

Proud to be Partner





Meghna Cement Mills Ltd.

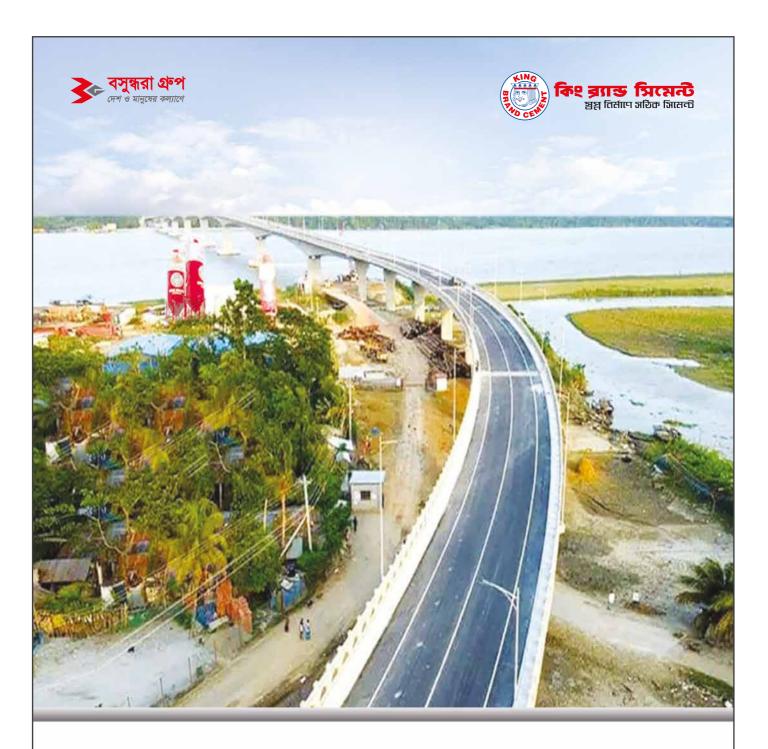
An Enterprise of Bashundhara Group



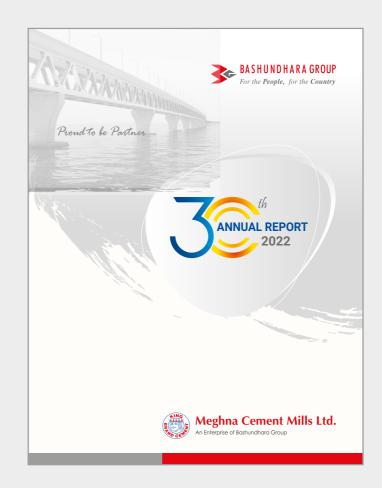
কিং ব্যান্ড সিমেন্ট

निर्माल **णणिताग** व्यवकल श्याष्ट्र

বঙ্গমাতা বেগম ফজিলাতুন্নিছা মুজিব ৮ম বাংলাদেশ-চীন মৈত্রী সেতু









HISTORY OF MCML

Meghna Cement Mills Ltd is the first manufacturing unit of Bashundhara Group and it is one of the largest cement industries in the country producing more than 1.5 million metric tons a year. This organization was established in 1992 on the bank of Pashur River and in the industrial zone of Mongla Port on 9.83 acres of land to produce Protland cement. MCML has an excellent communication facility connecting all parts of the country through river and roads.

MCML has started its commercial opertation on 15th January 1996. The Meghna Cement Mills Ltd is an International Standard Organization (ISO 9001: 2008) certified company having accreditation of manufacturing products for both domestic and international markets.

The company is listed with both Dhaka and Chittagong Stock Exchanges, the two bourses of the country since 1995 and 1996 respectively. The company markets its product under the registered trade mark "King Brand Cement".

KING BRAND CEMENT enjoys market superiority providing best cement to the customers through its uninterrupted distribution channel, strong human resource management with decades of experience.

At Present the production capacity of MCML is approx. 3.4 million MT/annum.





FIRST MANUFACTURING CONCERN OF BASHUNDHARA GROUP



JOURNEY OF MCML

Incorporated on 3rd March 1992 under the Companies Act 1913 on the bank of Pashur river and in the industrial zone of Mongla port on 9.83 acres land to produce Portland Cement

30 years of

building strong and durable society and contributing to the development of the socio economy of the country Listed with Dhaka Stock Exchange Limited in 1995



FY ended on 30/06/2021 - BDT 12,838,248,811

FY ended on 30/06/2022 - BDT 13,464,341,321

Started its commercial operation on January 15th, 1996 and become listed with Chittagong Stock Exchange Limited in the same calendar year

> ssuance and allocation of fully redeemable preference shares (Non-Listed) amounting of BDT 100 crores in 2020

Transferred unclaimed and undistributed dividends to the Capital Market Stabilization fund (CMSF) on 30th September 2021 till 26th Annual General Meeting of the Company

News Room



News Room



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LETTER OF TRANSMITAL

All Shareholders of Meghna Cement Mills Ltd. (MCML) Bangladesh Securities and Exchange Commission (BSEC) Registrar of Joint Stock Companies and Firms (RJSC) Dhaka Stock Exchange Limited (DSE) Chittagong Stock Exchange Limited (CSE) Bangladesh Investment Development Authority (BIDA) National Board of Revenue (NBR) Central Depository Bangladesh Limited (CDBL) Central Counterparty Bangladesh Limited (CCBL)

Annual Report of Meghna Cement Mills Ltd (MCML) for the Financial year ended on 30 June 2022.

Dear Sir(s),

We are pleased to enclose herewith a copy of MCML's Annual Report together with the audited financial statements as on 30 June 2022, statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year ended on 30 June 2022 along with notes thereto of MCML for your kind information and record.

General review of this, unless explained otherwise, is based on the financials of the 'MCML'.

Best regards. Yours sincerely,

Janzens

Md. Asaduzzaman ACS Company Secretary



NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Meghna Cement Mills Ltd.

Registered Office: 125/A, Block-A, Bashundhara R/A, Dhaka-1229

Notice is hereby given to all shareholders of Meghna Cement Mills Ltd that the 30th ANNUAL GENERAL MEETING will be held on December 29, 2022 at 11:00 am at virtually by using Digital Platform as per BSEC order SEC/SRMRC/04/231/25 July 08, 2020 through the https://meghnacement.bdvirtualagm.com to transact the following business:

AGENDA

- 01. To receive, consider and adopt the Audited Accounts of the Company, the Directors' and the Auditors' Reports thereon for the year ended June 30, 2022.
- 02. To declare Dividend for the year ended June 30, 2022 as recommended by the Board of Directors
- 03. To retire and reappoint of Directors under section 91(2) of the Companies Act 1994.
- 04. To re-appoint of the Managing Director.
- 05. To appoint External/Statutory Auditor for the FY 2022-23 and fix their remuneration.
- 06. The Appointment of Secretarial Auditor/Professional and fixation their fees for awarding certificate on compliance of corporate governance Code for the FY 2022-2023.

Dated, Dhaka November 7, 2022 By Order of the Board

Md. Asaduzzaman ACS Company Secretary

NOTES :

- 1. December 01, 2022 is scheduled as Record Date for the 30th AGM of the company. Shareholders whose name will appear on the Register of Members/CDS record on the Record Date will be eligible to attend the meeting and entitled for dividend.
- 2. A member entitled to attend and vote at the 30th Annual General Meeting can appoint a proxy to attend the meeting and vote on his/her behalf. The proxy form duly stamped with revenue stamp of Taka 20.00 must be send at the Company Affairs & Secretariat Department (CASD) of the company at Plot-3, Block-G, Umme Kulsum Road, Bashundhara R/A, Dhaka or through e-mail m.asad@bashundhara.com or sohrab.hossain@bashundhara.com which is not later than 48 hours before the appointed time of the meeting.
- 3. Written queries, if any, expected to be replied at the 30th Annual General Meeting on the Directors' and Auditors' Reports and Audited Accounts for the year ended June 30, 2022 should reach at the CASD of the company at least 3 days before the meeting for the sake of convenience of appropriate explanation.
- 4. The shareholders will join the Virtual AGM of MCML through the link prior to 24 hours of the meeting. The shareholders will be able to registration, comments and vote before commencement of the AGM and during the AGM.

- 5. Shareholders bearing BO ID are requested to update the particulars of Bank A/C, e-mail address, change of address and 12-digit Tax payers' identification number (e-Tin) through their depository participant (DP) before December 01, 2022. If the shareholders failed to upload their e-Tin before December 01, 2022 income tax at source will be deducted from payable dividend @15% instead of @10% as per amendment Income Tax Ordinance, 1984 under section 54. The Shareholders who are maintaining folio no. are also requested to submit their e-Tin before December 01, 2022 to the CASD of MCML.
- 6. As per notification of BSEC, the soft copy of Annual Report will be sent to the shareholders' e-mail address available in their BO Accounts maintained by the Depository Participant (DP). The soft copy of Annual Report FY 2021-22 and Proxy Form will also be available in the company's website at hhttp://www.meghnacement.com. The shareholders may also collect the printed copy of Annual Report FY 2021-22 from the share department of the company.
- 7. Depository Participants/Stock Broker are requested to send the list of margin account holders based on record date i.e. December 01, 2022. If any, within the December 10, 2022 to the company through hard copy or e-mail m.asad@bashundhara.com or sohrab.hossain@bashundhara.com otherwise, the dividend will be paid to the shareholders whose names appeared in the Member/Depository Register on the "Record Date".

৩০তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এতদ্বারা মেঘনা সিমেন্ট মিলস্ লিমিটিডের সকল শেয়ারহোল্ডারবৃন্দ সহ সংশ্লিষ্ট সকলের সদয় অবগতির জন্য জানানো যাচ্ছে যে, আগামী ২৯শে ডিসেম্বর ২০২২ইং, রোজ বৃহস্পতিবার, সকাল ১১.০০ ঘটিকায়" ডিজিটাল প্লাটফর্মে" অত্র কোম্পানীর ৩০তম বার্ষিক সাধারণ সভা নিম্ন বর্ণিত আলোচ্য বিষয়াদি সম্পাদনকল্পে অনুষ্ঠিত হবে।

আলোচ্যসূচী ঃ

- ৩০শে জুন ২০২২ইং তারিখে সমাপ্ত আর্থিক বৎসরের নিরীক্ষিত বার্ষিক আর্থিক প্রতিবেদন এবং তৎসঙ্গে নিরীক্ষক ও পরিচালক মন্ডলীর প্রতিবেদন সমূহ গ্রহণ, বিবেচনা ও অনুমোদন;
- ২. ৩০শে জুন ২০২২ইং তারিখে সমাপ্ত আর্থিক বৎসরের জন্য লভ্যাংশ ঘোষণা ও অনুমোদন;
- ৩. কোম্পানী আইন ১৯৯৪ এর ধারা ৯১(২) অনুযায়ী কোম্পানীর পরিচালকগণের অবসর গ্রহন এবং পুনঃনিয়োগ;
- 8. ব্যবস্থাপনা পরিচালকের পুনঃনিয়োগ
- ৫. ২০২২-২০২৩ আর্থিক বৎসরের জন্য বিধিবদ্ধ নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ;
- ৫. ২০২২-২০২৩ আর্থিক বছরের জন্য সিজি অডিটর পুণঃনিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।

ঢাকা তারিখ: ৭ই নভেম্বর ২০২২ইং

পরিচালকমন্ডলীর আদেশত্রুমে

মোঃ আসাদুজ্জামান এসিএস কোম্পানী সচিব

3rd VIRTUAL AGM OF MEGHNA CEMENT MILLS LTD (MCML)

Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/04-231/932 dated 24 March 2020, a listed company can arrange shareholders' meeting using virtual platform conducted via live webcast. MCML plans to convene its 30th AGM 2022 virtually by using digital platform and online shareholders tools that –

- · Facilitate shareholders attendance and participation.
- Enable shareholders to participate fully, and equally, from any location around the world.

We believe the virtual shareholders meeting will increase the ability to engage with all the shareholders, regardless of their number of shares, resources, or physical location.



We believe Good Corporate Governance involves fairness and optimistic cooperation between all stakeholders involved in the Company, including the owners of the Company (the Shareholders). We have carefully designed the 30th AGM of the Company to provide continuous and meaningful shareholders engagement and participation. Our esteemed Board of Directors and Management Team value these interactions and invest significant time and resources to ensure that it has an open line of communication with Shareholders.





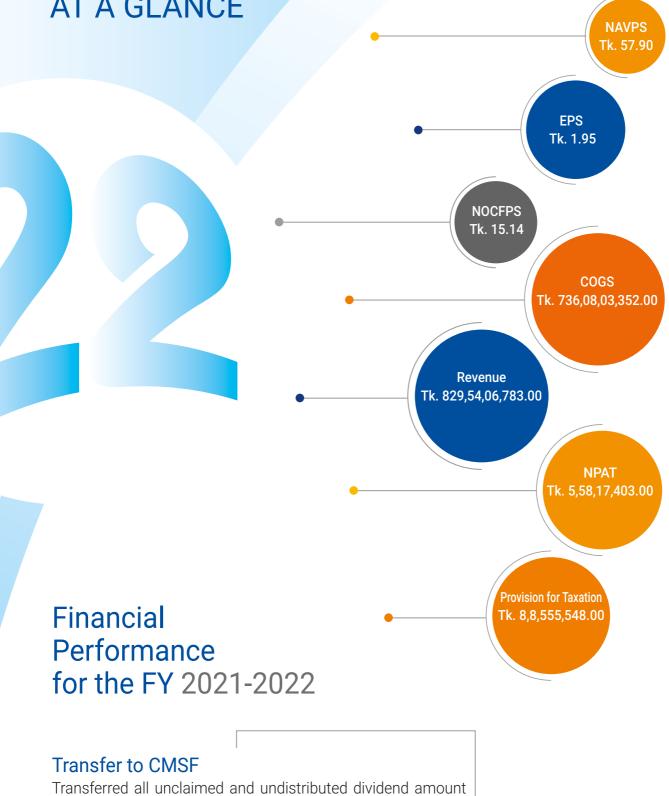




বসুধারা গ্রন্থপ দেশ ও মানুষের কল্যাণে



AT A GLANCE



till 30 June 2018 to the Capital Market Stabilization Fund.





MARKET VALUE OF EQUITY

	2022	2021
Market Value per share as on 30 June	69.7	73.2
Book Value per share as on 30 June	57.69	15.0
Market Value of Equity Added	12.01	58.2

 $\label{eq:book} \text{Book Value Per Share} = \frac{\text{Total Asset-total Liabilities}}{\text{Total Shares Outstanding}}$

* claculation of total shares outstanding = Ordinary Shares + Fully Redeemable Preference Shares



DIRECTORS HOLDING

Shareholding Status of the sponsors/directors of MCML as of June 30, 2022

SI No.	Name of Sponsors and Directors Sponsor Shareholders and Director	Designation	No. of Shares	%
1	MR. AHMED AKBAR SOBHAN	Chairman	3,640,868	12.71%
2	MRS. AFROZA BEGUM	Director	2,967,934	10.36%
3	MR. SADAT SOBHAN	Director	2,806,201	9.80%
4	MR. SHAFIAT SOBHAN	Director	2,583,359	9.02%
	Directors			

	Directors			
5	MR. SAYEM SOBHAN	Managing Director	725,830	2.53%
6	MR. SAFWAN SOBHAN	Director	1,528,065	5.33%

	Sponsor Shareholders			
7	MR. MAHABOOB MORSHED HASSAN	Sponsor Shareholder	3,182	0.01%
8	MRS. RAWSHANARA BEGUM	Sponsor Shareholder	1,272	0.004%
9	MRS. DILARA MUSTAFA	Sponsor Shareholder	1,272	0.004%

	Independent Directors		
1	MR MD. NURUL KARIM		
2	MR. ALHAJ RAFIQUL ISLAM		
	Total Shareholding of Sponosrs and Directors	14,257,983	49.76%



THE SHAREHOLDERS

AS OF 30 JUNE 2022

Type of Shareholders	%	No. of Shares	No. of Shareholders
Sponsors/Diretors	49.76%	14,257,983	9
Institurions	33.46%	9,586,681	86
Gereral Investors	16.78%	4,807,064	4383
Total	100%	28,651,728	4478

EQUITY PERFORMANCE ON MARKET PRICE

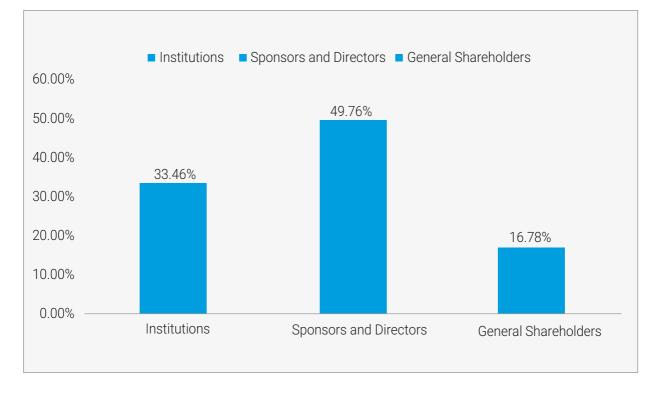
Quarter	Opening	Closing	High	low	LTP
End of Frst Quarter	73.2	92.4	101.9	88.5	92.4
End of Second Quarter	92.4	72.5	89.6	71.4	72.5
End of Third Quarter	73.2	74.5	79.0	69.0	74.5
End of Fourth Quarter	74.4	69.7	73.1	65.9	69.7

Top 20 Persons Shareholdings As On June 30, 2022

SI No.	Name of Shareholders	No. of Shares	%
1	MR. AHMED AKBAR SOBHAN	3,640,868	12.70%
2	MRS. AFROZA BEGUM	2,967,934	10.35%
3	ICB	2,886,794	10.07%
4	MR. MD. SADAT SOBHAN	2,806,201	9.79%
5	MR. SHAFIAT SOBHAN	2,583,359	9.01%
6	BANGLADESH FUND	1,995,000	6.96%
7	MR. SAFWAN SOBHAN	1,528,065	5.33%
8	MR. SAYEM SOBHAN	725,830	2.53%
9	BANGLADESH SHILPA BANK	693,000	2.41%
10	ICB ASSET MANAGEMENT CO. LTD.	630,000	2.19%

SI No.	Name of Shareholders	No. of Shares	%
11	ICB UNIT FUND	581987	2.03%
12	ICB AMCL UNIT FUND	557605	1.94%
13	PUBALI BANK SECURITIES LIMITED	370555	1.29%
14	NATIONAL LIFE INSURANCE CO.LTD	238551	0.83%
15	PRIME FINANCE FIRST MUTUALFUND	237108	0.82%
16	ICB AMCL SONALI BANK 1ST MF	141648	0.49%
17	THE PREMIER BANK LTD.	101997	0.35%
18	AGRANI EQUITY & INVEST. LTD.	97005	0.33%
19	ICB AMCL PEN. HOLD. UNIT FUND	89809	0.31%
20	AL-ARAFAH ISLAMI BANK LTD	77736	0.27%

SHAREHOLDING POSITION





FIVE YEARS FINANCIAL SUMMARY

	2022	2021	2020	2019	2018
Financial Performance					
Revenue	8295.46	9,646.85	7,735.54	7,709.22	5,533.35
Operation Profit	590.1	433.43	513.57	445.16	351.15
Profit before Tax	233.99	101.55	72.11	120.18	108.6
Net Profit After Tax	55.82	(23.44)	54.08	72.2	81.45

Financial Position					in million BDT
Paid-Up Capital	286.51	272.87	259.87	247.5	225
Total assets	13464.34	12,979.24	10,365.42	8,115.98	6,881.42
Total Liabilities	11805.49	11,065.37	10,365.42	8,115.98	6,881.42
Current assets	4955.83	4,924.25	5,537.98	4,250.21	5,148.84
Current liabilities	6627.04	6,007.55	6,285.89	5,288.49	4,566.49
Non current assets	8054.51	8,054.98	4,827.43	3,865.77	1,732.57
Non current liabilities	5178.45	5,057.82	3,228.83	2,006.13	1,452.49

Financial Ratios					in million BDT
Current Asset to Current Liability	0.74	0.82	0.88	0.80	1.13
Debt to Equity	0.14	5.78	12.18	8.88	6.98
Operating Profit Margin	156.67	4.49	6.64	5.77	6.35
Net Profit Margin	79.25	0.77	0.70	0.94	1.47
Return on Equity	1.95	3.89	6.36	8.79	9.44
Return on Total Assets	0.41	0.57	0.52	0.89	1.18

Ordinary Shares Information					Restated
Ordinary Shares Outstanding	286517280	27,287,360	25,987,962	24,750,440	22,500,400
Face Value per share	10	10.00	10.00	10.00	10.00
Cash Dividend	5%	5%	5%	10%	0%
Stock Dividend	5%	5%	5%	5%	10%
NAV per Share	57.9	62.49	31.18	33.19	30.27
Net Operating Cash Flow per share	15.14	42.66	(4.27)	39.45	(3.03)
Earnings Per Share	1.95	-0.86	1.91	2.92	2.73





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Dividend Distribution

Policy



DIVIDEND DISTRIBUTION POLICY

[Pursuant to the Companies Act 1994 and Bangladesh Securities and Exchange Commission's rules and regulations]

PREFACE

The Dividend Distribution Policy has been prepared and adopted in compliance with the provisions of the Companies Act, 1994, the Directives Numbered SEC/C-MRRCD/2009-193/18 /Admin/......dated 09 February 2010, BSEC/CMRRCD/2021-386/03 dated 14 January 2021, BSEC/CMRRCD/2009-193/23/Admin/123 dated 30 June 2021 of the Bangladesh Securities and Exchange Commission (BSEC), and Bangladesh Secretarial Standard-4 issued by the Institute of Chartered Secretaries of Bangladesh (ICSB) regarding dividend declaration, pay off, disbursement and compliance following the Articles of Association of the Company, and Finance Act of the Country accordingly.

The Board of Directors (the Board) shall consider the above-stated provisions and directives to declare/ recommend dividends of the Company. The Dividend Policy stated hereunder shall not be an alternative to the decision of the Board in this regard. All the possible relevant circumstances enumerated hereunder to be considered to declare dividends for all shareholders including Directors.

INTRODUCTION

The subject matter of dividend policy remains one of the most controversial issues in corporate finance. For more than half a century, financial economists have engaged in modelling and examining corporate dividend policy. Dividend decision is one of the fundamental decisions which corporate organizations have to make on continuous basis. This involves the determination of the proportion of earnings to retain and the proportion to distribute to shareholders. This concern has prompted many studies on dividend policy. These studies focused on the nature of dividends and such areas as the relevance or irrelevance of dividend policy to the value of a firm; theories and the determinants of dividend yield and dividend payout rate. Types of dividend policy stated hereunder-

- Stable Dividend Policy
- Regular Dividend Policy
- Irregular Dividend Policy
- No Dividend Policy

LITERATURE REVIEW

Summarized views on dividend policy are-

- The view that relates dividend policy to a firm's financing and investment decisions;
- The view that relates dividend policy to level of dividends; and
- The view that relates dividend policy to dividend stability.

DEFINITIONS

Here the following terms are used with the meaning as specified below-

"Act" means the Companies Act, 1994 (Act No. XVIII of 1994), or any statutory modification or re-enactment thereof.

"Articles" means the Articles of Association of the company, as originally framed or as altered from time to time, including, where they apply, the Regulations contained in the Schedule-I of the Act.

"Board" means the Board of Directors of the company.

"Free Reserves" means the reserve which is not restricted in any manner.

"Member" means any person who agrees, either by subscribing to the Memorandum of Association of the company or by applying in writing, to become a member of the company and whose name is entered either in the Register of Members of the company or in the records of the depository as a Beneficial Owner (BO) at the book closing date or record date in respect of the shares of the company held by him.

"Preference Shareholder" means a holder of shares having a preferential right, in respect of Dividend, to a fixed amount or an amount at a fixed rate and, in respect of capital, to repayment of capital.

Unless the context otherwise requires, words and expressions used but not defined herein shall have the same meaning respectively as assigned to them under the Act.

ESSENTIALS OF A SOUND DIVIDEND POLICY

A Company's dividend decisions and policy signify its future and financial wellbeing focusing ona) distributing profit to Shareholders, and b) driving the divisible profit back in to the business.

As per Weston and Brigham, "Dividend policy determines the division of earnings between payments to shareholders and retained earnings."



CONCEPT OF DIVIDEND

A dividend means a sum of money paid regularly (typically annually) by a company to its shareholders out of its profits (or reserves). It may also be defined as part of the profit (divisible profit) the company decides to pay to its members (shareholders) in proportion to the amount paid by shareholders against each share in the form of cash and/ or stocks (Bonus shares).

Dividend can be divided into two categories considering the nature of declaration such as interim dividend and final dividend.

- An interim dividend is a dividend payment made before the company's Annual General Meeting (AGM) and the release of final financial statements (Audited Accounts). This declared dividend usually accompanies the company's interim financial statements. The interim dividend is typically the smaller of the two payments made to shareholders. Interim dividend shall be declared by the Board.
 - A final dividend is recommended by the Board in a Board Meeting prior to AGM and declared & approved at the company's Annual General Meeting (AGM) for a given fiscal year. This amount is calculated after all year-end financial statements (based on the Company's annual profits) are recorded, audited and the directors are made aware of the company's profitability and financial health.

The decision about recommending or not recommending dividend and entitlement for such dividend, if recommended, shall be taken after considering the interim dividend already distributed and cannot be changed prior to holding the annual general meeting.

PARAMETERS FOR DECLARATION OF DIVIDEND

Dividend distribution policy mostly determined by two parameters, i.e., Dividend Payout Ratio and Retention Ratio.

Dividend Payout Ratio	= .	Total Dividends Net Income	×100
Retention Ratio	= .	Retained Earnings Net Income	×100

The Company, Meghna Cement Mills Limited, always prioritize the interest of the investors, i.e., Institutions and General Shareholders. The Board takes care of the rights of minority shareholders of the Company. From its very inception, the esteemed Board maintaining a very good dividend payout ratio till the present. They successfully have managed to balance between the two vital elements to the Dividend Distribution Policy of the Company, i.e., Dividend Payout Ratio and Retention Ratio.

Elements of dividend policy include: paying a dividend vs reinvestment in company, high vs low payout, stable vs irregular dividends, and frequency of payment.

SHAREHOLDERS MAY HOPE FOR DIVIDEND

If the company earns-

- adequate profit and availability of liquidity, and
- enough accumulated profits and positive growth.

MAY NOT EXPECT DIVIDEND

In the case of-

- non availability of profit, and
- demand for utilization of divisible amount as retained earnings.

VARIABLES TO THE DIVIDEND

Stock returns can depend on a variety of internal variables ranging from volume of trade, P/E ratio, retained earnings, dividend payout ratio, retention ratio and external variables such as economic policies, political situations and state of global economy and even on investors' psychology which is studied under the umbrella of behavioral finance. The different factors which determine the dividend policy of a company stated below-

	1. Stability of Earnings 2. Age of Corporation	 Government Policies Taxation Policy 	m	
INTERNAL FACTORS	 Age of Corporation Company's Financial Policy Divisble Profit Liquidity of Funds Extent of Share Distribution Needs for Additional Capital Dividend History Ability to Borrow Control Policy Repayments of Loan Regularity and Stability in Dividend Payment Shareholders Expectations 	 axadion Policy Legal Requirements Impact of Trade Cycles Time for Payment of Dividend Debt Obligations Political Status Economical view Social environment Geological Conditions 	EXTERNAL FACTORS	•



IMPORTANCE OF DIVIDEND DISTRIBUTION POLICY

Dividend Distribution Policy provides as a base for all capital budgeting activities and in designing a company's capital structure. Following are some of the reasons for which dividend policy is essential in every business organization:

- Develop Shareholders' Trust
- Influence Institutional Investors
- Future Prospects
- Equity Evaluation
- Market Value Stability of Shares
- Market for Preference Shares and Debentures
- Degree of Control
- Raising of Surplus Funds
- Tax Advantage

DIVIDEND DECLARATION, PAY-OFF, DISBURSMENT AND COMPLIANCE

- 1. Declaration / Recommendation of Dividend
- 1.1 Dividend shall be declared by the Members at the Annual General Meeting on the basis of recommendation of the Board. The recommendation for Dividend shall not be made by any Committee of the Board or by way of a 'Resolution by Circulation'. Unless the Dividend has been recommended by the Board, the Members in General Meeting cannot on their own, declare any Dividend. Members may declare a lower rate of Dividend than what is recommended by the Board. The amount or rate of Dividend recommended by the Board cannot be increased by the Members.

Where a company has an Audit Committee, this Committee will consider the financial statements before its submission to the Board. Dividend shall be recommended by the Board after consideration and approval of the financial statements. All requisite approvals and clearances, where necessary as applicable, be obtained before the declaration of Dividend.

- 1.2 Dividend shall relate to a financial year.
- 1.3 No Dividend shall be declared on equity shares for previous year(s) in respect of which annual financial statements have already been adopted at the respective Annual General Meeting(s).
- 1.4 Interim Dividend shall be declared by the Board of Directors. Declaration of Interim Dividend shall not be made by any Committee of the Board or by way of a Resolution by Circulation. Interim Dividend will be a part of the Final Dividend. Where a company has an Audit Committee, it will

review the periodic financial statements then be submitted to the Board.

- 1.5 Dividend, once declared, becomes a debt of the company and cannot be revoked in any way.
- 2. Dividend out of Profits.
- 2.1 Dividend shall be paid out of the profit of the company for the financial year or out of profit(s) for the previous financial year(s).
- 2.2 Dividend shall not be declared out of the Share Premium Account or the Capital Reserve Account or Revaluation Reserve Account or out of profit earned prior to the incorporation of the company.
- 2.3 Where applicable, no Dividend to be declared unless the prescribed percentage of profit is transferred to reserve(s).
- 2.4 Interim Dividend will be declared out of profit after considering the audited periodic financial statements.
- 3. Dividend out of Reserves.
- 3.1 In a year in which the profits are inadequate, the company may declare and pay Dividend out of Free Reserves.
- 3.2 Interim Dividend shall not be declared out of reserves.

4. ENTITLEMENT TO DIVIDEND

- 4.1 Only the Members of the Company are entitled to receive Dividend.
- 4.2 Dividend shall be paid (i) in respect of shares held in electronic form, to those members whose names appear as Beneficial Owners (BO) in the statement(s) furnished by the Depository as on the record date; (ii) in respect of shares held in physical form, to those Shareholders whose names appear on the company's Register of Members after giving effect to all valid share transfers in physical form lodged with the company before the date of book closure; and (iii) in respect of share warrants, to the holders of such warrants.
- 4.3 Dividend shall be paid to the Preference Shareholders before payment of Dividend to the Ordinary Shareholders.
- 4.4 Preference shares carry a preferential right as to Dividend in accordance with the terms of issue and the Articles. However, this right is subject to the availability of distributable profits. In the case of Interim Dividend, the Board should set aside such sum as would be necessary to pay Dividend to Preference Shareholders at the contracted rate.

5. PAYMENT OF DIVIDEND

- 5.1 Dividend shall be paid within thirty days of declaration, i.e., from the date of AGM, subject to comply with all circulars/directives of BSEC, Bangladesh Bank and/or other regulatory authority from time to time. The amount of Dividend after deducting tax at source, if applicable, will be deposited in a separate bank account immediately after declaration of Dividend.
- 5.2 Dividend shall be paid by Cheques or Dividend Warrants or through Electronic Transfer. Payment of Dividend through Electronic Transfer to be made to the bank accounts of the Members concerned as per depository record / to the bank account given by the Members concerned.The Cheque or Dividend Warrant will be sent to the registered address of the Member and, in the case of joint holders, to the registered address of the person named first in the register of members or to such person or to such address as the Member or the joint holders have directed in writing.
- 5.3 Dividends of the entitled margin clients of any Depository Participants (DP) shall pay-off to the Consolidated Customers' Bank Account (CCBA) of the DP or the separate bank account as instructed by the DP.
- 5.4 Dividends of the entitled foreign nationals and non-resident sponsor(s), director(s), shareholder(s), unit holder(s) or Foreign Portfolio Investor (FPI) to be transferred through custodian following GFET rules and orders, circulars of Bangladesh Bank and Bangladesh Securities and Exchange Commission in this regard.
- 5.5 Initial validity of the Dividend Warrant shall be for six months. Particulars of every revalidated Dividend warrant to be entered in a Register of Revalidated Dividend Warrant indicating the name of the person to whom the Dividend Warrant is issued, the number and amount of the Dividend Warrant and the date of revalidation.
- 5.4 A duplicate Dividend Warrant shall be issued, in case the original instrument is not tendered to the company, only after obtaining requisite declaration from the Member.
- 5.5 The Dividend Warrant must be accompanied by a statement in writing showing the amount of Dividend paid and the amount of tax deducted at source, if any.
- 5.6 The company shall credit bonus shares within 30 days of the declaration to the members designated BO account whose names appeared

in the depository record in record date of the same year and issue bonus share certificates against the entitlement of paper shareholders of the Company.

6. DIVIDEND COMPLIANCE REPORT

The issuer of listed securities shall submit a compliance report to the Exchange and to the Commission in the format prescribed by the Commission, time to time, in respect of dividend payment within 07 (seven) working days.

7. UNPAID / UNCLAIMED DIVIDEND

- 7.1 The amount of Dividend which remains unpaid or unclaimed after one year from the date of declaration shall be transferred to a special dividend account, to be called 'Unclaimed Dividend Account' of the Company. However, in the case of shares which have not been transferred because the ownership thereof is in dispute, or where attachment / prohibitory orders have been passed by a court or statutory authority, Dividend shall be held in abeyance by transferring to the unclaimed Dividend Account.
- 7.2 The Financial Statements of the company shall disclose the amount lying in the Unclaimed Dividend Account.
- 7.3 The company is responsible for transferring unclaimed dividend amounts to the Capital Market Stabilization Fund (CMSF) as directed by the Bangladesh Securities and Exchange Commission.

UTILIZATION OF RETAINED EARNINGS

The Company may utilize the retained earnings of the Company in a manner which is beneficial to the interest of the Company and its stakeholders, including but not limited to ensuring maintenance of a healthy level of minimum capital adequacy ratios, meeting the Company's future business growth/expansion and strategic plans or such other purpose as the Board may deem fit from time to time in the interest of the Company and its stakeholders. Subject to the provisions of the Act and other applicable laws, retained earnings may be utilized as under:

- Additional Capital requirements;
- Funding for capital expenditures/expansions/merger and acquisitions;
- Inorganic growth;



- General corporate purposes, including contingencies;
- It can be distributed (fully or partially) among the members in the form of dividends (cash dividend and bonus shares);
- Repayment of debts;
- It can be invested to expand the existing business operations;
- Other permissible usage as per the Act, rules and regulations of BSEC and other regulators as decided by the Board.

DISCLOSURE

The Policy will be disclosed in the Company's Annual Report and will also be available on the Company's website: http://www.meghnacement.com/

REVIEW/ AMENDMENT

The Board of Directors of the Company shall review and may alter/amend this policy from time to time in a Board Meeting to comply with the rules and regulations of relevant authorities.

EFFECTIVE DATE

This Policy has been approved by the Board of Directors of the Company at its meeting held on 30th September, 2021 and shall be effective and applicable for dividend, if any, declared for the Financial Year 2020-21 onwards with immediate effect.

pourgener

Company Secretary

Managing Director

Drafted By- Company Affairs and Secretariat Department of MCML Approved By- The esteem Board of Directors of MCML.

Chairman, NRC and Audit Committee

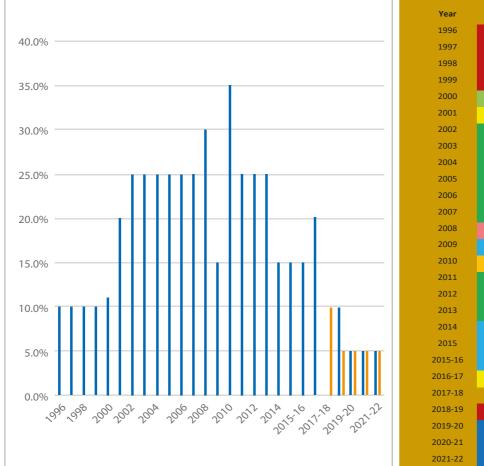
alund allook 3076 Chairman

Cash

Stock



DIVIDEND HISTORY OF MCML



11.0% 20.0% 25.0% 25.0% 25.0% 25.0% 25.0% 25.0% 30.0% 15.0% 35.0% 25.0% 25.0% 25.0% 15.0% 15.0% 15.0% 20.0% 5.0% 5.0% 5.0% 5.0%

Dividend payout history up to FY 2016-17 (25th AGM)

Meghna Cement Mills Limited

Statement of Dividend Declaration, Payout and Payable from inception in stock exchanges to the FY 2016-17 i.e., 25th AGM

Particulars	1996	1997	1998	1999
Opening Balance Add: Dividend Declared Total Divisible Amount Less: Payout during the Year Sponsors & Directors Inst. and Gen. Shareholders	- 22,500,400.0 22,500,400.0 - -	22,500,400.0 22,500,400.0 45,000,800.0 6,287,436.0	38,713,364.0 22,500,400.0 61,213,764.0 7,923,893.0	53,289,871.0 24,750,440.0 78,040,311.0 12,819,119.0
Dividend payable	22,500,400.0	6,287,436.0 38,713,364.0	7,923,893.0 53,289,871.0	12,819,119.0 65,221,192.0
Particulars	2000	2001	2002	2003
Opening Balance Add: Dividend Declared Total Divisible Amount Less: Payout during the Year Sponsors & Directors Inst. and Gen. Shareholders Dividend payable	65,221,192.0 45,000,800.0 110,221,992.0 53,378,548.0 35,180,501.0 18,198,047.0 56,843,444.0	56,843,444.0 56,251,000.0 113,094,444.0 21,046,149.0 - 21,046,149.0 92,048,295.0	92,048,295.0 56,251,000.0 148,299,295.0 74,507,739.0 47,242,174.0 27,265,565.0 73,791,556.0	73,791,556.0 - 73,791,556.0 51,078,783.0 27,366,358.0 23,712,425.0 22,712,773.0



Particulars	2004	2005	2006	2007
Opening Balance	22,712,773.0	19,911,469.0	22,221,649.0	26,483,080.0
Add: Dividend Declared	23,562,500.0	23,562,500.0	56,251,000.0	56,251,000.0
Total Divisible Amount	46,275,273.0	43,473,969.0	78,472,649.0	82,734,080.0
Less: Payout during the Year	26,363,804.0	21,252,320.0	51,989,569.0	21,143,254.0
Sponsors & Directors	Nil	Nil	31,931,000.0	-
Inst. and Gen. Shareholders	26,363,804.0	21,252,320.0	20,058,569.0	21,143,254.0
Dividend payable	19,911,469.0	22,221,649.0	26,483,080.0	61,590,826.0

Particulars	2008	2009	2010	2011
	(1.500.00(.0.	00.000.700.0		077551760
Opening Balance	61,590,826.0	99,392,782.0	43,285,555.0	27,755,176.0
Add: Dividend Declared	67,501,200.0	33,750,600.0	78,751,400.0	56,251,000.0
Total Divisible Amount	129,092,026.0	133,143,382.0	122,036,955.0	84,006,176.0
Less: Payout during the Year	29,699,244.0	89,857,827.0	94,281,779.0	50,609,575.0
Sponsors & Directors	-	70,248,200.0	58,637,000.0	29,406,000.0
Inst. and Gen. Shareholders	29,699,244.0	19,609,627.0	35,644,779.0	21,203,575.0
Dividend payable	99,392,782.0	43,285,555.0	27,755,176.0	33,396,601.0

Particulars	2012	2013	2014	2015-2016
Opening Balance	33,396,601.0	69,605,262.0	70,726,640.0	73,787,918.0
Add: Dividend Declared	56,251,000.0	56,251,000.0	33,750,600.0	33,750,600.0
Total Divisible Amount	89,647,601.0	125,856,262.0	104,477,240.0	107,538,518.0
Less: Payout during the Year	20,042,339.0	55,129,622.0	30,689,322.0	31,233,331.0
Sponsors & Directors	-	29,406,000.0	16,893,600.0	16,893,600.0
Inst. and Gen. Shareholders	20,042,339.0	25,723,622.0	13,795,722.0	14,339,731.0
Dividend payable	69,605,262.0	70,726,640.0	73,787,918.0	76,305,187.0

Particulars	2016-2017	2017-2018	2018-2019	2019-2020
Opening Balance	76,305,187.0	97,935,842.0	122,346,725.0	116,816,695.0
Add: Dividend Declared	33,750,600.0	45,000,800.0	-	-
Total Divisible Amount	110,055,787.0	142,936,642.0	122,346,725.0	116,816,695.0
Less: Payout during the Year	12,119,945.0	20,589,917.0	5,530,030.0	4,070,112.0
Sponsors & Directors	-	-	-	-
Inst. and Gen. Shareholders	12,119,945.0	20,589,917.0	5,530,030.0	4,070,112.0
Dividend payable	97,935,842.0	122,346,725.0	116,816,695.0	112,746,583.0



Particulars	2020-2021	2021-2022
Opening Balance	112,746,583.0	107,097,725.0
Add: Dividend Declared	-	-
Total Divisible Amount	112,746,583.0	107,097,725.0
Less: Payout during the Year	5,648,858.0	90,640,884.0
Sponsors & Directors	1,826,250.0	90,640,884.0
Inst. and Gen. Shareholders	3,822,608.0	-
Dividend payable	107,097,725.0	16,456,841.0

Details of dividend disbursements of Directors portion-

Year of di	Year of disbursement Entitled years		Remarks
FY	2000	1996-1999	
FY	2002	2000-2001	
FY	2003	2002	
FY	2006	2005	
FY	2009	2006-2007	
FY	2010	2008-2009	
FY	2011	2010	
FY	2013	2011	
FY	2014	2013	
FY	2015-16	2014	
FY	2020-21	2015-2017	Managing Director and his wife's portion paid during the year.
FY	2021-22	2012, 2015- 2017	Rest of the directors portion paid during the year for the FY 2015-2017 along with previous dues of all.

Details of dividend disbursements of Directors portion-

** Total unpaid and unclaimed dividend amounts i.e., BDT 16,456,841.00 (In words- One crore sixty-four lac fifty- six thousand eight hundred and forty-one) only and suspense accounts unclaimed stock dividend for the year ended June 30, 2019 of 30 September 2021, have been transferred to the Capital Market Stabilization Fund (CMSF) accordingly to be complied with the rules and regulations of BSEC.





মাদারীপুরের আড়িয়াল খাঁ নদীর উপর নব নির্মিত ৭ম বাংলাদেশ-চীন মৈত্রী সেতু (কাজিরটেক সেতু) নিমার্ণে ব্যবহৃত একমাত্র সিমেন্ট কিন্দু ব্র্যান্ড সিমেন্ট







মেঘনা সিমেন্ট মিলস্ লিমিটেড কর্পোরেট অফিস : বসুন্ধরা ইন্ডাষ্ট্রিয়াল হেডকোয়ার্টারস, প্লট-৩, ব্লক-জি, (উম্বে কুলসুম রোড), বসুন্ধরা আ/এ, ঢাকা-১২২৯ ফোন : +৮৮ ০২ ৮৪০১০২৪-৮, ই-মেইল: info.mcmlfactory@bg.com.bd, ওয়েব: www.meghnacement.com



"Corporate culture matters, how the management chooses to treat its people impacts everything for better or for the worse"- Quoted by Simon Sinek.

Our strategy demonstrates out what we do; our behaviours define how we deliver; and our motive is the reason of our existence.

STRATEGY-

A COMPANY'S CULTURE IS THE FOUNDATION FOR FUTURE INNOVATION. OUR STRATEGY IS TO BUILD THE FOUNDATION.

PURPOSE-

OUR PRODUCT & SERVICE IS SOLD ON THE PROMISE OF A BETTER FUTURE. OUR PURPOSE OF BUSINESS IS TO DELIVER ON THE PROMISE AND PROFIT IS THE REWARD FOR DOINGS.

BEHAVIOURS-

BEHAVIOUR DRIVES PEOPLE AND PEOPLE DRIVES THE BUSINESS.WE HAVE GOT EIGHT BEHAVIOURS THAT GUIDE THE WAY WE WORK. THESE ARE-

- 1. **EXPLORE:** WE BELIEVE GROWTH COMES FROM LEARNING EVERYDAY. WE ARE CURIOUS AND WE DARE TO CHALLENGE OUR LIMIT; TRY, FALL, TRY, TRY, TRY UNTIL WE SUCCEED.
- 2. **TRANSPARENCY AND ACCOUNTABILITY:** WE BELIEVE THE CURRENCY OF LEADERSHIP IS TRANSPARENCY AND WE BELIEVE THE REAL MECHANISM FOR CORPORATE GOVERNANCE IS THE ACTIVE INVOLVEMENT OF THE OWNERS.
- 3. NO CHILD LABOUR, NO FORCED LABOUR: WE BELIEVE CHILD AND FORECED LABOURS HAVE NO PLACE IN THE 21ST CENTURY.
- 4. **BUILD TRUST:** WE BELIEVE THAT TRUST IS KEY IN ALL OUR RELATIONSHIPS. WE TAKE OWNERSHIP AND PRIDE IN DELIVERING WITH PRECISION AND INTEGRITY.
- 5. **RESPECT INDIVIDUAL CREATIVITY:** WE BELIEVE IN THE UNIQUE HUMAN ABILITY TO UNDERSTAND WHAT MATTERS FOR PEOPLE.
- 6. **CREATE TOGETHER:** WE BELIEVE DIVERSE TEAMS FIND BETTER SOLUTIONS. WE HELP EACH OTHER TO BE SUCCEEDED.
- 7. **FAIR TRADE PRACTICE:** FAIR TRADE PRACTICE ESTABLISHES THE SUSTAINABLITIY OF THE ORGANISAITON. OUR PRIOR CONCERN IS TO MAINTAIN THE SUSTAINABLITY OF THE COMPANY.
- 8. **ASSOCIATE:** WE ARE INFLUENCED BY THE BEHAVIOURS OF THE PEOPLE WITH WHOM WE ASSOCIATE; WE ALWAYS TRY TO ASSOCIATE WITH POSITIVE, STRONG AND MOTIVATED PEOPLE.



VISION

"To significantly contribute to the sustainable development & growth of our country towards its journey for a better & prosperous future."

MISSION

"To be the leader in the cement sector of the country by rendering quality products & services through maintaining high standards in business operations & to bring fullest satisfaction to our valued shareholders".



CODE OF CONDUCT

Fair governance practice is the key to inclusive and sustainable growth. We have clearly articulated in our code of conduct (guidelines). All the probable are as involving ethical dilemmas for the responsible and values driven management and control. Our code of conduct and ethical guidelines are as follows:

COMPLIANCE OF LAWS

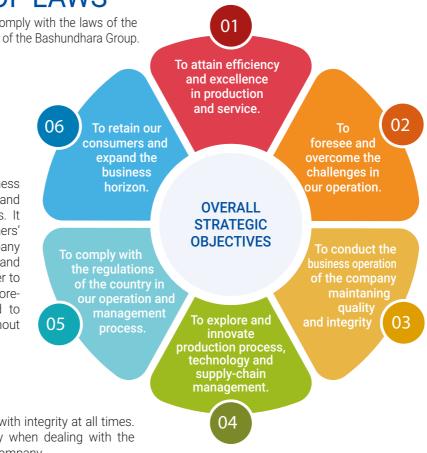
All our employees are to follow and comply with the laws of the land and internal rules and regulations of the Bashundhara Group.

INTEGRITY IN BUSINESS PRACTICE

The Company maintains business practices with highest integrity and ensure accuracy of all transactions. It shores up the privacy of the customers' affairs. Employees of the company divulge the MCML's plans, methods, and activities considered by the employer to be proprietary and confidential'. Moreover, employees are not expected to disclose such information without proper authorization.

INTEGRITY

Our employees are expected to act with integrity at all times. They should act uprightly equitably when dealing with the public and other employees of the Company.









QUALITY POLICY

MCML is committed to provide products and services of high quality within the affordable range of our clientele.

OUR QUALITY POLICY IS TO -

- Achieve excellence by understanding and providing products as per customers' expectations.
- Follow consistent quality in our production and supply of products to meet all regulatory requirements of our businesses.
- Consider and follow due procedures to ensure compliance with all quality standards.
- Develop all our human resources as asset of the Company through training and skill development.

ENVIRONMENTAL POLICY

MCML is dedicated to run its operations by following environment friendly, ensuring continual improvement in the utilization of resources and prevention of pollution or degradation of the environment.

In pursuit of this, the Company follows the policy to -

- Comply with all environmental related legislations and regulations of this country.
- Conserve mother nature by adopting environmentally safe production processes.
- Ensure appropriate treatment of all effluents prior to discharge.
- Create and maintain awareness on environmental issues within the Company.
- Ensure waste management system runs through continuous upgradation process.

POLICY

CORPORATE INFORMANTION

A Public Limited Company incorporated in Bangladesh on 3rd March 1992 under the Compnaies Act 1913 and listed with DSE and CSE on 1995 and 1996 respectively.

Trade mark- KING BRAND

Registered Office-Plot -125/A, Road-2, Block-A, Bashundhara R/A, Dhaka-1229, Bangladesh. Share Division and Corporate/Head Office- Bashundhara Industrial Head Quarters-1, Plot- 3, Umme Kulsum Road, Block-G, Bashundhara R/A, Dhaka-1229, Bangladesh.

Factory Address- Mongla Port Industrial Area, Mongla, Bagerhat, Khulna, Bangladesh.

(Installed Capacity- 3,420,000 MT per annum	Statutory Auditors Islam Aftab Kamrul & Co. Chartered Accountants
	Authorised Capital	
	Tk. 500,00,00,000/- (Taka Five Hundred Crores) divided into 50,00,00,000 (Fifty Crore) shares of Tk. 10/- each	Corporate Governance (Certificate) Auditors- Suraiya Parveen & Associates, Chartered Secretaries, Financial & Management Consultants
	Ordinary shares Paidup capital	
	Tk. 28,65,17,280/- (Taka Twenty-Eight Crore Sixty Five Lac Seventeen Thousand Two Hundred-Eighty Six Hundred Only)	Bankers- Janata Bank Ltd, United Commercial Bank Ltd, Southeast Bank Ltd, Bank Asia Ltd, National Bank Ltd and The Padma Bank Ltd
	Fully Redeemable Preference shares Paidup capital Tk. 100,00,000,000/- (Taka Hundred Crore Only)	Credit Rating Agency- CRAB
		No. of employee- 1258
	Company Registration No-C-21841 Tax Identification No-643931439593 VAT Registration No-000921138-0802 Nature of Business- Import, Manufacture, Sale and Export Product- Portland Cement and Portland Composit Cement	Company website- http://www.meghnacement.com

AUDIT COMMITTEE

Chairman	- Mr. Md. Nurul Karim, Independent Director
Member	- Mr. Safwan Sobhan, Shareholder Director
	- Mr. Alhaj Rafiqul Islam, Independent Director
Secretarv	- Mr. Md. Asaduzzaman ACS. Company Secretary

NOMINATION AND REMUNERATION COMMITTEE

Chairman	- Mr. Md. Nurul Karim, Independent Director
Member	- Mr. Safwan Sobhan, Shareholder Director
Secretary	- Mr. Md. Asaduzzaman ACS, Company Secretary

STEERING COMMITTEE

Chairman	- Mr. Sayem Sobhan, Managing Director
Member	- COO, CFO and all Head of Departments of the Company
Secretary	- HoD, HR and Admin



CORPORATE STRUCTURE



Ahmed Akbar Sobhan Chairman



Afroza Begum Director



Md. Nurul Karim Independent Director





Sayem Sobhan Managing Director



Sadat Sobhan Director



Alhaj Rafiqul Islam Independent Director

Mr. Sayem Sobhan Mr. A.R. Rashidi Mr. Maynal Hossain Chowdhury Major Gen. M M Haider Khan, ndc, psc (Retd) Mr. Md. Fakhruddin Mr. Md. Tariqul Islam Chowdhury Mr. Md. Razib Samad Mr. Md. Razib Samad Mr. Md. Maksudur Rahman Mr. Khandokar Kingshuk Hossain Mr. Engr. Nabarun Kumar Saha Mr. Nore Alam Seddeke Mr. Md. Rabiul Islam Mr. Md. Anisuzzaman Talukdar Mr. Md. Asaduzzaman ACS,

BOARD OF DIRECTORS'

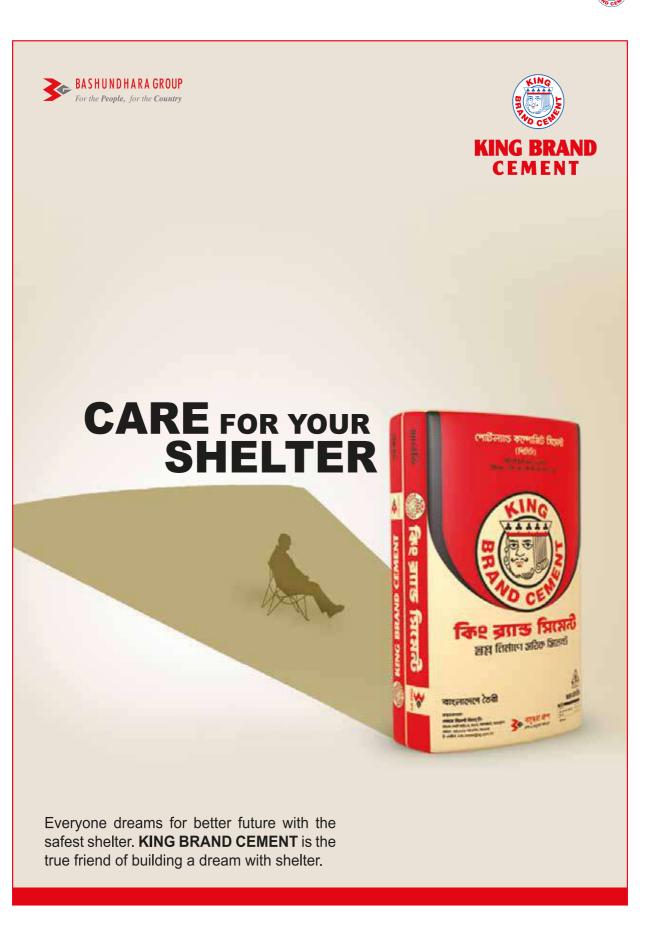


Shafiat Sobhan Director



Safwan Sobhan Director

- : Managing Director
- : Sr. Advisor
- : Advisor (Treasurer)
- : Advisor
- : Chief Operating Officer
- : HIAC
- : Chief Operating Officer, Banking
- : Secretary to MD
- : Chief Marketing Officer
- : HoD, Plant Operations
- : Chief Financial Officer
- : HoD (A&F)
- : GM, HR and Admin
- : Company Secretary





AHMED AKBAR SOBHAN CHAIRMAN

MESSAGE FROM CHAIRMAN

Dear Distinguished Members & Stakeholders,

Assalmu Alaikum wa Rahmatullah,

It is my great pleasure in welcoming you all to the 30th Annual General Meeting of the Meghna Cement Mills Ltd. I am grateful to all our valued stakeholders for which I express my heartfelt thanks to all of you for your trust in us as well as continuous support and cooperation amidst the challenging business scenario and pandemic situation during the financial year under review.

The economy of Bangladesh is progressing at a remarkable pace and infrastructure development is aiding the overall growth. One of the primary reasons for rapid urbanization and the adoption of several megaprojects by the Government is the availability of excellent quality cement produced locally. Bangladesh no longer needs to import cement or rely on foreign cement manufacturers. The country has become fully capable of delivering the required cement to fulfill internal demands and export the rest to neighboring countries. Furthermore, Bangladeshi cement is gaining popularity in India, high standard of quality, and competitive pricing strategy. Hence, the Bangladeshi cement industry has a promising future.

Moreover, the high rate of the US Dollar against the Bangladeshi Taka is forcing local cement producers to raise their prices despite an increase in imports of volumes of raw materials. The country imported 5.12Mt of clinker, granulated slag, limestone, gypsum and fly ash in July and August 2022, a rise of 34% year-on-year. The country imported 36.1Mt/yr of raw materials for cement production in the 2021 – 2022 financial year. These materials mostly came from Thailand, Vietnam and China through ports in Chattogram and Mongla. This compares to imports of 16.8Mt in the 2017 – 2018 financial year. The global cement market is projected to grow from \$340.61 billion in 2022 to \$481.73 billion by 2029, at a CAGR of 5.1% in forecast period, 2022-2029

Despite, Bangladesh expects a 15% growth in cement exports in FY22-23. Bangladesh has set an export target for the cement industry at US\$11m during the 12 months of the ongoing financial year, ending 31 June 2023, compared to US\$9.57m earned in FY21-22. Bangladesh has reported a 21.79 per cent YoY increase in revenue from cement exports in the 10MFY21-22 (July 2021-April 2022). Revenue for the period came in at US\$7.77m, compared to US\$6.38m in the same period a year earlier. This figure also includes minor quantities of salt, stone and other related products, according to the Bangladesh Export Promotion Bureau (EPB) data.

The per capita income and remittances of the country's population are increasing, increased by 327 dollars to 2,554 dollars in 2020-2021 compared to the previous fiscal year (2,024 dollars). As a result, many people are encouraged to build their own homes and, consequently, cement consumption is increasing.

Truly it is stated that, the activity of the government, private, and commercial construction is constantly increasing in Bangladesh. The construction market in Bangladesh is expected to grow at a rate of 8% per annum from 2020 to 2025. This will naturally increase the demand for cement products.

It is hoped that the construction sector in general and Cement sector in particular will grow further riding on Bangladesh's dense population, enhancing life expectancy rate, rapid construction of economic zones, sizeable investments in the socio-economic development of mainly common people, booming agriculture, and the thriving garment sector. Bangladesh is investing heavily in infrastructure development, especially in power generation, highways, bridges, buildings, and telecom. So, cement, steel, and power will certainly play a crucial role in achieving the government's vision to become a middle-income country by 2021 and the developed country by 2041

Before conclusion, I would like to convey thanks to our management team and human resources for their hard work, commitment and unwavering support towards this company during such a difficult time we all are going through.

I would also like to convey my special gratitude and heartfelt thanks to all the valued Shareholders, patrons, financiers and well-wishers for their continued support, co-operation and encouragement in discharging the responsibilities reposed in us.

Our special thanks and gratitude to all the regulatory authorities for their kind cooperation and support towards this Company in its pursuit which have helped us all the way.

May Allah be with all of us.

Ohund akkar Sobhan Chairman



SAYEM SOBHAN Managing Director

MANAGING DIRECTOR'S STATEMENT

Dear Stakeholders,

Assalmu Alaikum wa Rahmatullah,

By the grace of Almighty Allah, with the expression of my heartfelt thanks and gratitude to you for the support and trust on us and our accomplishment, on behalf of the Board of Directors of the Meghna Cement Mills Limited as well as on my behalf, I heartily welcome you all to the 30th Annual General Meeting in 2022. You will be happy to know that your company has achieved an excellent performance in this Financial Year compared to the previous year. It is my privilege that our Company has praiseworthy commitments since its incorporation and reporting year was no exception. Dear Shareholders.

Meghna Cement Mills Limited is a leading Cement manufacturer in Bangladesh. Despite different critical situation such as, devaluation of Taka, increasing of inflation, dollar crisis, insufficient power supply, price hike of raw materials, increasing operating expenses, wages, transport cost etc, the net profit increased substantially due to restless effort of the management. By review of the previous year, we have attempted to connect differently imaginative thoughts and proper advancements in our business activity for upgrade of the nature of our goods and administrations. We generally attempted to embrace financial and savvy creation, circulation interaction, and attempted to convey the best items and administrations to our clients at their entry way steps in the shortest conceivable time at reasonable costs.

Since 1992 we have been being cooperated as a team. Presently we become one of the main manufacturers in the cement arena in Bangladesh. We have changed a simple dream into the real world and by our deliberate endeavors. We have committed to accomplish the corporate objectives and destinations of this Organization. Ironically, our motto is to continue to stay up-to date with the market pattern and convey items and administrations to satisfy our consumers.

In spite of all adversities, the management of Meghna Cement Mills Limited had never given up to maintain sustainable growth by adopting appropriate business policies. Increased production and sales are the main elements points of the success of the company during the year. Details of which are given in the Directors Report which will secure the long-term benefit of the company and will serve the best interest of our valued shareholders.

MCML Broad of Director has determined self-help agenda and a focus on differentiated products and services, enabled the Company to deliver a resilient performance against considerable headwinds in 2021. In 2022 net profit after tax is BDT 5.58 crore in contrast previous year was (2.34) crore and in this year MCML growth is outstanding. FY 2021-2022 Earnings Before Income Tax (EBIT) was BDT 23.40 crore were reflecting the overwhelm conditions of our key customers and markets. The Board of Directors is pleased to recommend 5% cash dividend & 5% stock dividend (bonus shares) for every 100 shares subject to approval in the ensuing 30th AGM. The Board of Directors also has emphasized that to give more financial benefit to the shareholders and flourishing organization's financial strength.

Hon'ble Shareholders,

On behalf of the management, I would like to stress that our performance is based on sound polices and strategic vision. We are committed to expanding our business ventures and based on our experienced, we are confident of succeeding in all of our new endeavors.

In the end, I cordially thank the Board of Directors, employee, workers, customer, suppliers, well-wishers' patrons, and our valued shareholders as well as the regulatory bodies, Banks and Financial Institutions for their continued support, guidance and cooperation in our efforts to achieve greater success.

Thank you all

Sayem Sobhan Managing Director

DIRECTORS' PROFILE



AHMED AKBAR SOBHAN CHAIRMAN Mr. Ahmed Akbar Sobhan is one of the Sponsor Directors and the Chairman of Meghna Cement Mills Ltd. He graduated in Business Studies from the University of Dhaka. He founded Bashundhara Group back in the 80s, which is become the leading industrial group of Bangladesh. Bashundhara Group (BG) now consisting of more than 88 companies comprising of moderate to heavy industrial and business units. His leadership, commitment and vision placed this group in highest position and now BG emerged as one of the biggest industrial and commercial conglomerates in the country.

He is also the Director of East West Property Development (Pvt.) Ltd., Bashundhara Paper Mills Ltd., Bashundhara Industrial Complex Ltd., East West Media Group Ltd., Bashundhara Multi Paper Industries Ltd., Bashundhara Infrastructure Development Ltd., Bashundhara International Trade Center Limited, Bashundhara Cement Industries Ltd., Bashundhara Agricultural Products Ltd., Dhaka Multi Agricultural Complex Ltd., and many other companies of the group.

Mr. Ahmed Akbar Sobhan was the Chairman/President of many financial institutions, trade organizations and trade bodies including Bangladesh Paper Mills Association, Bangladesh Land Developers Association, Bangladesh Cement Manufacturers Association etc. He was also member of general body of FBCCI, DCCI, ICC Bangladesh.

He received many accolades, at home and abroad, in recognition of his excellent business leadership, performance and remarkable contributions in the socio-economic fields, international understanding, conflict resolution and bringing peace, including President's Gold Medal in 1994, Kazi Nazrul Islam National Award in 1992, Moulana Bhasani National Award in 1993, Arthakantha Business Award in 2001, USA Summit International Award in 2002 and Janata Bank Prime Customer Award in 2002 and Agrani Bank Best Client Award in 2010, Mother Teresa International Canonisation Award in 2019, Kolkata's St Xavier's College prestigious Award Dashabhuja Bengali 2019, Information Communication Entertainment (ICA) Award in 2019 given by the Bengal Film and Television Chamber of Commerce, Franchise India organized Indian Retail Award and Indian E-Retail Award 2019. He was a sports man and now a sponsor of sports of this country. He is the owner of Bashundhara Kings, a leading Sports Club of Bangladesh.

He is the Chairman of Board of Trustees of Bashundhara Foundation and the Chief Patron of Afroza Begum Welfare Foundation. These Foundations have been working tirelessly for the betterment of the poor and unprivileged people of this country. These two foundations have been living up to Bashundhara Group's promise of "For the People for the Country".



AFROZA BEGUM DIRECTOR



SADAT SOBHAN DIRECTOR Mrs. Afroza Begum is one of the sponsor directors of the Company has significant contributions towards the establishment and development of Bashundhara Group. She has been serving in the Board since the formation of this Company. She had her graduation from the University of Dhaka. She played a pivotal role in setting up of many new industries in steel & engineering, ship building and shipment, cement and paper sectors as well as the restructuring process of the group for achieving the optimum level of efficiency in productions.

She is the Chairman of Board of Trustees of Afroza Begum Welfare Foundation. The Foundation has been running a project of 200 bed hospital in Manikgonj district.

Mrs. Afroza Begum is one of the Trustees of Bashundhara Foundation and serving in this capacity since the establishment of the Foundation. The Foundation has been operating "Interest-Free Loan Scheme/Project" operated for the poverty-stricken poor women community of the rural areas. This unique and extraordinary scheme was the brainchild of Mrs. Afroza Begum. The Scheme already helped more than 16,000 women of the working areas of the Bashundhara Foundation situated in rural target of Bangladesh for their becoming self-reliant.

Mrs. Afroza Begum is also the Sponsor Director/Shareholder of Bashundhara Paper Mills Ltd, Bashundhara Industrial Complex Ltd., Bashundhara Steel and Engineering Ltd., City Multi Agricultural Company Ltd., Bashundhara Infrastructure Development Ltd., Bashundhara Cement Industries Ltd., Bashundhara Shipping Lines Ltd., Bashundhara Amusement Park Ltd., Bashundhara Multi Paper Industries Ltd., and Sea Real Estate Developers Ltd. etc.

She is a CIP and one of the highest income taxpayers in Bangladesh for the consecutive several years.

Mr. Sadat Sobhan is a young business entrepreneur of this country. He had his graduation from Huron University of UK in Science. He has enormous knowledge over socio-economic, business and corporate management and had contributed significantly in establishment of some big business ventures of Bashundhara Group which created huge job opportunities in the country and producing various products and some of those companies are market leaders.

He was selected as a CIP for his accomplishments in the corporate sector in Bangladesh and a member of DCCI, MCCI as well as SAARC Chamber of Commerce and Industries. Mr. Sadat Sobhan is the life member of Sandhani, a well known nationwide philanthropic organization serving the distressed humanity of this country in the Health Sector.

He has been appointed as the Co-Chairman of Bashundhara Group and also the Director/Shareholder of Bashundhara Paper Mills Ltd., Bashundhara LP Gas Ltd., Bashundhara City Development Ltd., Bashundhara Industrial Complex Ltd., City Multi Agricultural Company Ltd., Bashundhara Horticulture Ltd., Bashundhara Amusement Park Ltd., Bashundhara Multi Paper Industries Ltd., Bashundhara Shipping Ltd., Bashundhara Oil and Gas Company Ltd., Bashundhara Food and Beverage Industries Ltd., Bashundhara Electricity Ltd., Sundarban Industrial Complex Ltd., Bashundhara Multipurpose Port Ltd., Bashundhara Textile Mills Ltd., Bashundhara Import Export Ltd., Bashundhara Trading Company Ltd., Bashundhara Chemical Industries Ltd. etc.

He is one of the highest income taxpayers in Bangladesh for consecutive several years. He has been serving the Board as a director since long.





SHAFIAT SOBHAN DIRECTOR



SAFWAN SOBHAN DIRECTOR

Mr. Shafiat Sobhan completed his graduation in the UK before starting his business career. He joined the group by undertaking responsibilities in the fields of human resources development, finance and investment management, planning and implementation. He is now the Vice-Chairman of the Group and under his leadership the expansion and restructuring schemes in the LP Gas, IT, Cement, Shipping, Food and Beverage, Steel and Engineering, Service sectors of Bashundhara Group were initiated and implemented.

His result-oriented vision, industrial management skills and business acumen made the operational performances of the concerned units of the Group to record remarkable results. The production performance of the unit reached to its new height with a huge expansion of consumer market shares under his guidance. And by tireless efforts, the Group was able to expand the networks of its new business ventures, products and services within a very short period of time. His ability of negotiations and risk taking skills brought success in various national and international deals of the Group.

Mr. Shafiat Sobhan is also the Director/Shareholder of Bashundhara LP Gas Ltd., Bashundhara Food & Beverage Industries Ltd., Bashundhara Paper Mills Ltd., City Multi Agricultural Company Ltd., Bashundhara Horticulture Ltd., Bashundhara Amusement Park Ltd., Sundarbans Industrial Complex Ltd., Bashundhara Multi Food Ltd., Bashundhara Trading Company Ltd. and Bashundhara Technologies Ltd. etc. He was also a Sponsor Director of Pioneer Insurance Co. Ltd. - a leading insurer of this country.

He was selected as the CIP for consecutive years and is also a member of Dhaka Chamber of Commerce & Industries (DCCI). He has also been serving in the Board as a Director and was appointed in 2015.

Mr. Safwan Sobhan is a young enterprising entrepreneur. He had his schooling in Oxfordshire in the UK and had his bachelor's degree in business administration. He established various corporate houses at home and abroad and earned laurels for his leadership qualities. At present, he is the Managing Director of Bashundhara Paper Mills Ltd. He is also enjoying the positon of Director/shareholder of City Multi Agricultural Company Ltd., Bashundhara Horticulture Ltd., Bashundhara Airways Ltd., Bashundhara Amusement Park Ltd., Bashundhara Multi Paper Industries Ltd., Bashundhara Textile Mills Ltd., Toggi Services Ltd., Bashundhara Chemical Industries Ltd., Bashundhara Group. He is also a Trustee of Bashundhara Foundation.

He has been selected as a CIP for his accomplishments in the corporate sector in Bangladesh for consecutive years. Mr. Safwan is a keen sportsman and involved in various activities to promote sports activities in this country and abroad. He is the Managing Director of Toggi Sports Ltd., and was the Chairman of the Rangpur Riders, a Champion Cricket Team in the prestigious Bangladesh Premier League (BPL) - 2017. He is also the current President of the Lt. Sheikh Jamal Dhanmondi Club Ltd. and a patron of the Army Golf Club, Dhaka including a Member of the Dhaka Club Ltd.

He acted as the Chairman of the Editorial Boards of the Daily Sun, Bangladesh Protidin and the Online News Portal- BDnews24.com.

He has been contributing actively in overall planning, strategy formulation, HRM, decision making process of this company and Bashundhara Group as well. His specialization in the time management, branding of products promotion, risk management and crisis management brought positive results in the Group and wide acclamation. Mr. Safwan Sobhan is also a member of the Audit Committee and Nomination & Remuneration Committee of the Board of Directors of this company.



SAYEM SOBHAN MANAGING DIRECTOR Mr. Sayem Sobhan is a world class entrepreneur and elite businessman in Bangladesh. He has been serving the Meghna Cement Mills Ltd as the Managing Director. He had his schooling in King's School in Ely, Cambridgeshire, UK and completed his Graduation in Business Administration from American International University, London. After completion of his graduation, he joined the Bashundhara Group and was elevated to the position of Managing Director within a short period of time in 2001. He has vast experience in human resources management, business development, corporate management and administration and significantly contributed to the development of various ventures at home and abroad. His far-reaching commitments, spontaneous decision making capabilities, risk taking and risk management skills and business acumen enabled this Group to extend its operations to new horizons. He possesses high result-oriented initiatives supported by leadership qualities and analytical problem solving skills.

Mr. Sayem Sobhan is Director/Shareholder of Bashundhara Industrial Complex Ltd., Bashundhara Cement Industries Ltd., Bashundhara Shipping Lines Ltd., Bashundhara Amusement Park Ltd., Bashundhara Logistics Ltd., Bashundhara Agricultural Products Ltd., Bashundhara Oil and Gas Company Ltd., Bashundhara Electricity Ltd., Bashundhara Multipurpose Port Ltd., Bashundhara Textile Mills Ltd., Bashundhara Paper Mills Ltd., East West Media Group Ltd., Bashundhara Gold and Refinery Co. Ltd., Bashundhara Textiles Ltd., Bashundhara Petroleum Ltd. and Bashundhara Plastics Ltd. etc.

As recognition to his contributions in business and corporate management, he was selected as the CIP for consecutive years. As the first Bangladeshi he has been honoured with the most prestigious Dada saheb Phalke Excellence Awards-2017 from India, recognition of his outstanding contributions in the field of mass media, social service and sports. He was also conferred with US Congressional Recognition in 2011 for his achievement in strengthening business ties between Bangladesh and USA. He was also awarded with many prizes in trade and commerce at home and abroad. He got business memberships of many recognized associations including DCCI, MCCI, SAARC, Chamber of Commerce & Industries.

Mr. Sayem Sobhan is a sports loving personality and currently is the Chairman of Sheikh Russel Krira Chakra Ltd. -a leading sports club wherein the present Honorable Prime Minister of this country is the Chief Advisor and Patron.

INDEPENDENT DIRECTORS'



MD. NURUL KARIM INDEPENDENT DIRECTOR Mr. Mohammad Nurul Karim, one of the successful bureaucrats of Bangladesh government, went on retirement in 2020 as the Additional Secretary of the Information Ministry. He had colourful assignments during his 34 years of bureaucratic career that began as a District Adjutant of the Ansar & Village Defence Party (VDP) back in 1986. He did serve the Cabinet Division as the Joint Secretary and Additional Secretary. The Ministry of Environment and Forest, Ministry of Science and Technology, the Education Assistance Trust of the Prime Minister, the Bureau of Mineral Development, a component of Power & Energy Ministry, had been under his command as the Additional Secretary. Mr. Karim is a person of multi-disciplinary knowledge what he has accomplished from pleasure readings, attending professional trainings, seminar, symposium and experience sharing forums at home and abroad beside representing the state at different international forums.

Crisis Management Course for Senior Public Officials under the US Department of State, Training on Anti-Corruption under the Malaysian Anticorruption Academy, the UN General Assembly on Environment, Advance Course on Administration and Development, the MATT training under the Ministry of Public Administration are the notable ones he so far has taken successfully.

He led the Technical Committee for Carbon Emission in the NDC (Nationally Determined Contributions) as the country representative of Bangladesh and became its Chair. He finally had become regional representative of South Asia to the International Committee for Ozone Depleting Substances.

He travelled many countries including Japan, Switzerland, France, Canada, Australia and Mexico.



ALHAJ RAFIQUL ISLAM INDEPENDENT DIRECTOR

Alhaj Rafiqul Islam, is the founder of Rongdhanu Group. Rongdhanu Group is renown as one of the ventures in Bangladesh employing over 3000 people with footsteps in the real estate sector, agro & beverages, oil, jewellery, hotel and super store, under the leadership of Alhaj Rafiqul Islam, aim of making a significant contribution to the country development and self sufficiency. Rongdhanu Group's progress and diversification have paralleled the growth of the Bangladeshi economy which is the vision of Mr. Alhaj Rafigul Islam.

Mr. Alhaj Rafiqul Islam is also a Director of The Farmers Bank Limited.

Meghna Cement Mills Limited

DIRECTORS' REPORT TO THE SHAREHOLDERS





Dear Respected Members, Assalamualaikum Warahmatullah.

It is the immense pleasure and privilege on the part of the Board of Directors of Meghna Cement Mills Ltd to welcome you all in the 30th Annual General Meeting of your beloved company. It is our pleasure to present you the Report of the Board of Directors of this company along with the Audited Financial Statements for the financial year ended on 30 June 2022, notes to the Accounts as well as the Statutory Auditors' Report thereon and the Board Audit Committee's Report, Nomination & Remuneration Committee's Report, Corporate Governance Statement and Compliance Report to you for your kind consideration, adoption and approval.

A Summary on Economy of Bangladesh and Cement Sector

Aim of Bangladesh is to become one of the middle income countries. In recent years our economy has grown up remarkably over the last few decades despite all odds and obstacles by execution of economic reforms process. The Economy of Bangladesh is characterized as a developing market economy. It is classified among the Next Eleven emerging market middle income economies and a frontier market. In the first quarter of 2022, Bangladesh has become the world's seventh fastest growing economy with a rate of 8.3% real GDP annual growth. Some development policies to transform this country to an "aspiring tiger economy" are under way. We are now been regarded as the inspiration to other countries for commendable progress in poverty reduction, static economic growth, per capita food production, substantial growth in literacy rates, health and sanitation, increase in life expectancy, etc. The gradual economic growth enabled this country to attain lower middle income country status. But for sustainable growth, it needs to raise industrial productivity, implement structural reforms, expand investments opportunities, attain and maintain socio-economic balance, etc. By reducing infrastructural gaps and improvement of the business climate, the productive sectors to be developed and to generate more jobs. This country also needs to remove the barriers towards industrialization, continuous power supply at affordable rates specially to industrial sector, static infrastructural development and urbanization process, reduce risks of climate change and natural disasters etc.

The demand for construction materials including cement showed a significant uptrend as the country's construction and urbanization process. Bangladesh has been experiencing an upward trend in use of cement since the last decade of the 20th Century resulting growing demand for construction related materials including cement and allied products. In consequence of which a positive growth of the cement sector of Bangladesh has been visualized since the nineties of the last century. Before that, the country had to import almost entire volume of cement and other construction materials from outside of the country. The reason behind the static growth is due to wider range of residential and industrial constructions which had been experienced all over this country. Moreover, some big infrastructural projects were in the implementation stage supporting the growth agenda of this country.

The large-scale infrastructural and public development projects, industrialization, rapid urbanization. construction of high rise commercial and residential buildings pushed demand for cement to increase and this growth is expected to continue. This resulted in placing the cement sector of Bangladesh as the 37th largest market in the world. And this country has attained self-reliance in cement production as a good number of industries were set up since the early nineties of the 20th century who are now producing quality cement. At present, the local industries and multinationals are producing considerable quantity of cement which meet the local demand and also a considerable portion of cement product are being exported.

Bangladesh has been facing considerable numbers of challenges including competitiveness in its export, trade and remittances as some global issues have negative impact on exports and remittance earnings of this country in consequence of changing global scenario. It has been influencing the plan of this country for expansion of exports, trade and remittances linked with its Vision 2030 significantly. The declining scenario in foreign exchange remittances inflow to this country was in decreasing trend as manpower export to mid-eastern countries had been decreased considerably, fund inflow and export of goods and services were not commendable during the period under review. The infrastructure development sectors of this country were adversely affected by all these factors.

The cement industry is cyclical in nature with respect to supply and demand as cement is very closely linked to the growth of the infrastructural building and construction sector as real estate and constructions are the major drivers of cement consumption.

Bangladesh's cement industry has been experienced some of the fastest growth in recent years, the industry experienced an approximately 11.5% growth rate

over the last decade. It has been forecasted that the GDP growth rate of Bangladesh will reach 7.1% per year up to 2030 and the size of economy to grow by 2.5 times in the meantime. It was being observed that when the construction sector of Bangladesh become stronger, consequently the demands for cement also rise significantly. The economic growth of Bangladesh requires concerted developments of rural and urban areas as well as industrial sector by establishment of more and more industries; operation and expansions thereto, along with undertaking of construction of roads and highways, public utilities, facilities, and services as well as residential quarters, apartments, private and public commercial blocks, big public infrastructures buildup projects, etc.

MARKET COMPETITION

We belong to a global village wherein business and industries have been facing huge competitions. When reviewed regularly and challenges are faced on time at the right direction the handling of competition become easier. Our country's cement sector is of no exception. There had been no cement factory under private ownership in Bangladesh till 1990. The state policy laid out some positive schemes and due to those initiatives multinational manufacturers and local entrepreneurs came forward to establish cement industries in this country. And since the establishment of small numbers of private cement mills in the private sector, within the next ten years the aggregate production of cement in Bangladesh exceeded the total local demand for cement, making the country self-sufficient in cement production by fulfilling local demand for cement. The main ingredients for infrastructural development and constructions is cement- an industrial product and most of the cement producers of our country follow almost same technology. It pushed the local market to become challenging, difficult and critical. In the short run, the cement sector's total capacity is under utilized and local consumption varies very frequently. But the scenario is about to change due to initiation, execution and implementation of some big public infrastructural projects of our country.

Currently, more than 32 cement manufacturing companies, 7 are currently listed with Stock Exchanges and 4 of them multinationals, produce around 58 million tons of cement per annum. Large government infrastructure projects and increased urbanization are boosting the local cement industries. Local companies hold more than 80% of market share, beating the multinationals by their attractive prices and quality. Higher per capita incomes and sustained

period of political stability helped grow the sector amid

huge construction works in both public and private sectors, studies observed. "Demand for cement has registered a robust the Compound Annual Growth Rate (CAGR) of 12.67% over the last five years. Now Bangladesh expects a 15% growth in Cement Exports in FY-2022-2023. This is significantly higher than the country's GDP growth, according to a recent study. Average per capita cement consumption in the world is 563 kg while that of Bangladesh is only 187kg, the study said referring to the World Bank. According to another study, nearly 30% of total cement used in a single year is consumed in the construction of private homes followed by 35% in government buildings and infrastructure, 35% is used to build real estate and commercial buildings. consumption to 30.19 million MT during this calendar year.

The cement sector of Bangladesh plays a vital role in its infrastructure build up. The unique feature of the cement sector of this country is that the local industries require to import almost all its required raw materials including clinker, gypsum, fly ash and iron slag etc, for manufacturing of cement. Bangladesh is regarded as the largest clinkers' importer of the world. Due to intensity in urbanization and big infrastructural developments despite various odds there existed high demand for cement in recent years. It pushed up the construction and real estate sector which resulted big demands for cement in this country. Bangladesh now became the hub for quality cement production and product diversification. The medium and big cement companies have been using advanced modern technologies in cement production and the demand for quality cement has been created. It is a matter of pride that the reputation of our locally produced cement has already been established and acclaimed as one of the most competitive cement markets in the world. At present the producers of this country meet major portion of local demand for cement.

MARKETING ENVIRONMENT

Market promotional activities are considered multi dimensional which helps a number of activities and is a technique for gearing up sales of a company. It plays as a force that affect the ability of a company to build and maintain successful relationships with its consumers and clientele, fulfill and satisfy their demand on time. Market promotional activities result to increase the selling of products, as well as increase of the consumers' knowledge about the products, and also help the consumers to save their time in choosing and purchasing of products from many choices. It helps the manufac- turers to sell their products and quick selling is also possible which leads to more production at less cost.



The relation between intermediaries is improved through these activities and is the key to marketing communication of any product or brand. It helps to create awareness as well as to show the product attributes and benefits of the brand to the mass consumer level.

This company operates its promotional programs through involvement of continuous innovative activities and campaigns aimed for the consumers, sellers of various levels and users as well. The promotional activities of this company had been carried out through wide range of promotional activities aimed for the target customers and construction activities. It had been carried out by the teams of creative and energetic personnel who launched public relations and direct marketing programs, frequent promotional programs including advertising, personal selling, sales promotion activities, training of activists and knowledge sharing with dealers and consumers, workshop and seminars, etc.

RAW MATERIALS SUPPLY & PRODUCTION

The raw materials for production of cement specially clinker play vital role for ensuring strength as well as quality of cement. The raw materials for cement production or manufacturing are bulk in nature. The constituents for manufacturing of cement are delicate as well.

Bangladesh is self-sufficient in cement production but it needs to import almost all of the raw materials used in cement manufacturing. This country has big scarcity for mineral resources e.g., clinkers, limestones, and hence, is not capable for meeting demand for clinker, the prime material of cement. In this country, only two companies have clinker production facilities at their own plants. As a result, the cement manufacturers have to import their required raw materials from abroad. Most of the manufacturers of Bangladesh import clinker from Vietnam, Indonesia, Philippines, China, Hong Kong, India, Thailand, Japan, Korea, Malaysia, etc. Very few manufacturers could use local limestone collected from Sylhet. Majority portion of imported fly ash is sourced from India; slag is imported from China, India, Japan and Singapore while Gypsum is sourced from China, India, Indonesia and Japan.

Total imports declined by. 13% percent YoY to US\$

64.81bn between July 2019 and January 2022. The fall is due to a number of factors, including the corona virus pandemic. Due to its extensive grinding capacity but limited clinker capacity, Bangladesh has become one of the largest clinker importers in the world. Another major factor in the cement manufacturing industry of Bangladesh is power, as production of cement requires huge supply of electricity. The maximum of this power supply is met by the national power grid but interruption to power supply and fluctu- ation thereto result disruption in production and increase of production costs as well.

Moreover, the transportation cost is considered as a big factor in the cement manufacturing industry as through this system voluminous products on both the ways i.e., import of raw materials and supply of finished products are carried on and incur huge expenses for it. The most interesting feature of this industry is that the cement producers are located mostly around Dhaka, Chittagong and Mongla Port areas. This Company has its own supply and distribution system which has been operated and monitored cautiously. For raw-materials and other commodities elevating this company used five various types of high-quality atomized machines. For supplying the produced commodities all over in the country this company used cargo-vessels and trucks as well most of which were owned by the company.

Meghna Cement Mills Ltd mainly used paper made cement sacks for packaging of its products keeping the issue of environment protection matter in the fore front. It may be mentioned here that, the paper sacks used by this company being manufactured by the sack plant of a concern under Bashundhara Group at a competitive price.

CEMENT CONSUMERS SEGMENTATION

Bangladesh as a tropical country its economy was Agro based. For this reason, the construction sectors did not get momentum in the earlier period. And the infrastructure development was selective too. Cement although was a low demand product but a faster growth in demand for cement has been observed in recent years after a shift in the taste of capable rural people having financial abilities for modern houses, increased pace of urbanization, construction of apartment buildings and multistoried shopping complexes and implementation of large infrastructure projects over the country.

The Commodities like cement, require consumers' confidence and competitive price is not the sole factor for ensuring the demand. Branding is important and the customers want to find trustworthy brands within their affordable prices and supply to be in time. Cement consumers of our country can be segmented by location, purchasing approaches, behavior, seasonal variation, volume and frequency, personal characteris tics, brand preferences etc. Cement customer's



characteristics could also be segmented into price sensitive customers, quality conscious customers and quality and price tolerance customers etc.

Cement sector's consumer segmentation combines with behavior and costs of products aspects. It noteworthy to mention that cement is an industrial product and most of the manufacturers in this country follow almost same type of technology. So, it is more challenging, difficult and critical for understanding the segmentation of cement consumers. The consumers of cement of our country can be grouped into two larger segments public and private. And the private sectors can be grouped in another two sub segments (Commercial Real Estate Developers and individual home builders). There are three main groups of cement consumers of Bangladesh are:

- a) Government/Public Sector;
- b) Commercial Real Estate Developers;
- c) Individual Home Builders.

Previously individual home builders made highest contribution towards demand for cement of this country but recent mega projects undertaken in the public sector have helped this sector to become as the biggest consumer of cement. According to a recent report, individual home builders and commercial real estate developers consumed nearly 30% and 35% respectively of the total cement produced while the public sector consumed almost 35% of cement manufactured in this country. The real estate developers and public projects continued as the key users of cement in this country. The GoB also started several ambitious mega infrastructure projects including various flyovers in the city areas, Padma Bridge, construction of some wider roads, highways and bridge MRT, metro rail project, construction of by-pass roads, etc. These have created an increased demand for cement. Out of total production, 45 per cent of the cements are consumed in Dhaka region and 23 percent of the cements are consumed in Chittagong divisions and the rest in other divisions.Bangladesh is one of the lowest consumers of cement in the world with its per capita cement consumption only 187 kg, although it was 182 kg in the earlier year. While it is 270 kg in Myanmar, 312 kg in India, Thailand 500 kg, and .435 kg in Sri Lanka. The per capita cement consumption in South Korea is 1250 kg and 1,700 kg in China, 800 kg in Malaysia, 780 kg in Iran and 1,820 kg in Saudi Arabia.

Due to shifting of choice for traditional low rise buildings to high rise ones have pushed up the use of cement in the country. Increase in demand for cement has soared up mainly due to the boom in the real estate sector and infrastructure development concentrated in Dhaka city and other major urban areas of the country. With the implementation of large-scale public infrastructure projects, accelerated pace of urbanization, construction of apartment buildings and multi-storied shopping complexes in urban areas, changes in the taste and economic condition of large numbers of urban and rural people with the aspiration for modern houses, the demand for cement has been gaining momentum day by day. The urbanization of Bangla- desh has been experiencing an increasing trend keeping pace with economic and population growth of the country. It was forecasted that the demand for cement in Bangladesh would be around 31+ million MT per year by the FY 2035 balancing with the prevailing installed capacity of the local cement manufacturers. It is also expected that our real estate sector would boom day by day. If the favorable socio-economic scenario is prevailed, the country's infrastructure development process would increase to a greater height, urban constructions be geared up and housing in the rural areas to be converted into improved structures.

TRANSPORTATION

Cement has been considered as the bulk industrial product and cost of transportation is very vital for bulk products including cement. Considering this MCML pays special attention on trading off between river and road transportations as well as maintaining of cost effective cement distribution channels. During the period under review the transportation costs in both road and water- ways were increased very significantly for which the company had to incur additional costs for raw materials as well as finished goods transportation.

It is to be noted here that cement producers usually import raw materials in bulk quantity by sea. The cement sector of Bangladesh widely uses various types of transportation modes within the country which included road and waterways for its bulk nature. Around 85% of finished cement in this country is transported by road and the remainder by waterways. However, delays in unloading of raw materials in the ports had negative effects on the cost of production. And during the year under reporting, fuel costs and water transportation costs increased to some extent and inflation of the country also raised.

SEASONALITY

Bangladesh is a low lying plain situated on deltas of large rivers. Our country has primarily flat land and, with the exception of CHT, rarely exceeds few meters above sea level, making it susceptible to climate



changes. The country experiences sub-tropical monsoon climate having six seasons in a year. It has been found that a critical driver for demand of cement in Bangladesh is weather and it has visible effect on the cement sector. Every year the cement sector faces seasonal variations e.g., during the monsoon, the cement sector used to suffer from low demand; and the seasonal variation has a deep-rooted effect on cement consumers' purchase pattern. Sales data analysis of different periods of a given year also supports this. There are some dominant period/ seasons in terms of demand of cement in the country's cement industry. The cement sector of this country in every year faces the seasonal variation as follows:

Peak Season : January to April/ May; Dull Season : June to September; Off Season : October to December.

The growth of construction sector of our country has close link with the demand for cement, as when the construction sector found strong, then demand of cement is increased. Moreover, like most capital incentive commodity industries, the cement industry is cyclical in nature with respect to its supply in the market. In the cement sector, January to April months, which sometimes also stretches till May, are considered as the peak season for construction when the demand of cement in the market become very high and which can be as high as 60%. As during this period in the climate of Bangladesh, there is little or no rainfall over the country. Thus, it is considered an ideal time for construction of buildings, infrastructural development and implementation of other real estate projects during this season.

The period, June to September months of a calendar year, is considered as the dull season in our cement industry during which period the overall sale of cement touch the almost bottom line. This is the time of the year when rainfall is most evident in our country. Rather than constructing of buildings, this time of the year is mostly used for curing which is the most important steps in concrete based construction work as it mainly increases the strength and durability of concrete to a great extent. The rainfall in this dull season helps the concrete surface to stay moist naturally and allows the hydration process to take place.

Generally, the off season for the cement industry starts from October and ends in December. This is also the time just before the peak season. It was observed that usually the other related materials used for constructions are not available during this time of the year. By taking into consideration of the seasonal variation factors in

the cement sector, this company has developed and

following a season responsive approach in production and supply of its products to the targeted consumers and users.

PRODUCTION - SUPPLY MANAGEMENT

The efficiency of production of a bulk product like cement is closely dependent on the effective supply management system. The process of manufacturing of finished products in a cement manufacturing company, like Meghna Cement Mills Ltd, is very complex. It is a cross-functional approach that includes managing the movement of raw materials, processing of materials into finished goods, and the movement of finished goods toward the end consumer. As cement is a high-volume, low-value commodity so the transportation of the raw materials as well as the finished goods over distances adds more to the costs. The special feature of the cement sector is that it brings lower margins to the producers' way.

In our country, cement consumption has the region wise variation for which cement is considered as the regional commodity where lower distribution costs make it remunerative to its producers. It was due to the non-existence of balance of demand and supply; difference of per capita income of the population and level of industrial developments of the regions. The demand for cement is geographically grouped into Division/ Region wise as follows:

Dhaka division	- 45%
Rajshahi and Rangpur divisions	- 10%
Chittagong division	- 23%
Sylhet division	- 7%
Khulna division	- 10%
Barisal division	- 5%

The location of the factory of Meghna Cement Mills Ltd is Mongla Industrial Area, Bagerhat District under Khulna Division. It was the first big industrial unit of that locality. Due to its factory location it has been enjoying some advantages in supply of cement to Dhaka regions as well as to the southern and northern part of Bangladesh- Barisal, Khulna, Rajshahi and Rangpur divisions through both roads and river ways using its own transportations.

MCML has its own finished products distribution channels spread over the country and engaged it's all out efforts to cover up the local cement market of Bangladesh and every possible point of the country has been brought under its own distribution network and channel.

Meghna Cement Mills Limited



PRODUCTION AND SALES

In Bangladesh, the cement consumption varies regionally and approximately three-fourth of the cement produced is consumed in Dhaka and Chittagong divisions alone. In recent years the growing income level in rural economy results major shift. Now-a-days the cement demand is growing fast in northern, western and southern parts of Bangladesh. The production and sale of cement are closely dependent on each other. The demand of cement in this market is mainly dominated by development of the public infrastructure projects, industrial constructions, real estate business and individual home builders spread all over the country. The categories of cement customers of this company are as follows:

- i. Distributors
- ii. Industrial units/Bodies
- iii. Dealers
- iv. Real Estate Companies & Developers
- v. Retailers
- vi. Individual Home Builders
- vii. Contractors
- viii. Other Customers

The production as well as the overall financial performance of this company during the period has significantly increased comparing it to the previous year.

IN FY 2021-2022, THE COMPANY WAS ABLE TO PRODUCE

12.26 Lac MT of Cement compared to 15.05 Lac MT of cement in the FY 2021-2022 registering an decrease of 18.53% in production of cement.

During the year, under review, this Company arranged a good number of assemblies, seminars, conferences, view sharing meetings, workshops for the sellers, dealers, masons, technicians, professionals and the consumers to scale up the sales of this company.

In the FY 2021-2022, under review, the net sales revenue amounted to Tk. 82.95 crore compared to Tk. 96.46 crore decrease in the last FY 2020-2021, registering an decrease in sales of Tk.13.51 crore in comparison with the previous year's sales registering an decrease of

A discussion on Cost of Goods sold-

13.39% in sales of this company during the year, under review.

PERFORMANCE OF THE COMPANY

This company is concerned about its responsibilities towards its stakeholders. MCML has designed the

business plans for attaining positive results from the business operations and proper execution of the plans as well. The management of this company has also set its strategy to accomplish its objectives and business plans. In the pursuit the company reviewed its periodic business performances, customer base, market positioning and also adjusted its marketing plans from time to time.

During the year, under review, the Company's distribution network and marketing management were strengthened further with a view to increase sales of products. This helped to fortify our position in the local cement market. Due to these timely steps the sales outcome of this company remained positive during the Financial Year 2021-2022 sales revenue amounted to Tk. 82.95 crore compared to Tk. 96.46 crore in the last FY 2021-2022, registering an decrease in sales of Tk. 13.5 crore from the previous financial year's sales marking 13.99 increase. Although the production costs had increased to a significant extent and the selling and distribution expenses were also increased remarkably.

And by careful handling of the pertinent issues and negotiating with outside as well as inside challenges and risks. This company was able to earn net profit of TK. 5.58 crore during the period under review as compared to the net profit of the FY 2020-2021 of TK. (2.34) crore.

During the FY under review the cost of goods sold was Tk. 736.08 crore whereas in the previous FY it was Tk. 885.15 crore, marking declared of cost of goods sold by 16.80%

Opening Stock of raw and packing material	354,361,899
Raw and packing material Purchased	6,404,627,344
Closing Stock of raw and packing material	(266,620,104)
Raw and packing material Consumed (Note-30.01)	6,492,369,139
Factory Expenses (Note-30.02)	868,704,671
Opening stock of finished goods	19,703,773
Closing stock of finished goods	(19,974,231)
	7,360,803,352

ISSUANCE OF PREFERENCE SHARES

Utilization of proceedings & explanations in this regard and declaration on maintenance of statutory accounts books as you already know that, The Board of Directors of Meghna Cement Mills Ltd in its meeting held on 12 August 2018 has recommended and then obtain shareholders' approval in 26th AGM of the Company accordingly to issue Fully Redeemable Preference Share of BDT 100 crore only to raise its capital through Private Placement. The Company has obtained permission



from Bangladesh Securities Exchange and Commis sion on 15th June 2020. AAA Finance & Investment Ltd worked as the Issue Manager and South East Bank Ltd acted as the Lead arranger for the subscription. Fully Redeemable Preference Share investors of the Company stated below-

 Mr. Sayem Sobhan (Directors' part) - BDT 30,00,00,000/- (30%)
 Bank Asia Limited (General Investor) - BDT 70,00,00,000/- (70%)
 Total Redeemable Preference Share Capital BDT 100,00,00,000/- (100%)

No significant deterioration of the financial results after public offer. No significant variance occurs between Quarterly Un-audited and Audited (Annual) Financial Statements. All statutory books maintained and preserved at the head office of the Company.

DIVIDEND POLICY

The Board of this company maintained a static dividend policy over the periods. The company set the dividend policy for ascertainment of its divisible profit and declaration of the dividends for the shareholders of the company following the set guidelines uniformly. The Board of Directors of this company, by considering and accommodating all the issues including the commitment to the members, fund arrangements, operational performances and liquidity position of this company, has been pleased to recommend for payment of 5% Cash Dividend and 5% Stock Dividend for all the ordinary shareholders of this company for the period ended on 30 June 2022. The Members whose names appeared in the Members Register on the Record Date of this company on 01/12/2021 will be entitled for the Dividends.

This is to be mentioned here that in the previous financial year 2020-2021 this company had declared 5% Cash and 5% Stock Dividend too.

Statement on declaration of Bonus shares Company follows strictly all the rules and regulations of all Laws,

Rules and Regulations of the Country. As no company allowed to declare stock dividend as interim dividend as per BSEC rules and regulations, we always abide by all the rules applicable to the Company. MCML never declared any stock dividend as interim dividend.

CONTRIBUTIONS TO THE NATIONAL EXCHEQUER

It is known to all that development is a continuous process and it never takes place overnight. Without accelerating growth of all the sectors of a country's economy and contributions of its citizens towards the national exchequer it could never be attained. This company considers and values the benefits of the nation as a whole from the beginning. This company's activities and business operations maintain integrity and transparency in setting and execution of the strategy, policy and practices, including paying all applicable taxes, VAT and duties properly and duly. We are a regular payer to the national exchequer by which this company has been contributing significantly towards the development and growth of Bangladesh.

During the FY 2021-2022, this company contributed an amount of TK. 8.85 crore in the form of tax, customs duties, VAT etc. The contribution to the national exchequer was equivalent to 10.70% of the total sales revenue of the company during the period under review. On the other hand, in FY 2020-2021 the contributions of this company to the national exchequer were Tk. 1.99 crore. It recorded an in crease of 53% in the contribution to national exchequer.

ENVIRONMENT PROTECTION

Protecting the environment allows future generations to grow and live better. Environment activists regards that everyone has to do something positive to protect environment to stop climate changes. The management of this company is very much concerned about its responsibilities in the protection of the environment. This company has designed and following the static policy in its production process and business operations as to maintain and protect the mother nature.

In the factory area and in its production and operation process as well the company have installed adequate modern equipment having higher capacity and undertaken considerable measures to reduce various types of pollutions related thereto during the FY 2021-2022. It enhanced the output as well as upgraded the working environment of the factory.

ENVIRONMENT CERTIFICATION

We are pleased to inform all our stakeholders that MCML has implemented an effective quality management system towards environmental management in its cement manufacturing and distribution activities. In recognition to this the T V Austria (Bureau of Inspection & Certification (Pvt.) Ltd.) has issued the ISO 14001: 2015 Quality Management System Certification to MCML in June 2020.

RISK FACTORS AND ITS MANAGEMENT

Cement is a booming sector in this country with wide potentiality, but there has also some risk factors involved with this sector. It is ubiquitous in all areas of business and the risk management is considered must to do, in the managing of an organization. In every business there are uncertainties where some of the possibilities involve inflation, economic recession, price fluctuations, currency fluctuations, loss, catastrophe, other undesirable outcome, absence of complete certainty, charges in the taxation laws & regulatory directives, etc.

This company in setting its business plan and operation as well has put its special emphasis on the risk management issues. The risk management system has been designed to face the challenges of the risk factors involved in this sector. In designing of the operational plan, it has put special care in identifying and characterizing of the areas of controllable risks and threats at early stages and to set business strategies, take adequate measures on proper time either to remove, or as far as possible limit those risks.

RELATED PARTY TRANSACTIONS

The company in its business efforts and practices put special care to compliances to laws, protection and preservation of interests of the stakeholders by following the code of conduct for ethical behavior, accountability and transparency. The information on the related party transactions has been disclosed in the Note no. 39 of the financial statement on Page no. 155 here in after in this report.

SHAREHOLDERS

The Shareholders are the real owners of companies and play most important role in the financing, operations, governance and control aspects of a company. The Shareholders play both direct and indirect roles in a company's operations. The first and foremost consideration of the Board of your Company was the protection and value addition to the interests of the valued shareholders.

The total numbers of shareholders of this company were 4,478 nos. as of 30 June 2022 and the Record Date of the Company on 01.12.2022 which was 2022

nos. on the last record date (of FY 2021-2022).

The issued, subscribed and paid-up share capital of the Company is Tk. 28,65,17,280 which has been participated by the Sponsors, Banks, Financial Institutions and General Public.

MINORITY SHAREHOLDERS' INTEREST:

Since incorporation the Board of Directors dedicated itself to attain the objectives of this company and to develop its business horizon. The Board of this Company is also concerned about the interest of the stakeholders including the minority shareholders. To ensure the fair and equal treatment to every shareholder including the minority shareholders it has engaged all its sincere efforts. For protection of the interest of minority shareholders, the company has taken various measures for establishment of transparency, accountability and established a practice to serve minority shareholders including small investors promptly. The company communicated all its strategic information as required in its operation under the regulatory directives without any delay and tried to serve the minority shareholders as and when they required so from time to time. With a view to serving the minority shareholders better, the Company disseminates all strategic decision through most popular and well accessed channels/options to make them aware of the activities of this Company and developments as well.

BOARD OF DIRECTORS

We take the pleasure to report you that -

- i. The Chairman and the Managing Director of this company are two separate persons. These positions were filled in by two separate persons since the inception of this company. And the practice was also been followed during the FY 2021-2022. The resume of the Chairman and the Managing Director are appended at the Directors' Profiles of this Annual Report.
- ii. The Board of Directors of this company is fairly independent and they play role, discharge their duties and responsibilities freely and without any interferences. clearly defined in their Terms of References, During the year under review the Members of the Board of Directors of this company had discharged their duties and responsibilities freely and no matter of interference was occurred.
- iii. The board of directors' of MCML is fairly independent and key responsibility is to ensure the company's affairs and operation on right direction by collective decision making and direction, whilst meeting the appropriate interests of its shareholders and stakeholders. In addition to business and financial issues, boards of directors' deal with challenges and

issues relating to business affairs, compliance and governance issues. It oversees the management of the Company, making appropriate decisions on timely basis, taking other necessary actions and optimizing long-term value on stockholders' behalf. The Board of the company had laid down the terms of reference for its members and compliance thereto. DIRECTORS' SHAREHOLDING STATUS

The Board of this company is consisting of 08 (eight) nos. of directors, out of which 06 (six) are from the part of Sponsor Shareholders/Members elected by the members of the company in the general meetings, and



02 (two) are Independent Directors. The names of the Directors of the company and summary of their resume have been shown in page no. 42 to 46 of this report.

The shareholding position of the Directors as on 30.06.2022 were as follows:

Sl. No.	Name of Directors	No. of shares	% of Holding
01.	Mr. Ahmed Akbar Sobhan, Chairman	36,40,868	12.71
02.	Mrs. Afroza Begum, Director	29,67,934	10.36
03.	Mr. Sadat Sobhan, Director	28,06,201	9.8
04.	Mr. Shafiat Sobhan, Director	25,83,359	9.02
05.	Mr. Safwan Sobhan, Director	15,28,065	5.33
06.	Mr. Sayem Sobhan, Managing Director	7,25,830	2.53
07.	Mr. Md. Nurul Karim, Independent Director	-	-
08.	Mr. Alhaj Rafiqul Islam, Independent Director	-	-

ROLES AND RESPONSIBILITIES OF THE BOARD

The major roles of the directors of the company were as follows:

- Providing entrepreneurial leadership;
- Setting of goals and objectives for the company;
- · Setting company's values and standards;
- Ensuring human and financial resources be available to achieve objectives;
- Constructive challenges mitigation and help in developing proposals on business strategy;
- Reviewing management teams' performance and monitoring of performance reports;
- Satisfying themselves on integrity of financial information and reporting, controls and risk management systems and measures;
- Determining appropriate levels of remuneration and compensation issues;
- Appointment and removal of executive directors, and succession planning;
- Ensuring that obligations to shareholders and other stakeholders are understood and met.

DIRECTORS' BOARD MEETING ATTENDANCE

It is important that the meetings of the Board of Directors are held periodically so that directors can discharge their responsibilities to have control on the company's overall operation, strategy and policy, and to monitor the exercise of any delegated authority, and so that individual directors can report on their particular areas of responsibility. The Board of Directors of this company has conducted its meetings according to the rules and procedures contained in its governing documents. It is the practice of the company to take collective decisions in the board meetings. As a body, the directors deal with the affairs of the company those

needed its attention. The meetings of the Board of Directors of this Company were held at regular

intervals. During the period under review 06 (Six) numbers of meetings of the Board of Directors were held.

DIRECTORS' REMUNERATION

Likewise the previous years during the FY 2020-2021, the Directors of the company including the Independent Directors did not receive any remuneration from the Company.

APPOINTMENT & RETIREMENT OF DIRECTORS

The board of directors' of this company is concerned to ensure the company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its stakeholders. During the year under review, the board of directors of this company, in addition to dealing with the business and financial issues, dealt with the challenges, compliances, corporate governance, corporate social responsibility and corporate ethical issues.

In accordance with the provisions of the Article no. 131 of the Articles of Association of the Company the following 02 (two) of the Directors of this company are retiring by rotation in this 29th Annual General Meeting and all of them are eligible under the Article no. 133 of the Articles of Association for reappointment as Directors in this Annual General Meeting of the company:

- 1. Mr. Ahmed Akbar Sobhan, and
- 2. Mr. Safwan Sobhan.

The Board of Directors of this company has recommended for the election of the retiring Directors and placed the matter before shareholders in this 30th Annual General Meeting for their consent. The brief resumes of the above noted 02 (Two) Directors have been appended along with the other directors' resume hereinbefore this report.

REAPPOINTMENT OF THE MANAGING DIRECTOR

In accordance with section 110 and schedule Reappointment of Managing Director period of tenure has been expired on May 09.2022. Before expinction the Board of Directors has been felt that Mr. Sayem Sobhan in dynamic and eligible to continue as Managing Director for nest five Years. In this company on May 08,2022. That present Board of Directors by ensuring quorum recommended to reappoint him as Managing Director for next five years. In this regards the agenda will be approved in the ensuing Annual Geranial Meeting of the Company.

INDEPENDENT DIRECTORS

As the guardian of the capital market of this country the Bangladesh Securities and Exchange Commission has issued the Corporate Governance Code in 2018. It was aimed to enhance corporate governance for the greater interest of the stakeholders and the capital market. In pursuance to the provisions laid down by the Bangladesh Securities and Exchange Commission's Corporate Governance Code as issued under the Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03/06/2018 every listed company is required to appoint the Independent Directors, to be 1/5th of the Board of Directors size, as the members of the Board of Directors.

The Independent Directors so appointed should not have material or pecuniary relationship with the appointing company or related persons. It is prescribed in the said Notification that the independent directors shall be knowledgeable with integrity to ensure compliance with financial, regulatory and corporate laws and can make significant and meaningful contributions to business operations and shall have at least 12 (twelve) years of corporate management or professional experiences. Meghna Cement Mills Ltd. had appointed one experienced retired Bureaucrat and one corporate leader having proven professional experiences as its independent directors under the directives of the Corporate Governance Code of BSEC.

Mr. Md. Nurul Karim and Mr. Alhaj Rafiqul Islam appointed as Independent Directors of this Company under the BSEC's Corporate Governance Codeon 27th July 2020 and 21st March 2020 respectively. The Board has decided to fill the aforementioned vacant positions within the stipulated time frame stated in the same code issued by Bangladesh Securities and Exchange Commission.

The Nomination and Remuneration Committee of this company had been assigned to search and prepare a panel of the prospective Independent Directors under the Corporate Governance Code as to be considered and to be appointed subsequently as the Independent Director(s) on completion of the respective terms of the present ID. After Judging few profile of Corporate leaders, the Committee has decided to recommend two persons' profile to the Board of Directors of the Company. The Board then decided to appoint the following individuals as Independent Directors of the Company subsequently. They are-

1.Mr. Md. Nurul Karim

2. Mr. Alhaj Rafiqul Islam

The resume of the present Independent Directors are appended hereinbefore in this report.

AUDIT COMMITTEE

The Corporate Governance Code (CG Code) of the Bangladesh Securities and Exchange Commission has provided that every listed company is required to constitute the Audit Committee in accordance with the CG Code. In view of this the Board of Directors of Meghna Cement Mills Limited has constituted the Audit Committee in accordance with the directives of the Bangladesh Securities and Exchange Commis- sion's Corporate Governance Code (vide Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03/06/2018) and has revised the Audit Committee's Terms of Reference. The audit committee of MCML is responsible to provide oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations. The audit committee can expect to review significant accounting and reporting issues and recent professional and regulatory pronouncements to understand the potential impact on financial statements. An under standing of how management develops internal interim financial information is necessary to assess whether reports are complete and accurate. The committee reviews the results of the audit and meets the management and external auditors, including matters required to be communicated to the committee under generally accepted auditing standards.

The audit committee of this company is responsible to the Board of Directors and during the year the committee assisted the Board to fulfill its corporate governance responsibilities and to oversee financial reporting system, internal control system, risk management system and internal and external audit functions, provide advice and recommendations to the



board within the scope of its terms of reference. The members of the Audit Committee were appointed by the Board of Directors, out of them two were Independent Directors and one member was the Sponsor Director. The Company Secretary of the Company has discharged the duties as the Secretary of the Audit Committee.

MCML's Audit Committee comprised by 02 Independent Directors - Mr. Md. Nurul Karim, Mr. Alhaj Rafiqul Islam, and Mr. Safwan Sobhan, Director and Md. Asaduzzaman ACS, CS who continued during the period under review as the audit committee members.

The Board of Directors also designated Mr. Md. Nurul Karim as the Chairman of the Audit Committee and Md. Asaduzzaman ACS, Company Secretary, functioned as the Secretary of the Committee considering the Corporate Governance Code. The Audit Committee Members have required qualifications, adequate experience and knowledge on business and trade, corporate laws, financially literacy, ability to analyze and interpret the financial statements for effective discharging of the duties and responsibilities as the members of the Audit Committee.

Key responsibilities of the audit committee of this company include:

- To monitor accounting policies and principles.
- To oversee financial reporting and disclosure process.
- To oversight of regulatory compliance matters;
- To monitor internal control system;
- To oversee performance of internal audit function;
- To oversee hiring, performance and independence of the external auditors;
- To discuss risk management policies and practices with management.

The Report of the Audit Committee is appended herewith this report.

NOMINATION & REMUNERATION COMMITTEE

The Corporate Governance Code, under the Notification no. BSEC/CMRRCD/2006-158/207/ Admin/80 dated 03/06/2018 of the Bangladesh Securities and Exchange Commission, has provided that every listed company is required to constitute the Nomination & Remuneration Committee in accordance with the CG Code. In compliance with the said directives of the BSEC the Board of Directors of MCML has constituted the Nomination & Remu neration Committee. The Nomination & Remuneration Committee's Terms of Reference has been set by the Board of Directors and followed accordingly. The Nomination & Remuneration Committee comprising of 03 members - Mr. Md. Nurul Karim, Independent Director, Mr. Safwan Sobhan, Director, and Md. Asaduzzaman ACS, Company Secretary. The Board of Directors has designated Mr. Md. Nurul Karim as the Chairman of the Nomination & Remuneration Committee and Md. Asaduzzaman ACS, Company Secretary functioned as the Secretary of the Nomination & Remuneration Committee as per the Corporate Governance code.

Key responsibilities of the Nomination & Remuneration Committee of this company included:

- To be independent, responsible and accountable;
- To set the qualifications and attributes for appointment, remuneration of suitable persons for appointment as directors and top level executives;
- To devise policy for Board's diversity;
- To identify suitable qualified persons as directors and top level executives inaccordance with the devised policy and recommend for their remunerations;
- To formulate the criteria for evaluation of the performance of Independent Directors, Non- Executive Directors and Board's function;
- To assess the need for employees and determination of selection criteria as well as transfers/ replacements/promotions matters;
- To develop and recommend the human resources and training policies and review of those annually.

The report of the Nomination & Remuneration Committee is appended herewith this report.

The Nomination & Remuneration Committee has recommended to re-appoint Mr. Sadat Sobhan and Mr. Shafiat Sobhan as the Directors of this company as both of them will retire by rotation in the 29th Annual General Meeting.

FINANCIAL YEAR

This company has adopted the July - June period as its financial year commencing from the FY 2015-2016 in accordance with the directives of the National Board of Revenue (NBR) of Bangladesh and it is being followed during the financial year under review.

AUDITORS

Islam Aftab Kamrul Co. Chartered Accountants were appointed in the 29th AGM for the Financial Year 2021-2022 and have completed their responsibilities during the period. After wards the Board of Director has requested to continue Islam Aftab Kamrul Co. Chartered Accountants as statutory auditor for the Financial Year 2022-2023. In this situation M/S. Islam Aftab Co. Chartered Accountant replied to discontinue due to her personal problem.

In view of this, the Board of Directors has requested to the Audit Committee and Nomination and Remuneration Committee to find the competent Chartered Accountants for conducting statutory audit of the company for the financial year 2022-2023. They have recommended to ARTISAN Chartered Accounts to appoint as statutory Auditor for the year ended June 30,2023. The agenda has been placed before the 30th Annual General Meetings for the approved from the shareholders. New Auditor fees has recommended 3,50,000 (Three Lac Fifty Thousand taka only) excluding Tax & VAT which is subject to approval in the ensuing AGM-2022.

EXECUTIVES' SHAREHOLDING STATUS

The shareholding position of the top executives, governance officers, their spouses and children

Name of the Executives	No of Shares		
	Self	Spouse	Children (minor)
Mr. A.R. Rashidi, Sr. Advisor	11	Nil	Nil
Mr. Maynal Hossain Chowdhury, Advisor	Nil	Nil	Nil
Major General Mohammad Mahboob Haider Khan	Nil	Nil	Nil
ndc, psc (Retd), Advisor			
Mr. Md. Fakhruddin, Chief Operating Officer	Nil	Nil	Nil
Mr. Md. Tariqul Islam Chowdhury, HIAC	Nil	Nil	Nil
Mr. Md. Razib Samad	Nil	Nil	Nil
COO, Banking & Business Development			
Mr. Md. Maksudur Rahman	Nil	Nil	Nil
Secretary to MD and HoD, Recovery Cell		INII	
Mr. Khandokar Kingshuk Hossain	Nil	Nil	Nil
Chief Marketing Officer			
Engr. Nabarun Kumar Saha	Nil	Nil	Nil
HoD, Plant Operations			
Mr. Nore Alam Seddeke	Nil	Nil	Nil
Chief Financial Officer			
Mr. Md. Rabiul Islam, HoD (A&F)	Nil	Nil	Nil
Mr. Md. Anisuzzaman Talukdar	Nil	Nil	Nil
GM, HR & Admin			
Md. Asaduzzaman ACS, Company Secretary	Nil	Nil	Nil



(minor) as

on 30.06.2021 has been appended below:

Brief resumes of the senior executives of this company have been appended in page no. 93 and 94 of this Annual Report.

CORPORATE GOVERNANCE

For economic development and progress the establishment of good governance, smooth policies implementation and proper utilization of resources (money, manpower etc.) are necessary. The corporate governance is aimed to increase the accountability of a body corporate by ensuring of transparency within a company. Corporate governance is set of rules, policies, procedures and practices by which a board ensures its accountability, fairness, and transparency. A company has to recognize the rights and privileges of its stakeholders, preserve the interests of the stakeholders including financiers, customers. management, employees, government, and the society, establish board's responsibilities by clearly outlining it, establish code of conduct for ethical behavior, establish and practice the business

transparency for promoting shareholders' trust towards establishment of the good governance.

Under Corporate governance (CG) system a company is directed, guided and controlled by its Board and which is accountable to its stakeholders. It focuses on establishment of better management and fewer legal or ethical problems rather than mere policies, rules and procedures. It includes instituting of policies in compliance with rules, regulations and laws and for internal governance as well. CG removes conflicts of interest by instituting rules and brings down the irregularities as it is a multi faceted system. By encom- passing policies and processes which serve the needs of stakeholders by monitoring, directing and controlling corporate activities with good business savvy, objectivity, accountability and integrity it ensures the accountability. It is used for operating, controlling and structuring of a company as a tool with a view to achieve long term strategic goals to meet environmental and local community needs as well as to satisfy shareholders, creditors, employees, customers and suppliers, complying with the legal and regulatory requirements.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATION

Corporate Governance is now regarded as important in operation of a company. During the financial year

under review this company has complied with all the requirements of corporate governance issues as are required under the provisions of the Bangladesh Securities and Exchange Commission's Corporate Governance Code. In compliance with the requirements of the Corporate Governance Code vide Notification no. BSEC/ CMRRCD/ 2006-158 /207/ Admin/80 dated 03/06/2018, the Board of Directors of this Company has appointed M/S. Suraiya Parveen & Associates, Chartered Secretaries in Practice, for the purpose of Compliance Certification of the corporate governance by this company under the BSEC directives.

The certificate on the corporate governance compliance by this company during the FY 2021 -2022 as required under the BSEC's corporate governance code has been appended hereinafter this report.

The Corporate Governance Compliance Report of this company during the period under review has been prepared and presented hereinafter, in pursuance to the Corporate Governance Code as issued by the Bangladesh Securities and Exchange Commission, in Annexure-B.

APPOINTMENT FOR CORPORATE GOVERNANCE COMPLIANCE CERTIFICATION

In compliance of the corporate governance code issued by the BSEC vide Notification no. BSEC/CMR-RCD/2006-158/207/Admin/80 dated 03/06/2018 M/S. Suraiya Parveen& Associates, Chartered Secretaries in Practice, had conducted the corporate governance compliance investigation work in this company and certification thereto for the FY 2021-2022.

The Board of Directors of this Company has recommended to appoint M/S. Suraiya Parveen & Associates, Chartered Secretaries in Practice, for the purpose of compliance certification of the corporate governance under the BSEC CG Code for the FY 2022-2023 and their remuneration to be fixed at Tk. 80,000/- Excluding Tax & Vat now placing the matter before the Members of this company in this 30th Annual General Meeting for its approval.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) is a form of corporate self-regulation which reflects the responsibility

of it towards the impact it causes on the society and its own prosperity. It is synonymous with responsible business practices of a company. Effective CSR practice put emphasis and focus on social, environmental and economic sustainability issues.

Meghna Cement Mills Ltd., is a venture under the canopy of Bashundhara Group. It is the first manufacturing unit of the Bashundhara Group - a reputed conglomerate of this country. It is noteworthy to mention here that the Bashundhara Group is committed to its endeavors that unite the goals of customer value and sustainable development with the motto - For the People, for the Country.

MCML from the very inception has been practicing to serve the community as well the country as a whole and the year under review is no exception. The company has undertaken various activities for the betterment of the society. The notable CSR activities of this company during the FY 2018-2019 and continuing are mentioned below -

- MCML has been running a school, near to its factory, wherein more than 250 under privileged students are attending in the Apa Bari, Digraj, Mongla, Bagerhat area.
- MCML has been maintaining necessary preparation to help the local people near its factory in the urgent calls during the natural disasters and calamities. This company has preparedness to extend its cooperation to distressed people, In previous instances it provided medicines, dry food items, warm clothes, saline water removal from ponds, installation of deep tube well for drinking water to the saline-water prone local people around Mongla area and also extended financial assistances to cyclone affected people.
- It has continued to facilitate scholarships to the poor meritorious students of different areas of the country.
- It has donated to the campaign to upheld the spirit of the liberation war and welfare to the liberation war veterans.
- It has donated for treatment of patients of different physical ailments.
- It has donated considerable quantity of education materials at different educational institutes;
- It has been sponsoring 'Sheikh Russel Krira Chakra Ltd.', a leading national level sports club.
- It has been sponsoring the "Bashundhara Kings" football team a national level team.
- It has sponsored more than .43 health camps, specially to northern part of Bangladesh as well as all over the country, aimed for the masons. By these health camps MCML medical teams have given supports to more than four thousand

masons.

It has arranged 7 workshops for the prospective private home builders to make them aware about building and constructions related issues and sharing of various related information with them. By these workshops more than 500 prospective private home builders were benefitted.

PRESENTATION OF FINANCIAL STATEMENTS:

The presentation of these financial statements is in accordance with the guidelines provided by IAS 1: Presentation of Financial Statements, The Financial Statements comprises:

- a. Statement of Financial Position;
- b. Statement of Profit or Loss and Other Comprehensive Income;
- c. Statement of Changes in Equity;
- d. Statement of Cash flows; and
- e. Notes to the Financial Statements

STATEMENT ON SOUND INTERNAL CONTROL

The Board of Directors (Board) recognizes the importance of sound internal controls and risk management practices to good corporate governance. However, such system of internal control is designed to manage the Company's risks within an acceptable risk profile, rather than eliminate the risk of failure to achieve the policies and business objectives of the Group. Accordingly, it can only provide reasonable assurance against misstatement of management and financial information and records.

To this end, the Board has established an organization structure which clearly defined lines of accountability and delegated authority.

NATURE OF MCML IS A GOING CONCERN

Significant deviations in Financial Performance owing to recover from COVID 19 situation we found a significant deviation in cash flow of the company. And NAV per share also boosted up during the year. Other than cash flow and NAV per share we found no significant deviation in EPS etc.

Declaration on Audited Accounts by Managing Director and Chief (inancial Officer- find in page no.121

ACKNOWLEDGMENTS

We express our sincere thanks to all our customers for their astounding support, cooperation and confidence on us. We fervently acknowledge our indebtness to them. We believe that their support and cooperation to be continued in the coming days.

The Members of Board of Directors would like to express its special thanks and gratitude to all the



valued shareholders, for extending their commendable support, co-operation and patronage to this company without which our objectives could not have been attained. The Board of Directors of MCML also express its heartfelt gratitude to the stakelholders and well wishers and regulators including the Registrar of Joint Stock Companies and Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC), Central Depository Bangladesh Limited (CDBL), Central Counterparty Bangladesh Limited (CCBL), Dhaka Stock Exchange Ltd. (DSE), Chittagong Stock Exchange Ltd. (CSE), different Ministries of the Govt. of the People's Republic of Bangladesh, National Board of Revenue (NBR), Bangladesh Investment Development Authority (BIDA), and banking and non-banking financial institutions including Dutch Bangla Bank Ltd., Southeast Bank Ltd., First Security Islami Bank Ltd., IFIC Bank Ltd., Shahjalal Islami Bank Ltd., AB Bank Ltd., Mutual Trust Bank Ltd., Agrani Bank Ltd., Bank Asia Ltd., Janata Bank Ltd., BASIC Bank Ltd., Dhaka Bank Ltd., Trust Bank Ltd., Farmers' Bank Ltd., Islami Bank Bangladesh Ltd., Mercantile Bank Ltd., Pubali Bank Ltd., National Bank Ltd., NCC Bank Ltd., Social Islami Bank Ltd., Standard Bank Ltd., Union Bank Ltd., United Commercial Bank Ltd., IDCOL, and various other government and semi-government agencies, vendors, press and media and other business partners their continued support and cooperation towards this company during the FY 2021-2022.

We express our special gratitude to the management of this company for their extra-ordinary cooperation, support and excellent teamwork and to all the employees of MCML for their outstanding dedication and relentless services without which this company could not accomplish its objectives.

CONCLUSION

We are a cement manufacturing company which is in a very sensitive sector of this country. The consumers of this sector are quality conscious and very sensitive to commodity price too. Moreover, the cement sector is very competitive as there are more than 127 nos. of cement companies under this sector. About half of these cement companies are in operations and most of which are producing almost same quality of products. All of these companies facing regulatory pressures too. This is to inform you that the govt, has increased gas price by 38% and power price has also been increased by 41% recently. Due to these price hikes and adverse changes in the tax provisions of this country the production costs of cement has raised considerably. But due to the intense competitions prevailing in cement sector this company could to increase the sales price of its products.

We expected that the higher inflow of remittance shall bring some positive impact on the construction sector including cement as more private houses are to be built. The ongoing big infrastructural constructions and urbanization projects in the public as well as public private partnerships to continue consuming big portions of the constructions materials including cement. However CORONA Virus pandemic had created obstacles between reality and our vision, we are hoping that, we will overcome all barriers and already we managed to make significant change in profit ratio. We hope very soon government will implement again business friendly budget to cope with the opportunity loss (production and profit) incurred last year.

On behalf of the Board of Directors

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Ahmed Akbar Sobhan Chairman

পরিচালক মন্ডলীর প্রতিবেদন



কোম্পানীর পরিচালক মন্ডলীর প্রতিবেদন সম্মানিত সদস্যবন্দ,

আস্সালামু আলাইকুম ওয়া রহ্মাতুল্লাহ। আপনাদের প্রিয় প্রতিষ্ঠান মেঘনা সিমেন্ট মিলস্ লিঃ-এর ৩০তম বার্ষিক সাধারণ সভায় অত্র কোম্পানীর পরিচালকমন্ডলীর পক্ষ থেকে আমি আপনাদের সাদর সম্ভাষন জানাতে পেরে সম্মানিত বোধ করছি।

আমি আপনাদের সদয় বিবেচনা, গ্রহণ ও প্রয়োজনীয় অনুমোদনের জন্য অত্র কোম্পানীর ২০২১-২০২২ইং আর্থিক বৎসরের নিরীক্ষত আর্থিক বিবরণী, নিরীক্ষক ও পরিচালকমন্ডলীর এতদসংক্রান্ত প্রতিবেদন, নিরীক্ষা কমিটি, নমিনেশন ও রেমুনারেশন কমিটি সমূহের প্রতিবেদন সমূহ এবং প্রাতিষ্ঠানিক সুশাসন প্রতিপালন সংক্রান্ত প্রতিবেদন ও তৎসংক্রান্ত সার্টিফিকেশন এতদসঙ্গে উপস্থাপন করতে পেরে কৃতার্থবোধ করছি।

বাংলাদেশের সার্বিক অর্থনৈতিক চিত্র ও সিমেন্ট খাত

বাংলাদেশ একটি মধ্য আয়ের দেশে উন্নীত করার জন্য সচেষ্ট রয়েছে। বেশ দ্রুততার সাথে বিভিন্ন ক্ষেত্রে ও খাতে উল্লেখযোগ্য অগ্রগতি ও প্রবৃদ্ধি অর্জন করেছে। উল্লেখযোগ্য হারে বিগত দুই যুগ ধরে এদেশের অর্থনীতি প্রবৃদ্ধি অর্জন করে চলেছে। যার ফলে বাংলাদেশ এখন অন্য উন্নয়নশীল দেশের জন্য একটি রোল মডেল হিসাবে পরিচিতি লাভ করেছে। মূলত এদেশে দারিদ্র্যের হার উল্লেখযোগ্য ভাবে হ্রাস, সাক্ষরতার হার ও মান বৃদ্ধি, মাথাপিছু গড় আয় বৃদ্ধি, দেশের জনগণের গড় আয়ু বৃদ্ধি, দেশের মাথাপিছু-খাদ্য উৎপাদনের পরিমাণ উল্লেখযোগ্য হারে বৃদ্ধি ইত্যাদি উন্নয়ণের মান বিবেচনার বিভিন্ন মানদন্ডে প্রশংসনীয় অগ্রগতি অর্জন করতে সক্ষম হওয়ার এ স্বীকৃতি লাভ করেছে। যার ফলশ্রুতিতে বাংলদেশ এখন একটি aspering country (tiger of South Asia) হিসাবে বিবেচিত হচ্ছে। অর্থনৈতিক প্রবৃদ্ধি অর্জনের ক্ষেত্রে ক্রমাগ্রগতির অব্যাহত রাখার ধারা বিদ্যমান রয়েছে। অর্থনৈতিক গতিধারার ক্রমাগ্রগতি ফলে দেশের সার্বিক উৎপাদন বেড়েছে। নতুন নতুন কর্মসংস্থানের সুযোগ তৈরী হয়েছে, দেশে শক্তি ও জ্বালানী, উন্নততর যোগাযোগ ব্যবস্থা ও প্রযোজনীয় সুযোগ সুবিধা সম্পন্ন নগরায়নের প্রতি আগ্রহ ও বিনিয়োগের পরিবেশ সৃষ্টি হয়েছে। যে কোন টেকসই উন্নয়নের গতিধারাকে অব্যাহত রাখার জন্য এটা অত্যন্ত গুরুত্বপূর্ণ। এতদসত্ত্বেও এদেশের ভৌত অবকাঠামোগত উন্নয়ণ, কর্মসংস্থান ও বিনিয়োগের জন্য আরোও অধিক সুযোগ সৃষ্টি ও তার ক্ষেত্র প্রসারণ, সামাজিক ভারসাম্য

অর্জন, শিল্পাপণ্য সেবার প্রসারণ, উৎপাদন বৃদ্ধি, শিল্প-বাণিজ্যের পরিবেশে সার্বিক ইতিবাচক পরিবর্তন ইত্যাদি নানাবিধ বিষয়ে আরো সাফল্য অর্জনে এদেশ সচেষ্ট রয়েছে। পরিবর্তিত বৈশিক ব্যবস্থায় বাংলাদেশ তার অবস্থান শক্তিশালী করার জন্য প্রচেষ্টা চালাচ্ছে। এমতাবস্থায় এদেশে সঠিক, দীর্ঘমেয়াদী ও বান্তবানুগ পরিকল্পনা প্রনয়ণ ও তা যথাযথ ভাবে বান্তবায়ন করা একান্ত প্রয়োজন। অর্জিত অগ্রগতির ধারাকে অব্যাহত রাখার জন্য দেশে-বান্ধবশিল্প পরিবেশ ও পরিছিতি, বান্তবানুগ দীর্ঘমেয়াদি শিল্প বান্ধব নীতিমালা অনুসরণ ও তা অব্যাহত রাখা, নির্ভরযোগ্য, সাশ্রুয়ী শক্তি ও জ্বালানীর ব্যবস্থা নিশ্চিত করা, দ্রুত অবকাঠামোগত উন্নয়ন সম্পন্ন করা, ক্রমবর্ধমান নগরায়নের গতিধারাকে উৎসাহ প্রদান, প্রাকৃতিক পরিবেশ সুরক্ষা ও পরিবেশ পরিবর্তনের বিরূপ প্রভাবকে এড়ানো, প্রাকৃতিক দুর্যোগ মোকাবেলা ও দুর্যোগ পরবর্তী পুর্ণ্বাসন দ্রুত সম্পাদন করার মত নানাবিধ প্রয়োজনীয় বিষয়ে দীর্ঘমেয়াদী ও বান্তবানগ পরিকল্পনা ও তা বান্তবায়ন করার ব্যবস্থা রাখার নীতি প্রনয়ণ ও গ্রহণ করার প্রয়োজনীয়তা অনস্বীকার্য।

এদেশে সাম্প্রতিক সময়ে সিমেন্ট ও নির্মাণ সাম্গ্রীক চাহিদা ও এর ব্যবহারের ক্ষেত্রে ক্রমাগ্রগতির ধারা সৃষ্টি হয়েছে। আবসিক, বাসন্থান ও বাণিজ্যিক ন্থাপনা সমূহের নির্মাণে ব্যাপক বিনিয়োগের ফলে তা ঘটেছে। দেশে সিমেন্ট ও নির্মাণ সামগ্রী উৎপাদনে উল্লেখযোগ্য চাহিদা পরিলক্ষিত হচ্ছে। অবকাঠামোগত উন্নয়ণ ও দ্রুত নগরায়নের গতিধারার সাথে তাল মিলিয়ে অন্যান্য খাতের পাশাপাশি এদেশের সিমেন্ট ও নির্মাণ সামগ্রী উৎপাদনে নিয়োজিত শিল্পখাতেরও ক্রম বিকাশ ঘটছে। এখানে উল্লেখ করা প্রয়োজন বিগত যে বিংশ শতাব্দীর ৯০ দশক হতে এদেশে বেসরকারি খাতে দেশীয় বাজারে সিমেন্ট শিল্প স্থাপন করা শুরু হয়। দেশীয় বাজারে সিমেন্ট ও নির্মাণ সামগ্রীর ব্যাপক চাহিদা পরিলক্ষিত হওয়ায় দেশে সিমেন্ট ও নির্মাণ সামগ্রী খাতে বেসরকারী পর্যায়ে বৃহদায়তন শিল্পে বিনিয়োগ স্থাপিত হতে থাকে। সিমেন্ট ও নির্মাণ সামগ্রীর চাহিদা পুরনকল্পে আগে বিদেশ থেকে তা আমদানির মাধ্যমে চাহিদা মিটানো হতো। বাংলাদেশের সিমেন্ট ও নির্মাণ সামগ্রীর বাজার সমগ্র বিশ্বের মধ্যে ৩৭তম বলে স্বীকৃত। চাহিদার সাথে তাল মিলিয়ে এদেশে সিমেন্ট ও নির্মাণ সামগ্রী উৎপাদন প্রক্রিয়ার ধারাবাহিক উন্নয়নের ফলশ্রুতিতে এদেশ ইতিমধ্যে সিমেন্টের উৎপাদন খাতে স্বনির্ভরতা অর্জন করতে পেরেছে। পাশাপাশি বিদেশে ও দেশীয় সিমেন্ট সামগ্রী রপ্তানী শুরুর মাধ্যমে এর বৈদেশিক বাজার সৃষ্টির ধারা শুরু হয়েছে।

এদেশে সাম্প্রতিক সময়ে সিমেন্ট ও নির্মাণ সামগ্রীক চাহিদা ও এর ব্যবহারের ক্ষেত্রে ক্রমাগ্রগতির ধারা সৃষ্টি হয়েছে। আবসিক, বাসন্থান ও বাণিজ্যিক স্থাপনা সমূহের নির্মাণে ব্যাপক বিনিয়োগের ফলে তা ঘটেছে। দেশে সিমেন্ট ও নির্মাণ সামগ্রী উৎপাদনে উল্লেখযোগ্য চাহিদা পরিলক্ষিত হচ্ছে। অবকাঠামোগত উন্নয়ণ ও দ্রুত নগরায়নের গতিধারার সাথে তাল মিলিয়ে অন্যান্য খাতের পাশাপাশি এদেশের সিমেন্ট ও নির্মাণ সামগ্রী উৎপাদনে নিয়োজিত শিল্পখাতেরও ক্রম বিকাশ ঘটছে। এখানে উল্লেখ করা প্রয়োজন বিগত যে বিংশ শতাব্দীর ৯০ দশক হতে এদেশে বেসরকারি খাতে দেশীয় বাজারে সিমেন্ট শিল্প স্থাপন করা শুরু হয়। দেশীয় বাজারে সিমেন্ট ও নির্মাণ সামগ্রীর ব্যাপক চাহিদা পরিলক্ষিত হওয়ায় দেশে সিমেন্ট ও নির্মাণ সামগ্রী খাতে বেসরকারী পর্যায়ে বৃহদায়তন শিল্পে বিনিয়োগ স্থাপিত হতে থাকে। সিমেন্ট ও নির্মাণ সামগ্রীর চাহিদা পুরনকল্পে আগে বিদেশ থেকে তা আমদানির মাধ্যমে চাহিদা মিটানো হতো। বাংলাদেশের সিমেন্ট ও নির্মাণ সামগ্রীর বাজার সমগ্র বিশ্বের মধ্যে ৩৭তম বলে স্বীকৃত। চাহিদার সাথে তাল মিলিয়ে এদেশে সিমেন্ট ও নির্মাণ সামগ্রী উৎপাদন প্রক্রিয়ার ধারাবাহিক উন্নয়নের ফলশ্রুতিতে এদেশ ইতিমধ্যে সিমেন্টের উৎপাদন খাতে স্বনির্ভরতা অর্জন করতে পেরেছে। পাশাপাশি বিদেশে ও দেশীয় সিমেন্ট সামগ্রী রপ্তানী শুরুর মাধ্যমে এর বৈদেশিক বাজার সৃষ্টির ধারা শুরু হয়েছে।

বৈশিক অর্থনৈতিক ব্যবস্থা বেশ অস্থিতিশীল আর পরিবর্তিত বিশ্ব পরিস্থিতির কারণে বাংলাদেশকে দেশীয় পণ্য রপ্তানী সহ যাবতীয় ব্যবসায় বাণিজ্যের ক্ষেত্রে তীব্র প্রতিযোগিতা, করোনার নেতিবাচক প্রভাব, বৈদেশিক মুদ্রার অন্তপ্রবাহসহ অস্থিতিশীলতা সহ নানাবিধ প্রতিকূলতা এ দেশকে মোকাবেলা করতে হচ্ছে। বাংলাদেশের "ভিশন, ২০৩০"-কে সামনে রেখে উন্নয়ণের যে ধারার পরিকল্পনা রয়েছে তার সাথে রপ্তানী ক্ষেত্রে প্রবৃদ্ধির নিবিড় সম্পৃকততা রয়েছে। এদেশের ব্যক্তি পর্যায়ে আবাসন খাতের চাহিদার অন্যতম ক্ষেত্র হলো বিদেশে কর্মরত বাংলাদেশীদের প্রেরিত বিপুল পরিমান বৈদেশিক মুদ্রার অন্তঃপ্রবাহ। এর ফলশ্রুতিতে গ্রাম ও শহর অঞ্চলে ব্যক্তি পর্যায়ে আবাসন ও ভৌত অবকাঠামোগত ব্যাপক উন্নয়ণের ধারা সৃষ্টি হয়েছিল। মধ্যপ্রাচ্যের দেশগুলিতে বিগত কয়েক বৎসর যাবত দেশীয় জনশক্তি রপ্তানী ক্রমাগত ভাবে হ্রাস পাওয়ায় ও নতুন নতুন কর্মসংস্থান আশানুরূপভাবে বৃদ্ধি না পাওয়ায় বৈদেশিক মুদ্রা অর্জন ও এদেশে তা প্রেরণের ক্ষেত্রে আশংকাজনক নিম্নমুখী প্রবনতা বিরাজমান রয়েছে। বেসরকারী আবাসন খাতে বিশেষতঃ সিমেন্ট ও নির্মাণ সামগ্রীর চাহিদার ক্ষেত্রে এ সকল বিষয়গুলি নেতিবাচক প্রভাব ফেলেছে।

সিমেন্ট শিল্প একটি বৃহৎ পূঁজি-নির্ভর বৃহদায়তন ভারী শিল্প, যা ভোক্তাদের চাহিদা ও পণ্য সরবরাহের উপর সার্বিকভাবে নির্ভরশীল। দেশের সরকারী ও বেসরকারী পর্যায়ে ভৌত অবকা-ঠামো গত উন্নয়ন, সড়ক ও জনপথ নির্মাণ, আবাসন নির্মাণ ও পুনঃনির্মাণ গতির সাথে সিমেন্ট ও নির্মান সামগ্রীর চাহিদার নিবিড় ভাবে সম্পুক্ত। সাম্প্রতিক সমীক্ষায় দেখা যায় যে, সিমেন্টের চাহিদা ভৌত অবকাঠামোগত উন্নয়ণ ও বান্তবায়নের সাথে সরাসরি সম্পুক্ত। শিল্প এবং আবসিক গৃহ নির্মাণ খাতে ও ভৌত অবকাঠামোর উন্নয়ন ও বান্তবায়নে সিমেন্ট প্রধানতম অনুসঙ্গ। বিগত একযুগে এ দুটি খাত দেশের জিডিপিতে যথাক্রমে ১২.৫% ও ৮.৫% অবদান রেখেছে। সাম্প্রতিক সময়ের এক পূর্বাভাসে বলা হয়েছে যে, এদেশের জিডিপির প্রবৃদ্ধি ২০৩০ সাল নাগাদ ৭.১% এ উন্নীত হবে। আর এ দেশের অর্থনীতির আয়তন প্রায় ২.৫ গুন হবে। এদেশের সিমেন্ট শিল্পখাতের একটি বিশেষ বৈশিষ্ট্য হলো, যখন ভৌত অবকাঠামোগত উন্নয়ন, সডক ও জনপথ নির্মাণ, আবাসন নির্মান ও পুনঃনির্মাণ কার্যক্রম গতিময় থাকে সে সময় সিমেন্টের চাহিদাও সম্প্রসারনশীল থাকে। বিপরীতক্রমে ভৌত অবকাঠামোগত উন্নয়ণ, সড়ক ও জনপথ নির্মাণ, আবাসন নির্মাণ ও পুনঃনির্মাণ কার্যক্রম বাধাগ্রস্থ হলে সিমেন্টসহ নির্মাণ শিল্পে প্রয়োজনীয় সামগ্রীর চাহিদাও উল্লেখযোগ্য হারে হ্রাস পায়। আমাদের দেশের অর্থনৈতিক সমৃদ্ধির জন্য দেশের নগর ও গ্রাম উভয় পর্যায়ে ভৌত অবকা-ঠামোগত উন্নয়ণ, সড়ক ও জনপথ নির্মাণ, আবাসন নির্মাণ, পুনঃনির্মান, একক ও বৃহদায়তন আবাসিক এবং বানিজ্যিক প্রকল্প প্রভৃতি খাতের সমন্বিত উন্নয়ণ ও বান্তবায়নের ধারা অব্যাহত রাখা অত্যন্ত জরুরী।

বাজার প্রতিযোগীতা

শিল্প-বাণিজ্য ক্ষেত্রের প্রতিটি খাতকেই প্রতিযোগীতার মুখোমুখি হতে হয় এবং বাজারে বিদ্যমান প্রতিযোগীরাও যথেষ্ট সক্রিয় ও তৎপর থাকে। বাজারের প্রতিযোগীদের সম্পর্কে সম্যক ধারনা, প্রতিযোগীতার বিষয়কে নিয়মিত পর্যবেক্ষন ও যথাসময়ে তা মোকাবেলা করা গেলে একটি তীব্র প্রতিযোগীতামূলক বাজারেও অবস্থান ধরে রাখা সম্ভব। বাংলাদেশের সিমেন্ট শিল্পের বাজার একটি তীব্র প্রতিযোগীতাপূর্ণ বাজার।

বেসরকারি খাতে ১৯৯০ সালের পূর্বে এদেশে কোন সিমেন্ট উৎপাদনকারী শিল্প-কারখানা ছিল না। বেসরকারি খাতে সিমেন্ট শিল্প ছাপনে সরকারী বিভিন্ন ধরনের গুচ্ছ প্রণোদনার ফলে এ খাতে উল্লেখযোগ্য সংখ্যক বেসরকারী উদ্যোক্তাগন শিল্পছাপন করার জন্য উৎসাহিত হন। বেসরকারী খাতে সিমেন্ট শিল্প ছাপনের সূচনালগ্নে মেঘনা সিমেন্ট মিলস লিঃ ছাপিত হয় এবং বাণিজ্যিক উৎপাদন শুরু করে। সিমেন্ট শিল্প ছাপনে যে গতিধারা তার ধারবাহিকতায় পরবর্তী সময়ে এদেশে বেসরকারি খাতে বিপুল সংখ্যক সিমেন্ট-শিল্পকারখানা ছাপন করার উদ্যোগ দৃষ্ট হয়। বর্তমান সময়েও এ ধারা অব্যাহত রয়েছে। যার ফলশ্রুতিতে এ দেশের বেসরকারি খাতে সিমেন্ট-শিল্প কারখানার



সার্বিক উৎপাদন সক্ষমতা স্থানীয় বাজারে সিমেন্ট ও নির্মাণ সামগ্রীর বার্ষিক মোট চাহিদার তুলনায় অনেক গুণ বেশী বলে জানা যায়। সিমেন্টের চাহিদা ভৌত অবকাঠামোগত বিনির্মাণের সাথে নিবিড়ভাবে সম্পুক্ত। এ দেশের ভৌত অবকাঠামোগত উন্নয়ণের ধারা যখন অব্যাহত থাকে সে সময় দেশীয় বাজারে সিমেন্টের চাহিদার উল্লেখযোগ্য বৃদ্ধি পায়। অপরদিকে সিমেন্টের সার্বিক চাহিদা বৎসরের বিভিন্ন মৌসুমে অকাঠামোগত উন্নয়ণ খাতের কাজের গতি ধারার হ্রাস বা বৃদ্ধির উল্লেখযোগ্য হারে উঠা নামা করে ।

সিমেন্ট উৎপাদনের ব্যবহার্য কাঁচামাল হলো জিপসাম, ক্লিংকার, ফ্লাই এ্যশ, আয়রণ স্থ্যাগ ইত্যাদি। এদেশের সিমেন্ট উৎপাদন শিল্পের কাঁচামালের ব্যাপক ঘাটতি রয়েছে, কারন এদেশে প্রাকৃতিক কোন কাঁচামালের উৎস নাই। এ কারণে এ দেশের সিমেন্ট উৎপাদনকারীগণকে প্রয়োজনীয় শিল্প-কাঁচামালের প্রায় সম্পূর্ণ অংশ বিদেশ হতে আমদানী করতে হয়। উল্লেখযোগ্য সংখ্যক সিমেন্ট উৎপাদনকারীগণ আধুনিক প্রযুক্তিতে-মানসম্পন্ন সিমেন্টের ভালো চাহিদা রয়েছে। পাশাপাশি বৈদেশিক বাজারেও এ দেশের আধুনিক প্রযুক্তিতে উৎপাদিত গুণ ও মানসম্পন্ন সিমেন্টের চাহিদা রয়েছে।

এদেশের সিমেন্ট উৎপাদনকারী শিল্প প্রতিষ্ঠানগুলির বর্তমান সংখ্যা ৩২টি যার মধ্যে শেয়ার বাজার অর্দ্তভুক্ত কোম্পানী ৭টি এবং এর পাশাপাশি সিমেন্ট সেক্টরে ৪টি বহুজাতিক বৃহদায়তন সিমেন্ট উৎপাদনকারী শিল্প প্রতিষ্ঠানও রয়েছে। এ কারণে দেশের সিমেন্ট উৎপাদনে নিয়োজিত শিল্প-প্রতিষ্ঠানগুলির মোট বার্ষিক উৎপাদন সক্ষমতা এদেশের সিমেন্টের বর্তমান বার্ষিক সিমেন্টের চাহিদার তুলনায় বেশী বলে জানা যায়। সাম্পতিক এক জরিপে জানা যায় যে, এ দেশীয় সকল সিমেন্ট উৎপাদনে সক্ষম শিল্প প্রতিষ্ঠানগুলির সম্মিলিত সিমেন্ট উৎপাদন সক্ষমতা পায় ৫৮ মিলিয়ন মেট্রিক টন।

অপরদিকে এ দেশে সিমেন্টের বার্ষিক মোট চাহিদা হলো প্রায় ৩৩ মিলিয়ন মেট্রিক টন। এখানে উল্লেখ্য যে, বিগত আর্থিক বৎসরে এ দেশের সিমেন্ট খাত ১১.৫% প্রবৃদ্ধি অর্জন করেছে। এক প্রতিবেদনে জানা যায় যে, যদি আর কোন সিমেন্ট কারখানা এদেশে স্থাপনা নাও হয় তবু বর্তমানে স্থাপিত কারখানা গুলি দেশের সিমেন্টের চাহিদা আগামী বেশ কয়েক বৎসর পূরণ করতে সক্ষম।

এদেশের সিমেন্ট বাজারের প্রধানতম বৈশিষ্ট্য হলো এর চাহিদা মৌসুম নির্ভর ও ব্যক্তিপর্যায়ে জনপ্রতি সিমেন্ট ব্যবহারের পরিমানের স্বল্পতা। যার ফলশ্রুতিতে স্বল্পমেয়াদে এদেশের সিমেন্ট সেক্টরের মিল-কারখানা গুলির বার্ষিক মোট উৎপাদন সক্ষমতার পূর্ণ সদ্ব্যবহার করা সম্ভবপর হচ্ছে না। অবশ্য দেশের বৃহদায়তন কয়েকটি উচ্চাভিলাষী বিনির্মাণ প্রকল্প বান্তবায়নের উদ্যোগ সরকারী পর্যায়ে নেয়ার ফলে এ দেশের সিমেন্ট উৎপাদনকারী শিল্প-কারখানার উৎপাদন সক্ষমতার একটি বড় অংশ সেখানে ব্যবহৃত হবার সুযোগ তৈরী হয়েছে। এছাড়া দেশীয সিমেন্ট শিল্পের উৎপাদিত পণ্য দেশে-বিদেশে সুনাম অর্জন করতে সক্ষম হয়েছে।

বিপণন ব্যবস্থাপনা

প্রনোদনামূলক কৃত্রিম বাজার সৃষ্টিতে ইতিবাচক ভূমিকা থাকে। একটি সুষম ব্যবস্থাপনা বিপনন কার্যক্রম যে কোন শিল্প-বানিজ্যিক প্রতিষ্ঠানের ভোক্তা ও ক্রেতাসহ সংশ্লিষ্ট সকল পক্ষগুলির মধ্যে যোগসূত্রের ধারা বজায় রেখে তাদের চাহিদা, অভিরুচী ও ভোক্তদের নিকট যথাসময়ে তা সরবরাহ করার মাধ্যমে সম্পন্ন হয়। বাজার উন্নয়ন একটি বহুমুখী কার্যক্রম যাতে নানামুখী কর্মধারার সমন্বয় ঘটে থাকে। পণ্য বিক্রয় বৃদ্ধি, ভোক্তাদের পণ্য সম্পর্কি সম্যক ধারণা প্রদান, পণ্য সংগ্রহ ও ক্রয়ের ক্ষেত্রে ভোক্তাদের অযথা সময়ক্ষেপণ হ্রাস ইত্যাদি ক্ষেত্রে এর প্রত্যক্ষ রয়েছে। এধরণের কর্মসূচীর মাধ্যমে উৎপাদকগণ নির্বিঘ্নে তাদের পণ্য উৎপাদন করার পাশাপাশি স্বল্প উৎপাদনী ব্যয়ে অধিক পরিমানে পণ্য উৎপাদন ও সরবরাহ করতে সক্ষম হয়। কার্যকর বিপণন ব্যবস্থার আরেকটি সুবিধা হলো ভোজ্ঞাদের নিকটপণ্য পৌঁছানোর ক্ষেত্রে বাজারের বিভিন্ন স্তরে অবস্থিত মধ্যবর্তী ব্যবসায়ীদের সাথে প্রয়োজনীয় যোগাযোগ সুষ্ঠভাবে স্থাপন ও রক্ষা করা এবং তা উত্তরাত্তোর বৃদ্ধি ঘটানো। পণ্যের মান ও অন্যান্য প্রয়োজনীয় বিষয়গুলি যথাসময়ে ভোক্তাদেরকে অবগত করার মাধ্যমে তাদের নিকট তা দ্রুত পৌঁছানো সম্ভবপর হয় ফলে পণ্যের গুনগতমান, উৎকর্য ও প্রকৃতি সম্পক ভোক্তাদেরকে সম্যক অবগত হবার পাশাপাশি দ্রুত সরবরাহ ও করা যায়।

অত্র কোম্পানীর পণ্য বিপণন কার্যক্রম পরিচালনার ক্ষেত্রে বিভিন্ন ধরনের প্রনোদণামূলক বিষয়ের পাশাপাশি নতুন সৃষ্টিশীল বিষয়কে যুক্ত করে চলেছে। পণ্য বিপণন ও তা সম্প্রসারণের জন্য ভোক্তা, বিভিন্ন স্তরের বিক্রেতা পর্যায়ে প্রচারকার্য অব্যাহত রয়েছে। বিজ্ঞাপন, ব্যক্তিগত পর্যায়ে বিপণন, প্রশিক্ষণ, অভিজ্ঞতা বিনিময়, নির্মাণ শিল্পের শ্রমিক ও পেশাজীবিদের সাথে মতবিনিময়, গণ যোগাযোগ, ভোক্তাদের নিকট সরাসরি বিপণন প্রনোদনা ইত্যাদি বিষয়গুলির মাধ্যমে অত্র কোম্পানীর বিপণনের কার্যক্রম চালিয়ে যাচ্ছে।

উৎপাদন ও শিল্পের কাঁচামাল সরবরাহ

সিমেন্টের গুনগতমান নিশ্চিত করার ক্ষেত্রে ক্লিংকারের বিশেষ ভূমিকা রয়েছে। সিমেন্ট উৎপাদনের ক্ষেত্রে ব্যবহৃত কাঁচামালসমূহ ভারী পন্য হিসেবে পরিচিত। যা যথেষ্ট সংবেদনশীল। শক্তিশালী ও ভালো মানের সিমেন্ট তৈরীর জন্য প্রয়োজন ভালো মানের ক্লিংকার সাম্গ্রী। বাংলাদেশ সিমেন্ট উৎপাদনে স্বয়ংসম্পূর্ন হলেও ঘাটতির কারনে প্রায় কাঁচামাল বিদেশ হতে আমদানী করতে হয়। বাংলাদেশের খুব স্বল্পসংখ্যক সিমেন্ট উৎপাদনকারী শিল্প প্রতিষ্ঠানেরই নিজস্ব সূত্রে প্রাকৃতিক উৎস হতে ক্লিংকার আহরন ও সংগ্রহ মতো সক্ষমতা রয়েছে। সিমেন্ট উৎপাদনের ক্ষেত্রে আমাদের স্বয়ংস্পৃণতা সত্ত্বেও শিল্পের ক্লিংকারের প্রাপ্যতার বিপুল ঘটতি। দেশী ৮০% সিমেন্ট উৎপাদনকারী শিল্প প্রতিষ্ঠানগুলিকে তাদের সিমেন্ট উৎপাদনের জন্য প্রয়োজনীয় কাচাঁমালের চাহিদা বিদেশ হতে আমদানীর মাধ্যমে পূরন করতে হয়। মাত্র দুটি প্রতিষ্ঠানের নিজম্ব কাঁচামালের উৎস রয়েছে। বাংলাদেশে প্রায় সব ধরনের খনিজ সম্পদেরই অপ্রতূলতা রয়েছে। সিমেন্টের জন্য প্রয়োজনীয় ক্লিংকারসহ অন্যান্য কাঁচামল তথা উপকরণসমূহ ভিয়েতনাম, ইন্দোনেশিয়া, মালয়েশিয়া, চীন, হংকং, ভারত, থাইল্যান্ড, জাপান, কোরিয়া, ফিলিপাইন প্রভৃতি বিভিন্ন দেশ হতে আমদানী করতে হয়। সিমেন্ট উৎপাদনে ব্যবহার্য কাঁচামাল তথা ক্লিংকারসহ ও অন্যান্য দ্রব্যসমূহের সবচেয়ে বড় বৈশ্বিক আমদানীকারক দেশ হিসাবে বাংলাদেশের পরিচিতি লাভ করেছে। যার ফলশ্রুতিতে আন্তর্জাতিক বাজারে সিমেন্ট শিল্পে ব্যবহার্য কাঁচামালের মূল্যের যে কোন পরিবর্তনের প্রভাব প্রায় সঙ্গে সঙ্গে এদেশীয় সিমেন্ট বাজারের উপর প্রত্যক্ষভাবে পডে থাকে। আন্তর্জাতিক বাজারে সিমেন্ট শিল্পে ব্যবহার্য কাঁচামালের মূল্যের ধারাবাহিকতা না থাকায় সিমেন্ট উৎপাদন খরচের উপর এর সরাসরি নেতিবাচক প্রভাব পড়েছে। সিমেন্টের উৎপাদন কার্য চলাকালে নিরবিচ্ছিন্ন ও পর্যাপ্ত পরিমাণে বিদ্যুৎ সরবরাহ করার বিষয়টি নিশ্চিত হওয়া প্রয়োজন।

এদেশে সিমেন্টের উৎপাদনে ব্যবহৃত বিদ্যুৎ সরবরাহের বেশীরভাগই পুরণ হয় জাতীয় পাওয়ার ঘিড থেকে পাওয়া বিদ্যুৎ। কিন্তু উৎপাদন চলাকালীন সময়ে বিদ্যুৎ সরবরাহে ঘাটতি ও নিরবিচ্ছিন্ন বিদ্যুৎ সরবরাহ না হওয়ায় সিমেন্ট উৎপাদন ব্যয় উল্লেখযোগ্য হারে বৃদ্ধি পেয়েছে। বিদ্যুৎ ও জ্বালানীর ব্যয় বৃদ্ধির পাশাপাশি শ্রম মজুরী বৃদ্ধি, বিদ্যুৎ সরবরাহ বিপুল ঘাটতি, কাঁচামাল ও সিমেন্টের পরিবহন ব্যয় বৃদ্ধি ইত্যাদি বিবিধ কারণও আলোচ্য বৎসরে সিমেন্টের উৎপাদন খরচ বৃদ্ধির ক্ষেত্রে অন্যতম প্রভাবক ছিল। এর সাথে কাচাঁমাল আমদানী এবং প্রান্তিক ভোজা পর্যন্ত সিমেন্ট পেরিবহন ব্যয়ও উল্লেখ্যযোগ্যভাবে বৃদ্ধি পেয়েছে। উল্লেখ্য যে, এদেশে উৎপাদিত সিমেন্টের বেশীর ভাগই ঢাকা, চট্টগ্রাম এবং মংলা এলাকায় উৎপাদন হচ্ছে।

অত্র কোম্পানী এর পণ্য বিপণনের জন্য নিজম্ব সরবরাহ ও বিতরণ ব্যবস্থা রয়েছে। এ ছাড়া কাঁচামাল ও উৎপাদনে ব্যবহার্য অন্যান্য ভারী পণ্য তথা কাচাঁমাল কারখানা পর্যায়ে পৌছানোর জন্য উচ্চ ক্ষমতা সম্পন্ন আধুনিক স্বয়ংক্রিয় যন্ত্রপাতি ব্যবহার করা হচ্ছে। তদুপরি সমগ্রদেশে দ্রুততার সাথে ও যথাসময়ে পণ্য ভোক্তাদের কাছে পৌছানোর জন্য পণ্য পরিবহন উপযোগী প্রয়োজনীয় জাহাজ ও নিজম্ব ট্রাকের বহরও অত্র প্রতিষ্ঠানের রয়েছে। এছাড়া সিমেন্ট বাজারজাত করার জন্য অত্র প্রতিষ্ঠান নিজম্ব কাগজের ব্যাগ ব্যবহার করে থাকে।

সিমেন্ট খাতে ভোক্তাদের অবস্থান

একটি ক্রান্তিয় দেশ হবার কারনে বাংলাদেশের অর্থনীতি মূলতঃ কৃষি নির্ভরশীল। অবকাঠামোগত নির্মাণ খাত এদেশে শিল্প হিসাবে উল্লেখ্যযোগ্য হারে গড়ে উঠেনি। যা অন্যতম কারণ ছিল গ্রাম এলাকায় এ দেশের বিপুল জনগোষ্ঠীর বসবাস। ভৌত অবকাঠামোগত বিনির্মান শিল্পের উন্নয়ণের সাথে সিমেন্ট নিবিড় ভাবে সম্পর্কযুক্ত বিধায় এটি সীমিত চাহিদা সম্পন্ন পণ্য। শিল্প সিমেন্টে মূল্যের পাশাপাশি এর চাহিদার ক্ষেত্রে ভোক্তাদের আছাও বিশেষভাবে প্রভাব রাখে। এ ক্ষেত্রে ভোক্তাদের কোনো বিশেষ ব্র্যান্ডের প্রতি অগ্রাধিকার কার্যকর ভূমিকা রাখে।

দেশের ব্যক্তিপর্যায়ে গৃহ নির্মাণ, যৌথ আবাসন নির্মাণ, নাগরিক অবকাঠামোগত সুবিধাদির উন্নয়ন, সড়ক ও জনপথসহ যোগাযোগ ব্যবস্থার সার্বিক উন্নয়ন, ও অগ্রগতি, বড় সেতু, কালভার্ট নির্মাণ, ফ্লাইওভারসহ বিবিধ অবকাঠমোগত উন্নয়ন, আবাসিক ও বাণিজ্যিক পর্যায়ে বৃহদায়তন স্থাপনাসমূহ নির্মাণে ধারাবাহিকতা এ দেশের সিমেন্ট শিল্প বিকাশের ক্ষেত্রে বিশেষ ভূমিকা রাখছে। যার ফলশ্রুতিতে এদেশে সিমেন্টের মতো বিশেষায়িত পণ্যের ক্ষেত্রে শুধুমাত্র প্রতিযোগীতামূলক মূল্যের বিষয়টিই বিবেচ্য না। ব্র্যান্ডিং এর ভূমিকা ও প্রয়োজনীয়তাও এক্ষেত্রে রয়েছে। উল্লেখ্য যে, সিমেন্টের উৎপাদনের ক্ষেত্রে দেশীয় বড় বড় শিল্প-প্রতিষ্ঠানগুলি প্রায় সমজাতীয় প্রযুক্তিই ব্যবহার করছে। আমাদের দেশের ভোক্তাদেরকে তাদের অবস্থানগত সুবিধা, ক্রয়ের ধরণ, ক্রয়ের মৌসুম, মৌসুম ভিত্তিক চাহিদার হ্রাস-বৃদ্ধি, সামাজিক-আর্থিক অবস্থা ইত্যাদি বিবিধ বিষয়কে বিবেচনা করে কয়েকটি ভাগে ভাগ করা যায়। শিল্প পণ্যের বাজারে সমজাতীয় অনেক পণ্যের মধ্যে ক্রেতাদের ব্যবহার ও অগ্রাধিকার, মূল্যের প্রতি সংবেদনশীলতা, পণ্যের গুনগতমানের বিষয়ে সচেতনতা, পণ্য মূল্যে হ্রাস-বৃদ্ধির ক্ষেত্রে সংবেদনশীলতা ইত্যাদি নানাবিধ বিষয় সমূহ বিবেচনা করে সে মোতাবেক পণ্য উৎপাদন ও বাজারজাতকরণের কৌশল নির্ধারণ করার প্রয়োজন হয়।

এদেশের সিমেন্টের ভোক্তদের প্রধানত তিনটি শ্রেণীতে ভাগ করা হয়ে থাকে।

- (১) সরকারী ও গণমূখী প্রতিষ্ঠান
- (২) বাণিজ্যিক আবাসন নির্মাণকারী প্রতিষ্ঠান;
- (৩) ব্যক্তি পর্যায়ের আবাসন নির্মাতা।

ইতিপূর্বে এদেশের সিমেন্টের সবচেয়ে বড় ভোক্তা খাত ছিল ব্যক্তি পর্যায়ের আবসন নির্মাতাগণ। কিন্তু সাম্প্রতিক সময়ে সরকারী পর্যায়ে গৃহীত বার্ষিক উন্নয়ন পরিকল্পনার আওতায় বিভিন্ন জনগুরুত্ব সম্পন্ন বৃহদায়তন উন্নয়ন প্রকল্পসমুহ, পদ্মা ব্রিজ, যেমন দ্রুত যাতায়াত সুবিধা সম্পন্ন সড়ক ব্যবস্থা (গজঞ), রাজধানী ও বিভাগীয় শহরে বড় বড় ফ্লাইওভার নির্মাণ, বড় রান্ত-ঘাট, মেট্রোরেল বৃহৎ অবকাঠামো নির্মাণ প্রভৃতি বান্তবায়ন কাজ শুরু হওয়ায় এদেশে সিমেন্টের চাহিদা ক্রমান্বয়ে বৃদ্ধি পাচ্ছে। এদেশের সরকারী অবকাঠামোগত নির্মাণ খাত প্রায় ৪৫% সিমেন্ট ব্যবহার করে থাকে। উল্লেখ্য যে, দেশে উৎপাদিত ৪৫% সিমেন্টের ব্যবহার হচ্ছে ঢাকা বিভাগে, ২৩% চট্টগ্রাম বিভাগে, বাদবাকী অংশ দেশের অন্যান্য এলাকায় ব্যবহৃত হচ্ছে। দেশের ব্যক্তি পর্যায়ের আবাসিক বাসস্থান নির্মাণকারী-গণের, হার প্রায় ৩০%, আবাসন ও বাণিজ্যিক নির্মাণ প্রতিষ্ঠা-নর হার ২৫% এবং সরকারি মেগা প্রজেক্ট এ ৪৫% ব্যবহার করা হয়। আমাদের দেশের ভোক্তা প্রতি সিমেন্ট ব্যবহারের পরিমাণ বিশ্বে জনপ্রতি সিমেন্ট ব্যবহারের তুলনায় অনেকাংশেই কম। এমনকি আমাদের পার্শ্ববর্তী দেশগুলিতেও জনপ্রতি সিমেন্ট ব্যবহারের পরিমাণ আমাদের দেশ হতে অনেক বেশী। আমাদের দেশের জনপ্রতি সিমেন্ট ব্যবহারের পরিমাণ ২০০ কেজি. ২০১৮ এর শুরুরদিকে জনপ্রতি সিমেন্ট ব্যবহারের পরিমাণ পার্শ্ববর্তী দেশ মায়ানমার ২৭০ কেজি, ভারতে ৩১২ কেজি, থাইল্যান্ডে ৫০০ কেজি, শ্রীলংকায় ৪৩৫ কেজি। এছাড়া জনপ্রতি সিমেন্ট ব্যবহারের পরিমাণ দক্ষিণ কোরিয়ায় ১২৫০ কেজি. চীনে ১.৭০০ কেজি, মালয়েশিয়ায় ৮০০ কেজি, ইরানে ৭৮০ কেজি এবং সৌদি আরবে ১.৮২০ কেজি।

এদেশে নগরায়নের হার উল্লেখযোগ্য ভাবে ক্রমন্বয়ে বৃদ্ধি পাচ্ছে। ব্যক্তিগত আর্থিক সামর্থ্য ও সক্ষমতা বৃদ্ধি পাওয়ায় ব্যক্তি পর্যায়ে গ্রামে ও শহরের সর্বপর্যায়েই ভৌত অবকাঠামোগত উন্নয়নের হার দিন দিন বাড়ছে। দেশের ব্যক্তি পর্যায়ে আবাসন নির্মাণ, নাগরিক অবকাঠামোগত সুবিধাদি উন্নয়ন, সড়ক ও জনপথসহ যোগাযোগ ব্যবস্থার সাবির্ক উন্নয়ণ, বৃহদায়তন সেতু, কালভাট, ফ্লাইওভারসহ বিভিন্ন উচ্চাভিলাষী প্রকল্পসহ অন্যান্য যোগাযোগ অবকাঠামোর উল্লেখযোগ্য উন্নয়ণ, আবাসিক ও বাণিজ্যিক পর্যায়ে বৃহদায়তন স্থাপনাসমূহ নির্মাণ কার্যক্রমসমূহ দেশের সিমেন্ট শিল্প বিকাশের ক্ষেত্রে উল্লেখযোগ্য ভূমিকা পালন করে আসছে।

এ দেশের জনসংখ্যা বৃদ্ধি ও জনসাধারণের অর্থনৈতিক অবস্থার উত্তরোত্তর উন্নয়নের সাথে তাল মিলিয়ে আবাসন ব্যবস্থা ও নগরায়ণের ক্ষেত্রে নব ধারার সৃষ্টি হয়েছে। দেশের সিমেন্টের চাহিদা বৃদ্ধির ধারা ২০৩৫ইং অর্থ বৎসর পর্যন্ত অব্যাহত থাকতে পারে বলে অনুমান করা হচ্ছে। উন্নয়ণের এ ধারা অব্যাহত থাকলে দেশের সার্বিক নাগরিক অবকাঠামোগত উন্নয়ন, সড়ক ও যোগাযোগ ব্যবস্থার উন্নয়ন, বৃহদায়তন স্থাপনাসমূহ নির্মাণ কার্যক্রমে দেশের সিমেন্ট শিল্প বিশেষ ভাবে অবদান রাখতে পারবে।

পরিবহন

সিমেন্ট একটি ভারী শিল্পজাত পণ্য। সিমেন্টের মত ভারী শিল্প-পণ্যের ক্ষেত্রে পরিবহন ব্যয় বিশেষ ভাবে বিবেচিত হয়। সিমেন্ট এমন একটি শিল্প-পণ্য যা কারখানা হতে পরিবেশক হয়ে ভোক্তার নিকট পৌছানো পর্যন্ত সর্বাংশে পরিবহন ব্যবস্থার উপর বিশেষভাবে নির্ভর করতে হয়। সিমেন্ট শিল্প-পণ্য পরিবহনের ক্ষেত্রে বিভিন্ন প্রকারের যানবাহন ব্যবহার করা হয়ে থাকে। যানবাহনের মান ও প্রকৃতি ইত্যাদি বিবিধ বিষয়ের উপর শিল্প-পণ্যের মূল্য পণ্যের গুণ ও মান বজায় থাকা, সময়মত ভোক্তার নিকট চাহিদা অনুযায়ীপণ্য পৌছানোর মত গুরুত্বপূর্ণ বিষয়সমূহও নির্ভরশীল। পণ্য পরিবহনের ক্ষেত্রে দক্ষতা ও দ্রুততার উপরও ভোক্তাদের আছা অনেকাংশে নির্ভর করে থাকে।

এদেশের সিমেন্ট শিল্পজাত পণ্যের শতকরা প্রায় ৮৫ ভাগ ভোক্তাদের নিকট সড়ক পথে এবং বাদবাকী অংশ নৌ-পথে পরিবহন করা হয়ে থাকে। সিমেন্ট শিল্প-পণ্য উৎপাদনে ব্যবহৃত অধকাংশ কাঁচামাল সমুদ্র পথে জাহাজযোগে বিদেশ হতে আমদানী করা হয়ে থাকে। আলোচ্য বৎসরে জাহাজে পণ্য পরিবহন ভাড়া বৃদ্ধি, জ্বালানীর মূল্য বৃদ্ধি, মুদ্রাফ্নীতি ও অন্যান্য নানাবিধ কারনে কাঁচামাল সহ উৎপাদিত সিমেন্ট পরিবহনের ব্যয় উল্লেখযোগ্য হারে বৃদ্ধি পেয়েছে। ফলে অত্র কোম্পানীকে কাঁচামাল আমদানী, পরিবহন ব্যয় ও সিমেন্ট বাজারজাতকররণ প্রক্রিয়া চালনা করা জন্য অতিরিক্ত ব্যয় নির্বাহ করতে হয়েছে।

মৌসুম নির্ভরতা

বাংলাদেশ একটি নদী বিধৌত ও পরিবেষ্টিত পলিগঠিত নিম্নাাঞ্চলীয় সমভূমির দেশ। এদেশের বিশেষ কতগুলি শিল্পের ক্ষেত্রে মৌসুমভিত্তিক চাহিদার বিশেষ তারতম্য পরিলক্ষিত হয়ে থাকে। এদেশের সিমেন্ট ও নির্মান সামগ্রীর চাহিদা সারা বৎসরব্যাপী একই থাকে না। দেশের সিমেন্টে ভোজাদের চাহিদার বিশেষ বৈশিষ্ট্য হলো মৌসুম ভিত্তিক পরিবর্তনশীলতা। সিমেন্ট সামগ্রীর ক্ষেত্রে ভোক্তাদের চাহিদা ভিন্ন ভিন্ন মৌসুমে ভিন্নতা থাকে এবং মৌসুম ভিত্তিতে তা পরিবর্তিতও হয়। সারা বৎসরব্যাপী সিমেন্টের ব্যবহারের-উপাত্ততথ্য বিশ্লেষণপূর্বক দেখা যায় যে, মৌসুমী আবহাওয়ার প্রভাব দেশের সিমেন্টের চাহিদা ও ব্যবহার বেশ প্রকটভাবে প্রভাবিত হয়ে থাকে। যার ফলে সিমেন্ট বিপণনের ক্ষেত্রে মৌসুম ভেদে ভিন্ন ভিন্ন কৌশল অবলম্বন করতে হয়। এছাড়া সিমেন্টের চাহিদা এদেশের ভৌত অবকাঠামোগত বিনির্মাণের সাথে নিবিড় ভাবে সম্পুক্ত। সার্বিক ভৌত অবকাঠামোগত উন্নয়ণের ধারা যখন বেগবান ও অব্যাহত থাকে, সে সময় দেশে সিমেন্টের চাহিদাও উত্তরোত্তর বৃদ্ধি পায়। বিপরীতক্রমে অবকাঠামোগত উন্নয়ণের ধারা কোন ভাবে ব্যাহত হলে সিমেন্টের চাহিদাও উল্লেখযোগ্য ভাবে হ্রাস পায়। অবকাঠামোগত উন্নয়ন খাতের কাজের গতিধারা প্রতি বৎসর বিভিন্ন মৌসুমে-বৃদ্ধি হ্রাস পায় বিধায় সিমেন্টের সার্বিক চাহিদা ও তার প্রভাব হ্রাস-বৃদ্ধি পায়। এদেশে সিমেন্ট খাতে মৌসুম ভিত্তিক তারতম্য/পরিবর্তশীলতার প্রকৃতিকে বিশ্লেষন করে ইংরেজি বৎসরের ভিত্তিতে নিম্নলিখিত ভাবে ভাগ করা হয়েছে।

ভরা মৌসুম	- জানুয়ারী থেকে এপ্রিল/ মে মাস;
খরা মৌসুম	- জুন থেকে সেপ্টেম্বর মাস; এবং
বিষন্ন মৌসুম	- অক্টোবর থেকে ডিসেম্বর মাস।

তবে স্বাভাবিক বৎসর গুলির ভরা মৌসুমে এদেশের মোট সিমেন্ট উৎপাদন ও সরবরাহ উক্ত সময়ে দেশের সার্বিক মোট চাহিদার তুলনায় অনেক ক্ষেত্রে সমান বা কোন কোন সময় চাহিদার তুলনায় সিমেন্ট সরবরাহে ঘাটতি ও দেখা দেয়।

সিমেন্টের চাহিদার সার্বিক পরিস্থিতি দেশের সামগ্রিক অবকাঠামোগত উন্নয়নের সাথে ওতপ্রোতভাবে সম্পর্কীত। যখন দেশের নির্মাণ খাতে অগ্রযাত্রা থাকে তখন সিমেন্টের চাহিদাও বেশি থাকে।

এদেশের সিমেন্ট শিল্পখাতে জানুয়ারী হতে এপ্রিল মাস পর্যন্ত সময়কে ভরা মৌসুম হিসাবে বিবেচনা করা হয়, যা অনেক সময় মে মাস পর্যন্ত প্রলম্বিত হয়ে থাকে। এসময়ই এদেশের বার্ষিক ব্যবহৃত মোট সিমেন্টের প্রায় ৬০% ভাগেরও বেশী ব্যবহৃত হয়। কারন এসময় এদেশে বৃষ্টিপাত সর্বনিম্ন পর্যায়ে থাকে। যার ফলশ্রুতিতে এসময়কে গৃহ নির্মাণ সহ যাবতীয অবকাঠামোগত উন্নয়ণ ও বিবিধ উন্নয়নমূলক প্রকল্প বান্তবায়নের অনুকুল সময় হিসাবে বিবেচনা করা হয়।

জুন হতে সেপ্টেম্বর মাস এ সময়কালকে এ দেশের সিমেন্ট খাতের খরা মৌসুম হিসাবে বিবেচনা হয়। কারণ এসময় সিমেন্টের সার্বিক ব্যবহার কমে যায়। এদেশে এসময় বৃষ্টিপাতের মৌসুম বিরাজমান থাকায় আবাসিক গৃহনির্মানসহ বানিজ্যিক অবকাঠামোগত উন্নয়ণ কার্যক্রম প্রায় বন্ধ থাকে যদিও বৃষ্টিপাত সিমেন্ট নির্জর নির্মাণসমূহে-একিউরিং জন্য অনুকুল। এদেশের সিমেন্ট শিল্পখাতে সাধারনতঃ অক্টোবর হতে ডিসেম্বর মাসকে বিষন্ন মৌসুম হিসাবে বিবেচনা করা হয়ে থাকে। কালকে এখাতের ভরা মৌসুম হিসাবে গণ্য করা হয়। ফলে এসময় যাবতীয় নির্মাণ সাম্ঘীর প্রাপ্যতাও সর্বনিম্ন পর্যায়ে থাকে। এ সকল বিষয়গুলিকে সম্যক বিবেচনাপূর্বক অত্র কোম্পানীর উৎপাদন, বাণিজ্যিক ও বিপণনের যাবতীয় কর্মধারা নির্ধারন করা হয়েছে এবং ভিন্ন ভিন্ন মৌসুমে পৃথক পৃথক ধারায় এর বাণিজ্যিক কার্যক্রম পরিচালনা করে চলছে।

উৎপাদন-সরবরাহ ব্যবস্থাপনা

ভারী শিল্পজাত পণ্যে উৎপাদনের সাফল্য একটি কার্যকর বিপনণ ব্যবস্থার উপর বিশেষভাবে নির্ভরশীল। সিমেন্ট উৎপাদন প্রযুক্তি নির্ভর একটি জটিল শিল্প প্রক্রিয়া। উৎপাদন ও সরবরাহ ব্যবস্থাপনা যে কোন শিল্পজাত পণ্যের ক্ষেত্রে বেশ গুরুত্বপূর্ণ। শিল্প পণ্য তৈরীর কাঁচামালের সরবরাহ বা প্রাপ্তির সুবিধা, উৎপাদিত পণ্য পরিবহন ব্যয়, বাজারজাতকরন ও পরিবহন সুবিধা তথা কাঁচামাল সরবরাহ, কারখানা ও পণ্যের ভোক্তাদের অবস্থানগত দুরত্ব বিক্রয় মূল্যের উপর বেশ প্রভাব ফেলে। তদুপরি উৎপাদনের ক্ষেত্রে সার্বিক দক্ষতা, পণ্য ও কাচাঁমালের সরবরাহ দক্ষতার উপর অনেকাংশে নির্ভরশীল যা উৎপাদনকারীর বাণিজ্যিক মুনাফাকে বিশেষভাবে প্রভাবিত করে। উৎপাদক ও ভোক্তাদের পারস্পরিক অবস্থানগত দুরত্বের প্রভাবে মুনাফার ব্রাস বা বৃদ্ধি ঘটে।

আমাদের দেশে সিমেন্টের সরবরাহ যোগান ও চাহিদার অঞ্চলভিত্তিক পার্থক্য রয়েছে। অঞ্চলভেদে সিমেন্টের মূল্যে উল্লেখযোগ্য পার্থক্যও দেখা যায়। পরিবহন খরচ কম হলে এবং তৎসঙ্গে সিমেন্টের নিরবিচ্ছিন্ন সবরাহ নিশ্চিত করা গেলে তা উৎপাদনকারীর জন্য লাভজনক বলে বিবেচিত হয়। এজন্য এদেশে সিমেন্টকে অঞ্চলভিত্তিক পণ্য হিসাবেই দীর্ঘদিন যাবৎ গণ্য করা হয়ে থাকে। এদেশের বিভিন্ন অঞ্চলের জনসাধারনের মাথাপিছু গড় আয়ের মধ্যে বিরাট তফাৎ আছে। এ কারণে বিভিন্ন অঞ্চলে সিমেন্টের অসম চাহিদার ভিত্তিতে সিমেন্টের যোগান হয়ে থাকে। অঞ্চল ভিত্তিক শিল্পকারখানার উন্নয়ন এবং জনগণের মাথাপিছু আয় বিভিন্ন পণ্যের চাহিদা ও সরবরাহকে বিশেষ ভাবে প্রভাবিত করে থাকে। বিভিন্ন সমীক্ষায় দেখা গেছে যে, সারা দেশের মধ্যে ঢাকা ও চট্টগ্রাম বিভাগে সিমেন্ট ও নির্মান খাতে ব্যবহার্য অন্যান্য পন্যের চাহিদা তুলনামূলক ভাবে বেশী।

এদেশের বিভাগ ভিত্তিক সিমেন্টের ভোক্তদের সার্বিক চাহিদার শতকরা হার হলোঃ

ঢাকা বিভাগ-৪৫%, চট্টগ্রাম বিভাগ-২৩%, খুলনা বিভাগ-১০%, রাজশাহী বিভাগ ও রংপুর বিভাগ- ১০%, বরিশাল বিভাগ-৫%, সিলেট বিভাগের চাহিদা ৭%।

বাগেরহাট জেলার মংলা শিল্প এলাকায় মেঘনা সিমেন্ট মিলস লিমিটেডের শিল্প-কারখানাটি অবস্থিত। যা উক্ত শিল্পাঞ্চলের প্রথম শিল্প প্রতিষ্ঠানও বটে। অত্র কোম্পানী ও কারখানার এ অবস্থানগত সুবিধার কারণে বরিশাল, খুলনা রাজশাহী, রংপুর ও ঢাকা বিভাগসহ দেশের উত্তর ও দক্ষিণাঞ্চলে অত্র কোম্পানীর কাখানায় উৎপাদিত সিমেন্ট সরবরাহের ক্ষেত্রে বিশেষ সুবিধাজনক অবস্থানে রয়েছে। এসকল অঞ্চলে স্বল্প সময়ে ছল ও জল উভয় পথেই সিমেন্ট পরিবহন করা হচ্ছে। এছাড়া অত্র কোম্পানীর নিজম্ব পণ্য পরিবহন ব্যবস্থা বিদ্যমান থাকায় সমগ্র বাংলাদেশকে এর পণ্য সরবরাহের নেটওয়ার্কের আওতায় আনা সম্ভব হয়েছে।

পণ্য উৎপাদন ও বিক্রয় (Production and Sales)



বাংলাদেশের ভোজ্ঞাদের সার্মথের পার্থক্যের কারনে ঢাকাও চউগ্রাম বিভাগে সিমেন্টের মোট উৎপাদনের-তিন চতুর্থাংশ ব্যবহৃত হয়। তবে সাম্প্রতি এ ধারার পরিবর্তন লক্ষনীয় হয়েছে। পণ্য উৎপাদন ও পণ্য বিক্রয় পৃথক বিষয় হলেও এগুলি একে অপরের উপর বিশেষভাবে নির্ভরশীল। দেশের সরকারী ও বেসরকারী পর্যায়ে ভৌত অবকাঠামোগত উন্নয়ণ, সড়ক ও জনপথ নির্মাণ, আবাসন নির্মাণ ও পুণঃ নির্মাণের গতির সাথে সিমেন্টের চাহিদাও নিবিড় ভাবে সম্পৃক্ত। অত্র কোম্পানীর ক্রেতাদের ব্যবহার ও চাহিদার ভিত্তিতে কয়েক ভাগে ভাগ করা যায় যেমন-

- বিতরণকারী;
- ২) ডিলার;
- ৩) খুচরা বিক্রেতা;
- 8) ঠিকাদার;
- ৫) শিল্প-কারখানা;
- ৬) আবাসন নির্মাতা প্রতিষ্ঠান;
- ব্যক্তিগত বাড়ি নির্মাণ;
- ৮) অন্যান্য ভোক্তা/ ক্রেতা।

আলোচ্য আর্থিক বৎসরে উৎপাদন এবং বিক্রয় কার্যক্রমের সার্বিক ধারা অব্যাহত রাখার পাশাপাশি তা আরো বৃদ্ধির জন্য অত্র কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ অত্যন্ত সচেষ্টাকায় পণ্য উৎপাদন ও বিক্রয় পরিষ্থিতির সার্বিক অ্রথাতির ধারায় ইতিবাচক ফল লাভ করা সম্ভবপর হয়েছে।

আলোচ্য ২০২১-২০২২ আর্থিক বৎসরে অত্র কোম্পানী ১২.২৬ লক্ষ মেঃ টন সিমেন্ট উৎপাদন করতে সক্ষম হয়েছে। পূর্ববর্তী বছরে যা ছিল ১৮.৫৩ লক্ষ মেঃ টন। ফলে পূর্ববর্তী আর্থিক বৎসরের তুলনায় এ বৎসরে অত্র কোম্পানীর উৎপাদন বৃদ্ধি পেয়েছে।

বিক্রয় বৃদ্ধি ও ভোক্তার চাহিদার বৃদ্ধির লক্ষ্যে আলোচ্য বৎসর বিভিন্ন প্রনোদনা মূলক কর্মসূচি পরিচালিত হয়েছে। যার মধ্যে ছিল সেমিনার, সম্মেলন, সমাবেশ, মত বিনিময় সভার কর্মশালা। এ সকল কর্মসূচিতে বিক্রেতা, ডিলার, রাজমিষ্ট্রী, টেকনিশিয়ান, প্রফেশনাল এবং ভোক্তাগণ বিভিন্ন পর্যায়ে অংশ এহণ করেছেন।

অপরদিকে ২০২১-২০২২ আর্থিক বৎসরে অত্র কোম্পানীর নীট আয় ছিল ৭.৯২ কোটি টাকা যা বিগত ২০২০-২০২১ আর্থিক বৎসরে ছিল -২.৩৪ কোটি টাকা। অর্থাৎ পূর্ববর্তী বছরের তুলনায় আলোচ্য বৎসরে নীট বিক্রয়লব্ধ আয় বৃদ্ধি পেয়েছে।

প্রাতিষ্ঠানিক কর্মদক্ষতা

প্রতিটি শিল্প ও বাণিজিক প্রতিষ্ঠানের ষ্টেক-হোল্ডারদের নিকট দায়বদ্ধ । এ দায়বদ্ধতার নিরিখে প্রতিষ্ঠান সমূহকে নিজ নিজ কর্ম পরিকল্পনা অত্যন্ত সর্তকতা ও বিবেচনার সাথে প্রণয়ন ও তা বান্তবায়ন করতে হয় । এর পাশাপাশি লক্ষ্য অর্জনের জন্য যথাযথ কর্মকৌশলও নির্ধারণ করতে হয় । যথাযথ কর্মকৌশল পরিকল্পনা যে কোন কোম্পানীকে তার ব্যবসায় সম্প্রসারন, উন্নয়ণ এবং বাজারে এর অবস্থান তৈরী ও তা ধরে রাখার ক্ষেত্রে কার্যকরভাবে সহায়তা করে থাকে । যা সময় সময় পরিবর্তন ও পর্যালোচনার উপোযোগী হতে হয় ।

এছাড়াও প্রতিযোগীতামূলক বাজার ব্যবস্থায় টিকে থাকার জন্য ও সার্বিক উন্নয়নের ধারা উত্তরণ ঘটানোর লক্ষ্যে বাণিজ্যিক, শিল্প প্রতিষ্ঠানকে উৎপাদন এবং বিক্রয় কার্যক্রমে ইতিবাচক ফল অর্জন করতে হয়। আলোচ্য আর্থিক বৎসরে উৎপাদন এবং বিক্রয় কার্যক্রমের সার্বিক ধারা অব্যাহত রাখতে অত্র কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ অত্যন্ত সচেষ্ট ছিল, যার ফলে অত্র কোম্পানীর পণ্য উৎপাদন ও বিক্রয় পরিষ্থিতির সার্বিক অগ্রগতির ইতিবাচক ধারা অব্যাহত ছিল।

আলোচ্য ২০২১-২০২২ আর্থিক বৎসরে সিমেন্ট বিক্রয় বৃদ্ধির লক্ষ্যে অত্র কোম্পানীর বিক্রয়, বিতরণ নেটওয়ার্ক ও মার্কেটিং ব্যবস্থাপনা আরও শক্তিশালী করা হয়েছে। যা এদেশের সিমেন্টের বাজারে আমাদের অবস্থানকে আরও সুদৃঢ় করবে বলে আমরা আশা করি।

আলোচ্য আর্থিক বৎসরে অত্র কোম্পানীর নীট বিক্রয়লব্ধ আয় ছিল ৭.৯২ কোটি টাকা, বিগত আর্থিক বৎসরে যা ছিল -২.৩৪ কোটি টাকা। অর্থাৎ পূর্ববর্তী বছরের তুলনায় আলোচ্য সময়ে নীট বিক্রয়লব্ধ আয় ২.৬৩ কোটি টাকা তথা ০.৩৪% বৃদ্ধি পেয়েছে। যদিও আলোচ্য আর্থিক বৎসরে উৎপাদন ব্যয় এবং পণ্য বিপণন ও বিতরণ ব্যয় উল্লেখযোগ্য ভাবে বৃদ্ধি পেয়েছে। তথাপি মার্কেটিং, বিক্রয় ও বিতরণ বিভাগের সমন্বিত প্রচেষ্টায় সমন্বিত ব্যবস্থাপনায় অত্র কোম্পানীর মুনাফা অর্জনের ধারাবাহিকতা রাখা সম্ভবপর হয়েছে।

আলোচ্য আর্থিক বৎসরে অত্র কোম্পানী যাবতীয় বিরূপ ও প্রতিকুল পরিস্থিতি সত্ত্বে ও ৫.৪১ কোটি টাকা মুনাফা অর্জন করতে সক্ষম হয়েছে। পূর্ববর্তী আর্থিক বৎসরে যা ছিল ২.৩৪ কোটি টাকা (পুনঃব্যক্ত) অর্থাৎ পুর্ববর্তী বৎসরের তুলনায় আলোচ্য বৎসরে ২৫% মুনাফা বৃদ্ধি পেয়েছে।

উল্লেখ্য যে, আলোচ্য আর্থিক বৎসরে কোম্পানীর পণ্য উৎপাদন ব্যয়ের পরিমাণ ছিল ৬৯৭.৬৪ কোটি টাকা। বিগত আর্থিক বৎসরে যা ছিল ৬৯২.৬৭ কোটি টাকা। বিগত আর্থিক বৎসরের তুলনায় আলোচ্য আর্থিক বৎসরে অত্র কোম্পানীর পণ্য উৎপাদন ০.৬৯% ব্যয় বৃদ্ধি পেয়েছে, বিগত বছরে কোভিট ১৯ পরিছিতির কারনে।

লভ্যাংশ প্ৰদান

কোম্পানীর পরিচালকমন্ডলী অত অর্জিত লাভকে শেয়ারহোল্ডাদের মাঝে বিতরন ক্ষেত্রে সামাঞ্জস্যপূর্ণ লভ্যাংশনীতি অনুসরণ করছে। শেয়ারহোল্ডারদের স্বার্থ সংরক্ষণের বিষয়কে এক্ষেত্রে সব সময়ই অত্যন্ত গুরুত্বের সাথে বিবেচনা করা হয়েছে। অত্র কোম্পানীর আর্থিক অর্জনকে লভ্যাংশ বা বোনাস শেয়ারের আকারে শেয়ারহোল্ডারদের মাঝে বন্টনের বিষয়ে পরিচালকমন্ডলী যথেষ্ট দায়িত্বশীল ও সচেতন রয়েছে। লভ্যাংশ প্রদানের ক্ষেত্রে ধারাবাহিকতা বজায় রাখার বিষয়েও আমরা অত্যন্ত সচেতন রয়েছি। কোম্পানীর সার্বিক অবস্থা বিবেচনা ও অন্যান্য বিষয়াদিকে বিশ্লেষণ, অর্জিত আর্থিক সাফল্য, তারল্যের সাথে সংগতি রেখে এবং চলমান অন্যান্য গুরুত্বপূর্ণ বিষয়কে বিবেচনায় রেখে আলোচ্য ২০২১-২০২২ইং আর্থিক বৎসরের জন্য অত্র কোম্পানীর পরিচালকমন্ডলী কোম্পানীর সকল সম্মানিত শেয়ারহোল্ডারদের জন্য ৫% হারে নগদ লভ্যাংশ ৫% হারে স্টক লভ্যাংশ প্রদানের জন্য প্রস্তাব করছেন। উল্লেখ্য, যে সকল সম্মানিত শেয়ার হোল্ডারগণের নাম অত্র কোম্পানী কর্তৃক পূর্ব ঘোষিত ০১/১২/২০২২ইং তারিখ রেকর্ড ডেটে/বুকক্লোজার ডেটে কোম্পানীর সদস্যবহিতে অর্ন্তভুক্ত রয়েছেন শুধুমাত্র তারাই উক্ত ঘোষিত নগদও বোনাস শেয়ার লভ্যাংশ পাবার জন্য যোগ্য বলে বিবেচিত হবেন।

উক্ত নগদ ও ষ্টক লভ্যাংশ (বোনাস শেয়ার) বিতরণের গুরুত্বপূর্ণ বিষয়টি অত্র ৩০তম বার্ষিক সাধারণ সভায় উপস্থিত সম্মানিত সদস্য বৃন্দের সদয় অনুমোদনের জন্য পেশ পূর্বক তা অনুমোদনের জন্য পরিচালকমন্ডলী সুপারিশ করেছেন। উল্লেখ্য ,পূর্ববর্তী আর্থিক বৎসরে সম্মানিত শেয়ারহোল্ডরদের জন্য ঘোষিত নগদ ৫% এবং বোনাস শেয়ার ৫%।

জাতীয় কোষাগারে অত্র কোম্পানীর অবদান

এটা সর্বজনবিদিত, যে কোন উন্নয়ণ রাতারাতি অর্জিত হয় না। উন্নয়ণ একটি গতিশীল ধারা অর্থনৈতিকসহ সকল খাতের সমন্বিত অংশগ্রহনের পাশাপাশি সকল নাগরিকদের ইতিবাচক আর্থিক ও সামগ্রিক অবদান না থাকলে কোন দেশের সামাজিক তথা সার্বিক অর্থনৈতিক উন্নয়ণ ঘটানো সম্ভব নয়। এর সাথে সাথে দেশের সক্ষম জনগোষ্ঠিকে দেশের প্রতি আর্থিক দায়িত্বও যথাযথভাবে পালন করার বিষয়ে সচেষ্ট হতে হয়।

জন্মলগ্ন হতেই অত্র কোম্পানী দেশের প্রতি তার কর্তব্যের বিষয়ে সচেতন রয়েছে। যার ধারাবাহিকতায় প্রতি বৎসর জাতীয় কোষাগারে কর, শুল্ক, ভ্যাট ইত্যাদির মাধ্যমে জাতীয় উন্নয়নে অত্র কোম্পানী তার অবদান রেখে চলেছে। আলোচ্য ২০২১-২০২২। আর্থিক বৎসরে অত্র কোম্পানী কর, কাষ্টমস শুল্ক, ভ্যাটসহ বিবিধ খাতে এদেশের জাতীয় কোষাগারে মোট ১৬৭.২২ কোটি টাকা জমা প্রদান করেছে।

আলোচ্য আর্থিক বৎসরে বাংলাদেশের জাতীয কোষাগারে অত্র কোম্পানীর জমাকৃত অর্থের পরিমান ছিল উক্ত বৎসরের মোট নীট বিক্রয়ের শতকরা ২০.১৫%।

পরিবেশ সংরক্ষন

পরিবেশ সংরক্ষনের মাধ্যমে বর্তমান সহ ভবিষ্যৎ প্রজন্মের বেড়ে ওঠা এবং ভালভাবে বেঁচে থাকার বিষয়কে নিশ্চিত করা সম্ভব। পরিবেশবাদীরা সকল জনগোষ্টীর নিকট এ বার্তা পৌছানোর চেষ্টা করছেন যে, পরিবেশ সংরক্ষণের ক্ষেত্রে সকলকেই অবদান রাখা প্রয়োজন।

অত্র কোম্পানীর পরিচালকমন্ডলী ও ব্যবস্থাপনা পর্ষদ দেশের সার্বিক পরিবেশ ও প্রতিবেশ সংরক্ষণ, তা বজায় রাখা এবং উন্নয়ণের বিষয়ে যথেষ্ট সচেতন ও যত্নশীল রয়েছেন। এদেশের প্রাকৃতিক ভারসাম্য রক্ষা ও সংরক্ষণকে বিবেচনায় রেখে অত্র কোম্পানীর উৎপাদন ও তৎসংশ্লিষ্ট অন্যান্য কর্ম-পরিকল্পনা গৃহীত হয়ে আসছে। যা আলোচ্য ২০২১-২০২২ইং বৎসরেও অব্যাহত ছিল। অত্র কোম্পানী এর কারখানা ও অন্যান্য কার্যালয়ে পরিবেশ দূষণ নিয়ন্তণের লক্ষ্যে প্রয়োজনীয় সংখ্যক আধুনিক যন্ত্রাদি স্থাপন করেছে। যা অত্র কোম্পানীর সিমেন্ট শিল্প কারখানাটির বিবিধ দূষণ সৃষ্টিকারী উপাদানসমূহকে নির্মূল দূরীকরনের জন্য যথাসাধ্য কাজ করছে। এর ফলে অত্র কোম্পানীর কারখানা ও এর অন্যান্য কার্যালয়ের কাজের সার্বিক পরিবেশ উল্লেখযোগ্যভাবে উন্নত হয়েছে এবং পণ্য উৎপাদনের ক্ষেত্রেও এর ইতিবাচক প্রভাব লক্ষ্যনীয়ভাবে পড়েছে। এখানে উল্লেখ করা প্রয়োজন যে, অত্র কোম্পানী এর সিমেন্ট উৎপাদন, পণ্য বিপনন ও বিতরনের ক্ষেত্রে কার্যকর পরিবশে ব্যবস্থাপনা পদ্ধতি বাস্তবায়ন করেছে। উক্ত "কার্যকর পরিবেশ ব্যবস্থাপনা পদ্ধতি" বান্তবায়ন ও তা অনুসরনের স্বীকৃতিতে VAustria (Bureau of Inspection & Certification (Pvt.) Ltd.) বিগত জুন ২০২০ এ অত্র কোম্পানীকে ১৪০০১:২০১৫ সনদ প্রদান করেছে।

ঝুঁকি এবং এর প্রতিকার ব্যবস্থাপনা

সিমেন্ট শিল্প এদেশের একটি ক্রমসম্প্রসারণশীল শিল্প ক্ষেত্র, এ শিল্প ভবিষতে আরোও সমৃদ্ধ হবে। উক্ত সমৃদ্ধি পাশাপাশি এ শিল্পক্ষেত্রে বেশ ঝুঁকি ও রয়েছে। ঝুঁকি একটি এমন বিষয় যার প্রভাব সুদুর প্রসারী এবং এর ব্যাপ্তি ও প্রকৃতি বেশ ব্যাপক ও জটিল। প্রতিটি শিল্প ও বাণিজ্যের সাথেই বিভিন্ন প্রকারের ঝুঁকির নিবিড় সম্পৃক্ততা রয়েছে। ব্যবসায় বাণিজ্যের প্রায় সকল স্তরেই রয়েছে অনিশ্চয়তা। মুদ্রাষ্টিতি, বৈদেশিক মুদ্রার বিনিময় হারের



তারতম্য, কাঁচামালের মূল্য প্রতি পরিবর্তন, অর্থনৈতিক মন্দাবন্থা, আর্থিক ক্ষতি, প্রাকৃতিক দুযোগ, রাজনৈতিক গোলযোগ, অপ্রত্যাশিত দুর্ঘটনা ইত্যাদি নানান ধরনের সমস্যা শিল্পখাতকে ঝুঁকির মুখোমুখি করে থাকে। বাংলাদেশের সিমেন্ট সেক্টর একটি উদীয়মাণ ভারী শিল্প খাত। এর সাথে জড়িত রয়েছে নানাবিধ দৃশ্যমান, অদৃশ্য ও অপ্রত্যাশিত অনিশ্চয়তা ও ঝুঁকিসমূহ। অত্র কোম্পানী এ সকল ঝুঁকি মোকাবিলা ও ব্যবস্থাপনার বিষয়ের উপর বিশেষ গুরুত্ব আরোপ করে থাকে। অত্র কোম্পানী সম্ভাব্য ভবিষ্যৎ ঝুঁকি ও ক্ষতি মোকাবেলা, ঝুঁকি চিহ্নিত করা, ঝুঁকির জন্য প্রয়োজনীয় প্রস্তুতি ঝুঁকির উদ্ভবের সাথে সাথে যথোপযুক্ত মোকাবিলা করার মত বিষয়গুলিকে বিশেষ গুরুত্ব দিয়ে এর কর্মধারা পরিচালনা করছে। সম্ভাব্য ভবিষ্যৎ ঝুঁকি ও ক্ষতিসমূহকে নির্মূলের বিষয়টি একান্তভাবে সম্ভবপর না হলে তা যতদুর সম্ভব সর্বনিম্ন পর্যায়ে রাখা ও নিয়ন্ত্রণ করার বিষয়গুলিকে কর্মপরিকল্পনার কৌশল ও সত্রিয় বিবেচনার ভেতর অর্ন্তভুক্ত করে অত্র কোম্পানীর যাবতীয় কার্যধারা পরিচালিত ও বান্তবায়িত হচ্ছে।

স্বার্থ সংশ্লিষ্ট পার্টির সাথে লেনদেন

পণ্য উৎপাদন ও সার্বিক কার্যক্রম পরিচালনার ক্ষেত্রে অত্র কোম্পানী সংশ্লিষ্ট আইনের বিধি, বিধান ও অন্যান্য প্রযোজ্য নির্দেশনা প্রতিপালন, শেয়ারহোল্ডারদের স্বার্থ সংরক্ষণ, সকল ক্ষেত্রে নৈতিকতা রক্ষার বিধিবিধান, যাবতীয় কর্মকান্ডে জবাবদিহিতা ও স্বচ্ছতা নিশ্চিত করা প্রভৃতি বিষয়গুলির উপর বিশেষ গুরুত্ব ও প্রাধান্য দিয়ে এসেছে। তা পরিপূর্ণভাবে পালনে ও আমরা সচেষ্ট রয়েছি। আগামিতেও অব্যাহত থাকবে বলে আমরা আপনাদেরকে আশ্বন্ত করছি।

আলোচ্য আর্থিক বৎসরের প্রতিবেদনে অত্র কোম্পানীর সাথে স্বার্থসংশ্লিষ্ট পার্টির সাথে লেনদেন সম্পর্কীত বিস্তারিত বিবরণ নিরীক্ষা প্রতিবেদনের নোট এ উল্লেখ করা হয়েছে।

কোম্পানীর শেয়ারহোল্ডার সম্পর্কীত তথ্য

শেয়ারহোন্ডারগণই কোম্পানীর প্রকৃত মালিক, প্রকৃতপক্ষে তাঁরাই কোম্পানীতে অর্থায়ন, পরিচালনা, গর্ভন্যান্স এবং মত বিনিময় তাৎপর্যপূর্ণ বিষয়গুলিতে গুরুত্বপূর্ন অবদান রেখে থাকেন। এ বিষয়গুলি হতে উদ্ভুত সকল প্রকার ফলাফলের প্রকৃত সুবিধাভোগীও অত্র কোম্পানীর শেয়ারহোল্ডারগণ। যারা প্রত্যক্ষ ও পরোক্ষ বিভিন্ন ভাবে অত্র কোম্পানীর সার্বিক কর্মকান্ডের সাথে জড়িত আছেন ও থাকেন। অত্র কোম্পানীর পরিচালকমন্ডলী তাদের উপর অর্পিত দায়িত্ব পালনের ক্ষেত্রে কোম্পানীর শেয়ারহোল্ডারদের স্বার্থসুরক্ষার সাথে তাদের জন্য আরো অধিক ইতিবাচক ফলাফল লাভের বিষয়ে সর্বদা সচেষ্ট রয়েছেন। অত্র কোম্পানীর ৩০শে জুন ২০২২ কোম্পানির মোট

অত্র কোম্পানীর ৩০শে জুন ২০২২ কোম্পানির মোট শেয়ারহোল্ডারের সংখ্যা ছিল ৬,৭৫৯ জন। পূর্ববর্তী আর্থিক বৎসরের রেকর্ড ডেট (০১/১২/২০২২)ইং তারিখ অনুযায়ী অত্র কোম্পানীর শেয়ারহোল্ডারবৃন্দের সংখ্যা ছিল মোট ৬,৭০১ জন। কোম্পানীর বর্তমান ইস্যুকৃত এবং পরিশোধিত অর্ডিনারী মূলধনের পরিমান ২৮,৬৫,১৭,২৮০ মাত্র। যা উদ্যোক্তা, ব্যাংক আর্থিক ও প্রতিষ্ঠানিক বিনেয়াগকারী এবং সাধারণ শেয়ারহোল্ডারগণের মাঝে ইস্যুকৃত ও পরিশোধিত।

কোম্পানীর সংখ্যালঘু শেয়ারহোল্ডারগণের স্বার্থ

পরিচালকমন্ডলী অত্র কোম্পানীর লক্ষ্য ও উদ্দেশ্য অর্জনের বিষয়ে ও পাশাপাশি ব্যবসায়ের পরিধি সম্প্রসারনের বিষয়ে সর্বদা সচেষ্ট রয়েছেন। এর সাথে সকল শেয়ারহোল্ডারগনের স্বার্থ রক্ষার সজাগদৃষ্টিও রয়েছে। কোম্পানীর বিষয়ে সংখ্যালঘু শেয়ারহোল্ডারগণের স্বার্থ সংরক্ষণের বিষয়ে ও আমরা বিশেষভাবে সর্তক ও যত্নবান রয়েছি। কোম্পানী তার কর্ম পরিচালনা ও ব্যবস্থাপনার ক্ষেত্রে স্বচ্ছতা ও জবাবদিহিতার বিষয়কে প্রতিষ্ঠা করেছে এবং তা বজায় রাখার বিষয়ে অত্যন্ত সচেতন ও তৎপর রয়েছে। সংখ্যালঘু শেয়ারহোল্ডারগনের স্বার্থ সংশ্লিষ্ট যে কোন বিষয়কে অত্র কোম্পানী সব সময় অগ্রাধিকার দিয়ে আসছে। অত্র কোম্পানীর ব্যবস্থাপনা ও পরিচালনা, কৌশলগত সিদ্ধান্ত গ্রহণের মত গুরুত্বপূর্ণ বিষয়ে শেয়ারহোল্ডারদেরকে দ্রুত অবগত করার প্রয়োজনীয় পদক্ষেপ নেয়া হয়ে থাকে। যাবতীয় জিজ্ঞাসা/ প্রশ্নের জবাব অনতিবিলম্বে অত্র কোম্পানীর ব্যবস্থাপনা পর্যায়ে হতে দেয়া হয়ে থাকে। তদুপরি অত্র কোম্পানীর যে কোন কৌশলগত সিদ্ধান্ত যা শেয়ারহোল্ডাদের স্বার্থকে প্রভাবিত করতে পারে বলে অনুমিত হয় সেগুলি এবং কোম্পানীর সার্বিক কর্মকান্ড সম্পর্কিত বিভিন্ন বিষয়সমূহ বিভিন্ন গণমাধ্যমের মাধ্যমে সকল শেয়ারহেল্ডারদের সাথে সংখ্যালঘু শেয়ারহোল্ডারদেরকেও তা অবগত করার প্রয়োজনীয় ব্যবস্থা অত্র কোম্পানী অনতিবিলম্বে নিয়ে থাকে।

পরিচালকমন্ডলী

সংশ্লিষ্ট সকলের জ্ঞাতার্থে জানাচ্ছি যে

১. অত্র কোম্পানীর চেয়ারম্যান এবং ব্যবছাপনা পরিচালক দুজন পৃথক ব্যক্তি। কোম্পানীর প্রতিষ্ঠার পর হতে এ দুটি পদ পৃথক ব্যক্তি গণ অলংকৃত করে আসছেন। যার ধারাবাহিকতা অত্র ২০২১-২০২২ আর্থিক বৎসরে অব্যাহত ছিল। অত্র কোম্পানীর চেয়্যারম্যান এবং ব্যবছাপনা পরিচা-লকদের জীবন বৃত্তান্ত অত্র ৩০তম বার্ষিক প্রতিবেদনের প্রারম্ভে সংযোজিত হয়েছে। ২. অত্র কোম্পানীর পরিচালকমন্ডলী শ্বাতন্ত্রতা বজায় রাখার মাধ্যমে তাদের উপর অর্পিত দায়িত্বশীলতার সাথে পালন করে চলেছেন। এ ক্ষেত্রে তাদের উপর কোনরপ প্রভাব বিম্ভার করা হয় না। তাদের দায়িত্ব সর্ম্পকে কার্যবিধি প্রণয়ন করা হয়েছে, পরিচালকমন্ডলী যা যথাযথভাবে অনুসরণ করে আসছেন। অত্র ২০২১-২০২২ বৎসরেও উক্ত ধারা অব্যাহত ছিল। উক্ত সময়ে পরিচালকমন্ডলী দায়িত্বপালনের ক্ষেত্রে কোন রূপ হস্তক্ষেপ বা সিদ্ধান্ত গ্রহনের ক্ষেত্রে কোন প্রত্বাব বিস্তার করার মত কোন ঘটনা সংঘটিত হয়নি।

কোম্পানীর বর্তমান পরিচালকমন্ডলী ২ জন নিরপেক্ষ পরিচালক এবং ০৬ জন পরিচালক দ্বারা গঠিত হয়েছে। আলোচ্য আর্থিক বৎসরে পরিচালকমন্ডলীর বিবিধ দায়িত্ব পালনের পাশাপাশি নিম্মলিখিত দায়িত্বও পালন করেছেনঃ

- কোম্পানীর ব্যবস্থাপনা-পরিচালনায় যোগ্য নেতৃত্ব প্রদান;
- কোম্পানীর লক্ষ্য ও উদ্দেশ্য নির্ধারণ, বান্তবায়ণ ও পর্যবেক্ষণ;
- কোম্পানীর মূল্যবোধ ও মানদন্ড নির্ধারণ;
- কোম্পানীর উদ্দেশ্য বান্তবায়নের জন্য প্রয়োজনীয় অর্থসংস্থান ও উপযুক্ত ব্যবস্থাপনার নিযুক্তি;
- কোম্পানীর ব্যবসায় বাণিজ্যের স্বার্থে কৌশলগত পরিকল্পনা গ্রহণ, প্রস্তাবনাসমূহ প্রণয়ন, বিবেচনা ও নির্ধারণ;
- কোম্পানীর ব্যবছাপনার দায়িত্বে নিয়োজিত কর্মকর্তাদেরকে কোম্পানীর লক্ষ্য ও উদ্দেশ্য অর্জনে উদ্বুদ্ধ করা ও তাদের পারফরমেন্স বিবেচনা করা;
- কোম্পানীর বার্ষিক আর্থিক প্রতিবেদনের সত্যতা বিধান, অভ্যন্তরীন নিরীক্ষকগন নিয়ন্ত্রণ ব্যবস্থার যথোপযোগীতা বিধান করা;
- কোম্পানীর ঝুঁকি ব্যবস্থাপনা পদ্ধতি ও এর সক্ষমতা যাচাই
 করা এবং ঝুঁকি হ্রাসের বিষয় নিশ্চিত করা;
- কোম্পানীর ব্যবস্থাপনার দায়িত্ব নিয়োজিত কর্মকর্তাদের জন্য যথাযথ পারিশ্রমিকও পারিতোষিক নির্ধারন;
- নির্বাহী পরিচালকদের নিয়োগ, পারফরমেন্স বিবেচনা ও ব্যবস্থাপনীয় সাকসেশন পরিকল্পনা।
- কোম্পানীর শেয়ারহোল্ডার ও অন্যান্য স্টেকহোল্ডারদের স্বার্থ সমুন্নত রাখার বিষয়ে অনুধাবন, গুরুত্ব প্রদান পূর্বক যাবতীয় কর্মকৌশল নির্ধারণ ও সম্পাদন করা।

পরিচালকমন্ডলীর সভায় উপস্থিতির বিবরণ

নিদিষ্ট সময় অন্তর পরিচালকমন্ডলীর সভা অনুষ্ঠিত হওয়া একটি গুরুত্বপূর্ণ বিষয়। প্রচলিত আইনের বিধান মোতাবেক প্রতিটি কোম্পানীর পরিচালকমন্ডলী নিয়মিত ভাবে তাদের সভায়

মিলিত হয়ে কোম্পানীর পরিচালনা, কৌশলগত, নীতি নির্ধারণী এবং নিয়ন্ত্রনমূলক বিবিধ বিষয়ে সিদ্ধান্ত গ্রহনসহ কোম্পানীর সার্বিক কার্যক্রমের প্রকৃত অবস্থা বিচার বিশ্লেষন করে সিদ্ধান্ত গ্রহণ করেন। এ বিষয় সময়োপযোগী পদক্ষেপ গ্রহণের মাধ্যমে কোম্পানীর লক্ষ্য ও উদ্দেশ্য বাস্তবায়নের কাজকে নিয়মিত ভাবে মূল্যায়ন ও সঠিক পথে চালিত করার জন্য প্রয়োজনীয় পদক্ষেপও নিয়ে থাকেন। অত্র কোম্পানীর পরিচালকমন্ডলী আলোচ্য আর্থিক বৎসরেও নিয়মিত ভাবে সভায় মিলিত হয়ে কোম্পানীর সার্বিক স্বার্থে বিভিন্ন সিদ্ধান্ত গ্রহন করেছেন ও প্রয়োজনীয় পদক্ষেপের জন্য কার্যকর সুপারিশ করেছেন। পরবর্তীতে তা পরিপালনের বিষয়টি নিশ্চিত করেছেন। বিভিন্ন সময়ে অত্র কোম্পানীর প্রয়োজনের নিরিখে অনেক সভা অনুষ্ঠিত হয়েছে। অত্র কোম্পানীর পরিচালকমন্ডলী তাদের সভায় বিভিন্ন বিষয়ে যৌথ সিদ্ধান্ত গ্রহনের ধারা অনুসরণে করে চলেছেন। এছাড়া যে সকল বিষয়ে তাদের যৌথ সিদ্ধান্ত ও অনুমোদন প্রদান করা প্রয়োজন তা দ্রুত গ্রহন করে দ্রুততার সাথে তা নিষ্পন্ন করার বিষয়েও অত্যন্ত সচেষ্ট আছেন। পরিচা-লকমন্ডলীর অনুষ্ঠিত সভায় পরিচালকদের ব্যক্তি গত উপস্থিতির বিবরন নিম্রে দেওয়া হয়েছেঃ

পরিচালকমন্ডলীর ধারনকৃত শেয়ার- নং পৃষ্টায় প্রদর্শিত করা হয়েছে।

পরিচালকমন্ডীর সম্মানী

পূববর্তী বৎসরগুলির মত ৩০শে জুন, ২০২২ইং তারিখে সমাপ্ত আর্থিক বৎসরেও পরিচালকগণ অত্র কোম্পানী থেকে কোন ধরনের পারিতোষিক বা আর্থিক সুবিধাদি গ্রহণ করেননি।

পরিচালকদের পর্যায়ক্রমে অবসর গ্রহণ ও পূনঃনির্বাচন

সম্মিলিত ভাবে সিদ্ধান্ত গ্রহণের মাধ্যমে কোম্পানীর কার্যক্রম পরিচালনায় সহায়তার ধারা অত্র কোম্পানী পরিচালকমন্ডলী প্রতিষ্ঠানিক লক্ষ্য ও উদ্দেশ্য অর্জনের পাশাপাশি অগ্রগতি অর্জন এবং উত্তোরোত্তর তা বৃদ্ধির বিশেষ ভাবে জোর দিয়ে আসছেন। কর্মপন্থা নির্ধারন ও পরিচালনার ক্ষেত্রে শেয়ারহোল্ডার-সহ সকল স্টেকহোল্ডারদের স্বার্থ যাত সংরক্ষিত থাকে সেদিকে পরিচালকমন্ডলী বিশেষ ভাবে দৃষ্টি রেখেছেন। পরিচালকমন্ডলী অত্র কোম্পানীর আর্থিক ও ব্যবসায়িক বিভিন্ন বিষয়ে চ্যালেঞ্জ সমূহ, নিদের্শনা প্রতিপালন, কর্পোরেট সুশাসন, সামাজিক দায়বদ্ধতা এবং প্রতিষ্ঠানিক নৈতিকতা সংক্রান্ত বিবিধ বিষয়ে সদ্ধান্ত ও নিদের্শনা প্রদান করে কোম্পানীকে যথাযথভাবে পরিচালিত করার ক্ষেত্রে সজাগ ছিলেন।

অত্র কোম্পানীর পরিচালকমন্ডলীর মধ্য হতে দুই জন পরিচালক জনাব সাদাত সোবহান এবং জনাব সাফিয়াত সোবহান অত্র কোম্পানীর সংঘবিধির ধারা ১৩১ অনুযায়ী অত্র ৩০তম বার্ষিক



সাধারন সভায় পর্যায়ক্রমে (ৎড়ঃধঃরড়হ) অবসর গ্রহণ করেছেন। এখানে উল্লেখ্য যে, অত্র কোম্পানীর সংঘবিধির ধারা ১৩৩ অনুযায়ী পর্যায়ক্রমে অবসর গ্রহণকারী উক্ত ২জন পরিচালকদের সকলেরই পুনঃ নির্বাচিত হওয়ার যোগ্যতা রয়েছে। এবং তারা পূনঃ নির্বাচিত হবার জন্য আগ্রহ ব্যক্ত করেছেন। পর্যায়ক্রমে অবসর গ্রহনকারী উক্ত ২জন পরিচালকের সংক্ষিপ্ত জীবনবৃত্তান্ত অত্র বার্ষিক প্রতিবেদনে অন্যান্য পরিচালকদের সাথে সন্নিবেশিত আছে।

অত্র ৩০তম বার্ষিক সাধারণ সভায় পর্যায়ক্রমে অবসর গ্রহণকারী উক্ত ২জন পরিচালকের পূনঃনির্বাচনের বিষয়ে অত্র কোম্পানীর পরিচালকমন্ডলী সুপারিশ করেছেন।

কোম্পানি আইনের ধারা ১১০ এবং তফসিল ১ এর ৭৩ অনুযায়ী ব্যবস্থাপনা পরিচালক জনাব সায়েম সোবহান মহোদয়ের মে ০৯, ২০২২ তারিখে পাঁচ বছর পূর্ন হয়। এর প্রেক্ষিতে সে মে ০৮, ২০২২ তারিখে পরিচালক পর্ষদ তাকে পুনরায় আাগামী ৫ বছরের জন্য পুন নিয়োগ দেয়ার জন্য সুপারিশ করেন। যেটি সাধারন শেয়ারহোল্ডারগনের নিকট অনুমোদনের জন্য উপস্থাপন করা হয়েছে।

নিরপেক্ষ পরিচালক

বাংলাদেশ সিকিউরিটিজ এন্ড এন্ডচঞ্জ কমিশন সম্প্রতি তাদের প্রতিষ্ঠানিক সুশাসন নিদের্শনাকে সংশোধন পূর্বক প্রাতিষ্ঠানিক সুশাসন কোড হিসাবে পুনরায় জারী করেছেন যা (নোটি-ফিকেশন নম্বর: বিএসইসি/ সিএম আরআরসি-ডি/ ২০০৬-১৫৮/২০৭/ এডমিন/ ৮০, তারিখ ০৩/০৬/২০১৮ইং এর জারী হয়েছে। উক্ত কোড অনুযায়ী সকল তালিকাভুক্ত কোম্পানীকে পরিচালকমন্ডীর ১/৫ অংশ পদে নিরেপেক্ষ পরিচালক নিযুক্তির বিধান রয়েছে।

নিরপেক্ষ পরিচালকগন তাদের নিযুক্তি প্রদানকারী প্রতিষ্ঠানের সাথে আর্থিক বা অন্য কোনো স্বার্থ সংযুক্ত থাকতে পারবেন না। এছাড়া নিরপেক্ষ পরিচালকগনকে ব্যবসা-বাণিজ্য সম্র্পকে জ্ঞানসম্পন্ন হতে হবে পাশাপাশি ১২ বৎসরের অভিজ্ঞতা সম্পন্ন হতে হবে এবং তৎসঙ্গে সৎ ও বিবেচক হওয়ার বাধ্য বাধকতা রয়েছে। এছাড়া প্রাতিষ্ঠানিক বিবিধ আইন-কানুন, নীতি ও নির্দেশনা অনুধাবন করা ও তাদেরকে তা প্রতিপালনের বিষয়ে সজাগ থাকার যোগ্যতার অধিকারী হতে হবে।

জারীকৃত কর্পোরেট গর্ভন্যাঙ্গ কোড পরিপালনক্রমে অত্র কোম্পানীতে ২ জন নিরপেক্ষ পরিচালক নিযুক্ত হয়েছেন। তারা হলেন জনাব মোঃ নুরুল করিম ও আলহাজ্ব রফিকুল ইসলাম। তারা বিগত আর্থিক বৎসরে তাদের উপর অর্পিত দায়িত্ব সুষ্ঠূভাবে পালন করেছেন। নিরপেক্ষ পরিচালকদের সংক্ষিপ্ত জীবনবৃত্তান্ত অত্র বার্ষিক প্রতিবেদনে অন্যান্য পরিচালকদের সাথে সন্নিবেশিত আছে।

নিরীক্ষা কমিটি

বাংলাদেশ সিকিউরিটিজ এন্ড এল্ডচঞ্জ কমিশন কর্তৃক জারীকৃত প্রতিষ্ঠানিক সুশাসন কোড অনুযায়ী প্রতিটি লিষ্টেড কোম্পানীতে নিরীক্ষা কমিটি প্রতিষ্ঠা করা বাধ্যতামূলক। বাংলাদেশ সিকিউরিটিজ এন্ড এল্ডচঞ্জ কমিশন কর্তৃক জারীকৃত কর্পোরেট গর্ভান্যান্স কোড যার নং- বিএসইসি/সিএমআরঅ-ার-সি-ডি/২০০৬-১৫৮/২০৭/এডমিন/৮০, তারিখ ০৩/০৬/২০১৮ইং অনুযায়ী অত্র কোম্পানীর নিরীক্ষা কমিটি পূর্নগঠন করা হয়েছে।

অত্র প্রতিষ্ঠানের আর্থিক প্রতিবেদন প্রস্তুত প্রক্রিয়া নিরীক্ষা কার্যাদি, অভ্যন্তরীন নিয়ন্ত্রণ-কানুন, ব্যবস্থা, নীতি আইন ও নিদের্শনা পতিপালন ইত্যাদি নানাবিধ বিষয়সমূহ যথাযথ ভাবে অনুসূত হবার বিষয়কে উক্ত নিরীক্ষা কমিটি পর্যবেক্ষণ ও নিশ্চিত করেন। এছাডা হিসাব রক্ষন ও আর্থিক প্রতিবেদন প্রকাশের ক্ষেত্রে বিশেষ ধারা ও পদ্ধতি, বিভিন্ন সমযে জারীকৃত ও প্রচলিত নিদের্শনা সঠিক প্রতিপালিত হয়েছে কিনা এবং প্রকাশিত বিভিন্ন প্রতিবেদনে তা যথাযথ ভাবে উপস্থাপিত হয়েছে কিনা তা নিরীক্ষা কমিটি পর্যবেক্ষণ করেন। প্রয়োজনে তারা নিদের্শনা ও দান করে থাকেন। আর্থিক বৎসরের বিভিন্ন সময়ে প্ৰস্তুতকৃত ও প্ৰকাশিত আৰ্থিক প্ৰতিবেদন সমূহ সময়মত যথা নিয়মে ও পদ্ধতিতে সম্পন্ন হয়েছে কিনা তাও উক্ত কমিটি যাচাই করে থাকেন। এছাড়াও বিভিন্ন পর্যায়ের নিরীক্ষার মাধ্যমে প্রাপ্ত বিবিধ তথ্য ও ফলাফল এ সংক্রান্ত মানদন্ড অনুযায়ী হয়েছে কিনা এবং যে সকল তথ্য প্রকাশ করার বাধ্যবাধকতা আছে তা যথানিয়মে ও সময়ে দাখিল ও প্রকাশিত হয়েছে কিনা তাও উক্ত কমিটি যাচাই করে থাকেন।

মেঘনা সিমেন্ট মিলস লিমিটেডের নিরীক্ষা কমিটি একটি দায়িত্ব ও অভিজ্ঞতা সম্পন্ন কমিটি। আলোচ্য আর্থিক বৎসরে নিরীক্ষা কমিটি অত্র কোম্পানীর পরিচালকমন্ডলীকে প্রতিষ্ঠানিক সুশাসন সংক্রান্ত নানা বিবিধ বিষয়ে যথোপযুক্ত পরামার্শ ও সহযোগীতা প্রদান করেছেন। উক্ত কমিটি অত্র কোম্পানীর অভ্যন্তরীণ ও বিধিবদ্ধ নিরীক্ষকদের দায়িত্ব পালনের বিভিন্ন দিক, অভ্যন্তরীন নিয়ন্ত্রণ ব্যবস্থাপনা, আর্থিক হিসাব রক্ষণ ও তার প্রতিবেদন প্রস্তুত, ব্যবস্থাপনা ঝুঁকি পদ্ধতি ইত্যাদি বিষয়গুলিকে পর্যবেক্ষণ সংক্রান্ত প্রতিবেদন অত্র কোম্পানীর পরিচালকমন্ডলীকে সময়ে সময়ে প্রদান করেছেন এবং এক্ষেত্রে তাদের সুপারিশও সন্নিবেশিত করেছেন।

উক্ত নিরীক্ষা কমিটি আর্থিক প্রতিবেদনের বিস্তারিত ও ধারাবাহিক বিচার বিশ্লেষণ, পর্যবেক্ষণ এবং পরামর্শ প্রদানের মাধ্যমে তাদের উপর অর্পিত দায়িত্ব ও কার্যভার প্রয়োজনীয় দক্ষতা, নির্ভরযোগ্যতা ও বিশ্বন্ততার সাথে পালন করেছেন। পরিচালকমন্ডলী কর্তৃক নিযুক্ত উক্ত নিরীক্ষা কমিটিতে অর্গ্রভূক্ত সদস্যগণের মধ্যে রয়েছেন জনাব মোঃ নরুল করিম এবং আলহাজ্ব রফিকুল ইসলাম, উভয়ই অত্র কোম্পানীর নিরপেক্ষ পরিচালক এবং জনাব সাফওয়ান সোবহান অত্র কোম্পানীর একজন উদ্যোক্তা পরিচালক। এছাড়া নিরপেক্ষ পরিচালক জনাব মোঃ নুরুল করিম উক্ত নিরীক্ষা কমিটির সভাপতি হিসাবে দায়িত্ব পালন করেছেন। প্রতিষ্ঠানিক সুশাসন কোড অনুসারে অত্র কোম্পানীর কোম্পানী সচিব জনাব মোঃ আসাদুজামান এসিএস নিরীক্ষা কমিটির সদস্য সচিব হিসাবে দায়িত্ব পালন করেছেন।

নিরীক্ষা কমিটির সকল সদস্যগণেরই আর্থিক ও ব্যবসা-বাণিজ্য সম্পর্কীত জ্ঞান ও অভিজ্ঞতা, সংশ্লিষ্ট আইন কানুন, নীতি-নিদের্শনা এবং তা প্রতিপালনের বিষয়সমূহ সম্পর্কে অভিজ্ঞতা, জ্ঞান ও সম্যক ধারনা রয়েছে।

অত্র কোম্পানীর নিরীক্ষা কমিটির দায়িত্বে রয়েছে;

- কোম্পানীর হিসাব সংরক্ষণ ও তা সার্বিক ভাবে অনুসরণের বিষয় পর্যবেক্ষণ করা।
- আর্থিক বিবরণী প্রস্তুত, যথাসময়ে ও পদ্ধতিতে তা প্রকাশ করা হচ্ছে কিনা তা পর্যবেক্ষণ।
- প্রতিপালনীয় বিভিন্ন বিষয়সমূহ নিয়ন্ত্রণ সংস্থা প্রবর্তিত নির্দেশনা অনুযায়ী প্রতিপালিত হচ্ছে কিনা তা পর্যবেক্ষণ।
- অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবন্থা যথাযথ ভাবে কার্যকর আছে কিনা তা যাচাই করা।
- অভ্যন্তরীণ নিরীক্ষা ব্যবন্থা সঠিক ভাবে কার্য সম্পাদন করতে পেরেছে কিনা তা যাচাই এবং উক্ত নিরীক্ষার মান যাচাই করা।
- বিধিবদ্ধ নিরীক্ষকদেরকে নিয়োগ এবং তাদের সম্পাদিত কাজের মান এবং নিরপেক্ষ ভাবে তাদের কাজ করার বিষয়কে যাচাই করা।
- অত্র প্রতিষ্ঠানের ঝুঁকি ব্যবস্থাপনা নীতি ও কার্যক্রম যথানিয়মে সঠিকভাবে প্রাতিপালিত হওয়ার বিষয়ে ব্যবস্থাপনা কর্তৃপক্ষের সাথে আলোচনা করা।

নিরীক্ষা কমিটির কার্যক্রমের প্রতিবেদন অত্র বার্ষিক প্রতিবেদনের সাথে সন্নিবেশিত করা হয়েছে।

নমিনেশন ও রিমুনারেশন কমিটি

প্রতিষ্ঠানিক সুশাসন কোড বিএসইসি/এমআরঅ-ার-সি-ডি/২০০৬-১৫৮/২০৭/এডমিন/৮০, তারিখ ০৩/০৬/২০১৮ অনুসারে প্রতিটি লিষ্টেড কোম্পানীকে একটি নমিনেশন ও রিমুনারেশন কমিটি রাখার বাধ্যবাধকতা রয়েছে। যার প্রতিপালনকল্পে অত্র কোম্পানীকে নমিনেশন ও রিমুনারেশন কমিটি গঠন করা হয়েছে। উক্ত কমিটির কার্যধারা নির্ধারণ ও তা প্রতিপালিত হবার বিষয়টি নিশ্চিত করা হয়েছে।

অত্র কোম্পানীর নমিনেশন ও রিমুনারেশন কমিটিকে ৩জন সদস্য রয়েছেন যারা হলেন- জনাব মোঃ নুরুল করিম, নিরপেক্ষ পরিচালক, সাফওয়ান সোবহান পরিচালক এবং শাহরিয়ার মোল্লা এসিএস কোম্পানীর সচিব। অত্র কোম্পানীর পরিচালকমন্ডলী বিধিমোতাবেক জনাব মোঃ নুরুল করিম, নিরপেক্ষ পরিচালককে উক্ত কমিটির সভাপতি এবং জনাব মোঃ আসাদুজামান এসিএসকে সদস্য সচিব দায়িত্ব প্রদান করেছেন।

উক্ত নমিনেশন ও রিমুনারেশন কমিটির মূল দায়িত্ব নিম্নে বিধৃত করা হয়েছে।

- নিরপেক্ষ, জবাবাদিহি ও দায়িত্বশীলতার সাথে কর্তব্য সম্পাদন।
- পরিচালক ও শীর্ষ ব্যবস্থাপনীয় পদে নিয়োগ দানের ক্ষেত্রে উপযুক্ত যোগ্যতা, দক্ষতা এবং যথোপযুক্ত পারিশ্রমিক নির্ধারণ।
- পরিচালকমন্ডলীর কার্যধারায় বৈচিত্র আনয়নের পন্থা নির্ধারণ।
- পরিচালক ও শীর্ষ ব্যবস্থাপনীয় পদে নিযুক্তির জন্য উপযুক্ত প্রার্থী নির্বাচন, এবং তাদের পারিশ্রমিক নির্ধারন পূর্ব পরিচালকমন্ডলীর নিকট সুপারিশ প্রদান।
- ৫. নিরপেক্ষ পরিচালক, পরিচালক ও পরিচালকমন্ডলীর দক্ষতা যাচাই ও বিশ্লেষণের পদ্ধতি নির্ধারন করা।
- ৬. প্রতিষ্ঠানের প্রয়োজন অনুসারে কর্মচারী নিয়োগের জন্য মান নির্ধারণ করাসহ কর্মচারীদের বদলী/ পদোন্নতি/প্রতিষ্থাপন (replacement) বিষয়ে ভূমিকা পালন।
- প্রতিষ্ঠানের মানব সম্পদের উন্নয়নকল্পে নীতি নির্ধারণ সুপারিশ প্রদান এবং বার্ষিক রিভিউ। নমিনেশন ও রিমুন-ারেশন কমিটির প্রতিবেদন অত্র প্রতিবেদনের সাথে সন্নিবেশিত হয়েছে।

উল্লেখ্য যে, অত্র কোম্পানীর নমিনেশন ও রিমুনারেশন কমিটি সার্বিক বিষয় বিবেচনা ৩০তম বার্ষিক সভায় পর্যায়ক্রমে অবসর গ্রহনকারী পরিচালকদ্বয় জনাব সাদাত সোবহান এবং জনাব সাফিয়াত সোবহান পুনরায় পরিচালক হিসাবে নিয়োগ প্রদান করার জন্য সুপারিশ করেছে।

আর্থিক বৎসর

বিগত ২০১৫-২০১৬ইং আর্থিক বৎসর হতে জাতীয় রাজস্ব বোর্ডের নিদের্শ ক্রমে অত্র কোম্পানীর আর্থিক বৎসরের জন্য জুন-জুলাই সময়কালকে বিবেচনা করে যাবতীয় হিসাব রক্ষণ ও বিবরণী প্রস্তুতের ধারা প্রবর্তিত হয়েছে। যা অত্রকোম্পানী আলোচ্য আর্থিক বৎসরেও অনুসরন করছেন।

Meghna Cement Mills Limited

নিরীক্ষক

নিরীক্ষক

অত্র কোম্পানীর বর্তমান বিদিবদ্ধ নিরীক্ষক হিসেবে মের্সাস ইসলাম আফতাব এন্ড কোং, চার্টাড একাউন্ট্যান্টস আলোচ্য ২০২১-২০২২ইং বৎসরে তাদের দায়িত্ব পালন করেছেন। এক্ষেত্রে বর্তমান নিরীক্ষক তার ব্যক্তিগত কারনবশত অপরগতা শ্বীক্ষার করে এর প্রেক্ষিতে পরিচালনা পর্ষদ ARTISAN Chartered Accountants-কে বিধিবদ্ধভাবে নিরিক্ষক হিসাবে নিয়োগ বিষয়টি অত্র ৩,৫০,০০০/- (তিন লক্ষ পঞ্চাশ হাজার টাকা মাত্র) বার্ষিক নিরীক্ষা ফিস নির্ধারণ পূর্বক সিদ্ধান্ত গ্রহণ ও তা ৩০ তম বার্ষিক সাধারণ সভায় অনুমোদনের জন্য উপছাপন করা হয়েছে।

নির্বাহী কর্মকর্তাবৃন্দের ধারণকৃত শেয়ার সংক্রান্ত তথ্য

অত্র কোম্পানীর শীর্ষ পদে অধিষ্টিত কর্মকর্তাবৃন্দের ৩০ শে জুন, ২০২২ইং তারিখে ধারনকৃত শেয়ার সম্পর্কীত তথ্যদি নিম্নের তালিকায় উপস্থাপণ করা হয়েছে।

ধারণকৃত শেয়ার সংখ্যা নং পৃষ্ঠায় তুলে ধরা হয়েছে।

অত্র কোম্পানীর উর্দ্ধতন নির্বাহী কর্মকর্তাদের সম্পর্কীত তথ্যাদি সংক্ষিপ্ত আকারে অত্র বার্ষিক প্রতিবেদনের পৃষ্ঠা নং ৭৪-৭৫ সংযুক্ত করা হয়েছে।

প্রাতিষ্ঠানিক সুশাসন (কর্পোরেট গভর্ন্যান্স)

অর্থনৈতিক উন্নয়ণ ও অগ্রগতির জন্য সুশাসন, সুষ্ঠ নীতি বান্তবায়ন এবং সম্পদের সুসম ব্যবহার (অর্থ ও মানবসম্পদ) নিশ্চিত করা অতীব প্রয়োজন। উন্নয়ন একটি গতিশীল চলমান প্রক্রিয়া অর্জনের জন্য সর্বাগ্রে প্রয়োজন উন্নয়নবান্ধব যথোপযুক্ত নিয়মনীতি এবং তার যথাযথ বান্তবায়নের সদিচ্ছা ও বান্তবরূপ প্রদানের প্রক্রিয়া গ্রহণ ও বান্তবায়ন। অর্থনৈতিক উন্নয়নের ধারাকে বেগবান করার জন্য প্রয়োজন নিষ্ঠা ও আন্তরিকতার সাথে তা বান্তবায়নের জন্য প্রয়োজন নিষ্ঠা ও আন্তরিকতার সাথে তা বান্তবায়নের জন্য দুঢ় পদক্ষেপ। প্রাতিষ্ঠানিক সুশাসনের লক্ষ্য হলো প্রাতিষ্ঠানিক ব্যবস্থাপনায় জবাবদিহিতা প্রতিষ্ঠা ও নিশ্চিতকরন এবং প্রতিষ্ঠানের সার্বিক কাঠামোতে পরিপূর্ণভাবে স্বচ্ছতা আনয়ন করা। প্রাতিষ্ঠানিক সুশাসন হলো প্রয়োজনীয় যাবতীয়- নিয়ম কানুন, নির্দেশনা, নীতিমালা, অনুসরনীয় পদ্ধতি এবং এগুলির চর্চার একটি সমন্বিত পদ্ধতি।

কর্পোরেট ব্যবস্থাপনায় স্বচ্ছতা আনয়ন ও জবাবদিহিতা নিশ্চিতকরন, শেয়ারহোল্ডারগণের স্বার্থকে অগ্রাধিকার প্রদান এবং স্বার্থ সংশ্লিষ্ট সকল পক্ষগনের স্বার্থসংরক্ষণকে অগ্রাধিকার প্রদান, প্রচলিত-আইন কানুন নির্দেশনা এবং নীতিমালা সমূহকে যথাযথভাবে অনুসরণ ও প্রতিপালন, ব্যবসায়িক কার্যক্রমসহ যাবতীয় প্রাতিষ্ঠানিক কার্যক্রমে স্বচ্ছতা বিধান, নিয়মিত অভ্যন্তরীণ নিয়ন্ত্রন ব্যবস্থা পর্যাবেক্ষণ এবং ব্যবস্থাপনীয় নিয়ন্ত্রন প্রতিষ্ঠা ও তা বজায় রাখার বিষয়াদিকে নিশ্চিত করা প্রাতিষ্ঠানিক বিনিয়োগকারী ও সংশ্লিষ্ট পক্ষ সমূহের সাথে অত্যন্ত প্রয়োজন। প্রাতিষ্ঠানিক সুশাসন প্রতিষ্ঠিত হলে কোম্পানীর প্রতি পেয়ারহোল্ডাগনের শেয়ার এবং স্বা-সংশ্লিষ্ট সকলপক্ষের আস্থা ও নির্ভরশীলতা বৃদ্ধি পায়। এটি প্রতিষ্ঠানকে তার ষ্টেকহোল্ডারদের অধিকারের স্বীকৃতি প্রদান ও স্বার্থ সংরক্ষণের বিষয়ে অতান্ত সক্রিয় থাকতে বাধ্য করে। বর্তমান বিশ্বে প্রাতিষ্ঠানিক সুশাসন একটি গ্রহণযোগ্য ও সর্বজন স্বীকৃত ব্যবস্থা।

জবাবদিহিতা, স্বচ্ছতা, পরিবেশ ও সামাজিক দায়িত্ব পালনের বিষয়গুলি দীর্ঘ মেয়াদি উন্নয়ণ ও স্থায়ীত্বের ক্ষেত্রে বড় নিয়ামক এবং এর অবিচ্ছেদ্য অংশও বটে। কর্পোরেট সুশাসন এমন একটি ব্যবস্থা যা কোম্পানীর সাথে বিভিন্ন ভাবে অংশগ্রহনকারী ও স্বার্থ সংশ্লিষ্ট পক্ষসমূহের অধিকারের বিষয়কে নিশ্চিত করে। দেশের প্রচলিত যাবতীয় আইন, বিধি-বিধান ও নীতিমালাসমূহ, অন্যান্য নিয়ন্ত্রন সংস্থাসমূহের আদেশ, নির্দেশ ও উপদেশসমূহ পরিপালনের বিষয়াদি, প্রতিষ্ঠানের অভ্যন্তরীন ব্যবস্থাপনীয় বিভিন্ন বিষয়ে নীতিমালা প্রনয়ণ ও তা পরিপালনের বিষয়াদি. প্রতিষ্ঠানের অভ্যন্তরীণ নিয়ন্ত্রণ প্রতিষ্ঠা ও তা বজায় রাখা বিষয়গুলি প্রাতিষ্ঠানিক সুশাসন ব্যবস্থার মাধ্যমে নিশ্চিত হয়ে থাকে। কোম্পানীর যাবতীয় উদ্দেশ্য পূরণ, তত্ত্বাবধান, স্থায়ীতু বিধান ও মূল্যায়ন সহ কোম্পানীর দীর্ঘমেয়াদী ও কৌশলগত লক্ষ্য ও উদ্দেশ্য পূরনের কর্মধারায় গুরুত্বপূর্ণ ভূমিকা পালন করে থাকে। এ পদ্ধতিতে কোম্পানীর কার্যক্রম সঠিক ভাবে ও শ্বচ্ছতার সাথে নির্দেশিত, পরিচালিত, প্রকাশিত ও নিয়ন্ত্রিত হয়ে থাকে। কোম্পনীর শেয়ারহোল্ডারগণ, ঋণদাতা, গ্রাহক ও ভোক্তা, সরবরাহকারী, প্রচলিত আইন ও নিয়মকানুনের প্রতিপালন ও অনুসরন, নিয়ন্ত্রক সংস্থা সমূহ, পরিবেশ ও সমাজসহ স্বার্থ সংশ্লিষ্ট সকল পক্ষগণের নিকট কোম্পানী এবং এর ব্যবস্থাপনার দায়বদ্ধতা ও জবাবদিহিতার বিষয়টিও এর মাধ্যমে নিশ্চিত করা হয়। প্রাতিষ্ঠানিক সুসাশন ব্যবস্থার মাধ্যমে আরোও নিশ্চিত করা হয় যে, পরিচালনা পর্ষদ ও ব্যবস্থাপনা টিমের যৌথ কর্মকৌশলের ভিত্তিতেই কোন কোম্পানী সুষ্ঠভাবে পরিচালিত ও নিয়ন্ত্রিত হয়। যাতে দীর্ঘমেয়াদে কোন প্রতিষ্ঠান কৌশলগত তার লক্ষ্য উদ্দেশ্য অর্জন করার সাথে শেয়ারহোল্ডারগণ এবং সংশ্লিষ্ট পক্ষসমূহের সার্বিক স্বার্থ প্রয়োজনীয় শ্বচ্ছতা ও জবাবদিহিতার সাথে অর্জিত হয়। আর শ্বল্প ও দৈর্ঘ্য উভয় মেয়াদে তা অব্যাহত ভাবে অনুসারিত হয়।

প্রতিষ্ঠানের অভ্যন্তরীণ ব্যবস্থাপনার বিভিন্ন ন্তরের সাথে সংশ্লিষ্ট

সকলের ভূমিকা ও নিষ্ঠার উপর বিশেষ গুরুত্ব প্রদান করা প্রাতিষ্ঠানিক সুশাসন প্রতিষ্ঠার জন্য জরুরী। জবাবদিহিতার নিশ্চিতকরণ সম্পন্ন ফলে প্রতিষ্ঠানের অভ্যন্তরীণ ব্যবস্থাপনার দক্ষতার মানোন্নয়ন ঘটে, আইন ও বিধি-বিধান প্রতিফলনের বিষয়টি নিশ্চিত করা সম্ভব হয়। আইন কানুন, নিয়মনীতি এবং বিধি-বিধান প্রতিপালন এড়ানোর প্রবনতা হ্রাস পায় ও পরিহারের হার কমে যাওয়ায় সার্বিক আইনী জটিলতাও বহুলাংশে হ্রাস পায়।

প্রাতিষ্ঠানিক সুশাসন বান্তবায়ন সনদ

প্রাতিষ্ঠানিক সুশাসন বর্তমান প্রেক্ষাপটে প্রতিটি প্রতিষ্ঠানের পরিচালনার ক্ষেত্রে যথেষ্ট গুরুত্বপূর্ন। প্রতিষ্ঠানের প্রতিটি কমন্তরের কর্মকে নির্ধারণ, তা বান্তাবয়ন, প্রযোজ্য যাবতীয় আইন, নীতি ও নিদের্শনা অনুসরণ ও তা প্রতিপালনের ক্ষেত্রে সমন্বয় ও যথার্থতা থাকার প্রয়োজনীয়তা রয়েছে। যা কর্পোরেট সুশাসন অর্জনের ধারাকে বেগবান করে থাকে। অত্র কোম্পানী আলোচ্য আর্থিক বৎসরে বাংলাদেশ সিকিউরিটিজ এন্ড এন্ডচেঞ্জ কমিশনের এবং জারীকৃত প্রতিষ্ঠানিক সুশাসনকোড-এ উল্লেখিত যাবতীয় নিদের্শনা সমূহ যথাযথ ভাবে প্রতিপালন ও অনুসরন করেছে।

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের প্রাতিষ্ঠানিক সুশাসন কোড নোটিফিকেশন নং বিএসইসি/এএম আর আরসি-ডি/২০০৬-১৫৮/২০৭/ এডমিন /৮০ তারিখ ০৩/০৬/২০১৮ অনুসরণ যথাযথ ভাবে প্রতিপালন করা হয়েছে কিনা তা যাচাই পূর্বক সনদপত্র প্রদানের নিমিত্তে মের্সাস সুরাইয়া পারভিন এন্ড এসোসিয়েটস, চার্টার্ট সেক্রেটারী ইন প্র্যাকটিসকে নিয়োগ দেয়া হয়েছিল। উক্ত প্রতিষ্ঠান আলোচ্য ২০২১-২০২২ আর্থিক বছরে ২য় বারেরমত অত্র কোম্পানীর কর্পোরেট সুশাসন কোড অনুসরণ ও প্রতিপালন সংক্রান্ত নিরীক্ষা কার্য সম্পাদন শেষে এ সংক্রান্ত সনদপত্র প্রদান করেছেন। যা অত্র বার্ষিক প্রতিবেদনের সাথে সংযুক্ত করা হয়েছে।

এছাড়া কর্পোরেট সুশাসনের ক্ষেত্রে ইস্যুভিত্তিক প্রতিপালনের বিষয়গুলি যা বাংলাদেশ সিকিউরিটিজ এন্ড এল্ডচঞ্জ কমিশন ও কর্পোরেট সুশাসন কোডে নির্দেশিত রয়েছে, এ সংক্রান্ত প্রতিবেদনও অত্র বার্ষিক প্রতিবেদনের সাথে সংযুক্ত করা।

প্রাতিষ্ঠানিক সুশাসন বান্তবায়ণ সংক্রান্ত সনদ প্রদানের জন্য নিযুক্তি প্রাতিষ্ঠানিক সুশাসন কোড যা বাংলাদেশ সিকিউরিটিজ এন্ড এন্ডচঞ্জ কমিশনের নাটিফিকেশন নং বিএসইসি/সিএমআ-রআরসি-ডি/২০০৬-১৫৮/২০৭/এডমিন/৮০তারিখ ০৩/০৬/২০১৮ অনুযায়ী কর্পোরেট গভর্ন্যান্স কমপ্রায়েন্স নিরীক্ষা সম্পন্ন করে সাটিফিকেট সংগ্রহ করার বাধ্যবাধকতা রয়েছে মের্সাস সুরাইয়া পারভিন এন্ড সোসিয়েটস, চার্টার্ড সেক্রেটারীজ ইন প্র্যাকটিস আলোচ্য ২০২১-২০২২ আর্থিক বৎসরে অত্র কোম্পানী কর্তৃক কর্পোরেট সুশাসন কোড যথাযথ ভাবে প্রতিপালন ও অনুসরণ করা হয়েছে কিনা তা নিরীক্ষান্তে সনদ প্রদানের জন্য ইতিপূর্বে নিযুক্ত হয়েছিলেন। তারা তাদের উপর অর্পিত দায়িত্ব যথানিয়মে পালন করেছেন।

অএ কোম্পানীর পরিচালকমন্ডলী মের্সাস সুরাইয়া পারভিন এন্ড এসোসিয়েটস, চার্টার্ড সেক্রেটারীজ ইন্ প্র্যাকটিস কে ২০২১-২০২২ইং আর্থিক বৎসরের জন্য টাকা ৮০,০০০/-ট্যাক্স এবং ভ্যাট ব্যতিত ফিস প্রদান সাপেক্ষে প্রাতিষ্ঠানিক সুশাসন সংক্রান্ত নিরীক্ষা কার্যের জন্য নিয়োগ প্রদানের জন্য সুপারিশ করেছেন এবং তা অত্র ২৯তম বার্ষিক সাধারণ সভায় সদস্যদের নিকট অনুমোদনের জন্য পেশ করছেন।

এজিএম তদন্ত্রকারী: বাংলাদেশ সিকিউরিটিজ এন্ড এন্ডচঞ্জ কমিশনের আদেশ মানার জন্য পরিচালকগণ এর সভায় হারুন অর রশিদ এন্ড এসোসিয়েটসকে ৩০তম এজিএম তদন্তকারী হিসেবে নিয়োগ প্রদান করেছেন।

প্রতিষ্ঠানের সামাজিক দায়বদ্ধতা

প্রাতিষ্ঠানের সামাজিক দায়বদ্ধতা (ঈঝজ) এক ধরনের দ্বনিয়ন্ত্রনকারী পদ্ধতি যার মাধ্যমে কোন প্রতিষ্ঠান সমাজের প্রতি বিভিন্নভাবে দায়িত্ববোধের পরিচয় প্রকাশ করেন। যা প্রতিষ্ঠানের উন্নয়নের ক্ষেত্রে সহায়ক ভূমিকা পালন করে এবং দায়িত্বশীল ভাবে ব্যবসা-বাণিজ্য পরিচালনার সাথে কোন প্রতিষ্ঠানের সামাজিক দায়বদ্ধতা পালনের নিবিড় সমপৃক্ততা রয়েছে। প্রাতিষ্ঠানিক সামাজিক দায়বদ্ধতা প্রতিপালন করার ক্ষেত্রে সামাজিক, পরিবেশ, প্রতিবেশ ও অর্থনৈতিক বিবিধ বিষয়গুলির প্রতি বিশেষ দৃষ্টি প্রদান করা হয়ে থাকে। এ দায়বদ্ধতা কোন প্রতিষ্ঠানের জন্য স্বনিয়ন্ত্রণের একটি পদ্ধতি। যার মাধ্যমে প্রতিষ্ঠান এর যাবতীয় কর্ম সম্পাদনের ফলশ্রুতিতে সমাজ, রাষ্ট্র ও পরিবেশের উপর কিভাবে প্রভাব ফেলে থাকে তা প্রতিফলিত হয়।

মেঘনা সিমেন্ট মিলস লিঃ এদেশের একটি ম্বনামধন্য শিল্প গ্রুপ তথা বসুন্ধরা গ্রুপের অঙ্গ প্রতিষ্ঠান এবং প্রথম স্থাপিত শিল্প প্রতিষ্ঠান। উক্ত গ্রুপ এ দেশের ভোক্তা এবং দেশের সার্বিক উন্নয়ণের সাথে সরাসরি সম্পৃক্ত। এ গ্রুপের আর্দশবাক্য (Motto) "দেশ ও মানুষের কল্যাণে"।

প্রতিষ্ঠালগ্ন হতে অত্র শিল্প প্রতিষ্ঠানটি দেশ ও দেশের মানুষকে মানসম্পন্ন উৎপাদিত পণ্য সাশ্রয়ি মূল্যে সরবরাহের মাধ্যমে সেবা দান করে চলেছে। সূচনালগ্ন হতে অত্র কোম্পানী প্রতি বৎসরের আয়ের একটি বড় অংশ রাষ্ট্রীয় কোষাগারে জমা দান করে আসছে। অত্র কোম্পানীর বিভিন্ন সামাজিক উদ্যোগ গ্রহণের মাধ্যমে সমাজের বিভিন্ন ন্তরের মানুষকেও প্রতিষ্ঠানটি সহযোগিতা ও সহায়তা দান করে যাচ্ছে।

কোম্পানী ২০২১-২০২২ আর্থিক বছরে সামাজিক দায়বদ্ধতা প্রতিপালনার্থে যে সকল উদ্যোগ সহায়তা ও সহযোগীতামূলক কাজ করেছে, তম্মধ্যে অন্যতম হলঃ

- অত্র কোম্পানীর মংলান্থ কারখানার সন্নিকটে আপাবাড়ি দিগরাজ, মংলা, বাগেরহাটের একটি ক্ষুল পরিচালনা করছে। যেখানে ২৫০ জন্য দরিদ্র ছাত্র ছাত্রী শিক্ষা গ্রহনের সুযোগ লাভ করছে।
- ২. জরুরী ও প্রকৃতিক দুর্যোগের সময় স্বল্প সময়ের মধ্যে আপৎকালীন সাহায্য ও সহায়তা প্রদানের প্রয়োজনীয় প্রস্তুতির সাথে সাথে এলাকায় ঔষধ, শুকনা খাদ্য সামগ্রী, গরম জামকাপড়, এলাকার পুকুররের লবনাক্ত পানি দূর করার জন্য সহায়তা, পানীয় জলের জন্য গভীর নলকুপ স্থাপন এবং আর্থিক সহায়তা প্রদান ইত্যাদি।
- ৬. দেশের বিভিন্ন অঞ্চলের দরিদ্র ও মেধাবী ছাত্র-ছাত্রী-দেরকে বৃত্তি প্রদানের মাধ্যমে তাদের শিক্ষা গ্রহণের সুযোগ প্রদান।
- স্বাধীনতা যুদ্ধের উদ্দীপনাকে সমুন্নত রাখার স্বার্থে বিভিন্ন কর্মসূচী মুক্তিযোদ্ধা ও বীরঙ্গনাদের সহায়তা প্রদান।
- ৫. বিবিধ রোগে আক্রান্ত রোগীদের চিকিৎসা সাথে অনুদান ও সহয়তা প্রদান।
- ৬. দেশের বিভিন্ন শিক্ষা প্রতিষ্ঠানের শিক্ষা উপকরণ প্রদানের মাধ্যমে শিক্ষা বিস্তারের ক্ষেত্রে সহায়তা প্রদান।
- দেশের অন্যতম প্রতিশ্রুতিশীল ক্রীড়া সংগঠন " শেখ রাসেল ক্রীড়া চক্র লিঃ" এর পৃষ্ঠপোষক। যার ফলশ্রুতিতে উক্ত সংগঠন দেশের বিভিন্ন ধরনের খেলাধুলার ক্রীড়াবিদগণকে প্রয়োজনীয় প্রশিক্ষণ ও সহায়তা দান করতে সক্ষম হচ্ছে।
- ৮. "বসুন্ধরা কিংস" নামীয় জাতীয় পর্যায়ের ক্রীড়া সংগঠনকে পৃষ্ঠপোষকতা প্রদান।
- ৯. সমগ্র দেশব্যাপী ৪৩টি চিকিৎসা ক্যাম্প পরিচালনা করায় (২০২০-২০২২ আর্থিক বৎসরে) যেখানে নির্মাণ শ্রমিক, রাজমিদ্রি ও তাদের পরিবারবর্গকে চিকিৎস সেবা প্রদান করা হয়েছে। উল্লেখ্য যে, এসকল ক্যাম্পে ৪ হাজারের বেশী রোগীকে সেবা দান করা হয়েছে।

১০. দেশব্যাপী কর্মশালা পরিচালনা করা হয়েছে। উক্ত কর্মশালাগুলিতে ব্যক্তিগত গৃহ নির্মাতাগণকে নির্মান-সংক্রান্ত বিষয়াদি অবগত করা ও তথ্যাদি বিনিময় করার মাধ্যমে সহয়তার করা হয়েছে। এ সকল কর্মশালায় ৫ শতকের বেশী ব্যক্তি অংশ গ্রহনের মাধ্যমে উপকৃত হয়েছেন।

নতুন আইএএস-এর মান গ্রহণ

কোম্পানী প্রাথমিকভাবে আইএফআরএস ১৫, আইএফআরএস ৯ প্রয়োগ করছে ১লা জানুয়ারী ২০১৯ থেকে এই তিনটি নুতন মান কোম্পানির আর্থিক বিবৃতিতে কোন প্রভাব ফেলে নাই। এই মানগুলি প্রয়োগে সংস্থা কর্তৃক নির্বাচিত রূপান্তর পদ্ধতির কারনে, এই আর্থিক বিবৃত্তি জুড়ে তুলনামূলক তথ্য নতুন মানগুলির প্রয়োজনীয়তা প্রতিফলিত করতে পুনরায় করা হয়নি।-

ক. আইএফআরএস ১৫- গ্রাহকদের সাথে চুক্তি থেকে আয় খ. আইএফআরএস ৯- অথনৈতিক কার্যসম্পাদন গ. আইএফআরএস ১৬-ইজারা

আর্থিক বিবৃত্তির উপস্থাপন

এই আর্থিক বিবৃতি উপস্থাপন আইএএস: ১ এ দেয়া নির্দেশনাবলী অনুসারে, আর্থিক বিবৃতিতে অন্তভূক্তঃ

- ক. আর্থিক অবস্থা বিবৃত্তি
- খ. লাভ বা ক্ষতি এবং অন্যান্য ব্যাপক আয়ের বিবরণী
- গ. ইকুইটি পরিবর্তনের বিবৃত্তি
- ঘ. নগদ প্রবাহ বিবৃত্তি; এবং
- ঙ. আর্থিক বিবরণীতে নোট।

পরিচালন পর্ষদ সুস্বাস্থ্যকর প্রশাসনের জন্য উত্তম অভ্যন্তরীণ নিয়ন্ত্রণ এবং ঝুঁকি পরিচালনার অনুশীলনের গুরুত্বকে স্বীকৃতি দেয়। যাইহোক, অভ্যন্তরীন নিয়ন্ত্রণের এ জাতীয় সিস্টেমটি গ্রুপের নীতি এবং ব্যবসায়ের উদ্দেশ্য অর্জনের ব্যর্থতার ঝুঁকি দূর করার পরিবর্তে, গ্রহণযোগ ঝুঁকি প্রোফাইলের মধ্যে কোম্পানীর ঝুঁকিগুলি পরিচালনা করার জন্য ডিজাইন করা হয়েছে।

তদনুসারে এটি কেবল পরিচালনা এবং আর্থিক তথ্য এবং বেকর্ডের ভূল বিস্তারের বিরুদ্ধে যুক্তিসঙ্গত আশ্বাস সরবরাহ করতে পারে। এ লক্ষ্যে বোর্ড একটি সংগঠন কাঠামো প্রতিষ্ঠা করেছে যা যথাযথভাবে যথার্থতা এবং প্রেরিত কর্তৃত্ত্বের রেখা নির্ধারণ করে।

এমসিএমএল একটি চলমান সংস্থা আর্থিক কর্মক্ষমতা মধ্যে উল্লেখযোগ্য বিচ্যুতি কোভিড ১৯ প্রভাবের কারনে আমরা সংস্থার নগদ প্রবাহে একটি উল্লেখযোগ্য বিচ্যুতি পেয়েছি। নগদ প্রবাহ ব্যতীত আমরা এনএভি, ইপিএতে কোনও উল্লেখযোগ্য বিচ্যুতি খুঁজে পাইনি।

শীর্ষ ২০ শেয়ারহোল্ডার- ২০নং পৃষ্ঠায় সন্ধান করুন শেয়ারহোল্ডার এবং স্বতন্ত্র পরিচালকদের সংক্ষিপ্ত জীবনবৃত্তান্ত-২০নং পৃষ্ঠায় সন্ধান করুন শীর্ষ নির্বাহী কর্মকর্তাদের সংক্ষিপ্ত জীবনবৃত্তান্ত-২০নং পৃষ্ঠায় সন্ধান করুন পরিচালনা আলোচনা এবং বিশ্লেষন-২০নং পৃষ্ঠায় সন্ধান করুন ম্যানেজিং ডিরেক্টর প্রধান আর্থিক কর্মকর্তা নিরীক্ষকের এ্যকাউন্ট বিষয়ে ঘোষনা-২০নং পৃষ্ঠায় সন্ধান করুন

কৃতজ্ঞতা জ্ঞাপন

পরিচালকমন্ডলী এতদসঙ্গে- রেজিষ্ট্রার অব জয়েন্ট ষ্টক কোম্পানীজ এন্ড ফার্মস, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ঢাকা ষ্টক এক্সচেঞ্জ লিঃ, চিটাগাং ষ্টক এক্সচেঞ্জ লিঃ, সেন্ট্রাল ডিপোজিটরী বাংলাদেশ লিঃ, সেন্ট্রাল কাউন্টার পার্টি বাংলাদেশ লিমিটিড, জাতীয় রাজম্ব বোর্ড, বাংলাদেশ বিনিয়োগ উন্নয়ন কর্তৃপক্ষসহ বিভিন্ন ব্যাংক ও আর্থিক প্রতিষ্ঠান তম্মধ্যে উল্লেখযোগ্য বাংলাদেশ ব্যাংক, ডাচবাংলা ব্যাংক লিঃ, সাউথইস্ট ব্যংক লিঃ, ফাস্ট সিকিউরিটি ইসলামী ব্যাংক লিঃ, আইএফআইসি ব্যাংক লিঃ, মিউচ্যুয়াল ট্রাষ্ট ব্যাংক লিঃ, অগ্রনী বাংক লিঃ, ব্যাংক এশিয়া লিঃ, জনতা ব্যাংক লিঃ, বেসিক ব্যাংক লি, ঢাকা ব্যাংক লিঃ, ট্রাস্ট ব্যাংক লিঃ, ফার্মার্স ব্যাংক লিঃ, ইসলামী ব্যাংক বাংলাদেশ লিঃ, মার্কেন্টাইল ব্যাংক লিঃ, পূবালী ব্যাংক লিঃ, ন্যাশনাল ব্যাংক লিঃ, এন, সি,সি ব্যাংক লিঃ, সোস্যাল ইসলামী ব্যাংক লিঃ, স্ট্যান্ডার্ড ব্যাংক লিঃ, ইউনিয়ন ব্যাংক লিঃ, ইউনাইটেড কমার্শিয়াল ব্যাংক লিঃ, এবং IDCOL সহ বিভিন্ন আর্থিক প্রতিষ্ঠানসমূহ, এবং বিভিন্ন সরকারী, আধা-সরকারী ও অন্যান্য প্রতিষ্ঠান সরবরাহকারী যোগাযোগ ও সংবাদমাধ্যম সমূহ, বানিজ্যিক অংশীদারবৃন্দ, ইস্যু ম্যানেজার-এএএ ফাইন্যার্স এন্ড ইনভেষ্টমেন্ট লিঃ সহ সকলের অবদানের কথা আন্তরিক কৃতজ্ঞতার সাথে স্মরণ করছেন। সকল প্রতিকূল পরিস্থিতি সত্ত্বেও এ পর্যন্ত কোম্পানী তার সাফল্যের যে ধারা বজায় রাখতে পেরেছে তা এসকল প্রতিষ্ঠানের আন্তরিক ও সার্বিক সহয়োগিতা ব্যাতিরেকে আদৌ সম্ভবপর ছিল না।

অত্র কোম্পানীর সাফল্য অর্জন এবং সুষ্ঠুভাবে পরিচালনার ব্যাপারে কোম্পানীর সকল ন্তরের কর্মকর্তা ও কর্মচারীবৃন্দের নিরলস, ঐকান্তিক ও নিষ্ঠাপূর্ণ সেবাদানের কথাও অত্র কোম্পানীর পরিচালকমমন্ডলী প্রশংসা ও আন্তরিক কৃতজ্ঞতার সাথে স্মরণ করেছেন।

উপসংহার

অত্র কোম্পানী একটি সিমেন্ট উৎপাদনকারী শিল্প প্রতিষ্ঠান। এ শিল্পখাতটি এ দেশে একটি সংবেদনশীল খাত হিসাবে পরিচিত। এখাতের ভোক্তগণ পণ্যে মানের পাশাপাশি পণ্য মূল্যের প্রতি বেশ সংবেদনশীল। বর্তমানে সিমেন্ট শিল্পখাতে ৪২টি শিল্প প্রতিষ্ঠান রয়েছে। এছাড়া সিমেন্ট উৎপাদকদের উৎপাদিত পণ্যের বেশীভাগের প্রযুক্তিখাত মান প্রায় সমপর্যায়ের। বর্তমানে সিমেন্টখাত অন্যান্য বিষয়ের সাথে নিয়ন্ত্রণ কর্তৃপক্ষের চাপের মুখোমুখি হয়েছে।

কারণ সাম্প্রতিক সময়ে তেল ও গ্যাসের মূল্য বৃদ্ধি পেয়েছে। বিদ্যুৎ এর মূল্য বৃদ্ধি পেয়েছে। উৎপাদনের জন্য এ দুটি সেবা পণ্য অত্যন্ত গুরুত্বপূর্ণ। এছাড়া করের ক্ষেত্রে সিমেন্ট খাতে অতিরিক্ত কর যোগ হয়েছে। যার ফলশ্রুতিতে সিমেন্ট উৎপাদন খরচ উল্লেখযোগ্যভাবে বৃদ্ধি পেয়েছে। কিন্তু তীব্র প্রতিযোগীতার কারনে উৎপাদন খরচ বৃদ্ধি হওয়া সত্ত্বেও অত্র কোম্পানীর পক্ষে এর উৎপাদিত পণ্যের মূল্যবৃদ্ধি করা সম্ভব হচ্ছে না।

এতদসত্ত্বেও আমরা এ শিল্পখাতে আশার আলো দেখতে পাচ্ছি। কারণ সাম্প্রতিক সময়ে অর্দ্তমুখী অর্থ প্রেরণের ক্ষেত্রে (যা বিদেশে অবস্থানরত বাংলাদেশীদের উর্পাজনের বিপরীতে এদেশ পেয়ে থাকে) কিছু বিশেষ সুবিধা প্রদান করার হচ্ছে। আমরা আশা করছি এ প্রবাহ বিদ্যমান থাকলে তার প্রভাব ব্যক্তিগত গৃহ-নির্মাণের উপর প্রত্যক্ষভাবে পড়বে। ফলে সিমেন্ট খাত ইতিবাচক ভাবে প্রভাবিত হবে। সরকারী খাতে বিভিন্ন বৃহদায়তন নির্মাণ স্থাপনার প্রকল্প চলমান রয়েছে এবং বে-সরকারী যৌথ উদ্যোগে নগরায়ণের বহু প্রকল্প ও চলমান রয়েছে। ফলে সিমেন্ট খাত উল্লেখযোগ্য ভাবে এর মাধ্যমে সুবিধা লাভ করবে। উল্লেখ্য করা প্রয়োজন যে, এখানে এদেশের ব্যক্তিপর্যায়ের ভোক্তাদের হার প্রায় ৬০%। যারা দেশে বর্তমানে বিরাজমান মুদ্রাফ্বিতি ও জীবনযাত্রা নির্বাহের খরচ অতিমাত্রায় বৃদ্ধিসহ বিভিন্ন প্রতিকূল অবস্থার শিকার। যার নেতিবাচক প্রভাব দৃষ্ট হচ্ছে আবাসিক বাসন্থান নির্মাণের ক্ষেত্রে। আবার শিল্পখাঁতে নির্মান কাজের ধারায়ও স্থবিরতা দেখা দিচ্ছে। যার প্রধান কারণ বাণিজ্য ও শিল্পখাতে মূলধণী ঋণের প্রবাহে ভাটা। এর সাথে আবার অন্যান্য বিষয় সমূহ যেমন মূলধনী যন্ত্রপাতির উচ্চমূল্য, বিদ্যুৎ ও জ্বালানী তেলের মূল্য বৃদ্ধি, ঘন ঘন বৈদেশিক মুদ্রা বিশেষতঃ ডলারের মূল্য বৃদ্ধি ফলে আমদানী ব্যয় বৃদ্ধি, অন্তর্জাতিক বাজারে সিমেন্টের কাঁচামালের মূল্যবৃদ্ধি, স্থানীয় বাজারে ব্যক্তি পর্যায়ের নির্মাণ খাতে স্থবিরতার কারণে নির্মান সামগ্রীর চাহিদা হ্রাস ইত্যাদি নানাবিধ কারণ সিমেন্ট শিল্পখাতকে নেতিবাক ভাবে প্রভাবিত করছে।

আমরা এ সকল সীমাবদ্ধতা সত্ত্বেও আপনাদেরকে আশ্বস্ত করতে চাই যে, সকলের সম্মিলিত প্রচেষ্টায় আমরা এ সকল প্রতিকূলতা



অতিক্রম করতে সক্ষম হবো। সৃষ্ট বাজারকে ধরে রাখার পাশাপাশি তার ব্যাপ্তি উত্তরোত্তর বৃদ্ধি ও সম্প্রসারণের জন্য এবং প্রতিকূলতাসমূহকে সুযোগে রূপান্তরের জন্য আমরা সচেষ্ট রয়েছি আমাদের ষ্টেকহোল্ডাদের সার্বিক সহযোগীতার মাধ্যমে আমরা সফল হবো বলে আশাবাদী।

অত্র কোম্পানীর পরিচালকামন্ডলী বিগত আর্থিক বৎসরে ভোক্তাদের নিকট হতে যে সর্মথন পেয়েছে এবং উক্ত সময়ে অত্র কোম্পানীর উপর যে অগাধ আন্থা রেখেছে তার জন্য আন্তরিক ধন্যবাদ জ্ঞাপন করছি। আমরা তাদের প্রতি অশেষ কৃতজ্ঞ। তাদের এ আন্থা বর্তমান বৎসরেও বজায় রাখবেন বলে আমরা অত্যন্ত আশাবাদী।

পরিচালকমন্ডলী অত্রকোম্পানীর সম্মানিত শেয়ারহোল্ডারবৃন্দ, পৃষ্ঠপোষক শুভানুধ্যয়িগণের প্রতি তাদের অকুষ্ঠ সমর্থন, সহযোগীতা ও সার্বিক পৃষ্ঠাপোষকতার জন্য অশেষ ধন্যবাদ ও কৃতজ্ঞতা জ্ঞাপন করছেন। বিগত বৎসরে অত্র কোম্পানীর সাফল্য তাদের সকলের সম্মিলিত সহযোগীতা ও পৃষ্ঠাপাকতা ব্যতিরেকে অর্জিত হতো না বলেই পরিচালকমন্ডলী বিশ্বাস করে।

সম্মানিত সদস্যবৃন্দ,

আমরা বর্তমানে অশান্ত ব্যবসা-বাণিজ্যিক পরিবেশে অবস্থান করছি। আমরা এ বিরূপ পরিস্থিতির সাথে তাল মিলিয়ে সময়ের দাবীকে সামনে রেখে এবং সার্বিক পরিস্থিতির উপর সজাগ থেকে আমাদের উপর অর্পিত গুরুদায়িত্ব পালনে সচেষ্ট রয়েছি। আমরা অত্র কোম্পানীর জন্য সাফল্য অর্জনের লক্ষ্যে আমাদের সকল কর্মধারা পরিচালিত করছি।

আমরা আমাদের সুদীর্ঘ পথ পরিক্রমায় শতপ্রতিকূলতা, বাধা বিঘ্ন অতিক্রম করার নিরলস প্রচেষ্টায় অত্র কোম্পানীর সদস্যবৃন্দ ও ষ্টেকহোলন্ডাদের সংরক্ষণ সর্বদা সমুন্নত রাখার বিষয়কে সদা সতর্ক ও তৎপর ছিলাম।

আমরা আপনাদের আশ্বন্ত করতে চাই যে, পণ্যের গুণগত মান সমুন্নত ও তার উন্নয়ণ ঘটানোর বিষয়কে আমরা পূর্বের মতই অগ্রাধিকার বজায় রাখবো। এ বিষয়ে আমরা আপোষহীন ছিলাম ও থাকবো। কারণ আমাদের পন্যের গুণগত মানের কারণেই এ তীব্র প্রতিযোগীতার মধ্যেও অত্র কোম্পানী টিকে থাকতে সক্ষম হচ্ছে। যার ধারা বজায় রাখতে আমরা সজাগ ও সচেষ্ট রয়েছি।

আমাদের সার্বিক কর্মধারায় অত্র কোম্পানীর সকল সদস্যবৃন্দ, ভোক্তা, পৃষ্ঠপোষক, স্টেকহোল্ডারসহ সংশ্লিষ্ট সকলের সহানুভূতি, সাহায্য ও সহযোগীতা প্রত্যাশী। আমাদের সুদূঢ় প্রত্যয় রয়েছে ও সুদক্ষ ফলপ্রদ প্রয়াসের সমন্বয় ঘটিয়ে এবং পন্যের গুনগতমান বজায় রেখে আমরা আমাদের দায়িত্ব পালন করতে সক্ষম হলে যে কোন প্রতিকূলতাই আমাদের অগ্রযাত্রার পথে বাধা হতে পারবে না।

আপনাদের সকলের আন্তরিক সহযোগীতার মাধ্যমে আমরা সাফল্য লাভ করবো। এ আশাবাদ ব্যক্ত করছি। মহান স্রষ্টা আমাদের সহায় হোন। তবে বিগত বছরের শুরুতে ২০২২ সালে রাশিয়া ইউক্রেন যুদ্ধের কারনে, মুদ্রাস্ফৃতি বৃদ্ধি, ডলার সংকট এবং বিশ্ব অর্থনৈতিক অন্তিরতা মারাত্মক আকার ধারণ করে। এখন আমাদের জীবনযাত্রার পাশাপাশি আমরা ব্যবসায় মারাত্মক ক্ষতির সম্মুখীন হচ্ছি।

আমরা আশা করি খুব শীঘ্রই সরকার আবার ব্যবসায়িক বান্ধব বাজেট বাস্তাবায়িত করবে যাতে এ বছর ব্যয় করা সুযোগের ক্ষতি (উৎপাদন ও লাভ) মোকাবেলা করতে সহজ হয়।

> ধন্যবাদন্তে, পরিচালকমন্ডলীর পক্ষে

এস্ক্রিন্ডের ক্রেন্ডের ন্যেন্ডের আহমেদ আকবর সোবহান চেয়ারম্যান

MANAGEMENT DISCUSSION AND ANALYSIS-2022

(a) Accounting policies and estimation for preparation of financial statements

The financial statements have been prepared in accordance with the International Standards on Auditing (ISAs) described in the Auditors' Responsibilities for the Audit of the Financial Statements in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), Bangladesh Securities and Exchange Commission (BSEC), IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) by laws including IAS (Applicable in Bangladesh), IFRS (Applicable in Bangladesh). In January 2018, the Institute of Chartered Accountants of Bangladesh (ICAB) adopted the International Financial Reporting Standards issued by the International Accounting Standards Board as IFRSs. As the ICAB previously adopted such standards as Bangladesh Financial Reporting Standards without any modification, this recent adoption will not have any material impact on the financial statements of the company, going forward. Details of the significant accounting policies are available in Note 2.00 of the financial statements. Notable factors to the financial statements have been stated below:

Statement of Compliance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1994, the Securities & Exchange Rules 1987, the Listing Regulations of Dhaka and Chittagong Stock Exchanges and other relevant local laws as applicable and in accordance with the International Financial Reporting Standards (IFRSs).

Basis of Measurement

The financial statements have been prepared on Historical Cost Basis except items of fixed assets revalued on 30th June 2010. The company classified the expenses using the function of expenses method as per IAS-1 and the cash flow statement being prepared on cash basis.

Reporting Period

The financial period of the company covers one year from 01 July to 30 June in accordance with the requirement of the Notification no. SEC/SRMIC/2011/1240/445 dated April 27, 2016 of Bangladesh Securities and Exchange Commission (BSEC) and sub-section 35 of section 2 of the Income Tax Ordinance 1984 for uniform income year from first day of July to thirtieth day of June as amended by the provision of section 9 of the Finance Act 2015.

GOING CONCERN

The Company has adequate resources to continue in operation for foreseeable future and hence, these financial statements have been prepared on going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

COMPARATIVE INFORMATION AND REARRANGEMENT THEREOF

Comparative information has been disclosed in respect of the year ended on 30 June, 2022 as per IAS 1, paragraph 36 for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for comparing of the current financial statements which has prepared for 12 months as per Note 2.02. Figures for earlier year have been re-arranged wherever considered necessary to ensure better comparability with the current year.

(b) Changes in accounting policies and estimation

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The specific Accounting Policies selected and applied by the company's management for significant transactions and events that have a material effect within the framework of IAS-1 "Presentation of Financial Statements" in preparation and presentation of financial statements. Compared to the previous year, there were no significant changes in the accounting and valuation principals affecting the financial position and performance of the company. Accounting and valuation methods are disclosed for reasons of clarity.

The Financial Statements comprise of:

- a. Statement of Financial Position;
- b. Statement of Profit or Loss and Other Comprehensive Income;
- c. Statement of Changes in Equity;
- d. Statement of Cash flows; and
- e. Notes to the Financial Statements
- (c) Comparative analysis of financial performance and operational performance Statement of Financial performance (stated in excel sheet)

(C) COMPARATIVE ANALYSIS OF FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

	2022	2021	2020	2019	2018
Financial Performance	2022	2021	2020	2019	2018
Revenue	8295.46	9,646.85	7,735.54	7,709.22	5,533.3
Operation Profit	590.1	433.43	513.57	445.16	351.1
Profit before Tax	233.99	101.55	72.11	120.18	108
Net Profit After Tax	55.82	(23.44)	54.08	72.2	81.4
Financial Position	2022	2021	2020	2019	2018
Paid-Up Capital	286.51	272.87	259.87	247.5	2
Total assets	13464.34	12,979.24	10,365.42	8,115.98	6,881.
Total Liabilities	11805.49	11,065.37	10,365.42	8,115.98	6,881.
Current assets Current liabilities	4955.83 6627.04	4,924.25	5,537.98 6,285.89	4,250.21 5,288.49	5,148. 4,566.
Non current assets	8054.51	8,054.98	4,827.43	3,865.77	1,732.
Non current liabilities	5178.45	5,057.82	3,228.83	2,006.13	1,452.
Financial Ratios	2022	2021	2020	2019	2018
Current Asset to Current Liability	0.74	0.82	0.88	0.80	1.1
Debt to Equity	0.14	5.78	12.18	8.88	6.9
Operating Profit Margin	156.67	4.49	6.64	5.77	6.3
Net Profit Margin	79.25	0.77	0.70	0.94	1.4
Return on Equity	1.95	3.89	6.36	8.79	9.4
Return on Total Assets	0.41	0.57	0.52	0.89	1.1
Ordinary Shares Information	00000	0001	00000	Destated	0010
	2022	2021	2020	Restated	2018
Ordinary Shares Outstanding	286517280	27,287,360	25,987,962	24,750,440	22,500,40
Face Value per share	10	10.00	10.00	10.00	10 (

Ordinary Shares Outstanding	286517280	27,287,360	25,987,962	24,750,440	22,500,400
Face Value per share	10	10.00	10.00	10.00	10.00
Cash Dividend	5%	5%	5%	10%	0%
Stock Dividend	5%	5%	5%	5%	10%
NAV per Share	57.9	62.49	31.18	33.19	30.27
Net Operating Cash Flow per share	15.14	42.66	(4.27)	39.45	(3.03)
Earnings Per Share	1.95	-0.86	1.91	2.92	2.73

The Company's gross turnover for the Financial Year ended on June 30, 2022 increased by 24.71% compare to preceding Financial Year.

Cash flow movement statement (Stated in Excel)

However, the year 2022 started on a very challenging note as the situation of Russin & Ukrain War globally has impacted Bangladesh. Fortunately, our business bounced back to the regular business track as the management of the company managed the business during the difficult period effectively, considering the market demand for this sector. And we witnessed a significant increase in NOCFPS showing positive numbers with BDT 42.66 in cashflow this year.

Dividend

Though COVID 19 hit our day-to-day business the hardest at the beginning of the financial year, our esteemed board members decided to share its profit with shareholders, just as the company shared profit in earlier years with its shareholders from the inception of the company. In view of the performance of the company and considering the current liquidity position, the Board of Directors has recommended a cash dividend of 5% and a bonus share of 5% on the total shareholding for the year ended June 30, 2022, to be approved at the ensuing 30th Annual General Meeting. With this proposed cash and stock dividend, the total dividend in 2021 is represented below.

(d) Comparison of financial performance with peer industry

A comparison of financial performances, financial position as well as cash flows for the year ended 30th June, 2020 of 6 (Six) Cement companies including Meghna Cement Mills Limited are presented below:

Particulars	MEGHNACEM	ARAMITCEM	HEIDELBCEM	LHBL	MICEMENT	PREMIERCEM
Financial Performance			Dec/20	Dec/20		
Net Revenue	7,678	1,932	11,681	16,222	13,876	10,461
Gross Profit NPBT	761 72	401 -129	1,355 180	4,606 2,849	1,422 -28	1,503 341
Total Comprehensive Income	52	838	-81	2,361	-132	271
Financial Position	Financial Position					
Shares Outstanding (actual)	260	34	57	1,161	149	105
Shareholders' Equity	851	868	3,848	17,289	6,887	5,245
Total Assets	10,365	6,389	9,452	26,219	19,085	21,556
Total Liabilities	9,515	5,521	5,604	8,930	12,198	16,327
Current Assets	5,538	3,990	3,037	6,933	10,504	7,197
Current Liabilities	6,286	4,882	4,031	5,941	10,420	11,846
Cash Flow						
Net Cash Generated from Operating	-117	-409	1,499	4,540	548	737
Net Cash Used in Investing Activities	1,055	19	262	751	-485	3,154
Net Cash Used in Financing Activities	1,138	435	742	2,509	942	-2,390

(d) Comparison of financial performance with peer industry NAV, EPS, NOCFPS (Check Excel statement)

(e) Financial and economic scenario of the country and the global economy

Global Economy

"Global recovery continues, but the momentum has weakened and uncertainty has increased".

The global economic recovery is continuing, even as the pandemic resurges. The global economy is projected to grow 5.9 percent in 2021 and 4.9 percent in 2022, 0.1 percentage point lower for 2021 than in the July forecast. The downward revision for 2021 reflects a downgrade for advanced economies—in part due to supply disruptions—and for low-income developing countries, largely due to worsening pandemic dynamics.



This is partially offset by stronger near-term prospects among some commodity-exporting emerging market and developing economies. Rapid spread of Delta and the threat of new variants have increased uncertainty about how quickly the pandemic can be overcome. Policy choices have become more difficult, with limited room to maneuver (Source: World Economic Outlook).

Global Cement Market Forecasting

"Global Concrete and Cement market size is estimated to grow at CAGR of 6% with USD 320.00 bn during the forecast period 2021-2025."

The global cement market attained a volume of 5.17 billion tons in the year 2020. The market is expected to grow at a CAGR of 3.3% between 2021 and 2026 to reach 6.08 billion tons by 2026. The market is currently being driven by increasing urban population, rising number of residential projects and increasing investments in the construction industry across the globe. Cement is one of the vital commodities to emerging economies. Today, different types of the product are produced to meet different physical and chemical requirements of specific situations, such as durability and strength. The product is generally used for mass constructions, such as houses, civil works and industrial estates. On the basis of type, the industry is divided into blended, Portland, and others. The major players in the industry are CEMEX S.A.B. de C.V., HeidelbergCement, CNBM International Corporation, Inter Cement, and Ultratech Cement Limited (Aditya Birla Group), among others.

Bangladesh Economy

GDP in Bangladesh is expected to reach 310.00 USD Billion by the end of 2021, according to Trading Economics global macro models and analysts' expectations. In the long-term, the Bangladesh GDP is projected to trend around 340.00 USD Billion in 2022, according to our econometric models. With a current population of nearly 17 crore,

Bangladesh's GDP per capita is projected to hit \$2,994.46 in 2025. The economic panorama darkened at the outset of FY 2022, which began in July. A renewed outbreak of Covid-19 led to the reintroduction of a tough lockdown from the start of the period, which, in combination with a fall in remittances in July-October, likely dented private consumption. More positively, new Covid-19 cases have tumbled since August, which has led to a marked rollback of restrictions, including most recently the removal of quarantine requirements for most international visitors. In addition, merchandise exports were up notably year-on-year in July-September. Furthermore, the vaccination rate has gone from strength to strength in recent weeks, with roughly 50 doses administered per 100 people as of mid-November. That said, the rate is still low by regional standards, leaving the country vulnerable to a further Covid-19 wave. Economic growth is expected to accelerate in FY 2022 as private consumption and investment gain steam. That said, further stop-start Covid-19 restrictions are a possibility while the vaccination rate remains fairly low. Vulnerability to extreme weather events and the high rate of non-performing loans in the banking sector pose further downside risks. Focus Economics panelists project GDP to expand 6.7% in FY 2022, which is down 0.2 percentage points from last month's forecast, and 6.9% in FY 2023.

(f) COVID 19's Influence on MCML

The coronavirus (COVID-19) outbreak has greatly impacted on the economy of the country as well as the operations and financial position of the cement industry. During the pandemic of COVID-19, the management of the company made critical estimates and judgments on matters but did not limit the business plan. Management forecasts to support the going concern assumption, revenue recognition (IFRS 15), inventory valuation (IAS 2), impairment assessment (IAS 36), onerous contracts (IAS 37), debt servicing and covenant compliance (IFRS 7), and so on. In addition, management is aware that any modifications to the contract may result in changes in terms of financial assets and liabilities (IFRS 9), leases (IFRS 16), compensation arrangements with employees (IAS 19), etc. Management of the Company strongly believes that there is no need to re-evaluate or re-measure for the impairment of non-financial assets, fair value of assets and liabilities, any potential decrease in net realizable value of inventory, any adverse impact on employee benefits and employer obligations, and the entity's ability to continue as a going concern.

Russia & Ukrane War

(g) Risks and concern issues related to the financial statements

The Company has a series of policies, practices and controls in place in relation to the financial reporting and consolidation process, which are designed to address key financial reporting risks, including risks arising from changes in the business or accounting standards. The Chief Financial Officer is required to confirm annually that all information relevant to the Company audit has been provided to the Board of Directors through the Audit Committee and that reasonable steps have been taken to ensure full disclosure in response to requests for information from the external auditor.

In addition, it is standard practice for the Chief Financial Officer to fully review account reconciliations on a bi-annual basis. The effectiveness of the Company's financial reporting controls is assessed through self-certification as part of the Control Navigator exercise described earlier. The integrity of the Company's public financial reporting is further supported by several processes and steps to provide assurance over the completeness and accuracy of the content including review and recommendation by the Audit Committee and review and approval by the Board.

(h) Future plans or projections or forecasts

MCML continues to pursue its ambition of providing the best quality products to the consumers of the product of the Company. Looking ahead, MCML is committed to continue with the same passion that it had incorporated in 1992. From its commercial operation, continuing in partnering with the national exchequer and to operate as a socially responsible Company. Moreover, the Company's social responsibility initiatives in 2021-2022 had brought a positive change across the nation with various initiatives directed towards achieving the sustainable development goals related to poverty alleviation, gender equality, human development.

Sayem Sobhan Managing Director

Ahmed Akbar Sobhan Chairman



World's largest and the most advance technology Vertical Roller Mill (VRM)

Vertical Roller Mill (VRM) is the most advanced technology in cement production procedure. Its grinding efficiency combined with its ability to dry, grind and classify within a single unit which provides great advantage over other methods. King Brand has adapted VRM from FLS midth, Denmark in the factory to ensure the best quality product and its production capacity.



Advantage of VRM technology

- High fineness
- Low power consumption
- -Ability to combine grinding, drying and separation in single unit
- -Better Particle Size Distribution (PSD)
- -Available in a wide range of production capacities.





BUSINESS PROCESS









Materials Management

- Materials Master Data
- Vendor Master Data
- Business Partners
- Purchasing Information Data
- Batch Management
- Material Requirements Planning (MRP)
- Inventory Management
- Goods Issue/goods Receipt
- Material Ledger
- Invoice Verification
- Document Management
- Reporting

Production Planning & Control

- Discrete, Process, And Repetitive Manufacturing
- Batch Management
- Sales And Operations Planning (S&OP)
- Demand Management
- Demand driven Replenishment (DDR)
- Material Requirements Planning
 (MRP)
- Predictive MRP
- Long term Planning
- Capacity Requirements Planning
- Early Warning System
- Reporting And Analysis

Quality Management

- Master Data
- Integration With Logistics
- Quality Inspection
- Batch Management
- Sample Management
- Quality Certificates
- Quality Notifications
- Quality Planning
- Stability Studies
- Failure Mode And Effects Analytics (FMEA)
- Reporting

Sales & Distribution

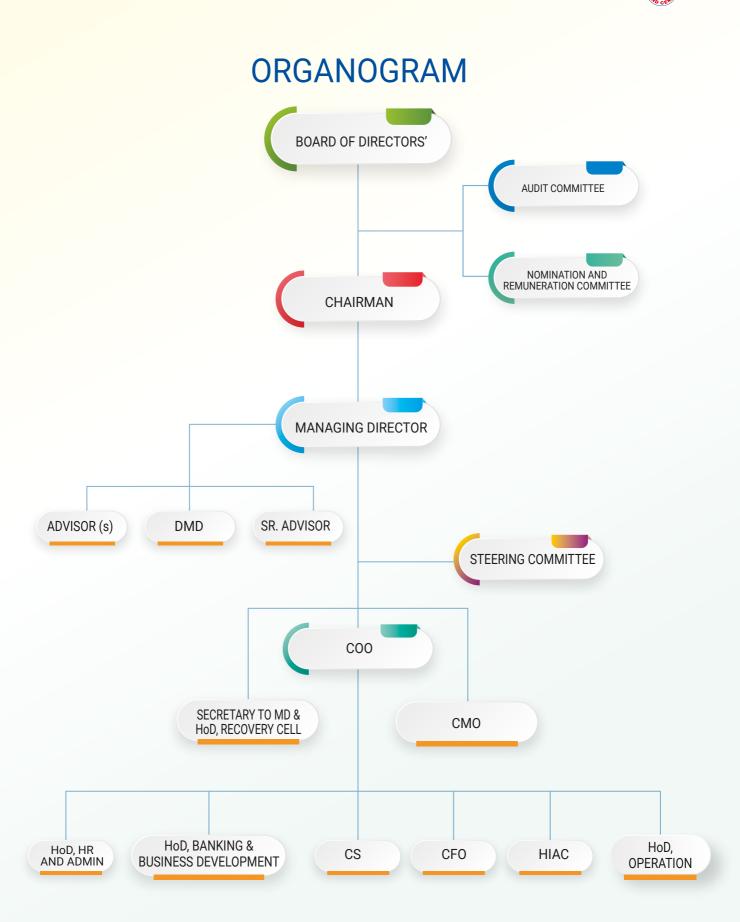
- Sales Record Navigation
- Inquiries
- Quotations
- Sales Order Management
- Delivery
- Billing
- Reversals
- Rebates And Settlement
- Sales Documents

Production Planning & Control

- Discrete, Process, And Repetitive Manufacturing
- Batch Management
- Sales And Operations Planning (S&OP)
- Demand Management
- Demand Driven Replenishment (DDR)
- Material Requirements Planning
 (MRP)
- Predictive MRP
- Long term Planning
- Capacity Requirements Planning
- Early Warning System
- Reporting And Analysis

Quality Management

- Master Data
- Integration With Logistics
- Quality Inspection
- Batch Management
- Sample Management
- Quality Certificates
- Quality Notifications
- Quality Planning
- Stability Studies
- Failure Mode And Effects Analytics (FMEA)
- Reporting





KEY PERSONNEL

-

A R RASHIDI, SR. ADVISOR

His contribution over the period is very much noticeable towards success in the business of the largest business entity, Bashundhara Group (BG), of the country and his participation in the business development of the same Group, especially in Meghna Cement Mills Ltd.'s growth and success from incorporation to present is remarkable. He has completed his study from Dhaka University and obtained Master's Degree in Sociology. He served the Group and the Company for more than 30 years and still continuing. He is now acting as the Senior Advisor of the Group including MCML and looks after the research and development division of the same. Prior to his current designation he served the MCML & BG as an Advisor. During his entire career in the Group and the Company he attended many business forums, business negotiation tables and knowledge sharing platforms in many countries.

MAYNAL HOSSAIN CHOWDHURY, ADVISOR (TREASURER)

Journey of Mr. Chowdhury started at Bashundhara Group on 1st August 1995 as General Manager, Accounts and Finance. He obtained promotion four (04) times in his entire career at Bashundhara Group. Prior to his current position in the Group including the MCML, he served the Group as Sr. General Manager (Accounts & Finance), Executive Director (Accounts & Finance), Senior Executive Director (Accounts & Finance) and Advisor (Treasurer) respectively. By judging his contributions and loyalty towards the Group, the owners of the Group and the Board of Directors of the MCML decided to assign him as the Treasurer of the Group including MCML. He is a business graduate and obtained Intermediate Certificate (CA-Inter) from Institute of Chartered Accountants of Bangladesh (ICAB) accordingly.



MAJOR GENERAL MOHAMMAD MAHBOOB HAIDER KHAN, NDC, PSC (RETD), ADVISOR

As an Advisor of Bashundhara Group including Meghna Cement Mills Ltd, he has been organizing Joint Venture Projects with foreign entities and funds. Currently he is involved with the establishment of a major regional Chinese Industrial Park worth US\$ 50 billion as part One Belt One Road Project. Major General Mohammad Mahboob Haider Khan, ndc, psc (Retd) was commissioned on 8th May 1977. He graduated from Defense Services Command and Staff College and National Defense College, Mirpur and was also trained from abroad. He retired as a Major General after commanding an Infantry Division.



MD. FAKHRUDDIN, CHIEF OPERATING OFFICER

Mr. Md. Fakhruddin joined MCML in 2020 and has been in a happy and reciprocally contributing attachment with the Bashundhara Group for nearly 21 years where he has become the Chief Operating Officer (COO) from the starting position of a Manager (Project Support) back in 1999. He attended nos. of business forums, business negotiation tables and knowledge sharing platforms in North America, Europe and South Asia. An Honors Graduation (B.Com.) and Post-Graduation (M. Com.) in Business Management from the Jagannath University has been credited in his favor.



ENG. NABARUN KUMAR SAHA, HoD Plant Operations

Mr. Saha started his career in Meghna Cement Mills Ltd. as Assistant Engineer (Mechanical) in January, 1996. Prior to the current position he has served the company in different positions namely Engineer, Sr. Engineer, Deputy Chief Engineer & Chief Engineer. His contribution over the years is very much appreciable & remarkable towards success in business development of the Meghna Cement Mills Ltd. His contribution in the sustainable growth & success of Meghna Cement Mills Ltd. is unforgettable & noteworthy. He completed his graduation in Mechanical Engineering from CUET. During his entire career in Meghna Cement Mills Ltd. he has attended in many business forums, business negotiation tables & knowledge sharing platforms at home & abroad through representing the company.



KEY PERSONNEL



MOHAMMAD TARIQUL ISLAM CHOWDHURY Head of Internal Audit and Control Internal Audit Dept.



MD. RAZIB SAMAD COO Banking & Business Development



MD. MAKSUDUR RAHMAN Secretary to MD & HoD Recovery Cell



KHANDOKAR KINGSHUK HOSSAIN Chief Marketing Officer Sales and Marketing Dept.



NORE ALAM SEDDEKE Chief Financial Officer



MD. RABIUL ISLAM HoD Accounts Dept.



MD. ANISUZZAMAN TALUKDAR General Manager HR & Admin Dept.



Md. Asaduzzaman ACS Company Secretary Company Affairs and Secretariat Dept.



CORPORATE SOCIAL RESPONSIBILITY

In response to the rapidly changing global trends MCML endeavors to focus on developing intangible assets basing maximize corporate value of the Group. Our aims and objectives are to serve the people with maximum satisfaction; ultimately which will denote vital role for economical development of Bangladesh. As a result, multi professional groups are being sustained peacefully along with happiness. In this respect political stability will be required.

In today's knowledge based World, competitiveness is determined by the possession of intelligent employees, the most valuable intangible assets. Keeping this in mind we have adopted suitable Management Policy and to culture the growth of Human Resources, those who are playing vital role in economical development of Bangladesh. As a result we have to grow bigger, stronger and better every day for serving people and the country.

Bangladesh being one of the densely populated countries in the world, our standard of life, communication, industrial and agricultural growth etc. has not been remarkably developed. As such employment opportunity has not been satisfactorily improved. Bashundhara Group is playing significant role by creating employment opportunity for hundreds of young generation through Industrialization. The main objective is efficient customer services, ensure quality product. As a result these products also reached to their doorstep within short time.

On the basis of priority MCML also produces various types of quality cement as per customer's desire wants and needs. We are able to produce any type of quality cement and maintain proper standardization, using modern equipment for laboratory testing which ensure the quality.

Since inception we are actively contributing to the national as well as global economy by way of effective utilization of human resource using raw materials, producing and marking high quality product at most competitively prices and creating employment opportunities.

We mark all endeavors to utilize our financial resources efficiently and the right opportunities arise, we invest in fruitful areas with strong market position and high growth potential for realization of a better future. We continue our efforts to improve performance and increase contribution towards socio economic development of this beloved earth Meghna Cement Mills Ltd do lot of charity activities for the betterment of people as well as society. MCML is running/patronizing a Madrasha cum School for about 250 nos. Under privileged students of Apa Bari, Digraj, Mongla, Bagerhat area. In case of natural disaster like Cidor/Aila, MCML bestowed significant volume of warm clothes, medicine, dry food, removing saline water from pond and financial assistances. On the different national memorable day like Victory Day, 21st February, Independent Day, May Day etc., MCML donated sewing machine, financial assistance to freedom fighter and others through Thana & District administration. Cement sacks and cash payment are also bestowed for construction of different Mosque, School, Mondir, Madrasha etc.





CORPORATE GOVERNANCE REPORT

The Board of Directors (the Board) recognises the importance of good corporate governance and is committed to ensure the sustainability of the company's business and operations by integrating good governance ethics and business integrity into the strategies and operations of the company. The Board believes these practices are key to continue delivering long-term shareholders' value, safeguard stakeholders' interest and maintain investors' trust and confidence.

CORPORATE GOVERNANCE FRAMEWORK

Being a manufacturing business entity, Meghna Cement Mills Ltd (MCML) emphasizes on transparency, accountability and compliance, which are the essence of corporate governance. High standards of corporate governance play an important part towards the Company's continued growth and success. The Company has always endeavored to maintain the highest standards of corporate governance and business conduct so as to generate and maintain sustainable shareholders' value, safeguard stakeholders' interest and maintain investors' trust and confidence. The Company, at the same time, expects acts of honesty and integrity from its Board of Directors, employees and suppliers.

CORPORATE GOVERNANCE PRACTICES

MCML is committed to ensuring the highest standards of governance designed to protect the interests of all stakeholders while promoting integrity, transparency and accountability. The Board and the Management Team also put their best efforts to comply with all the laws of the country and all internal regulations, policies and procedures to build MCML a thoroughly transparent Company.

CORPORATE GOVERNANCE REPORT 2021

MCML is listed with the Dhaka Stock Exchange Ltd and Chittagong Stock Exchange Ltd. The Company has complied with all the applicable conditions set out in the Corporate Governance Code 2018 "the Code" issued by the Bangladesh Securities and Exchange Commission (BSEC). The Board continues to monitor and review the Company's Corporate Governance practices and makes necessary changes at an appropriate time. Our actions are always governed by our values and principles, which actually reason behind the key to ensure sustainable success of the Company. The disclosures in this report set out our corporate governance framework, practices and policies for FY2020-21 with reference to the Code.

BOARD MATTERS

a) Role of the Board The Directors of the Board are appointed by the

Shareholders at the Annual General Meeting (AGM) and are accountable to the Shareholders. The Board is responsible for ensuring that the business activities are soundly administered and effectively controlled. The Directors keep themselves informed about the Company's financial position and ensure that its activities, accounts and asset management are subject to adequate monitoring and control. The Board also ensures that MCML Policies & Procedures and Code of Conduct are understood, implemented and maintained at all levels and the Company adheres generally accepted principles of good governance and effective control of Company activities.

- b) Rules of Procedure for the Board In addition to other regulatory guidelines, the Board has also adopted the ToR (Terms of Reference) for the Board of Directors' to ensure better governance in the work and administration of the Board.
- c) Salient features of the ToR for the Board
- Providing entrepreneurial leadership Setting up the strategy • Ensuring the human and financial resources are available to achieve objectives • Reviewing management performance • Setting up the company's values and standards • Ensuring that obligations to shareholders and other stakeholders are understood and met adequately.
- d) Key Features of the Board
- Except Managing Director all Board Members are Non-Executive Directors;
- Separate posts for the roles of Chair of the Board and the Managing Director;
- No Independent Director has served more than six (6) years;
- Chair of the Audit Committee and NRC is Independent Directors; and
- Management do not sit on the Board;
- Audit Committee comprised by two independent directors and one non-executive director including CS. NRC comprised by one independent directors and one non-executive director including CS.

e) Board Composition
 As at the date of this Annual Report, the Board of
 MCML is comprising of eight (8) Directors, with
 five (5) Non-Executive Directors, two (2)
 Independent Directors and one (1) Executive
 Director.



f) Board's Contribution

The Non-Executive Directors contribute diversified qualifications and experience to the Company by expressing their views in an independent, constructive and informed manner, and actively participating in Board and Committee meetings.

The Directors provide independent judgement and advice on issues relating to the Company's strategies, policies, performance, accountability, resources, key appointments, standards of conduct, conflicts of interests and management processes, with the shareholders' interests being the utmost important factor. The Company has also received from each Independent Director a confirmation annually of his/her independence taking into account the independence guidelines set out in BSEC Corporate Governance Code. g) Board Meetings The Companies Act 1994, BSEC rules and regulations, DSE/CSE Listing regulations and

Articles of Association ("AoA") of the Company requires the Board members to meet at least four

(4) times in a year or when duly called in writing by any Board member. The Board accordingly met Nine (09) times during the year FY 2021-22. The notice contains the detailed statement of business to be transacted at each meeting. By following Bangladesh Securities and Exchange Commission's order no. SEC/ SRMIC /0.4-231/ 932 the Board of Directors already start convening hybrid and virtual meetings along with physical conventional meetings to facilitate the decision making process. The attendance of the Board members in the meetings was as follows.

Name of the Directors	Designation	No. of Meetings held	No. of Meetings Attended
Mr. Ahmed Akbar Sobhan	Chairman	09	09
Mrs. Afroza Begum	Director	09	09
Mr. Sadat Sobhan	Director	09	06
Mr. Shafiat Sobhan	Director	09	09
Mr. Sayem Sobhan	Managing Director	09	09
Mr. Safwan Sobhan	Director	09	09
Mr. Md. Nurul Karim	Independent Director	09	07
Mr. Alhaj Rafiqul Islam	Independent Director	06	06

h) Board Activities

	BOARD ACTIVITIES DURING THE FINANCIAL YEAR 2021-22				
	Strategy		Performance		
*	Reviewed the performance whether Com pany is in line with mission and vision of	*	Monitoring and reviewing un-audited financial statements of the Company.		
	the Company.	*	Audited Financial Statements for the FY 2021-22 and final dividend.		
		*	Successfully Transferred unclaimed and undistributed dividend amount to the Capital Market Stabilization Fund (CMSF) till 30th June 2017.		

RISK AND INTERNAL CONTROLS	GOVERNANCE
 Identified principal risks and ensured appropriate internal controls and mitigation measures and their implementation; Reviewed the adequacy and integrity of the information provided by the Management and internal control systems; Reviewed enterprise risks on quarterly basis; and Reviewed Business operation activities. 	 Approved contents of 2021's Annual Report of the Company; Approved the re-appointment of Board Members and Independent Directors; Approved appointment of audit firm for Corporate Governance Certification; Established and identified succession plan for leadership; Reviewed yearly report of Supply Chain Sustainability and Sales Report of the Company; Approved Internal Audit Plan and Compliance Plan; Reviewed the outcome of the BSEC Corporate Governance Code for CG Audit and to be complied with; and Monitored, reviewed and implemented all recommendations and reports received from Board Committees of the Company.

i) The Chair and the Managing Director

The Chairperson of the Board is a Non-Executive Director. The day to day business headed by the Managing Director of the Company. The roles of the Chair and Managing Director (MD) are clearly established, set out in writing and agreed by the Board to ensure transparency and better governance. The Chairman leads the Board and is responsible for ensuring the effectiveness of the Board and its governance processes, while the MD is the authoritative head for day-to-day management in the Company. He acts to reasonably ensure that MCML operates its business as per the Articles of Association. Decisions are made by the Board and Shareholders, as well as according to ToR(s) of MCML and applicable regulatory laws and legislations.

j) Delegation of authority

Responsibility or authority is assigned through the delegation of authority framework. The Board approves the Company's delegation of authority which ensures that delegated authority levels flow through the proper governance channels.

k) Code of Conduct

In compliance with the requirement of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission (BSEC), the Company has framed and adopted the Code of Conduct for the Chair of the Board, other Board members Including Managing Director of the company to support objectives, vision and values of the Company.

I) Access to Information

The Board recognizes that the decision making process is highly dependent on the quality of information outfit.

m) Succession planning for Top Level Executive

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments in top level executives. The Company attempts to maintain an appropriate balance of skills and experience within the organization.

n) Board and Top Level Executives' Remuneration Policy

The objective of the MCML's Top Level Executives' remuneration policy is to secure that reward for Top Level Executive shall contribute to attracting, engaging and retaining the right employees to deliver sustainable value for shareholders inaccordance with the MCML behavior.

o) Evaluation of the Board

To establish and improve the operating effectiveness of the Board, the Board shall carry



out an evaluation once a year of its work, functions, performance as well as monitoring of internal control over financial reporting for the preparation of external financial statements and the safeguarding of assets.

FINANCIAL REPORTING

MCML pursuing strong financial reporting procedures. Financial statements are prepared in accordance with IFRS and IAS Applicable in Banagladesh, the Companies Act 1994, the Securities and Exchange Rules 1987, relevant guidelines issued by the Bangladesh Securities and Exchange Commission, Financial Reporting Act, 2020 and other applicable laws in Bangladesh. All the financial transactions are recorded accurately to produce the financial statements. These financial statements, once prepared, are reviewed initially by CFO and Managing Director respectively and then by the Audit Committee and Board on a quarterly basis. The annual audit is conducted by the external auditors, who are appointed by the Board of Directors followed by the Shareholders' approval in the Annual General Meeting.

BOARD COMMITTEES

For better, swift and enhanced flow of information and there by exercising effective governance, the Board has also mechanized three (3) committees, viz: Audit Remuneration Committee: Nomination and Committee and Steering Committee to assist the Board. The role of Board Committees is to review and appraise in the respective areas and then to advise and make recommendations to the Board. Each Committee operates in accordance with the Terms of Reference (ToR) approved by the Board. The Board reviews the ToR of the Committees time to time. The Board appoints the members and Chair of each Committee. A brief description of each Committee is presented below:

2 Independent Directors, 5 Non-Executive Directors and 1 Executive Director. The Board of MCML	To create value, by adopting all the rules and regulations of BSEC and Stock Exchanges, and to ensure long-term success of the Company.
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COMMITTEES TO THE BOARD OF MCML

AUDIT	COMMITTEE	NOMINATION AND R	REMUNERATION COMMITTEE
To oversee the financial monitor the fairness of the Company including annou financial performance of th the financial statements ar	financial statements of the uncements relating to the ne Company and reviewing	fair and transparent p	developing and administering a rocedure for setting policy on on of Directors and Senior ompany.
Chairman2 Independent Directors, and 1 Non-Executive Director"		Chairman Mr. Md. Nurul Karim	1 Independent Director, and 1 Non-Executive Director

STEERING COMMITTEE

To run the day to day business operations effectively and efficiently and to assist the Board to achieve the Company's objectives, mission and vission as projection of the Board of Directors of the Company.

Headed By	All Head of Departments are member of this committee and
Managing Director of the Co.	HoD, HR & Admin is acting as the Secretary of the same.

Transparency

Accountability Compliance

Responsibility

Role of Company Secretary, Chief Financial Officer and Head of Internal Audit and Control Company Secretary (CS)

Appointed by- Board of Directors

Reporting to- The Board of Directors and Managing Director for day-to-day administration.

Responsible for- Corporate Affairs and Secretariat Division.

Role Purpose- To ensure corporate management and compliance issues of the Company and to deal with the regulatory matters of the company.

Core functions- Share management, Meeting management, Legal and Statutory Compliances, Communication and public relation, etc.

Prime duty of CS is to protect and safe guard the interests of MCML at all levels- legal, statutory administrative, arbitrational and in other policy matters. He will be responsible for ensuring that the company complies with standard corporate management, compliance and legal practices and maintains standards of corporate governance.

CHIEF FINANCIAL OFFICER (CFO)

Appointed by- Board of Directors

Reporting to- Board of Directors, Chairman of the Audit Committee and Managing Director for day-to-day administration.

Responsible for- Finance and Accounts Division.

Role Purpose- To ensure financial planning/design, management and reporting management and control environment within the Company and to continue it and to ensure the reporting in time.

Core functions- Strategic Financial matters relating to annual and periodic budget, financial management, cost benefit analysis, forecasting needs and the securing of new funding etc.

Prime duty of CFO is to achieve the MCML's mission, objective and help execute financial growth plans. Oversee all fiscal reporting activities for the organization including; organizational revenue/expense and balance sheet reports, reports to funding agencies, development and monitoring of organizational and contract/grant budgets, oversee all payroll activity for staff and participants and monitor banking activities of the organization.

HEAD OF INTERNAL AUDIT AND CONTROL (HIAC)

Appointed by- Board of Directors

Reporting to- Board of Directors, Chairman of the Audit Committee and Managing Director for day-to-day administration.

RESPONSIBLE FOR- Internal Audit Team.

Role Purpose- To provide independent and objective assurance on the management of risk throughout the Company.

Core functions- The HIAC has to work in accordance with the internal audit guidelines and standards. He will provide assistance to the management in meeting regulatory requirements and to ensure that the final internal audit reports are issued with all recommendations made to the Board and to implement the equal opportunities policy in the internal audit activities.

Prime duty of HIAC develop annual internal audit plan, meeting with the Board, Management and trustees, develop internal audit team and to develop new methodologies to improve the entire internal audit process of the Company.

**As nature of MCML's Board and Senior Management is environmentally friendly and sustainable in business practices, MCML puts together its annual reports available online at the company's website. Printed copies of such are made available upon request.

As required under "Bangladesh Secretarial Standard 2: Secretarial Standard on General Meetings" issued by the Institute of Chartered Secretaries of Bangladesh (ICSB), particulars of last three years General meetings are disclosed herewith:



GENERAL MEETING NO.	DATE, TIME AND PLACE	PARTICIPANTS	APPROVED RESOLUTION
27th Annual General Meeting	Thursday, 19 December 2019; 10:30 a.m.; and "Gulnaksha", Interna- tional Convention City, Bashundhara (ICCB Hall No. 01), Kuril Bishwa Road, Dhaka-1229	226 nos of Share- holders attended in person and by proxy	 To receive, consider and adopt the Directors and Auditors' Report and the Audited Accounts of the Company for the financial year ended 30 June 2017; To declare Dividend for the financial ended 30 June 2019; To elect the Directors; To appoint Auditors for the Financial Year 2019-20 and to fix their remuneration. SPECIAL RESOLUTION: "Resolved that the Shareholders approved the raising of the capital of the Company through the issuance of Preference Shares to
			the amount of BDT 100 Crore only. The proposed preference share will be fully redeemable, non-con- vertible and non-listed in nature. The eligible investors for this preference share will be local and foreign institutions; purpose of this issue of preference share is to maintain proper debt equity ratio and to strengthen equity base for this Company's further business expansion. The Board of Directors of the Company be and is hereby authorized to finalize the detail features of the issuance of the Preference shares in compliance with the regulatory directives in this project".
28th Annual General Meeting	Monday, 07 December 2020; 11:30 a.m. through Digital Platform	182 shareholders attended in the 28th Annual General Meeting through digital platform (live) in person and by proxy.	 To receive, consider and adopt the Directors and Auditors' Report and the Audited Accounts of the Company for the financial year ended 30 June 2020; To declare Dividend for the financial ended 30 June 2020; To elect the Directors;

	obtain the me their B the us stating	ned access to	 To appoint Auditors for the Financial Year 2020-21 and to fix their remuneration. To confirm the appointment of CG (Certificate) Auditor for the Financial Year 2019-2020 and to appoint CG (Certificate) Auditor for the Financial Year 2020-2021 and to fix their remuneration.
29th Annual General Meeting	30th December 2021; 4:30 p.m. through Digital Platform	29th Annual General Meeting through digital platform (live) in person and by proxy. *All shareholders obtained access to the meeting using their BO ID nos. at the user ID and stating the nos. of shares held by them.	 To receive, consider and adopt the Directors and Auditors' Report and the Audited Accounts of the Company for the financial year ended 30 June 2021 To approve the Dividends for the financial year ended 30 June 2021 To elect the Directors in place of those who shall retire by rotation in accordance with the provision of Articles of Association of the Company; To appoint Auditors for the Financial Year 2021-22 and to fix their remuneration. To re-appoint CG (Certificate) Auditor for the Financial Year 2021-2022 and to fix their remuneration. Resolved that, "the shareholders approved to conduct inter- company transactions within the companies of the Bashun- dhara Group as stated below- The Company shall make any loan or give any guarantee or provide any security in connection with a loan made by a third party to- any director(s)/shareholder(s) of the lending company; any private company of which any director(s)/shareholder er(s) of the lending company is a director or member; or director(s) and shareholder(s) where of is accustomed to act in accordance with the directions or instruction of any director of the lending company." It was further resolved that, "In no case the total amount of the loan shall exceed 50% of the paid-up value of the shares held by such director(s)/shareholder(s) in his own name."

WEBSITE

All financial results and key performance indicators as well as all Price Sensitive Information are posted on the Investor Relations section, about, social contribution and policy of the Company's website: http://www.meghnacement.com/

SHAREHOLDERS' QUERIES

Whilst the Company aims to provide sufficient information to Shareholders and Investors about the Company and its

activities, it also recognizes that Shareholders may have specific queries relating to their shareholding. These queries may be directed at +88 02 8431024 Ext. 6728 or email to Share Office at sohrab.hossain@bg.com.bd.

MCML believes in transparency and accountability to the society as a whole through establishment of an efficient and effective Corporate Governance regime. Meghna Cement Mills Limited



AUDIT COMMITTEE

The Audit Committee was constituted under the BSEC Guidelines. The Committee was comprised of four members, appointed by the Board of the Company. The Committee included two independent directors, one shareholder director and the Company Secretary.

The Audit Committee of Meghna Cement Mills Ltd as a sub-committee of the Board of Directors assisted the Board of Directors ensuring that the financial statements reflect true and fair view of the affairs of the company and in ensuring a good monitoring system of the business.

The principal functions of the Audit Committee, among others, were to oversee the financial reporting process, monitor internal control, risk management process and review the adequacy of internal audit function and regulatory compliance functions. The Audit Committee was accountable to the Board of the Directors of the Company.

During the period under review the Independent Director of this Company- Mr. Md. Nurul Karim performed as the Chairman of the Audit Committee and Mr. Shahriar Molla ACS, Company Secretary performed as the Secretary of the Audit Committee as per the Guidelines of the BSEC in this respect.

QUALIFICATIONS OF MEMBERS OF THE AUDIT COMMITTEE

All members of the Audit Committee of Meghna Cement Mills Ltd. possessed adequate knowledge on business management and were financially literate as per the regulatory requirements and able to analyze, corporate laws, finance and could interpret the financial statements. The Committee was empowered to examine the matter related to financial and other affairs of the Company.

SL. NO	NAME OF MEMBERS OF AUDIT COMMETTEE	DESIGNATION
1.	Mr. Md. Nurul Karim, Independent Director	Chairman
2.	Mr. Safwan Sobhan, Shareholder Director	Member
3.	Mr. Alhaz Rafiqul Islam, Independent Director	Member
4.	Mr. Md. Asaduzzaman ACS, Company Secretary	Secretary

The Audit Committee of Meghna Cement Mills Ltd was constituted with the following persons as its members:

MEETING AND ATTENDANCE BY THE MEMBERS

During the Financial Year a total of 04 nos. of meetings were held and the Committee regularly communicated those findings and recommendations to the Board Directors of the Company. The number of the Audit Committee meetings held and attendance by each members during the FY 2021-2022 are mentioned below:

SL. NO	NAME OF MEMBERS	DESIGNATION	NOS. OF MEETING HELD	NOS. OF MEETING ATTENDANCE
1.	Mr. Md. Nurul Karim, Independent Director	Chairman	04	04
2.	Mr. Safwan Sobhan, Shareholer Director	Member	04	04
3.	Mr. Alhaz Rafiqul Islam, Independent Director	Member	04	04
4.	Mr. Md. Asaduzzaman ACS, Company Secretary	Secretary	04	03

ROLES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The role of the Audit Committee of this Company is to monitor the integrity of the financial statements. The committee played an effective role in providing a bridge between the Board of Directors, Members and other Stakeholders. The roles and responsibilities of the Audit Committee had been clearly mentioned in the Terms of Reference of the Audit Committee. The Audit Committee in fulfilment of its responsibilities at in periodic meetings, at least once in a guarter and 04 nos. in the FY 2021-2022 and provided appropriate recommendations, observations and advised to the management and the Board. The Committee meetings usually transacted operational performance, financial results, capital expenditures, products lines, procurement, raw materials, plant and machinery, training and promotion of employees. The Audit Committee was responsible to the Board of Directors. During the period under review it had found that the overall internal control and management process of the company was satisfactory.

During the financial year ended on 30 June 2021 the role of the Audit Committee included the following:

 To oversee and review the quarterly, half-yearly and periodic financial statements, other financial results of the company and on the basis of its review and commendation the Board of Directors considered those and given its approval.

- To monitor and recommend various issues pertaining the quarterly and annual financial statements;
- To submit reports to the Board of Directors on internal control issues and deviations on the basis of internal audit reports;
- To ensure and monitor compliance issues with laws, rules, regulations, directives, code of conducts etc., with a view to safeguard the interest of all stakeholders of this Company;
- To review the performance of the external auditors of the Company and assess their independence;
- To review the statements of significant related party transactions submitted by the management from time to time;
- To oversee the other issues within the terms of the code of conduct of the Audit Committee and also as directed by the Board, time to time;
- To recommend to the Board of Directors as to consider the appointment of the statutory auditors of the Company for the next FY 2020-2021 in place of the existing auditors considering the proposal of the stakeholders.



Activities of the Audit Committee during the year ended on 30 June 2022

The Audit Committee performed the activities during the year ended on 30 June 2022 and recommended thereon as and when it was necessary. The Audit Committee in course of discharging of the responsibilities monitored the following issues:

- Conflicts of interests and related party transactions of the Company;
- Suspected or presumed fraud or irregularity or material defect in the internal control system;
- Suspected infringement of laws, including securities related laws, rules and regulations;
- Any other matter which it deemed appropriate and necessary.

THE AUDIT COMMITTEE REPORTS THE FOLLOWING:

i. Financial Reporting

The Audit Committee reviewed the annual financial statements, among other issues, the quarterly, half yearly statements before submission those to the board of the company for approval. It also recommended to the Board of Directors for adoption and circulation of those to the regulatory authorities as per the directives in this respect.

ii. Internal Control

In course of discharging of duties, the accounts also reviewed the Risk Management Framework adopted within the Company. It also reviewed the effectiveness of internal control, the audit objections and observations raised by the Internal Audit Department and action plans of the Internal Audit Department. The committee monitored the plans and ensured that adequate control have been developed prior to commencement of major changes of the Company. It also monitored that the system of internal control was soundly conceived and was in place, effectively administered and regularly monitored. In view of all, the Audit Committee was of the opinion that the internal control procedures were adequate to present a true and fair view of the activities and financial status of the Company.

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Md. Asaduzzaman ACS Member Secretary, Audit Committee

iii. Internal Audit

The Audit Committee was satisfied that the strategies, plans for internal auditing were communicated well in time within the company. The committee overseen and reviewed the procedure and tasks of the internal audit department. The Committee was satisfied that the Internal Audit Team had the competence and qualifications to complete its assignments and accomplish according to the approved audit plans. And reports that the Internal Audit had full, free and unrestricted access to all activities. records, property and other issues necessary to discharge its responsibilities. The Audit Committee also got the co-operation of the Internal Audit Team in carrying out its duties and responsibilities during the FY 2021-2022.

iv. External Audit

The Audit Committee evaluated the effectiveness of the external audit process. The committee had forwarded the draft financial statements (which were placed to it by the management earlier) to the external auditors after its review. The Board subsequently to approve the audited financial statements and to place it before the members of the Company for their discussion and consideration in the forthcoming 29th Annual General Meeting.

It also reviewed the matters concerning the appointment and re-appointment, fixation of audit fees of the external auditors and submitted the recommendations.

v. Related Party Transaction

The Audit Committee expressed that during the year under review 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 parties relationships as well as information about the transactions, the amount of the transactions and the amount of outstanding balances at the financial year under report opined that the financial statements were prepared in accordance with the provisions of IAS regarding the "Related Party Disclosures".

Md. Nurul Karim

Chairman, Audit Committee & Independent Director



REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of Meghna Cement Mills Ltd was formed in compliance the directives of the Bangladesh Securities and Exchange Commission's Corporate Governance Guidelines under Notification No.BSEC/CMRRC-D/2006-158/207/Admin/80 dated 03/06/2018. The Nomination and Remuneration Committee (NRC) is comprised by three members, appointed by the Board of Directors of the Company. The Committee included an Independent Director, one Shareholder Director and the Company Secretary.

It is functioned as a sub-committee of the Board of Directors and was responsible to the Board. It assisted the Board of Directors in formulation of the nomination, criteria/policy for determining qualifications, positive attributes, experiences and independence of the directors and top level executive as well as a policy for formal process of considering remuneration of directors andtop level executives.

The Nomination and Remuneration Committee of the Company was constituted with the following persons:

SL.NO	NAME OF THE MEMBERS	POSITION IN COMPANY	POSITION IN COMMITTEE
1.	Mr. Md. Nurul Karim	Independent Director	Chairman
2.	Mr. Safwan Sobhan	Shareholder Director	Member
3.	Mr. Md. Asaduzzaman ACS	Company Secretary	Secretary

During the year under review the Independent Director, Mr. Md. Nurul Karim performed as the Chairman of the NRC and Mr. Shahriar Molla ACS, Company Secretary performed as the Secretary of the NRC as per the BSEC Guidelines.

QUALIFICATIONS OF THE NRC MEMBERS:

The NRC members possessed adequate knowledge on modern business management, corporate governance and professionals and being financially literate as per regulatory requirements were able to analyze, corporate laws, finance and could interpret the financial statements as well.

ROLES AND RESPONSIBILITIES:

The NRC of this Company played effective roles in providing the bridge between the Board, Members and other Stakeholders. The NRC's responsibilities were clearly mentioned in the Terms of Reference of the Committee set by the Board of Directors of Meghna Cement Mills Ltd earlier.



The responsibilities of NRC included:

- Review of the structure, size and composition of the Board;
- Review of the succession plans for appointments to the Board and Senior Management of the Company and for making recommendations relating there to;
- Implement the board diversity policy and monitoring the progress towards the achievement of its objects and making recommendation thereon.

SUCCESSION PLANNING

The Committee reviewed the succession plan of this Company designed for the executive and non-executive appointments to the Board, taking into account of the objectives of the future retirement of directors. In this process the Committee also considered the business skills, commitment and knowledge as to be required for operation of this Company. The Board's succession planning was the priority of this Committee.

APPOINTMENT/ROTATION OF NON EXECUTIVE DIRECTORS

During the year under review the Committee had evaluated the matter of appointment/reappointment of the non executive directors and made recommendations for 02 (two) non-executive directors- Mr. Ahmed Akbar Sobhan, and Mr. Safwan Sobhan who are to resign by rotation and eligible for their re-elections/appointments as per the provisions of the Articles of Association of the Company in the 30th AGM of the Company.

MEETING ATTENDANCE BY THE MEMBERS

During the FY ended on 30 June 2022 the NRC had sat in a meeting and the Committee had placed its report to the Board of Directors in due course. The information of the NRC Committee's meeting held and attendance by each members are mentioned below:

SL.NO	NAME OF THE MEMBERS	NOS. OF MEETING HELD	ATTENDANACE IN MEETING
1.	Mr. Md. Nurul Karim	01	01
2.	Mr. Safwan Sobhan	01	01
3	Mr. Md. Asaduzzaman ACS	01	01

During the FY 2021-2022 the NRC accomplished the following:

- Reviewed the level and composition of remuneration and observed that it was reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully;
- Reviewed the status of the Board composition along with the experience of the Directors and their track record as well 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 goals and objectives of the company;
- Considered and accommodated various issues in connection with appointments/ reappointments,/ retirements and changes in the Board of Directors.

Md. Asaduzzaman ACS Member Secretary, Nomination and Remuneration Committee

- Analyzed the issues including the company's requirement for senior 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;
- Evaluated 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 human resource functions and adequacy of it;
- Overseen other issues within the Terms of Reference of the NRC.

The Nomination and Remuneration Committee is expressing the view that the nomination, reelection and remuneration are adequate to present a true and fair view of the activities and financial and internal governance status of the Company.

Md. Nurul Karim

Chairman, Nomination and Remuneration Committee & Independent Director

Report to the shareholders of

Meghna Cement Mills Limited on **Compliance of Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by Meghna Cement Mills Limited for the year ended 30 June 2022. This Code relates to the Notification No. BSEC/CM-RRCD/2006-158/207/Admin/80 dated 3 June 2018 of the Bangladesh Securities and Exchange Commission.

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

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by the 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:

- (a) 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;
- (b) 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;
- (c) Proper books and records have been kept by the company as required under the Companies Act,1994, the securities laws and other relevant laws; and
- (d) The governance of the company is satisfactory.

Suraiya Parveen & Associates Chartered Secretaries

Suraiya Parveen, FCS Chartered Secretary in Practice





ANNEXURE – C [As per condition No. 1 (5) (XXVii)]

COMPLIANCE REPORT ON CORPORATE GOVERNANCE CODE

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRC-D/2006-158/207/Admin/80, dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report Under Condition No-9)

CONDITION	Title	Compliance Status (Put √ in the appropriate column)		Remarks (If any)
NO.			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 to be less than 5 (five) and more than 20 (twenty).	\checkmark	-	The MCML Board is comprised by 8 Directors including Managing Director and Independent Directors.
1(2)	Independent Directors			
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);	V	-	02 out of 8 directors are appointed as Independent Directors.
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;	V	-	The Independent Directors have declared their compli- ances.
1(2)(b)(ii)	Who is not a sponsor of the company and 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:	V	_	-
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 officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	V	-	-



CONDITION		(Put √ in th	nce Status e appropriate umn)	Demonstra (16 ann.)
NO.	Title		NOT COMPLIED	Remarks (If any)
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;	V	-	-
1(2)(b)(viii)	Who is not an 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);	V	-	-
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 of directors and approved by the shareholders in the Annual General Meeting (AGM).	V	-	-
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90(ninety) days.	√	-	-
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) term only.	√	-	-
1(3)	Qualification of Independent Director (ID)			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	V	-	-
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 bussiness association;	V	-	-
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. 100.00 million or of a listed company;		-	N/A
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 eductional background of bachelor degree in economics or commerce or bussiness or law;	\checkmark	-	-
1(3)(b)(iv)	University Teacher who has eductional background in Economics or Commerce or Business Studies or Law;		-	N/A
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;		-	N/A
1(3)(c)	The independent director(s) 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.		-	N/A



CONDITION	Title	(Put √ in th	nce Status e appropriate umn)	Demostro (if any)
NO.	l itie		NOT COMPLIED	Remarks (If any)
1(4)	Duality of Chairperson of the Board of Directors and Manag- ing 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;	V	-	
1(4)(d)	The Board shall clearly define respective roles and responsi- bilities of the Chairperson and the Managing Director and/ or Chief Executive officer;	V	-	
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.	V	-	
1(5)	The Directors' Report to the Shareholders			
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;	V	-	
1(5)(v)	A discussion on continuity of any extraordinary activities and their impliacations (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 through any others instruments;	-	-	N/A
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;	-	-	N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;		-	N/A
1(5)(x)	A statement of remuneration paid to the directors including independent directors;		-	N/A
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;	\checkmark	-	

CONDITION	Title	(Put √ in th	nce Status e appropriate umn)	Demodes (If any)
NO.	Title	COMPLIED	NOT COMPLIED	Remarks (If any)
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	V	-	
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;	\checkmark	-	
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;	\checkmark	-	
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	\checkmark	-	
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;	\checkmark	-	
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	V	-	
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the resons thereof shall be explained;	√	-	
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	\checkmark	-	
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend(cash or stock) for the year;		-	The Company has declared 5% cash dividend and 5% stock dividend.
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;	\checkmark	-	
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	~	-	6 Board Meeting
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:-	\checkmark	-	
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name -wise details);		-	N/A
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name- wise details);	V	-	
1(5)(xxiii)(c)	Executives;			
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details).	\checkmark	-	
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-	√	-	
1(5)(xxiv)(a)	a brief resume of the director	√	-	
1(5)(xxiv) (b)	nature of his/her expertise in specific functional areas;	√	-	
1(5)(xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	\checkmark	-	
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 disscission of changes in financial statements, among others, focusing on:		-	



CONDITION	Title	Complia (Put √ in th col	nce Status e appropriate umn)	Domeska (If any)
NO.	Title		NOT COMPLIED	Remarks (If any)
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√	-	
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;	\checkmark	-	
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of fianacial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	V	-	
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√	-	
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√	-	
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√	-	
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;	\checkmark	-	
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	√	-	
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 and Annexure-C.	~	-	
1(6)	Meetings of the Board of Directors			
	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.	V	-	
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	\checkmark	-	
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	√	-	
2	Governance of Board of Directors of Subsidiary Company:-			Doesn't have any subsidiary
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
2(b)	At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;	-	-	N/A
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
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
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

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CONDITION	Title	Compliance Status (Put √ in the appropriate column)		Remarks (If any)
NO.	i iue	COMPLIED	NOT COMPLIED	Remarks (ir any)
3.	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO) Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):-			
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);	\checkmark	-	
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC) shall be filled by different individuais;	V	-	
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;	\checkmark	-	
3(1)(d)	The Board shall clearly define respective roles, responsibili- ties and duties of the CFO, the HIAC and the CS;	\checkmark	-	
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be remove from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	\checkmark	-	
3(2)	Requirement to attend Board of Director's Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	\checkmark	-	
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer(CFO)			
3(3)(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:			
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;	\checkmark	-	
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;	\checkmark	-	
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 violation of the code of conduct for the company's Board or its member;	\checkmark	-	
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	\checkmark	-	
4.	Board of Director's Committee For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee;	√	-	
4(ii) 5.	Nomination and Remuneration Committee Audit Committee	\checkmark	-	
5(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 of Directors 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;	\checkmark	-	
5(1)(c)	All members of the audit committee should be 'financially literate' and at least I (one) member shall have accounting or related financial management background and 10(ten)years of such experience;	\checkmark	-	
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 benon-executive directors of the company excepting Chairperson of the Board and shall include at least 1(one) independent director;	\checkmark	-	
5(2)(c)	All members of the audit committee should be "financially literate" and at least I (one) member shall have accounting or related financial management background and 10(ten)years of such experience;	\checkmark	-	
5(2)(d)	When the term of service of any Committee members 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;	\checkmark	-	



CONDITION	Title	Compliance Status (Put √ in the appropriate column)		Remarks (If any)
NO.		COMPLIED	NOT COMPLIED	Reliaiks (II ally)
5(5)(m)	Oversee whether the proceeds raised through Initial public Offering(IPO) or Repeat public Offering(RPO) or Rights Share offer have brrn utilized as per the purpose stated in relevent offer document or prospectus approved by the Commission:	-	-	N/A
5(6)	Reporting of the Audit Committee			
5(6) (a) 5(6)(a)(i)	Reporting to the Board of Directors The Audit Committee shall report on its activities to the Board	√	-	
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;	-	-	No such Incidence arose
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal internal audit and compliance		-	No such Incidence arose
5(6)(a)(ii)(c)	process or in the financial statements;control system; suspected infringement of laws,regulatory compliances including securities related laws, rules and regulations;		-	No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems neces- sary shall be disclosed to the Board immediately;		-	No such Incidence arose
5(6)(b)	Reporting to the Authorities:-			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-	-	No such reportable incidence arose
5(7)	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 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.	\checkmark	-	
6.	Nomination and remuneration Committee(NRC)			Formation of NRC is under process
6(1)	Responsibility to the Board of Directors	√	-	
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee 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;	V	-	
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).	\checkmark	-	
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	\checkmark	-	
6(2)(b)	All member of the Committee shall be non-executive directors;	√	-	
6(2)(c) 6(2)(d)	Members of the Committee shall be nominated and appointed by the Board;	√	-	
υ(∠)(U)	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;		-	No such Incidence arose
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 form such external expert and/or member(s) of staff shall be required or valuable for the Committee;		-	No such Incidence arose

CONDITION	Title	Compliance Status (Put √ in the appropriate column)		Domarke (If any)
NO.	The	COMPLIED	NOT COMPLIED	Remarks (If any)
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.	\checkmark	-	
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;	\checkmark	-	
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;	V	-	
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:		-	
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;		-	No such Incidence arose
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);	V	-	
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;	\checkmark	-	
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:		-	
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to 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;	\checkmark	-	
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;	V	-	



CONDITION	Title	Compliance Status (Put √ in the appropriate column)		Domotico (lf onu)
NO.	The	COMPLIED	NOT COMPLIED	Remarks (If any)
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity,educational background and nationality;	\checkmark	-	
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 ceiteria laid down, and recommend their appointment and removal to the Board;	V	_	
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	\checkmark	-	
6(5)(b)(v)	Indentifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	\checkmark	-	
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	\checkmark	_	
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			
7(1)	The issuer 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 system design and implementation;	V	-	
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	V	-	
7 (1) (iv)	Broker –dealer services;	V	-	
7 (1) (v)	Actuarial services;		-	
7 (1) (vi)	Internal audit services or special audit services;		-	
7 (1) (vii)	Any services that the Audit Committee determines.		-	
7 (1) (viii)	Audit or certifiaction services on compliance of corporate governance as required under condition No.9(1);	\checkmark	-	
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 tenureof their audit assignment of that company; his or her family members also shall not hold ant shares in the said company:	V	_	
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.	\checkmark	-	
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 regulations of the concerned stock exchange(s) $\$	\checkmark	-	
9.	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing Profession- al 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 compli- ance of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	V	-	
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.	\checkmark	-	
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.	\checkmark	-	

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MEGHNA CEMENT MILLS LTD. FOR THE YEAR ENDED 30TH JUNE, 2022

This Report Contained 40 Pages October 27, 2022



Annexure-A

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

October 27, 2022

The Board of Directors Meghna Cement Mills Limited

Subject: Declaration on Financial Statements for the year ended on 30.06.2022.

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMR-RCD/2006-158/207/Admin/80 Dated 03/06/2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- The Financial Statements of Meghna Cement Mills Limited for the year ended on 30.06.2022 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the 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 them financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on 30.06.2022 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 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.

Nore Alam Seddeke Chief Financial Officer

Sayem Sobhan Managing Director



TO THE SHAREHOLDERS OF MEGHNA CEMENT MILLS LTD. REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Meghna Cement Mills Ltd. which comprise the Financial Position as at 30th June 2022, and the Statement of Profit or Loss & 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 and other explanatory information.

In our opinion, the accompanying financial statements give true and fair view, in all material respects, of the separate financial position of the Company as at 30th June 2022, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Emphasis of Matter

We want to draw our attention at Note no: - 6 which is showing an amount of Tk. 4,674,475,384 as Capital work-in –progress (CWIP). As per our physical verification and audit procedures we observed that number of assets (Building & Other Construction VRM Foundation, Feed building for VRM plant, Bag filter building for VRM plant, Coal mill building for VRM plant etc.) with significant values have been categorized as CWIP are already being used by the company.As per para 55 of International Accounting Standards (IASs) 16:-"Depreciation of an asset begins when it is available for use".So it should have been transferred to the fixed assets and applicable depreciation should have been charged.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the contex to four 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. For the matter stated below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Financial Statements. The results of our audit procedures including the procedures performed to address the matter below, provide the basis of our audit opinion on the accompanying financial statements.

Revenue R	ecognition
Key Audit Matters	Our response to the risk
At year end the Company reported total revenue of BDT8,295,406,783/- Revenue from the sale of goods (Cement) is measured at the fair value of the consideration received or receivable, Dividend income and Other Operational Income. There is also a risk thatrevenue may be over stated due to fraud through manipulation resulting from the pressure local management may feel to achieve performance targets.	 We have tested the design and operating effectiveness of key controls focusing on the following: Segregation of duties in invoice creation and modification; Verify and calculate interest income based on daily margin loan balance; Verify the authentication of documents; Timing of revenue recognition. Our substantive procedures in relation to the revenue recognition comprises the following: Obtaining supporting documentation for transactions recorded for fees & commission such as appointment latter, physical verification of invoice, bank statement, accounts receivable and credit notes issued after the year end date to determine whether revenue was recognized in the correct period; Verify the authorization of sales order and approval from the management to sales of share and recognition as capital gain on investment in share; Obtained and verified supporting documents to confirm dividend income such as declaration of dividend, bank statement, and receivable ledger, AIT against dividend and portfolio statement. Critically assessing manual journals posted to revenue to identify unusual or irregular items; and Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.
	aaf Inventory
Key Audit Matters	Our response to the risk
The Company had inventory of BDT 523,562,528/- at 30th June 2022, held in distribution centres, factory warehouses and product lines.	We challenged the appropriateness of managment's assumptions applied in calculating the value of the inventory by:
Inventories are carried at the lower of cost and net realizable value. As a result, the Directors apply judgment in determining the appropriate values for slow-moving or obsolete items.	 evaluating the design and implementation of key inventory controls operating across the Company, including those at a sample of distribution centres, factory warehouses and branches; comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of

Revenue R	Recognition
Key Audit Matters	Our response to the risk
	 a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete; reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year; and challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow- moving/obsolete stock are valid and complete.
Review of Legal and O	Other Related matters
Key Audit Matters	Our response to the risk
Our audit procedures have a focus on information technology systems and controls due to the pervasive nature and complexity of the IT environment, the large volume of transactions processed in numerous locations daily and the reliance on automated and IT dependent manual controls.	We have tested the design and operating effectiveness of the Company's IT access controls over the information systems which is critical to financial reporting. The client has engaged an IT person with us rather giving direct access to the system, and we have run some audit procedures for IT system verification (logical access, changes management and aspects of IT operational controls) by instructing that person.

Materiality

The scope of our audit was influenced by materiality point of view. We set certain quantitative thresholds for materiality. These together with qualitative consideration, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

Overall materiality	Tk. 6,365,688
How we determined it	5% of average profit or loss before tax of the resent 3 years
Rational for benchmark applied	Based on the benchmarks used in the Annual Report, profit or loss before tax is a key measure used by the shareholders in assessing the performance of the company, and is a generally accepted auditing benchmark.

Performance materiality is the application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriate low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments together with our assessment of the Company's overall control environment, our judgment was that performance materiality is 75% amounting Tk. 4,774,266. We have set performance materiality at this percentage due to our previous experience as auditors of the Company from which we concluded that there is a lower expectation of material financial statement inaccuracies due to the Company's limited business nature and only minor audit differences resulting from our prior and current year work. Our approach is consistent with prior year.



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 and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error. The Companies Act, 1994 require the Management to ensure effective internal audit, internal control and risk management functions of the Company.

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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, 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.
- 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 separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 1987, 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 account as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c) the statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) the expenditure incurred was for the purposes of the Company's business;

AKM Kamrul Islam, FCA

Senior Partner Enrollment No-670 Islam Aftab Kamrul & Co. Chartered Accountants Firm Registration No:- N/A DVC: 2211150670AS791699

Dhaka October 27, 2022



MEGHNA CEMENT MILLS LTD.

Statement of Financial Position As at 30 June 2022

Particulars	Note		nt in Taka
	Note	30 June, 2022	30 June, 2021
ASSETS			
Non Current Assets:		8,508,510,414	8,054,984,148
Property, Plant & Equipment	4	3,834,035,030	3,586,955,261
Intangible Assets	5	-	4,241,237
Capital work-in -progress	6	4,674,475,384	4,463,787,650
Current Assets:		4,955,830,907	4,783,264,663
Inventories	7	523,562,528	718,095,434
Trade & Other Receivables	8	1,691,774,765	1,874,139,902
Advance, Deposits & Prepayments	9	1,979,564,181	1,551,469,087
Advance Income Tax	10	582,400,179	493,844,631
Cash and Cash Equivalents	11	178,529,254	145,715,609
T. 4.1 A		10.464.044.004	10 000 040 011
Total Assets:		13,464,341,321	12,838,248,811
EQUITY & LIABILITIES			
Shareholders Equity:		1,658,844,726	1,705,094,958
Share Capital	12	286,517,280	272,873,600
Preference Share	13	1,000,000,000	1,000,000,000
General Reserve	14	166,000,000	166,000,000
Revaluation Reserve	15	23,210,490	28,639,088
Retained Earnings	16	183,116,956	237,582,270
Non Current Liabilities:		5,178,452,725	5,042,295,441
Long Term Borrowings	17	4,753,940,677	4,721,480,969
Gratuity Payable	18	194,838,700	179,184,380
Deferred Tax Liability	19	229,673,348	141,630,092
Current Liabilities:		6,627,043,870	6,090,858,411
Short Term Borrowings	20	3,799,395,456	3,288,068,194
Long Term Borrowings-Current Portion	21	534,504,911	490,683,155
Payable for Other Expenses	22	436,904,007	410,727,278
Income Tax provision	23	256,893,128	168,337,580
Trade Payables	24	1,372,042,950	1,334,279,209
Payable for Other Finance	25	636,700	636,700
Unclaimed Dividend	26	30,033,641	131,704,972
Provision for WPPF	27	22,439,221	13,624,081
Advance Received against Sales	28	174,193,857	252,797,241
Total Equity & Liabilities:		13,464,341,321	12,838,248,811
			.,,
NET ASSETS VALUE PER SHARE (TK)	43	57.90	62.49

The annexed notes form an integral part of these accounts.

for a com

Company Secretary

Place: Dhaka Dated: 27 October, 2022

Sabuen Softw. Director

Swjim Blm

Managing Director

AKM Kamrul Islam, FCA Senior Partner Enrollment No-670 Islam Aftab Kamrul & Co. Chartered Accountants Firm Registration No:- N/A DVC: 2211150670AS791699

MEGHNA CEMENT MILLS LTD.

Statement of Profit or Loss and Other Comprehensive Income For the year ended 30 June 2022

			Amount	t in Taka
Particulars	Note	30 June, 2022	30 Jur	ne, 2021
		00 0unc, 2022	Restated	Reported
Revenue, net	29	8,295,406,783	9,646,847,877	9,646,847,877
Cost of Sales	30	(7,360,803,352)	(8,851,502,298)	(8,851,502,298)
Gross profit		934,603,431	795,345,579	795,345,579
Less: Operation Expense		(344,501,562)	(361,915,130)	(361,915,130)
Other operating income	31	11,441,092	9,845,602	9,845,602
Selling & distribution overhead	32	(136,649,645)	(160,619,032)	(160,619,032)
Administrative overhead	33	(219,293,009)	(211,141,700)	(211,141,700)
Operating profit		590,101,869	433,430,449	433,430,449
		(344,410,005)	(326,801,355)	(326,801,355)
Finance Costs	34	(346,848,861)	(331,710,622)	(331,710,622)
Financial income	35	2,438,856	4,909,267	4,909,267
Profit before WPPF & income tax		245,691,864	106,629,094	106,629,094
Less:Contribution to WPPF		(11,699,613)	(5,077,576)	(5,077,576)
Profit before income tax		233,992,251	101,551,518	101,551,518
Less: Provison for Tax	36	(178,174,848)	(124,993,619)	(27,174,610)
Current Tax Expenses		(88,555,548)	(57,881,087)	55,464,392
Deferred Tax Income/(Expenses)		(89,619,300)	(67,112,532)	(82,639,002)
Profit after tax		55,817,403	(23,442,101)	74,376,909
Other Comprehensive Income:				
Revaluation surplus of property, plant and eq		-	-	-
Income tax on other comprehensive incom Total other comprehensive income	e	-	-	-
		-	-	-
Total comprehensive income		55,817,403	(23,442,101)	74,376,909
Earnings per share (Basic)	37	1.95	(0.86)	2.73

The annexed notes form an integral part of financial statements

Jammagra

Company Secretary

Sabuen Softw. Director

Managing Director

AKM Kamrul Islam, FCA Senior Partner Enrollment No-670 Islam Aftab Kamrul & Co. Chartered Accountants Firm Registration No:- N/A DVC: 2211150670AS791699

Place: Dhaka Dated: 27 October, 2022

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Amount in Taka

Particulars	Share Capital	Preference Share	General Reserve	Revaluation Surplus	Retained Earnings	Total
Balance as on 1st July 2021	272,873,600	1,000,000,000	166,000,000	28,639,088	237,582,270	1,705,094,958
Prior Year adjustment						
Net Profit after tax					55,817,403	55,817,403
Stock Dividend for the year 2020-21	13,643,680				(13,643,680)	ı
Cash Dividend for the year 2020-21					(13,643,680)	(13,643,680)
Preference share Dividend					(000'000'06)	(000'000'06)
Realization of revaluation surplus				(7,004,642)	7,004,642	ı
Adjustment for deffered tax on revalued assets				1,576,045		1,576,045
Balance as on 30 June 2022	286,517,280	1,000,000,000	166,000,000	23,210,490	183,116,956	1,658,844,726

Balance as on 1st July 2020	259,879,620		166,000,000	33,999,277	390,813,981	850,692,878
Prior year adjustment					(110,948,568)	(110,948,568)
Net Profit after tax					(23,442,101)	(23,442,101)
Issue of preference Share		1,000,000,000				1,000,000,000
Stock Dividend for the year 2019-20	12,993,980				(12,993,980)	
Cash Dividend for the year 2019-20					(12,993,981)	(12,993,981)
Realization of revaluation surplus				(7,146,919)	7,146,919	ı
Adjustment for deffered tax on revalued assets				1,786,730		1,786,730
Balance as on 30 June 2021	272,873,600	1,000,000,000	166,000,000	28,639,088	237,582,270	1,705,094,958

Managing Director

Saltren Selm. Director



MEGHNA CEMENT MILLS LTD.

Statement of Cash Flows For the year ended 30 June 2022

Particulars	Note	Amoun	t in Taka
<u>r atticulars</u>	Note	30 June, 2022	30 June, 2021
Cash Flow from Operation Activities: (A)			
Receipts from customers	38.01	9,636,592,195	10,990,694,062
Receipts from other income		13,879,949	9,845,602
		9,650,472,144	11,000,539,664
Payment to suppliers, employee and others	38.02	(7,881,916,787)	(8,250,705,324)
Cash generation from operations		1,768,555,357	2,749,834,340
VAT Paid		(1,237,423,660)	(1,437,878,304)
Gratuity Paid		(8,683,340)	-
Income tax paid	38.03	(88,555,548)	(147,767,673)
Net Cash provided/(used) by Operating Activities		433,892,809	1,164,188,363
Cash Flow from Investing Activites: (B)			
Acquisition of Fixed Assets		(436,524,017)	(3,443,013,194)
Disposal of Fixed Assets		-	
Net cash used by Investing activities		(436,524,017)	(3,443,013,194)
Cash Flow from Financing Activities: (C)			
Long Term Borrowings (Net)		32,459,708	1,725,546,010
Short Term Borrowings		555,149,018	(375,700,316)
Issue of prefernce share		-	1,000,000,000
Interest paid		(346,848,861)	(326,801,355)
Dividend Paid		(205,315,011)	(12,507,152)
Net Cash provided/(used) by Financing Activities		35,444,854	2,010,537,186
		00.040.47	
Net Increase in Cash (A+B+C)		32,813,645	(268,287,645)
Opening Cash & Bank Balances		145,715,609	414,003,253
Cash and Cash equivalents at end of the year		178,529,254	145,715,609
NET OPERATING CASH FLOW PER SHARE (NOCFPS)	44.00	15.14	42.66

formagner Company Secretary

Sabuen Softw. Director

Managing Director



MEGHNA CEMENT MILLS LIMITED

Notes to the Financial Statements As at and for the year ended 30 June 2022

1.00 LEGAL STATUS AND NATURE OF THE COMPANY

1.01 Background of the Company

Meghna Cement Mills Limited (hereinafter referred to as "MCML"/ "the Company") is a public limited company domiciled in Bangladesh which was incorporated on 1st March 1992. The Company has been listed with both Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) on 1995 and 1996 respectively. The registered office of the company is located at Bashundhara Corporate Office, House No. 125/A, Block # A, Bashundhara R/A, Dhaka-1229.

1.02 Nature of the business

The principal activities of the Company are manufacturing and marketing of all kinds of Cement. The company markets its product under the registered trade mark KING BRAND. The manufacturing plant (Unit-1 & 2) of the company is situated at Mongla Port I /A, Mongla, Bagerhat.

2.00 SUMMARY OF SIGNIFICANT ACCOUNTING AND VALUATION POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The specific Accounting Policies selected and applied by the company's management for significant transactions and events that have a material effect within the framework of IAS-1 "Presentation of Financial Statements" in preparation and presentation of financial statements. Compared to the previous year, there were no significant changes in the accounting and valuation principals affecting the financial position and performance of the company. Accounting and valuation methods are disclosed for reasons of clarity.

2.01 BASIS OF FINANCIAL STATEMENTS PREPARATION AND PRESENTATION

2.01.01 Statement of Compliance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1994, the Securities & Exchange Rules 1987, the Listing Regulations of Dhaka and Chittagong Stock Exchanges and other relevant local laws as applicable and in accordance with the International Financial Reporting Standards (IFRSs).

2.01.02 Basis of Measurement

The financial statements have been prepared on Historical Cost Basis except items of fixed assets revalued on 30th June 2010. The company classified the expenses using the function of expenses method as per IAS-1 and the cash flow statement being prepared on cash basis.

2.02 REPORTING PERIOD

The financial period of the company covers one year from 01 July to 30 June in accordance with the requirement of the Notification no. SEC/SRMIC/2011/1240/445 dated April 27, 2016 of Bangladesh Securities and Exchange Commission (BSEC) and sub-section 35 of section 2 of the Income Tax Ordinance 1984 for uniform income year from first day of July to thirtieth day of June as amended by the provision of section 9 of the Finance Act 2015.

2.03 DATE OF AUTHORIZATION

The financial statements were approved by the Board of Directors and authorized for issue on November 07, 2022.

2.04 GOING CONCERN

The Company has adequate resources to continue in operation for foreseeable future and hence, these financial statements have been prepared on going concern basis. As per management assessment there are no material uncertainties related to events or conditions (specifically COVID-19) which may cast significant doubt upon the Company's ability to continue as a going concern.

2.04.01 IMPACT OF COVID-19

The coronavirus (COVID-19) outbreak has greatly impacted on the economy of the country as well as it has impacted on the operations and financial position of the cement industry.

Due to the current Pandemic of COVID-19 the management of the Company makes critical estimates and judgments of matters but not limited to business plan. The management forecast to support going concern assumption, revenue recognition (IFRS 15), inventory valuation (IAS 2), impairment assessment (IAS 36), onerous contract (IAS 37), debt servicing and compliance with covenants (IFRS 7) etc. In addition, management is aware that any modifications in contract may result changes in terms of financial assets and liabilities (IFRS 9), leases (IFRS 16), compensation arrangements with employees (IAS 19) etc.

Management of the Company strongly believes that, there is no need to re-evaluate/re-measure of for the impairment of non-financial assets, fair value of assets and liabilities, any potential decrease in net realizable value of inventory, any adverse impact on employee benefits and employer obligations and the entity's ability to continue as a going concern.

2.05 FUNCTIONAL AND PRESENTATIONAL CURRENCY

These financial statements are prepared in Bangladeshi Taka (Taka/Tk.) currency, which is the company's functional currency. All financial information presented in Taka has been rounded off to the nearest Taka.

2.06 PRESENTATION OF FINANCIAL STATEMENTS

The presentation of these financial statements is in accordance with the guidelines provided by IAS 1: Presentation of Financial Statements.

The Financial Statements comprise of:

- a. Statement of Financial Position;
- b. Statement of Profit or Loss and Other Comprehensive Income;
- c. Statement of Changes in Equity;
- d. Statement of Cash flows; and
- e. Notes to the Financial Statements

2.07 COMPARATIVE INFORMATION AND REARRANGEMENT THEREOF

Comparative information has been disclosed in respect of the year ended on 30 June, 2021 as per IAS 1, paragraph 36 for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for comparing of the current financial statements which has prepared for 12 months as per Note 2.02. Figures for earlier year have been re-arranged wherever considered necessary to ensure better comparability with the current year.

For the revision of the deferred tax calculation in the year 2021 a restated statement of profit or loss and other comprehensive income has been included.

2.08 USE OF ESTIMATES AND JUDGMENT

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

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision of accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are described in the following notes:



SIGNIFICANT ACCOUNTING POLICIES

Note 19:	Deferred tax liabilities (manner of recovery of to deferred tax liabilities).	emporary differences for o	determination of
Note 36:	Income tax expenses		
Торіс		Policy No.	Note No.
Property, p	plant & equipment-Cost	3.01.01	4.00
Property, p	roperty, plant & equipment-Depreciation 3.01.03 4.00		4.00
Valuation	Valuation of inventories 3.05 7.00		7.00
Deferred ta	Deferred tax		19.00
Impairmer	t of property, plant & equipment	3.01.04	N/A

The accounting policies set out below have been applied consistently (otherwise as stated) to all periods presented in these financial statements

3.01 PROPERTY, PLANT AND EQUIPMENT

3.01.01 Recognition And Measurement

Property, plant and equipment are stated at cost less accumulated depreciation/amortization and impairment as per IAS 16: "Property Plant and Equipment" except land which is measured at cost. The cost of an item of property plant and equipment is recognized as an asset if and only if: It is probable that future economic benefits associated with the item will flow to the entity; and the cost of the item can be measured reliably.

An item of property, plant and equipment should initially be recorded at cost. [IAS 16.15] Cost includes all costs necessary to bring the asset to working condition for its intended use. This would include not only its original purchase price but also costs of site preparation, delivery and handling, installation, related professional fees for architects and engineers, and the estimated cost of dismantling and removing the asset and restoring the site (see IAS 37 Provisions, Contingent Liabilities and Contingent Assets). [IAS 16.16-17]

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The costs of the day-to-day servicing such as repair and maintenance of fixed assets are recognized in profit or loss as incurred.

After recognition as an asset, an item of property, plant and equipment whose fair value can be measured reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

The fixed assets as at 30th June 2010 were 1st time revalued to their fair market value as per decisions of the Board of Directors. All fixed assets under property, plant and equipment available on the cut-off date 30th June 2010 were revalued by an independent firm (M/S S. F. Ahmed & Co., Chartered Accountants (Representative of ERNST & YOUNG GLOBAL in Bangladesh during that time) and the revaluation surplus has been incorporated in the financial statements as on 30th June 2010. Any revaluation increase arising on the revaluation of such land, buildings, plant and machinery, furniture, fixtures and equipment is recognized in other comprehensive income and accumulated in equity as revaluation reserve, except to the extent that it reverses a revaluation decreases for the same asset previously recognized in profit and loss, in which case the increase is credited to profit and loss to the extent if the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such Land, building, plant and machinery, furniture, fixtures and equipment is recognized in profit and loss to the extent if the accrease the credit balance, if any, held in the property's revaluation reserve relating to a previous revaluation of that asset.

Depreciation on revalued buildings, plant and machinery, furniture, fixtures and equipment is recognized in profit and loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the property's revaluation reserve is transferred directly to retained earnings. The portion of revaluation surplus related to the depreciation on increased value of a revalued assets has also been transferred to retained earnings directly as per IAS 16, paragraph 41.

Freehold land is not depreciated and Assets held under right of use are depreciated over their expected useful lives on the same basis as own assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

3.01.01 A Transfer of revaluation reserve to retained earnings

The difference between the depreciation based on cost and the depreciation based on revalued value is transferred to retained earnings from the revaluation reserve at gross amount every year. Considering the essence of the inadvertent omission, the company has decided to transfer the difference amount of depreciation at the amount which is net of tax. The company has corrected the treatment with retrospective effect as per IAS-8: Accounting Policies, Changes in Accounting Estimates and Errors.

The company used to make current tax provision based on standard tax rate. Due to the impact of minimum tax, inadmissible & arbitrary disallowances of expenditures made through the assessment process, the standard tax rate is significantly lower than the effective tax rate. Hence, the company has decided to make provision in line with the past trend of assessments. Due to the absence of applying best judgment provisioning method, the previous years' practice has been corrected considering it a material error as per IAS-8: Accounting policies, changes in accounting estimates and errors.

3.01.02 Disposal Of Fixed Assets

On Disposal of Fixed Assets, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the income statement, which is determined with reference to the net book value of the assets and net sales proceeds.

3.01.03 Depreciation

Depreciation begins when the asset is available for use and continues until the asset is derecognized. All items of property, plant and equipment have been depreciated on straight line. The Company is following this policy consistently from past years. Depreciation is charged on a straight-line basis over the estimated useful lives of property, plant & equipment as under:

Category Useful lives	(Year)	Rate (%)
Land and Land Development**		
Building and other constructions	20 years	2-6.67
Plant & Machinery	10 years	4-18.67
Furniture & Fixtures	10 years	10
Office Equipment	5 years	22.79
Motor Vehicle	10 years	20
Sundry Assets	5 years	11.6
Factory apparatus and Loose Tools	5 years	32.25
Vehicle	10 Years	10
**Land is not depreciated as it deemed	to have an infinitive life.	



3.01.04 Impairment

The carrying value of the Company's assets other than inventories, are reviewed to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of the assets or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognized in the statement of comprehensive income in the year concerned. There are no impairment losses are recognized for the period ended 30 June 2022.

3.02 INTANGIBLE ASSETS

Intangible fixed assets are accounted for according to IAS-38 "Intangible Assets." Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the income statement in the year in which the expenditure is incurred. Intangible assets include acquired computer software capitalized on the basis of the costs incurred to acquire and bring to use the Specific software. These costs are amortized over their estimated useful lives.

3.03 LEASES (IFRS-16)

3.03.01 Company as A Lessee

Right-of-use assets

At the date of commencement of the lease, the Company recognizes a right of use asset and a lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The right-of-use asset measured at inception at the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred. The right of use assets is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any. Right-of-use assets are depreciated on straight line basis over the shorter period of lease term and useful life of the underlying asset. The right of use assets is presented separately on the face of the Balance sheet as 'Right of Use Assets' and a corresponding lease liability.

Lease liabilities

The lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined otherwise incremental borrowing rate is used to discount the lease payments. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, less lease payments made.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date). It also applies the lease of low value assets recognition exemption to leases that are considered of low value (range different for different class of assets). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

3.03.02 Company as A Lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. In respect of assets provided on finance leases, amounts due from lessees are recorded as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted in the Statement of Profit and Loss, on accrual basis in accordance with the respective lease agreements.

3.04 CAPITAL WORK-IN-PROGRESS

Capital work-in-progress represents the cost incurred for acquisition and/or construction of property, plant and equipment that were not ready for use at the end of the current reporting period. Capital work in progress is carried at cost and directly attributable expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying assets) which is allocated to the property, plant and equipment on the completion of project.

3.05 INVENTORIES

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the weighted average principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work-in-process, cost includes an appropriate share of production overheads based on normal operation capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Inventory losses and abnormal losses are recognized as expenses. Basis for valuation of inventories are as under:

Category	Basis for valuation
Finished goods and Work-in-process	At the lower of cost and net realizable value. The cost includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.
Raw and packing materials	At the lower of cost and net realizable value.
Stores and spares	At the lower of weighted average cost and net realizable value.
Materials and stores in-transit	At cost including related charges.

3.06 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.06.01 Financial Assets

Financial assets of the company include cash and cash equivalents, accounts receivable and other receivables. The company initially recognizes receivable on the date they are originated. All other financial assets are recognized initially on the date at which the company becomes a party to the contractual provisions of the transaction. The company derecognizes a financial asset when the contractual rights or probabilities of receiving 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 risk and rewards of ownership of the financial assets are transferred.

Trade And Other Receivables

Trade and other receivables are initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less impairment losses due to collectability of any amount so recognized.

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.

Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to profit and loss account.



Cash And Cash Equivalents

Cash and Cash equivalents are carried in the financial position at cost and include cash in hand and with banks on current and deposit accounts, which are held and available for use by the company without any restriction. There is insignificant risk of change in value of the same.

3.06.02 Financial Liability

3.06.03 Financial liabilities are recognized initially on the transaction date at which the company becomes a party to the contractual provisions of the liability. The company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial liabilities include payable for expenses, liability for capital expenditure and other current liabilities

Recognition and Presentation of Preference Shares

The Company issued 10 Crore Preference shares amount TK. 100 Crore as approved by BSEC vide letter no. BCEC/CI/CPLC-600/2019/97. The company recognized this financial instrument as per the intention of the preference share issued band BSEC Consent obtained.

3.07 PROVISIONS AND CONTINGENCIES

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of time value of money is material, provisions are discounted using equivalent period pre-tax government securities interest rate. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

Contingent liability

A contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent asset

Contingent asset is not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

3.08 INCOME TAX EXPENSES (IAS-12)

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the profit or loss account except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

The company has provided current tax provision in the financial statement based on standard tax rate without considering minimum tax, inadmissible & arbitrary disallowance of expenditure made through assessment process. Since the standard tax rate is significantly lower than effective tax rate the company should have made provision accordance to actual assessment result. Therefore, the company has decided to make provision based on past tend of assessment. The management also believe that provision of current tax liability based on standard tax rate was a type of material error as per IAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors"

3.08.01 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. The applicable tax rate for the company is 22.50%. Provision for taxation has been made on the basis of the Finance Act 2022.

3.08.02 Deferred Tax

Deferred tax is recognized using the balance sheet method. Deferred tax arises due to temporary difference deductible or taxable for the events or transactions 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 amount in the balance sheet. 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. The Company recognized deferred tax on temporary difference arose from depreciation on property, plant & equipment.

3.08.03 Current And Deferred Tax for The Year

Current tax and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.09 TRADE PAYABLE AND ACCRUALS

Liabilities for trade and other creditors, which are normally settled on shortly and payable to related parties, are initially recognized at fair value. Liabilities are recorded at the level of estimated amount payable in settlement.

3.10 FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded at the applicable rates of exchange ruling at the transactions date.

The monitory assets and liabilities, if any, denominated in foreign currencies at the balance sheet date are translated at the applicable rates of exchanges ruling at that date. Exchange differences are charged off as revenue expenditure in compliance with the provision of IAS 21: The Effects of Changes in Foreign Exchange Rates. Conversion Rate USD 1 = 103 BDT

3.11 REVENUE RECOGNITION

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaces IAS 18, IAS 11 Construction contracts and related interpretations. Under IFRS 15, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of transfer of control at a point in time or over time and requires judgement.

In compliance with the requirements of IFRS 15: Revenue from the sale of goods (Cement) is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates.

However, there was no material impact of adopting IFRS 15 on the Company's Financial Statements.

i) Sales of Goods

The core principle of IFRS 15 is that an entity will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.



IFRS 15 requires application of 5 step model for revenue recognition.

- Identify the contract(s) with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract
- Recognize revenue when (or as) the entity satisfies a performance obligation.
- Application of this guidance will depend on the facts and circumstances present in a contract with a customer and will require the exercise of judgment.

i) Interest income is recognized when accrued on a time proportion basis.

- ii) Rental income recognized when accrued on the tenancy agreement basis.
- iii) Dividend income recognized when the right to receive the payment is established.

3.12 BORROWING COSTS

Borrowing costs directly attributable to the acquisition/construction of a qualifying asset that necessarily takes substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.13 SHARE CAPITAL:

Proceeds from issuance of ordinary shares are recognized as share capital in equity when there is no contractual obligation to transfer cash or other financial assets.

3.14 CASH FLOW STATEMENT

Statement of Cash Flows has been prepared in accordance with International Accounting Standards IAS-7: "Statement of Cash Flows". Cash flow from operating activities has been presented under direct method.

3.15 STATEMENT OF CHANGES IN EQUITY

Statement of changes in equity has been prepared in accordance with International Accounting Standards IAS-1: "Presentation of Financial Statements".

3.16 EARNINGS PER SHARE

The Company presents its basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the reporting period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

3.17 RELATED PARTY TRANSACTIONS

As per International Accounting Standards IAS-24: "Related Party Disclosures", parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties which have been given in note no. # 40

3.18 SEGMENT REPORTING

A segment is a distinguishable component of the Company that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company is primarily engaged in the manufacture and sale of cement. The Company's business is not organized in different products/geographical components. As there is a single business and geographic segment within which the company operates as such no segment reporting is felt necessary.

3.19 OFFSETTING

Financial assets and liabilities are offset and the net amount is reported in the financial statements only when there is legally enforceable right to set-off the recognized amounts and the company intends either to settle on a net basis, or to realize the assets and to settle the liabilities simultaneously.

3.20 MATERIALITY AND AGGREGATION

Each material class of similar items is presented separately in the financial statements. Items of dissimilar nature or function are presented separately unless they are immaterial.

3.21 RESPONSIBILITY FOR PREPARATION AND PRESENTATION OF FINANCIAL STATEMENT

The Board of Directors is responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act 1994 and as per provision of "The Framework for the Preparation and Presentation of Financial Statements" issued by the International Accounting Standard Committee (IASC).

3.22 EVENTS AFTER REPORTING PERIOD

In compliance with the requirements of "IAS-10" Events after the Reporting Period, post statement of financial position events that provide additional information about the company's position at the statement of financial position date are reflected in the financial statement and events after the statement of financial position date that are not adjusting event are disclosed in the notes when material.

However, the board of directors of Meghna Cement Mills Ltd decided for increasing their sales revenue and explanation of Market. A delivery of King Brand under MCML made from Bashundhara Cement for which an agreement made for Contract Manufacturing between Bashundhara Industrial Complex Ltd and Meghna Cement Mills Ltd.

In addition management of Meghna Cement Mills Ltd. has decided to pay off the amount of Tk. 4,062,061 which is the 80% of the amount kept as provision against the Workers Profit Participation Fund (WPPF) in 2021 of Tk. 5,077,576. However management will take the decision of the WPPF to be deposited in the account of Welfare Fund and Bangladesh Worker's Welfare Foundation Fund Under the Govt. of Bangladesh.

In addition of the above the management of Meghna Cement Mills Ltd. has refunded Tk. 27,000,000 (Net of TDS) which was previously paid off as the remuneration of the managing director without the approval of the shareholders of the company in the AGM.

3.23 GENERAL

These notes form an integral part of the annexed financial statements and accordingly are to be read in conjunction therewith;

Figures in this note and annexed financial statements have been rounded off to the nearest Taka;

Previous year's figures have been regrouped and/or rearranged whenever considered necessary for the purpose of the current year's financial presentation.

3.24 NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET ADOPTED

The Company has consistently applied the accounting policies to all periods presented in these financial statements. The various amendments to standards, including any consequential amendments to other standards, with the date of initial application of 1 January 2021 have been considered. However, these amendments have no material impact on the financial statements of the Company.



		Amount in Taka	
		30 June, 2022	30 June, 2021
4.00	PROPERTY, PLANT & EQUIPMENT 1. Based on Cost: A. Cost:		
	Opening Balance	4,713,402,139	4,225,269,532
	Less: Transfer/Disposal during the year	(527,502)	
	Add: Addition during the year	468,351,547	488,132,607
	Closing Balance	5,181,226,184	4,713,402,139
	B. Accumulated Depreciation:		
	Opening Balance	1,197,191,526	993,111,652
	Less: Transfer/Disposal during the year	(527,502)	~~ / ~~ ~ ~ /
	Add: Charged during the year	214,267,136	204,079,874
	Closing Balance	1,410,931,160	1,197,191,526
	C. Written down value on cost (A-B): 2. Based on Revaluation:	3,770,295,024	3,516,210,613
	A. Cost:	224 527 027	004 E07 007
	Opening Balance Less: Transfer/Disposal during the year	234,527,027	234,527,027
	Add: Addition during the year	-	
	Closing Balance	234,527,027	234,527,027
	B. Accumulated Depreciation:		
	Opening Balance	163,782,379	156,635,460
	Less: Transfer/Disposal during the year	-	
	Add: Charged during the year	7,004,642	7,146,919
	Closing Balance	170,787,021	163,782,379
	C. Written down value on cost (A-B):	63,740,006	70,744,648
	3.Written down value on cost and revaluation (1+2):	3,834,035,030	3,586,955,261

- **4.01** During the year management of the company carried out a revise of the recoverable amount of manufacturing plant and other related assets. The review dose not led to an impairment loss. The recoverable amount of the relevant assets has been determined on the basis of their value in use. It also may mentioned here that no indication of impairment was determined in the year ended on 30 June, 2022.
- **4.02** Depreciation on additions are charged in the year of acquisition. The Company is following this policy consistently. The Details Property, Plant & Equipment Schedule has been shown in Annexure -A/01

5.00	INTANGIBLE ASSETS 1. Based on Cost: A. Cost:		
	Opening Balance	14,838,700	10,649,487
	Less: Transfer/Disposal during the year	-	-
	Add: Addition during the year	-	4,189,213
	Closing Balance	14,838,700	14,838,700
	B. Accumulated Depreciation:		
	Opening Balance	10,597,463	6,356,227
	Less: Transfer/Disposal during the year		
	Add: Charged during the year	4,241,237	4,241,236
	Closing Balance	14,838,700	10,597,463
	C. Written down value on cost (A-B):	-	4,241,237

		Amount in Taka	
		30 June, 2022	30 June, 2021
6.00	CAPITAL WORK-IN-PROGRESS A. Pant and Machinery		
	Opening Balance Add: Addition made during the year	67,880,796 188,700,976	71,504,509
	Less: Adjustment/Transfer to appropriate asset Category	(188,700,976) 67,880,796	(3,623,713) 67,880,796
	B. Building		
	Opening Balance Add: Addition made during the year Less: Adjustment/Transfer to appropriate asset Category	1,280,782,013 17,199,543	788,174,268 492,607,745
	C. Other Construction:	1,297,981,556	1,280,782,013
	Opening Balance	3,115,124,841	653,417,500
	Add: Addition made during the year	211,076,738	2,487,640,323
	Less: Adjustment/Transfer to appropriate asset Category	(17,588,547) 3,308,613,032	(25,932,981) 3,115,124,841
		4,674,475,384	4,463,787,650
7.00	INVENTORIES		
	A. STORES AND SPARES		
	Construction Materials Iron.Steel and non- Ferrous Metal	10,923,398 8,555,177	41,671,683 87,820,878
	Pipe, Tube and Fittings	4,699,329	4,226,172
	Fuel,Oil & Lubricants	24,854,014	33,203,357
	Raw Materials & Chemical Paints & Varnished	496,794 49,494	1,300,786 57,325
	General Hardware	1,221,773	1,286,015
	Loose Tools	571,372	1,029,563
	Domestic Equipments Cords,Ropes and Chain	786,309 9,266,182	392,295 7,952,498
	Insulation Materilas	954,679	947,573
	Laboratory Equipments	60,913	40,913
	Stationery Machinery Equp. & Spare parts	10,250 137,743,770	10,250 128,936,498
	Electrical Equp. & Spare parts	34,172,886	33,620,910
	Office Equipments & Spare parts Miscellaneous	95,731	298,111
	WISCEIIdHEOUS	2,506,122 236,968,193	1,234,933 344,029,762
	The basis of valuation has been stated in note-3		••••

B. STOCK-IN-TRADE

B. STOCK-IN-TRADE	Quantity		
Clinker	9,772.676 MT 8.512.495 MT	57,838,231	67,677,534 26,322,931
Gypsum Fly Ash	11,423.000 MT		7,966,657
Slag Lime Stone	11,899.898 MT 27,902.199 MT		144,284,328 93,644,714
Cement Bags	14,03,286 Pcs	19,406,313	14,465,735
Finished Goods		266,620,104	354,361,899
Loose Cement (In silo)	3,513.595 MT	19,974,231	19,703,773
		286,594,335	374,065,671
Total (A+B)		523,562,528	718,095,434

7.01 All stocks are good and it does not include any wastage and defective materials.

7.02 Management has been carried out a stock taking as on the close of the year found all right in terms of quality and weight

- The cost of inventories recognized as an expenses during the year in the statement of comprehensive income. 7.03
- Inventories are valued at lower cost or net realizable value. Net realizable value is based on estimated selling price less 7.04 sale. any other cost anticipated to be incurred to make the

8.00 TRADE AND OTHER RECEIVABLES

Balance Carrying more than 1 (one) year Balance Carrying more than 6 (six) months Balance Carrying less than 6 (six) months	625,956,663 186,095,224 879,722,878	206,224,197
	1,691,774,765	1,874,139,902



- **8.01** Receivables are unsecured but considered good. All amounts are short-term. The net carrying value of trade receivables value. is considered a reasonable approximation of fair value of trade receivables is considered a reasonable approximation of fair value
- 8.02 There is no such trade receivable due by or to directors or other officers of the Company.
- **8.03** Management considered the receivables are collectable and thus no provision had been made for any receivable.

9.00	ADVANCES, DEPOSITS AND PREPAYMENTS		Amount in Taka	
	,		30 June, 2022	30 June, 2021
	A. Advance: Salary Generals C&F Agents Motor Cars Supplier Sundry Advance to IDLC Govt. of Bangladesh Sub-Total	.02	64,581,096 175,658,536 17,626,907 897,240,864 5,319,902 10,000 520,000,000 1,680,437,305	500 53,909,482 171,032,922 17,626,907 495,301,919 334,972 5,000,000 520,000,000 1,263,206,702
	B. Deposits: PDB Factory Office Security Deposit-REB Mobile Telephone Bank Guarantee Margin CDBL Security Deposit-T & T Security Deposit-BOC (BD) Ltd. Security Deposit-Uttara Finance Security Deposit-Uttara Finance Securi		5,402,625 122,301 197,000 81,604,073 300,000 30,600 64,000 151,230 300,000 100,000 11,970,447 1,525,964 1,581,740 103,349,980	5,402,625 122,301 197,000 84,482,072 300,000 30,600 64,000 151,230 300,000 11,970,447 1,525,964 1,581,740 106,227,980
	C. Prepayments: Prepaid VAT 9. L/C Margin Revolving A/C	.03	25,836,192 169,940,703	5,670,932 176,363,473
	Total (A+B+C)		195,776,896 1,979,564,181	182,034,405 1,551,469,087

9.01 All advances and deposits amount are considered good and recoverable. There is no agreement amount due from directors or officers of the Company.

9.02

Advance to Govt. of Bangladesh represents the amount forcibly taken by the then Care Taker Government. The total amount of Tk.52,00,00,000/= (Fifty Two Crore) was paid in favour of Government of The Peoples Republic of Bangladesh. A Writ Petition no. 8125 of 2009 was filed in the High Court Division of the Hon'ble Supreme Court of Bangladesh. The Hon'ble Court was satisfied enough to issue a Rule Nisi against the Govt. Authorities.

Subsequently the Company got the judgement in its favour at High Court absoluting the Rule in August 2012.

However, in Hon'ble Supreme Court of Bangladesh appellate Division, A civil petition for leave to appeal no. 1172 of 2014 was filed and the petitioners (Bangladesh Bank) filed a civil petition for leave to Appeal along with an application for stay before the Appellate Division of the Supreme Court of Bangladesh against order date 29/08/2012 passed by the High Court Division in favour of the company in writ petition No 8125 of 2009.

9.03

The company has no pending current liability for VAT. VAT current account showed positive balance (advance payment) as of 30 June 2022.

		30 June, 2022	30 June, 2021	30 June, 2021
			Restaed	Reproted
10.00	Advance Income Tax:			
	Opening Balance Add: Addition during the year	493,844,631 88,555,548	487,063,726 147,767,673	487,063,726 147,767,673
	Tax General AIT-Clinker AIT-Spare Parts AIT- Gypsum AIT-Slag	4,245,111 43,560,211 1,772,206 5,632,508 20,167,537	22,280,831 74,164,651 665,620 6,197,224 24,907,580	22,280,831 74,164,651 665,620 6,197,224 24,907,580 24,907,580
	AIT-Flyash AIT-Limestone	5,778,980 7,398,995	7,271,637 12,280,130	7,271,637 12,280,130
	Less: Adjusted during the year	582,400,179 -	634,831,399 (140,986,768)	634,831,399 -
	Less: Adjustment with tax provision of AY: 2020-21) Less: AIT Refund	-	(140,986,768)	-
	Closing Balance	582,400,179	493,844,631	634,831,399

10.01 Advance income tax paid during the year represents tax deducted at source by creditors on purchase of raw materials, tax deducted by customers on bill for cement supply, tax deducted at source from export sales, tax deducted at source from interest income etc.

10.02 Advance income tax paid has been set off with provision for corporate tax to comply with BAS 1 and BAS 32 as and when the Assessment is completed.

11.00	CASH AND CASH EQUIVALENTS	178,529,254	145,715,609
	Cash in Hand	5,166,223	1,629,074
	Currents Accounts with Banks	74,142,196	76,255,314
	STD Accounts with Banks	76,877,155	46,204,081
	FDR with Banks	22,343,680	21,627,140

12.00 SHARE CAPITAL

As per disclosure requirement laid down in schedule under the rule 12(2) of the Securities and Exchange Rules 1987, the followings are the part and percel of share capital.

49.76% 33.46%

16.78%

Authorized share Capital:

50,00,00,000 Ordinary Share of Tk. 10 each

Issued, Subscribed & Paid-up:

28,651,728 Nos.Ordinary Shares of TK. 10 each issued and fully paid-up in cash

1,42,57,100 Ordinary Share of Tk.10 each-Sponsors 95,86,868 ordinary sharge of TK. 10 each-Fl 48,07,760 Ordinary Share of Tk.10 each- Gen. Public

12.01 Movement of share capital:

Opening Balance

Issuance of stock dividend during the year Closing balance

12.02	Position	of of	Shareholding
-------	----------	-------	--------------

 $\begin{array}{c} 1\text{-}500\\ 501\text{-}5000\\ 5001\text{-}10000\\ 10001\text{-}20000\\ 20001\text{-}30000\\ 30001\text{-}40000\\ 40001\text{-}50000\\ 50001\text{-}100000\\ 1000001\text{-}1000000\\ 1000001\text{-}1000000000\end{array}$

No. of Shareholsers 5,087 1,451 114 41 21	No. of Share 608,172 1,993,349 804,647 538,242 533,590 170,387	No. of Share 577,449 1,930,812 587,954 564,875 482,304 208,484
5 9 14 10 7	416,333 885,416 4,278,781 18,422,811	368,102 718,550 4,452,048 17,396,782
6,759	28,651,728	27,287,360

5,000,000,000

142,570,999

95,868,682

48,077,600 286,517,280

272,873,600 13,643,680

286,517,280

5,000,000,000

135,790,350 95,154,070 41,929,180

272,873,600

259,879,620 12,993,980

272,873,600

700,000,000	700,000,000
300,000,000	300,000,000
1,000,000,000	1,000,000,000

13.00 Preference Share Bank Asia Ltd. Sponsor share



MCML has issued of Non-Convertible Cumulative Redeemable Preference Share of BDT. 100.00 core on 17th November 2020 for installation of VRM (Vertical Roller Mill) Plant to increase its production capacity. MCML has been authorized by the board of directors to issue BDT 100.00 core in aggregate principal amount of 9% dividend, Non-Convertible Cumulative and non-listed preference share, redeemable 100 percent in equal annual tranches commencing at the end of 24th months from the date of drawdown. MCML has obtain consent from the Bangladesh Security Exchange Commission vide its letter Reference No. BCEC/CI/CPLC-600/2019/97 dated June 14, 2020 and BCEC/CI/CPLC-600/2019/196 dated September 09, 2020. Each preference share has face value of BDT 10 and total subscribe number of share is 10 crore.

> Amount in Taka 30 June, 2022 30 June, 2021

> Amount in Taka 30 June, 2022 30 June, 2021

2,099,457,195

1,771,584,719

201,005,198

627,806,750

4,753,940,677

54,086,815

166,000,000

166,000,000

33,999,27

555,352,206

191,316,633 605,274,660

36,331,027

4,721,480,969

1,333,206,443

166,000,000

166,000,000

28,639,088

14.00	GENERAL	RESERVE
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Opening balance Add: Transfer from Loan Redemption Reserve

15.00 REVALUATION RESERVE

Opening balance Adjustment of Depreciation on revalued Assets

Adjustment of Depreciation on revalued Assets Adjustment for deferred tax on revaluation surplus Closing Balance		(7,004,642) 1,576,045 23,210,490	(7,146,919) 1,786,730 28,639,088
	30 June 2022	30 June 2021 Restated	30 June 2021 Reported
16.00 RETAINED EARNINGS Opening balance Prior Year adjustment	237,582,270	390,813,983 (110,948,568)	390,813,983
Adjusted Opening balance Profit attributable to the owners of the Company Realization of revaluation surplus Preference share Dividend	237,582,270 55,817,403 7,004,642 (90,000,000)	(23,442,101) 7,146,919 -	74,376,909 7,146,919
Less: Cash Dividend for the year 2020-21 Less: Stock Dividend for the year 2020-21	(13,643,680) (13,643,680) 183,116,956	(12,993,981) (12,993,981) 237,582,270	(12,993,981) (12,993,981) 446,349,848

17.00 LONG TERM BORROWINGS

17.01. IDCOL

17.02. Term Loan

- 17.03. Term Loan-United Commercial Bank Ltd 17.04. Term Loan-The Padma Bank Ltd
- 17.05. Other Finance

17.01 INFRASTRUCTURE DEVELOPMENT COMPANY LIMITED (IDCOL)

This loan has been taken from Infrastructure Development Company Limited (IDCOL) of BDT 1270 million for LC related shipping documents and installation of the energy efficient Vertical Roller Mill (VRM) at Mongla, Bagerhat. The loan is secured by corporate guarantee and personal guarantee of Directors.

The rate of interest is 7%. Interest rate may be revised to 4% per annum subject to obtaining NOC from SREDA and JICA under JICA's EE&C promotion and financing facility.

The tenor 10 (ten) years from the date of first disbursement including Moratorium period. The moratorium period 2 (two) years from the date of first disbursement (for principal only); Interest during moratorium period (IDMP) shall be serviced. The loan is payable by -32 (thirty two) equal guarterly installments (comprised of principal and interest).

17.02 OTHER FINANCE

This represents interest free loan from sister concerns.

18.00 GRATUITY

Opening Balance	179,184,380	156,599,250
Add: Provision during the year	24,337,660	22,585,130
Less:Payment during the year	8,683,340	
Closing balance	194,838,700	179,184,380

19.00 **DEFERRED TAX (ASSETS)/LIABILITIES**

Deferred tax assets and liabilities have been recognized and measured in accordance with the provisions of IAS/BAS 12: Income Taxes. The following is the analysis of deferred tax (assets)/ liabilities presented in the statement of financial position.



	30 June, 2022	30 June, 2021	30 June, 2021
		Restaed	Reproted
	4 44 400 000	74.004.000	74 00 4 000
Opening Balance	141,630,092	76,304,290	76,304,290
Add: Provision during the year (Note-36.01)	89,619,300	67,112,532	82,639,002
Less:Adjustment for deffered tax on revaluation surplus	(1,576,045)	(1,786,730)	(1,786,730)
Closing balance	229,673,348	141,630,092	157,156,562

20.00 SHORT TERM BANK BORROWINGS

A. Janata Bank Ltd. Janata Bhaban Cor. Branch

- B. United Commercial Bank Ltd. Gulshan Branch
- C. Southeast Bank Ltd. Principal Br.
- D. Standard Bank Ltd.

E. Janata bank- Stimu Package

1,236,531,315	1.759.561.421
2,088,581,083	974.294.587
	, ,
269,747,924	210,881,930
-	141,054,131
204,535,133	202,276,126
3,799,395,456	3,288,068,194

The above amount has been taken from Janata Bank, Janata Bhaban, Corporate Branch, Dhaka for working capital. The rate of interest is 11% p.a. Nature of security for the above CC(H)-45 are as follows: a) Raw Materials (Clinker, Cement Bag,Gypsum, etc.) and Finished Goods (Cement in Silo); b) First paripassu charged by way of mortgage in respect of all property and fixed assets; c) First paripassu charged by way of hypothecation in respect of all plant, machinery and properties of the company;

d) Personal guarantee of all Directors.

Name of the Bank	Particulars		
Janata Bank Ltd.	Limit amount:Tk. 175 CrorePurpose:To meet the working capital RequirementsSecurity:Mortgage of all property and fixed assetsInterest rate:Fixed at respective contract datesType of facility:Cash Credit (CC)Validity:31.07.2023		
Janata Bank Ltd.	Limit amount:Tk. 400 CrorePurpose:Importation of raw materialSecurity:Mortgage of all property and fixed assetsInterest rate:Fixed at respective contract datesType of facility:UPASValidity:30.06.2023		
United Commercial Bank Ltd.	Limit amount:Tk. 170 CrorePurpose:Importation of raw materialSecurity:44,200 sft. Of BCDL, 122.5 decimal vacant landInterest rate:Fixed at respective contract datesType of facility:UPASValidity:31.01.2023		
United Commercial Bank Ltd.	Limit amount:Tk. 20 CrorePurpose:To meet the working capital RequirementsSecurity:Mortgage of all property and fixed assetsInterest rate:Fixed at respective contract datesType of facility:Overdraft (OD)Validity:31.01.2023		
Southeast Bank Ltd.	Limit amount:Tk. 185 Crore (Composite Limit)Purpose:Importation of raw materialSecurity:Mortgage of all property and fixed assetsInterest rate:Fixed at respective contract datesType of facility:UPAS		
National Bank Ltd.	Limit amount:Tk. 300 Crore (Composite Limit)Purpose:Importation of raw materialSecurity:Mortgage of all property and fixed assetsInterest rate:Fixed at respective contract datesType of facility:UPAS		
The Padma Bank Ltd.	Limit amount:Tk. 58 CrorePurpose:To meet the working capital RequirementsSecurity:Mortgage of all property and fixed assetsInterest rate:Fixed at respective contract datesType of facility:Overdraft (OD)Validity:04.01.2023		



		[Amount	: in Taka
			30 June, 2022	30 June, 2021
21.00	LONG TERM BORROWINGS- CURRENT PORTION			
	A. IDCOL		406,110,278	200,400,000
	B. Term Loan-NBL			3,096,350
	C. Term Loan-UCBL		128,394,633	287,186,805
			534,504,911	490,683,155
22.00	PAYABLE FOR EXPENSES			
	Electricity Bill		18,483,838	9,419,070
	Water Bill		13,593	23,046
	Conversion Charge		226,195,160	226,195,160
	Salary, Wages & Benefit		18,045,873	39,501,545
	Audit Fees		300,000	125,000
	General Expenses		33,745,376	6,690,487
	Telephone Fax & E-mail Bill		558,372	558,372
	Provision for finance cost		26,167,104	27,414,445
	Co's Cont. to PF		543,152	1,980,260
	VAT at source Payable		41,452,116	35,668,710
	Tax at source Payable		52,083,101	62,314,863
	Office Rent Payable	l	19,316,320	836,320
		:	436,904,007	410,727,278
		30 June, 2022	30 June, 2021	20 June 2021
		30 Julie, 2022	Restaed	30 June, 2021 Reproted
23.00	INCOME TAX PROVISION		Resideu	Reproted
23.00				
	Opening Balance	168,337,580	140,494,693	140,494,693
	Prior year adjustment			
	For the FY: 2020-21	-	-	-
	For the FY: 2019-20		110,948,568	-
	Adjusted Opening balance	168,337,580	251,443,261	140,494,693
	Provision made during the year	88,555,548	57,881,087	(55,464,392)
	Adjustment made during the year for completion of assessment of	00,000,010	07,001,007	(00):0:,000=)
	AÝ 2021-22(IY: 2020-21)			
	Adjustment made during the year for completion of assessment of		(140,986,768)	
	AY 2020-21(IY: 2019-20)			
	Adjustment for omission in making tax provision			
		88,555,548	(83,105,681)	(55,464,392)
	Closing balance	256,893,128	168,337,580	85,030,301
23.01				

Provision for current Tax of the company are as under:

Year	Assessment year	Assessment under section of ITO 1984	Status	Tax Demand/ (Refundable)	 ive Provision rent tax
30.06.22	2022-2023		Current Year		256,893,128
30.06.21	2021-2022	82BB	Assessment completed		85,030,301
30.06.20	2020-2021	83(2)/82C	Assessment completed		140,494,693
30.06.19	2019-2020	83(2)/156/159/120	Assessment completed		110,456,493

24.00 TRADE PAYABLE

Accounts Payable -Cement Bag	24.01	366,229,863	172,845,704
Accounts Payable -Loose Cement		35,555,435	245,208,540
Accounts Payable -LP Gas		8,128,637	7,249,728
C & F and Others-Raw Material		204,936	204,936
Payable to local Suppliers	24.02	961,924,079	908,770,301
		1,372,042,950	1,334,279,209

- 24.01 Account payable Loose Cement represents payable to Bashundhara Industrial Complex Ltd.
- **24.02** This represents amount payable to regular suppliers of raw materials, packing materials, spare parts etc. All suppliers were paid on a regular basis. No interest is charged on the trade payables. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.
- 24.03 The carrying values of trade payables are considered to be a reasonable approximation of fair value.

		Amount	in Taka
		30 June, 2022	30 June, 2021
25.00	PAYABLE FOR OTHERS FINANCE		
	Share Money Deposit		
	Security Deposits	636,700	636,700
26.00	UNCLAIMED DIVIDEND	636,700	636,700
20.00	UNCLAIMED DIVIDEND		
Α	N)General Share Holder Dividend		
	Balance as on 1st July,2021	131,704,972	131,218,143
	Add: Provision during the year	13,643,680	12,993,981
		145,348,652	144,212,124
	Less: Payment during the year Balance as on 30th June,2022	142,315,011 3,033,641	12,507,152 131,704,972
	Balance as on soun sune,2022	3,033,041	131,/04,9/2
В	B)Preference Share Holder Dividend		
	Balance as on 1st July,2021	-	-
	Add: Provision during the period	90,000,000	-
		90,000,000	
	Less: Payment during the period Balance as on 30th June, 2022	63,000,000 27,000,000	-
	(A + B)	30,033,641	-
	$(\mathbf{n} \cdot \mathbf{b})$	00,000,041	
27.00	PROVISION FOR WPPF		
	Balance as on 1st July,2021	13,624,081	13,353,837
	Add: Provision during the period	11,699,613	5,077,576
	Add: Provision for Labour Welfare foundation	11,055,010	0,077,070
		25,323,694	18,431,413
	Less: Payment during the year	2,884,473	4,807,332
	Balance as on 30th June,2022	22,439,221	13,624,081
28.00	ADVANCE RECEIVED AGAINST SALES		
	Amount received from dealer and retailer	174,193,857	252,797,241
		174,193,857	252,797,241
			,,,



29.00

	Amount in Taka	
	30 June, 2022	30 June, 2021
REVENUE		
A. Revenue streams		
Revenue from contracts with customers	8,295,406,783	9,646,847,877
	8,295,406,783	9,646,847,877
B. Disaggregation of revenue from contracts with customers		
Domestic Sales (Note-29.01)	8,249,491,068	9,585,895,429
Export Sales	45,915,715	60,952,448
	8,295,406,783	9,646,847,877

During the year under audit Company sold 12,26,557.65 MT Cement in local market and 5,399.75 MT in local export.

29.01	Gross Domestic Sales		9,486,914,728	11,023,773,733
	Less: VAT		1,237,423,660	1,437,878,304
	Domestic Sales		8,249,491,068	9,585,895,429
30.00	COST OF SALES			
	Opening Stock of raw and p	backing material	354,361,899	466,304,343
	Raw and packing material F		6,404,627,344	7,836,408,077
	Closing Stock of raw and pa		(266,620,104)	(354,361,899)
	Raw and packing material (6,492,369,139	7,948,350,522
	Factory Expenses (Note-30 Opening stock of finished g		868,704,671 19,703,773	914,816,430
	Closing stock of finished g		(19,974,231)	8,039,119 (19,703,773)
	closing stock of millined g		7,360,803,352	8,851,502,298
30.01	Raw & Packing Materials C	onsumed		0,000,000,000
	Opening stock of raw and pa	acking materials		
		Quantity		
	Clinker	11,804.68 MT	67,677,534	91,990,470
	Gypsum	7,609.48 MT	26,322,931	60,588,444
	Fly Ash	3,287.00 MT	7,966,657	31,961,358
	Slag	36,743.09 MT	144,284,328	168,126,002
	Lime Stone	32,698.13 MT	93,644,714	74,586,826
	Cement Bag	1,045,504 PCS	14,465,735	39,051,243
			354,361,899	466,304,343
	Add:Purchased during the y	r ear Quantity		
	Clinker	397,565.00 MT	2,307,821,093	3,170,068,110
	Gypsum	33,550.00 MT	125,604,155	146,296,885
	Fly Ash	78,928.00 MT	185,651,284	214,962,752
	Slag	213,250.00 MT	739,802,635	972,447,468
	Lime Stone	92,890.00 MT	289,352,350	464,158,187
	Loose Cement	417,897.81 MT	2,418,714,066	2,460,446,833
	Cement Bag	24,451,974 PCS	337,681,761	408,027,843
	Closing stock of raw and pa	aking matariala	6,404,627,344	7,836,408,077
	Closing Stock of Taw and pa	Quantity		
	Clinker	9,772.676 MT	57,838,231	67,677,534
	Gypsum	8,512.495 MT	31,789,861	26,322,931
	Fly Ash	11,423.000 MT	27,126,212	7,966,657
	Slag	11,899.898 MT	44,752,115	144,284,328
	Lime Stone	27,902.199 MT	85,707,372	93,644,714
	Cement Bag	1,403,286 PCS	19,406,313	14,465,735
	Dow & Dooking Matarial- A	noumed	266,620,104	354,361,899
	Raw & Packing Materials Co	onsumed	6,492,369,139	7,948,350,522

leghna Cement I	Mills Limited	BREAD CEN		
Amount	in Taka			
30 June, 2022 30 June, 2021				

30.02 FACTORY EXPENSES		
Electricity Bill	282,698,641	372,446,085
Salary, Wages and other benefit	267,943,627	226,769,763
Company's Contribution to PF	1,657,103	1,639,386
Gratuity	11,817,560	11,081,480
Diesel and Lubricants	31,429,278	36,575,158
Repairs and Maintenance- Electrical	35,427,635	39,083,718
Repairs and Maintenance- Mechanical	31,418,396	31,273,672
Repairs and Maintenance- Building	429,506	194,178
Repairs and Maintenance- Jetty		-
Repairs and Maintenance- Vehicles	5,721,241	4,002,875
Repairs and Maintenance- Factory	234,169	-
Water	13,593	180,340
Stock Insurance		-
Survey Charge	212,500	1,831,650
Medical Expenses	1,549,008	1,150,185
Port & Shipping Expenses	8,195,000	10,188,000
Fooding Expenses	2,542,905	1,986,356
Training & Quality Circle Expenses	19,000	10,000
Laboratory Expenses		81,360
Uniform & Liveries	454,959	463,505
Depreciation	186,940,550	175,858,719
	868,704,671	914,816,430
31.00 OTHER OPERATING INCOME		
Truck Fare	6,995,515	5,664,474
Cargo Fare	4,445,577	4,181,128
	11,441,092	9,845,602
32.00 SELLING AND DISTRIBUTION OVERHEAD		
Salary and Wages	80,808,396	91,009,929
Contribution to provident Fund	1,046,591	1,035,401
Gratuity	9,934,400	5,478,600
Advertisement- Sales	7,475,929	3,651,666
Sales promotion	24,294,400	33,726,214
Carriage outward	-	13,403,264
Distribution Expenses		
Depreciation	13,089,929	12,313,958
	136,649,645	160,619,032



	Amount	in Taka
33.00 ADMINISTRATIVE OVERHEAD	30 June, 2022	30 June, 2021
33.00 ADMINISTRATIVE OVERHEAD		
Salary & Benefits	76,555,322	86,219,932
P.F. Contribution	6,017,901	5,953,558
Gratuity	2,585,700	6,025,050
Electricity Bill	1,179,607	973,702
Stationery and Office requisite	959,893	1,330,648
Postage & Telegram	452,363	244,296
Telephone & Fax	3,916,400	5,671,956
Registration & Renewals	10,006,523	8,855,240
Lease Rent & Municipal Taxes	2,020,697	658,150
Conveyance	4,076,652	2,024,202
Gas Bill	.,	594
Consultancy Fees		_
Form and Fees	2,411,694	6,703,439
Subscription	30,160,804	22,616,908
Entertainment	1,234,214	863,747
Paper and periodicals	36,968	29,494
Audit Fees	300,000	156,250
Legal & Consultancy Expenses	9,645,384	2,786,248
AGM Expenses	645,828	451,942
Office Maintenance	9,268,264	4,453,160
Share Expenses	390,110	414,220
Testing Fee	1,509,083	1,713,752
Listing Fee	386,051	440,452
Repairs and Maintenance- Vehicles	60,105	7,670
Game Sports And Recreation	260,505	309,470
Ceremonial Expenses		-
ISO 9001 Expenses		-
Religion & Welfare	801,418	865,034
Rent-A Car	24,007,721	21,497,583
Office Rent	24,192,000	25,023,024
ERP software Expenses	1,712,141	619,055
Depreciation	4,499,663	4,232,923
	219,293,009	211,141,700
34.00 FINANCE COSTS		
Interest Expenses	330,875,541	323,726,898
Finance Lease		-
Foreign exchange (gain)/Loss	15,973,320	7,983,724
	346,848,861	331,710,622
35.00 FINANCIAL INCOME		
Interest of STD	1,622,534	3,765,272
Interest of FDR	816,322	1,143,995
	2,438,856	4,909,267
	2,400,000	7,909,207

36.00 INCOME TAX EXPENSES

In completion with the requirements of para 79 of BAS-12:Income Tax, the major components of tax expenses are given below

30 June, 2022	30 June, 2021	30 June, 2021
	Restaed	Reproted

a. Current Tax expenses:

Current tax expenses in respect of the current year Additional tax expenses due to minimum tax, inadmissible & arbitrary

disallowance of expenditure etc.

b. Deferred tax income/expense:

Deferred tax income/(expense) recognized in the current year Total income tax expenses recognized in the current year(a+b)

36.01 Details of deferred tax liabilities/(Assets)

Carrying amount on reporting date: Property, plant & equipment Intangible Assets

Provision for Gratuity

Tax base on reporting date:

Property, plant & equipment

Taxable/(deductible)Temporary Difference Applicable Tax Rate

Tax on Revalued Assets @ 4% on land value Closing balance of deferred tax(Assets)/Liability Opening balance of deferred tax(Assets)/Liability Changes in deferred tax(Assets)/Liability Adjustment for deferred tax on revaluation surplus Deferred tax charged to P/L and other comprehensive income

36.02 Income tax reconciliation

Profit before tax as per P/L Account Add: Accounting depreciation charged to accounts

Add: Provision for gratuity

Less: Depreciation as per IT rules **Total Income** Tax on Business Income (As per Section-82C) **Net tax liability for the period ended 30 June 2022 Deferred tax Total tax liability during the year**

	57 001 007	
88,555,548	57,881,087	(55,464,392)
00 555 540	== 001 007	(== ((())))
88,555,548	57,881,087	(55,464,392)
89,619,300	67,112,532	82,639,002
178,174,848	124,993,619	27,174,610
		. ,

3,786,738,536	3,539,658,767	3,539,658,767
-	4,241,237	4,241,237
(194,838,700)	(179,184,380)	(179,184,380)
3,591,899,836	3,364,715,624	3,364,715,624
(2,571,129,406)	(2,743,656,819)	(2,743,656,819)
1,020,770,430	621,058,805	621,058,805
22.50%	22.50%	25.00%
229,673,347	139,738,231	155,264,702
	1,891,860	1,891,860
229,673,347	141,630,091	157,156,561
141,630,091	76,304,289	76,304,289
88,043,256	65,325,802	80,852,272
1,576,045	1,786,730	1,786,730
89,619,300	67,112,532	82,639,002
233,992,251	101,551,518	101,551,518
225,513,015	215,468,029	215,468,029
459,505,266	317,019,547	317,019,547
24,337,660	22,585,130	22,585,130
483,842,926	339,604,677	339,604,677
640,773,459	561,462,247	561,462,247
(156,930,533)	(221,857,570)	(221,857,570)
88,555,548	57,881,087	(55,464,392)
88,555,548	57,881,087	(55,464,392)
89,619,300	67,112,532	82,639,002
178,174,848	124,993,619	27,174,610

The applicable tax rate for the company is 22.5% and hence provision for taxation has been made on this basis which is in compliant with the Finance Act, 2021.

As per 82(C), subsection 2 (ii) of the Income Tax Ordinance 1984,Tax deducated under section 53 from import goods by an industrial undertaking (except an industiral undertaking engaged in producing cement, iron or iron products cannot carry forward) instructed by finance act 2021 as raw materials for its own consumption. Any tax deducted or collected at source under this provisions of sections mentioned in caluse (b) shall be the minimum tax on income from the source or sources for which tax has been deducted or collected. To comply with the above mention rule, we have to consider total income tax deducted in import stage during the year of our minimum current income tax under 82(c). This 82(C) under Litigation. However, previous year the company has considered current tax liability under section 82C and sub section 4 of income tax ordinance 1984, i.e. 0.60% of gross receipts.

		30 June, 2022	30 June, 2021	30 June, 2021
	•		Restaed	Reproted
36.03 Reconcilation of Effective Tax Rate				
Profit before tax		233,992,251	101,551,518	101,551,518
Current tax Expense	37.85	88,555,548	57,881,087	(55,464,392)
Deffered tax (Benefit)/Expense	38.30	89,619,300	67,112,532	82,639,002
Total tax expense	76.15	178,174,848	124,993,619	27,174,610
Standard tax rate @ 22.5% Tax rate increased due to minimum tax, inadmiss	22.50 sible	52,648,256	22,849,091	22,849,091
& arbitrary disallowance of expenditure etc		35,907,291	35,031,996	(78,313,483)
Effective tax rate of current tax	37.85	88,555,548	57,881,087	(55,464,392)

Amount	t in Taka
30 June, 2022	30 June, 2021

37.00 EARNING PER SHARE (EPS):

37.01	Basic Earnings per share (EPS) Profit attributable to the Ordinary Shareholders Weighted average number of share outstanding Basic Earnings per share (EPS)	55,817,403 28,651,728 1.95	74,376,909 27,287,360 2.73
37.02	Restated Earnings per share (EPS) Profit attributable to the Ordinary Shareholders Weighted average number of share outstanding Restated Earnings per share (EPS)	55,817,403 28,651,728 1.95	(23,442,101) 27,287,360 (0.86)

No diluted earnings per share required to calculate for the year as there was no scope for dilution of shares during the year under review.

37.03 The calculation of the basic earnings per share is made in accordance with IAS 33 (Earning per Share), dividing the profit for the year by weighting average number of the shares issued.

ngs This represents earnings for the year attributable to the ordinary shareholders. As there was no

37.04 preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary sharehol

38.00 STATEMENT OF CASH FLOWS

The cash flow statement shows the company's cash and cash equivalents changed during the year through inflows and outflows. Cash flows statement has been prepared as per IAS -7 using the Direct Method.

Net cash inflow from operating activities arrived after adjusting operating expenses and taxes paid during the year.

Net cash used in investing activities includes cash outflow for purchase of property, plant and equipment after adjusting sale proceeds.

Net cash inflow financing activities mainly resulted from repayment of long term loan as well as received from short term loan.

Amount in Taka		
30 June, 2022	30 June, 2021	

38.01 Cash receipts from customers:

Gross cash received from customers arrived at after adjusting accounts receivables with revenue for the year. The make-up of :

Opening trade receivables	1,874,139,902	1,672,016,145
Opening Advance received against sales	(252,797,241)	(144,705,604)
Sales during the period	9,532,830,443	11,084,726,181
Closing trade receivable	(1,691,774,765)	(1,874,139,902)
Closing Advance received against sales	174,193,857	252,797,241
	9,636,592,195	10,990,694,062

38.02 Cash payment to suppliers, employees and others:

Cash paid to suppliers arrived at after adjusting cost of raw materials and consumption cost of spares parts consumed with creditors for trade supplies, non-cash items and creditors for revenue expenses. Employee remuneration includes all types of benefits paid and provided both in cash and kind other than the re-imbursement of expenses incurred for the Company's business.

The mark up of:

Purchase of raw and packing material during the year	6,404,627,344	7,836,408,077
General administrative expenses	219,293,009	211,141,700
selling and distribution expenses	136,649,645	160,619,032
Factory overhead	868,704,671	914,816,430
WPPF paid	2,884,473	4,807,332
(Increase)/decreases trade payables	(37,763,741)	(140,288,291)
(Increase)/decreases liability for expenses	(26,176,729)	96,314,696
Increase/(decreases) advance deposite & prepayments	670,610,358	(514,422,295)
Increase/(decreases) store and spares	(107,061,569)	(80,638,199)
Adjustment for non- cash items		
Depreciation	(225,513,015)	(215,468,029)
Provision for Labour Welfare foundation		-
Gratuity provision	(24,337,660)	(22,585,130)
	7,881,916,787	8,250,705,324

38.03 Income Tax Paid

During the year the Company paid Tk. 88,555,548 as advance income tax.

39.00 Key management personnel compensation

The Board of Directors' is directly and indirectly responsible for directing and controlling the business of the company. None of the Directors takes any benefit from the Company as remuneration nor they take any board meeting ataendance fee. Therefore, disclosure on this matter was not promarily essential for us. However, we wil provide necessary disclosures in future if they decide to enjoy any kind of benefit from the compnay against their contributions or services to the company.

40.00 RELATED PARTY DISCLOSURE

Balances and transactions between the Company and its sister concern, and shareholders, which are related parties of the company, have been eliminated are not disclosed in this note. Details of transactions between the Company and other related parties are disclosed below:

40.01 Loan from related parties:

Bashundhara Oil & Gas Company Ltd. Sister Concern long term 260,0 Bashundhara LP Gas Ltd. Sister Concern long term 30,000,0	Name of the related Company	Relationship	Nature of Transaction	30.06.2022
Bashundhara LP Gas Ltd. Sister Concern long term 30,000,0	Bashundhara Logistics Ltd.	Sister Concern	long term	12,236,017
	Bashundhara Oil & Gas Company Ltd.	Sister Concern	long term	260,000
East West property Dev, (pvt.) Ltd Sister Concern long term 272,260,5	Bashundhara LP Gas Ltd.	Sister Concern	long term	30,000,000
	East West property Dev, (pvt.) Ltd	Sister Concern	long term	272,260,565
Bashundhara Paper Mills Ltd. Sister Concern long term 54,363,6	Bashundhara Paper Mills Ltd.	Sister Concern	long term	54,363,621
Bashundhara Cement Industries Ltd. Sister Concern long term 72,379,6	Bashundhara Cement Industries Ltd.	Sister Concern	long term	72,379,686

441,499,889

40.02 Loan to related parties:

Name of the related Company Relation		Nature of	30.06.2022
		Transaction	
Bashundhara Industrial Complex Ltd.	Sister Concern	long term	335,869,155
Bashundhara Textile Ltd.	Sister Concern	long term	700,000
The Daily Bangladesh Protidin	Sister Concern	long term	1,000,000
Bashundhara Shipping Ltd.	Sister Concern	long term	9,506,000
B-Tech Solution Limited	Sister Concern	long term	600,000
Bashundhara Infrastructure Development Ltd.	Sister Concern	long term	10,700,000
Bashundhara Gold Refinery Ltd.	Sister Concern	long term	7,000,000
Sundarban Industrial Complex Ltd.	Sister Concern	long term	11,728,347
Bashundhara Steel & Engineering Ltd.	Sister Concern	long term	10,309,572

387,413,074

40.03 Trading Transaction

Name of the related Company	Relationship	Nature of Transaction	30.06.2022	30.06.2021
BPML, BICL, BLL, BCIL, BSEL, SICL & BLPGL	Sister Concern	Purchase	2,958,581,115	3,268,474,676
BICL, SICL, BLPGL & BFBIL	Sister Concern	Sales	-	150,508,456
BPML, BICL, BLL, BCIL,	Sister Concern	Payable	1,201,070,803	690,016,959
BCEL, SICL & BLPGL				
BFBIL,BICL,BLPGL & EWPD	Sister Concern	Receivable	-	937,504,260

		in Taka
41.00 EMPLOYEES	30 June, 2022	30 June, 2021
Number of employees whose salary below Tk 3,000 per month	NIL	NIL
Number of employees whose salary above Tk 3,000 per month	1258	1203
42.00 CAPACITY & UTILIZATION		
Annual installed capacity (MT)	3,420,000	3,420,000
Annual actual production (MT) Capacity utilized	1,231,751 36%	1,564,629 46%
Capacity utilized	30%	40%
43.00 NET ASSET VALUE (NAV) PER SHARE		
Total Assets	13,464,341,321	12,838,248,811
Less: Total Liabilities	11,805,496,595	11,133,153,851
Net Asset Value (NAV) Number of ordinary shares outstanding (Denominator)	1,658,844,726 28,651,728	1,705,094,959 27,287,360
Net Asset Value (NAV) Per Share (reported)	57.90	62.49
44.00 NET OPERATING CASH FLOW PER SHARE (NOCFPS)		
Net Operating Cash Flows	433,892,809	1,164,188,363
Number of ordinary shares outstanding (Denominator) Net Operating Cash Flows per share	28,651,728	27,287,360
Net Operating Cash Flows per share	15.14	42.66
45.00 CASH FLOW FROM OPERATING ACTIVIES (INDIRECT METHOD)		
Profit for the Year	55,817,403	74,376,909
Adjustment for		
Income Tax expenses recognized in the profit and loss	178,174,848	27,174,610
Finance cost recognized in the profit and loss	346,848,861	331,710,622
Depreciation of non-current asstes	225,513,015	215,468,029
	806,354,127	648,730,170
Movements in Working Capital (Increase)/decrease in inventories	194,532,906	180,915,989
(Increase)/decrease in Trade and other receivable	182,365,137	(202,123,757)
(Increase)/decrease in Advance, deposit and prepayment	(670,610,358)	514,422,295
Increase/(decrease) in Trade payables	37,763,741	140,288,291
Increase/(decrease) in other liabilities	(27,957,196)	29,723,049
Cash generated from operation	(283,905,771)	663,225,867
AIT Refund	-	
Income Tax paid	(88,555,548)	(147,767,673)
	433,892,809	1,164,188,363

As per Clause No. 5 (2) (e) of Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, Dated: 20 June 2018:

46.00 DIRECTOR'S RESPONSIBILITY ON STATEMEMT

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

47.00 DIRECTORS' INTEREST IN CONTRACTS WITH THE COMPANY

There was no transaction resulting in Directors' interest with the company and no leasing facilities have been made available to the Directors.

48.00 RECEIVABLE FROM DIRECTORS

No amount is lying as receivable from the Directors.



49.00 FOREIGN REMITTANCES

No remittances were made in foreign currency on account of dividend, royalty, technical experts, professional advisor fees, interest, etc.

50.00 STATUS OF TAX ASSESSMENT OF MCML

The company has filled the return for Tax assessment for tax assessment year 2021-2022

51.00 FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks:

- credit risk
- liquidity risk
- market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

Risk management framework:

The Company's Board of Directors has overall responsibility for the establishment, developing, oversight and monitoring of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risk faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and system are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has established Internal Audit Department to oversee how management monitors compliance with the Company's risk management policies and procedures, compliance with operational and legal requirements, identification of foreseeable trends and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the result of which are reported to the Board of Directors.

The Company's financial liabilities mainly comprise trade and other payables and short term running finance. The main purpose of financial liabilities is to raise finance for the Company's operation. The Company's financial assets comprise loans to employees, trade and other receivables, bank balances. The Company is exposed to credit risk, liquidity risk and market risk.

51.01 Credit risk

Credit risk is the risk of 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 customers.

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The management of the Company has established a credit policy under which each new customer is analyzed individually creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Purchase limit are established for each customer, which represents the maximum open amount without requiring approval from the concerned authority; these limits are reviewed twice a year. Customers that fail to meet the Company's benchmark creditworthiness may transact with the Company only on a prepayment basis. More than 80 percent of the Company's customers have been transacting with the Company for over fifteen years, and no impairment loss has been recognized against these customers. Trade and other receivable relate mainly to the Company's Wholesale customer. The Company's maximum exposure to credit risk at the reporting date is as follows:

a) Exposure to credit risk:

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

		Amount in Taka
	Note	30 June, 2022 30 June, 2021
Trade & other receivables	8	1,691,774,765 <u>1,874,139,902</u>
Due from inter companies	40.02	387,413,074 415,107,075
Cash and bank balances	11	178,529,254 145,715,609

b) The aging of trade receivables other than other product and services at the reporting date is as follows:

Amount in Taka

		Amoun	t in Taka
Trade receivables		30 June, 2022	30 June, 2021
		507 000 707	F04701(40
Dues within 3 months		527,833,727	584,731,649
Dues over 3 months but within 6 month Dues over 6 months	15	351,889,151 812,051,887	389,821,100 899,587,153
Dues over 6 months		012,001,007	099,007,103
c) Credit exposure by credit rating:			
Trade receivables		1,691,774,765	1,874,139,902
Advance, deposit and prepayments		1,979,564,181	1,551,469,087
Cash and Bank balances: Cash in hand		5,166,223	1,629,074
Cash at bank		173,363,031	144,086,535
1. Agrani Bank Ltd., Motijheel Branch, Dhaka	C/D-0200005927961	5,291,074	10,047,658
2. Arab Bangladesh Bank Ltd., Pragati Sarani Branch	C/D-4028-153842-000	1,669,548	893,382
3. Bank Asia Ltd., Bashundhara Branch, Dhaka	C/D-02333000405	1,799,832	(306,530)
4. Bank Asia Ltd., P.O Motijheel, Dhaka	C/D-000333001979	53,918	28,739
5. Basic Bank Limited, Bashundhara Branch, Dhaka	C/D-4910-01-0000631	2,286,064	208,872
6. Dutch-Bangla Bank Ltd., Bashundhara Branch	C/D-0147110000002762	1,942,209 310,203	2,868,324 124,647
7. Dhaka Bank Limited., Banani Branch, Dhaka	C/D-206-100-24257	10,785	11,750
8. Farmers Bank Limited., Gulshan Corporate Branch, Dhaka	C/D-0111100087448	966,628	964,054
9. First security Islami Bank Ltd., Gulshan Br. 10. IFIC Bank Ltd., Dhanmondi Branch, Dhaka	C/D-02744 C/D-1006-128247-001	200,020	-
11. Islami Bank BD Ltd., Head office Complex Br. Dhaka	C/D-205021301000888211	40,125	40,850
12. Islami Bank BD Ltd., Baridhara Branch, Dhaka	C/D-20503420100011301	21,388,612	9,276,560
13. Janata Bank, Janata Bhaban., Corporate Branch.	C/D-001003857	1,604,730	5,464,315
14. Janata Bank Ltd., Mongla Port compound Br.	C/D-217	1,860,639	1,179,083
15. Janata Bank Ltd.	C/D-284	61,776	141,766
16. Janata Bank Ltd., Helatola Road Br. Khulna	C/D-3501	230,165 1,539	303,659 17,729
17. Janata Bank Ltd., Helatola Road Br. Khulna	C/D-3621	20,810	21,500
18. Janata Bank Ltd., Nawapara Branch, Jessore	C/D-1893	53,460	55,071
19. Mercantile Bank Itd., Main Branch, Dhaka	C/D-010111100082891	965,995	393,521
20. Mutual Trust Bank Limited., Bashundhara Branch 21. National Bank Ltd., Pragati Sarani Branch	C/D-0210000128 C/D-0098-33004449	9,366,283	4,049,252
22. National Bank Ltd., Plagati Salahi Branch, Dhaka	C/D-1999001966409	3,109,212	588,003
23. NCC Bank Ltd., Bashundhara Branch, Dhaka	C/D-0096-0210001000	858,489	332,154
24. Southeast Bank Limited., Principal Branch, Dhaka	C/D-11100011541	1,095,786	702,054
25. Southeast Bank Ltd., Bashundhara Branch	C/D-11100000317	817,393	240,407
26. Social Islami Bank Limited, Principal Branch, Dhaka	C/D-13300007622	626,017 41,488	627,436 42,178
27. Social Islami Bank Limited, Foreign Ex. Branch, Dhaka	C/D-13300000923	9,024,159	826,983
28. Social Islami Bank Limited., Bashundhara Branch.	C/D-1330000226	1,849,830	1,024,890
29. Standard Bank Ltd., Monshikhula Branch	C/D-33002183	36,186	29,018
30. Standard Bank Ltd., Principal Branch, Dhaka 31. Shahajalal Islami Bank Ltd., Gulshan Branch, Dhaka	C/D-00233011404 C/D-11100004821	94,657	95,347
32. Sonali Bank Limited, Mongla Port Branch.	C/D-29140020000115	67,335	1,194
33. Trust Bank Ltd. Sena Kalyan, Bhaban Branch,Dhaka	C/D-0210002402	78,865	79,555
34. United Commercial Bank Ltd., Bashundhara Branch, Dhaka	C/D-0991101000000251	2,133,788	3,126,015
35. United Commercial Bank Ltd., Gulshan Branch, Dhaka	C/D-0541101000003457	3,586,175 763,449	888,311
36. Janata Bank Ltd., Jamuna Future Park, Dhaka	C/D-0100212988795	34,970	35,660
37. UNION Bank Ltd., Gulshan Branch, Dhaka	C/D-00001263	1,556,153	464,945
38. Bank Asia Ltd., Bashundhara Branch,Dhaka	STD-02336000048	50,000	50,000
39. Bank Asia Ltd., Bashundhara Branch,Dhaka	STD-02336000133	7,282,301	31,831,910
40. Dhaka Bank Limited, Banani Branch, Dhaka 41. IFIC Bank Ltd., Dhanmondi Branch, Dhaka	SND-206-150-2447	10	3,998
42. Islami Bank BD Ltd., Baridhara Branch, Dhaka	STD-1006-134531-041 SND-20534209-3613	147,724	145,457
43. Janata Bank, Janata Bhaban., Corporate Branch. Dhaka	STD-004000664	1,241,045	1,305,832
44. Pubali Bank Limited., Kuril Bishaw Road Branch, Dhaka	SND-3937102000107	9,273,245 41,802	10,677,655 130,670
45. United Commercial Bank Ltd., Bashundhara Branch, Dhaka	STD-009913200000141	57,284,875	33,425,525
46. United Commercial Bank Ltd., Gulshan Branch, Dhaka	STD-054130100000327	20,096,504	19,454,901
47. Trust Bank Ltd. Sena Kalyan, Bhaban Branch, Dhaka.	FDR - 13604	2,247,176	2,172,239
48. Southeast Bank Limited, Principal Branch, Dhaka.	FDR-897 & 880		

The Company's maximum exposure to credit risk at the reporting date is trade receivable. To mitigate the credit risk against trade receivables, the Company has a system of specific credit line period to the distributor which is regularly monitored.



51.02 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Therefore, managing sufficient cash, the availability of funding through an adequate amount of committed bank facilities, the company manages the liquidity risk. The Company's maximum exposure to financial liabilities as at the reporting date is as follows:

Non derivative financial liabilities	Year	Carrying Amount	With in 12 months 1 to 5 year	
Short term bank loan	30.0	3,799,395,455		
Trade payables	6.22	1,372,042,950		
Liability for expenses	1	436,904,007		
Bank overdraft	1	204,535,133		
Long term bank loan		4,753,940,677	534,504,911 4,219,435,7	66

51.03 Market risk

Market risk is the risk that changes in market prices, such as foreign exchanges rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

a) Currency risk:

The company is exposed to currency risk on sales, purchase that are denominated in a currency other than the respective functional currencies of the entities, primarily the BDT Tk. but also USD. The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to Company's operating activities with the foreign suppliers.

(ii) Foreign exchange rate sensitivity analysis for foreign currency expenditures:

A strengthening or weakening of the Taka, as indicated below, against the USD at 30 June 2019 would have increased/(decreased) equity and profit or loss. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the reporting date. The analysis assumes that all other variables, in particular interest rates, remain constant.

b) Interest rate risk:

c)Other Price risk

The Company ensuring that between 45 and 65 percent of its exposure to changes in interest rates on borrowings is on a fixed-rate basis, taking into account assets with exposure to changes in interest rates. The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates rates rates rates rates rates and running finance.	Equity price risk arises from available-for-sale equity securities held for meeting partially the unfunded portion of the Company's defined benefit pension obligations as well as investments at fair value through profit and loss (other than those arising from interest rate risk and currency risk). The Company is not exposed to any equity price risk, as the Company does not have any investment in equity shares and also to commodity price risk.
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The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern;
- to provide an adequate return to shareholders;

The Board of Directors has set a policy to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Capital consists of total equity attributable to the equity holders. The Board of Directors monitors the level of capital as well as the level of dividend to the ordinary shareholders.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend, return capital to shareholders, issue new shares or obtain long-term debt.

No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2019.

53.00 COMPARATIVES

- **53.01** Figures appearing in these accounts have been rounded off to the nearest taka.
- **53.02** Previous year's figures and account titles in the financial statements have been rearranged and reclassified, wherever necessary for the purpose of comparison, without, however, creating any impact on the profit and value of assets and liabilities as reported in the financial statements for the current year.

54.00 EVENTS AFTER THE REPORTING PERIOD

54.01 Declaration of dividend and date of Annual General Meeting (AGM)

The Board of Directors of Meghna Cement Mills Limited, a meeting held on November 07, 2022, has recommended Cash dividend @ 5% (i.e. Tk 0.05 Per share of Tk. 10 each) and 5% stock dividend for the year ended on 30 June 2022. These dividends are subject to final approval by the shareholders at the forthcoming Annual General Meeting (AGM) of the Company.

& Equipment		Balance as	on 01.07.2021
Annexure- A/01: Property, Plant & Equipment a) Based on Cost i) Own Assets		PARTICULARS	
Anne	SI.	No.	
▶ 160			

S.			COST			Rate		DEPRECIATION	ATION		WRITTEN DOWN
No.	. PARTICULARS	Balance as	Addition during	Adjustment/	Total cost as	of	Balance as	Charged during Adjustment/	Adjustment/	Accumulated	VALUE
		on 01.07.2021	the year	Disposal	on 30.06.2022	Dep(%)	on 01.07.2021	the year	Disposal	Depreciation	As on 30.06.2022
		1	2	3	4(1+2-3)	5	9	7	8	9(6+7-8)	10(4-9)
01.	Leasehold Land	17,643,565			17,643,565			ı		1	17,643,565
02.	Freehold Land	23,521,494		,	23,521,494		,			ı	23,521,494
03.	03. Building & other consturction	1,018,385,029	17,588,547		1,035,973,576		138,194,559	37,585,561		175,780,120	860,193,456
04.	Plant & Machinery	2,990,828,410	444,302,588		3,435,130,998	4-18.67	568,107,475	131,963,365	ı	700,070,840	2,735,060,158
05.	05. Furniture and Fixture	19,705,966	76,319		19,782,285	10	17,348,033	1,227,242	ı	18,575,275	1,207,010
06.	06. Office Equipment	41,645,654	1,256,356		42,902,010	22.79	36,471,570	2,275,407		38,746,977	4,155,033
07.	07. Motor Vehicles	301,847,565	572,160	527,502	301,892,223	20	202,613,098	20,982,874	527,502	223,068,470	78,823,753
08.	Factory Apparatus						,				
	& Equipment	4,493,477	4,200		4,497,677	32.25	3,669,390	194,619	i	3,864,009	633,668
09.	09. Sundry Assets	21,275,479	4,551,376		25,826,855	11.6	8,194,761	1,226,735		9,421,496	16,405,359
	Total Taka:	4,439,346,639	468,351,547	527,502	4,907,170,684		974,598,886	195,455,803	527,502	1,169,527,187	3,737,643,497
	ii) Leased Assets										
01.	01. Vehicle	274,055,500			274,055,500	10	222,592,640	18,811,333		241,403,973	32,651,527
	Total Taka:	274,055,500			274,055,500		222,592,640	18,811,333		241,403,973	32,651,527

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3,770,295,024

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527,502

468,351,547

4,713,402,139

Total Taka:(i+ii)

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<u>.</u>			COSI			Кате		DEPRECIALION	ALION		WKITIEN DOWN
No.	PARTICULARS	Valuation as	Addition during	Adjustment/	Total cost as	of	Balance as	Charged during	Adjustment/	Accumulated	VALUE
		on 01.07.2021	the year	Ďisposal	on 30.06.2022	Dep(%)	on 01.07.2021	the year	Ďisposal	Depreciation	As on 30.06.2022
		1	2	3	4(1+2-3)	5	6	7	8	9(6+7-8)	10(4-9)
01.	01. Leasehold Land.	6,131,435			6,131,435					1	6,131,435
02.	02. Building & other Consturction	61,600,426			61,600,426 2-6.67	2-6.67	19,704,802	1,699,978		21,404,780.46	40,195,646
03.	03. Plant & Machinery	164,121,362			164,121,362 4-18.67	4-18.67	141,403,786	5,304,651		146,708,437.00	17,412,925
04.	04. Furniture and Fixture	1,666,583			1,666,583	10	1,666,570	13		1,666,583.00	
05.	05. Office Equipment	,				22.79				1	
00.	06. Motor Vehicles	'			,	20					
07	07 Factory Apparatus	1,007,221			1,007,221		1,007,221			1,007,221.00	
	& Equipment					32.25				1	
08.	. Sundry Assets					11.6					
	Total Taka:	234,527,027			234,527,027		163,782,379	7,004,642	'	170,787,021	63,740,006
	Total Taka:(a+b)	4,947,929,166	468,351,547	527,502	5,415,753,211		1,360,973,905	221,271,778	527,502	1,581,718,181	3,834,035,030
	c) Intangible assets										
01.	01. Software SAP ECC6.0	14,838,700			14,838,700	10	10,597,463	4,241,237		14,838,700	
	Total Taka:	14,838,700			14,838,700		10,597,463	4,241,237	,	14,838,700	
	Total Taka:(a+b+c)	4,962,767,866	468,351,547	527,502	5,430,591,911		1,371,571,368	225,513,015	527,502	1,596,556,881	3,834,035,030

Memories From 29th Annual General Meeting





JANUARY

S	м	т	W	т	F	S
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29	30	31				

APRIL

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JULY

OCTOBER

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FEBRUARY

MAY

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28	29	30	31			

AUGUST

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24	25	26	27	28	29	30

DECEMBER F w Т S S М Т 1 2 3 4 5 6 7 8 9 10 12 13 15 11 14 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31

Annual Repo	ort 2022





Registered Office: 125/A, Block-A, Bashundhara R/A, Dhaka-1219

PROXY FORM

I/We	of
	being a
- · · · · · · · · · · · · · · · · · · ·	the Company") hereby appoint, Mr. /Ms
	of
on 29 December, 2022 at 11.00 P.M. "throug	at the 30h Annual General Meeting (AGM) of the Company to be held Jh Digital Platform" and at any adjournment thereof or any poll that vote on my/our behalf as he/she thinks appropriate on all resolutions.
Dated this	
Signature of the Shareholder	Signature of Proxy
Folio/BO ID No.	Folio/BO ID No.
Date :	Date :
	Signature Verified
Signature of the witness	Authorized Signature
Signature of the witness	Meghna Cement Mills Limited
	imped, must be deposited at the Head and Share Office of the he time fixed for the holding of the meeting.



ATTENDENCE SLIP

I hereby record my presence at the 29th Annual General Meeting of the Company on 29 December, 2022. Name

Signature Verified

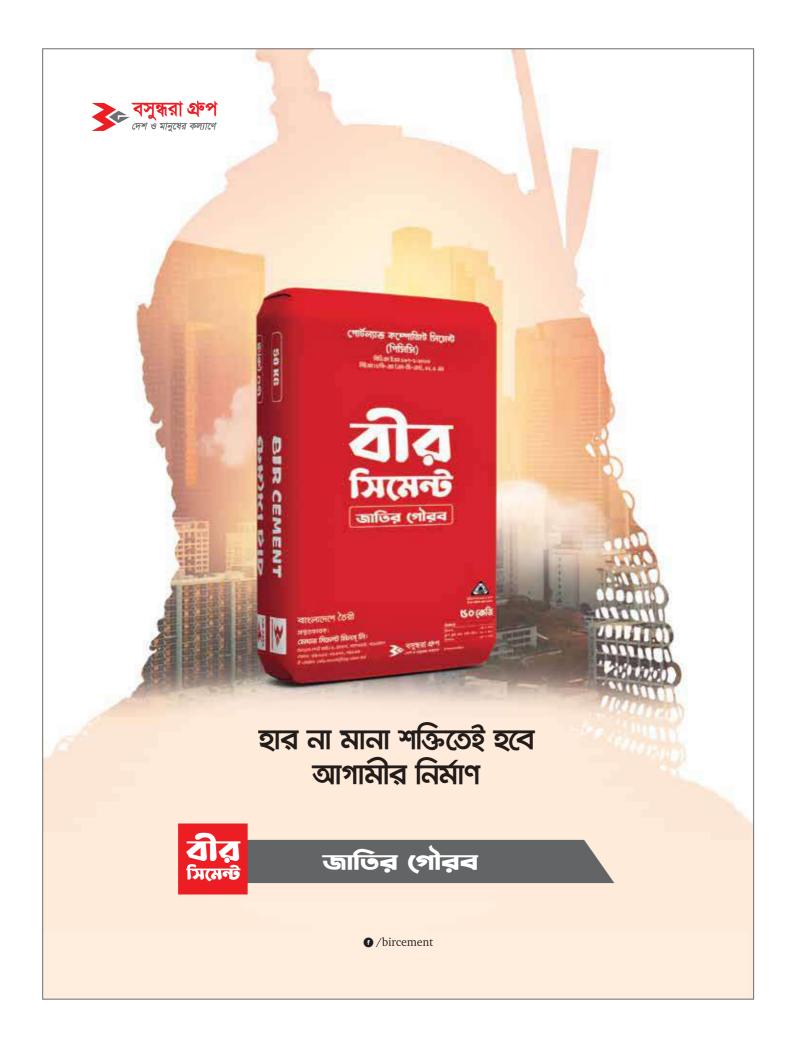
Signature

Authorized Signature Meghna Cement Mills Limited

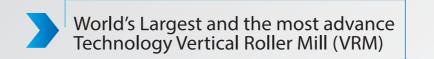
******* Please complete this Attendance Slip and deposit at the registration counter on the day of the meeting.



Shareholders' Note :







Vertical Roller Mill (VRM) is the most advanced technology in cement production procedure. Its grinding efficiency combined with its ability to dry, grind and classify within a single unit gives it an ubriours advantage over other methods.

King Brand has adapted VRM from FLSmidth, Denmark in the factories to ensure the best quality product and its production capacity is 1,66,000 bags per day.

