



## DIRECTORS' REPORT

(Prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994))

Respected Member & Honorable Shareholders,  
Assalamualaikum,

On behalf of the Board of Directors and on my own behalf I welcome you all to the 18th 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, 2024, 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 17 of this Annual Report-2024.

### 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 is really benefited from their service. Their detailed resume is disclosed on page 17 & 18 of this Annual Report-2024.

### 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, especially in the African continent. DSBSL will 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. We hope that the Bangladesh government will start the process of dredging the river by the end of the COVID-19 and Ukraine vs Russia war ended or if it is a bit relaxed. We have a dredger machine work completed to start dressing and another dredger machine job nearing completion.

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

In addition to our current continuous work, we are going to start dredging work. We hope that the Bangladesh government will start the process of dredging the river by the end of the COVID-19 and Ukraine vs Russia war ended or if it is a bit relaxed. We have a dredger machine work completed to start dressing and another dredger machine job nearing completion.

If everything is favorable, we will be able to start working on our dredger machine very soon and we feel good profit will come from here which we can inform shareholders of in time.

## SEGMENT REPORTING

Dominage Steel Building Systems Ltd. is a pre-engineered steel building manufacturer 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, elevated overhead costs and higher finance cost. 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 by both public and private undertakings.

(2) The total IPO Fund was not utilized within the stipulated time and the company has applied further time extension to Bangladesh securities exchange commission up to December 2024.

### Management Response:

The global economic downturn, exacerbated by the Ukraine war and pandemic, has significantly impacted DSBSL's ability to utilize IPO funds within the original timeframe. Rising costs, reduced demand, and foreign exchange constraints have hindered our plans to invest in electrical installations, plants, and machinery. To address these challenges, we conducted our 4th Extraordinary general meeting (EGM) dated 13th June 2024 where honorable shareholder approved a nine-month time extension, until December 2024, to fully utilize the remaining IPO funds and inform BSEC vide our letter no DSBSL/SD/2024/220 dated 30 June 2024 and we are still waiting for their guidance or approval.

(3) The company has capitalized the dredger purchased using IPO proceeds in the property, plant and equipment during the year as disclosed in note no. 4.00. The dredger was initially scheduled for installation and assembly completion by November 2022. However, due to delays from supplier, the timeline was extended to May 2023. This installation was completed in May 2023, and the dredger was appropriately capitalized at that time.

### Management Response:

As outlined above, we already capitalized the mentioned dredger in May 2023.

(1) As disclosed in note no. 18.01, an amount of \$1674.83 equivalent to BDT. 197,630 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, however the account balance was nil previously. We notified the Capital Market Stabilization Fund (CMSF) of this matter via our letter no. DSBSL/SD/2024/147 dated February 10, 2024, requesting appropriate action, including potential transfer to the CMSF. We are still awaiting a response from them.





(1) Some items of purchase and payments were made other than banking channel.

**Management Response:**

These transactions were conducted to address specific operational exigencies where banking facilities were either unavailable or impractical. Management assures that all such transactions were carried out with proper authorization, documented appropriately, and aligned with the company's internal controls and policies.

**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 2024 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

(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 Dominage 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	24,000
Mr. Mohammad Rafiqul Islam	Managing Director	Executive	Remuneration	1,500,000
			Board Meeting Fees	24,000
Mr. Sujit Saha	Director	Non-executive	Remuneration	-
			Board Meeting Fees	-
Mr. Rakibul Islam	Director	Non-executive	Remuneration	-
			Board Meeting Fees	22,000
Mr. Abul Kalam Bhuiyan	Director	Non-executive	Remuneration	-
			Board Meeting Fees	20,000
Mr. Tapan Chandra Banik	Independent Director	Non-executive	Remuneration	-
			Board Meeting Fees	22,000
Mr. Md. Mizanur Rahman	Independent Director	Non-executive	Remuneration	-
			Board Meeting Fees	24,000
Total amount ( Taka)				1,636,000

### UTILIZATION OF IPO FUND

The Company has raised Tk. 30.00 crore from the public for building and other construction, electrical installation, acquisition of new plan & machinery and to meet IPO Expenses. As per the latest update as of 30 September 2024, Dominage Steel Building Systems Limited has completed 88.5% of the total utilization of the fund. Following are the details of IPO Utilization-

SL	Purpose Mentioned in the Prospectus	Allotment as per IPO	Total Utilization September 30, 2024	Utilized (%)	Total Un utilized Amount	Un utilized (%)
a)	Building and other construction	58,647,418	58,262,527	99%	384,891	1%
b)	Electrical Installation	22,690,000	2,214,840	54%	10,475,160	46%
c)	Acquisition of new plant & machinery	202,155,833	178,158,114	88%	23,997,719	12%
d)	IPO Expenses	19,576,000	-	100.00%	-	0%

We want to inform you that our schedule timeline for the utilization of the IPO proceeds expired on 31 March 2024 based on extended timeline allowed by BSEC. Unfortunately, unforeseen circumstances have impacted DSBSL's ability to fully utilize the IPO funds within the allotted timeframe. The ongoing war in Ukraine compounded by the lingering effects of the COVID-19 pandemic has resulted in a global economic slowdown and recession. Bangladesh has also experienced these effects, facing a slowdown in business activity and higher inflation compared to previous periods. The ongoing foreign exchange crisis has made it difficult for the company to open Letters of Credit (LCs) for importing essential capital machinery and raw materials in recent months.





Again, the global economy has experienced significant ups and downs over the past few years, leading to substantial changes in overall business activities and lifestyles. As a result, we have observed a significant deviation between the supply and demand for the equipment and materials we had planned to purchase using IPO funds for electric installations, plants, and machinery, as per our prospectus declaration.

In light of these circumstances, the Board of Directors of Dominage Steel Building Systems has made a policy decision to extend utilization timeline for 9 (nine) more months (up to December 2024) and adjust the previously allocated funds and the type of equipment to align with current demand and supply. Following are the changes in the utilization of net IPO proceeds-

Particulars	Amount as per Prospectus	Amount approved in 15th AGM	Amount approved in 4th EGM
Electrical Installation	22,690,000	22,690,000	16,240,000
Acquisition of plant & machinery	16,7310,090	202,155,833	208,605,833

The amount allocated for electric installations has been reduced from Tk 2,26,90,000 to Tk 1,62,40,000, and the remaining Tk 64,50,000 has been allocated for the purchase of new plants and machinery.

The honorable shareholders of Dominage Steel Building Systems Limited on its 4<sup>th</sup> Extraordinary general meeting (EGM) held on 13<sup>th</sup> June 2024 has approved a nine-month time extension, until December 2024, with above changes in the utilization of the remaining IPO funds.

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

Company's Operations:

#### FIVE YEARS OF FINANCIAL POSITION

#### 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.

Operational Result	30.06.2024	30.06.2023	30.06.2022	30.06.2021	30.06.2020
Turnover	187,729,653	333,443,469	449,026,637	475,081,252	565,252,592
Gross Profit	30,525,882	60,019,824	105,564,048	138,352,154	167,748,405
Profit from Operating	6,283,704	34,920,309	79,964,879	110,042,316	142,146,139
Net Profit before Tax	3,897,530	35,376,440	80,597,702	106,231,093	129,388,022
Net Profit after Tax	2,834,891	4,584,282	56,031,570	106,900,564	92,274,403
Financial Position	30.06.2024	30.06.2023	30.06.2022	30.06.2021	30.06.2020
Non-Current Ass ets	1,231,650,746	1,203,376,906	1,096,976,510	1,039,617,200	957,543,382
Current Assets	722,087,912	767,355,317	862,692,749	984,663,321	687,472,611
Shareholder's Equity	1,757,812,537	1,758,558,616	1,768,298,212	1,748,076,338	1,379,751,773
Non-Current Lia bility	78,461,075	83,617,838	96,417,911	71,844,643	84,737,876
Current Liability	117,465,046	128,555,769	94,953,136	204,359,541	180,526,343
Key Financial Ratio	30.06.2024	30.06.2023	30.06.2022	30.06.2021	30.06.2020
Current Ratio	6.15	5.96	9.10	4.82	3.81
Quick Ratio	3.18	3.09	5.33	2.95	1.00
Debt to Equity Ratio	0.11	0.12	0.11	0.16	0.04
Net Income Ratio (%)	1.51%	1.4%	12.48%	22.50%	16.32%
Return on Equity (%)	0.161%	0.26%	3.17%	6.12%	6.69%
Earnings Per Share (EPS)	0.03	0.04	0.55	1.17	1.42



#### 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:

The Company has made payment fractional dividend (from stock dividend) amount and cash dividend to the respective shareholders' individual Bank account through BEFTN, but the mentioned dividend amounts has returned. Though the company has issued cheques/dividend warrants to the recipients, which were not presented before the related banks till 30 June 2024. These amounts are deposited in a bank account and are payable on demand.

As on 30 June 2024 unclaimed dividend summary are as follows:

Years	Number of Shareholders	Amount of Unpaid or Unclaimed Dividends (Adjustment with Bank Interest)
2021	1,786	386,541
2022	993	189,226
2023	1161	111,071

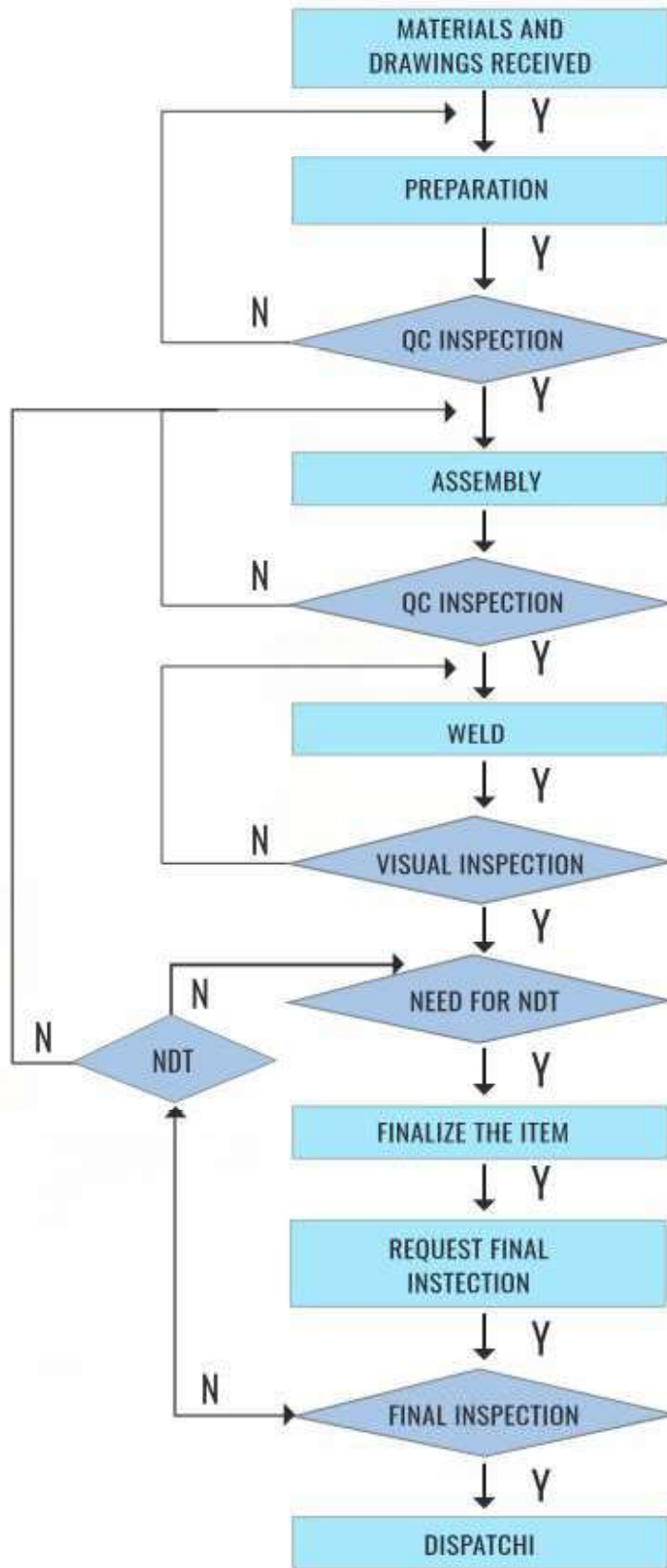
#### Capital Market Stabilization Fund (CMSF):

Following BSEC Directive No. BESC/CMRRCD/2021-386/03 dated January 14, 2021, Dominage Steel Building Systems Limited, transferred its unclaimed cash dividend for the Year 2020 to Capital Market Stabilization Fund (CMSF) vide letter no DSBL/SD/2024/146 dated February 08, 2024.

Detailed information of unclaimed dividend is published on the website of the company.



# OUR PRODUCTION PROCESS





### SIGNIFICANT VARIANCE IN FINANCIAL STATEMENT

The company's revenue has decreased due to the ongoing global economic crisis, coupled with a slowdown in domestic industrialization and infrastructure development, which has led to a decline in demand for our products and services.

Net profit/(Loss) after tax has also decreased compared to the previous year due to less revenue, less other income and higher finance expenses compared to the previous year.

EPS has fallen because of increase in COGS due to higher cost of raw materials, 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 high overhead.

Net cash flows from operating activities have decreased due to the decline in the total revenue & collection.

Net Asset Value (NAV) has declined in the current year compared to the previous year due to dividend payout for the year 2023 and less net profit after tax for the year.

### DIVIDEND

The board of Directors has recommended 0.25% Cash Dividend (Other than Sponsor/Director) i.e., Cash Tk. 1,790,485 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, 2024. Which will be approved in the forthcoming Annual General Meeting- 2024 (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. November 17, 2024

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

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

No	Particulars	Domestic Company (in BDT) as on 30 June 2024		
		Dominage Steel Building Systems Limited	Bangladesh Building Systems Limited	Bangladesh Steel Re-Rolling Mills
1	Turnover	187,729,653	828,828,755	82,796,045,993
2	Gross Profit	30,525,882	147,754,216	9,562,518,589
3	Operating Profit	6,283,704	64,148,373	6,695,492,769
4	Net Profit before Tax	3,897,530	29,801,394	6,291,865,426
5	Net Profit after Tax	2,834,891	11,979,120	4,323,286,286
6	Non-current Assets	1,231,650,746	1,687,382,805	47,274,782,675
7	Current Assets	722,087,912	1,942,598,811	52,091,215,460
8	Shareholder's Equity	1,757,812,537	2,105,245,184	44,804,301,130
9	Non-current Liability	78,461,075	814,552,675	5,326,122,842
10	Current Liability	117,465,046	710,183,758	49,235,574,163
11	Current Ratio	6.15	2.74	1.06
12	Quick Ratio	3.18	2.04	0.03
13	Debt to Equity Ratio	0.11	0.724	1.22
14	Net Income Ratio (%)	1.51%	1.45%	5.22%
15	Return on Equity (%)	0.16%	0.57%	9.65%





### APPOINTMENT OF STATUTORY AUDITORS

At present auditor Khan Wahab Shafique Rahman & Co, Chartered Accountant continue as external auditor and completed their reporting for the year ending 30 June 2024 and express their interest in auditing the accounts for the year ending 30 June 2025. The Audit Committee has recommended the appointment of Khan Wahab Shafique Rahman & Co. Chartered Accountant, as the auditor for the year ending 30 June 2025.

The Board of Directors, at its meeting held on October 28, 2024, expressed its intention to reappoint the current auditor. Based on the recommendation of the Audit Committee, the Board decided to propose the reappointment of Khan Wahab Shafique Rahman & Co., Chartered Accountants, as the auditors for the company for the financial year 2024-2025 and fix their remuneration of Tk. 230,000 (Two lac & thirty thousand) including VAT and it will be placed before the Shareholders at the 18th 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)-2024. Haruner Rashid & Associates as independent scrutinizer for the Annual General Meeting-2024 was proposed and approved by the Board of Directors in the Board meeting of the Company on October 28, 2024.

### 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.dominage.net](http://www.dominage.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

Mohammad Rafiqul Islam, and Rakibul Islam, 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. Mohammad Rafiqul Islam and Mr. Rakibul Islam 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

- A. The nature of his expertise in specific functional areas
- b. 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 Chowdhury
Chief Financial Officer	: Md. Moinul Arefin
Head of Internal Auditor	: Md. Shamim Bhuiyan

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

The roles, responsibilities, and duties of the CFO:

1. Preparation of Quarterly and Yearly Financial Statement.
2. Company Full Control of Financial &Accounts.
3. TAX & VAT Monitoring.
4. Yearly return submission.
5. Attend meetings etc.,

#### **The roles, responsibilities, and duties of the HIAC:**

1. Company internal audit monitoring.
2. Meeting with Audit Committee.
3. Meeting with External Auditors.
4. Attend the company others meeting.
5. Monitoring compliance etc.,

#### **The roles, responsibilities, and duties of the CS:**

1. Monthly shareholding position submit to Authority
2. Arrangement for all meetings and preparation for minutes
3. Published all PSI
4. 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, 2024 were as follows:

Board Members	Designation	Meeting Held	Attendance
Engr. Muhammad Shamsul Islam	Chairman	12	12
Engr. Mohammad Rafiqul Islam	Managing Director	12	12
Rakibul Islam	Director	12	11
Abul Kalam Bhuiyan	Director	12	10
Sujit Saha	Director	12	0
Prof. Md. Mizanur Rahman	Independent Director	12	12
Tapan Chandra Banik	Independent Director	12	11

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

#### ANNEXURE-II

xxiii. Pattern of Shareholding as of 30th June 2024

#### Shareholding Pattern

The shareholding of directors at the end of 30 June 2024 is shown as below:

Sl No	Name of the Shareholder	Position	Shares Held	%
i.	Parent/Subsidiary/Associated companies and other related parties			
ii	Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouse and Minor Children:			
	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 Bhuiyan	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 Chowdhury	Company Secretary	Nil	Nil
	Md. Moinul Arefin	Chief Financial Officer	Nil	Nil
	Md. Shamim Bhuiyan	Head of Internal Auditor	Nil	Nil
iii	Office Staffs			
	Md. Atiqur Rahman	Manager	0	Nil
	Md. Delowar Hossain	Manager	10,371	0.0101%
	Rehana Parvin	Manager	0	Nil
	Abu Ishaque Mohammed Raihan	Asst. Manager	0	Nil
iv	Shareholders holding 10% or more voting interest in the company:			
	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, 2024 is presented below:

Group Name	Number of Share Holders	Number of Shares	Ownership (%)
Sponsors/Promoters & Director	02	30,980,609	30.20
Institutions	174	6,170,127	6.01
General Public	11,705	96,429,873	63.79

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 Bhuiyan	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. Shamim Bhuiyan	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 Iihan Laiba b) Alara Anabia Leora
2	Engr. Mohammad Rafiqul Islam	Managing Director	Sharmin Su Itana Pia	a) Yasir Ahnaf b) Warshan Kashif Arshin
3	Sujit Saha	Director	Ranjana Saha	a) Shovik Saha b) Rownak Saha
4	Abul Kalam Bhuiyan	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