



#### Respected Member & Honorable Shareholders,

Assalamualaikum,

On behalf of the Board of Directors and on my own behalf I welcome you all to the 17<sup>th</sup> Annual General Meeting. The Board of Directors is pleased to take the opportunity to present to you the Audited Financial Statements of the Company for the ended June 30, 2023, the Auditors' report and the Directors' Report thereon along with the Company's performance and other matters in terms of Companies ACT 1994, the guideline issued by Bangladesh Securities and Exchange Commission and Bangladesh Accounting Standards.

#### CHAIRMAN AND MANAGING DIRECTOR

The chairman and the Managing Director of the Company are different individuals. The roles of the Chairman and the Managing Director are clearly established, set out in writing, and agreed upon by the Board to ensure transparency and better governance. Their detailed resume is disclosed on page 11 of this Annual Report-2023.

#### INDEPENDENT DIRECTOR

The Independent Directors have been appointed to the Board as per the guidelines of the Bangladesh Securities and Exchange Commission (BSEC). Two distinguished Independent Directors have been performing their duties and responsibilities efficiently for the greater interest of the company. **Dominage Steel Building Systems Ltd** has been greatly benefited from their service. Their detailed resume is disclosed on page 13 of this Annual Report-2023.

#### AN INDUSTRY OUTLOOK AND FUTURE DEVELOPMENT

**Dominage Steel Building Systems Ltd. (DSBSL)** is experiencing steady growth for the last couple of years and aims to be the market leader in Bangladesh. DSBSL plans to capture the unexplored sectors of the Pre-Engineered Building (PEB) in Bangladesh as well as in foreign markets. DSBSL has plan to establish a galvanizing unit that will enable it to create product variation to compete in greater sectors like transmission lines, hot-rolled galvanized sections etc., Also, DSBSL has a future plan to manufacture welding electrodes as a backward linkage which will enable it to reduce the cost of production and give it a competitive edge over its competitors.

In addition to our current continuous work, we are going to start dredging work. In this connection we has already acquired two cutter suction dredgers in our fleet. We hope that the Bangladesh government will allocate budget for dredging work in the coming year and we will be able to secure some work.

#### FUTURE PLAN OR PROJECTION OR FORECAST FOR THE COMPANY'S OPERATION, PERFORMANCE, AND FINANCIAL POSITION

In addition to our current continuous work in pre-fabricated steel building and construction work, we are now ready for taking dredging work. We hope that the Bangladesh government will start the process of dredging the river in the coming year with our competency we will be able to start dredging works. If everything is favorable, we expect a good profit from this sector which we will inform shareholders in time.

#### SEGMENT REPORTING

**Dominage Steel Building Systems Ltd.** is a pre-engineered steel building manufacturer, construction materials supplier and construction service provider. Business activities of **DSBSL** are not recognized on the basis of differences in products and services or variations in geographical areas of operations. **DSBSL** has been manufacturing steel structures in its factory and when the structure left the factory **DSBSL** recognized that the product has sold out. Basically, **DSBSL** has to sell a package to its potential buyer. So, no need to show the performance of segment-wise or product-wise performance.

## EMPHASIS OF MATTER

- (1) As disclosed in note no. 35.01 of the financial statement, the company's EPS has significantly fell due to decrease in revenue and overall market conditions.

### Management Response:

The company's earnings per share (EPS) have decreased substantially due to the increase in the cost of goods sold. These increased costs stem from various factors, including higher cost of raw materials resulting from high fluctuation in exchange rate, increase in fuel and electricity price, higher transportation and labor cost, price hike of steel materials from global manufacturers and elevated overhead costs. Furthermore, the company's revenue has declined compared to the previous year due to the ongoing global economic downturn and a slowdown in industrial activity and infrastructure projects within the country.

- (2) The total IPO Fund was not utilized within the stipulated time and the company has taken further time extension from Bangladesh securities exchange commission.

### Management Response:

The company has already utilized most of its IPO proceeds, except for the building & construction and electrical installation segments. These two portions are currently on hold due to the ongoing global economic downturn, leading to less work order compared to the previous period. As a result, Dominance's management has decided not to increase existing production capacity and postpone the extension work which will increase overhead cost due to utilized production capacity thereby putting a negative impact on the profitability. It is important to note that the Bangladesh Securities and Exchange Commission (BSEC) has granted an extension of time until March 2024, vide letter no. BSEC/CFD/06/2021/Part-02/1254 dated January 11, 2023

- (3) The company has recognized the dredger purchased from IPO proceeds in the property, plant and equipment during the year as disclosed in note no. 4.00. The dredger was due to be installed and complete the assembling by November 2022. However, the supplier extended the time up to May 2023, and the installation was completed in May 2023 and was capitalized accordingly during the period.

### Management Response:

M/S Arena Construction & Engineering was awarded for the supply and installation of the said dredger, and it was scheduled to handover by November 2022. Some of the essential parts of the said dredger were imported. Due to the global supply chain problem and significant exchange rate fluctuation, required import activities could not be performed in due time and the contractor applied for time extension. For this, we had to extend the making period of the said machine considering practicality. However, the equipment is now fully ready for operation.

- (4) The Company's inventories are carried in the statement of financial position at June 30, 2023. The company reported project work in progress of Tk. 318,923,838. Out of which Tk. 172,218,873 reported as non-current portion and Tk. 146,704,966 reported as inventories (current portion). On June 30, 2023 we were not able to visit the factory premises due to the company's limitation, however at a later date (26.07.2023) surprise visit was conducted at factory for physical verification to confirm their inventory. The company provided project wise inventory and other related documents along with a written explanation in this regard.

### Management Response:

Due to Eid al Adha holiday schedule, performing the factory visit in the required time frame was not possible. But it was conducted later.

- (5) As disclosed in note no. 18.01, an amount of \$1674.83 equivalent to BDT. 180,881 was received in FC Account for IPO that remain untraceable by the company but was reflected in cash & cash equivalent as against to other liabilities.





#### **Management Response:**

We received the said amount dated 31 January 2023 in our foreign currency (FC) account open for the IPO, although the account balance was nil previously. We are working to identify related information regarding the fund received.

#### **RISKS&CONCERNS:**

Risk assessment and mitigation is an integral part of any business.

Risk management is the prioritized process of analyzing exposure to risk and probability of risks occurring as well as determining how best to handle such exposures. This involves identifying and characterizing the risks involved, assessing the threat from each, assessing mitigatory precautions and ways for cost effectiveness and devising a comprehensive risk management strategy to reduce those risks.

The management of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework. We have a robust system of managing business risk. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has exposure to the following risk for its use of financial instruments.

#### **Credit Risk**

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables. Management has a credit policy in place that are controlled and monitored in accordance with terms and conditions prescribed in work order. As at 30 June 2023 the entire part of the receivables are related to the sale of goods and subject to insignificant credit risk. Risk exposure from other financial assets, i.e., Cash at bank and other external receivables are nominal.

#### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach in managing liquidity (cash and cash equivalents) 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. Typically, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses including financial obligation through the preparation of the cash flow forecast with due consideration of timeline of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Extremely stressed conditions the Company may get support from the related Company in the form of short-term financing.

#### **Market Risk**

Market risk is the risk that any changes in market prices such as foreign exchange rates and interest will affect the Company's income or the value of its holdings and financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

#### **(a) Currency risk**

The Company is exposed to currency risk on certain revenues and purchases such as revenue from foreign customers and imports of raw materials, machinery, and equipment. The majority of the Company's foreign currency transactions are denominated in USD and relate to procurement of materials, machineries and equipment from abroad.

#### (b) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. The foreign currency loan is subject to floating rates of interest. Local loans are, however, not significantly affected by fluctuations in interest rate risk. The Company has not entered into any type of derivative instrument in order to hedge interest rate risk as of the reporting date.

#### EXTRA-ORDINARY GAIN OR LOSS

Extraordinary gains or losses refer to infrequent and unusual gain or loss which is not part of the Company's ordinary/day-to-day operations. As to the Company, there was no such gain or loss during the year under-reporting.

#### RELATED PARTY TRANSACTIONS

Related party transactions have been disclosed in note no. 36.04 the notes to the financial statements.

#### THE NOMINATION AND REMUNERATION POLICY

According to the Company Act-1994 & Memorandum and Articles of Association of Dominance Steel Building Systems Ltd., the executive director of the company will get remuneration, and the non-executive director only gets board meeting fees. There are following the nomination and remuneration are given below:

Name	Designation	Status	Nature of Transaction	Amount (Taka)
Mr. Muhammad Shamsul Islam	Chairman	Non-executive	Honorarium	-
			Board Meeting Fees	16,000
Mr. Mohammad Rafiqul Islam	Managing Director	Executive	Remuneration	1,500,000
			Board Meeting Fees	16,000
Mr. Sujit Saha	Director	Non-executive	Remuneration	-
			Board Meeting Fees	12,000
Mr. Rakibul Islam	Director	Non-executive	Remuneration	-
			Board Meeting Fees	8,000
Mr. Abul Kalam Bhuiyan	Director	Non-executive	Remuneration	-
			Board Meeting Fees	8,000
Mr. Tapan Chandra Banik	Independent Director	Non-executive	Remuneration	-
			Board Meeting Fees	14,000
Mr. Md. Mizanur Rahman	Independent Director	Non-executive	Remuneration	-
			Board Meeting Fees	16,000
<b>Total amount (Taka)</b>				<b>1,590,000</b>

#### UTILIZATION OF IPO FUND

The Company has raised Tk. 30.00 crore for the public for building and other construction, electrical installation, acquisition of new plant & machinery and to meet IPO Expenses. The company has already managed to complete its IPO Expenses. As per the latest update, **Dominance Steel Building Systems Ltd.** has completed IPO Related Expenses by 100%, and allocated expenses for the acquisition of new plant and machinery of the IPO fund as per the prospectus has been completed by 72.88%. Unfortunately, 27.12% of allocated expenses for new plant



& machinery & 100% of allocated expenses for Building and other construction and Electric Installation works are still incomplete due to the following reasons:

Due to the outbreak of the COVID-19 pandemic just after receiving the IPO funds and the subsequent war between Russia and Ukraine, the business environment has become uncertain and unstable. As a result, the price of construction materials and required machinery have almost doubled from our estimated price during the IPO offering. Also, there is a significant increase in production cost due to increased fuel and electricity which in turn increased our production cost and subsequently attributed to falling demand for pre-fabricated steel building products in the market.

Under the above-mentioned circumstances, we need an estimated some extra time for completed the rest of the IPO fund utilization. In this regard, Bangladesh Securities and Exchange Commission (BSEC) has granted an extension of time until March 2024, vide letter no. BSEC/CFD/06/2021/Part-02/1254 dated January 11, 2023. However, we need another 12 months i.e., up to March 2025 to complete the construction of the building and other construction, electrical installation, and acquisition of the remaining plant machinery. This agenda has been placed for approval of the honorable shareholders in the 17th Annual General Meeting, 2023.

The Company deposited an amount of Taka 117,310,090.00 (the unutilized portion of the IPO fund) with NRB Commercial Bank Ltd as FDR for 3 (Three) month period. In this regard, we have reported to BSEC, DSE, and CSE on a monthly basis.

There are no significant variations after the company goes for Initial Public Offering financial results. No such variations occurred.

Compliance with Notification No.: BSEC/CI/IPO-296/2019/204 Dated: September 17, 2020

#### Company's Operations:

##### FIVE YEARS OF FINANCIAL POSITION

Operational Result	30.06.2023	30.06.2022	30.06.2021	30.06.2020	30.06.2019
Turnover	333,443,469	449,026,637	475,081,252	565,252,592	631,432,785
Gross Profit	60,019,824	105,564,048	138,352,154	167,748,405	195,772,070
Operating Profit	34,920,309	79,964,879	110,042,316	142,146,139	168,086,097
Net Profit before Tax	35,376,440	80,597,702	106,231,093	129,388,022	148,797,255
Net Profit after Tax	4,584,282	56,031,570	106,900,564	92,274,403	96,718,216
<b>Financial Position</b>	<b>30.06.2023</b>	<b>30.06.2022</b>	<b>30.06.2021</b>	<b>30.06.2020</b>	<b>30.06.2019</b>
Non-Current Assets	1,203,376,906	1,096,976,510	1,039,617,200	957,543,382	890,793,680
Current Assets	767,355,317	862,692,749	984,663,321	687,472,611	639,358,263
Shareholder's Equity	1,758,558,616	1,768,298,212	1,748,076,338	1,379,751,773	1,287,477,371
Non-Current Liability	83,617,838	96,417,911	71,844,643	84,737,876	75,226,130
Current Liability	128,555,769	94,953,136	204,359,541	180,526,343	167,448,442
<b>Key Financial Ratio</b>	<b>30.06.2023</b>	<b>30.06.2022</b>	<b>30.06.2021</b>	<b>30.06.2020</b>	<b>30.06.2019</b>
Current Ratio	5.96	9.10	4.82	3.81	3.82
Quick Ratio	3.09	5.33	2.95	1.00	1.22
Debt to Equity Ratio	0.12	0.11	0.16	0.04	0.04
Net Income Ratio (%)	1.4%	12.48%	22.50%	16.32%	15.32%
Return on Equity (%)	0.26%	3.17%	6.12%	6.69%	8.43%
Earnings Per Share (EPS)	0.04	0.55	1.17	1.42	1.83

##### GOING CONCERNED

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

### INTERNAL CONTROL

The Board has ultimate responsibility to establish the effective systems of internal control. To ensure internal control regarding risk management, financial control and compliance legislation, the company already has a strong internal audit department.

### QUALITY POLICY AND CONTROL

Improving and maintaining the quality of products is an issue of huge importance for **Dominage Steel Building Systems Ltd.**, and its Board of Directors. The company strictly controls the quality of all products by maintaining standard qualities, using modern equipment and hiring of competent, qualified and dedicated personnel.

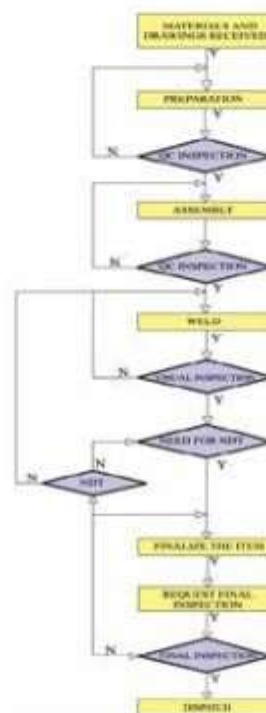
### UNPAID OR UNCLAIMED DIVIDEND:

Three years of unclaimed dividend summary are as follows:

Years	Number of Shareholders	Amount of Unpaid or Unclaimed Dividends (Adjustment with Bank Charges & Interest)
2020	8,309	803,634
2021	1,767	387,995
2022	173	199,866

N.B. Unpaid or Unclaimed Dividend Amount last updated June 30, 2023

### OUR PRODUCTION PROCESS



### SIGNIFICANT VARIANCE IN FINANCIAL STATEMENT

The Revenue of the company has decreased due to COVID-19 pandemic situation but net profit after tax has decreased due to income tax expense for the current period compare to previous period net profit after tax has increased due to deferred tax income. Earnings Per Share (EPS) has decreased compare to the Previous period due to income tax expenses. Net cash flows from operation activities decreased due to decrease of collection from customers as well as NOCFPS has decreased compare to previous year due to increase of number of ordinary shares. NAV has increased current period to compare previous year due to increase of shareholder equity. To increase interest income of the current period compared to the previous period due to the Company Received interest in its IPO proceeds Account.

### DIVIDEND

The board of Directors has recommended 0.50% Cash Dividend (Other than Sponsor/Director) i.e., Cash Tk. 73,580,970 will be paid to the general shareholder. Total Share 102,600,000; Sponsor/Directors Shares- 30,980,609 and General Shareholders Share- 71,619,391 on June 30, 2023. Which will be approved in the forthcoming Annual General Meeting- 2023 (AGM). The dividend will only be entitled to the shareholders whose names will be appeared on the share in the register of the company/depository register of CDBL on the record date i.e., December 06, 2023

### BRIEFLY EXPLANATION OF THE FINANCIAL PERFORMANCE OF THE COUNTRY AND THE GLOBE

Below is the information on the financial position of our company with domestic and one foreign company:

No	Particulars	Domestic Company (in BDT)			Global Company (in USD)
		Dominance Steel Building Systems Ltd. 30 June 2023	Bungladesh Building Systems Limited 30 June 2023	Bangladesh Steel Re-Rolling Mills 30 June 2023	Olympic Steel, Inc 31 Dec 2022 (in thousands)
1	Turnover	333,443,469	937,756,035	115,066,731,490	2,559,990
2	Gross Profit	60,019,824	38,399,718	10,319,121,980	486,060
3	Operating Profit	34,920,309	(55,448,013)	8,159,340,415	133,747
4	Net Profit before Tax	35,376,440	(149,871,682)	4,107,125,783	123,622
5	Net Profit after Tax	4,584,28	(165,161,223)	2,913,565,175	90,931
6	Non-current Assets	1,203,376,906	2,520,682,488	46,745,297,129	233,521
7	Current Assets	767,355,317	2,329,049,629	57,215,790,471	658,106
8	Shareholder's Equity	1,758,558,616	2,721,290,023	41,938,165,398	515,968



9	Non-current Liability	83,617,838	991,060,540	4,384,645,527	210,957
10	Current Liability	128,555,769	1,137,381,553	57,638,276,674	164,702
1	Current Ratio	5.97	2.05	0.99	4.00
2	Quick Ratio	3.09	1.50	0.50	1.46
3	Debt to Equity Ratio	0.12	0.78	1.47	0.72
4	Net Income Ratio (%)	1%	-18%	3%	4%
5	Return on Equity (%)	0.26%	-6%	7%	17%

#### APPOINTMENT OF STATUTORY AUDITORS

In accordance with Section 210 of the Companies Act 1994, the company's statutory auditor, M/S Shiraz Khan Basak & Co. Chartered Accountant, will retire at the upcoming 17th Annual General Meeting (AGM). They have completed the audit of the company's financial statements for the year ended June 30, 2023, and submitted their audit report. Pursuant to BSEC notification, the incumbent auditor is ineligible for reappointment due to having served as the company's auditor for the past three consecutive years. In the meantime, we received an Expression of Interest (EOI) from M/S Khan Whab Shafique Rahman & Co. Chartered Accountants.

The Audit Committee has recommended the appointment of M/S Khan Whab Shafique Rahman & Co. Chartered Accountants as the auditor for the financial year 2023-2024.

The Board of Directors at its meeting dated November 15, 2023, endorsed the recommendation of the audit committee for the appointment of M/S Khan Whab Shafique Rahman & Co. Chartered Accountants as the auditors for the company for the year 2023-2024 and fix their remuneration of Tk. 230,000 (Two lac & thirty thousand) including VAT & AIT and it will be placed before the Shareholders at the 17th Annual General Meeting (AGM) for approval.

#### APPOINTMENT OF AN INDEPENDENT SCRUTINIZER

The BSEC, Condition no 9. directive, dated March 10, 2021 Ref no. BSEC/CMRRCD/2009-193/08-. The company is to be recruited an Independent Scrutinizer for observing the election and detailed information on voting results at the Annual General Meeting (AGM)-2023. The **MZ Chowdhury & Co.**, Chartered Accountants as independent scrutinizer for the Annual General Meeting-2023 was proposed and approved by the Board of Directors in the Board meeting of the Company on November 15, 2023.

#### STATEMENT OF DIRECTORS ON FINANCIAL REPORTS

In accordance with the Bangladesh Securities and Exchange Commission Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 the Directors are pleased to confirm the following:

The financial statements together with notes thereon have been drawn up in conformity with the Companies Act, 1994 and Bangladesh Securities and Exchange Rules 1987. These statements present fairly the company's state of affairs, the result of its operations, cash flow, and changes in equity.

1. Proper books and accounts of the company have been maintained.
2. Appropriate accounting policies have been applied consistently in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
3. The International Financial Reporting Standards, as applicable in Bangladesh, have been followed in the preparation of the financial statements.
4. The systems of internal control are sound and have been implemented and monitored effectively.



5. The pattern of shareholding is provided in Annexure II of the annual report.

### MAINTAINING A WEBSITE

The company maintains an official website, [www.dominance.net](http://www.dominance.net)

**Compliance with Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated June 03, 2018**

### BOARD SIZE

The number of members in the Board of Directors of the Company stands at 07 (including Two Independent Directors) which is within the limits given by the BSEC Notification.

### ELECTION OF DIRECTORS

Mr. Abul Kalam Bhuiyan and Mr. Sujit Saha, Directors of the Company, are retiring as per Articles of Association and offer to be eligible for re-election. The Board, considering merit, recommended Mr. Abul Kalam Bhuiyan and Mr. Sujit Saha to be re-directors of the company. The full decision of which will be given by the general shareholders in the upcoming annual general meeting.

Brief biography of the director

- The nature of his expertise in specific functional areas
- The name of the company where the individual also holds directorship and committee membership of the board

### MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, HEAD OF INTERNAL AUDIT

As per corporate governance guidelines of BSEC, the company has allocated the responsibilities of the officials as follows:

Managing Director	:	Mohammad Rafiqul Islam
Company Secretary	:	Md Jamir Hosen Chowdhry
Chief Financial Officer	:	Md. Moinul Arefin
Head of Internal Auditor	:	Md. Mahamudul Hassan

### ROLES, RESPONSIBILITIES AND DUTIES OF THE CFO, THE HIAC AND THE CS

#### The roles, responsibilities, and duties of the CFO;

- Preparation of Quarterly and Yearly Financial Statement.
- Company Full Control of Financial &Accounts.
- TAX & VAT Monitoring.
- Yearly return submission.
- Attend meetings etc.,

#### The roles, responsibilities, and duties of the HIAC;

- Company Internal audit monitoring.
- Meeting with Audit Committee.
- Meeting with External Auditors.
- Attend the company others meeting.
- Monitoring compliance etc.,

#### The roles, responsibilities, and duties of the CS;

- Monthly shareholding position submit to Authority
- Arrangement for all meetings and preparation for minutes
- Published all PSI
- RJSC all works



5. Share department all works
6. Company Confidential documents reserved etc.,

And comply with the probation of Bangladesh Security and Exchange Commission (BSEC) rules and regulations, DSE & CSE Listing Regulations, and the company Internal Policy.

#### **AUDIT COMMITTEE**

The Audit Committee, as a subcommittee of the Board of Directors, has been constituted with the Independent Director as Chairman and other Directors. The Company Secretary acts as Secretary to the Audit Committee. This committee assists the Board in ensuring that the financial statements reflect a true and fair view of the state of affairs of the company. The audit committee is responsible to the Board of Directors and its roles and responsibilities are clearly set forth. The role of the Audit Committee has been stated in the annual audit committee report.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee (NRC), as a sub-committee of the of the Board of Director, has been constituted of four members for the board of directors with one Independent Director as a Chairman. The company Secretary acts as Secretary to the Nomination and Remuneration Committee. The Nomination and Remuneration committee assists 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 of the company. NRC is responsible to the Board of Directors and its roles and responsibilities are clearly set forth.

#### **CORPORATE GOVERNANCE**

Corporate Governance is the practice of good citizenship, through which the company is governed by the board, keeping in view its accountability to the shareholders and to society. A statement in pursuance of clause 1.5, The Directors Report to Shareholders. 3.5, Reporting to the Shareholders and General Investors, Certificate from the CEO and CFO to the Board as per clause 6, a certificate from a professional accountant as per clause 7(I), and status of compliance with the conditions imposed by the Commission's Notification No. SEC/ CMRRCD/ 2006-158/207/Admin/80, dated 3 June 2018 issued by Bangladesh Securities & Exchange Commission is depicted in Annexure-I, II, IV, VI, and VII respectively.

#### **ANNEXURE TO THE DIRECTORS' REPORT**

##### **ANNEXURE-I**

- Related Party Transactions are depicted in Note no. 36.04 in the Notes to the Account.
- Remuneration of Directors including Independent Director has been shown in Note no. 36.04 in the Notes to the Account.
- The Financial Statement of the Company present true and fair view of the Company's state of affairs, the result of its operation, cash flows, and changes in equity.
- Proper books of accounts as required by the prevailing law have been maintained.
- Appropriate accounting policies have been followed in formulating the financial statements and accounting estimates were reasonable and prudent.
- The financial statement was prepared in accordance with IAS/BAS/IFRS/BFRS.
- The internal control system is sound in design and is effectively implemented and monitored.
- Key operating and financial data of the last five years have been presented in a summarized form on page no.15
- The number of Board Meetings and the Attendance of Directors for the year ended 30 June, 2023 were as follows:



Board Members	Designation	Meeting Held	Attendance
Engr. Muhammad Shamsul Islam	Chairman	7	7
Engr. Mohammad Rafiqul Islam	Managing Director	7	7
Rakibul Islam	Director	7	5
Abul Kalam Bhyian	Director	7	6
Sujit Saha	Director	7	4
Prof. Md. Mizanur Rahman	Independent Director	7	7
Tapan Chandra Banik	Independent Director	7	7

The pattern of Shareholding as required by clause 1.5 (xxi) of the BSEC Notification dated 7<sup>th</sup> August 2012, is stated in Annexure II.

#### ANNEXURE-II

xxiii. Pattern of Shareholding as of 30<sup>th</sup> June 2023

##### Shareholding Pattern

The shareholding of directors at the end of 30 June 2023 is shown as below:

Sl No	Name of the Shareholder	Position	Shares Held	%
i.	<b>Parent/Subsidiary/Associated companies and other related parties</b>			
ii	<b>Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouse and Minor Children:</b>			
	Engr. Muhammad Shamsul Islam	Chairman	12,041,988	11.74%
	Engr. Mohammad Rafiqul Islam	Managing Director	12,041,988	11.74%
	Sujit Saha	Director	2,632,523	2.56%
	Abul Kalam Bhyian	Director	2,132,055	2.08%
	Rakibul Islam	Director	2,132,055	2.08%
	Prof. Md. Mizanur Rahman	Independent Director	Nil	Nil
	Tapan Chandra Banik	Independent Director	Nil	Nil
	Md Jamir Hosen Chowdhry	Company Secretary	Nil	Nil
	Md. Moinul Arefin	Chief Financial Officer	Nil	Nil
	Md. Mahamudul Hassan	Head of Internal Auditor	Nil	Nil
iii	<b>Office Staffs</b>			
	Md. Atiqur Rahman	Manager	110,000	0.11%
	Md. Delowar Hossain	Manager	100,000	0.10%
	Rehana Parvin	Manager	2,500	0.00%
	Abu Ishaque Mohammed Raihan	Asst. Manager	125,000	0.12%
iv	<b>Shareholders holding 10% or more voting interest in the company:</b>			
	Engr. Muhammad Shamsul Islam	Chairman	12,041,988	11.74%
	Engr. Mohammad Rafiqul Islam	Managing Director	12,041,988	11.74%

1. No Company Secretary/CFO/ Internal Auditor and their spouse and minor children hold the above-mentioned shares of the Company.
2. No Shareholders hold 10% or more shares except Engr. Muhammad Shamsul Islam & Engr. Mohammad Rafiqul Islam holds 11.74% shares.

##### Summary of Shareholders and range of shareholders:

The Shareholding distribution schedule of **Dominage Steel Building Systems Ltd.** as on June 30, 2023 is presented below:

Group Name	Number of Share Holders	Number of Shares	Ownership (%)
Sponsors/Promoters & Director	5	30,980,609	30.20
Institutions	260	22,143,098	09.51
General Public	11,597	49,476,293	60.29



The MD and CEO, CS, CFO, and HIAC of a listed company shall not hold any executive position in any other company at the same time;

**Directors Involved in Other Companies:**

Sl No.	Name	Position in DSBSL	Involvement	
			Name of the Company	Position
1	Engr. Muhammad Shamsul Islam	Chairman	Dominage Development & Holding Ltd.	Managing Director
			Dominage Consultants Ltd.	Director
2	Engr. Mohammad Rafiqul Islam	Managing Director	Dominage Development & Holding Ltd.	Director
			Dominage Consultants Ltd.	Chairman
3	Rakibul Islam	Director	Nil	Nil
4	Abul Kalam Bhyian	Director	Nassa Design & Developments Ltd.	Chairman
			Five H Packaging Co.	Partner
			Paradise Embroidery & Services	
			Nasim International Ltd.	Managing Director
5	Sujit Saha	Director	Fine Foods Ltd.	Director
6	Prof. Md. Mizanur Rahman	Independent Director	Nil	Nil
7	Tapan Chandra Banik	Independent Director	Nil	Nil
8	Md Jamir Hosen Chowdhury	Company Secretary	Nil	Nil
9	Md. Moinul Arefin	Chief Finance Officer	Nil	Nil
10	Md. Mahamudul Hassan	Head of Internal Auditor	Nil	Nil

**Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name-wise details)**

No	Name of the Shareholder	Position	Spouses	Children
1	Engr. Muhammad Shamsul Islam	Chairman	Razia Sultana	a) Inaya lihan Laiba b) Alara Anabia Leora
2	Engr. Mohammad Rafiqul Islam	Managing Director	Sharmin Sultana Pia	a) Yasir Ahnaf b) Warshan Kashif Arshin
3	Sujit Saha	Director	Ranjana Saha	a) Shovik Saha b) Rownak Saha
4	Abul Kalam Bhyian	Director	Nasima Akhtar	a) Sharmin Sultana Pia b) Arifa Sultana c) Abu Said Bin Kalam d) Sadia Afrin Bintay Kalam e) Tasfia Bintay Kalam
5	Rakibul Islam	Director	MossarratMossaddika	a) Maimun Islam Rafsan



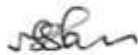
6	Prof Md. Mizanur Rahman	Independent Director	Suriya Sultana	a) Annika Tahsin b) Tanisha Tasnin
7	Tapan Chandra Banik	Independent Director	Mina Banik	a) Priankari Banik Toma b) Bebozzet Banik
8	Md. Jamir Hosen Chowdhry	Company Secretary	Fahmida Haque	a) Md. Jibrán Hossain Chowdhury b)
9	Md. Moinul Arefin	Chief Financial Officer	N/A	N/A
10	Md. Mahamudul Hassan	Head of Internal Audit	N/A	N/A

#### MANAGEMENT APPRECIATION:

The Board of Directors of **Dominage Steel Building Systems Ltd.** record with deep appreciation the performance of the management, the officers, staff and workers who's relentless effort helped increase the productivity as well as the net profit despite the natural and unnatural adverse factors of production and marketing throughout the country and the world. It is expected the employees, and the management will continue to improve the results for the interest of shareholders whose unswerving trust in management has always been an inspiration to the Board of Directors.

The director humbly expresses their gratitude and acknowledges with keen interest the cooperation and unflinching support it has received from various agencies including the Bangladesh Securities and Exchange Commission, Stock Exchanges, National Board of Revenue, and other agencies of the public and the private sector. We look forward to a brighter future for all of us.

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**Engr. Muhammad Shamsul Islam**  
Chairman