.1 Mercantile Bank Ltd.

Facility : Letter of Credit (L/C)
Facility limit : Tk.300,000,000
Purposes : Import Capital machinery, Raw Materials and Spare Parts by Letter of Credit(L/C).
Security : Hypothecation of the stocks in trade. Corporate guarantee of Deshbandhu Group. Directors Personal guarantee.

17.04 Dhaka Bank Ltd.

Facility : Letter of Credit (L/C)
Facility limit : Tk.300,000,000
Purposes : Import Capital machinery, Raw Materials and Spare Parts by Letter of Credit (L/C).
Security : Registered mortgage of total 129.125 decimal land with 3 factory shade (1single storied factory-cum-office, 1 single storied warehouse, 1 single storied shed) at Kawadi, Palash, Narshingdi.





		Amount in BDT	
		30 June 2023	30 June 2022
18.00	Accounts Payable		
	Aryan Enterprise	-	228,000
	Diamond Bearing & Machinery	-	44,382
	Frontline Communication	326,720	331,800
	G K Enterprise	180,000	180,000
	H T Traders	83,350	151,103
	Helal Electric	-	185,550
	Ornab Electric Co.	617,044	477,332
	Park Trading	141,490	141,490
	Bismillah Enterprise	78,554	-
	M/S.Ruhi Transport Agency	46,880	-
	M/S.Sathi Paribahan Sangstha	68,000	-
	M/S.S M Transport Agency	83,200	-
	Shafiq Mizan Rahman & Augustine (C/A)	100,000	-
	Travels Time Ltd	9,339	-
		1,734,577	1,739,657
	Analysis of Accounts Payable:		
	Payable due below six months	1,278,257	1,086,367
	Payable due over six months below one year	456,320	653,290
		1,734,577	1,739,657

Above mentioned suppliers are regular parties to supply Raw material, Chemicals, Packing materials etc. and mentioned all suppliers paid the dues on a regular basis.

19.00	Others Payable and Provisions		
	Other Payables	19.01	411,472
	Provisions	19.02	64,048,100
			64,459,572
			50,423,521
19.01	Other Payables		
	Sudipta Enterprise		-
	Tax deduction at source		265,878
	VAT deduction at source		145,594
	Tushar Enterprise		-
			411,472
			1,561,525
19.02	Provisions		
	Audit Fees		125,000
	Electricity Bill		4,929,345
	Factory Salary		5,217,124
	Head Office Salary		1,067,914
	Income Tax Provision:		
	FY 2016-2017		5,147,235
	FY 2017-2018		10,943,477
	FY 2018-2019		8,145,127
	FY 2019-2020		5,082,403
	FY 2020-2021		4,774,297
	FY 2021-2022		6,313,837
	FY 2022-2023		12,302,341
			64,048,100
			48,861,996

All accrued expenses are paid on regular basis





		Amount in BDT	
		30 June 2023	30 June 2022
20.00	Share Money Refundable		
	Opening Balance	14,924,500	14,924,500
	Refund during the year	-	-
	Closing Balance	14,924,500	14,924,500
21.00	Unclaimed/Undistributed Dividend Account		
	Year 2011-12	832,488	832,488
	Year 2018-19	5,615,966	6,342,147
	Year 2019-20	990,941	990,941
	Year 2020-21	1,043,009	1,043,009
		8,482,404	9,208,586
22.00	Workers Profit Participation Fund		
	Worker Profit Participant fund	2,936,651	1,073,649
	Employee Welfare Fund	367,081	134,206
	Bangladesh Worker Welfare Fund	367,081	134,206
		3,670,813	1,342,061
22.01	Worker Profit Participant fund		
	Opening balance	1,073,649	381,046
	Disburse to beneficiary	-	(381,046)
		1,073,649	-
	Provision made during the year	1,863,002	1,073,649
	Closing Balance	2,936,651	1,073,649
22.02	Employee Welfare Fund		
	Opening balance	134,206	47,631
	Disburse to beneficiary	-	(47,631)
		134,206	-
	Provision made during the year	232,875	-
	Closing Balance	-	134,206
		367,081	134,206
22.03	Bangladesh Worker Welfare Fund		
	Opening balance	134,206	47,631
	Disburse to beneficiary	-	(47,631)
		134,206	-
	Provision made during the year	232,875	134,206
	Closing Balance	367,081	134,206
23.00	Revenue	Quantity	
	Gross Local Sales		1,258,720,995
	Less: VAT		(164,180,999)
	Net Local Sales	4,00,05,900 Pcs	1,094,539,996
	Export Sales		-
			1,094,539,996
			1,046,562,186
24.00	Cost of Goods Sold:		
	Raw Material Consumed	24.01	794,548,793
	Manufacturing Expenses	24.02	130,804,895
			925,353,688
	Opening work-in-process		959,523,881
	Less: Closing work-in-process		79,858,260
			52,538,329
			49,765,553
			79,858,260
	Cost of goods manufactured:		955,446,394
	Opening Finished Goods		932,203,950
	Less: Closing Finished Goods	Annexure-A-2	43,697,285
			29,525,192
			47,953,056
			43,697,285
			951,190,623
			918,031,858





		Amount in BDT	
		30 June 2023	30 June 2022
24.01	Raw Material Consumed		
	Opening Stock of Raw Material	237,621,043	163,533,819
	Add: Purchases		
	Imported	178,773,470	378,939,306
	Local	635,422,087	526,589,272
		814,195,557	905,528,578
	Less: Closing Stock of Raw Materials	257,267,808	237,621,043
		794,548,793	831,441,354
24.02	Manufacturing Expenses		
	Salary, Wages and other benefits	56,248,863	52,388,521
	Travelling & conveyance	295,460	361,495
	Electricity bill	28,149,608	28,808,897
	Rent & Rates	564,280	291,000
	Repair & maintenance	1,488,188	1,679,563
	Fuel, Oil and Power	5,657,056	5,800,162
	Printing & Stationery	429,468	311,694
	Food allowance	348,603	495,375
	Insurance Premium	-	1,409,325
	License, Registration & Renewal	208,182	82,260
	Staff welfare	127,298	84,192
	Depreciation	37,287,889	36,370,043
		130,804,895	128,082,527
25.00	Administrative Expenses		
	Salary and Allowances	10,998,931	11,508,744
	Rent & Rates	32,475	38,000
	Repair & Maintenance	50,715	73,238
	Conveyance	225,701	98,894
	Audit fee	235,000	235,000
	Business Promotion Expenses	430,420	412,430
	Printing & Stationery	171,168	187,126
	Postage & Telephone	101,884	94,222
	AGM expenses	299,558	293,743
	Entertainment	89,626	76,552
	Legal and professional charge	377,193	314,000
	License, Registration & Renewal	32,202	107,643
	Annual Return fee RJSC	26,330	156,000
	Share department expenses	58,200	127,000
	Staff welfare	63,873	6,394
	Telephone & Mobile Purchase	26,050	48,998
	Tender schedules purchase	-	32,000
	Expenses of CDBL	605,000	613,652
	Depreciation	1,962,520	1,914,213
		15,786,847	16,337,849
26.00	Selling & Distribution Expenses		
	Publicity & advertisement	433,642	330,625
	Carriage outward	3,669,123	3,171,422
	Fuel and power	12,123	-
	Sales promotion expenses	1,307,828	1,341,986
	Travelling & Daily Allowance	-	160,222
		5,422,716	5,004,255





		Amount in BDT	
		30 June 2023	30 June 2022
27.00	Financing cost		
	Bank Charges	3,024,931	32,591,618
	Realized Foreign exchange Loss/(Gain)	14,829,821	10,878,860
	Interest on Overdraft, Time & Term loans	61,229,015	71,278,518
		79,083,767	84,748,996
28.00	Other Income		
	Intercompany interest	5,526,985	4,982,189
	Dividend from Investment	75,678	242,915
	Short term deposit	-	206,689
	Short term deposit (Dividend A/C)	-	176,648
	Financing Income	245,096	-
	Fixed Deposit Receipts	-	135,606
		5,847,759	5,744,046
29.00	Provision for contribution to WPPF		
	Profit/(loss) before WPPF and Income Tax	48,903,801	28,183,275
	Calculated Provision for contribution to WPPF	2,328,752	1,342,061
<p>WPPF charged @ 5% of net profit before tax as per labor law act 2006 (Amended in 2018), whereas 80% is allocated to "Worker's profit participation fund", 10% to "Employee welfare fund" and 10% to "Bangladesh workers welfare foundation".</p>			
30.00	Income Tax (Expenses)/Income		
	Current Tax	30.01 (12,302,341)	(6,313,837)
	Deferred Tax	14.00 1,687,532	8,565,583
		(10,614,810)	2,251,745
30.01	Current Tax Corporate Tax		
	Profit/(Loss) before Tax	46,575,048	26,841,214
	Add: Accounting Depreciation	39,250,410	-
	Less: Tax Depreciation	24,313,751	-
	Taxable income	61,511,707	26,841,214
	Tax Charge @ 20.00% (A)	12,302,341	5,368,243
	Gross Receipts		
	Revenue	23.00 1,094,539,996	1,046,562,186
	Other Income	28.00 5,847,759	5,744,046
		1,100,387,754	1,052,306,233
	Tax Charge (minimum) @ 0.60% (B)	6,602,327	6,313,837
	Whichever is higher (A/B) (So applicable is "B")	12,302,341	6,313,837
31.00	Other Comprehensive Income- Unrealized (Gain)/Loss		
	Foreign Currency Translation (Loss)/Gain	11.03 -	94,473
	Fair Value (Loss)/Gain on Investment in Shares	5.01 (37,839)	(52,975)
		(37,839)	41,498
32.00	Earning per share (EPS)		
	Net profit after tax for the year	35,922,400	29,134,457
	Weighted average number of shares outstanding during the year	61,365,150	61,365,150
	Earning Per Share of Tk. 10.00 each	0.59	0.47





		Amount in BDT	
		30 June 2023	30 June 2022
33.00	Net Assets Value Per Share (NAVPS)		
	Total Assets	2,519,840,766	2,495,267,206
	Less: Non-current Liability	640,728,925	488,868,402
	Less: Current Liability	700,837,391	844,955,673
		1,178,274,449	1,161,443,131
	Weighted average number of shares outstanding during the year	61,365,150	61,365,150
	Net Assets Value Per Share (NAVPS)	19.20	18.93
34.00	Cash Receipts from Customers		
	Revenue	1,094,539,996	1,046,562,186
	Add: Opening Trade Debtors	298,283,337	262,457,625
		1,392,823,332	1,336,306,982
	Less: Closing Trade Debtors	(288,167,627)	(298,283,337)
		1,104,655,705	1,038,023,645
35.00	Cash paid to suppliers, employees and others		
	Cost of Goods Sold	951,190,623	918,031,858
	WPPF paid to beneficiary	-	381,046
	Administrative Expenses	15,786,847	16,337,849
	Selling & Distribution Expenses	5,422,716	5,004,255
	Depreciation	(39,250,410)	(38,284,256)
		933,149,777	901,470,752
	Increase/ Dec in Inventories	6,059,820	116,459,965
		939,209,597	1,017,930,716
	(Increase)/Decrease in Current Liabilities	(1,728,630)	18,703,743
	Increase in Current Assets	(24,747,260)	6,996,714
		912,733,707	1,043,631,174
36.00	Cash Flows from Operating Activities under indirect method		
	Profit before WPPF and Tax	48,903,801	28,183,275
	Add Expenses Not Requiring Cash:		
	Depreciation	39,250,410	38,284,256
	Foreign Currency Translation Loss/(Gain)	-	94,473
	Other Adjustments:		
	(Increase)/Decrease in Accounts Receivable	10,115,710	8,538,541
	(Increase)/Decrease in Inventory	42,900,493	(116,459,965)
	(Increase)/Decrease in Advances, Deposits and Prepayments	24,747,260	(6,483,706)
	(Increase)/Decrease in Intercompany Receivable	-	171,378,178
	(Increase)/Decrease in Advances Tax paid	(75,161,464)	(41,480,030)
	(Increase)/Decrease in Inventory in transit	(48,960,313)	(417,746)
	Increase/(Decrease) in Accounts Payable	(5,080)	(553,007)
	Increase/(Decrease) WPPF Disburse to beneficiary	-	(476,309)
	Increase/(Decrease) in Other Payables	14,036,051	(18,150,734)
	Cash flows from operating activities	55,826,867	45,380,143
37.00	Net Operating Cash Flow Per Shares (NOCFPS)		
	Net cash used in operating activities	55,826,867	45,380,143
	Weighted average number of shares outstanding during the year	61,365,150	61,365,150
	Net Operating Cash Flow Per Shares (NOCFPS)	0.91	0.74
38.00	Directors Remuneration:		
	Directors of the company did not receive any remuneration for attending the Board Meeting except independent director @Tk. 5,000.00 per meeting.		





Amount in BDT	
30 June 2023	30 June 2022

39.00 Financial Statements Adjustment and Reclassification

During the period, the company revised the comparative information, which had an impact on the following key statements:

Statement of Financial Position

Particulars	30 June 2022 Restated	30 June 2022
Property, Plant, and Equipment		
Written Down Value of Property, Plant, and Equipment	1,047,336,683	1,015,509,672
Advance, Deposit, and Payments	183,520,098	215,347,109
Statement of Cash Flows		
Net Operating Cash Flow per Share	0.74	0.99

In the preceding year, construction work in progress was categorized under advance, deposit, and prepayments as current assets. However, during the year, it was reclassified under Property, Plant, and Equipment as non-current assets. This adjustment aligns with section 74 (B) of the International Accounting Standard (IAS) 16, which mandates the inclusion of construction-related expenditures within the carrying amount of an item of property, plant, and equipment.

As a result of this reclassification, there was an increase in property, plant, and equipment by BDT 31,827,011, accompanied by a corresponding decrease in advance deposit and prepayment by the same amount. Furthermore, this adjustment led to a reduction in the operating cash flow per share by 0.25.

Additionally, the company made corrections in the following areas:

Statement of Financial Position

Particulars	30 June 2022 Restated	30 June 2022
Revaluation Surplus	511,079,247	467,003,358
Deferred Tax Liability	113,695,631	157,771,520
Net Asset Value Per Share	18.93	18.21

In the previous year, an incorrect tax rate was applied to the revaluation surplus, leading to an improper increase in the deferred tax liability by BDT 44,075,889. This error stemmed from a failure to adhere to the correct tax rate specified in the Income Tax Ordinance of 1984, as well as a failure to account for the discharge of tax liability related to revaluation reserves. Consequently, the revaluation reserve was inaccurately reported, being understated by the same amount, BDT 44,075,889 and discharge of deferred tax BDT 1,299,800 in the year ended 30 June 2022.

During the year under review, the company rectified this issue by applying the appropriate tax rate on the revaluation surplus in accordance with the Income Tax Ordinance of 1984. This not only corrected the deferred tax liability but also resulted in an increase in the net assets value per share.





		Amount in BDT	
		30 June 2023	30 June 2022
40.00	Capacity Utilization		
	BOI approved capacity (pcs)	65,045,000	65,045,000
	Installed capacity (pcs)	46,200,000	46,200,000
	Actual production (pcs)	40,332,440	37,604,700
	Capacity utilization	87%	81%

41.00 Related party transaction

During the year, the company carried out a number of transactions with related parties in the normal course of business and on arms length basis. The name of these related parties, nature of transactions and their total value have been set in accordance with the provisions of IAS-24.

Name	Nature of relationship	Nature of transactions	2022-2023 Receivable Taka	2021-2022 Receivable Taka
Deshbandhu Sugar Mills Ltd.	Share Holder	Short Term Funding	Nil	Nil
		Account Receivables	5,065,071	13,229,193
Deshbandhu Cement Mills Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	16,384,396	2,258,693
Commodities Trading Company	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	1,650,032	1,708,482
Deshbandhu Packaging Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	-	5,835,684
Deshbandu Consumer & Agro Products Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	786,029	786,029
M R Trading	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	1,393,700	1,393,700
Sahera Auto Rice Mills Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	4,441,845	1,812,928
Deshbandhu Food & Beverage Ltd.	Common Directors	Short Term Funding	Nil	Nil
		Account Receivables	157,680	589,680

- a. No Key Management Personnel services is being received from related parties during the year.
b. No compensation is given other than board meeting attendance fee for independent director during this year.

42.00 Number of employees engaged

As per Schedule-XI of the Companies Act, 1994, the number of employees (including contractual employees) engaged for the whole year or part thereof and received a total remuneration of TK. 36,000 per annum and above but no one received below TK. 3,000 per month. Details range has been given follows:

Number of employees engaged for the whole year	555	545
Salary range		
Monthly Taka 3,000 or above	555	545
Monthly below Taka 3,000	Nil	Nil

43.00 Capital expenditure commitment

Capital expenditure commitment has been involved with only Property, Plan and Equipment.





44.00 Contingent liabilities

There is no contingently liability as on June 30, 2023 of the company.

45.00 Claims not acknowledged as debt

There is no claims against the company as debt as on June 30, 2023.

46.00 Commission, brokerage or discount against sale

No commission, brokerage or discount was incurred or paid by the company against sales during the year ended June 30, 2023.

47.00 Payment made in foreign currency

Except raw material purchased (Note: 24.01) no expenses including royalty, technical expert and professional advisory fees, interest etc. was incurred or paid as foreign currency.

48.00 Risk Factors & Management's Perception About The Risks

International Financial Reporting Standard (IFRS) 7 - Financial instruments: Disclosures- Requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

48.01 Credit Risk

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from institutional and export customers etc.

Management Perception

In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are related to sale of PP woven bags, the only product of the company. The maximum exposure to credit risk is represented by the carrying amount of each financial assets in the statement of financial position.

48.02 Interest Rate Risk

Interest rate risk is the risk that company faces due to unfavorable movements in 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

Management of the company emphasizes on equity based financing to reduce dependency on borrowed fund. Therefore, fluctuation of interest rate on borrowing would have lower impact upon the financial performance of the company. Moreover, management of the Company continuously reduced the long term debt balance.

48.03 Exchange Rate Risk

Exchange rate risk occurs due to changes in exchange rates. As the Company imports raw materials and plant and Machinery from abroad and also earns a small amount of revenue in foreign currency, unfavorable volatility or currency fluctuations may affect the profitability of the Company. If exchange rate is increased against local currency, opportunity will be created for generating more profit.

Management Perception

The management is always alert in minimizing the negative impact of currency fluctuation cost by identifying new sources of raw materials and constantly negotiating with suppliers for reducing price. Furthermore by intensifying of export, the company enjoys the benefits of any further devaluation of BDT against foreign currency.





48.04 Industry Risks

The Company is operating in a highly competitive market. Some of the competitors in this sector are larger than Deshbandhu polymer limited and have broader range of products that may enable them to expand their market share. The business, financial condition and prospects of the Company could be adversely affected if it is unable to compete with its competitors.

48.05 Market and Technology Related Risks

Technology always plays a vital role for each and every type of business. Better technology can increase productivity and reduce costs of production. Firms are exposed to technology risks when there are better technologies available in the market than the one used by the company which may cause technological obsolescence and negative operational efficiency.

Management Perception

Deshbandhu polymer limited has setup its project with modern brand new imported machineries. Furthermore, routine and proper maintenance of equipment's carried out by the company ensures longer service life for the existing equipment and facilities.

48.06 Potential or Existing Government Regulations

The Company operates under the Company's Act 1994 and other related regulations, The Income Tax Act 2023, Customs Act, 1969, The Value Added Tax and Supplementary Duty Act, 2012 and The Value Added Tax and Supplementary Duty Rules, 2016. Any abrupt changes of the policies made by the regulatory authorities may adversely affect the business of the Company.

Management Perception

Unless any adverse policies are made, which may materially affect the industry as a whole; the business of the company will not be affected. PP woven bags full-fill a very basic need for the packaging of sugar, cement, fertilizer, poultry feed, fisheries feed etc. As this is a very basic requirement for industrial use of the country, it is unlikely that the government will initiate any fiscal measure having adverse effect on the growth of the industry. The government is going to make it mandatory to use bags, these may effect the further growth of the company.

48.07 Potential Change in Global or National Policy

The company operates its business based on imported raw materials. Financial and operating performance of the company may be adversely affected due to unfavorable change in global and national policy.

Management Perception

All the market players in this industry operate based on mainly imported raw materials and in compliance with national as well as global policies/practices. Any changes in policies will affect all the competitors almost equally. DPL's market standing, brand image and groups behind the company will put it in a comparatively better position to handle any adverse policy.

48.08 Non-operating History

Any interruption in the operations of the company affects the company's image as a going concern. Failure to ensure uninterrupted operation reduces profitability and in the long run weakens the fundamentals of the company.

Management Perception

There is no history of disruption in the operation of the company.





48.09 Operational Risk

Shortage of power supply, labor unrest, unavailability or price increase of raw material, natural calamities like flood, cyclone, earth quack etc. may disrupt the production of the Company and can adversely impact the profitability of the Company.

Management Perception

Power requirement for the project is 0.8 MW which is meeting up from its sister concern namely Deshbandhu Sugar Mills Limited who generate power through its own steam generator. Besides this the company has also a gas base generator with a capacity of 1MW. The project of the Company is situated at a high land having less record of flood. The factory building has strong RCC foundation, RCC floor, pre-fabricated steel structure to withstand wind, storm, rain etc. along with good drainage facility. The risks from these factors are also covered through Insurance. The company is also facilitated to keep a rational reserve for any future price escalation of the raw materials.

49.00 Events after the Reporting Period :

- 49.01** The board of directors has recommended 2.5% Cash dividend for all Shareholders of the company for the year ended 30 June 2023. The shareholders whose name will appear in the share register of the company or in the depository register on the record date will be eligible to attend the Annual General Meeting and to receive the dividend. The cash dividend to be payable to the All Shareholders is Tk. 15,341,287 Out of 613,651,150 ordinary share of the company.
- 49.02** The Board of Directors authorized the Financial Statements for issue on 02 October 2023.
- 49.03** Except above, no other significant event occurred till the date of signing the financial statements.



Deshbandhu Polymer Limited
Schedule of Property Plants and Equipment
For the year ended June 30, 2023

Annexure-A-1

A) Property, Plant & Equipment

Types of assets	Cost (Taka)		Rate	Depreciation (Taka)		Written down value as on 30.06.22	Written down value as on 30.06.23
	Cost as on 01.07.22	Addition during the Year		Cost as on 30.06.23	Cumulative as on 01.07.22		
Land & Land development	70,920,737	-	-	-	-	70,920,737	70,920,737
Building	155,465,499	-	2.5%	27,917,741	3,855,680	123,692,078	127,547,758
Plant & Machinery	408,000,599	6,449,614	5%	190,193,683	20,507,523	203,749,006	217,806,916
Furniture & Fixtures	598,033	-	10%	569,187	28,846	598,033	(0)
Electric & Other appliances	70,978,588	455,000	10%	51,591,751	7,120,609	58,712,360	19,386,837
Office Machinery & Equipment	6,530,578	17,100	10%	3,311,910	653,913	3,965,823	3,218,668
Vehicles	5,848,383	-	10%	2,748,714	584,838	2,514,831	3,099,669
Construction Work in Progress	31,827,011	7,422,989	-	-	-	39,250,000	31,827,011
Total	750,169,428	14,344,703		276,332,987	32,751,410	309,084,397	455,429,733

B) Revaluation

Types of assets	Cost (Taka)		Rate	Depreciation (Taka)		Written down value as on 30.06.22	Written down value as on 30.06.23
	Cost as on 01.07.22	Addition during the Year		Cost as on 30.06.23	Cumulative as on 01.07.22		
Land & Land development	320,039,263	-	-	-	-	320,039,263	320,039,263
Building	259,959,979	-	2.5%	6,498,999	6,498,999	246,961,980	253,460,980
Total	579,999,242	-		6,498,999	6,498,999	567,001,243	573,500,243

A+B= Total	1,330,168,670	14,344,703	1,344,513,373	282,831,986	39,250,410	322,082,396	1,022,430,976	1,047,336,683
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Depreciation allocated to:

	2023 Taka	2022 Taka
Manufacturing Expenses	37,287,889	36,370,043
Administrative Expenses	1,962,520	1,914,213
Total	39,250,410	38,284,256





Annexure-A-2

Schedule of Quantity-wise Finished Goods
01 July 2022 to 30 June 2023

Particulars	Opening		Production		Cost of Revenue		Closing	
	Quantity Pcs.	Rate (Taka)	Quantity Pcs.	Rate (Taka)	Quantity Pcs.	Rate (Taka)	Quantity Pcs.	Rate (Taka)
PP woven bag and liner.	1,498,510	29.16	40,332,440	23.69	40,005,900	23.78	1,825,050	26.27
		43,697,285		955,446,394		951,190,623		47,953,056

Calculation of Finished Goods Including new product Cement Bag

Stock of spare parts	3,526,018
-----------------------------	------------------

Quantity-wise break-up of Stores & Spares could not be given as it was difficult to quantify each item in a separate and distinct due to large variety of stores & spares.

Annexure-A-2

Schedule of Quantity-wise Raw Materials
01 July 2021 to 30 June 2022

Particulars	Opening		Production		Cost of Revenue		Closing	
	Quantity Pcs.	Rate (Taka)	Quantity Pcs.	Rate (Taka)	Quantity Pcs.	Rate (Taka)	Quantity Pcs.	Rate (Taka)
PP woven bag and liner.	1,633,200	23.04	37,604,700	24.79	37,739,390	24.54	1,498,510	29.16
		37,628,407		932,203,950		926,135,072		43,697,285

Calculation of Finished Goods Including new product Cement Bag

Stock of spare parts	40,236,340
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Quantity-wise break-up of Stores & Spares could not be given as it was difficult to quantify each item in a separate and distinct due to large variety of stores & spares.





Annexure-A-3

Schedule of Quantity-wise Raw Materials
July 01, 2022 to June 30, 2023

Particulars	Opening Balance (Including Recycle)			Purchased (Excluding Recycle)			Consumed (Including Recycle)			Closing Balance (Including Recycle)		
	Quantity (Kg.)	Rate	Amount (Taka)	Quantity (Kg.)	Rate	Amount (Taka)	Quantity (Kg.)	Rate	Amount (Taka)	Quantity (Kg.)	Rate	Amount (Taka)
Direct Materials												
01. PP Vern Grade	635,400	127.80	81,200,991	2,626,410	153.89	404,184,045	2,731,610	150.42	410,891,952	530,200	150.91	80,010,285
02. Polycorn	92,475	87.30	8,073,146	125,181	99.75	12,486,793	126,336	94.46	11,933,783	91,320	94.46	8,626,156
03. CaCo3 & TPT	88,450	57.85	5,116,538	82,444	86.29	7,114,095	83,694	71.57	5,989,857	87,200	71.57	6,240,775
04. M.B White	58,650	231.61	13,583,783	71,760	353.05	25,335,014	73,415	298.43	21,909,597	56,995	298.43	17,009,200
05. H.D.PE	171,250	127.96	21,913,412	59,740	159.81	9,547,064	61,000	136.20	8,320,372	169,900	136.20	23,140,104
06. L.D.PE	64,275	122.41	7,867,940	2,662	170.00	452,510	1,687	124.30	209,677	65,250	124.30	8,110,773
07. L.L.D.PE	106,550	129.46	13,793,793	965,655	136.00	132,642,220	966,905	133.36	128,286,948	105,300	133.36	14,049,065
08. PP (Lam.G)	268,700	134.56	36,155,370	378,587	206.75	78,272,936	367,212	176.78	64,916,281	280,075	176.78	49,512,025
09. Sack Kraft Paper	311,202	51.71	16,091,181	1,123,947	65.55	73,674,707	1,131,497	62.548	70,773,018	303,652	62.55	18,992,869
Indirect Materials												
Ink												
1. Red Ink	2,175	387.16	842,071	9,425	406.46	3,830,843	9,780	402.84	3,939,737	1,820	402.84	733,177
2. Black Ink	5,125	385.65	1,976,464	4,246	406.68	1,726,595	6,171	395.18	2,438,486	3,200	395.18	1,264,573
3. Green Ink	375	391.73	146,898	4,162	405.02	1,685,844	4,162	403.92	1,681,273	375	403.92	151,471
4. Orange Ink	50	413.10	20,655	75	444.93	33,369	75	432.20	32,415	50	432.20	21,610
5. Blue Ink	100	415.50	41,550	1,824	445.47	812,596	1,849	443.91	820,853	75	443.91	33,293
6. Yellow Ink	75	397.61	29,821	2,475	403.48	998,603	2,525	403.31	1,018,341	25	403.31	10,083
7. Flexo Thinner	1,440	199.71	287,581	56,521	246.43	13,928,563	57,211	225.27	12,887,964	750	225.27	168,952
8. Cotton Yarn	1,124	177.99	200,066	27,109	224.62	6,089,298	27,308	222.76	6,083,308	925	222.76	206,057
9. White Ink	-	-	-	975	438.68	427,718	975	438.68	427,718	-	438.68	-
10. Germinium Ink	-	-	-	-	-	-	-	-	-	-	-	-
9. Violet Ink	300	480.61	144,182	-	-	-	75	480.61	36,046	225	480.61	108,137
10. Magenta Ink	150	424.53	63,680	325	439.47	142,828	400	434.75	173,901	75	434.75	32,606
11. M.B Beige	13,850	301.07	4,169,832	30,274	412.88	12,499,637	34,374	327.78	11,267,356	9,750	327.78	3,195,900
12. M.B Green	250	442.86	110,714	3,500	500.00	1,750,000	3,600	496.19	1,786,286	150	496.19	74,429
13. M.B Blue	750	475.23	356,423	3,323	498.55	1,656,500	3,523	494.26	1,741,082	550	494.26	271,841
14. M.B Red	375	437.78	164,167	-	-	-	100	437.78	43,778	275	437.78	120,389
15. M.B Orange	75	428.57	32,143	50	460.53	23,027	75	441.35	33,101	50	441.35	22,068
16. M.B Yellow	275	445.00	122,375	6,533	499.61	3,263,867	6,658	497.40	3,311,631	150	497.40	74,611
17. M.B Brown	550	440.00	242,000	-	-	-	200	440.00	88,000	350	440.00	154,000
18. Adictive Ink	25	401.00	10,025	-	-	-	25	401.00	10,025	-	401.00	-
19. Violet Ink	125	395.00	49,375	-	-	-	100	395.00	39,500	25	395.00	9,875
20. PP Multifilament Yarn	4,773	258.26	1,232,654	15,244	237.26	3,616,886	14,267	242.27	3,456,509	5,750	242.27	1,393,031
21. PP Recycle	419,778	56.18	23,582,215	-	-	-	-	-	-	392,881	54.55	21,430,455
Total	2,248,692	105.67	237,621,043	5,602,449	145.33	814,195,557	5,716,901	138.98	794,548,793	2,107,343	122.08	257,267,808





Deshbandhu Polymer Limited
Schedule of Accounts Receivable
As at 30 June 2023

Annexure-B

SL	Accounts Receivable	2023	2022
	Corporate party	68,271,595	95,251,293
1	Afil Trade International	610,000	-
2	Akij Cement Company Ltd.	200	200
3	Akon Enterprise	8,233,750	233,750
4	Aynul Haque	15,000	-
5	Bengal Cement Mills Ltd.	16,977,300	11,505,176
6	BCIC (Shajalal Fertilizer Prokalpo)	44,850	-
7	BCIC (Kornofuly)	2,354,980	-
8	BCIC (Muntajat Qatar)	-	32,152,995
9	BCIC (TSPCL, Patenga)	154,280	975,080
10	BCIC (CTG))	3,240,626	583,600
11	Diamond Cement Ltd.	3,922,583	3,445,506
12	Dyeing Printing & Washing Mills Ltd.	-	336,648
13	Dye Ammonium Phosphet Fertilizer Co.	896,528	-
14	Desh Trading Corporation	3,620,251	355,027
15	Eastern Cement Ltd.	2	-
16	Emirates Cement BD Ltd.	58,026	3,253,665
17	Heidelberg Cement BD Ltd.	591,581	219,521
18	Lafarge Holcim Cement BD Ltd.	989,902	4,027,368
19	Jessore Cement Company Ltd.	-	220,225
20	Jamuna Fertilizer	30,839	-
21	Metrocem Cement Ltd.	9,478,990	10,194,218
22	MILENIUM ENTERPRISE	38,759	-
23	Mir Cement Ltd.	7,248,180	-
24	Mosharaf Composite Textile Mills	258,335	5,837,246
25	O.N Spinning Mills Ltd.	34,499	34,499
26	Panama Composite & Textile Mills Ltd.	-	31,588
27	Polash Urea Fer. Factory Ltd.	474,240	-
28	Shikder Printing & Advertising	-	400,000
29	Sena Kalyan Sangtha Cement	7,274,861	8,523,722
30	Siam City Cement Mills Ltd.	748,668	4,839,843
31	SK Corporation	796,548	881,551
32	Urea Fertilizer Factory Ltd.	177,818	-
33	Uttara Traders (Pvt.) Ltd.	-	7,199,865
	First Party	64,396,053	77,960,850
1	ACI Godrej Agro vet (Pvt) Ltd.	-	2,885,111
2	ACI Food Limited (Rice)	56,874	3,556,874
3	ACI Pure Flour Limited.	1,181,869	1,207,884
4	Advance Chemical Ind. Ltd.	26,015	-
5	AGC Spinning Mills Ltd.	32,829	3,032,829
6	Anik Ago Business	81,885	3,081,885





Deshbandhu Polymer Limited
Schedule of Accounts Receivable
As at 30 June 2023

Annexure-B

SL	Accounts Receivable	2023	2022
7	ASM Chemical Industries Ltd,	131,736	2,631,736
8	Badsha Textile Mills Ltd.	83,200	83,200
9	Bulk Trade International	25,905,943	24,353,305
10	Enam Hatchery and feeds Ltd.	96,895	2,186,896
11	Excell Feed Ltd.	1,267,807	-
12	Fahim Enterprise	350	44,000
13	Faiza Button and Zipper Ltd.	470	-
14	Friends Traders	208,945	-
15	Golden Poultry & Fish Feeds	93,467	3,133,030
16	Growel Feed Ltd.	72,860	-
17	Kazi Associates	7,300	5,050,665
18	Kothmoni International	-	443,909
19	M/S The Successors	30,501,572	-
20	Keya Cosmetics Ltd.	134,301	3,048,022
21	Keya Yarn Mills Ltd.	221,200	2,221,200
22	Kohinoor Chemical Co. (Bd) Ltd.	372,414	1,878,464
23	MN Dyeing Printing & Washing Mills Ltd.	186,316	-
24	Nahar Farmer & Poultry	290,400	1,290,400
25	Nazneen Enterprise	93,263	-
26	NBP Kwality Chemicals Industries Ltd.	468,767	1,468,767
27	New Hope Feed Mill Bangladesh Ltd.	200,519	-
28	Noth Bengal Central Tea Ind	80,500	3,580,500
29	Padma Agro Sprayers Co.	7,375	2,007,375
30	quality Feeds Ltd.	45,794	-
31	Shaikh Brothers (New Debtors)	858,600	3,220,588
32	S.N. Spinning Mills Ltd.	197,908	2,197,908
33	S.N.S Step & Solution (Pvt.) Ltd.	1,086,334	1,736,334
34	Sonargan Enterprise	-	2,488,087
35	Suguna Foods BD Pvt Ltd.	303,250	31,976
36	Saudi Bangla Fish Feed Ltd.	99,095	1,099,905
	Inhouse Party	29,878,753	36,036,034
1	Commodities Trading Company	1,650,032	1,708,482
2	Deshbandhu Sugar Mills Ltd.	5,065,071	13,229,193
3	Deshbandhu Consumer & Agro Products Ltd.	786,029	786,029
2	Deshbandhu Cement Mills Ltd	16,384,396	2,258,693
4	Deshbandhu Food & Beverage	157,680	589,680
5	Deshbandhu Packaging Ltd.	-	14,257,329
3	M.R.Trading	1,393,700	1,393,700
6	Sahera Auto Rice Mills Ltd.	4,441,845	1,812,928





Deshbandhu Polymer Limited
Shedule of Accounts Receivable
As at 30 June 2023

Annexure-B

SL	Accounts Receivable	2023	2022
	Third party	18,828,873	89,035,160
1	A.H Enterprise	-	71,710
2	Dividend	-	263,597
3	A.B. Enterprise	-	44,746
4	Abbasia Enterprise	60,036	-
5	Abbasia Flour Mills	631,390	631,390
6	Abdul Paluan & Sons	311,020	311,020
7	Agrocorp International PTE Ltd.	-	5,991,985
8	Al- Faroque	22,750	3,540,582
9	Alif Trading	1,229,850	1,229,850
10	Al-Modena Enterprise	979,847	2,979,847
11	All-Sadik Enterprise	-	4,961,189
12	Asad & Sons	-	50,000
13	Ara Enterprise	804,250	-
14	Aramaba Enterprise	61,000	-
15	Azad Store (Narayangonj)	-	237,261
16	BWEL Corporation	44,460	44,460
17	Bhuiyan Enterprise	-	5,001,413
18	Bhai Bhai Bosta Ghor	-	6,000,000
19	Bhai Bhai Packaging Karkhana	18,570	-
20	Bibek Enterprise	-	623,488
21	Dragon Fertilizer	-	10,113,864
22	ED & F Man Sugar Ltd.	-	11,124,992
23	EM Overseas	231,987	-
24	Emdadul Store	232,349	-
25	Faisal Trading Company	540,350	-
26	Fair Trade Center	621,827	-
27	Famous Enterprise	567,261	-
28	H.H. Enterprise	6,402	606,402
29	Habib Traders	400,000	-
30	Hazi Ali Store	53,980	-
31	Haven galary	-	462,445
32	Islam Poultry Medicine.	91,411	2,091,411
33	Kamal Yarn Limited	39,897	2,539,897
34	Khan & Son's Traders	194,900	594,900
35	Kotha Moni International	443,909	-
36	M/S S.A Enterprise	-	786,325
37	Mamun & Brothers	-	208,100
38	M.M Enterprise	159,043	159,044
39	M.R. Associator	498,141	677,736
40	Mifta Agro Business	294,000	-
41	Mehedi Enterprise	28,226	78,250





Deshbandhu Polymer Limited
Shedule of Accounts Receivable
As at 30 June 2023

Annexure-B

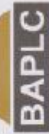
SL	Accounts Receivable	2023	2022
42	Neons Vet	235,500	-
43	N.N. Enterprise	1,710,460	1,710,460
44	Popular Poultry & fish Feeds ltd	90,128	2,090,128
45	Pappu Traders	26,000	2,026,000
46	Parjoar Paint & Hardware Store	61,248	2,061,248
47	Quazi Enterprise	7,660	7,660
48	Ratul Enterprise	840,800	-
49	Rayhan Enterprise	447,402	949,017
50	S.A Enterprise	12,710	-
51	Samia Enterprise	95,500	-
52	Shakil Enterprise	158,028	-
53	Shahida Traders	3,021	-
54	Shikder Enterprise	-	-
55	Shohel enterprise	59,575	-
56	SMA Poultry & Fish	318,338	5,177,684
57	Sumon Traders	-	133,440
58	Tamim Traders	86,840	86,840
59	The Multicom fair	-	126,100
60	Tanmoy Enterprise	245,850	-
61	Tasneem PP Woven Bag	742,048	-
62	T S T International	-	-
63	Tongwei Feed Mills (Bd) Ltd.	31,160	3,480,797
64	Yousuf Enterprise	4,803,692	7,512,522
65	Zellu Enterprise	79,200	-
66	Zaman Trading, Rofiqul Islam & Ratna	206,860	2,247,360
	Raw Material Sales	106,792,353	-
1	Accessories House	54,555,345	-
2	Habib Enterprise (New)	2,819,580	-
3	Habib Enterprise	45,313,453	-
4	Al Madeena Enterprise	4,052,465	-
5	Shahida Traders	51,510	-
	Total	288,167,627	298,283,337





BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Ref. No: CM-2023/277



Date of issue : October 3, 2023

Renewed Certificate

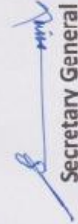
This is to certify that

DESHBANDHU POLYMER LIMITED

is an Ordinary Member of Bangladesh Association of Publicly Listed Companies and is entitled to all the rights and privileges appertaining thereto.

This certificate remains current until 31st December 2023.




Secretary General



Deshbandhu Polymer Limited
 Mostafa Center, Road # 27, House # 59
 Block # k, Banani, Dhaka-1213

PROXY FORM

I/We..... of being a shareholder of **DESHBANDHU POLYMER LIMITED** appoint Mr. / Mrs. / Miss. of..... as my/our proxy to attend and vote for me/us and on my /our behalf at the 17th Annual General Meeting of the Company to be held on Monday, November 27, 2023 at 10 .00 A.M at digital platform at any adjournment thereof.

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

Please affix
 Revenue Stamp
 of Tk. 20.00

Signature of the Shareholder

Signature of the Proxy

Register Folio/BO ID No. :

Nos. of the shares held on the Record Date :

Signature Verified

- Note:** i). Signature of the Shareholder must be in accordance with specimen registered with the Company or with Central Depository account (BO Account).
 II. A member entitled to attend and vote at the Annual General Meeting may appoint a Proxy in his stead. The proxy form, duly stamped must be sent through email to dplshare@dbg.com.bd not later than 48 hours before the time fixed for the Meeting.

Deshbandhu Polymer Limited

ATTENDANCE SLIP

Name of Shareholder/Proxy													
Registered BO ID:													

I hereby record my attendance at the 17th Annual General Meeting of the Company to be held on Monday, November 27, 2023 at 10 .00 A.M at digital platform at any adjournment thereof.

SIGNATURE OF THE SHAREHOLDER / PROXY

NO. OF SHARES HELD
 (As on Record Date of EGM/AGM)



www.deshbandhupolymer.com



Corporate Office:

Mostafa Center
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