

2024-2025



ANNUAL REPORT



DOMINANCE STEEL BUILDING SYSTEMS LTD.

Dominate The Ages...

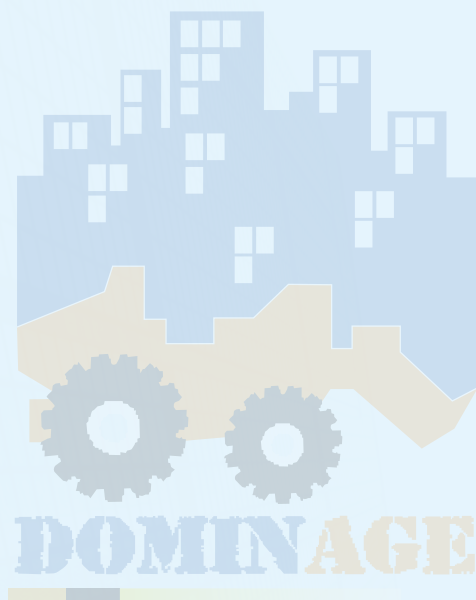


Annual Report 2025



Dominate The Ages...





Dominate The Ages...



LETTER OF TRANSMITTAL

All Shareholders
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.

Subject: Annual Report for the year ended 30th June 2025

Dear Sir (S)

We are pleased to enclose a copy of the Annual Report-2025 together with the Audited Financial Statements including a statement of Financial Position as of 30th June 2025 and Statement of Profit or Loss and Other Comprehensive Income, a Statement of Changes in Equity and Statements of Cash Flows for the year ended 30th June 2025 along with notes thereon of Dominage Steel Building Systems Ltd. for your information and record.

Yours Truly



Md. Shamim Bhuiyan
Company Secretary



Scan for
Annual Report 2024-2025



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Engr. Muhammad Shamsul Islam, Chairman
Engr. Mohammad Rafiqul Islam, Managing Director
Rakibul Islam, Director
Abul Kalam Bhuiyan, Director
Sujit Saha, Director
Prof. Md. Mizanur Rahman, Independent Directors
Tapan Chandra Banik, Independent Directors

AUDIT COMMITTEE

Tapan Chandra Banik (Independent Director)
Chairman of the Committee
Rakibul Islam (Director)
Member of the Committee
Abul Kalam Bhuiyan (Director)
Member of the Committee
Md. Shamim Bhuiyan (Company Secretary)
Secretary of the Committee

NRC COMMITTEE

Prof. Md. Mizanur Rahman (Independent Director)
Chairman of the Committee
Abul Kalam Bhuiyan (Director)
Member of the Committee
Rakibul Islam (Director)
Member of the Committee
Md. Shamim Bhuiyan (Company Secretary)
Secretary of the Committee

MANAGING DIRECTOR (MD) COMPANY SECRETARY (CS) CHIEF FINANCIAL OFFICER (CFO) GENERAL MANAGER (GM) INTERNAL AUDITOR

Engr. Mohammad Rafiqul Islam
Md. Shamim Bhuiyan
Md. Moinul Arefin
S. M. Abdul Awal (Engineer & Design)
Omar Sium

CORPORATE OFFICE

JR Casero Tower (11th Floor)
46, Mohakhali C/A, Dhaka-1212
Phone: 88-02-222282140-43
Fax: 88-02-222282380
Email: info@domin角度.net, cs@domin角度.net
Website: www.domin角度.net

PRINCIPAL PLACE OF BUSINESS

a. Factory -01 at Fulbaria, Parulia, Palash, Narsingdi, Bangladesh
b. Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh

LEGAL ADVISOR

Md. Rafiqul Hoq (Benu),
 Dhaka Bar Association, Room no # 704 (c), 6th floor
 Judge Court, Dhaka, Bangladesh.
 Phone: 9124227(R), 9583812
 E-mail: benumuhd@gmail.com

BANKERS

Premier Bank Ltd
 Padma Bank Ltd.
 Southeast Bank Limited
 Pubali Bank Ltd.
 Brac Bank Ltd.
 Agrani Bank Ltd.
 Standard Bank Ltd.

STATUTORY AUDITORS

Khan Wahab Shafique Rahman & Co. Chartered
 Accountants
 Rupali Bima Bhavan (5th & 6th Floor),
 7, Rajuk Avenue, Motijheel, Dhaka-1000
 Tel. + 47122785, 223385136
 Email: info@kwsrbd.com
 Website: www.kwsrbd.com

IPO UTILIZATION

FAMES & R Chartered Accountants
 Hossain Tower, (11th Floor), 116 Naya Paltan, Box,
 Culvert Road, Dhaka 1000
 Phone: +88 01819 496 565
 Email: info@fmesr.com
 Website: www.famesr.com

COMPLIANCE AUDITOR

MZ Chowdhury & Co, Chartered Accountants
 House 143, Flat D2, 4th Floor, Road 01, Avenue 01,
 Mirpur DOHS, Dhaka, Bangladesh
 Phone: +8801896192019, +8801798079775
 Email: nfo@mz-chowdhury.com
 Website: www.mz-chowdhury.com

LISTING

Dhaka Stock Exchange Limited (DSE)
 Chittagong Stock Exchange Limited (CSE)

NOTICE OF THE 19th ANNUAL GENERAL MEETING (AGM) - 2025

Notice is hereby given that the 19th Annual General Meeting (AGM) of the shareholder of Dominage Steel Building Systems Ltd. will be held on Wednesday, December 24, 2025, at 11.30 A.M (Bangladesh Standard Time). The Annual General Meeting will be held through a Hybrid System in combination with Physical Presence (Venue: Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh) and using Digital Platform through the following link - <https://domin角度19thagm.hybridagmbd.net> to transact the following business:

Ordinary Business:

1. To receive and adopt the Director's Report and the Audited Financial Statement for the year ended on June 30, 2025, together with the Auditor's Report thereon.
2. To approve a dividend for the year ended 30th June 2025 as recommended by the Board of Directors.
3. To appoint Statutory Auditors for the year ended 2026 and to fix their remuneration.
4. To appoint Auditors for Compliance with the Corporate Governance Code of the Company for the year 2026 and to fix their remuneration.
5. To elect/re-elect the Directors in place of those retiring of the Company's Articles of Association.
6. To transact with any other business with the permission of the Chair.

By order of the Board of Director



Md. Shamim Bhuiyan
Company Secretary

Dated, Dhaka
December 03, 2025

Notes:

01. Pursuant to the Bangladesh Security and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021, The Annual General Meeting (AGM) will be held through hybrid system in combination of Physical Presence and by using Digital Platform.
02. The Members whose names appeared on the Members/Depository Register as on the "record date" i.e., November 20, 2025, are eligible to participate in the 19th Annual General Meeting-2025 and receive the dividend.
03. We encourage the members to log into the system prior to the meeting start time of 11.30 a.m (Bangladesh Standard Time) on December 24, 2025. Please allow ample time to log in and establish your connectivity. Please contact +880 1733 037301 for technical difficulties in accessing the virtual meeting.
04. The Members will be able to submit their questions/comments and vote electronically 24 hours before or after the commencement of the AGM and during the AGM. For logging in to the system, the Members need to put their 16-digit Beneficial Owner (BO) ID number and other credentials as proof of their identity by visiting the link <https://domin角度19thagm.hybridagmbd.net>
05. The Shareholder eligible to attend the 19th Annual General Meeting – 2025 (AGM) may appoint a proxy to attend on his/her behalf. The proxy form must be affixed with the requisite revenue stamp (Must be Tk. 20) and submitted to the Corporate Office of the Company not later than 48 (Forty-eight) hours before the time fixed for the 19th Annual General Meeting – 2025 (AGM).
06. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/ 208/Admin/81 dated June 20, 2018. The soft copy of the Annual General Meeting (AGM)-2025 Notice is being sent to the email addresses of the members available in their Beneficiary Owner (BO) accounts maintained with Depository. The soft copy of the AGM-2025 notice will be available on the Company's website at www.dominangle.net
07. The concerned Brokerage House is requested to provide us with a statement with the details (shareholder name, BO ID number, client-wise shareholding position, gross dividend receivable, applicable tax rate, and net dividend receivable) of their margin loan holders who hold Dominage Steel Building Systems Ltd. Shares, as on the "Record Date", along with the name of the contact person in this connection, to the Company's Corporate Office (JR Casero Tower, 11th Floor, 46, Mohakhali, Dhaka C/A) and/or through email to Dominage Steel Building Systems Ltd. Share Office at cs@dominangle.net

বিস্তৃত সম্মানিত শেয়ারহোল্ডারবৃন্দের অবগতির জন্য জানানো যাচ্ছে যে, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর সার্কুলার নংঃ এসইসি/সিএমআরআরসিডি/২০০৯-১৯৩/১৫৪ তারিখ- অক্টোবর ২৪, ২০১৩ অনুযায়ী কোন প্রকার উপহার বা আপ্যায়নের ব্যবস্থা নেই

VIRTUAL AGM ATTENDANCE PROCEDURE

The Digital platform is hoped to make sure honorable Shareholders attend & take part/give votes from any place around the world.

LOGGING PROCEDURE:

Step-1: Please check whether you are a shareholder/member of Dominage Steel Building Systems Ltd. As of record date i.e., November 20, 2025

Step-2: Please visit <https://domin角度19thagm.hybridagmbd.net> from your laptop, desktop, tab, and Smartphone.

Step 3: Please put your 16-digit BO-ID number and another credential proof of your identity to login to the system.

SEGMENT OF THE WEBSITE:

Live Streaming	This section will show the webcast of the AGM by using the digital platform
Register your Questions or Comments	This section will record your questions or comments before the commencement of the Annual General Meeting 2025
Download	This section will show the total attendance of present members and shareholders in their possession.
Attendance with Shareholding	This section will show the total attendance of present members and shareholders in their possession
Agenda	This section will show the agenda for the meeting and options for preceding, seconding agreeing, or disagreeing with the same.



Scan for
Digital Platform of 19th AGM

COMPANY PROFILE

Dominage Steel Building Systems Ltd. (DSBSL) started its journey in 2007 as a private limited company for the fabrication and erection of pre-engineered steel buildings in Bangladesh. Then the company converted from a private to a public limited company on August 20, 2018. The entrepreneur's educational background, dedication, and commitment to Quality Driven Construction have turned the company into a trusted name in the steel building fabrication and erection industry, particularly in multistoried steel building construction. In 2020, the company becomes public and is listed on Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE).

Being one of the fastest-growing sectors of Bangladesh, the Pre-engineered building industry could well be the next economic booster. A pre-engineered building is designed by a supplier/ manufacturer, to be fabricated using the best-suited inventory of raw materials available from all sources and manufacturing methods that can efficiently satisfy a wide range of structural and aesthetic design requirements. Within some geographic industry sectors, these buildings are also called Pre-Engineered Metal Buildings or simply Pre-Fabricated Steel Buildings as it is becoming increasingly common due to the reduced amount of pre-engineering involved in custom computer-aided designs. Steel-structured buildings now have a stronghold in Bangladesh's construction sector. The demand for steel buildings is increasing in the country as it needs low investment and less time and provides high safety. A higher resale value of the steel structure is another reason it has gained popularity. Local steel-building makers are expecting a bright future for the prefabricated building sector as an increasing number of conglomerates, including foreign companies, are setting up such structures for industrial use. The country has immense potential in steel infrastructure as steel consumption per capita is still very low against global standards.

A prefabricated steel structure is now being used for different purposes such as setting up factories, multistoried buildings, power plants, and bridges. Owners will be able to get four times the value if they sell the steel structure of the building as scrap even after 50 years, which is not possible for conventional buildings. The Pre-engineered steel Industry is mostly involved in the building: High rises, Multi-story Buildings, industries, Workshop, Warehouse Housing, Training Centers, Gymnasiums, Basketball Court, Swimming pools, Markets Shopping centers, Bus Station, Police stations Border Posts, Grain storage, steel framed commercial buildings and waste/recycling facilities, commercial showrooms, distribution centers, restaurants, CNG stations, Fruit and vegetable Storage, Cold Storage, Equipment Storage, Military Applications, Aircraft Hanger etc.

DSBSL ripens and ropes the vision and missions of its business through common strategic initiatives and its functions of Accounts & Finance, Engineering, Implementation, Administration and Human Resources, Information Technology, Corporate Communications, Legal and Corporate Affairs & Share Department and Factory Management as well. Its aims are closely drawn to achieve the following strategic ends:

1. A pledge to new product development through the use of state-of-the-art technology and the consolidation of the IT environment.
2. Upkeep of the premier quality reassurance standards, replicated in a range of transnational quality certifications.
3. The persistent expansion and development of transnational markets, while sustaining governance in the home market of Bangladesh.
4. Investment in training and career development for employees
5. Key managers of the company went to different professional institutions and rigorous training and workshop for embedding the DSBSL value named "Quality First"

Based on trade periodicals participation in trade and professional associations and communications with governmental and quasi-governmental organizations, Private sectors, and customers and suppliers, DSBSL believes that a variety of events and trends, and trends have resulted in significant developments in the markets that DSBSL products and services. The company's products are designed to respond to increasing demand resulting from these trends.

Natural disasters throughout the world have focused attention on safety concerns relating to the structural integrity of large buildings. In the long run, the demand for steel Buildings will be visible in every sector, in this regard: DSBSL uses sophisticated software to facilitate the design and marketing of its production systems.

DSBSL has two factories at Ashulia, Savar, and at Polash, Narshingdi, and the corporate office. The total land area is 352.985 decimal. At present, the total production capacity is 8,010 tons of pre-fabricated steel products per year. We import our raw materials from renowned manufacturers in Japan, China and Taiwan.

Location	Area (sft.)	Production Capacity (ton)	Products
Ashulia, Savar	56,628 sft	7,000	Profile sheet, purlin, decking sheet, Steel Column, Steel Rafter, Primary beam, Secondary beam, etc.
Polash, Narshingdi	93,282 sft	1,021	Louver, Secondary beam, Canopy, Grill, Steel door, and other light work.

The main activities of the company are to manufacture various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building. The company has a strong reputation for providing a wide range of building materials products and services. The products of the company are produced through the use of both imported and local materials. The company provides the following products and Services:

- Pre-fabricated steel structure manufacturing.

- Others Construction work:

- i. I-Section

- IL PPGI Sheet for Roof & Wall Panel

- iii. GP Purlin

- iv. GP Decking Panel

- V. Anchor Bolt (HOG)

- vi. Nut Bolt (HDG)

- vii. Sag Rod (HOG)

- viii. Cable Bracing

- ix. Louver (GP)

- X. Pipe

- xi. Steel Door

Due to pre-fabricated steel manufacturing company most of the raw materials e.g. MS Plate, PPGL Sheet, MS Sheet, Electrodes, Welding Flux, welding wires, Saw Wire, Angle, Screw, Nut bolts, sheet screws, etc. are mainly imported from China and India along with some of the suppliers of the local market.

MISSION & VISION

Our Mission is to provide innovative, sustainable, and valued engineering design and construction solutions to a variety of clients in the selected sectors using teamwork and partnership with clients.

Our Vision is to be one of the Asian Leaders in Pre-Fabricated Steel Building, Civil engineering design, Construction Solutions, and related services.

Our Goals are:

- To attain 20% of the steel building construction market in the country within the next five years.
- To offer all technical support to customers for achieving maximum satisfaction.
- To maintain all standard codes of steel structure and strive for continual development in technology and service.
- To make cost-effective designs that match client requirements.

Our Strengths:

One Stop Service-Starting from design and consultancy to construction of both RCC and steel structures including electrical and plumbing works.

Specialized in Industrial Buildings- We are specialized in industrial buildings like garments, spinning mills, hangers, flour mills, LPG Plant, warehouses, etc., from production process definition, space requirement, machine and equipment layout, compliance issues, structural and architectural design, turnkey project construction.

Experience- We have over 16 years of experience in the general construction field and have completed more than 210 different types of steel structure fabrication and erection of projects ranging from power plants to go-down, industrial sheds, flour mills, etc. In-house design facility- We have a strong design team capable of performing structural & architectural design in a safe and economic way by using the latest design codes and standards and using computer-aided design and detailing software like ETABS, STAAD PRO, TEKLA, etc.

Production capacity- Our two production facilities are equipped with modern machinery, and we have a group of highly skilled welders, fitters, and erectors. We are capable of producing 668 tons of fabricated steel sections per month. Besides, we import raw materials from the renowned manufacturer in Japan, Canada, Taiwan & China as per the requirements of the project to ensure quality and design requirements.

Strict adherence to quality control - We follow strict quality control procedures starting from the design phase where all the quality standards are set as per client requirements. We adhere to the standards at the time of material procurement, fabrication, and at the time of erection to ensure quality assurance as per set standards.

CODE OF CONDUCT FOR BOARD OF DIRECTORS (BOD), CHAIRPERSON, AND MANAGING DIRECTOR (MD)

The Code of Conduct and Ethics applies to the Directors, Management, and all employees of Dominage Steel Building Systems Ltd. (DSBSL). Aligning with the company's vision, mission, objectives, strategy and corporate governance, this code of conduct and ethics are practiced. These codes have a great influence on the sustainable development, implementation and practice of Integrated Management Systems (IMS). This code of conduct of directors of DSBSL embodies their commitment to pursue the highest standards of ethical conduct to manage the affairs of the company. This Code of Conduct has been framed to provide guidance to manage the affairs of the Company in an ethical manner and intended to describe areas of ethical risk, provide guidance to directors and employees and help foster a culture of honesty and accountability. This Code of Conduct attempts to set forth the guiding principles on which the Company, Its Board of Directors and its employees shall operate and conduct themselves with multitudinous stakeholders including employees, customers, suppliers, government and regulatory agencies, media and anyone else with whom it is connected.

ETHICS

Ethics deals primarily with conflicts of interest and integrity. A conflict of interest could be defined as a situation that arises when a decision-making authority is seen to have a personal stake in the outcome of the decision itself. This code covers various situations that a DSBSL employee may face in the areas of financial control, personal integrity, conflicts, etc., and the role they should play in such circumstances. This code provides a common code of conduct, which should be adhered to, by all DSBSL employees.

RESPONSIBILITIES OF BOARD OF DIRECTORS (BOD)

The Board is elected by and is accountable to the Shareholders. Except for decisions explicitly reserved for Shareholders (by applicable law or regulation, or by the Constitution), the Board has full authority to carry out all activities necessary to provide effective strategic guidance and sound oversight of DSBSL. Its ultimate goal is to create long-term shareholder value while taking into account the interest of its stakeholders.

- a. Reviewing, approving, and monitoring the Company's long-term strategic objectives and business plans of management, including any performance indicators and targets to be used in relation to the strategy.
- b. Setting the risk appetite for the Company, including specific targets, caps, or indicators related to the risk appetite.
- c. Monitoring the overall performance of the Company's progress towards its strategic objectives, and in line with its defined risk appetite.
- d. Establishing a framework of effective controls which enables risks to be assessed and managed, including safeguarding shareholders' Interests and the Company's assets and the steps taken by management to monitor and control such risks.
- e. Overseeing and approving the risk management framework and associated policies and procedures used by management to effectively manage risk.
- f. Approving the appointment and dismissal of the internal auditor.
- g. Overseeing the integrity of the financial statements, the compliance with legal and regulatory requirements, the performance, qualifications, and independence of the external auditor, and the performance of the internal audit function.
- h. Overseeing the internal control framework used by management and ensuring it is efficient and effective.
- i. Overseeing and approving the human resource policies and framework of the Company.
- j. Taking decisions as per a delegation of authority matrix.
- k. Appointing and, as necessary, dismissing the CEO.
- l. Determining the remuneration and incentive schemes, including key performance indicators, for senior executives
- m. Evaluating the overall performance of key senior executives and taking corrective actions as needed.
- n. Developing succession plans and developmental objectives for senior executive positions.

- o. Identifying, evaluating, selecting and recommending potential candidates for election as Directors by Shareholders.
- p. Evaluating the overall performance and effectiveness of the Board and each Director, and taking corrective actions as needed.
- q. Overseeing the Company's corporate governance framework and ensuring compliance with approved policies.
- r. Set the Company's values and standards, and ensure that obligations to shareholders and other stakeholders are understood and met.
- s. Ensuring stakeholder interests are considered and the Company conducts its business in a socially responsible manner to the extent practical.

CONFLICTS OF INTEREST

An employee or director of DSBSL shall always act in the interest of the company, and ensure that any business or personal association that he/she may have does not involve a conflict of interest with the operations of the company and his/her role therein.

- a. An employee of DSBSL, shall not accept a position of responsibility in any other non-DSBSL company or not-for-profit organization without specific approval
- b. Shall not be involved in the decisions pertaining to companies where he/she holds financial interest directly or indirectly, including through close relatives in a company.
- c. Shall not direct business to a supplier managed by a relative or close friend.
- d. Shall not solicit subcontractors and vendors for donation/advertisements to a charity, in which the employee is involved.
- e. Using company facilities for personal purposes or for spouse's/relatives' business.
- f. Shall not treat personal expenses/trips as business expenses/trips.
- g. Shall not take a part-time job requiring the employee to spend time, during normal working hours or using office equipment in meeting personal responsibilities.
- h. Shall not be in a position to influence career decisions about a spouse or relative.
- i. Shall not pursue any business or profession outside DSBSL including consultancy.

The above shall not apply to (whether for remuneration or otherwise):

- a) Nominations to the boards of DSBSL companies, joint ventures, or associate companies.
- b) Memberships/positions of responsibility in educational/professional bodies, wherein such association will benefit the employee/ DSBSL Company.
- c) Nominations/memberships in government committees/bodies or organizations.
- d) Exceptional circumstances, as determined by the competent authority.

MEMBERSHIP IN SOCIAL SERVICE ORGANISATIONS

Potential conflicts arise when executives take up memberships in Organizations and Associations that undertake Social Services of various kinds. Conflicts arise in the form of fund-raising from DSBSL for such Associations/Organizations, using company infrastructure and facilities to discharge responsibilities towards that organization, and providing use of such facilities directly to the Association/ Organization and its members. Prior approval from the management should be obtained, for undertaking such activities.

GIFTS

- a. Buying equipment from suppliers for personal use at high discounts is absolutely prohibited.
- b. Accepting free trips/holidays within Bangladesh and/or abroad and /or members of the employer's family, from suppliers are also absolutely prohibited.
- c. Business associates such as JV partners, technology suppliers and other closely related companies may also make similar others. These should be reported to the management, who shall provide guidance.
- d. Small value gifts and Flowers on festive occasions from anyone are normally acceptable. High-value gifts in extraordinary circumstances, if required, need to be specially approved by the concerned management.

CONFIDENTIALITY AND DISCRETION

Executives should, at all times, realize that they are in possession of sensitive, classified and confidential information that should not be parted with, in any circumstances to Competitors, Investment analysts, Stockbrokers, Newspaper reporters and Government officials before intimating the same to BSEC, DSE & CSE as material or price sensitive information. Some illustrations of such information are given here.

- a. Financial Information.
 - b. Tax Planning Measures.
 - c. Potential Joint Venture deals being negotiated.
 - d. New Product Introductions.
 - e. Manufacturing Process and Recipe for Products.
- Employees should maintain total congeniality with any such classified information.

CORPORATE OBJECTIVES, VALUES & STRUCTURE

PERSONAL INTEGRITY

In day-to-day work most employees are called upon to support broad company objectives like providing equal employment opportunities and environmental protection. Some responsibilities are on a more personal level. For example, every employee also has a direct role in helping to keep the company's records accurate and in protecting company assets.

Sometimes the chance for illegal or unethical personal gain will arise. That is when employees must remember that integrity depends on individual integrity. Every employee should develop the ability to distinguish right from wrong and relentlessly follow the right - even when it may be very tempting to do otherwise.

SEXUAL HARASSMENT IN THE WORKPLACE

Equality in employment can be seriously impaired when women are subjected to gender-specific harassment such as sexual harassment at the workplace. Such conduct is discriminatory when the woman has reasonable grounds to believe that her objection would disadvantage her in connection with her employment, including recruiting or promotion, or when it creates a hostile working environment. The following rules are therefore applicable, regarding this matter.

The company should provide a procedure for resolution, Settlement or prosecution for acts of sexual harassment, by taking all steps required. For this purpose, sexual harassment includes such unwelcome sexually determined behavior as-

- a. Physical contact and advances:
- b. A demand or request for sexual favors:
- c. Sexually colored remarks:
- d. Showing pornography:
- e. Any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

All managers or people in charge of the workplace are required to take appropriate steps, to prevent sexual harassment.

CODE OF CONDUCT

Every employee of DSBSL shall devote their whole time and attention to and use their best skills and care in the business and affairs of the Company and at all times faithfully and diligently perform such duties assigned to them by the Company.

They shall not at any time during the continuance of the employment hereunder solicit, seek, engage or be interested or concerned either directly or indirectly or alone or jointly in any other office, trade, business, or occupation without the prior permission in writing of the Company.

Notwithstanding anything to the contrary in this document if in the opinion of the Company, they commit any breach in the observance of performance of their obligations hereunder or if they are, in the opinion of the Company, guilty of any misconduct, including disobedience, breach of duty or gross carelessness or if they absent them self without leave then and in any and every such case it shall be lawful for the Company. (notwithstanding any waiver by the Company of the antecedent breach or circumstances justifying the termination of their services under this clause) to terminate this employment forthwith without notice whatsoever and/or to dismiss them from the services of the Company without prejudice to the Company's remedial rights in respect of such breach or circumstances. In the event of such termination or dismissal, they will be entitled to their salary including all allowances up to the date of termination according to the provisions of labor law.

As a corollary to their obligation, under sub-clause 2 above, they shall devote their whole-time attention to the Company and use their best skills and care for the benefit of the Company and any discovery or invention or secret process or improvement in procedure made or discovered by them or any work capable of copy right whilst in the service of the Company in connection with or in any manner affecting or relating to the business of the Company or capable of being adopted for use therein or in connection therewith, shall forthwith be disclosed to the Company and if and whenever required to do so by the Company, they shall, at the cost the Company, apply or join the Company in applying for letters, patents or other equivalent protection in Bangladesh and in any other part of the world for any such discovery, invention, process or improvement as aforesaid and shall at the cost of the Company execute and do all instruments and things necessary for vesting the said letters patents or other equivalent protection when obtained and all right, title and interest to and in the same shall vest in the Company absolutely and as sole beneficial owner or in such other person as the Company may specify.

During association with the Company, our employees will have access to and be furnished with such information, trade secrets, processes, inventions, customer/supplier lists, etc. which would be sensitive for the Company and therefore would be treated as absolutely confidential (Confidential Information) and they may themselves develop or be a contributory to such Confidential Information. Hence, as a corollary to their duty to act always in the interest of the Company, they shall be obliged not to divulge or communicate to any person other than necessary to those who need to know such information for Company's business and use such Confidential Information solely for the benefit and in the best interests of the Company.

All Confidential Information belongs to the Company and is always to be used for the Company's benefit, needless to mention, such obligation on the employee's part will have to be honored, even after they cease to be associated with the Company. Hence, if there is any apprehension that the Confidential Information could be misused to the Company's detriment, you should refrain from associating, joining, or taking up employment with any other person for such period, as is considered necessary by the Company. They can also during their tenure with the company and during the notice period prior to their separation from the company, be restrained from coming to work, associating, or communicating with the Company officials for such time as is considered necessary.

Considering the sensitivity of the confidential information which will come to the knowledge, the employee shall not engage in any activity even after ceasing to be in employment with the Company, which will adversely affect the interest of the Company including advising and utilizing the information to the disadvantage of the Company.

Every employee shall not at any time within twelve months after the cessation of their employment with the Company, either directly or indirectly, or through any proprietary firm or a partnership firm in which he/she is a partner or through any Company in which he/she is a shareholder or director, or engage with in any manner whatsoever, solicit or seek to employ or appoint as agent, or engage with, any employee or officer or associate of the Company unless a period of twelve months has elapsed since the date of separation of the concerned employee, agent or associate, unless specifically approved by the management of the Company.

Every employee shall also not request, encourage or cause any of the past, present or prospective customer, supplier, employee or independent contractor to withdraw, curtail or cancel a business relationship with the Company or otherwise interfere in any manner with the relationship between the Company and such past, present or prospective customer, supplier, employee or independent contractor.

RESPONSIBILITIES OF CHAIRPERSON

The Board shall elect a Chairman from among the Directors. Should the Board by a resolution so decide a director may assume the powers and duties of the Chairman, when the Chairman is absent. The Chairperson is primarily responsible for the activities of the Board and its Committees. He shall act as the spokesman of the Board and is the principal contact for the CEO and the Management team. The CEO and the Chairman shall meet regularly. The Chairman usually presides over General Meetings. The Chairperson shall be a Non-Executive Director does not take any remuneration from the company.

- a. Directors, when appointed, participate in an induction program and, as needed, additional education or training programs:
- b. Directors receive all information necessary for them to perform their duties.
- c. Directors have sufficient time for consultation and decision-making:
- d. Committee's function properly:
- e. The performance of the Management team members and Directors is properly evaluated:
- f. Directors have full opportunity to provide their views and opinions on Board matters and issues are discussed and vetted fully prior to taking decisions: And
- g. The Board has proper contact with the management team.

POLITICAL NON-ALIGNMENT

As a secular and nonpolitical enterprise, DSBSL shall not have any type of political alignment:

- a. DSBSL shall be committed to and support the constitution and governance systems of the country in which it operates.
- b. DSBSL shall not support any specific political party and not have any political affiliations.
- c. All DSBSL Employees are free to contribute or participate in the political process if it does not create a conflict of interest or invade work-related commitments.

PROTECTING COMPANY ASSETS

It is the responsibility of all employees to protect the interests of all stakeholders of the company. The assets of DSBSL shall not be misused: they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

DONATIONS

Any amount of donation shall be made only with prior approval of Chairman/Board of Directors/CEO. This will include advertisement in the souvenir or any such support directly or indirectly.

CORPORATE CITIZENSHIP

- a. DSBSL shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups.
- b. DSBSL also encouraged developing systematic processes and conduct management reviews from time to time so as to set strategic direction for social development activity.
- c. DSBSL shall not treat these activities as optional, but should strive to incorporate them as an integral part of its business plan.

REGULATORY COMPLIANCE

- a. Employees of DSBSL, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit.
- b. Directors of DSBSL shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice they shall safeguard the confidentiality of all information received by them by virtue of their position.

SECURITIES TRANSACTIONS & CONFIDENTIAL INFORMATION

Handling of sensitive and confidential information relating to the business of DSBSL is very crucial. It is also a highly regulated area which requires compliance.

- a. An employee of DSBSL and his/her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from
- b. An employee of DSBSL shall not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of DSBSL client or supplier on which such insider information has been obtained. Such insider information might include (without limitation) the following:
 - i. Acquisition and divestiture of businesses or business units.
 - ii. Financial information such as profits, earnings and dividends.
 - iii. Announcement of new product introductions or developments.
 - iv. Asset revaluations.
 - v. Investment decisions/plans.
 - vi. Restructuring plans.
 - vii. Major supply and delivery agreements.
 - viii. Raising of finances.
- ix. An employee of DSBSL shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions: and strictly observe a practice of non-disclosure.

ENVIRONMENT

As a good corporate citizen, DSBSL assumes and undertakes initiatives to promote greater environmental responsibility. Most of DSBSL's businesses have plenty of impact on external environmental factors. We are highly committed to comply global and local environmental standards. We took several steps to save on water and harness daylight to preserve energy in our business setups. We have implemented 3Ri.e. Reduce, Re-use, Recycle in our value system to attain energy efficient culture within our business entities.

ANTI-CORRUPTION

DSBSL has principled its business to the highest level of good governance and ethics. We have a detailed anti-corruption policy written for every employee of the company. We follow a zero-tolerance strategy in case of any corruption takes place within the entities of our group. We always took records of our instances of corruption and refer to the same to minimize the repetition of conducting corruption in the future.

EMPLOYEE RELATIONS

DSBSL recognizes that people are the most important resource and key to the success of any organization. To develop and equip the employees with key skills, the company places great emphasis on the development of its people and hence training and workshops are arranged at regular intervals for their training and updating knowledge on the respective functional areas.

SEPARATION OF WORK FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Engr. Muhammad Shamsul Islam is the Chairman and Engr. Mohammad Rafiqul Islam is the Managing Director/Chief Executive Officer of the Company. The separation of the position of MD/CEO from that of the Chairman ensures compliance with corporate governance guidelines imposed by BSEC.

SUBSIDIARY BOARDS

There are two (2) subsidiary boards of Dominage Steel Building Systems Ltd. There is given below:

- (a) Audit Committee
- (b) NRC Committee (Nomination and Remuneration Committee)

SUBSIDIARY COMPANY

There is no subsidiary company of Dominage Steel Building Systems Ltd.

INVESTOR RELATION

The Board of Directors of the Company pays great importance to its investors' community and their information requirements. With the sincere desire to stay close to the investors' community, the Company always tries to bridge the gap between investors and the Company.

COMMUNICATION WITH STAKEHOLDERS

The Company aims to be transparent with all stakeholders, including the owners of the Company - the Shareholders. The Company holds the Annual General Meeting regularly as per law with adequate notice and disclosures in the Directors' Report and the Auditors' Report on Accounts/Notes and resolutions are passed with consensus and unanimity. The Chairman and other members of the Board answer the questions of the shareholders and note the views and suggestions of them offered at the AGM with utmost seriousness. Quarterly, Half-yearly and Annual-financial statements are also posted on Company's website to keep all the stakeholders informed about the Company's financial results.



PROFILE OF THE **BOARD OF DIRECTORS**

PROFILE OF THE BOARD OF DIRECTORS

ENGR. MUHAMMAD SHAMSUL ISLAM, CHAIRMAN

Engr. Muhammad Samsul Islam, Chairman of Dominage Steel Building Systems Ltd. was born in 1976 in a well-reputed Muslim family at Laxmipur Sadar, Laxmipur, Bangladesh. He is the son of late Haji Nur Nabi and Mrs. Salema Khatun and his wife's name is Mrs. Razia Sultana. He graduated from the Bangladesh University of Engineering & Technology (BUET) in Civil Engineering in 2001. He started a career in the engineering sector and gather past experience in this field.

Engr. Muhammad Shamsul Islam is reputed for his vast knowledge and expertise associated with interior decoration and construction management and quality control of both RCC & Steel structure buildings in Bangladesh & abroad.

ENGR. MOHAMMAD RAFIQUIL ISLAM, MANAGING DIRECTOR

Engr. Mohammad Rafiquil Islam, Managing Director of Dominage Steel Building Systems Ltd. was born in 1977 in a well-reputed Muslim family at Fulgazi, Feni, Bangladesh. He is the son of Mohammad Shahjahan and Mrs. Rahima Begum and his wife's name is Mrs. Sharmin Sultana. He graduated from Bangladesh University of Engineering & Technology (BUET) in Civil Engineering in 2001 and completed MBA in Finance from the Institute of Business Administration (IBA), the University of Dhaka in 2004. He started business as Dominage Steel Building Systems Ltd.

Engr. Mohammad Rafiquil Islam is reputed for his business operational knowledge and technical expertise associated with the design & construction of both RCC & Steel structure buildings. He is a member of the IBA Alumni Club Ltd.

SUJIT SAHA, DIRECTOR

Sujit Saha, Director of Dominage Steel Building Systems Ltd. was born in 1970, in a respectable Hindu family. He is the son of Sunil Chandra Saha and Taposi Rani Saha and his wife's name is Ranjana Saha. He graduated from Jagannath University in 2001 and he started his career in the construction Industry and gather past experience in this field.

RAKIBUL ISLAM, DIRECTOR

Rakibul Islam, Director of Dominage Steel Building Systems Ltd. Was born in 1985 in a well-reputed Muslim family at Laxmipur Sadar, Laxmipur, Bangladesh. He is a son of (Late) Hazi Nur Nabi and Salema Khatun and his wife's name is Mossarrat Mossaddika. He graduated from Jahangir University in Accounting in 2008 and concentrated on the construction business.

ABUL KALAM BHUIYAN, DIRECTOR

Abul Kalam Bhuiyan, Director of Dominage Steel Building Systems Ltd. was born in 1956 in a well-reputed Muslim business family in Birinchi, Feni, Bangladesh. He is the son of (Late) Ibrahim Hossain Bhuiyan and Jarina Khatun and his wife's name is Nasima Akter. He graduated from Jagannath University in Political Science in 1978. He gathered past experience in Engineering consultancy, Interior Designing Construction Industries etc.

PROF. MD. MIZANUR RAHMAN, INDEPENDENT DIRECTOR

Md. Mizanur Rahman, Independent Director of Dominage Steel Building Systems Ltd. was born in 1967 in a well-reputed Muslim family in Satkhira, Bangladesh. He is of Bangladeshi & Canadian nationality. He is the son of Md. Atir Rahman and Anowara Khatun and his wife's names are Suriya Sultana. He did his Masters in Marketing from the University of Dhaka and an MBA in Marketing from Dalhousie University, Canada, and then he did his Doctorate in Philosophy from the University of Dhaka. He is currently the Chairman of the Marketing Department at the University of Dhaka. He has vast experience in Marketing and General Knowledge.

TAPAN CHANDRA BANK, INDEPENDENT DIRECTOR

Mr. Tapan Chandra Bank, Independent Director of Dominage Steel Building Systems Ltd. was born in 1959 in a well-reputed Hindu family at Kishorgonj Sadar, Kishorgonj, Bangladesh. He is a son of Ajit Ranjan Banik and Suvashi Rani Banik and his wife's name is Mst. Mina Banik. He graduated from Chittagong University with a Bachelor of Arts (BA) in 1980 and completed Master of Arts (MA) in Economics from Chittagong University in 1981. More than 35 years of experience in Autonomous Bodies and government jobs at different levels.

Mr. Banik also served as Additional Secretary of the Ministry of Public Administration Govt. of Bangladesh. He has vast experience in administration and Management.

SHAREHOLDING INFORMATION AND SHARE PERFORMANCE

a. Share Trading Details

Particulars	Dhaka Stock Exchange (DSE)	Chittagong Stock Exchange (CSE)
Trading Code	DOMINAGE	DOMINAGE
Scrip Code	13249	16042
Business Segment	Engineering	Eng & Electrical
Market Category	B	B
Listing Year	2020	2020
Electricity Share	Yes	Yes

b. Shareholding Information

Sl No	Name Status	Name Status	No. of Shares Held on 30 th June 2025	% of Shareholding
A. Parent/Subsidiary/Associated Companies/Others Related Party N/A				
Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouse and Minor Children:				
i	Engr. Muhammad Shamsul Islam	Chairman	12,041,988	11.74%
ii	Engr. Mohammad Rafiqul Islam	Managing Director	12,041,988	11.74%
iii	Sujit Saha	Director	2,632,523	2.56%
iv	Rakibul Islam	Director	2,132,055	2.08%
v	Abul Kalam Bhuiyan	Director	2,132,055	2.08%
vi	Prof. Md. Mizanur Rahman	Independent Director	Nil	Nil
vii	Tapan Chandra Banik	Independent Director	Nil	Nil
viii	Md. Shamim Bhuiyan	Company Secretary	Nil	Nil
ix	Md. Moinul Arefin	Chief Financial Officer	Nil	Nil
X	Omar Sium	Internal Auditor	Nil	Nil
B. Office Staff				
i	Md. Atiqur Rahman	Manager	-	Nil
ii	Md. Delowar Hossain	Manager	-	Nil
iii	Rehana Parvin	Manager	-	Nil
iv	Abu Ishaque Mohammed Raihan	Manager	-	Nil
C. Shareholders holding 10% or more voting interest in the company:				
i	Engr. Muhammad Shamsul Islam	Chairman	12,041,988	11.74%
ii	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.
3. Summary of Shareholders and range of shareholders:

The Shareholding distribution schedule of Dominage Steel Building Systems Ltd. As of June 30, 2025, is presented as below:

Particulars	Number of Share Holders	Number of Shares	Ownership (%)
Sponsors/Promoters & Director	05	30,980,609	30.20
Institutions	207	8,963,085	08.74%
General Public	10,805	62,656,306	61.06%

b. Share Performance

Particulars	June 30, 2025	June 30, 2024
Share Price - per share	10.50	11.90
Number of Shareholders	11,017	7,273
Share Outstanding	102,600,000	102,600,000
Net Assets Value - per share	17.16	17.13
Net Operating Cash Flow - per share	0.45	0.40
Earnings Per Share (EPS)	0.05	0.03
Dividend %	Cash: 0.35% Cash Dividend (Other than Sponsor/Director) i.e., Cash Tk 2,506,678.68 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	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
Total Free Float Security	71,219,391	71,219,391
Percentage (%) Free Float Security with Respect to Total Security	69.80%	69.80%



CHAIRMAN'S MESSAGE

Bismillahir Rahmanir Raheem

Respected Members, Shareholders & Stockholders

Greetings from Dominage and As-Salam-U-Alaikum.

On behalf of the Board of Directors I have the pleasure to welcome you at the 19th Annual General Meeting (AGM) of Dominage Steel Building Systems Ltd. (DSBSL).

I'm delighted to welcome all our valued stakeholders to Dominage Steel Building Systems Limited Annual Report along with the audited financial statements, audit report and director report thereon for the year ended 30 June 2025. This is an opportunity to reflect on our accomplishments and look forward to the future with optimism.

We continued to navigate the adverse effects of geopolitical tensions abroad, which sustained global supply chain instabilities, while facing critical challenges locally. Furthermore, the elevated interest rate environment contributed to the slowdown and delay of major public and private infrastructural projects, consequently dampening the overall market demand for our construction solutions.

Despite these significant constraints, which regrettably resulted in our financial performance, particularly revenue and net profit—remaining below desired levels, the Board is satisfied that we successfully executed a strategy of strategic resilience and operational focus. We used this challenging environment as an opportunity to implement comprehensive cost minimization measures across all segments, ensuring fiscal discipline. Simultaneously, we focused on enhancing productivity and quality in our factory operations, solidifying our competitive edge in the market. The Pre-Engineered Building (PEB) sector's inherent advantages, its speed, cost-effectiveness, and design flexibility—makes it the preferred solution for the industrialization drive of the country, and we are well-positioned to capitalize on this segment.

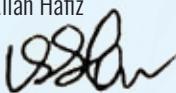
Dear shareholders, while we acknowledge the current caution, we maintain a profound and unwavering optimism about the medium-to-long-term future. Our confidence is underpinned by the government's sustained focus on industrialization and the eventual economic stabilization that is expected to ease the forex crunch and inflation rates. As economic certainty returns, the backlog of delayed infrastructure projects will resume, and private investment will inevitably pick up, providing a significant boost to our order book. Considering this balanced outlook, the need for sustained operational investment versus rewarding your loyalty, the Board has recommended a Cash Dividend of 0.35% for the year under review, subject to your approval at this AGM.

Dear shareholders, we assure you that we are trying in all possible ways to minimize the cost, increase the efficiency, productivity, and profitability of the company. We predict that the current situation will continue for the next few months and still we are very optimistic that this is a temporary phenomenon. As the country's economy steadies, we are also hopeful about Dominage profitability.

Finally, I would like to express our sincere gratitude to our shareholders, authorities, valued customers, suppliers, and business associates for their continued trust and support. We are also deeply grateful to our Board members, management, and staff for their tireless efforts and dedication. We acknowledge the invaluable contributions of the Dhaka Stock Exchange Ltd., Chittagong Stock Exchange Ltd., Registrar of Joint Stock Companies, and customs, Tax, and VAT authorities in helping us navigate the challenges of the past year and adapt to the evolving business landscape.

Thank you for being an essential part of the Dominage family.

Allah Hafiz



Engr. Muhammad Shamsul Islam
Chairman



MANAGING DIRECTOR'S MESSAGE

Bismillahir Rahmanir Raheem
Assalamualakium,

Dear Shareholders,

I, on behalf of the Board of Directors, have the pleasure to welcome all of our esteemed shareholders on the occasion of the 19th Annual General Meeting of the company and I also want to give thanks to honorable shareholders for joining us to make the event successful.

With pleasure, I present the report of the Board of Directors. The Audited Financial Position, Statement of Profit and Loss & Other Comprehensive Income, and other Financial Statement of the company for the year ended on June 30, 2025.

As you are well aware, the fiscal year 2024-2025 was marked by an extension of the most challenging economic and political hardships in recent memory. The country faced persistent, elevated inflation, continued Taka devaluation, and significant L/C opening complexities due to the protracted foreign exchange reserve crisis. Furthermore, political and administrative uncertainties led to stalled infrastructure and real estate projects, causing a sharp reduction in steel and construction material consumption across the nation. While many industry peers reported significant operational losses during this period, I am proud to report that, by the grace of Almighty Allah, DSBSL managed to register a profit for the year ended June 30, 2025. This achievement, though not entirely satisfactory compared to our long-term potential, is a testament to our agility and resilience.

We recognize that the lingering effects of the economic slowdown and high borrowing costs will prevail for the next few months. However, we are highly confident that the necessary fiscal and monetary initiatives being undertaken by the Government, coupled with sustained export and remittance growth, will lead to macroeconomic stabilization, hopefully by mid-2026. Our low-cost, high-efficiency operational model has successfully helped us overcome the immediate crisis, and we are now poised to benefit significantly when market demand returns. We believe the stagnant condition of our country's economy will soon be replaced by a demand surge, bringing significant project opportunities for DSBSL in the coming years.

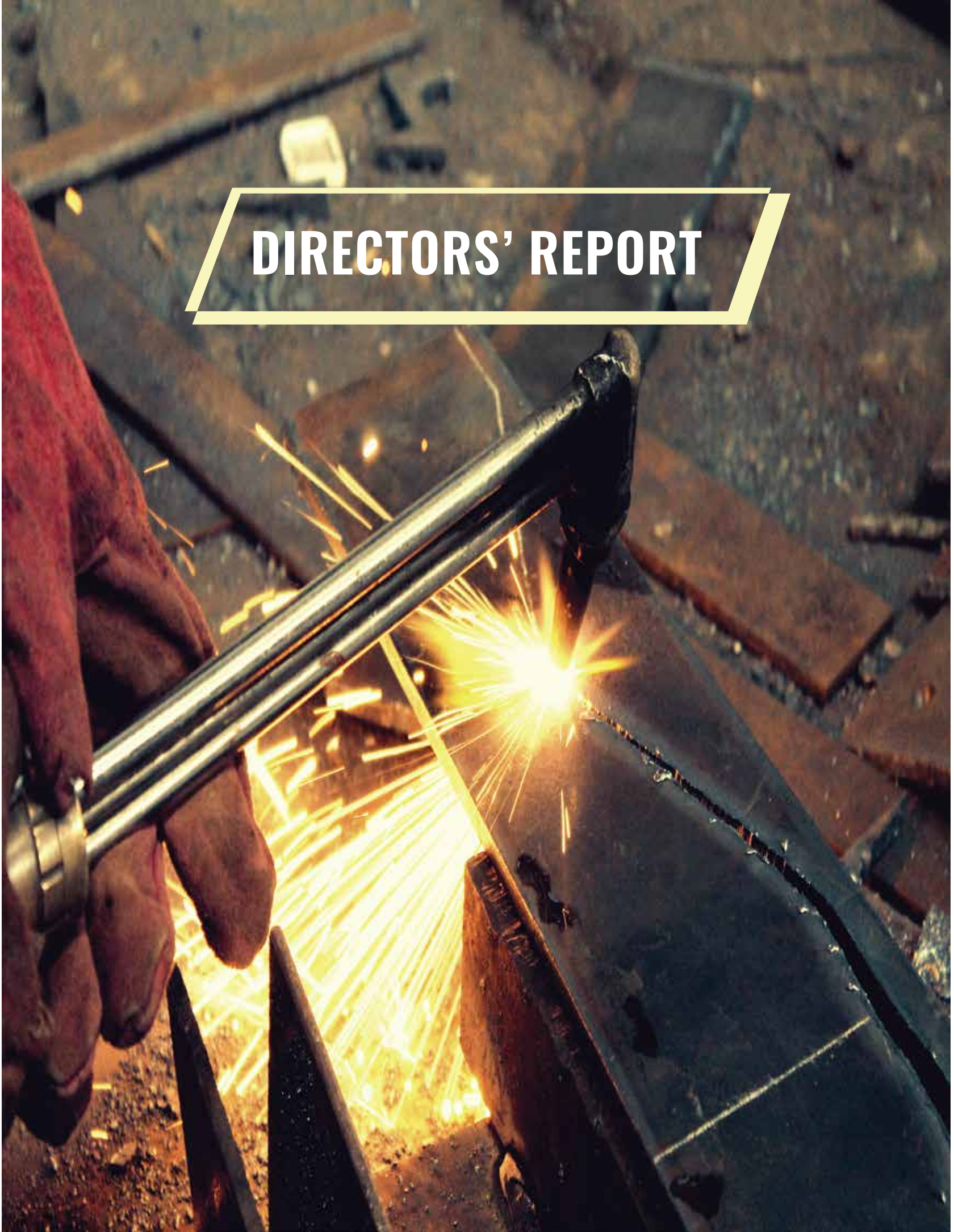
Valued shareholders, our primary commitment remains maximizing your net worth while maintaining the unwavering quality that Dominage is known for. I extend my deepest gratitude to all our stakeholders—our investors, business partners, bankers, and regulatory authorities—for their continuous support. My profoundest thanks go to our dedicated staff and management team, whose tireless efforts and sacrifice made our profitability in this difficult year possible. We look forward to your continued support as we work together to deliver not just another great year, but one of even greater success once the economy fully rebounds.

Thank you All



Engr. Mohammad Rafiqul Islam
Managing Director

DIRECTORS' REPORT



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 19th 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, 2025, 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 20 of this Annual Report-2025.

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 20 & 21 of this Annual Report-2025.

An Industry Outlook and Future Development

The Pre-Engineered Building (PEB) and broader construction sectors in Bangladesh for the 2024-2025 period present a complex picture, characterized by robust long-term potential overshadowed by immediate macroeconomic headwinds. The industry's near-term growth has significantly decelerated, primarily due to political instability and a protracted dollar crisis. The change in government and resulting administrative uncertainty led to the cancellation or indefinite delay of numerous public infrastructure projects and a substantial downward revision of the Annual Development Program (ADP) budget for FY2204-25, causing a sharp decline in demand for construction materials, with some reports indicating a plunge in steel sales by up to 70%. Furthermore, the depreciation of the Taka against the US Dollar (losing over 12% in 2024) drastically raised the cost of essential imported raw materials, such as steel scrap and clinker, while a persistent liquidity crunch and banking reluctance to open Letters of Credit (LCs) severely hampered the import process, forcing steel mills to operate at significantly reduced capacity.

Despite the short-term fragility, the underlying drivers for the PEB market remain strong, pointing toward a significant recovery post-2025, with the overall construction market projected to grow at a Compound Annual Growth Rate (CAGR) of around 6.42% to 10.4% over the medium term. The Pre-Engineered Building (PEB) segment specifically is projected for strong growth, with prefabricated and modular construction systems expected to advance at a CAGR of over 10.5% through 2030. This growth is driven by accelerated industrialization, as foreign manufacturers implement the "China-plus-one" strategy and establish facilities in Special Economic Zones (SEZs), where the cost-effectiveness, speed, and design flexibility of PEBs make them the preferred construction method for warehouses and factories. Moreover, substantial long-term government plans, including the Bangladesh Delta Plan 2100 and the Railway Master Plan, alongside renewed foreign aid and an easing of the dollar crisis by mid-2025 (supported by record remittance inflows), are expected to stabilize the economy and re-energize major infrastructure projects, setting the stage for the construction industry's rebound from 2026 onwards.

Future Plan or Projection or Forecast for the Company's Operation, Performance, and Financial Position

Dominage Steel Building Systems Ltd. (DSBSL) is experiencing slower 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 ongoing continuous engineering and construction work, we are initiating a new phase of dredging operations. We anticipate the Bangladesh government will commence the river dredging tender process following the national election, or shortly thereafter, once the political climate permits. We currently possess two operational dredger machines and are actively awaiting tenders from both government organizations and the private sector.

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 4.00, additions of Tk. 22,507,776 were supported by documentation that included TDS of Tk. 10,938,042 from prior years' challans improperly capitalized. The Fixed Asset Register lacked asset tagging for proper identification.

Management Response:

We acknowledge the auditor's observations regarding the additions to Fixed Assets (Note 4.00) and the status of the Fixed Asset Register. The inclusion of Tax Deducted at Source (TDS) of Tk. 10,938,042 from prior years' challans in the current year's Fixed Asset additions occurred because these taxes were an integral, non-refundable cost directly related to asset purchase; therefore, the amount was capitalized with the specific asset categories to properly reflect the true cost of the assets.

Again, recognizing the importance of asset tagging for effective management and verification, we have already commenced the process of implementing a comprehensive asset tagging system and are prioritizing the full regularization of this system in the shortest possible timeframe.

- (2) During the audit, it was observed that in few cases Tax Deducted at Source (TDS) and Value Added Tax Deducted at Source (VDS) were not properly deducted from expense heads as required under the relevant Tax laws. Furthermore, Advance Income Tax (AIT) (Ref: Note 10.02) and Income Tax Payable (Ref: Note 21) remained unadjusted from long since.

Management Response:

The company is admirable to comply with all applicable laws, rules and regulations. We will regularize deduction process and strictly follow this in coming days.

Regarding the Advance Income Tax (AIT) (Ref: Note 10.02) and Income Tax Payable (Ref: Note 21), we understand the need for timely adjustment. Tax assessments for the assessment years 2022–2023, 2023–2024, and 2024–2025 are currently in progress. We are actively working to finalize these assessments quickly, and the Advance Income Tax and Income Tax Payable balances will be appropriately adjusted upon their completion.

- (3) The Company could not provide proper ageing schedules for Trade Receivables, in the absence of these schedules, the ageing analysis & recoverability assessment could not be verified.

Management Response:

We confirm that the required ageing schedule for Trade Receivables has already been prepared and submitted to the audit team

- (4) As disclosed in note no. 18.01, an amount of \$1674.83 equivalent to TK. 205,711 was received in FC Account for IPO that remain untraceable by the company but was reflected in cash & cash equivalent as against other liabilities. Again, the company vide their letter no DSBSL/SD/2024/147 dated 10 February 2024 informed capital market stabilization fund (CMSF), requesting their assistance including the potential transfer of these funds to CMSF.

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.

- (5) 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 2025 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 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	14,800
Mr. Mohammad Rafiqul Islam	Managing Director	Executive	Remuneration	1,825,148
			Board Meeting Fees	13,600
Mr. Sujit Saha	Director	Non-executive	Remuneration	-
			Board Meeting Fees	-
Mr. Rakibul Islam	Director	Non-executive	Remuneration	-
			Board Meeting Fees	12,800
Mr. Abul Kalam Bhuiyan	Director	Non-executive	Remuneration	-
			Board Meeting Fees	12,800
Mr. Tapan Chandra Banik	Independent Director	Non-executive	Remuneration	-
			Board Meeting Fees	13,400
Mr. Md. Mizanur Rahman	Independent Director	Non-executive	Remuneration	-
			Board Meeting Fees	13,600
Total amount (Taka)				1,906,148

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 plan & machinery and to meet IPO Expenses.

As of 30 November 2024, Dominage Steel Building Systems Limited has completed 100% of the total utilization of the fund. Following are the details of the utilization-

SL.	Purpose Mentioned in the Prospectus	Allotment Amount	Total Utilization of Fund up to November 30, 2024	Utilized (%)	Total Un - utilized Amount
a)	Building and other construction	58,647,418	58,682,139	100.00%	-
b)	Electrical Installation	16,240,000	16,276,576	100.00%	-
c)	Acquisition of new plant & machinery	208,605,833	208,638,940	100.00%	-
d)	IPO Expenses	19,576,000	19,576,000	100.00%	-
Total taka		303,069,251	303,173,655		-

The company has already managed to complete its total utilization and the schedule timeline for the utilization of the IPO proceeds was delayed because of the following reasons-

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. In light of these circumstances the Board of directors of Dominage Steel Building Systems must make a policy decision to extend utilization timeline.

We sincerely apologize for this delay and assure our shareholders of our continued commitment toward the development of the company.

We have consistently and successfully submitted all of our monthly audited IPO utilization reports to the Bangladesh Securities and Exchange Commission (BSEC), the Dhaka Stock Exchange (DSE), and the Chittagong Stock Exchange (CSE) throughout the utilization period. All these reports are publicly available on our corporate website.

Finally, we express our sincere gratitude to all our stakeholders for their invaluable support, which has helped facilitate the smooth utilization of the funds thus far.

Company's Operations: FIVE YEARS OF FINANCIAL POSITION

Operational Result	30.6.2025	30.6.2024	30.06.2023	30.06.2022	30.06.2021
Turnover	189,561,418	187,729,653	333,443,469	449,026,637	475,081,252
Gross Profit	38,860,091	30,525,882	60,019,824	105,564,048	138,352,154
Profit from Operating	19,978,418	6,283,704	34,920,309	79,964,879	110,042,316
Net Profit Before Tax	9,374,366	3,897,530	35,376,440	80,597,702	106,231,093
Net Profit after Tax	5,098,870	2,834,891	4,584,282	56,031,570	106,900,564
Financial Position	30.6.2025	30.6.2024	30.06.2023	30.06.2022	30.06.2021
Non - Current Assets	1,240,451,741	1,231,650,746	1,203,376,906	1,096,976,510	1,039,617,200
Current Assets	716,546,423	722,087,912	767,355,317	862,692,749	984,663,321
Shareholder's Equity	1,761,120,923	1,757,812,537	1,758,558,616	1,768,298,212	1,748,076,338
Non - Current Liability	79,762,535	78,461,075	83,617,838	96,417,911	71,844,643
Current Liability	116,114,706	117,465,046	128,555,769	94,953,136	204,359,541
Key Financial Ratio	30.6.2025	30.6.2024	30.06.2023	30.06.2022	30.06.2021
Current Ratio	6.17	6.15	5.96	9.10	4.82
Quick Ratio	3.38	3.18	3.09	5.33	2.95
Debt to Equity Ratio	0.11	0.11	0.12	0.11	0.16
Net Income Ratio (%)	2.69%	1.51%	1.4%	12.48%	22.50%
Return on Equity (%)	0.29%	0.16%	0.26%	3.17%	6.12%
Earnings Per Share (EPS)	0.05	0.03	0.04	0.55	1.17

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 events or conditions 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 competent, qualified and dedicated personnel.

UNPAID OR UNCLAIMED DIVIDEND:

The Company has made payments of fractional dividend (from stock dividend) amount and cash dividend to the respective shareholders' individual Bank A/C through BEFTN, but the mentioned dividend amounts have returned. Though the company has issued cheques/dividend warrants to the recipients, which were not presented before the related banks till 30 June 2025. These amounts are deposited in a separate bank account and are payable on demand.

As of 30 June 2025, unclaimed dividend summary is as follows:

Years	Number of Shareholders	Amount of Unpaid or Unclaimed Dividends (Adjustment with Bank Interest)
2020	-	-
2021	-	-
2022	993	189,488
2023	1,161	103,180
2024	1,010	44,426

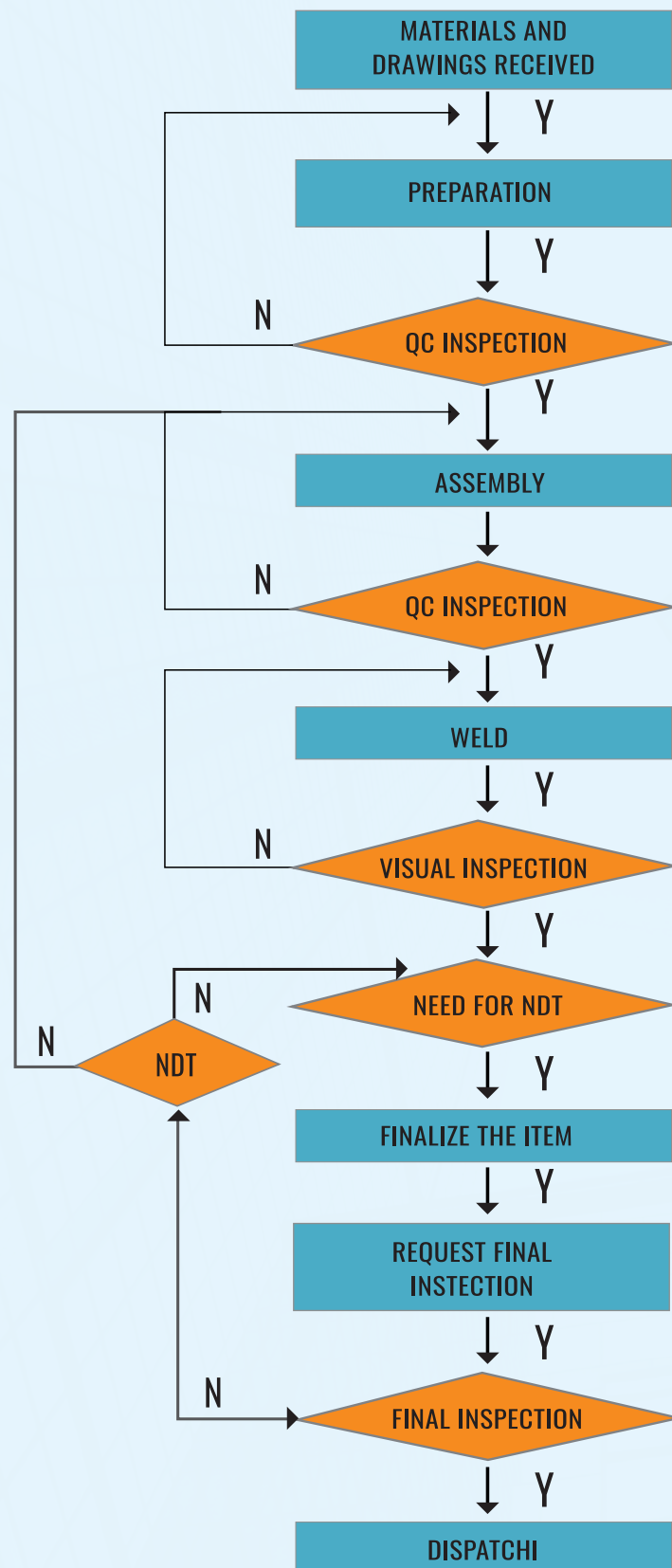
Capital Market Stabilization Fund (CMSF)

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 and 2021 to Capital Market Stabilization Fund (CMSF) vide letter no DSBL/SD/2024/146 dated February 08, 2024, and letter no DSBL/SD/2025/337 dated February 02, 2025.

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 remained flat due to the ongoing local political issue and 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 slightly increased compared to the previous year. This improvement is attributable to a cost-cutting policy implemented by management to overcome the recent economic slowdown.

EPS has remained in a flat position as a result of higher finance costs and lower other income compared to previous year.

Net cash flows from operating activities have a straight-line position due to the slower growth in the total revenue & collection.

The Net Asset Value (NAV) was 17.13 for the year ended June 30, 2024, and stood at 17.16 for the year ended June 30, 2025.

DIVIDEND

The board of Directors has recommended 0.35% Cash Dividend (Other than Sponsor/Director) i.e., Cash Tk. 2,506,678.68 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, 2025. Which will be approved in the forthcoming Annual General Meeting- 2025 (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 20, 2025

BRIEFLY EXPLANATION OF THE FINANCIAL PERFORMANCE OF THE COUNTRY AND THE GLOBAL

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

No	Particulars	Domestic Company (in BDT)		
		Dominage Steel Building Systems Limited 30 June 2025	Bangladesh Building Systems Limited 30 June 2024	Bangladesh Steel Re-Rolling Mills 30 June 2025
1	Turnover	189,561,418	828,828,755	95,720,261,577
2	Gross Profit	38,860,091	147,754,216	11,344,670,024
3	Operating Profit	19,978,418	64,148,373	8,961,499,804
4	Net Profit Before Tax	9,374,366	29,801,394	7,807,737,430
5	Net Profit After Tax	5,098,870	11,979,120	6,142,178,088
6	Non-Current Assets	1,240,451,741	1,687,382,805	48,195,726,933
7	Current Assets	716,546,423	1,942,598,811	45,475,209,164
8	Shareholder's Equity	1,761,120,923	2,105,245,184	49,800,968,329
9	Non-Current Liability	79,762,535	814,552,675	6,772,524,091
10	Current Liability	116,114,706	710,183,758	37,097,443,678
11	Current Ratio	6.17	2.74	1.23
12	Quick Ratio	3.38	2.04	0.57
13	Debt to Equity Ratio	0.11	0.724	0.88
14	Net Income Ratio (%)	2.69	1.45	6.42
15	Return on Equity (%)	0.29	0.57	12.33

APPOINTMENT OF STATUTORY AUDITORS

The Audit Committee has recommended the appointment of PKF Aziz Halim Khair Choudhury, Chartered Accountants, as the auditor for the year ending 30 June 2026.

The Board of Directors, at its meeting held on October 28, 2025, expressed its intention to appoint the auditor. Base on the recommendation of the Audit Committee, the Board decided to propose the appointment of PKF Aziz Halim Khair Choudhury, Chartered Accountants, as the auditors for the company for the financial year 2025-2026 and fix their remuneration of Tk. 230,000 (Two lac & thirty thousand) including VAT and it will be placed before the Shareholders at the 19th Annual General Meeting (AGM) for approval.

APPOINTMENT OF COMPLIANCE AUDITOR

The Board of Directors recommended appointing MZ Chowdhury & Co. Chartered Accountants as the compliance auditor of the company to audit the corporate governance code for the year 2025-2026, in the Board meeting of the Company on October 28, 2025

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 as an Independent Scrutinizer for observing the election and detailed information on voting results at the Annual General Meeting (AGM)-2025. The Haruner Rasid & Associates as independent scrutinizer for the Annual General Meeting-2025 was proposed and approved by the Board of Directors in the Board meeting of the Company on October 28, 2025.

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

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

Muhammad Shamsul Islam, Chairman & Abul Kalam Buiyan Director of the Company, retire as per articles of the Articles of Association and being eligible for re-election. Brief resume and other information of the above-mentioned directors as per clause 1.5 (xxii) of BSEC notification dated 7th August 2012 are depicted in Annexure-III. The Board of directors of Dominage Steel Building Systems Ltd., therefore, recommend him for re-appointment for next year.

A brief resume of the directors

- a. Nature of his or her expertise in specific functional areas
- b. Names of companies in which the person also holds directorship and the membership of committees 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 Shamim Bhuiyan
Chief Financial Officer	: Md. Moinul Arefin
Head of Internal Auditor	: Md. Omar Sium

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, 2025 were as follows:

Board Members	Designation	Meeting Held	Attendance
Engr. Muhammad Shamsul Islam	Chairman	6	6
Engr. Mohammad Rafiqul Islam	Managing Director	6	6
Rakibul Islam	Director	6	6
Abul Kalam Bhyian	Director	6	6
Sujit Saha	Director	6	0
Prof. Md. Mizanur Rahman	Independent Director	6	6
Tapan Chandra Banik	Independent Director	6	6

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 2025

Shareholding Pattern

The shareholding of directors at the end of 30 June 2025 is shown as below:

SI 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 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. Shamim Bhuiyan	Company Secretary	Nil	Nil
	Md. Moinul Arefin	Chief Financial Officer	Nil	Nil
	Omor Sium	Head of Internal Auditor	Nil	Nil
iii	Office Staffs			
	Md. Atiqur Rahman	Manager	Nil	0.00%
	Md. Delowar Hossain	Manager	Nil	0.00%
	Rehana Parvin	Manager	Nil	0.00%
	Abu Ishaque Mohammed Raihan	Asst. Manager	Nil	0.00%
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, 2025 is presented below:

Group Name	Number of Share Holders	Number of Shares	Ownership (%)
Sponsors/Promoters & Director	5	30,980,609	30.20
Institutions	207	89,63,085	08.74
General Public	10805	62,656,306	61.06

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:

SI 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 Bhuyan	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. Shamim Bhuiyan	Company Secretary	Nil	Nil
9	Md. Moinul Arefin	Chief Finance Officer	Nil	Nil
10	Omar Sium	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)

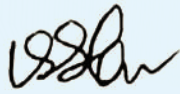
No	Name of the Shareholder	Position	Spouses	Children
1	Engr. Muhammad Shamsul Islam	Chairman	Razia Sultana	a) Inaya lihan Laiba b) Alara Anabia Leora
2	Engr. Mohammad Rafiqul Islam	Managing Director	Sharmin Sultana Pia	a) Yasir Ahnaf b) Warshan Kashif Arshin
3	Sujit Saha	Director	Ranjana Saha	a) Shovik Saha b) Rownak Saha
4	Abul Kalam Bhuyan	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	Mossarrat Mossaddika	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. Shamim Bhuiyan	Company Secretary	Samzana Akter	N/A
9	Md. Moinul Arefin	Chief Financial Officer	Kashfia Mawa	N/A
10	Omar Sium	Head of Internal Audit	Sumayah	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.

We look forward to a brighter future for all of us.

A handwritten signature in black ink, appearing to read "MSI", is placed above the name of the Chairman.

Engr. Muhammad Shamsul Islam
Chairman



Dominage Steel Building Systems Ltd.
.....dominate the ages.

Complete construction solutions with quality work, skilled teams, and on-time delivery.

Our Main Services:

- ◆ Pre-Fabricated Steel Building
- ◆ Fabrication & Erection
- ◆ Dredging
- ◆ RCC Construction
- ◆ Interior Design
- ◆ Turnkey Project Management
- ◆ Construction Materials & Equipment Supply



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Sustainable Finance in Bangladesh and SDG Alignment

Sustainable Finance in Bangladesh: A National Policy Perspective

Bangladesh's journey toward sustainable finance is deeply embedded within its national development strategies. Rather than being limited to financial sector directives, sustainable finance in Bangladesh is driven by macroeconomic priorities, climate resilience imperatives, and the pursuit of the UN Sustainable Development Goals (SDGs). Key national frameworks such as the Eighth Five Year Plan (2020–2025), Bangladesh Delta Plan 2100, and the Climate Prosperity Plan shape this vision.

The Eighth Five Year Plan sets the foundation for inclusive and green growth by integrating environmental sustainability and climate resilience across sectors. It emphasizes pollution control, climate budgeting, green taxation, and ecosystem protection as essential pillars of national prosperity. In parallel, the Delta Plan 2100 offers a long-term strategy for managing water, land, and climate vulnerabilities in Bangladesh's low-lying deltaic regions. It prioritizes resilient infrastructure investment, sustainable agriculture, and climate-adaptive urban planning—with 65 major projects planned by 2030.

The Climate Prosperity Plan (2022–2041) further amplifies this ambition, envisioning a low-carbon, climate-resilient economy. It sets targets like achieving 30% renewable energy usage and electrifying 30% of transport by 2030, while modernizing power grids and creating over 4 million climate-smart jobs. These goals require mobilizing an estimated USD 80 billion in climate-aligned investment, underscoring the central role of sustainable finance in national policy.

Bangladesh has also committed to international sustainability frameworks. Its updated Nationally Determined Contributions (NDCs) under the Paris Agreement target a 21.8% reduction in greenhouse gas emissions by 2030, conditional on international support. Meanwhile, the SDGs are fully integrated into national planning through budget alignment, SDG action plans, and an Integrated National Financing Framework (INFF).

For industrial players like ours, Dominage Steel Building Systems Ltd., this policy landscape creates strong incentives and opportunities. As a contributor to climate-resilient infrastructure, low-carbon industrial practices, and regional economic development, the company is well positioned to align with national sustainability goals and benefit from evolving public-private investment ecosystems.

Alignment with Sustainable Development Goals (SDGs)

Dominage Steel Building Systems Ltd. operates in a sector at the nexus of industrial growth and sustainability. Four UN Sustainable Development Goals are especially pertinent to the steel building and prefabricated construction industry in Bangladesh: SDG 9 (Industry, Innovation and Infrastructure), SDG 12 (Responsible Consumption and Production), SDG 13 (Climate Action), and SDG 8 (Decent Work and Economic Growth).

SDG 9 aims to “build resilient infrastructure, promote sustainable industrialization and foster innovation”. This is highly relevant for Bangladesh, where industrialization has driven economic growth – manufacturing's share of GDP rose from 10% in 1990 to about 23% by 2021. The pre-engineered steel building sector underpins industrial and infrastructure development by providing factories, warehouses, and commercial facilities essential for a growing economy. Dominage Steel Building Systems contributes directly to this goal through its core business of constructing durable, modern infrastructure. The company has completed 200+ steel structure projects across Bangladesh (including factories, power plant structures, warehouses, etc.), leveraging over 14 years of experience in steel fabrication.

These projects enhance industrial capacity and resilience nationwide. Dominage also emphasizes innovation in construction – it employs sophisticated computer-aided design software (e.g. ETABS, STAAD) and an in-house engineering team to optimize structural designs. By delivering quality-assured, safe structures even for large multistoried buildings, the company supports the development of reliable infrastructure while embodying innovation in construction techniques.



9 INDUSTRY, INNOVATION AND INFRASTRUCTURE



Alignment with Sustainable Development Goals (SDGs)

SDG 12 calls for sustainable use of resources and significant waste reduction in production and consumption patterns. Construction is resource-intensive, but Dominage's prefabricated steel building model inherently supports more responsible resource use. Steel is a highly recyclable material – structural steel contains on average 92% recycled content and is 100% recyclable at end-of-life. Dominage's operations capitalize on this by using steel components that can be reused or melted down, minimizing raw material waste. In fact, the company touts the "Re-use of Steel Materials" as a key advantage of building with steel structures, since steel components (beams, columns, etc.) can be disassembled and repurposed. Prefabrication also improves efficiency: industry studies show that off-site fabrication can reduce construction waste by ~25–30% on average, thanks to precise cutting and avoidance of excess materials. Dominage aligns with SDG 12 by employing such prefabricated (PEB) construction methods that generate less site waste and use materials efficiently. The company's mission statement explicitly highlights providing "sustainable and valued engineering design and construction solutions" to clients. In practice, this is evident through its strict quality control procedures and compliance with standards, ensuring minimal rework and resource wastage. By importing high-strength raw materials and adhering to global design codes, Dominage's structures are built to last, which means lower lifetime resource consumption due to durability.



SDG 13 urges urgent action to combat climate change and its impacts. This has two facets for the steel building industry: mitigation (reducing greenhouse gas emissions) and adaptation (building resilience to climate extremes). On the mitigation front, the global steel industry is a significant emitter (roughly 8% of global CO₂ emissions come from iron and steel production). While Dominage is not a primary steel producer, it contributes to mitigation by optimizing designs to use less material for the same strength, thus indirectly lowering the embodied carbon in construction. Additionally, Bangladesh's government has committed to cut GHG emissions by 5%–6.7% by 2030 under its national plans, meaning industrial firms are expected to improve energy efficiency and adopt cleaner technologies. Dominage aligns with this by maintaining modern fabrication facilities and exploring energy-saving measures (e.g. the adoption of LED lighting and efficient machinery as common in the industry). More visibly, Dominage's prefab structures support climate adaptation. Bangladesh is highly vulnerable to natural disasters and extreme weather, so resilient building design is crucial. The company addresses this need: "natural disasters...have focused attention on safety" of large buildings, and Dominage uses advanced structural design software to ensure the integrity and safety of its buildings. Steel constructions can offer superior strength-to-weight ratio and flexibility, which helps buildings withstand high winds and seismic events. By building to strict engineering codes, Dominage provides infrastructure that is better prepared for climate impacts (floods, cyclones, etc.), directly supporting SDG 13's adaptation goals.



SDG 8 focuses on promoting inclusive economic growth and decent work for all. Dominage Steel Building Systems Ltd. contributes to Bangladesh's industrial growth and provides employment, aligning with this goal. The construction and manufacturing sectors are key drivers of Bangladesh's GDP growth (which averaged over 7% annually pre-pandemic) and are vital for continued economic development. Dominage's business growth reflects this dynamic supporting downstream industries and suppliers in the construction value chain. Equally important, Dominage provides decent work opportunities for a cadre of engineers, technicians, and factory workers. As of June 2025, the company directly employed around 52 staff including management, designers, and skilled fabrication workers. Each of these jobs helps build human capital in specialized trades like welding, fabrication, and structural engineering. The company emphasizes training and adherence to safety standards on project sites and in its plants, aiming for high safety records (zero major accidents) and a compliant work environment. Moreover, being a publicly listed company, Dominage follows corporate governance and labor regulations that protect workers' rights and benefits. By upholding labor standards, investing in employee skills, and creating jobs, the company advances the "decent work" aspect of SDG 8.





DIVIDEND POLICY

The objective of this policy is to lay down the criteria to be considered by the Board of Directors of the Company before recommending dividends to its shareholders for a financial year. The policy is framed in compliance with the Bangladesh Securities and Exchange Commission's Directive dated May 17, 2023.

The Board of Directors of Dominage Steel Building Systems Ltd has established a dividend policy, which forms the basis for the proposals on dividend payments that it makes to the Shareholders taking into consideration the business performance of the Company and its strategic initiatives. The Board believes that it is in the best interest of Dominage Steel Building Systems Ltd. to draw up a long-term and predictable dividend policy. The Board has approved the following dividend policy:

“The dividend policy is to pay a minimum 50%-80% of the net profit after tax depending on the financial health and capital requirement of the Company with an aim to have consistent growth in dividend payout. Dominage Steel Building Systems Ltd. shall aim for as early dividend distribution as possible. Dominage Steel Building Systems Ltd. can consider special dividend payments such as interim dividends subject to the company's business performance and cash availability.”

Dividend Distribution:

- The Company shall pay off the dividend (cash/stock) to the shareholders within 30 days of declaration or approval as the case may be.
- The Company shall pay off the cash dividend to the bank account of the entitled shareholder as available in the BO account maintained with the depository participant (DP), through Bangladesh Electronic Funds Transfer Network (BEFTN) or through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible through BEFTN.
- The dividend of the margin client of the stockbroker or merchant banker shall pay off to the Consolidated Customer's Bank Account (CCBA) of the stockbroker or to the separate bank account of the merchant banker or portfolio manager through BEFTN.
- In case of non-availability of bank account information or not possible to distribute cash dividend through BEFTN or any electronic payment system, shall issue cash dividend warrant and shall send it by post to the shareholder.
- The company shall credit the stock dividend to the BO account of the entitled shareholder.
- In case of invalidation of the BO Account, dividend stocks will be kept in the suspended BO Account of the company for future distribution.
- The company shall follow the directives/circulars in force of the securities regulator, related to dividend distribution from time to time.

VARIOUS COMMITTEES



Audit Committee

Tapan Chandra Banik
Rakibul Islam
Abul Kalam Bhuiyan
Md. Shamim Bhuiyan

Chairman of the Committee
Member of the Committee
Member of the Committee
Secretary of the Committee

Nomination and Remuneration Committee

Prof. Md. Mizanur Rahman
Abul Kalam Bhuiyan
Rakibul Islam
Md. Shamim Bhuiyan

Chairman of the Committee
Member of the Committee
Member of the Committee
Secretary of the Committee

Annexure-V

AUDIT COMMITTEE REPORT
For the year ended 30th June 2025

The Board of Directors of Dominage Steel Building Systems Ltd. has constituted an Audit Committee according to the conditions of Bangladesh Securities and Exchange Commission's (BSEC) guidelines which is appended to the Compliance Report enclosed with the Directors' Report. All members of the Audit Committee are financially literate and are able to analyze and interpret financial statements to effectively discharge their duties and responsibilities as members of the Audit Committee. The members of the Audit Committee are as follows:

Committee Member	Position of the Company	Position of the Committee
Tapan Chandra Banik	Independent Director	Chairman of the Committee
Rakibul Islam	Director	Member of the Committee
Abul Kalam Bhuiyan	Director	Member of the Committee
Md. Shamim Bhuiyan	Company Secretary	Secretary of the Committee

Purpose of Audit Committee

The role of the Audit Committee is to monitor the integrity of the financial statements of the Company and review and, when appropriate, make recommendations to the Board on business risks, internal controls, and compliance. The Committee satisfies itself, by means of suitable steps and appropriate information, that proper and satisfactory internal control systems are in place to identify and contain business risks and that the company's business is conducted in a proper and economically sound manner. The key responsibilities of the Audit Committee include:

- Monitor the integrity of the financial reporting process ensuring compliance to accounting policies, standards, and principles.
- Monitor internal control and business risk management process.
- Monitor and review the effectiveness of the internal audit function.
- Oversee hiring and performance of external auditors.
- Other matters as per terms of reference and Audit Committee.

Authority

The Audit Committee is authorized by the Board to review and activity within the business as per its terms of reference. It is authorized to seek any information it requires from, and require the attendance at any of its meetings of, any Director or member of management, and all employees are expected to co-operate with any request made by the Committee.

The Committee is also authorized to have information and advice from the Company Legal Advisor, Tax Consultant, and Statutory Auditor if required. The terms of reference of the Audit Committee may be amended from time to time as required for the business in line with BSEC notifications subject to approval by the Board.

Meeting Attendance

The Audit Committee met 4 (Four) times during the year 30 June 2025. All the members were present in all meetings of the Committee. The details of attendance of each member at the Audit Committee meetings during the year 30 June 2025 are as follows:

Audit Committee Meeting Attendance record of the Members:

Name	Position of the Company	Position of the Committee	Held of Meeting
Tapan Chandra Banik	Independent Director	Chairman of the Committee	4/4
Rakibul Islam	Director	Member of the Committee	4/4
Abul Kalam Bhuiyan	Director	Member of the Committee	4/4
Md. Shamim Bhuiyan	Company Secretary	Secretary of the Committee	4/4

Summary of Activities 2024-2025

The Committee carried out its duties in accordance with the terms of reference of the Audit Committee. During the year 30 June 2025, the Audit Committee carried out the following activities:

1. Financial reporting reviewed the quarterly and annual audited financial statements of the Company with the CFO and MD, focusing particularly on significant changes to accounting policies and practices, adjustments arising from the audits, compliance with accounting standards and other legal requirements before recommending them to the Board for approval.

2. Internal audit:

- a. Reviewed internal audit reports and corresponding actions to improve controls as agreed by management.
- b. Reviewed status reports of internal audit to ensure that appropriate actions had been taken to implement the audit recommendations.

3. External audit

- a. Reviewed with the external auditors the Company's Statement of Internal Control before recommending the same for inclusion in the Company's Annual Report of 2025
- b. Reviewed the findings arising from audits particularly the comments and recommendations in the management letter, before recommending them to the Board of Directors for approval.
- c. Reviewed the external auditors' audit plan including its nature and scope, audit report, evaluation of internal controls and coordination of the external auditors.

On behalf of the Audit Committee



Tapan Chandra Banik
Chairman of the Audit Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) is the sub-committee of the Board. The NRC shall assist the Board in the formulation of the nomination criteria or for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as a policy for the formal process of considering remuneration of directors, top-level executives. As per the Corporate Governance Code DSBSL has recently formed a new Nomination and Remuneration Committee (NRC).

The Nomination and Remuneration Committee consists of the following members:

SI No	Name	Designation	Position of the Committee
1	Prof. Md. Mizanur Rahman	Independent Director	Chairman
2	Abul Kalam Bhuiyan	Director	Member
3	Rakibul Islam	Director	Member
4	Md. Shamim Bhuiyan	Company Secretary	Secretary

MEETING:

During the year ended June 30, 2025, 01 (one) Nomination and Remuneration Committee Meeting was held. Proceeding of the Nomination and Remuneration Committee Meetings was reported regularly to the Board of Directors.

The Details of attendance of the Nomination and Remuneration Committee Members have been shown below:

SI No	Name	Board Member	Position	Attendance
1	Prof. Md. Mizanur Rahman	Independent Director	Chairman	1/1
2	Abul Kalam Bhuiyan	Director	Member	1/1
3	Rakibul Islam	Director	Member	1/1
4	Md. Shamim Bhuiyan	Company Secretary	Secretary	1/1

SCOPE AND ROLE OF NRC

NRC shall be responsible to the Board and to the shareholders of the company.

NRC shall oversee and formulate 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, and top-level executive, considering the following:

- (i) The level and composition of remuneration are reasonable and sufficient to attain, retain and motivate suitable directors to run the company successfully;
- (ii) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (iii) 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;
- (iv) Devising a policy on board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (v) Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the board;
- (vi) Formulating the criteria for evaluation of performance of independent directors and the board;
- (vii) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- (viii) Developing, recommending and reviewing annually the company's human resource and training policies and any other services that the board of Directors determines time to time.

Authority

The board authorizes the committee to:

- a) Investigate any activity within its terms of reference and make recommendations to the board that it deems appropriate in any area within its limit where action or improvement is needed.
- b) Seek any information it requires from or request attendance at any of its meetings or any employee of the group and all directors and employees are expected to co-operate with any request made by the committee.
- c) Use any form of resource that it considers to be appropriate, including obtaining, at the company's expense (such expense to be agreed in advance with the committee chair).

Activities and recommendations of the NRC for the year ended on 30 June 2025

As per terms of reference (ToR), during the financial year from 01 July 2024 to 30 June 2025, the nomination and remuneration committee's meeting was held on 25, August 2025 and reviewed the existing policy and procedures for hiring, recruiting, remuneration package, qualification, performance indication procedures and gave their recommendation to the board for consideration.

Gratitude

The member of the Nomination and Remuneration Committee express their gratitude and thanks to the board of directors for their prudent guidance and the management for their cooperation in performing their duties and responsibilities.



Prof. Md. Mizanur Rahman, Chairman
Nomination and Remuneration Committee

Nomination and Remuneration Policy (NRC)

Under Condition # 6(5)(c)

Introduction

The Nomination and Remuneration Policy is prepared and adopted in compliance with Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission in view to formulate and recommend proper, fair, transparent, and non-discriminatory nomination and remuneration for the Directors and Top-Level Executives of Dominage Steel Building Systems Ltd.

The Nomination and Remuneration Policy of Directors and Top Level Executives have been formulated by the Nomination and Remuneration Committee and have been approved by the Board of Directors of Dominage Steel Building Systems Ltd.

Definitions

“NRC or the Committee” means Nomination and Remuneration Committee

“The Company” means Dominage Steel Building Systems Ltd.

“Board” means Board of Directors of Dominage Steel Building Systems Ltd.

“Director” means Member of the Board.

“Top Level Executive” means the Managing Director or Chief Executive Officer, Additional or Deputy Managing Director, Chief Operating Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and Compliance, Head of Administration and Human Resources or equivalent positions and same level or ranked or salaried officials of the company.

Nomination and Remuneration Committee

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

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

The NRC consists of the following Non-Executive Directors on the Board:

Name of the Members	Position in the Committee
Prof. Mizanur Rahman Independent Director	Chairman
Abul Kalam Bhuiyan Director	Member
Rakibul Islam Director	Member
Md. Shamim Bhuiyan Company Secretary	Secretary

The Terms of Reference of the NRC have been defined and adopted by the Board of Directors of the Company.

Objective

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

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors and Top Level Executives.
- To devise a policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background, and nationality.

- To the appointment, fixation of remuneration and removal of Directors and Top-Level Executives.
- To formulate the criteria with respect to evaluating the performance of the Independent Director and the Board.
- To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- To develop, recommend and review the company's human resources and training policies.
- To retain, motivate and promote talent and to ensure long-term sustainability of talented Top-Level executives and create competitive advantage.
- To recommend Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principles of corporate governance.

Nomination and Appointment of Directors and Top-Level Executives

The committee is responsible to ensure that the procedures for nomination and appointment of Directors and Top-Level Executive are taken place in transparent, rigorous and non-discriminatory way. The committee also responsible to identify and ascertain the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality and other relevant personal values & attributes for nomination and appointment of Director and Top-Level Executives.

Remuneration for Directors and Top-Level Executive

The committee shall oversee, review and make a report with a recommendation to the Board that the level and composition of remuneration are reasonable and sufficient to attract, motivate and retain suitable, dependable, and skilled Directors and Top-Level Executives. They also consider and review the relationship of remuneration to performance is clear and meet appropriate performance benchmarks, remuneration to Director and 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.

Valuation of the Policy

This policy on Nomination and Remuneration of Directors and Top-Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Dominage Steel Building Systems Ltd.

Amendments to the Policy

The Board preserve the rights to amend and review time to time the provisions of the policy depending on the legal and other requirements or for a bona fide purpose.

Evaluation of Performance

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

Activities of the NRC Carried out during the reporting period

The NRC carried out the following activities in line with the Committee's Terms of Reference during the reporting period:

1. Reviewed and recommended the Code of Conduct for the Chairman, other Members of the Board and the Managing Director.
 2. Reviewed the Company's existing policy relating to the remuneration of Directors and Top Level Executives.
 3. Discussed and decided in regard to formulating the criteria of evaluation of the performance of the Board and Independent Directors.
- Reviewed the Company's existing Human Resource and Training policies.

Nomination & Remuneration Committee – Terms of Reference (ToR) of Dominage Steel Building Systems Ltd.

1. Purpose

- 1.1 The purpose of the Nomination and Remuneration Committee is to assist the Board in ensuring that the Board and Executive Committee retain an appropriate structure, size, and balance of skills to support the strategic objectives and values of the Company.
- 1.2 The Committee assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of senior remuneration arrangements to enable the recruitment, motivation and retention of partners generally.
- 1.3 The Committee oversees arrangements for senior appointments (including election processes) and succession planning.
- 1.4 The Committee also assists the Board by reviewing and making recommendations in respect of the remuneration policies and framework for all staff.

2. Authority

- 2.1 The Nomination and Remuneration Committee is a Committee of the Board of Dominage Steel Building Systems Ltd. ("the Board") from which it derives its authority and to which it regularly reports.
- 2.2 The Committee has delegated authority from the Board in respect of the functions and powers set out in these Terms of Reference.
- 2.3 The Committee has the authority to investigate any matter within its Terms of Reference and to obtain such information as it may require from any Director, officer, or employee.

3. Constitution

3.1 Chairperson

- 3.1.1 The Chair of the Committee will be an at-large Non-Executive Board member appointed by the Board.
- 3.1.2 In the absence of the Chair of the Committee or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 3.1.3 The Committee Chair does not have a casting vote.
- 3.1.4 The Chair shall hand non-voting chairmanship of the Committee to the Independent Non-Executive attendee of the Committee, solely for the Committee's deliberation and determination of the Director's performance evaluation and remuneration.

3.2 Membership

- 3.2.1 The Committee will comprise at least three non-Executive members.
- 3.2.2 One Independent Non-Executive shall be invited to attend all meetings of the Committee, but shall not be a voting member.
- 3.2.3 Members of the Committee shall be appointed by the Board on the recommendation of the Non-Executive Board Member; in the case of co-opted members, appointments shall be made by the Board on the recommendation of the Chair of the Committee.
- 3.2.4 Non-Executive Members shall comprise a majority of the Committee at all times.
- 3.2.5 Members may be removed from the Committee at any time by the Board.

3.3 Duration of appointments

- 3.3.1 Unless otherwise determined by the Board, the duration of appointments of non-Executive members of the Committee and of co-opted members shall be for a period of up to three years which may be extended by the Board

3.4 Secretary

- 3.4.1 The Board Secretary or their nominee shall act as Secretary to the Committee and attend all meetings.
- 3.4.2 The Secretary shall record the proceedings and decisions of the Committee meetings and the minutes shall be circulated to all members and attendees, as appropriate, taking into account any conflicts of interest that may exist.

4. Proceedings of Meetings

4.1 Frequency of Meetings

4.1.1 The Committee shall meet at least one times a year and otherwise as required.

4.1.2 Meetings of the Committee may be called by the Chair of the Committee at any time to consider any matters falling within these Terms of Reference.

4.2 Quorum

4.2.1 Any two members or two-thirds members of the Committee may form a quorum, provided at least one at-large Non-Executive Board member is in attendance.

4.2.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4.2.3 In the event of difficulty in forming a quorum, Non-Executive Board members who are not members of the Committee may be co-opted as members for individual meetings.

4.3 Attendees

4.3.1 Only the members of the Committee and other Non-Executive members of the Board have the right to attend Committee meetings.

4.3.2 In addition to one Independent Non-Executive, the following will be expected to attend Committee meetings on a regular basis:

- a) Managing Director/other Director
- b) Chief Financial Officer
- c) Head of Administration and other departmental head
- d) Board Secretary.

4.3.3 Any Director, officer or employee of the Company may attend at the invitation of the Chair of the Committee and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.

5. Responsibilities:

The committee shall:

5.1 Nomination

5.1.1 oversee and support a formal, rigorous and transparent approach to senior appointments in the firm, including considering and making recommendations regarding appointments to leadership roles, as defined by the Board

5.1.2 review and approve appointments of Directors to Executive seats on the Board, on nomination by the Chairman;

5.1.3 consider and make recommendations regarding potential external Independent Non-Executives;

5.1.4 advise the Chairman (who shall consult with the Committee) in relation to other leadership or market-facing appointments, which are high profile or involve potential concerns that could have a material impact on the reputation of the firm, or as defined by the Board;

5.1.5 oversee the maintenance of an effective framework for succession planning including reviewing and commenting for succession planning for senior leadership roles;

5.1.6 in conjunction with the Independent Non-Executives, determine the criteria for candidacy for Directors' election as Non-Executive Members of the Board;

5.1.7 determine and oversee, in coordination with the Non-Executive Member and General Body, the election processes for at-large Non-Executive Members and shortlist nominees as candidates for election;

5.1.8 Form an Extended Nomination Committee, with additional co-opted members, attended by the Independent Non-Executives and chaired by the Non- Executive Member to determine and oversee the Chairman and Director election process in coordination with the General Body and to shortlist nominees as candidates.

5.2 Remuneration

- 5.2.1 Review, approve and oversee the implementation of remuneration policies for all directors which are designed both to recognize in-year performance and to support the long-term business strategy and values of the Company as well as promote effective risk management;
- 5.2.2 establish a framework and determine criteria for the balance scorecard and Company of the Director by which his/her performance is measured;
- 5.2.3 determine the remuneration of the Managing Director taking into account the evidence and feedback on his/her performance presented by the Non-Executive Member;
- 5.2.4 approve the remuneration of the Managing Director taking into account the assessment of his/her performance by the Chairman;
- 5.2.5 approve the remuneration of the other members taking into account the assessment of their performance by the Chairman and Managing Director;
- 5.2.6 review remuneration and benefits arrangements, and make recommendations, in respect of any Director or senior employee that involve making material exceptions to policy, or material payments or guarantees outside the normal remuneration model, and be consulted by the Managing Director in respect of them;
- 5.2.7 oversee the implementation of the pay appeals process approved by the Board and determine appeals submitted to the Committee by Directors in respect of their benchmark remuneration;
- 5.2.8 review and make recommendations, where appropriate, in respect of the remuneration policies and framework for all staff to ensure they support the strategic objectives, culture and values of the Company.

6. Reporting

- 6.1 Minutes of each Committee meeting will be disclosed at the next meeting of the Board unless there are privacy and confidentiality reasons that prevent disclosure beyond the members of the Committee. Periodically the Chair of the Committee shall report to the Board on matters within its duties and responsibilities.
- 6.2 The Committee shall compile a report of the work of the Committee in discharging its responsibilities for inclusion in the Annual Report, including a description of significant issues dealt with by the Committee.
- 6.3 The Committee shall work and liaise as necessary with other committees of the Board.

7. Governance and Resources

- 7.1 The Committee shall, via the Secretary to the Committee, make available to new members of the Committee a suitable induction process and, for existing members, ongoing training as discussed and agreed by the Committee.
- 7.2 The Committee shall conduct an annual self-assessment of its activities under these Terms of Reference and report any conclusions and recommendations to the Board and, as part of this assessment, shall consider whether or not it receives adequate and appropriate support in fulfillment of its role and whether or not its annual plan of work is manageable.
- 7.3 The Committee shall in its decision-making, give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions (liaising where relevant with other committees).
- 7.4 In order to ensure the integrity of its decision-making, where the Committee is considering any proposal related to either the appointment to a leadership position, or the remuneration, of a Director who: (i) is a member of the Committee; or (ii) was within the previous 12 months a member of the Extended Nomination Committee for the chairman election, then the Committee shall co-opt at least one additional Non-Executive and one Independent Non-Executive (in a non-voting capacity) for the specific consultation and decision-making process and that discussion will be chaired by the Independent Non- Executive.
- 7.5 The Committee shall have access to sufficient resources in order to carry out its duties and have the power to engage independent Body and other professional advisers and to invite them to attend meetings.

8. Terms of Reference

- 8.1 The Committee shall annually review its Terms of Reference and may recommend to the Board any amendments to its Terms of Reference.

***Terms of Reference approve/Revise by the Board on February 19, 2025**

ANNEXURE-A

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

DOMINAGE STEEL BUILDING SYSTEM LTD. DECLARATION BY CEO AND CFO

Date: October 27, 2025

The Board of Directors

Dominage Steel Building Systems Ltd.

JR Casero Tower (11th Floor), 46, Mohakhali C/A,

Dhaka-1212

Subject: Declaration on Financial Statements for the year ended on 30 June 2025

Dear Sirs,

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

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

- (1) The Financial Statements of Dominage Steel Building Systems Ltd. for the year ended on 30 June 2025 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 the financial statements to reveal a true and fair view:
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements:
- (4) To ensure the above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records:
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed: and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:-

- (1) We have reviewed the financial statements for the year ended on 30 June 2025 and to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - (b) These statements collectively present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.



Engr. Mohammad Rafiqul Islam
Managing Director (MD)



Md. Moinul Arefin
Chief Financial Officer (CFO)



STATUS OF CORPORATE GOVERNANCE COMPLIANCE





MZ Chowdhury & Co.
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[Certificate as per condition No. 1(5)(XXVII)]

**REPORT TO THE SHAREHOLDERS OF DOMINAGE STEEL BUILDING SYSTEMS LIMITED
ON
COMPLIANCE OF CORPORATE GOVERNANCE CODE**

We have examined the compliance status to the Corporate Governance Code by **DOMINAGE STEEL BUILDING SYSTEMS LIMITED** for the year ended on June 30, 2025. This code relates to the Notification No BSEC/CMRRCD /2006-158/207/Admin/80 dated July 03, 2018 of the Bangladesh Securities and Exchange commission.

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

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by 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 on the above mentioned Corporate Governance Code issued by the commission;
- (b) The company has complied with the provisions of 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.

Place: Dhaka
Dated: 19 November, 2025



Md. Zafran Tareque Chowdhury FCA
Enrollment no. 1911
Partner
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Annexure-C

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

Status of Compliance

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

(Report under Condition No. 9.00)

Condition No.	Title	Compliance status (Put ✓ in the appropriate column)		Remarks (in any)
		Complied	Not complied	
1	Board of Directors			
1(1)	Board Size: The number of the board member shall not be less than 05 (Five) and more than 20 (Twenty)	✓		Board size 7(Seven) including 2 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. Provided that the Board shall appoint at least 1(One) female independent director in the board of Directors of the Company.	✓		The company has two independent Director & the appointment of a female ID will be complied in due time
1(2)(b)(i)	Independent Director does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up.	✓		Do not hold any share of the company.
1(2)(b)(ii)	Independent Director is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company;	✓		The Independent Directors have declared their compliances.
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	✓		Do
1(2)(b)(iv)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	✓		Do
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange?	✓		Do
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		Do



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1(2)(b)(vii)	Independent Director is not a partner or an executive or was not a Partner or and executive during the preceding 3(three) years of the concerned company's statutory audit firm	√		Do
1(2)(b)(viii)	Independent Director shall not be an independent director in more than 5 (Five) listed companies	√		Do
1(2)(b)(ix)	Independent Director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank financial Institution (NBFI)	√		Do
1(2)(b)(x)	Independent Director has not been convicted for a criminal offence involving moral turpitude	√		Do
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	√		
1(2)(d)	The post of independent director(s) 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) tenure only.	√		
1(3)	Qualification of Independent Director			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory and corporate laws and can make meaningful contribution to business.	√		
1(3)(b)	Independent Director shall have following qualifications:			
1(3)(b)(i)	Business leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of taka 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	-		N/A
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; or	-		N/A
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 th grade of the national pay scale, who has at list educational background of bachelor degree in economics or commerce or business or law; or	√		
1(3)(b)(iv)	University Teacher who has educational background in economics or commerce or business studies or law; or	√		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost & 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		No such cases arose.
1(3)(c)	The Independent director shall have a at least 10 (Ten) years of experience in any field mentioned in clause (b);	√		



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1(3)(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the commission.	-		No such cases arose.
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer. -			
1(4)(a)	The position of the Chairperson of the board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and /or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the board shall be elected from among the non – executive directors of the company;	√		
1(4)(d)	The board shall clearly define respective roles & responsibilities of the Chairperson and the Managing Director and/ or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the board, the remaining members may elect one of themselves from executive directors as Chairperson for that particulars. Boards Meeting; the Reason of absence of the regular Chairperson shall be duly recorded in the minutes.	N/A		No such cases arose.
1 (5)	The Directors' Report to 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	√		
1(5)(v)	Discussion on Continuity of any Extra-Ordinary gain or loss	N/A		No such issue arose..
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)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	√		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing etc.	√		
1(5)(ix)	If significant variance occurs between Quarterly financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	√		
1(5)(x)	Remuneration to directors including independent directors	√		No remuneration paid except Managing Director.
1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	√		
1(5)(xii)	Proper books of account of the issuer company have been maintained	√		
1(5)(xiii)	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	√		



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1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed;	√		
1(5)(xviii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	√		
1(5)(xix)	Key operating and financial data of at least preceding 5(five) years shall be summarized	√		
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the year	N/A		The company has declared 0.35 % Cash Dividend.
1(5)(xxi)	Board's statement of the effect that no bonus share or stock dividend has been or shall be or declared as interim dividend;	√		
1(5)(xxii)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	√		06 (Six) board meeting held during the year.
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: -			
1(5)(xxiii)(a)	Parent/Subsidiary/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 their spouses and minor children (name wise details)	√		
1(5)(xxiii)(c)	Executives; and	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details)	√		
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.	√		Disclosed in directors report
1(5)(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting Policies and estimation for preparation of financial statements;	√		



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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;	-		N/A
1(5)(xxv)(c)	Comparative analysis (Including effects of inflation) of financial performance or results and financial position as well as Cash flows for current financial years with immediate preceding Five years explaining reasons thereof;	√		
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;	√		
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)	The company shall conduct its board meeting 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.	√		
1 (7)(a)	The board shall lay down a code of conduct, based on the recommendation of the Nomination & Remuneration committee (NRC) at Condition No-6, For the Chairperson of the board , other board members and chief executive officer of the company;	√		
1 (7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employee, customers and suppliers ; and independency.	√		
2	Governance of Board of Directors of Subsidiary Company			
2 (a)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the compositions of the Board of Directors of the subsidiary company			N/A
2 (b)	At least 1(one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors 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



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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
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)	Appointment			
3(1)(a)	The board shall appoint a Managing Director (MD) or Chief Executive officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and Head of internal Audit and Compliance (HIAC)	√		
3(1)(b)	The Position of the Managing Director (MD) or Chief Executive officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals'	√		
3(1)(c)	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;	√		
3(1)(d)	The board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the commission and stocks Exchange(s)	√		
3(2)	Requirement to attend Board of Director's Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meeting of the board. Provided that the CS, CFO and/ or the HIAC shall not attend such part of a meeting of the board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
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; and	√		
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;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's board or its members.	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the annual report.	√		
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 ; and	√		
4(ii)	Nomination and Remuneration committee.	√		
5	Audit Committee			
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	√		



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5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business	√		
5(1)(c)	The Audit Committee shall be responsible to the Board, the duties of the Audit Committee shall be clearly set forth in writing	√		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members	√		Audit Committee (AC) is comprised of 3 (Three) members including 01 (One) Independent Directors
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		All the AC members are non-executive Directors including Independent Director
5(2)(c)	All members of the audit committee should be “financially literate” and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience.	√		
5(2)(d)	When the term of service of any committee member expires or there 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 ;	-		No such cases arose.
5(2)(e)	The company secretary shall act as the secretary of the Committee	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not be constituted without at least 1(one) independent director	√		
5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board of Directors shall select 1(one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director.	√		
5(3)(b)	In the absence of the chairpersons of the audit committee, the remaining members may elect on of themselves as chairpersons for that particulars meeting , in that case there shall be no problem of constituting a quorum as required under condition No-5(4)(b) and the reason of absence the regular chairperson shall be duly recorded in the minutes.	√		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM)	√		
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit committee shall conduct at least its four meetings in a financial year	√		
5(4)(b)	The quorum of the meeting of the audit committee shall be constituted in presence of either two members or two-third of the members of the	√		



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	audit committee, whichever is higher, where presence of an independent director is a must.			
5(5)	Role of Audit Committee: -			
5(5)(a)	Oversee the Financial reporting process	√		
5(5)(b)	Monitor choice of accounting policies and principles	√		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the internal audit and compliance plan and review of the internal audit and compliance report;	√		
5(5)(d)	Oversee hiring and performance of external auditors	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the board for approval or adoption.	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval	√		
5(5)(h)	Review the adequacy of internal audit function	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management	√		
5(5)(k)	Review Management Letters/Letter of Internal Control weakness issued by statutory auditors.	√		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		
5(5)(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:	√		
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:-	-	-	
5(6)(a)(ii)(a)	Report on conflicts of interests;	-		No such cases arose
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	-		No such cases arose
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	-		No such cases arose
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	√		



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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.	N/A		No such cases 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 No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	N/A		No such cases arose
6	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a 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;	√		
6(1)(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	All members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	-		No such cases 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 from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	N/A		
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.	√		



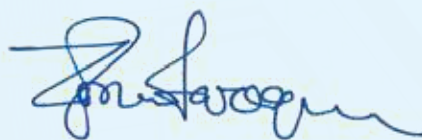
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6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	√		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		1 (one) Meeting
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-		No such case arose after formation of NRC
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	√		



**MZ Chowdhury & Co.
Chartered Accountants**

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 company shall not engage its external or statutory auditors to perform the following service of the company, namely	√		
7(1)(i)	Appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	Financial information systems design and implementation;	√		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	Broker-dealer services;	√		
7(1)(v)	Actuarial services;	√		
7(1)(vi)	Internal audit services or special audit services;	√		
7(1)(vii)	Any service that the Audit Committee determines;	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	Any other service that creates conflict of interest.	√		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company;	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	Maintaining a website by the Company			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

CORPORATE GOVERNANCE CODE

Dominage Steel Building Systems Ltd. believes that the fair practice of excellent corporate governance is fundamental to ensuring the sustainability of the Business of the Company. The Board of Directors of Dominage Steel Building Systems Ltd (DSBSL) is responsible for the Corporate Governance of the Company. This statement outlines the policies and practices related to the corporate governance guidelines enacted by the Bangladesh Securities & Exchange Commission (BSEC) and fully adopted by us to keep the Company's business integrity and performance on the right track. The Board of Directors put their best effort to establish an appropriate internal control system and risk management procedures to make sure accountability and transparency at every level of its operation. Moreover, the Directors follow some principles set for them to oversee the function and setup clear guidelines for the management.

BOARD COMPOSITION

The Board of Dominage Steel Building Systems Ltd (DSBSL) is comprised of eight (7) Directors including the Chairman and Independent Director of the Company. In compliance with the Corporate Governance Guidelines issued by the Bangladesh Securities & Exchange Commission (BSEC), the board has appointed two (2) Independent Directors with diversified knowledge and experience which provides a balance and ensures transparency in the decision-making process.

RESPONSIBILITIES OF THE BOARD

The Board assumes overall responsibility for the strategic direction of the Company retains full and effective control over the company and oversees the operations and activities through appropriate delegation of authority to the management and decisions in subsidiaries. The main role of the Board is to take decisions concerning certain policies, budgets, financing plans, and major capital expenditures of the Company. The board is governed by a formal board charter setting out its composition, processes, and responsibilities. The primary responsibilities of the board are to:

- Retain full and effective control of the company
- Give strategic direction to the company
- Take decisions concerning certain policies, budgets, financing plans, and major capital expenditures of the Company.
- Monitor management in implementing plans and strategies, as approved by the board
- Appoint the CEO and other directors
- Ensure that succession is planned
- Identify and regularly monitor key risk areas and key performance indicators of the business
- Ensure that the company complies with relevant laws, regulations, and codes of business practice
- Ensure that the company communicates with shareholders and relevant stakeholders openly and promptly
- Monitoring the company's integrated performance
- Establish a formal and transparent procedure for appointment to the board
- Regularly review the report provided by the Audit Committee
- Assess the performance of the board, its committees and its individual members on a regular basis

In order to ful-fill their responsibilities, directors always have unrestricted access to information including financial data, documents, and records of the company.

BOARD MEETING

In fulfillment of its responsibilities, the Board of Directors of DSBSL holds periodic meetings and takes appropriate decisions. The Board meets not only for the scheduled meetings but also on other occasions to deal with urgent matters that require attention, additional meetings are convened on an ad hoc basis.

As per the provision mentioned under Section 96 of the Companies Act-1994, a meeting of the Board of Directors shall be held at least once every three months, and at least four such meetings shall be held in every year.

Pursuant to the above, The Board met Four (4) times during the reporting period and all the directors including both the independent directors were present in most of the meetings. The Company Secretary was also present in the Board meetings.

ROTATION OF DIRECTORS

Under the Companies Act 1994, one-third of the directors are required to retire by rotation each year and being eligible, offer themselves for re-election by shareholders at the Annual General Meeting. Here, Mohammad Rafiqul Islam, Managing Director and Rakibul Islam, Director of the Company, retire as per articles of the Articles of Association and being eligible offer themselves for re-election. Brief resume and other information of the above-mentioned directors as per clause 1.5 (xxii) of BSEC notification dated 7th August 2012 are depicted in Annexure-III. Prof. Dr. Md. Mizanur Rahman, Independent Director of the Company. He has successfully completed the tenure. The board of director of Dominage Steel Building Systems Ltd has been thinking that he is perfect person for this post. We therefore recommend him for re-appointment for next year.

COMPANY SECRETARY

The Company Secretary, Md. Shamim Bhuiyan is responsible for providing guidance to the Chairman and Board of Directors in respect of their responsibilities, authorities, and power. He is directly accountable to the Board, through the Chairman. He is also responsible for advice on corporate governance and other rules and regulations imposed by different regulatory authorities including RISC, DSE, CSE, CDBL and BSEC. He facilitates the distribution of information to the concerned office or person in a timely manner like agenda items for board meetings, investor communications, and any other corporate announcement including Price Sensitive Information which may have a significant material impact on the performance of the Company.

CHIEF FINANCIAL OFFICER

The name of the Chief Financial Officer is Md. Moinul Arefin. He is monitoring all accounts and the finance department. His certification on financial statements is disclosed in Annexure A.

SUBSIDIARY COMMITTEE - AUDIT COMMITTEE

The DSBSL's Audit Committee has been established as a sub-committee of the Board consisting of three (3) Directors with the Company Secretary. The Chairman of the Committee is an Independent Director, Mr. Tapan Chandra Banik. Other members are Rakibul Islam (Director), Abul Kalam Bhuiyan (Director) and Md. Shamim Bhuiyan (Company Secretary). The Audit Committee assists the Board with respect to internal control, financial reporting, risk management, auditing matters, monitoring process, related party transactions etc., The Committee has also the responsibility to make sure that all the rules and regulations issued by the regulatory authorities have been complied with.

SUBSIDIARY COMMITTEE - NOMINATION & REMUNERATION COMMITTEE (NRC)

DSBSL's Nomination and Remuneration Committee has been established as a sub-committee to the Board consisting of three members. The purpose of the Nomination and Remuneration Committee is to assist the Board in ensuring that the Board retains an appropriate structure, size, and balance of skills to support the strategic objectives and values of the company. The Committee assists the Board in meeting its responsibilities regarding the determination, implementation, and oversight of senior remuneration arrangements to enable the recruitment, motivation, and retention of directors and senior management positions generally. The Committee oversees arrangements for succession planning. The Committee also assists the Board by reviewing and making recommendations in respect of the remuneration policies and framework for all staff.

Prof. Md. Mizanur Rahman - Chairman

Rakibul Islam - Member

Sujid Shaha-Member

Md. Shamim Bhuiyan - Company Secretary

MANAGEMENT TEAM

The Management team of Dominage Steel Building Systems Ltd. is involved in managing and running the affairs of the Company. The team is in full control of the Company's affairs and is also accountable to the Board of Directors. It builds the confidence of the Board by ensuring that all the activities carried out by them are consistent with high ethical standards.

RISK MANAGEMENT & INTERNAL CONTROL

A detailed framework to review significant risks impacting the performance of the Company has been established. It is the responsibility of the Audit Committee to assess the identified risk and to implement the mitigating strategy. Apart from this, the establishment of the effective strong internal control system in all levels of the organization is the sole responsibility of the Audit Committee.



AUDITED
FINANCIAL STATEMENTS
JUNE 30, 2025

Khan Wahab Shafique Rahman & Co.

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DOMINAGE STEEL BUILDING SYSTEMS LIMITED REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Dominage Steel Building Systems Limited (the Company), which comprise the statement of financial position as at 30 June 2025, and statement of Profit or Loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects of the financial position of Dominage Steel Building Systems Limited as at 30 June 2025, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations.

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) together with the ethical requirements that are relevant to our audit of the financial statements in jurisdictions, and we have fulfilled our other ethical responsibilities in accordance these requirements and 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 Matters

1. As disclosed in Note 4.00, additions of Tk. 22,507,776 were supported by documentation that included TDS of Tk. 10,938,042 from prior years' challans improperly capitalized. The Fixed Asset Register lacked asset tagging for proper identification.
2. During the audit, it was observed that in few cases Tax Deducted at Source (TDS) and Value Added Tax Deducted at Source (VDS) were not properly deducted from expense heads as required under the relevant Tax laws. Furthermore, Advance Income Tax (AIT) (Ref: Note 10.02) and Income Tax Payable (Ref: Note 21) remained unadjusted from long since.
3. The Company could not provide proper ageing schedules for Trade Receivables, in the absence of these schedules, the ageing analysis & recoverability assessment could not be verified.
4. As disclosed in note no. 18.01, an amount of \$1674.83 equivalent to TK. 205,711 was received in FC Account for IPO that remain untraceable by the company but was reflected in cash & cash equivalent as against other liabilities. Again, the company vide their letter no DSBSL/SD/2024/147 dated 10 February 2024 informed capital market stabilization fund (CMSF), requesting their assistant including the potential transfer of these funds to CMSF.
5. Some item of purchase and payments were made other than banking channel.

Our opinion is not modified in respect of these above matters.

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 context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



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Risk	Our response to the risk
Revenue Recognition	
<p>During the year ended 30 June 2025, total reported revenue is of Tk. 189,561,418. The company generates revenue through execution of contracts with Government & Non-Government Institutions and other local parties.</p> <p>Sales revenue recognized by the company comprises multiple streams. At first, when contract is signed steel component is delivered to customer upon completion of production, related portion of revenue is recognized based on point of delivery and rest part of contract consideration is recognized when relevant performance obligations are satisfied.</p> <p>We considered sales revenue as an item of significant audit areas during our audit because of its predominance in determining the financial performance of the company.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> ➤ Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that revenue is recognized in the appropriate accounting period. ➤ Segregation of duties in invoice creation and modification. ➤ Timing of revenue recognition considering step by step procedure. ➤ Obtaining understanding and documenting the process of revenue recognition and measurement followed by the company. ➤ Tracing performance obligations stipulated and contract with invoice and delivery challan issued to evaluate point of recognition and measurement. ➤ Testing occurrence and accuracy of sales revenue recognized by inspecting source documents such as contract made with the customer, delivery challan and VAT challan. ➤ Finally assessing the appropriateness and presentation of disclosure notes with IFRS 15: Revenue from contracts with customers.
Please see note no. 25.00 to the statement of profit or loss & other comprehensive income.	
Valuation of Inventory and Project in Progress	
<p>As at 30 June 2025, the reported amount of inventory is Tk. 324,226,558 & project in progress is Tk. 118,097,925 held in plants, warehouses and at different locations across the country.</p> <p>Closing inventories were held at factory premises and at different project location of the company. Since determining valuation of these inventories involves management judgements which results in estimation uncertainty, we considered this an area of significant audit attention to be emphasized during the audit.</p> <p>The cost allocation of projects in progress were calculated on the basis of project completion. The</p>	<p>We verified the appropriateness of management's assumptions applied in calculating the value of the inventory as per International Accounting Standard (IAS) by:</p> <ul style="list-style-type: none"> ➤ Evaluating the design and implementation of key inventory controls operating across the factory and different project location and warehouse. ➤ We checked whether the inventories were maintained in good condition and maintaining all compliances. ➤ Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year. ➤ Checking the reconciliation and movement of inventory from factory to projects and stock in projects. ➤ Obtaining management's confirmation related to project in progress reports and movement of stock/stock hold in projects.



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Risk	Our response to the risk
transfer made during the year from project in progress to revenue was on the basis of ratio of project completion stage and the amount previously recognized.	➤ Obtaining a detailed review with the subsequent sales to compare with the net realizable value.
Please see note no. 8.00 & 7.01 to the financial statements	
Valuation of Property, Plant and Equipment	
<p>The carrying value of the PPE is Tk. 989,818,102 as at 30 June, 2025. The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements.</p> <p>PPE comprises both owned and assets procured under finance lease. Items of PPE are subject to recognition and measurement criteria only after satisfactory meeting relevant requirement as per IAS 16: Property, plant and equipment, we identified this element of the assets as an area with higher risk of material misstatement which would require significant audit attention during our audit.</p>	<p>Our audit included the following procedures:</p> <ul style="list-style-type: none"> ➤ We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent. ➤ We obtained a listing of capital expenditures incurred during the year end, on a sample basis, checked whether the items were procured during the year. ➤ We checked and verified the relevant documents of IPO proceeds whether it was used for the purpose of implementation of new projects. ➤ We verified the invoices on sample basis to segregate the capital and operating expenditure and found that the transactions are appropriately classified. ➤ Inspecting supporting documents for the acquisition of PPE made during the year to test the accuracy and ownership. ➤ Physically inspected the existence of sample PPEs during our audit at the factory premises and current location of dredger. ➤ Assessing the appropriateness and presentation of disclosures notes to the financial statements with the requirement of IAS 16 and other relevant IFRSs.
Please see note no. 4.00 to the financial statements	
Recoverability Assessment of Trade Receivables	



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Risk	Our response to the risk
<p>The total amount of trade receivable is Tk. 298,471,251 at 30 June, 2025. There are significant large number of individual small customers. Customers in different business segments and jurisdictions are subject to their independent business risk.</p> <p>The increasing challenges over the economy and operating environment in the manufacturing industry during the year have increased the risks of default on receivables from the customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Accordingly, we identified the recoverability of trade receivables as a key audit matter because of the significance of trade receivables to Company's Financial Position and because of the significant degree of management judgment involved in evaluating the adequacy of the allowance for doubtful debts.</p>	<p>Our audit procedures of assess the recoverability of trade receivables including the following:</p> <ul style="list-style-type: none"> ➤ Evaluating the Company's policy for making allowance for doubtful debts with reference to the requirements of the prevailing accounting standards; ➤ Testing the classification of Trade Receivables by comparing them with sales invoices and other supporting documents on a sample basis. ➤ We physically visited the project under existing contract and selected sample of customers from the outstanding lists to confirm the balances directly from the customers as on the date. ➤ Assessed the recoverability of the receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers; and ➤ Inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to trade receivable balances at 30 June 2025; ➤ On a sample basis, trade receivable balance confirmations were sent, and replies were received from certain parties.
Please see note no.09 to the financial statements	



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Other Information

Management is responsible for the other information. The other information comprises all of the information other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors of the Company.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Dominage Steel Building Systems Limited 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 Dominage Steel Building Systems Limited 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 but not for the purpose expressing an opinion on the effectiveness of the company's internal control.
- 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



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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 company's financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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, the Securities and Exchange Rules 2020 and other applicable laws and regulations, 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 qualified opinion, proper books of accounts as required by law have been kept by the company so far as it appeared from our examination of these books;
- c) the 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.
- d) The expenditure incurred and payments made were for the purposes of the company's business.

Dated, Dhaka

28 OCT 2025

Khan Wahab Shafique Rahman & Co.
Chartered Accountants

Signed by: Md. Kamruzzaman ACA
Partner

ICAB Enrollment No: 2073

Firm Reg. No.: 11970 E.P.

DVC: 2510282073412770



Dominage Steel Building Systems Limited

Statement of Financial Position As at June 30, 2025

Particulars	Notes	Amount in BDT	
		30-Jun-25	30-Jun-24
Assets			
Non-Current Assets		1,240,451,741	1,231,650,746
Property, Plant and Equipment	4.00	989,818,102	1,003,519,247
Capital Work in Progress	5.00	132,535,714	62,173,616
Right-of-Use Assets	6.00	-	1,065,700
Projects in Progress (Non-Current Portion)	7.01	118,097,925	164,892,183
Current Assets		716,546,423	722,087,912
Inventories	8.00	324,226,558	348,618,026
Trade and Other Receivables	9.00	298,471,251	219,931,915
Advances, Deposits and Prepayments	10.00	84,348,104	74,372,997
Cash and Cash Equivalents	11.00	9,500,511	79,164,973
Total Assets		1,956,998,164	1,953,738,658
Shareholders' Equity and Liabilities			
Shareholders' Equity		1,761,120,923	1,757,812,537
Share Capital	12.00	1,026,000,000	1,026,000,000
Retained Earnings	13.00	735,120,923	731,812,537
Non -Current Liabilities		79,762,535	78,461,075
Long Term Loan (Non-current Portion)	14.00	7,350,185	7,948,740
Lease Liability (Non-Current Portion)	15.00	-	-
Deferred Tax Liability	16.00	72,412,351	70,512,335
Current Liabilities		116,114,706	117,465,046
Short Term Loan	17.00	67,559,753	60,496,673
Trade and Other Payables	18.00	2,952,828	5,238,447
Liabilities for Expenses	19.00	4,832,667	5,832,369
Unclaimed Dividend Account	20.00	337,094	686,838
Income Tax Payable	21.00	36,504,736	41,220,296
Liability for WPPF	22.00	468,718	194,876
Long Term Loan (Current Portion)	23.00	3,458,910	3,740,584
Lease Liability (Current Portion)	24.00	-	54,963
Total Shareholders' Equity and Liabilities		1,956,998,164	1,953,738,658
Net Asset Value Per Share (NAV)	34.00	17.16	17.13

The accompanying notes form an integral part of these financial statements.


Chairman


Managing Director



Director


Chief Financial Officer


Company Secretary

Dated, Dhaka 28 OCT 2025




Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Signed By: Md. Kamruzzaman, ACA
Partner
Enrolment No: 2073
Firm Registration: 11970 E.P.
DVC: 2510282073

Dominage Steel Building Systems Limited
Statement of Profit and Loss and Other Comprehensive Income
As at June 30, 2025

Particular	Notes	Amount in BDT	
		30-Jun-25	30-Jun-24
Revenue	25.00	189,561,418	187,729,653
Cost of Sales	26.00	(150,701,327)	(157,203,771)
Gross Profit		38,860,091	30,525,882
Operating Expenses		(18,881,673)	(24,242,178)
Administrative Expenses	27.00	(17,275,180)	(21,908,636)
Marketing & Selling Expenses	28.00	(1,606,492)	(2,333,543)
Profit from Operation		19,978,418	6,283,704
Other Income	29.00	1,480,984	7,807,144
Interest on lease	30.00	(11,566)	(25,712)
Financial Expenses	31.00	(11,604,751)	(9,972,729)
Profit Before Income Tax & WPPF		9,843,084	4,092,406
Less: WPPF Expenses		(468,718)	(194,876)
Profit Before Income Tax		9,374,366	3,897,530
Income Tax Expenses	32.00	(4,275,496)	(1,062,639)
Current Tax		(2,375,480)	(7,091,040)
Deferred Tax (Expenses)/Income		(1,900,016)	6,028,401
Net Profit After Tax		5,098,870	2,834,891
Other Comprehensive Income		-	-
Total Comprehensive Income		5,098,870	2,834,891
Earnings Per Share (EPS)- Basic	33.00	0.05	0.03
The accompanying notes form an integral part of these financial statements.			



Chairman



Managing Director



Director



Chief Financial Officer



Company Secretary

Dated, Dhaka

28 OCT 2025



Khan Wahab Shafique Rahman & Co.

Chartered Accountants

Signed By: Md. Kamruzzaman, ACA

Partner

Enrolment No: 2073

Firm Registration: 11970 E.P.

DVC: 2510282073AS412770

Dominage Steel Building Systems Limited

Statement of Changes in Equity As at June 30, 2025

Amount in BDT

Particulars	Share Capital	Retained Earning	Total
Balance as at 1st July 2024	1,026,000,000	731,812,537	1,757,812,537
Cash dividend (0.25%)	-	(1,790,485)	(1,790,485)
Net Profit after tax for the year	-	5,098,870	5,098,870
Balance as at 30 June 2025	1,026,000,000	735,120,923	1,761,120,923

Statement of Changes in Equity

For the year ended June 30, 2024

Amount in BDT

Particulars	Share Capital	Retained Earning	Total
Balance as at 1st July 2023	1,026,000,000	732,558,616	1,758,558,616
Cash dividend (0.5%)	-	(3,580,970)	(3,580,970)
Net Profit after tax for the year	-	2,834,891	2,834,891
Balance as at 30 June 2024	1,026,000,000	731,812,537	1,757,812,537

The accompanying notes form an integral part of these financial statements.



Chairman



Managing Director



Director



Chief Financial Officer



Company Secretary

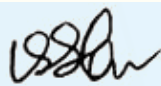


Dominage Steel Building Systems Limited

Statement of Cash Flows As at June 30, 2025

Particulars	Notes	Amounts in BDT	
		30-Jun-25	30-Jun-24
A. Cash Flows from Operating Activities			
Received from Customers	42.00	110,922,000	122,939,047
Paid to Employees	48.00	(18,539,534)	(20,521,124)
Paid for Manufacturing & Operating Expenses	45.00	(14,661,880)	(18,960,380)
Paid to Supplier	43.00	(30,469,647)	(44,969,701)
Cash Generated from Operation		47,250,939	38,487,842
Received from Others Income	47.00	1,581,066	9,683,017
Payment of Income Tax	46.00	(2,528,021)	(7,639,915)
Net Cash Generated from Operating Activities		46,303,984	40,530,943
B. Cash Flows from Investing Activities			
Acquisition of Property, Plant and Equipment		(21,983,716)	(10,985,763)
Advance against Machinery		-	-
Capital Work in Progress		(70,287,098)	(62,173,616)
Acquisition of Right-of-Use Assets		-	-
Paid for Projects in Progress (Non-Current Portion)	44.00	(16,123,165)	(50,531,833)
Net Cash Used in Investing Activities		(108,393,979)	(123,691,212)
C. Cash Flows from Financing Activities			
Payment for Financial Expenses		(11,604,751)	(9,972,729)
Received/(Payment) Long Term Loan		(880,229)	1,281,820
Received for share issue from IPO		-	-
IPO Subscription money		8,081	16,749
IPO Expenses		-	-
Dividend Paid		(1,795,118)	(3,474,339)
Transfer to Capital Market Stabilization Fund		(385,768)	(796,372)
Interest received on unclaimed dividend (Net off Interest Expenses)		(4,634)	(18,793)
Fractional refund-Dividend		45,291	3,879
Payment against Lease Liability/(Advance)		46,110	-
Payment against Lease Liability		(66,529)	(503,999)
Received/(Payment) Short Term Loan		7,063,079	(2,053,830)
Net Cash Used in Financing Activities		(7,574,468)	(15,517,615)
D. Net Increase/(Decrease) Cash and Cash Equivalents (A+B+C)		(69,664,463)	(98,677,883)
E. Cash and Cash Equivalents at the Beginning of the year		79,164,974	177,842,857
F. Cash and Cash Equivalents at the End of the year (D+E)		9,500,511	79,164,974
Net Operating Cash Flows Per Share (NOCFPS)- Basic (Note # 35.00)		0.45	0.40

The accompanying notes form an integral part of these financial statements.



Chairman



Managing Director



Director



Chief Financial Officer



Company Secretary



Dominage Steel Building Systems Ltd.

Notes, comprising summary of significant accounting policies and other explanatory information For the year ended 30 June 2025

1.00 REPORTING ENTITY:

1.1 Background of the Company:

Dominage Steel Building Systems Ltd. is a private Limited Company Incorporated on 8 March 2007 Vide Registration No. C- 66036 (3527)/07 under the Companies Act. 1994. Subsequently the Company converted into Public limited company dated on 20 August 2018.

1.2 Address of the Registered & Corporate Office :

The registered and corporate office of the Company is located at J.R. Casero Tower, 11th Floor, 46, Mohakhali C/A, Dhaka-1212. Factory premises of the Company are situated factory-01 and factory-02 respectively at Aukpara, Ashulia and at Palash, Narshingdi.

1.3 Nature of Business Activities:

The principal activities of the Company are construction and development of Pre-engineered Steel Buildings Structure according to its designs and provide Full-Fledged architectural and consultancy services and marketing of the Pre-engineered Steel Building under “DSBSL” brand. To expedite this race DSBSL Product Research and Development Department (PRD) works to innovate or introduce new concepts and machinery in the production line for the diversified demand of their reverence clients. This is a local own steel base construction Company engaged in local development and construction of commercial buildings and factories and also engaged in fabrication, erection of steel parts.

1.4 Date of Authorization:

The Financial Statements of Dominage Steel Building Systems Ltd. for the year ended 30 June 2025 was authorized for issue in accordance with a resolution of the Board of Directors on 28 October 2025.

1.5 Reporting Period:

The Financial Statements have been prepared covering 12 (twelve) months from 1st July 2024 to 30 June 2025.

2.00 Basis of Preparation and Presentation of Financial Statements:

2.1 Preparation and Presentation of Financial Statements

The financial statements have been prepared and the disclosure of information made in accordance with the requirements of the Companies Act 1994 and International Accounting Standards (IASs) and International Financial Reporting Standards (IFRS) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). The Board of Directors is responsible for preparing and presenting the financial statements including adequate disclosure, which approved and authorized for the issue of these financial statements. The Statements of Financial Position and Statement of Profit or Loss and other Comprehensive Income have been prepared according to IAS-1 “Presentation of Financial Statements” based on an accrual basis of accounting following going concern assumption and Statement of Cash Flows according to IAS 7 “Statement of Cash Flows”.

2.2 Regulatory and Legal Compliances:

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

The Income Tax Act, 2023 (As amended)

The Value Added Tax Act, 2012, (As amended)

The Value Added Tax Rules, 2016, (As amended)



The Customs Act, 1969, (As amended)
 Bangladesh Labor Law, 2006, (As amended)
 The Securities & Exchange Ordinance, 1969, (As amended)
 The Securities and Exchange Rules, 2020, (As amended)

2.3 Statement on Compliance of Accounting Standards:

The Financial Statements have been prepared and presented in accordance with the applicable International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).

2.4 Applicable Accounting Standards:

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

IASs:

IAS 1: Presentation of Financial Statements;
 IAS 2: Inventories;
 IAS 7: Statement of Cash Flows;
 IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors;
 IAS 10: Events after the Reporting Period;
 IAS 12: Income Taxes;
 IAS 16: Property, Plant and Equipment;
 IAS 19: Employee Benefits;
 IAS 21: The Effects of Changes in Foreign Exchange Rates;
 IAS 23: Borrowing Costs;
 IAS 24: Related Party Disclosures;
 IAS 33: Earnings Per Share;
 IAS 34: Interim Financial Reporting;
 IAS 36: Impairment of Assets;
 IAS 37: Provisions, Contingent Liabilities and Contingent Assets; and

IFRSs:

IFRS 8: Operating Segments;
 IFRS 9: Financial Instruments;
 IFRS 13: Fair Value Measurement; and
 IFRS 15: Revenue from Contracts with Customers.
 IFRS 16: Lease

2.5 Going Concern:

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.



2.6 Currency Presentation:

2.6.1 Functional and Presentational Currency and Level of Precision:

The Financial Statements are prepared in Bangladesh Taka (Taka/Tk./BDT) which is the Company's both functional currency and presentation currency. All financial information presented in Taka and has been rounded off to the nearest Taka.

2.6.2 Foreign Currency Transaction/Translation :

Foreign currency transactions are translated into Bangladeshi Taka at the exchange rates ruling at the transaction dates according to IAS 21: "The effect of changes in Foreign Exchange Rates". Monetary assets and liabilities denominated in the foreign currencies are translated at prevailing rates on the balance sheet (financial position) date. Non-monetary assets and liabilities denominated in foreign currencies, which are related at historical cost are translated into Bangladeshi Taka at the exchange date ruling at the date of transactions. Foreign exchange fluctuation gain/loses are charged to Statement of profit or loss and other comprehensive income for the respective period.

2.7 Materiality and Aggregation:

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

2.8 Use of Estimates and Judgments:

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to 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. The account judgments, estimates and assumptions are used in the following heads of Accounts for the preparation of Financial Statements:

Note: 3.02.1 Recognition, Measurement and Disclosure of Property, Plant & Equipment

Note: 3.02.2 Depreciation on Property, Plant and Equipment

Note: 3.5 Impairment of Assets

Note: 3.7.2 Inventories (Provision for Damage & Obsolete)

Note: 3.10. Provision

Note: 3.7.3 Accounts receivables (Trade Debtors)

Note: 3.8.1 Trade and other Payables

Note: 3.11 Revenue recognition

Note: 2.6.2 Foreign Currency Transactions and Translations

Note: 3.17 Employees Benefits

Note: 3.13 Finance Expenses

Note: 3.15 Income Taxes (Current and Deferred Tax)



2.9 Components of Financial Statements:

The presentation of these Financial Statements is in accordance with the guidelines provided by IAS-1: "Presentation of Financial Statements". A complete set of Financial Statements comprises:

- (a) Statement of Financial Position as at 30 June 2025;
- (b) Statement of Profit or Loss and other Comprehensive Income for the Year ended 30 June 2025
- (c) Statement of Changes in Equity for the Year ended 30 June 2025;
- (d) Statement of Cash Flows for the Year ended 30 June 2025; and
- (e) Notes, comprising summary of significant accounting policies and other explanatory information for the year ended 30 June 2025.

3.00 Summary of Significant Accounting Policies:

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

3.1 Accounting Convention and Basis:

The Financial Statements have been prepared in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), the Companies Act, 1994, The Securities and Exchange Rules, 2020 and other laws and regulations applicable for these financial statements.

3.2 Comparative Information:

Comparative information has been disclosed as required by IAS 34: 'Interim Financial Reporting' in respect of the previous period for all numerical information in the current Financial Statements as below:

- Statements of Financial Position as of the end of the preceding financial period.
- Statements of Comprehensive Income for the comparable of the preceding financial period.
- Statements of Changes in Equity for the comparable of the preceding financial period.
- Statement Cash Flows for the comparable if the preceding financial period.

Previous period figure has been rearranged whenever considered necessary to ensure comparability with the current period presentation

3.3 Property, Plant and Equipment:

3.3.1 Recognition and Measurement:

All property, plant and equipment are initially accounted for at cost and depreciated over their expected useful life in accordance with IAS-16 "Property, Plant and Equipment". The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and nonrefundable taxes. Expenses capitalized also include applicable borrowing cost.

On retirement or otherwise disposal of fixed assets, the cost and accumulated depreciation are eliminated and any gain or loss on such disposal is reflected in the statement of profit or loss and other comprehensive income which is determined with reference to the net book



3.3.2 Depreciation:

Depreciation is charged on all fixed assets on a reducing balance method except land and land development. No depreciation is charged on land and land development. Depreciation of an asset begins when it is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

The annual rates of depreciation applicable to the principal categories of fixed assets are:

Particulars	Rate
Land & Land Development	0%
Building & Civil construction	2.50%
Electric Equipment's & Installation	10%
Furniture & Fixture	10%
Plant & Machinery	5%
Vehicle	10%
Office Equipment	10%

The Company used branded plant and machinery in its production process which was procured from China & European countries. With a small maintenance, the life of the assets can be strengthened and can be modified as per the requirement of the Company. That is why the depreciation on plant and machineries are 5%. The factory buildings life time are also considered 40 years which is very reasonable. That is why, the rate is 2.5%. Another reason is that the main factory building is built with RCC structures and other factory buildings were built with pre-fabricated structures. And Other Fixed Asset's life time is considered 10 years which is very reasonable.

3.3.3 Retirements and disposals

An asset is derecognized upon disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset is recognized as gain or loss from disposal of asset under other income in the statement of comprehensive income

3.4 Borrowing cost

Interest and other cost incurred in the Company in connection with the borrowing of fund are recognized as expenses in the year in which they are incurred unless such borrowings cost related to acquisition/construction of assets in progress that are required to be capitalized as per IAS-23: "Borrowing Cost".

3.5 Impairment of Assets:

The management of the Company takes physical stocks periodically and recognition of the assets were made accordingly considering the usable condition, wear and tear of the assets as follows:

- The valuation of Property, Plant & Equipment has been made on the basis of the usable condition of the assets as per IAS-36 Impairment of Assets.
- The management of the Company has conducted physical verification of Property, Plant & Equipment on 30.06.2025.



3.6 Financial Instruments:

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

3.7 Financial Assets:

The Company initially recognizes receivable and deposit on the date that they are originated. All other financial assets are recognized initially on the date at whom the Company becomes a party to the contractual provisions of the transaction. Financial assets include cash and cash equivalents, account receivables, and long term receivables and deposit.

3.7.1 Project in Progress:

This is a long term asset account when it forecast for more than a year. Accumulates cost of a project has not yet been placed into service. When the project is finished and placed into the service, the cost is removed from this account and is recorded in revenue.

Project investments are included with significant construction activities and mainly purchases of raw materials for construction of projects. The costs are associated with direct cost and it is exactly projects cost. These costs are included in cash forecast for more than a year to complete the projects and the proportional completion costs are transferred to the Statement of Profit or Loss and other Comprehensive Income each year until complete the projects in full. Current portion of project in progress shown in Current Assets under the head of 'Inventory' and Non-Current portion of project in progress shown in Non-Current Assets.

3.7.2 Inventories:

Inventories consisting of raw materials, work in progress, finished goods are valued at lower of cost and net realisable value as per IAS 2: Inventory. Cost of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Cost of inventories is determined by using the weighted average cost formula. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying amount of inventories to the lower of cost and net realisable value. Net realisable value is based on estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Impairment of Inventories

Impairment of inventory is made as and when inventory became obsolete or unusable or for slow moving items for which the management of the company is giving decisions from time to time. Based on sales cycle of slow moving items, the sales prices of the products may decreases over time. The management of the Company reviews the carrying amounts of its inventory (Balance Sheet Date) to determine whether there is any indication of impairment In accordance with IAS-2: 'Inventories'. When the sales price moves below the inventory cost prices, the loss on sales is recognized immediately in the Financial Statements. However, there was no indication of impairment of inventory during the period; and as such, no adjustment was given in the Financial Statements for impairment.

3.7.3 Trade and Other Receivables:

These are carried forward at their original invoiced value amount and represents net realizable value. Management considered the entire bills receivable as good and is collectable and therefore, no amount was provided for as bad debt in the current year's account.



3.7.4 Advances, Deposits and Prepayments:

Advances are initially measured at cost. After initial recognition advances are carried at cost less deduction, adjustment, or charges to other account heads such as property, plant and equipment, inventory, or expenses.

Deposits are measured at payment value.

Prepayments are initially measure at cost. After recognition of prepayments are carried at cost less charges to Statement of Profit or Loss and other Comprehensive Income.

3.7.5 Cash and Cash Equivalents:

For the purpose of Financial Position and Statement of Cash Flows, Cash in hand and Bank balances represent cash and cash equivalents considering the IAS-1 "Presentation of Financial Statements" and IAS-7 "Cash that Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to an insignificant risk of changes in value and are not restricted as to use.

3.8 Financial Liability:

The Company initially recognized debt securities issued and subordinated liabilities and the date that they are originated. All other financial leases obligations, loans and borrowings, account payables and other payables.

3.8.1 Trade & Other Payables:

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

3.9 Statement of Cash Flows:

Statement of Cash Flows is prepared principally in accordance with IAS-7 "Statement of Cash Flows" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules 1987 and considering the provisions of Paragraph 19 of IAS- 7 which provides that "Entities are encouraged to report Cash Flows from Operating Activities using the Direct Method" as well as the indirect method in notes to the Financial Statements.

3.10 Provisions:

Provision, Contingent Liabilities and Contingent Assets

The financial statements are prepared in conformity with IAS 37 "Provision, contingent Liabilities and Contingent Assets", which requires management to ensure that appropriate recognition criteria and measurement bases are applied to provision for outstanding expenses, contingent liability, assets and that sufficient information is disclosed in the notes to the accounts to enable its users for their understanding about its nature, timing and amount. In accordance with the guidelines as prescribed by IAS-37 provisions were recognized in the following situations:

- When the company has a present obligation as a result of the past event.
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and
- Reliable estimate can be made about the sum of the obligation.



We have shown the provision in the statement of financial position at an appropriate level with regard to an adequate provision for risks and uncertainties. The sum of provision estimated and booked represents the reliable estimate of the probable expenses incurred but not paid, which is required to fulfill the current obligation on the Balance Sheet Date.

Tax assessments for the assessment years 2022–2023, 2023–2024, and 2024–2025 are still pending; however, other than the matters mentioned, there is no contingent event that may require recognition of contingent liabilities for the year ended 30 June 2025.

3.11 Revenue Recognition:

In compliance with the requirements of IFRS-15 “Revenue from Contracts with Customers”, an entity shall account for a contract with a customer only when all of the following criteria are met:

- a) The parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- b) The entity can identify each party’s right regarding the goods or services to be transferred.
- c) The entity can identify the payment terms for the goods or service to be transferred;
- d) The contract has commercial substance (i.e. the risk, timing or amount of the entity’s future cash flows is expected to change as a result of the contract); and
- e) It is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or service that will be transferred to the customer.

As per IFRS-15 the revenue of the company was recognized as follows:

- a) In case of percentage completion method, revenue is recognized on the stage of completion at the Balance Sheet date, taking into account the contractual price and revision there to by estimating total revenue including claim/variations and total cost till completion of the contract and the profit so determined proportionate to the percentage of the actual work done.
- b) In case of Lump sum contracts, revenue is recognized on the completion of milestones as specified in the contract or as identified by the management. Foreseeable losses are accounted for as and when they are determined except to the extent, they are expected to be recovered through claims presented or to be presented to the customer or in arbitration.

3.12 Other Income

Other income includes wastage sales and interest income on FDR (if any). It is recognized as income as and when accrued.

3.13 Finance Expenses

Financial expenses comprise interest expense on term loan, overdraft, and bank charge. All financial expenses are recognized in the statement of Profit or Loss and Other comprehensive income.

3.14 Earnings per Share

The Company calculates Earnings per Share (EPS) in accordance with IAS-33 “Earnings per Share” Which has been shown on the face of the Profit or Loss and other Comprehensive Income.



3.14.1 Basic Earnings per Share

Basic earnings per share are calculated by dividing the earning attributable to the ordinary shareholders of the Company by the weighted average number ordinary share outstanding during the year.

3.15 Income Tax

Income tax expense comprised of current and deferred tax. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income and is accounted for in accordance with the requirement of IAS 12: "Income Taxes".

3.15.1 Current Tax

Current tax is the expected tax payable on the taxable income for the period/year and any adjustment to tax payable in respect of previous years as per the Provisions of Income Tax Act 2023 and duly amended by the Finance Act from time to time.

The effective tax rate of the Company is provided as follows:

	Regular
Corporate Tax Rate of the Company	20.00%
Tax Rate on Other Income:	20.00%
Taxes on Interest on FDR	20.00%
Taxes on Dividend Income	20.00%
Minimum Tax Rate	1.00%

3.15.2 Deferred Tax

Deferred tax is made as per the balance sheet assets/liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax (basis used in the computation of taxable profit). Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that the taxable profits will be available against which the deductible temporary differences.

3.16 Sources of Information

During our course of preparation and presentation of the Financial Statements it has been considered the relevant financial documents and collected information throughout the accounting period ended 30 June 2024 after overlooking of the head of accounts.

3.17 Employee Benefits

The Company maintains defined benefit plan for its eligible permanent employees. The eligibility is determined according to the terms and conditions set forth in the respective deeds.

The Company has accounted for and disclosed employee benefits in compliance with the provisions of IAS 19: Employee Benefits. The cost of employee benefit is charged off as revenue expenditure in the period to which the contributions relate.

a) Short Term Employee Benefits

Short-term employee benefits include wages, salaries, festival bonuses etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.



b) Contribution to Workers' Profit Participation and Welfare Funds

This represents 5% of net profit before tax, contributed by the Company as per provisions of the Bangladesh Labour Law, 2006 (Amended 2013). The fund will be transferred as per Bangladesh Labour Law, 2006 after completion of necessary legal process.

3.18 Events after the Reporting Period:

As per IAS-10 "Event after the Reporting Period" are those event favorable and unfavorable that occurred between the end of the reporting period and the date when the Financial Statements are authorized for the issue. There were no material events that occurred after the reporting period which could affect the values in Financial Statements.

3.19 Fair Values

The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The fair value of trade and other short-term receivables are taken to approximate their carrying value. The fair value of financial assets and liabilities approximate their carrying value.

3.20 Operating Segments

No segmental reporting is applicable for the company as required by "IFRS-8: 'Operating Segments'" as the company operates in a single industry segment and within as geographical segment.

3.21 Measurement of Expected Credit Losses (ECL)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive). ECLs are discounted at the effective interest rate of the financial asset. At each reporting date, the company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Company expected that they have no credit losses on Trade Receivables.

3.22 General

- i. Wherever considered necessary, previous period's figures have been rearranged for the purpose of comparison.
- ii. Figures appearing in the Financial Statements have been rounded off to the nearest Taka.



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
4.00 Property, Plant and Equipment			
A. Cost:			
Opening Balance		1,326,188,272	1,315,202,509
Add: Addition during the year		22,507,776	10,985,763
Total Assets Value at cost		1,348,696,048	1,326,188,272
B. Accumulated Depreciation			
Opening Balance		322,669,025	285,223,755
Add: Depreciation Charged for the year		36,208,921	37,445,270
Total Depreciation		358,877,946	322,669,025
Written Down Value (A-B) as at 30 June		989,818,102	1,003,519,247
The details of above have been shown in Annexure- 'A'			
5.00 Capital Work in Progress			
Land and Land Development (Note: 5.01)		-	-
Building and Civil construction (Note: 5.02)		75,882,343	58,262,527
Electrical Installation (Note: 5.03)		16,325,787	-
Plant and Machinery (Note: 5.04)		40,327,584	3,911,089
		132,535,714	62,173,616
5.01 Land & Land Development			
Opening Balance		-	-
Add: Addition during the year		-	-
Less: Transfer to Property, Plant and Equipment schedule		-	-
Closing Balance		-	-
5.02 Building & Civil construction			
Opening Balance		58,262,527	-
Add: Addition during the year		17,619,816	58,262,527
		75,882,343	58,262,527
Less: Transfer to Property, Plant and Equipment schedule		-	-
Closing Balance		75,882,343	58,262,527
5.03 Electrical Installation			
Opening Balance		-	-
Add: Addition during the year		16,325,787	-
		16,325,787	-
Less: Transfer to Property, Plant and Equipment schedule		-	-
Closing Balance		16,325,787	-
5.04 Plant and Machinery			
Opening Balance		3,911,089	-
Add: Addition during the year		47,083,183	3,911,089
		50,994,272	3,911,089
Less: Transfer to Property, Plant and Equipment schedule		10,666,688	-
Closing Balance		40,327,584	3,911,089
6.00 Right-of-Use Assets			
A. At Cost :			
Opening Balance		1,450,000	1,450,000
Less: Adjustment during the year		1,450,000	-
Total assets Value at cost		-	1,450,000

Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
B. Accumulated Depreciation			
	Opening Balance	384,300	270,721
	Add: Depreciation Charged for the year	102,640	113,579
	Less: Adjustment during the year	486,940	-
	Total Accumulated Depreciation	-	384,300
	Written Down Value (A-B) as at 30 June	-	1,065,700
The details of above have been shown in Annexure- 'B'			
7.00 Projects in Progress			
	Opening Balance	274,820,304	318,923,838
	Add. Addition during the year	30,855,359	74,955,206
	Less: Transferred to Cost of Sales	(108,845,789)	(119,058,740)
	Closing Balance	196,829,874	274,820,304
7.01 Allocation of Projects in Progress			
	Projects in Progress (Non- Current Portion)	118,097,925	164,892,183
	Projects in Progress (Current Portion)	78,731,950	109,928,122
	Total	196,829,874	274,820,304

8.00 Inventories**8.01 Valuation of Inventory and physical stocktaking**

The management of the Company takes physical stocks periodically and valuation of stocks were made accordingly considering the wear and tear of the assets as follows:

- The valuation of closing inventory has been made on the basis of lower of cost and net realizable value as per IAS-2.
- The management of the Company has conducted physical verification/stock taking of inventories on 30 June 2025

Inventories consisting of raw materials, work in progress, finished goods are valued at lower of cost and net realisable value as per IAS 2: Inventory. Cost of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Cost of inventories is determined by using the weighted average cost formula. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying amount of inventories to the lower of cost and net realisable value as the board approve from time to time. Net realisable value is based on estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Impairment of Inventories

Impairment of inventory is made as and when inventory became obsolete or unusable or for slow moving items for which the management of the company is giving decisions from time to time. Based on sales cycle of slow moving items, the sales prices of the products may decreases over time. The management of the company reviews the carrying amounts of its inventory (Balance Sheet Date) to determine whether there is any indication of impairment In accordance with IAS-2: 'Inventories'. When the sales price moves below the inventory cost prices, the loss on sales is recognized immediately in the Financial Statements. However, there was no indication of impairment of inventory during the year; and as such, no adjustment was given in the Financial Statements for impairment.



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
8.02 Inventories			
	Projects in Progress (Current Portion)-Note-7.01	78,731,950	109,928,122
	Work-in-process (Note: 26.00)	149,341,525	123,043,648
	Finished Goods (Note: 26.00)	96,153,083	115,646,256
		324,226,558	348,618,026
9.00 Trade and Other Receivables			
	Trade Receivables	298,377,209	219,737,791
	Interest Receivable from FDR (Note: 9.01)	94,042	194,125
		298,471,251	219,931,915
9.01 Interest Receivable on FDR			
	Interest on FDR for opening balance	194,125	2,069,998
	Add. Addition during the year	94,042	194,125
	Less: Realized	194,125	2,069,998
	Closing Balance	94,042	194,125
Ageing of Trade and Other Receivables			
	More than six months	187,449,169	110,120,484
	Less than six months	111,022,082	109,811,431
		298,471,251	219,931,915

The classification of receivables as required by the Schedule XI, Part 1, Para 4 of the Companies Act, 1994 are given below:

Particulars	30/Jun/2025	30/Jun/2024
i) Receivables considered good and in respect of which the company is fully secured.	94,042	194,125
ii) Receivables considered good for which the company holds no security other than the debtor's personal security.	298,377,209	219,737,791
iii) Receivables considered doubtful or bad.		
iv) Accounts Receivable due by director's or other officers of the company or any of them either severally or jointly with any other person or receivables due by firms or private companies respectively in which any director is a partner or a director or a member.		
v) Receivables due by companies under the same management.		
vi) The maximum amount due by directors or other officers of the company at any time during the year.		
Total	298,471,251	219,931,915

10.00 Advances, Deposits & Prepayments

Advance to Employees	2,368,310	1,455,816
Deposit to Pubali bank against lease facility	-	46,110
Advance against Local Purchase	38,197,432	24,389,680
Bank Guarantee (Note: 10.01)	-	-
Security Deposit to Palli Biddut somity (PBS)	1,170,040	1,170,040



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	Advance Income Tax (Note: 10.02)	42,503,365	47,066,384
	Vat Current Account	108,956	244,967
	L/C margin	-	-
	Advance against Plant Machinery	-	-
		84,348,104	74,372,997
10.01 Bank Guarantee			
	Southest Bank Ltd. (SEBL/MK/BG/2020)	-	-
	Southest Bank Ltd. (SEBL/MK/BG-08/2018)	-	-
	Southest Bank Ltd. (SEBL/MK/BG-03/2019)	-	-
	Southest Bank Ltd. (SEBL/MK/BG/15/2021)	-	-
	Southest Bank Ltd. (SEBL/MK/BG/14/2021)	-	-
	Southest Bank Ltd. (SEBL/MK/BG/Feb/2022)	-	-
	Southest Bank Ltd. (SEBL/MK/BG/April/2022)	-	-
10.02 Advance Income Tax			
	Opening Balance	47,066,384	39,426,469
	Add: Addition during the year	2,528,021	7,639,915
		49,594,405	47,066,384
	Less: Adjustment during the year	7,091,040	-
	Closing Balance	42,503,365	47,066,384
	Ageing of above Advances, Deposits & Prepayments		
	More than six months	43,673,405	48,236,424
	Less than six months	40,674,698	26,136,573
		84,348,104	74,372,997

The classification of Advances, Deposits & Prepayments as required by the Schedule XI, Part 1, Para 6 of the Companies Act, 1994 are given below:

Particulars	30/Jun/2025	30/Jun/2024
Advances, deposits & prepayments considered good and in respect of which the company is fully secured.		
Advances, deposits & prepayments considered good for which the company holds no security.	81,979,794	72,917,181
Advances, deposits & prepayments considered doubtful or bad.		
Advances, deposits & prepayments due by directors or other officers of the company or any of them either severally or jointly with any other person or Advances, deposits & prepayments due by firms or private companies respectively in which any director is a partner or a director or a member. respectively in which any director is a partner or a	2,368,310	1,455,816
Advances, deposits & prepayments due by companies under the same management.		
The maximum amount due by directors or other officers of the company at any time during the year.		



Notes.	Particulars	Amounts in BDT				
		30-Jun-25	30-Jun-24			
11.00	Cash and Cash Equivalents					
	Cash in Hand	1,079,385	893,813			
	Cash At Bank (Note: 11.01)	3,612,172	5,248,092			
	FDR (Note: 11.02)	4,808,954	73,023,068			
		9,500,511	79,164,973			
11.01	Cash at Bank					
	Premier Bank Ltd. A/C-0041	25,496	29,646			
	Southeast Bank Ltd.- A/C No.-0385	216,897	18,057			
	Southeast Bank Ltd.-A/C-0443	1,568,938	482,240			
	Padma Bank Ltd. A/C-9602	4,098	4,633			
	Brac Bank Ltd. A/C-5005	-	2,672,819			
	Brac Bank Ltd. A/C-5001	903,580	902,939			
	Southeast Bank Ltd. A/C-0069	-	-			
	Standard Bank Ltd. A/c-285	804	1,723			
	Pubali Bank Ltd. A/c-421	-	-			
	Southeast Bank Ltd. A/C-65	-	-			
	Agrani Bank Ltd. A/C-681	348,669	250,680			
	Southeast Bank Ltd. A/C-0075	103,180	111,071			
	Southeast Bank Ltd. A/C-0078	44,426	-			
	Southeast Bank Ltd. A/C-0074	190,375	190,113			
	Brac Bank Ltd. A/C-5002	205,711	197,630			
	Southeast Bank Ltd. A/C-0071	-	386,541			
		3,612,172	5,248,092			
11.02	FDR					
	Southeast Bank Ltd. A/c-24300000899	4,808,954	4,535,052			
	NRB Commercial Bank Ltd. A/c-010170300009023	-	30,525,000			
	NRB Commercial Bank Ltd. A/c-010170300009024	-	37,963,017			
	NRB Commercial Bank Ltd. A/c-010170300004643	-	-			
	NRB Commercial Bank Ltd. A/c-010170300004644	-	-			
		4,808,954	73,023,068			
12.00	Share Capital					
12.01	Authorized Share Capital					
	150,000,000 Ordinary shares of Tk. 10/- each	1,500,000,000	1,500,000,000			
12.02	Issued, Subscribed, Called-up & Paid-Up Share Capital					
	102,600,000 Ordinary shares of Tk. 10/- each fully paid up	1,026,000,000	1,026,000,000			
12.03	A distribution schedule of the above shares is given below:					
Sl. No.	Name	Nature of Shareholding	% of Share hold	No of Shares	30/Jun/2025	30/Jun/2024
1	Muhammad Shamsul Islam	Individual	11.74%	12,041,988	120,419,881	120,419,881
2	Mohammad Rafiqul Islam	Individual	11.74%	12,041,988	120,419,881	120,419,881
3	Sujit Saha	Individual	2.56%	2,632,523	26,325,228	26,325,228
4	Rakibul Islam	Individual	2.08%	2,132,055	21,320,550	21,320,550
5	Abul Kalam Bhuiyan	Individual	2.08%	2,132,055	21,320,550	21,320,550



Notes.	Particulars				Amounts in BDT			
					30-Jun-25	30-Jun-24		
6	Others	Individual / Institution	69.80%	71,619,391	716,193,910	716,193,910		
Total			100%	102,600,000	1,026,000,000	1,026,000,000		
13.00 Retained Earnings Opening Balance Add: Net Profit during the year Adjustment of IPO Expenses Stock dividend Issued Cash dividend -(2024-0.25% & 2023-0.5%) Closing Balance								
					731,812,537	732,558,616		
					5,098,870	2,834,891		
					-	-		
					-	-		
					(1,790,485)	(3,580,970)		
					735,120,923	731,812,537		
14.00 Long Term Loan (Non-Current Portion) Opening Balance Add: Addition during the year Less: Adjusted during the year Total Outstanding Balance Less: Long Term Loan (Current Portion) Long Term Loan (Non-Current Portion)								
					11,689,324	10,407,504		
					1,728,771	1,382,391		
					2,609,000	100,571		
					10,809,095	11,689,324		
					3,458,910	3,740,584		
					7,350,185	7,948,740		
14.01 Details of Bank Loan i) Bank Name Southeast Bank Limited Branch Mohakhali Sanction Amount 100 Lac Purpose Working Capital & Import/ Procure Raw Materials . Sanction date 04-08-2024 (Renewal) Securities 6200 sft commercial floor space 52 decimal industrial high land 79.5 decimal industrial high land 130 decimal agricultural high land 12.375 decimal residential high land Interest Rate 14.75% Revised from time to time.								
					Particulars of Security		Location	
							Floor # 6 & 11, Plot No# 46, Mohakhali C/A, Dhaka.	
							Awkpara, Ashulia, Savar, Dhaka.	
							Narsingdi, Polash, Dakkhin Dewra.	
							Narsingdi, Polash, Uttar Dewra.	
							Gazipur, Gazipur Sadar.	
15.00 Lease Liability Opening Balance Add: Addition during the year Add: Interest & Charge during the year Less: Payment and adjustment of Lease Total Outstanding Balance Less: Lease Finance (Current Portion) Lease Finance (Non-Current Portion) Details of Lease facility i) Bank Name Pubali Bank Ltd. Branch Shantinagar Sanction Amount 14.50 Lac								
					54,963	533,250		
					-	-		
					11,566	28,923		
					(66,529)	(507,210)		
					-	54,963		
					-	54,963		
					-	-		



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	Purpose Car		
	Sanction date 02.06.2021		
	Securities Personal Guarantee of all Director of the Company		
	Interest Rate 9%		
16.00	Deferred Tax Liability		
	A. Property, Plant and Equipment		
	Written down value (Accounting Base)	989,818,102	1,003,519,247
	Written down value (Tax Base)	627,756,348	652,014,420
	Temporary Difference other than Lease assets	362,061,755	351,504,828
	B. Right of use Assets		
	Caring amount of Right of use Assets	-	1,065,700
	Less: Lease obligation*	-	(8,853)
	Temporary Difference on Right of use assets	-	1,056,847
	Total Temporary Difference (A+B)	362,061,755	352,561,675
	Effective Tax Rate	20.00%	20.00%
		72,412,351	70,512,335
	* Lease Obligation		
	Lease Liability as on 30 June	-	54,963
	Less: Advance against lease	-	(46,110)
		-	8,853
17.00	Short Term Loan		
	Southeast Bank Ltd.-A/C No. CC(H)-73300000020	53,828,149	48,671,809
	Southeast Bank Ltd.-A/C No. 79200000026	-	11,824,864
	Southeast Bank Ltd.-A/C No. 79200000037	13,731,603	-
		67,559,753	60,496,673

Details of Bank Loan

i) Bank Name	Southeast Bank Limited
Branch	Mohakhali
Limit amount	630 Lac
Purpose	Working Capital & Import/ Procure Raw Materials .
Renewal date	18-12-2024 (Renewal)

Securities	Particulars of Security	Location
	6200 sft commercial floor space	Floor # 6 & 11, Plot No# 46, Mohakhali C/A, Dhaka.
	52 decimal industrial high land	Awkpara, Ashulia, Savar, Dhaka.
	79.5 decimal industrial high land	Narsingdi, Polash, Dakkhin Dewra.



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	130 decimal agricultural high land	Narsingdi, Polash, Uttar Dewra.	
	12.375 decimal residential high land	Gazipur, Gazipur Sadar.	
	Interest Rate	14.75% Revised from time to time .	
18.00	Trade Payables and Other Liabilities		
	Trade Payable and other	2,747,117	4,676,817
	Payable against Plant Machinery	-	364,000
	IPO Subscription money payable (Note: 18.01)	205,711	197,630
		2,952,828	5,238,447
18.01	IPO subscription money payable represents the amount received on January 31, 2023 in our foreign currency (FC) account for the IPO, where the balance was previously nil but a fund was received that could not be traced by the company.		
19.00	Liabilities for Expenses		
	Salary & Allowance	1,177,053	1,207,178
	Director Remuneration	2,674,852	3,000,000
	Service Charge	12,000	12,000
	Utility Bill	123,909	228,791
	Internet Bill	15,666	22,000
	AGM & EGM Expenses	-	100,000
	Audit Fees	230,000	230,000
	Advertisement Expenses	43,987	-
	Annual & Others fees	555,200	1,010,400
	Legal & Professional Fee	-	22,000
		4,832,667	5,832,369
20.00	Unclaimed Dividend Account		
	Opening Balance	686,838	1,391,494
	Add: Addition during the year	1,790,485	3,580,970
	Add: Interest on unclaimed dividend	8,431	17,650
	Add: Refund during the period	45,291	3,879
		2,531,045	4,993,993
	Less: Paid during the year	1,795,118	3,474,339
	Less: Transfer to Capital Market Stabilization Fund *	385,768	796,372
	Less: Bank & others Charge during the year	13,065	36,443
	Closing Balance	337,094	686,838
***	Unpaid dividend :		
	Unpaid dividend - 2020	-	-
	Unpaid dividend - 2021	-	386,541
	Unpaid dividend - 2022	189,488	189,226
	Unpaid dividend - 2023	103,180	111,071
	Unpaid dividend - 2024	44,426	-
	Total	337,094	686,838



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	The Company has made payment fractional dividend (from stock dividend) amount and cash dividend to the respective shareholders' individual Bank A/C 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 2025. These amounts are deposited in a separate bank account and are payable on demand.		
	*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 and 2021 to Capital Market Stabilization Fund (CMSF) vide letter no DSBL/SD/2024/146 dated February 08, 2024 and letter no DSBL/SD/2025/337 dated February 02, 2025.		
21.00	Income Tax Payable		
	Opening Balance	41,220,296	34,129,257
	Add: Addition during the year	2,375,480	7,091,040
		43,595,776	41,220,296
	Less: Adjusted during the year	7,091,040	-
	Closing Balance	36,504,736	41,220,296
22.00	Liability for WPPF		
	Opening Balance	194,876	1,768,822
	Add: Addition during the year	468,718	194,876
	Less: Paid during the year	(194,876)	(1,768,822)
	Closing Balance	468,718	194,876
23.00	Long Term Loan (Current Portion)	(Note: 14.00)	
		3,458,910	3,740,584
24.00	Lease Liability (Current Portion)	(Note: 15.00)	
		-	54,963



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
25.00 Revenue			
Sales		189,561,418	187,729,653
		189,561,418	187,729,653
26.00 Cost of Sales			
Raw Material Consumed (Note # 7.00)		108,845,789	119,058,740
Manufacturing Expenses (Note # 26.01)		48,660,242	54,464,927
Total Manufacturing Cost		157,506,031	173,523,667
Add: Opening Work in process		123,043,648	93,364,171
		280,549,679	266,887,838
Less: Closing Work in Process		149,341,525	123,043,648
Manufacturing Cost/ Cost of Goods Manufacture		131,208,154	143,844,190
Add: Opening Finished Goods		115,646,256	129,005,836
Cost of Goods available for sale		246,854,410	272,850,027
Less: Closing Finished Goods		96,153,083	115,646,256
Cost of Goods Sold		150,701,327	157,203,771
26.01 Manufacturing Expenses			
Wages, Salary and Allowances		7,447,145	8,875,399
Festival Bonus		694,679	648,454
Labor Charge		237,747	776,800
Transportation		191,402	559,660
Electricity Bill		1,256,229	1,453,493
Insurance Expenses		212,541	212,541
Erection & Fabrication		827,300	2,145,336
Grill & Thai Glass Aluminum Work		-	661,932
Equipment Rent for Project		657,701	905,068
Painting Work		168,000	225,990
Pilling Test & Work		4,234	141,090
Soil Test		2,445	81,470
Sanitary Work		-	109,807
Decking Panel		-	185,880
Survey		95,500	-
Tiles Work		-	153,106
Water Proofing Works		595,199	331,910



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	Power and Fuel	401,756	650,719
	Repair and Maintenance	457,877	326,333
	Miscellaneous Expenses-Manufacturing	493,593	24,720
	Entertainment	156,330	47,760
	Depreciation (Annexure- 'A')	34,760,564	35,947,459
		48,660,242	54,464,927
27.00	Administrative Expenses		
	Salary and Allowances-Administrative	5,918,653	7,201,764
	Festival Bonus-Administrative	646,338	756,519
	Directors Remuneration	1,500,000	1,500,000
	Board Meeting Fees	81,000	136,000
	License, Registration & Renewal	437,441	441,103
	Phone, Fax & Mobile Bill	288,140	376,486
	Paper & Periodicals	11,960	12,497
	Postage & Courier	21,260	15,185
	Printing & Stationery	196,031	367,454
	Legal & Professional Fee	708,125	412,609
	Electricity Bill-Administrative	266,108	326,886
	Tours & Travelling Expenses	121,716	219,721
	Tender Schedule	-	16,115
	Medical Expenses	-	45,800
	Internet Bill	153,151	216,904
	Donation & Subscription Fee	38,000	102,500
	Audit Fees	230,000	230,000
	Entertainment-Administrative	209,019	338,488
	Repair & Maintenance-Administrative	366,386	277,035
	Annual & Others fees -DSE, CSE, CDBL, BAPLC	1,166,400	1,166,400
	AGM & EGM Expenses	344,009	486,187
	Depreciation Charge for the Right-of-Use Asset	102,640	113,579
	Miscellaneous Expenses-Administrative	3,382,536	6,026,046
	Depreciation-Administrative (Annexure- 'A')	1,086,268	1,123,358
		17,275,180	21,908,636
28.00	Marketing & Selling Expenses		
	Salary and Allowances-Marketing	703,900	874,902



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	Festival Bonus-Marketing	85,176	90,976
	Conveyance-Marketing	64,445	143,003
	Advertisement Expenses	285,195	274,329
	Marketing Stationaries	56,713	86,140
	Agent Commission	3,560	35,600
	Sales Commission	45,414	454,140
	Trade Fair Expenses	-	-
	Depreciation-Marketing (Annexure- 'A')	362,089	374,453
	Service Charge-Marketing	-	-
		1,606,492	2,333,543
29.00	Other Income		
	Proceeds form wastage sales and other	348,780	224,500
	Interest income from Bank	1,132,204	7,582,644
		1,480,984	7,807,144
30.00	Lease Finance		
	Interest on Lease	11,566	25,712
		11,566	25,712
31.00	Financial Expenses		
	Bank Charges and other	188,447	1,336,440
	Foreign Exchange Gain/Loss	(13,613)	-
	Interest on Bank Loan	11,429,917	8,636,289
		11,604,751	9,972,729
32.00	Income Tax Expenses		
	Current Tax (Note # 32.01)	2,375,480	7,091,040
	Deferred Tax (Note # 32.02)	1,900,016	(6,028,401)
		4,275,496	1,062,639
32.01	Current Tax		
	Profit before Income Tax	9,374,366	3,897,530
	Add: Depreciation Expenses (Accounting Depreciation)	36,208,921	37,558,849
	Add: Interest on lease liability	11,566	25,712
	Less: Depreciation Expenses (Tax Depreciation)	46,765,848	49,461,190
	Less: Income from other source	1,480,984	7,807,144
	Less: Lease Payment (Principal + Interest)	66,529	507,210
	Business Income	(2,718,507)	(16,293,452)



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	Regular tax @20%, or	(543,701)	(3,258,691)
	Tax @ 1% on gross receipt, or	1,895,614	1,126,378
	Minimum tax U/S 163-Tax deducted at source,	2,079,283	5,529,611
	Tax Charge during the year (Higher One)	2,079,283	5,529,611
	Add: Tax on Income from other source	296,197	1,561,429
	Total Tax Charge during the year	2,375,480	7,091,040
32.02	Deferred Tax Expenses/(Income)		
	Closing Deferred Tax Liability	72,412,351	70,512,335
	Less: Opening Deferred Tax Liability	70,512,335	76,540,736
	Deferred Tax Expenses/(Income) during the year	1,900,016	(6,028,401)
33.00	Earnings Per Share (EPS) - Basic		
	a) Earning attributable to the ordinary shareholders	5,098,870	2,834,891
	b) Weighted Average Number of ordinary shares	102,600,000	102,600,000
	Earnings Per Share (EPS) (a/b) - Basic	0.05	0.03
33.02	Calculation of Weighted Average Number of ordinary shares		
	Opening No. of Share Allotted	65,000,000	65,000,000
	IPO Share Allotment	30,000,000	30,000,000
	Bonus Share Allotment	7,600,000	7,600,000
	Calculation of Weighted Average Number of ordinary shares considering Basic EPS	102,600,000	102,600,000
34.00	Net Assets Value per Share (NAV)		
	a) Net Asset Value (NAV)*	1,761,120,923	1,757,812,537
	b) Number of ordinary shares	102,600,000	102,600,000
	Net Asset Value per Share (NAV) (a/b)	17.16	17.13
35.00	Net Operating Cash Flows per Share (NOCFPS) - Basic		
	a) Net Operating Cash Flows	46,303,984	40,530,943
	b) Weighted Average Number of ordinary shares	102,600,000	102,600,000
	Net Operating Cash Flows per Share (NOCFPS) (a/b)-Basic	0.45	0.40

35.01 Significant Deviation:

The company's revenue has remained flat due to the ongoing local political issue and 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 slightly increased compared to the previous year. This improvement is attributable to a cost-cutting policy implemented by management to overcome the recent economic slowdown.

EPS has remained flat position as a result of higher finance costs and lower other income compared to previous year.

Net cash flows from operating activities have a straight-line position due to the slower growth in the total revenue & collection.

The Net Asset Value (NAV) was 17.13 for the year ended June 30, 2024, and stood at 17.16 for the year ended June 30, 2025.



36.00 Other Commitments, Contingencies and relevant information

The requirements of Schedule XI, Part II, Para 3, 4, 7 & 8 of the Companies Act. 1994.

36.01 Contingencies

Tax assessments for the assessment years 2022–2023, 2023–2024, and 2024–2025 are still pending; however, other than the matters mentioned, there is no contingent event that may require recognition of contingent liabilities for the year ended 30 June 2025.

36.02 Capital expenditure commitment

There was no capital expenditure commitment or contract at 30 June 2025. There was no material capital expenditure authorized by the Board but not contracted for as at 30 June 2025.

36.03 Directors interest in contracts with the company

There was no transaction resulting in Director's interest with the company.

36.04 Related Party Disclosure as per para 23, IAS 24

The Company carried out a number of transactions with related parties in the normal course of business on arms length basis.

Name	Designation	Nature of Transaction	Balance as on 30.06.2024	Addition during the year	Paid during the year	Balance as on 30 Jun 2025
Mr. Muhammad Shamsul Islam	Chairman	Honorarium	-			-
		Board Meeting Fees	-	14,800	14,800	-
Mr. Mohammad Rafiqul Islam	Managing Director	Remuneration	3,000,000	1,500,000	1,825,148	2,674,852
		Board Meeting Fees	-	13,600	13,600	-
Mr. Sujit Saha	Director	Remuneration	-		-	-
		Board Meeting Fees	-	-	-	-
Mr. Rakibul Islam	Director	Remuneration	-		-	-
		Board Meeting Fees	-	12,800	12,800	-
Mr. Abul Kalam Bhuiyan	Director	Remuneration	-		-	-
		Board Meeting Fees	-	12,800	12,800	-
Mr. Tapan Chandra Banik	Independent Director	Remuneration	-			
		Board Meeting Fees	-	13,400	13,400	-
Mr. Md. Mizanur Rahman	Independent Director	Remuneration			-	
		Board Meeting Fees		13,600	13,600	-
Total			3,000,000	1,581,000	1,906,148	2,674,852

Transaction with Key Management Personnel of the entity:

a. Managerial Remuneration paid or payable during the year to the directors, including managing directors, a managing agent or manager.	1,906,148
b. Expenses reimbursed to the managing agent	Nil
c. Commission or other Remuneration payable separately to a managing agent or his associate	Nil
d. Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the Company.	Nil
e. The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the Company with the managing agent or his associate during the financial year.	Nil



f. Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable.	Nil
g. Other allowances and commission including guarantee commission	Nil
h. Pensions etc.	
(i) Pensions	Nil
(ii) Gratuities	Nil
(iii) Payments from a provident funds, in excess of own subscription and interest thereon	Nil
(iv) Compensation for loss of office	Nil
(v) Consideration in connection with retirement from office	Nil

As per Para-17, IAS- 24:

An entity shall disclose key management personnel compensation in total and for each of the following benefits:

(a) Short-term employee benefits	1,500,000
(b) Post-employee benefits	Nil
(c) Other long term benefits	Nil
(d) Termination benefits and	Nil
(e) share-based payment	Nil

As per Para-18, IAS- 24:

Disclosure requirements of IAS 24 Para 18 minimum disclosure shall include:

a) the amount of transaction	1,581,000
b) the amount of outstanding balance, including commitments	2,674,852
i) their terms & condition, including whether they are secured, and the nature of the consideration to be provided in settlement	Remuneration & Board Meeting Fee
ii) details of any guarantee given or received	Nil
c) Provisions for doubtful debts related to the amount of outstanding balance	Nil
d) the expenses recognized during the period in respect of bad or doubtful debts due from related parties	Nil

37.00 Production Capacity

Disclosure requirements of Schedule XI, Part II, Para 7, the production capacity and utilization of its are as follows:

Particulars	Quantity (MT/Sft/Rft)	
	30-Jun-25	30-Jun-24
Installed Capacity	8,010	8,010
Actual Production	1,161	1,150
Capacity Utilization (%)	14.50%	14.36%

38.00 No. of Employees

Quantity wise schedule of salary as required under Schedule XI, Part II, Para 3 of the Companies Act 1994

Particulars	Officer & Staff	Worker	No. of Employees	
			30-Jun-25	30-Jun-24
Salary within Tk. 20,000 per month	8	26	29	34
Salary range above Tk. 20,000 per month	15	8	23	23
Total	23	34	52	57



39.00 Quantity wise schedule of sales as required under Para 3, Schedule XI, Part II of the Companies Act 1994

Quantity wise schedule of sales, raw material consumed and opening and closing stock of finished goods relating to the financial statements for the period ended 30 June 2025 as required under Schedule XI, Part II, Para 3 of the companies Act 1994 are given below:

A. Turnover

Particulars	30-Jun-25		30-Jun-24	
	Quantity (MT/Sft/Rft)	Amount in Taka	Quantity (MT/Sft/Rft)	Amount in Taka
Turnover	1,161	189,561,418	1,150	187,729,653
Total	1,161	189,561,418	1,150	187,729,653

B. (i) Raw Materials Consumed in Quantities (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc.)

Particulars	30 June 2025	30 June 2024
Raw Material (Value in BDT)	108,845,789	119,058,740
Raw Material Quantities (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc.)	1,088,458	1,190,587

(ii) Particulars in respect of Finished goods

Particulars	30 June 2025		30 June 2024	
	Quantity (MT/Sft/Rft)	Amount in Tk	Quantity (MT/Sft/Rft)	Amount in Tk
Opening Stock	890	115,646,256	1,122	129,005,836
Closing Stock	740	96,153,083	890	115,646,256

(iii) Particulars in respect of Work in process:

Particulars	30 June 2025		30 June 2024	
	Qty in (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc.)	Amount in Tk	Qty in (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc.)	Amount in Tk
Opening Stock	1,171,844	123,043,648	982,781	93,364,171
Closing Stock	1,422,300	149,341,525	1,171,844	123,043,648

40.00 Financial Risk Management

The management of Company has overall responsibility for the establishment and oversight of the Company's risk management framework. 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

Liquidity Risk

Market Risk

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 2025 the entire part of the receivables are related to sale of goods and subject to insignificant credit risk. Risk exposures 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 preparation of the cash flow forecast with due consideration of time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. In extreme 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 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 import of raw materials, machineries and equipment. 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 at the reporting date.

41.00 Reconciliation of Net Income or Net Profit with Cash Flows from Operating Activities (Indirect Method) the requirement of Bangladesh Securities and Exchange Commission notification no. BSEC/CMRRCD/2006-158/308/Admin/81, Dated 20 June 2018.

Particulars	Amount in (Tk.)	
	30 June 2025	30 June 2024
Net Profit before Tax	9,374,366	3,897,530
Adjustments to reconcile net income to net cash provided by operating		
Raw Material	14,193,465	34,479,395
Depreciation on Fixed Assets	36,311,561	37,558,849
Financial Expenses	11,604,751	9,972,729
Interest on lease	11,566	25,712
(Increase)/Decrease in Inventories	71,185,727	27,783,638
(Increase)/Decrease in Trade and other Receivables	(78,539,335)	(62,914,732)
(Increase)/Decrease in Advance, Deposits and Prepayments	(14,584,236)	(3,312,779)
Increase/(Decrease) in Other Payable	-	-
Increase/(Decrease) in Liabilities for Expenses	(999,702)	2,254,463
Liability for WPPF	273,842	(1,573,945)
Cash Generated from Operating Activities	48,832,005	48,170,859
Advance Income Tax Paid	(2,528,021)	(7,639,915)
Net Cash Generated from Operating Activities	46,303,984	40,530,943



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
42.00	Received from customers:		
	Sales	189,561,418	187,729,653
	Add: Closing Balance of Advance from client	-	-
	Less: Opening Balance of Advance from client	-	-
	Add: Opening Trade and Other Receivables	219,737,791	154,947,185
	Less: Closing Trade and Other Receivables	(298,377,209)	(219,737,791)
		110,922,000	122,939,047
43.00	Paid to Supplier		
	Purchase	16,661,894	40,475,811
	Add: Closing Advance to Projects and others	38,197,432	24,389,680
	Less: Opening Advance to Projects and others	(24,389,680)	(19,895,789)
		30,469,647	44,969,701
44.00	Paid for Projects in Progress (Non-Current Portion)		
	Purchase	14,193,465	34,479,395
	Add: Creditors opening	4,676,817	20,729,255
	Less: Creditors closing	(2,747,117)	(4,676,817)
		16,123,165	50,531,833
45.00	Paid for Manufacturing & Operating Expenses:		
	Manufacturing overhead	48,660,242	54,464,927
	Administrative Expenses	17,275,180	21,908,636
	Selling Expenses	1,606,492	2,333,543
	Less: Cash paid to Employee portion	(17,076,891)	(20,129,814)
	Add: Opening Service Charge payable	12,000	12,000
	Add: Opening Provision for Utility Bill	228,791	185,720
	Add: Opening Audit Fees	230,000	250,000
	Less: Closing Service Charge payable	(12,000)	(12,000)
	Less: Closing Provision for Utility Bill	(123,909)	(228,791)
	Less: Closing Audit Fees	(230,000)	(230,000)
	Add: Closing Bank Guarantee	-	-
	Add: Closing Security Deposit to Palli Biddut somity (PBS)	1,170,040	1,170,040
	Add: Closing Vat Current Account	108,956	244,967
	Less: Opening Bank Guarantee	-	(36,330)
	Less: Opening Security Deposit to Palli Biddut somity (PBS)	(1,170,040)	(1,170,040)
	Less: Opening Vat Current Account	(244,967)	(1,129,748)
	Add: Opening AGM & EGM Expenses	100,000	-
	Add: Opening Annual & Others fees payable	1,010,400	-
	Add: Opening Internet Bill payable	22,000	-
	Less: Closing Internet Bill payable	(15,666)	(22,000)



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	Less: Closing AGM & EGM Expenses payable	-	(100,000)
	Less: Closing Annual & Others fees payable	(555,200)	(1,010,400)
	Add: Opening Legal & Professional Fee	22,000	22,000
	Less: Closing Legal & Professional Fee	-	(22,000)
	Add: Opening Advertisement Expenses	-	18,520
	Less: Closing Advertisement Expenses	(43,987)	-
	Less: Depreciation	(36,311,561)	(37,558,849)
		14,661,880	18,960,380
46.00	Income Tax paid:		
	Opening Income Tax Payable	41,220,296	34,129,257
	Add: Tax Charged during the year	2,375,480	7,091,040
	Add: Advance Tax closing	42,503,365	47,066,384
	Less: Advance Tax opening	(47,066,384)	(39,426,469)
	Less: Closing Income Tax Payable	(36,504,736)	(41,220,296)
		2,528,021	7,639,915
47.00	Cash Received From Other Income		
	Wastage Sales Income	348,780	224,500
	Interest	1,132,204	7,582,644
	Add: Opening Interest Receivable	194,125	2,069,998
	Less: Closing Interest Receivable	(94,042)	(194,125)
		1,581,066	9,683,017
48.00	Cash Paid to Employees		
	Opening Advance to Employees	(1,455,816)	(1,715,816)
	Closing Advance to Employees	2,368,310	1,455,816
	Opening Salary & Allowance Payable	1,207,178	1,589,666
	Closing Salary & Allowance Payable	(1,177,053)	(1,207,178)
	Opening Directors Remuneration Payable	3,000,000	1,500,000
	Closing Directors Remuneration Payable	(2,674,852)	(3,000,000)
	Opening WPPF Payable	194,876	1,768,822
	Closing WPPF Payable	(468,718)	(194,876)
	Manufacturing Expenses (a)	8,141,824	9,523,853
	Administrative Expenses (b)	8,145,991	9,640,083
	Marketing & Selling Expenses (c)	789,076	965,878
	WPPF expenses	468,718	194,876
	Total Paid	18,539,534	20,521,124
	a) For Manufacturing Expenses		
	Wages, Salary and Allowances	7,447,145	8,875,399
	Festival Bonus	694,679	648,454
		8,141,824	9,523,853



Notes.	Particulars	Amounts in BDT	
		30-Jun-25	30-Jun-24
	b) Administrative Expenses		
	Salaries and Allowances	5,918,653	7,201,764
	Festival Bonus	646,338	756,519
	Directors Remuneration	1,500,000	1,500,000
	Board Meeting Fee	81,000	136,000
	Medical Expenses	-	45,800
		8,145,991	9,640,083
	c) Marketing & Selling Expenses		
	Salary and Allowances	703,900	874,902
	Festival Bonus	85,176	90,976
		789,076	965,878



Dominage Steel Building Systems Limited

Schedule of Property, Plant and Equipment

As at 30 June 2025

Annexure - A

Particulars	Cost		Dep. Rate (%)	Depreciation				Written down value as at 30 June 2025
	Balance as on 01 July 2024	Addition during the period		Balance as on 30 June 2025	Charged during the period	Disposal during the year	Balance as on 30 June 2025	
Land and Land Development	206,863,714	-	0%	206,863,714	-	-	-	206,863,714
Building and Civil construction	400,031,579	186,434	2.5%	400,218,013	6,445,112	-	146,407,224	253,810,789
Electric Equipments & Installation	71,667,814	192,925	10%	71,860,739	3,564,472	-	38,376,789	33,483,950
Furniture and Fixture	12,898,593	94,987	10%	12,993,580	539,059	-	7,865,308	5,128,271
Plant and Machinery	580,310,628	21,067,738	5%	601,378,366	23,946,081	-	127,896,836	473,481,530
Vehicle	30,493,598	965,692	10%	31,459,290	741,484	-	23,536,321	7,922,969
Office Equipment	23,922,347	-	10%	23,922,347	972,713	-	14,795,468	9,126,879
Balance As at 30 June 2025	1,326,188,272	22,507,776		1,348,696,048	36,208,921	-	358,877,946	989,818,102

Allocation of Depreciation

Particulars	Percentage	Amount in Tk.
Manufacturing Expenses	96%	34,760,564
Administrative Expenses	3%	1,086,268
Marketing & Selling Expenses	1%	362,089
Total	100%	36,208,921



Dominage Steel Building Systems Limited

Schedule of Right of Use Assets

As at 30 June 2025

Annexure- B

Particulars	Cost		Dep. Rate (%)	Depreciation			Written down value as at 30 June 2025
	Balance as on 01 July 2024	Adjustment during the period		Balance as on 01 July 2024	Charged during the period	Adjustment during the year	
Vehicle	1,450,000	1,450,000	10%	384,300	102,640	486,940	-
Balance As at 30 June 2025	1,450,000	1,450,000	-	270,721	102,640	486,940	-

Allocation of Depreciation

Particulars	Amount in Tk.
Administrative Expenses	102,640
Total	102,640



BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

DOMINAGE STEEL BUILDING SYSTEMS LIMITED

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

This certificate remains current until 31st December, 2025

Ref. No: CM-2025/267

Date of issue : November 20, 2025




Secretary General



DOMINAGE STEEL BUILDING SYSTEMS LTD.

...dominate the ages.

Our Services:

- Pre-Fabricated Steel Building
- Fabrication & Erection
- Dredging
- RCC Construction
- Interior Design
- Turnkey Project Management
- Construction Materials & Equipment Supply

Why Choose Us?

- Quality RCC Construction
- On-Time Delivery
- Skilled Team & Timely Delivery



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<https://www.dominage.net>



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11th Floor, J.R. Casero Tower, 46 Mohakhali C/A, Dhaka 1212



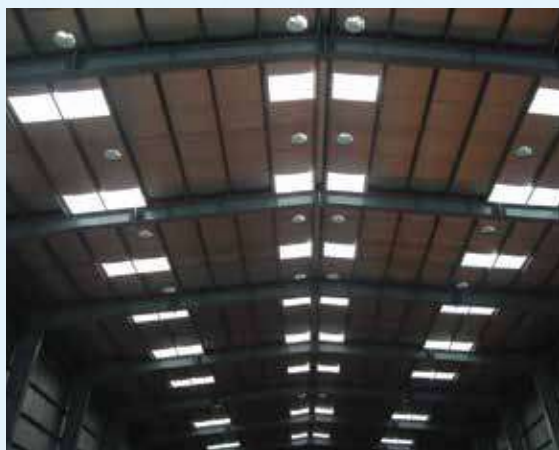
Glimpses of the
18th ANNUAL
GENERAL MEETING



Our Projects



Our Projects





Our Projects

**Dominage Steel Building Systems Ltd.**

Registered Office: JR Casero Tower (11 Floor), 46, Mohakhali C/A, Dhaka-1212

PROXY FORM

I/We.....of being a shareholder of

Dominage Steel Building Systems Ltd. and entitle to vote, hereby appoint

Mr./Mrs./Miss.....

.....as my/our proxy to attend and vote for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on Wednesday, December 24, 2025 at 11:30 A.M at Hybrid Platform venue Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh and online link: <https://dominage19thagm.hybridagmbd.net>

**Revenue
Stamp**

Signature Shareholder

Signature of Proxy

BO ID NO

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No. of Shares held.....

Dated:.....

Note:

1. This form of proxy, duly completed and signed must be deposited at least 48 hours before the meeting at the company's Corporate Office. Proxy is invalid if not signed and stamped as explained above.
2. Signature of the Shareholder must be in accordance with Specimen Signature recorded with the Company.

**Dominage Steel Building Systems Ltd.**

Corporate Office: JR Casero Tower (11 Floor), 46, Mohakhali C/A, Dhaka-1212

PROXY FORM

I hereby record my attendance at 19th Annual General Meeting of the Company being held on Wednesday, December 24, 2025 at 11:30 A.M at Hybrid Platform venue Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh and online link: <https://dominage19thagm.hybridagmbd.net>

BO ID NO

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No. of Shares held.....

Signature of Proxy

Signature of the Shareholder

Date:

N.B. Shareholder attending meeting in person or by Proxy are requested to complete the Attendance slip and deposit the same at the entrance of the meeting

STOCK EXCHANGE LISTING



পুঁজিবাজার ঝুঁকিপূর্ণ।
জেনে ও বুঝে বিনিয়োগ করুন।



Corporate office

JR Casero Tower (Level-11), 46 Mohakhali C/A, Dhaka-1212

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Web: www.dominage.net, E-mail: marketing@dominage.net, info@dominage.net