

ANNUAL
REPORT
2018-2019

TOGETHER WE
PROGRESS





M. I. CEMENT FACTORY LTD.

Corporate Office:

Delta Life Tower (3rd & 6th floor)

Plot No. 37, Road No. 45 (South) & 90 (North), Gulshan- 2, Dhaka- 1212.

Tel: +88-02-9852631, 9852633, 9852634, 9852636, 9852641

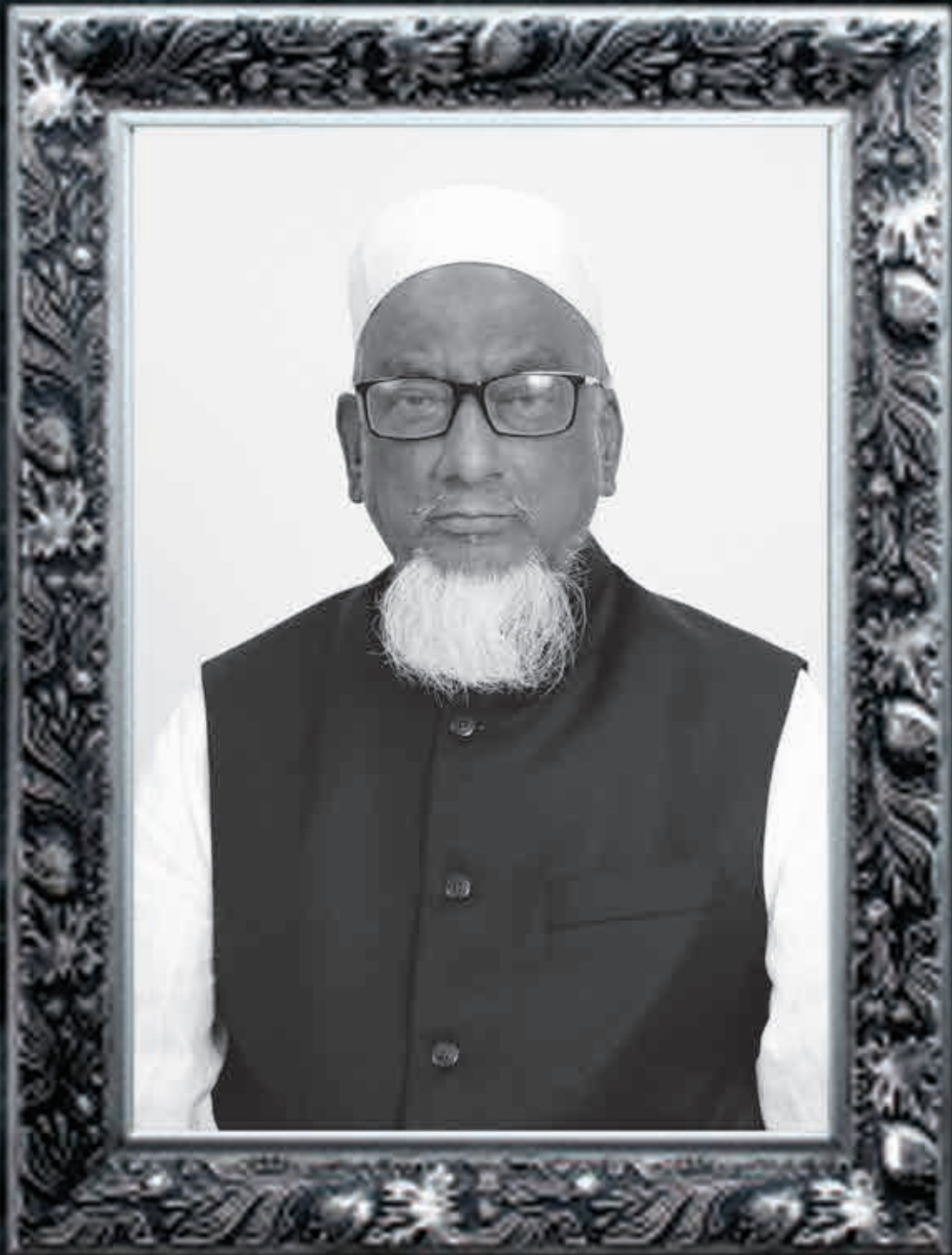
Fax: +88-02-9852643, E-mail: info@crowncement.com

Web: www.crowncement.com

Factory:

West Mukterpur, Munshiganj, Tel: 880-2-7648077, Fax: 880-2-7648070

E-mail: factory@crowncement.com



Picture of our Deceased Managing Director
Alhaj Md. Khabir Uddin Mollah

WE MOURN, NATION MOURNS DEEPLY

CONDOLENCE MEETING OF THE BOARD OF DIRECTORS

To pay condolence and tribute to the departed soul of the beloved and honorable founder Managing Director of the Company late Alhaj Md. Khabir Uddin Mollah.

At the very outset of the meeting, Mr. Molla Mohammad Majnu, Director, with a heavy heart and choked voice, informed the Board of Directors the sad and heart rendering news of the sudden demise of the Founder Managing Director, Alhaj Md. Khabir Uddin Mollah on 25 May 2019 at the Apollo Hospitals at Basundhara R/A, Dhaka leaving his family members, colleagues, employees of the M. I. Cement Factory Ltd. Group, Business Community, Corporate Houses, Government Officials, Members of the Parliament of the Country, in a state of shock and mourning. His demise was deeply felt and continued to be mourned throughout the post-funeral days. The bereaved family of the late Managing Director acknowledge with deep gratitude the heartfelt condolence and prayers for the deceased, offered by the people of all strata of the Country.

All the members of the Board individually took the floor and highlighted the enormous contribution made by the Honorable Founding Managing Director of the Company late Alhaj Md. Khabir Uddin Mollah and expressed their deep shock at the untimely demise of late Alhaj Md. Khabir Uddin Mollah. His death has undoubtedly caused an irreparable loss for the Company and also for the Country. Mr. Mohammed Jahangir Alam, Chairman conveyed his heartfelt condolences on behalf of the Board and other members of the M. I. Cement Factory Ltd. to the bereaved family. Following the Chairman's proposal, the Board of Directors observed one minute of silence as a mark of respect to the departed soul and wished his soul rest in eternal peace.

Thereafter, Mr. Md. Alamgir Kabir, Director of the Company apprised the Board of the chequered and illustrious past of the late Managing Director and his business principles based on the principles of integrity, impeccable honesty, hard work and shrewd business acumen. He observed that his life-story will act as a role model for those who would aspire to rise to dizzy heights in their profession.

Mr. Md. Mizanur Rahman Mollah, Director recalled the history of cement industry in Bangladesh and the role played by the late Managing Director in bringing the group to its present position. He specially mentioned the late Managing Director's high ethical standards in conducting business and his deep concern for meeting the expectations of all the stakeholders such as shareholders, government, employees of the Company, the society at large.

On the proposal by Mr. Mohammed Jahangir Alam, the Board of Directors passed the following resolutions:

The Board of Directors expressed their shock and mourn the sudden and untimely demise of former Managing Director Alhaj Md. Khabir Uddin Mollah. They prayed for the salvation of his departed soul and also prayed to almighty Allah for giving strength to the bereaved family members and the entire M. I. Cement Factory Ltd. family to bear this irreparable loss.

It was also decided that the directorship as well as the Managing Directorship of late Alhaj Md. Khabir Uddin Mollah be and is hereby declared vacant w.e.f. 25 May 2019 and necessary returns be filed with appropriate authorities as per prevailing law.

A hand is shown from the top, holding a wooden block. Below the hand, a city skyline is visible through a misty or foggy atmosphere. The title 'TABLE OF CONTENTE' is overlaid in large, bold, brown letters. The word 'CONTENTE' is split across two orange rounded rectangular boxes at the bottom.

TABLE OF CONTENTE

07 | Transmittal Letter
08 | Brief History
10 | Notice of the 25th AGM (Bengali)
11 | Notice of the 25th AGM (English)
12 | Vision, Mission
13 | Our Values
14 | Goals
15 | Corporate History & Achievements

16 | Corporate Profile
18 | Board of Directors
19 | Profile of the Board of Directors
30 | Sponsor Shareholders
31 | Audit Committee
32 | Nomination and Remuneration Committee
33 | Advisory Panel
34 | Management Team

CONTENTS

35 | Glimpse of the 24th Annual General Meeting
36 | Corporate Governance
48 | Message from the Chairman
50 | Statement from the Managing Director
53 | Directors' Report (English)
66 | Directors' Report (Bengali)
78 | Annexure to the Directors' Report
105 | Highlight of the Events

110 | Auditors' Report
114 | Statement of Financial Position
115 | Statement of Profit or Loss & Other Comprehensive Income
116 | Statement of Changes in Equity
117 | Statement of Cash Flows
118 | Notes to the Financial Statements
151 | Attendance Slip and Proxy Form



CROWN CEMENT

VISION

2020

Let's do



CROWN CEMENT

FOR SOLID FOUNDATION



TRANSMITTAL LETTER

27 November 2019

The Valued Members
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.

Sub: Annual Report for the year ended 30 June 2019

Dear Sir(s)/Madam(s),

We are pleased to enclose a copy of the Annual Report containing the Notice of the 25th Annual General Meeting, Directors' Report, Certificate of Corporate Governance Compliance Auditors, Statutory Auditors' Report along with the Audited Financial Statements including Statement of Financial Position as at 30 June 2019, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended 30 June 2019 together with Notes thereon and Proxy Form for your kind information & records.

Thanking you.

Yours faithfully,



(Md. Mozharul Islam, FCS)
Sr. GM & Company Secretary

BRIEF HISTORY

M. I. Cement Factory Ltd., a public limited company, is one of the leading cement manufacturers in Bangladesh. It started its journey on 31 December 1994 with the commitment of manufacturing high quality cement under the brand name "Crown Cement" that has already won renown both at home and abroad.

Initially, the plant was installed with a capacity of producing 600 MT/Day of Portland Cement. With the passing of time, the demand for Crown Cement has been increasing day-by-day. So, the Sponsors expanded the project gradually to the 2nd unit started in 2002 with a production capacity of 800 MT/Day, the 3rd unit in 2008 of 1,400 MT/Day, the 4th unit in 2011 of 3,000 MT/Day and the 5th unit in 2017 of 5,200 MT/Day to take the total production capacity to 11,000 MT/Day i.e. 3.3 million Metric Ton per annum.

The company's backward and forward integration endeavors have given new dimensions to its growth platform. With this end in view, the associate industrial units such as Crown Polymer Bagging Ltd., Crown Power Generation Ltd., Crown Mariners Ltd., Crown Transportation and Logistics Ltd. and Crown Cement Concrete and Building Products Ltd. have been set up and are in operation. It has also acquired three Handy Max size Ocean Going Ship to facilitate transportation of raw materials from abroad.



It is hopefully expected that these new growth platforms will facilitate creation of new dimensions and frontiers to the mother company, M. I. Cement Factory Ltd.

Crown Cement pioneered in cement export in 2003 and paved the way for earning hard-earned foreign currency. Crown Cement achieved the National Export Trophy thrice for attaining the top most place among the cement exporters in Bangladesh.

The factory possesses well communications facility both through water and road. It is located at West Mukterpur, Munshiganj on the bank of the river Dhaleswari. It is connected by a metalled road (Dhaka-Munshiganj Highway) linked with the whole country.

The company has been listed with the Dhaka Stock Exchange Ltd. and the Chittagong Stock Exchange Ltd. in 2011. Its high growth agenda have been highly appreciated by the shareholders and have won the investors' confidence.

২৫তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এত দ্বারা জানানো যাচ্ছে যে, এম. আই. সিমেন্ট ফ্যাক্টরী লিমিটেড এর শেয়ারহোল্ডারগণের ২৫তম বার্ষিক সাধারণ সভা নিম্নলিখিত বিষয়াদি সম্পাদনকল্পে আগামী ১৯ ডিসেম্বর ২০১৯ রোজ বৃহস্পতিবার বেলা ১১:০০ ঘটিকায় পশ্চিম মুক্তারপুর, মুন্সিগঞ্জে অবস্থিত কোম্পানীর কারখানা প্রাঙ্গণে অনুষ্ঠিত হবে :

আলোচ্য সূচী :

সাধারণ আলোচ্য সূচী :

১. ৩০ জুন ২০১৯ তারিখে সমাপ্ত বছরের নিরীক্ষিত লাভ লোকসান হিসাব ও স্থিতিপত্র এবং সেই সঙ্গে নিরীক্ষক ও পরিচালকমন্ডলীর প্রতিবেদন গ্রহণ ও অনুমোদন।
২. ৩০ জুন ২০১৯ তারিখে সমাপ্ত বছরের লভ্যাংশ ঘোষণা ও অনুমোদন।
৩. পরিচালকবৃন্দের নির্বাচন।
৪. ৩০ জুন ২০২০ তারিখে সমাপ্ত বছরের জন্য নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
৫. ৩০ জুন ২০২০ তারিখে সমাপ্ত বছরের জন্য কর্পোরেট গভর্ন্যান্স নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
৬. কোম্পানীর ব্যবস্থাপনা পরিচালক নিয়োগ নিশ্চিতকরণ।

বিশেষ আলোচ্য সূচী :

১. এম. আই. সিমেন্ট ফ্যাক্টরী লিমিটেড এর মালিকানাধীন তিনটি মাদার ভেস্‌ল অত্র কোম্পানীর সম্পূর্ণ মালিকানাধীন তিনটি পৃথক সাবসিডিয়ারী কোম্পানীতে হস্তান্তর করার বিষয়টি যথার্থ বলে বিবেচিত হলে নিম্নলিখিত সিদ্ধান্ত গ্রহণ করা যেতে পারে :
“সিদ্ধান্ত গৃহীত হয় যে, এম. আই. সিমেন্ট ফ্যাক্টরী লিমিটেড এর মালিকানাধীন তিনটি মাদার ভেস্‌ল অত্র কোম্পানীর সম্পূর্ণ মালিকানাধীন তিনটি পৃথক সাবসিডিয়ারী কোম্পানীতে হস্তান্তর করার প্রস্তাবটি সর্বসম্মতিক্রমে অনুমোদিত হলো।”
২. এম. আই. সিমেন্ট ফ্যাক্টরী লিমিটেড এর সিস্টার কনসার্ন / এসোসিয়েট কোম্পানী / সাবসিডিয়ারী কোম্পানীগুলির সাথে অত্র কোম্পানীর চলতি হিসাব পরিচালনা করার বিষয়টি যথার্থ বলে বিবেচিত হলে নিম্নলিখিত সিদ্ধান্ত গ্রহণ করা যেতে পারে :
“সিদ্ধান্ত গৃহীত হয় যে, এম. আই. সিমেন্ট ফ্যাক্টরী লিমিটেড এর সিস্টার কনসার্ন / এসোসিয়েট কোম্পানী / সাবসিডিয়ারী কোম্পানীগুলির সাথে অত্র কোম্পানীর চলতি হিসাব পরিচালনা করার প্রস্তাবটি সর্বসম্মতিক্রমে অনুমোদিত হলো।”

পরিচালনা পর্ষদের আদেশক্রমে

(মোঃ মজহারুল ইসলাম, এফসিএস)
জেষ্ঠ্য মহাব্যবস্থাপক এবং কোম্পানী সচিব

তারিখ, ঢাকা

২৭ নভেম্বর ২০১৯

নোটি :

১. ১৮ নভেম্বর ২০১৯ তারিখে রেকর্ড ডেটে যে সকল সদস্যের নাম কোম্পানীর শেয়ার রেজিস্টারে লিপিবদ্ধ থাকবে কেবল তাঁরাই বার্ষিক সাধারণ সভায় উপস্থিত হওয়ার এবং লভ্যাংশ পাওয়ার যোগ্য বলে বিবেচিত হবেন।
২. একজন সদস্য তাঁর পক্ষে একজন ব্যক্তিকে প্রক্সি নিয়োগ করার জন্য উপযুক্ত রেভিনিউ স্ট্যাম্প সম্বলিত প্রক্সি ফর্ম যথাযথভাবে পূরণ করে সভা আরম্ভের ৪৮ (আটচল্লিশ) ঘণ্টা পূর্বে কোম্পানীর প্রধান কার্যালয় : ডেল্টা লাইফ টাওয়ার (৪র্থ এবং ৭ম তলা) হাউস নং ৩৭, রোড নং ৪৫ (দক্ষিণ) এবং ৯০ (উত্তর), গুলশান - ২, ঢাকা - ১২১২ তে অবশ্যই জমা দিবেন।
৩. সদস্যগণের অথবা প্রক্সি গণের হাজিরা স্লিপে স্বাক্ষর যাচাই সাপেক্ষে সভা কক্ষে প্রবেশ করা যাবে।
৪. বার্ষিক প্রতিবেদন কোম্পানীর ওয়েব সাইট <http://www.crowncement.com> এ পাওয়া যাবে।

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা অনুযায়ী আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার নগদ অর্থ / উপহার প্রদানের ব্যবস্থা থাকবে না।

NOTICE OF THE 25th ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting (AGM) of M. I. Cement Factory Limited will be held at 11:00 A.M. on Thursday, the 19th December 2019 at the Factory Premises, West Mukterpur, Munshiganj to transact the following business:

AGENDA:

Ordinary Resolution

1. To receive and adopt the Directors' Reports, Auditors' Reports and the Audited Financial Statements of the Company for the year ended 30 June 2019.
2. To declare Dividend for the year ended 30 June 2019.
3. To elect Directors.
4. To appoint the Statutory Auditors for the year ending 30 June 2020 and to fix their remuneration.
5. To appoint the Corporate Governance Compliance Auditors for the year ending 30 June 2020 and to fix their remuneration.
6. To confirm the appointment of the Managing Director of the Company.

Special Resolution

1. To approve the transfer of the 3 (Three) Mother Vessels owned by M. I. Cement Factory Limited (MICFL) to its fully owned 3 (Three) Subsidiary Companies, if considered and thought fit, the following resolution may be passed:
"RESOLVED that the proposal for transferring the 3 (Three) Mother Vessels owned by M. I. Cement Factory Limited (MICFL) to its fully owned 3 (Three) Subsidiary Companies is hereby passed."
2. To approve maintaining of the Current Account with Sister Concerns / Associate Companies / Subsidiary Companies of M. I. Cement Factory Limited in the books of account of MICFL, if considered and thought fit, the following resolution may be passed:
"RESOLVED that the proposal for maintaining of Current Account with Sister Concerns / Associate Companies / Subsidiary Companies of M. I. Cement Factory Limited in the books of account of MICFL is hereby passed."

By Order of the Board



(Md. Mozharul Islam, FCS)

Sr. General Manager & Company Secretary

Dated, Dhaka
27 November 2019

Notes:

1. The members, whose names appeared in the Company's Register or in the Depository Register on the Record Date i.e. 18 November 2019, shall be eligible to attend the Annual General Meeting and to receive the Dividend.
2. A member wishing to appoint a proxy must deposit the Proxy Form, duly stamped at the Company's Head Office: Delta Life Tower (3rd & 6th Floor), Plot No. 37, Road No. 45 (South) & 90 (North), Gulshan- 2, Dhaka- 1212 not later than 48 hours before the time fixed for the Meeting.
3. Admission into the meeting will be allowed on production of the Attendance Slip and verification of signature of the Member(s) and/or Proxyholder(s).
4. The Annual Report is available at the Company's website at <http://www.crowncement.com>

As per the Directive of Bangladesh Securities and Exchange Commission (BSEC),
no benefit in cash or kind will be paid at the AGM.

VISION & MISSION

Vision

Our vision is to make a contribution to the nation by creating opportunities in the arena of industrial growth and development of Bangladesh, and to provide a solid foundations for society's future.

Mission

As a modern cement company, we manufacture cement (Brand name: Crown Cement) to meet the needs of clients through innovative products & services that create value for all of our stakeholders.

**M. I. CEMENT FACTORY LTD.
IS THE LARGEST
CEMENT EXPORTER
OF BANGLADESH SINCE 2009**

OUR VALUES

Commitment

Shareholders – Create sustainable economic value for our shareholders by utilizing an honest and efficient business methodology.

Community – Committed to serve the society through employment creation, support community projects & events, and be a responsible corporate citizen.

Customers – Render service to our customers by using state-of-the-art technology, offering diversified products and aspiring to fulfill their needs to the best of our abilities.

Employees – Be reliant on the inherent merit of the employees and honor our relationships. Work together to celebrate and reward the unique backgrounds, viewpoints, skills, and talents of everyone at the work place, at each level.

Accountability

We are accountable for providing quality products & excellent services along with meeting the strict requirements of regulatory standards and ethical business practices.

Inspiring, Motivating & Compelling

We're ambitious and innovative. We get excited about our work. We bring energy and imagination to our work in order to achieve a level of performance, not achieved before. We achieve a higher standard of excellence. Everything we produce should look fresh and modern.

Ability

We have the ability to undertake the responsibility to materialize our commitment, and goals. In all matters we think ahead & take new initiatives. We can see things from different perspectives; we are open to change and not bounded by how we have done things in the past. We can respond rapidly and adjust our mode of operation to meet stakeholder needs and achieve our goals.

Keep Promises

Everything we do should work perfectly. In all matters we maintain integrity & excellence. We believe in actions, not in words.

Be Respectful

We respect our customers, shareholders & others stakeholders and want to fulfill their needs. We are respectful in regard to all our interactions with them. We always appreciate comments & suggestions from our stakeholders. We are open, helpful & friendly. We have total commitment to customer satisfaction.

QUALITY ENSURES US TO BE
THE EXPORT LEADER

GOALS

- Continually set the latest standards of modern technology in our industry to satisfy the needs of customers through innovative products and services.
- Contribute to the national economy and the infrastructure development of the country.
- Secure the strongest competitive position in our relevant market places through making quality product and operational excellence.
- Be partner with the best suppliers, delivering increased value for both the company and our customers.
- Be recognized as a respected & attractive company & an employer of first choice.
- Provide extensive career opportunities through competitive pay & benefits, training & development & a congenial working environment.
- Empower our employees at every level and integrate them fully into our network.
- Continually demonstrate our commitment to sustainable environmental performance, and play a pro-active role in Corporate Social Responsibility (CSR) within our sphere of influence.
- Achieve long-term financial performance.
- Create secured investment opportunity within the country.
- Enhance versatility & diversification through the penetration of new market segments.
- Improve administrative & organization structures to review all business lines regularly & develop the best practice in the industry.
- Earn foreign currency through export.

CORPORATE HISTORY & ACHIEVEMENTS

Our job is to identify ways to increase productivity and efficiency and to promote a sustainable future. No matter how good we are at service, our success depends more than anything on being able to connect with customers.

In our journey the following years are the symbol of prosperity and progress:

2017	<ul style="list-style-type: none"> Launched operation of the 5th Unit with a Production Capacity of 5,200 MT/Day Procured the 3rd Mother Vessel (Crown Vision) Implementation of SAP Awarded Export Trophy (Bronze) for the year 2013-2014
2016	Achieved ICMAB Best Corporate Award
2015	Procured the 2 nd Mother Vessel (Crown Victory) for transportation of raw materials
2014	Achieved ICMAB Best Corporate Award
2012	Procured the 1 st Mother Vessel (Crown Voyager) for transportation of raw materials
2011	<ul style="list-style-type: none"> Launched operation of the 4th Unit with a Production Capacity of 3,000 MT/Day Listed with Dhaka Stock Exchange Ltd. (DSE) & Chittagong Stock Exchange Ltd. (CSE)
2010	Awarded National Export Trophy (Gold) for the year 2009-10
2009	Awarded National Export Trophy (Gold) for the year 2008-09
2008	Launched operation of the 3 rd Unit with a Production Capacity of 1,400 MT/Day
2002	Launched operation of the 2 nd Unit with a Production Capacity of 800MT/Day
2000	Started commercial operation with a Production Capacity of 600 MT/Day
1994	Incorporated as a Public Limited Company

25 YEARS OF
GLORIOUS JOURNEY

CORPORATE PROFILE

Company Name : M. I. Cement Factory Ltd.
 Company Registration No. : C-27586 (1432)/94
 Country of Incorporation : Bangladesh
 Legal Form : Public Limited Company
 Nature of Business : Manufacturing and Marketing of Portland Cement, Portland Composite Cement & Blast Furnace Cement.

Board of Directors

Chairman

Mr. Mohammed Jahangir Alam

Managing Director

Mr. Molla Mohammad Majnu

Director

Mr. Md. Alamgir Kabir

Mr. Md. Mizanur Rahman Mollah

Mr. Md. Almas Shimul

Independent Director

Mr. Zakir Ahmed Khan

Prof. Dr. M. Abu Eusuf

Chief Adviser to the Board

Mr. Masud Khan, FCA, FCMA

Chief Executive Officer

Mr. Md. Mukter Hossain Talukder, FCA

Company Secretary

Mr. Md. Mozharul Islam, FCS

Chief Financial Officer (Current Charge)

Mr. Md. Abdul Kayum, FCMA

Head of Internal Audit & Compliance

Mr. Md. Ziaul Alam, FCA

Audit Committee

Chairman

Mr. Zakir Ahmed Khan

Member

Mr. Md. Mizanur Rahman Mollah

Mr. Md. Almas Shimul

Member Secretary

Mr. Md. Mozharul Islam, FCS

Nomination & Remuneration Committee

Chairman

Prof. Dr. M. Abu Eusuf

Member

Mr. Md. Mizanur Rahman Mollah

Mr. Md. Almas Shimul

Member Secretary

Mr. Md. Mozharul Islam, FCS

Human Resources

Permanent: 1,246 Persons

Casual: 136 Persons

Members Composition

Sponsors & Directors: 67.08%

Foreigners: 0.30%

Institutes: 17.40%

General Public: 15.22%

No. of Shareholders: 28,176

Associate Companies

Crown Mariners Ltd.
Crown Transportation and Logistics Ltd.
Crown Power Generation Ltd.
Crown Cement Concrete and Building Products Ltd.
Crown Polymer Bagging Ltd.

Share Capital

Authorized Capital: Tk. 5,000 million
Subscribed Capital: Tk. 1,485 million
Paid-up Capital: Tk. 1,485 million

Lenders

One Bank Ltd.
Prime Bank Ltd.
Eastern Bank Ltd.
HSBC
Jamuna Bank Ltd.
Standard Chartered Bank Ltd.
Bank Alfalah Ltd.
United Commercial Bank Ltd.
Habib Bank Ltd.
Shahjalal Islami Bank Ltd.
Pubali Bank Ltd.
BRAC Bank Ltd.
Dhaka Bank Ltd.
IPDC Finance Ltd.
The City Bank Ltd.
Agrani Bank Ltd.
Dutch Bangla Bank Ltd.
Commercial Bank of Ceylon PLC

Insurers

Green Delta Insurance Company Ltd.
Pioneer Insurance Company Ltd.
Rupali Insurance Company Ltd.
Chartered Life Insurance Company Ltd.
Pragati Insurance Ltd.
Reliance Insurance Ltd.

Auditors

Statutory Auditors:

M/s. Hoda Vasi Chowdhury & Co.
Chartered Accountants

Corporate Governance Compliance Auditors:

M/s. Ahmed Zaker & Co.
Chartered Accountants

Contacts

Registered Office: West Mukterpur, Munshiganj

Head Office: Delta Life Tower (3rd & 6th floor), Plot No. 37, Road No. 45 (South) & 90 (North),
Gulshan- 2, Dhaka- 1212, Phone: +880-2-9852631, 9852633, 9852634, 9852636, 9852641

Fax: +880-2-9852643 E-mail: info@crowncement.com

Web: www.crowncement.com

BOARD OF DIRECTORS



Sitting from right:

Mr. Md. Alamgir Kabir (Vice Chairman), Mr. Mohammed Jahangir Alam (Chairman), Mr. Molla Mohammad Majnu (Managing Director)

Standing from left:

Mr. Zakir Ahmed Khan (Independent Director), Mr. Md. Almas Shimul (Director), Mr. Md. Mizanur Rahman Mollah (Additional Managing Director), Prof. Dr. M. Abu Eusuf (Independent Director)

{ PROFILE OF THE BOARD OF DIRECTORS }

PROFILE OF THE CHAIRMAN

MOHAMMED JAHANGIR ALAM

Mr. Mohammed Jahangir Alam is a man of wisdom and energetic businessman. After completing education from Government College of Commerce, Chittagong, Bangladesh in 1980 started his career by joining in a private service.

He has derived vast proficiency in trading in Iron & Steel, Cement, Bitumen, C. I. Sheet, Zinc Ingot, Capital Market, Industrial Ventures etc. Initially he established his business house named Jahangir & Others in 1987 which was subsequently incorporated as Jahangir & Others Ltd. in 2003. He has established himself as one of the business leaders in Bangladesh.

He is a Sponsor Director and present Chairman of M. I. Cement Factory Ltd., Crown Power Generation Ltd., Crown Polymer Bagging Ltd., Crown Mariners Ltd., Crown Transportation and Logistics Ltd. and GPH Ship Builders Ltd.

He is the Managing Director of GPH Ispat Ltd., GPH Power Generation Ltd., GPH Steels Ltd., GPH Engineers & Development Ltd., Indo Steel Re-Rolling Industries Ltd., Jahangir & Others Ltd. and Chittagong Capital Ltd.

He is also the Director of Premier Cement Mills Ltd., Premier Power Generation Ltd., Asia Insurance Ltd. and Chartered Life Insurance Ltd. and Crown Cement Concrete and Building Products Ltd. and National Cement Mills Ltd.

As a part of social activities, he is actively involved with the following social organizations:

- Founder Member of Independent University of Bangladesh (IUB), Chittagong, Bangladesh
- Vice President of Gulshan North Club Ltd.
- Life Member of Chittagong Maa-o-Shishu Hospital
- Member of Bangladesh German Chamber of Commerce and Industry
- Executive Director of Auto Re-Rolling and Steel Mills Association
- General Secretary of Chattagram Iron-Steel Utpadak and Banik Samity
- Member of Bangladesh Ex-Cadet Association
- Life Member of Bangladesh National Society for the Blind
- Life Member of Bhatiary Golf & Country Club
- Life Member of Gulshan Society
- Vice President of Gulshan Joggers Society
- General Member of FBCCI
- Life Member of Banani Club Ltd.
- Life Member of Dhaka Boat Club Ltd.

Mr. Mohammed Jahangir Alam is a man of commitment which he strongly maintains in his day to day business activities.



PROFILE OF THE VICE CHAIRMAN

MD. ALAMGIR KABIR

Mr. Md. Alamgir Kabir having educational background of MBA in Marketing is a Sponsor Director and at present holding the position of the Vice Chairman in the management of the Company. Having about three decades of business experience in both trading and manufacturing sectors, he has proved his wisdom and leadership in business. At present he is the Chairman of GPH Ispat Limited. He holds the position of the Managing Director of Crown Cement Concrete and Building Products Limited.

He is also the Director of Premier Cement Mills Limited, Premier Power Generation Limited, Crown Power Generation Limited, Crown Polymer Bagging Limited, Crown Mariners Limited, Crown Transportation and Logistics Limited, GPH Power Generation Limited, GPH Ship Builders Limited, GPH Steels Limited, GPH Engineers & Development Limited, Jahangir & Others Limited, Chittagong Capital Limited, Indo Steel Re-Rolling Industries Limited and National Cement Mills Limited and actively participating in their management.

He is also running his trading house, engaged in trading of cement and other construction materials. He is also associated with some limited companies engaged in trading with his brothers.

Besides success in business Mr. Kabir has also been proving his commitment to the society by attaching himself in Social activities like:

- Member, Army Golf Club
- President, Munshiganj Unnayan Forum
- Life Member, Bangladesh Red Crescent Society.



PROFILE OF THE MANAGING DIRECTOR

MOLLA MOHAMMAD MAJNU

Mr. Molla Mohammad Majnu is a Sponsor Director and Managing Director of M. I. Cement Factory Limited. He obtained Master's Degree in Science from Dhaka University. He is an active partner running Iodized Salt processing units namely M. M. Salt Industries Limited and Molla Salt (Triple Refined) Industries Limited and marketing the product in the name of "Molla Salt.", a household name. He is the Chairman of Crown Cement Concrete and Building Products Ltd. and also the Managing Director of Crown Transportation and Logistics Ltd. & Crown Mariners Ltd. He is the Director of Crown Power Generation Ltd., Crown Polymer Bagging Ltd. and Beta One Investment Ltd. He is the highest Tax Payer of Narayanganj District for the consecutive last 5 (Five) years.



PROFILE OF THE ADDITIONAL MANAGING DIRECTOR

MD. MIZANUR RAHMAN MOLLAH

Mr. Md. Mizanur Rahman Mollah is a Sponsor Director and Additional Managing Director of M. I. Cement Factory Ltd. He is also one of the members of the Board's Audit Committee and Nomination and Remuneration Committee of the Company. He is actively participating in different entity's Management as a Managing Director of Crown Polymer Bagging Ltd. and Crown Power Generation Ltd. He is also the Director of Crown Mariners Ltd., Crown Transportation and Logistics Ltd., M. M. Salt Industries Ltd. and Molla Salt (Triple Refined) Industries Ltd. Together with his other family members, he has been carrying out the trading operations from their reputed organization, dealing in Cement and other construction Materials. He is the highest Tax Payer of Narayanganj District for the consecutive last 5 (Five) years.



PROFILE OF THE DIRECTOR

MD. ALMAS SHIMUL

Mr. Md. Almas Shimul is a Sponsor Director of M. I. Cement Factory Ltd. and also one of the members of the Board's Audit Committee and Nomination and Remuneration Committee of the Company. He went to Japan for his career development. After two years' successful completion of job in a Japanese IT company he returned to Bangladesh and joined in family business.

During his business history he holds the Directorship of M. I. Cement Factory Limited, Crown Polymer Bagging Limited, Crown Mariners Limited and Crown Power Generation Limited, Crown Transportation and Logistics Limited and Crown Cement Concrete and Building Products Limited. He holds the Chairmanship of Indo Steel Re-Rolling Industries Limited and the Additional Managing Director of GPH Ispat Limited.

He is the Director of GPH Power Generation Limited, GPH Ship Builders Limited, GPH Engineers & Development Limited, Chittagong Capital Limited, Jahangir & Others Limited and GPH Steels Limited. Together with his brothers, he has been carrying out the trading of construction materials like Cement, MS Rod, CI Sheet etc. from their different trading houses at Chittagong. He is also one of the members of the Nomination and Remuneration Committee of Company.

He is also actively involved with the following social organizations:

- Region Chairperson Lions District 315-B4, Bangladesh
- President, Chittagong Friends Club
- Joint Secretary, Chittagong Islamia College Ex. Student Forum
- Executive Member, Khulshi Club, Chittagong
- Founder Member, Idris Ali Matbar Foundation, Munshiganj



PROFILE OF THE INDEPENDENT DIRECTOR

ZAKIR AHMED KHAN

Mr. Zakir Ahmed Khan, Former Finance Secretary to the Government of Bangladesh. He carries with him vast experience and expertise gathered from home and abroad. Mr. Khan did BA (Hons) and Masters in Economics from the University of Dhaka in 1968. He had graduate study in Development Economics and Development Administration as a Hubert Humphrey North-South Fellow at the Colorado State University, USA. He also did Master of Business Administration from Vrije Universiteit, Brussels, Belgium. Before joining Government Service in 1970, he briefly worked as a Research Associate in the Bureau of Economic Research and Institute of Education and Research and Lecturer in Economics, University of Dhaka. He also worked as a part time Lecturer in the Department of Finance, University of Dhaka. During his 46 years of service, Mr. Khan held various senior level positions in the Ministries of Finance, Commerce, Establishment, Energy, Civil Aviation and Tourism, Cabinet Division and Bangladesh Audit and Accounts Department. He served as Finance Secretary and Secretary, Internal Resources Division and Chairman, National Board of Revenue for five years. He also briefly worked for a number of UN Agencies. Prior to his retirement in early 2009, he served as Alternate Executive Director of the World Bank for three and a half years. He contributed a number of articles on public policy and public sector financial management to a number of national and international journals. He also made several key note presentations on public sector reforms and financial management in seminars and workshops at home and abroad.



PROFILE OF THE INDEPENDENT DIRECTOR

PROF. DR. M. ABU EUSUF

Prof. Dr. M. Abu Eusuf is holding the position of Professor & Former Chairman in the Department of Development Studies at the University of Dhaka. He is the Director of 'Centre on Budget and Policy' at the University of Dhaka. Mr. Eusuf is an economist by training. He was awarded Ph.D. in Development Policy and Management (Cluster: Development Economics) from the University of Manchester as a Commonwealth Scholar. He also completed his MA in Development Studies at the Institute of Social Studies (ISS), Netherlands, under the UNFPA fellowship program.

Mr. Eusuf has been an active member of the Bangladesh Economic Association. His fields of interest include poverty, international trade, budget, green growth, social protection, women entrepreneurship development, community health etc. He has published a number of research articles in the reputed journals/books. Mr. Eusuf is an active researcher and has worked for UNDP; World Bank; EU, ODI, Center on the Budget and Policy Priorities, USA; University of Manchester, The Asia Foundation, Bangladesh Planning Commission, Consumer Unity and Trust Society (CUTS) International, India; ActionAid Bangladesh, Care Bangladesh, Oxfam, World Vision, Institute for Inclusive Finance and Development (InM) and so on.

Mr. Eusuf has recently conducted several research studies as co-author on 'Strategy for inclusive growth for Cox's Bazar in Bangladesh' commissioned by ODI, London (July 2018); 'Impact of Rohingya influx on host communities in Bangladesh', for Policy Research Institute (PRI), Bangladesh commissioned by UNDP, Dhaka (July 2018); 'Promoting inclusive growth in Bangladesh through special economic zones' commissioned by ODI, London (January 2018).

He also prepared various research papers as lead-author on 'Building a social protection system to address urban poverty in Bangladesh' for General Economic Division, Planning Commission, Government of Bangladesh and 'Case Study on Greening Readymade Garments Sector: Incentive Analysis of Various Stakeholders', "The Shared Roles of the Central Bank and Commercial Banks in Promoting Innovative Financing Models for Women-led SMEs", collaborative research papers prepared by the Center on Budget and Policy, University of Dhaka with the support from the Asia Foundation.

Mr. Eusuf recently participated as a Speaker in the SANEM-North America Discussion Forum 2018 on "Quality of Economic Growth in South Asia" held on September 7, 2018 in World Bank Headquarters, Washington D.C., USA and he has also participated as a Speaker 'China-Bangladesh Development Cooperation: Current Status and Future Opportunities' in the Shanghai Summer Conference at the Institute of Economics, Shanghai Academy of Social Sciences held on June 22-23, 2018.



PROFILE OF THE ADVISER TO THE BOARD

MASUD KHAN, FCA, FCMA

Mr. Masud Khan is the Chief Advisor of M. I. Cement Factory Limited (Crown Cement Group) and non-executive Chairman of Glaxo Smithkline Bangladesh. He has 38 years' work experience in leading multinational companies in Bangladesh having worked in LafargeHolcim Bangladesh as Chief Financial Officer for 18 years before joining Crown Cement. Earlier, he worked for British American Tobacco in finance and related fields for 20 years at both home and abroad.

He is an independent director of Marico Bangladesh, Berger Paints Bangladesh Limited, Viyellatex Limited and Community Bank. His articles on professional and industry issues regularly feature in local and international print media. He also does public speaking on professional issues and is a lecturer in the Institute of Chartered Accountants of Bangladesh (ICAB).

He did his Bachelor of Commerce with Honours from St. Xavier's College, Kolkata. Thereafter, he qualified with distinction both as a Chartered as well as a Cost and Management Accountant from India.



PROFILE OF THE CHIEF EXECUTIVE OFFICER

MD. MUKTER HOSSAIN TALUKDER, FCA

Mr. Md. Mukter Hossain Talukder, FCA has been appointed as the Chief Executive Officer (CEO) on September 1, 2019. Vastly experienced in business management and administration, Mr. Talukder, re-joined the group as Chief Operating Officer (COO) on February 17, 2019. Prior to that he was the Director (Finance) of Aman Group. He however served the Crown Cement Group from 2007 to 2015 as Chief Financial Officer and Executive Director. He also served Rangs Group and Social Marketing Company (SMC) in key positions.

He is a seasoned professional with 22 years of work experience in reputed companies at various senior management levels. His strong network with highest level of government and regulators as well as the industry stakeholders helped him to earn fame and respect over the years. As he is a high achiever, he always delivers results under challenging circumstances.

He obtained Master's degree on Accounting and Information Science from Dhaka University, and is a Fellow Chartered Accountant (FCA) of The Institute of Chartered Accountants of Bangladesh (ICAB). He was born in 1970 in Sirajganj.



PROFILE OF THE COMPANY SECRETARY

MD. MOZHARUL ISLAM, FCS

Mr. Md. Mozharul Islam has completed his Graduation (Honours) and Masters in Accounting in the year 1983 and 1984 respectively. He has completed his Chartered Accountancy Course and passed the Intermediate Examination. He also studied Executive MBA. He also completed Chartered Secretarial Education from the Institute of Chartered Secretaries of Bangladesh (ICSB). He became a Fellow Member of this Institute. He started his career with United Insurance Company Ltd., a Public Limited Co. listed with the Stock Exchange of Bangladesh and, a concern of Duncan Brothers (Bangladesh) Ltd. (which is a 100% British holding in Bangladesh), where finally he worked as Head of the Finance & Accounts Department and as the Company Secretary. He served at a Dhaka Stock Exchange Member Company as a Key Official. He also worked at AB Bank Ltd. in the rank of Vice President. He Joined M. I. Cement Factory Ltd. in the early of 2012.



SPONSOR SHAREHOLDERS



Sitting from right:

Mr. Md. Alamgir Kabir, Mr. Mohammed Jahangir Alam, Mr. Molla Mohammad Majnu, Alhaj Md. Abdur Rouf

Standing from left:

Mr. Md. Almas Shimul, Mr. Md. Mizanur Rahman Mollah, Mr. Md. Ashrafuzzaman, Mr. Md. Abdul Ahad

AUDIT COMMITTEE



From left:

Mr. Md. Almas Shimul (Director), Mr. Zakir Ahmed Khan (Independent Director), Mr. Md. Mizanur Rahman Mollah (Additional Managing Director), Mr. Md. Mozharul Islam, FCS (Member Secretary)

NOMINATION AND REMUNERATION COMMITTEE



From left:

Mr. Md. Mizanur Rahman Mollah (Additional Managing Director), Prof. Dr. M. Abu Eusuf (Independent Director), Mr. Md. Almas Shimul (Director), Mr. Md. Mozharul Islam, FCS (Member Secretary)

ADVISORY PANEL



From left:

Mr. Shankar Kumar Roy, Engr. Humayun Kabir Chowdhury, Mr. Masud Khan, FCA, FCMA, Ar. Kazi Nurul Karim-Dilu, Engr. A. Majid Chowdhury

MANAGEMENT TEAM



Sitting from right:

Capt. Md. Mohaimanul Haque, Sr. GM (Shipping), Engr. Saiful Alam, Executive Director (Factory Operations), Mr. Md. Mukter Hossain Talukder, FCA, Chief Executive Officer, Engr. A.S.M. Fahim Uddin, Sr. GM (Technical), Mr. Md. Mozharul Islam, FCS Sr. GM & Company Secretary

Standing from left:

Mr. Md. Ziaul Alam, FCA, GM (Internal Audit & Compliance), Mr. Md. Abdul Kayum, FCMA, Sr. DGM & Chief Financial Officer (Current Charge), Mr. A.B.M. Yusuf Ali Khan, GM (Human Resources), Mr. Shaibal Saha, Sr. GM (Marketing & Sales), Mr. Md. Mohammad Mahfuzul Hoque, GM (Supply Chain Management)

GLIMPSE OF THE 24TH AGM



Directors & Management attended in the 24th AGM



Partial view of the Members attended in the 24th AGM

CORPORATE GOVERNANCE



Corporate governance involves decision making processes for any corporate body as a going concern for the benefit of all concerned, present and future. These decisions may be categorized as policy & strategic, operational and executing, performance & evaluation and sharing of the accretional assets between present & future cohorts. The involvement of the entrepreneur in all these areas invokes decision making governance on a continuous basis, the degree of involvement being variable with the extent of delegation of authority top down and reporting for accountability bottom up of the Management echelon. These aspects of governance are shared by the Board of Directors, Management, Operational Participants and Workers and others in fulfillment of the common goals that converge in increasing the benefits of all stakeholders. To this end entire corporate governance efforts are blended with "good governance practices" as ethically and morally acceptable standards under a given socio politico environmental phenomenon of our society in which we work, live and exist.

The company had always been fully adherent with the corporate governance principles and best practices. As per compliance of Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018. The organisms through which the corporate governance functions are carried out are as follows:

BOARD OF DIRECTORS

CONSTITUTION

The Board of Directors, the top Management echelon, consisting of the founding entrepreneurs / successors and two Independent Directors provides the policy and strategic support and direction for the entire range of the corporate activities. Currently the Board of Directors consist of 7 (seven) members including the Independent Directors with varied education and experience which provides a balancing character in decision making process. The present members of the Board of Directors are as follows:

Sl. No.	Name of the Directors	Position
1	Mr. Mohammed Jahangir Alam	Chairman
2	Mr. Md. Alamgir Kabir	Vice Chairman
3	Mr. Molla Mohammad Majnu	Managing Director
4	Mr. Md. Mizanur Rahman Mollah	Additional Managing Director
5	Mr. Md. Almas Shimul	Director
6	Mr. Zakir Ahmed Khan	Independent Director
7	Prof. Dr. M. Abu Eusuf	Independent Director

The Board is re-constituted every year at each Annual General Meeting when one third of the members retire and seek reelection. A director is liable to be removed if the conditions of the Articles of Association and the provisions of the Companies Act, 1994 are not fulfilled.

ATTENDANCE OF THE BOARD MEMBERS IN THE BOARD MEETING

During the period from 1 July 2018 to 30 June 2019, the board held 12 (twelve) meetings to transact various agenda. The attendance of Directors at the Board meetings are as follows:

Board Members	Position	Board Meeting Attendance
Mr. Mohammed Jahangir Alam Non-executive Director	Chairman	12/12
Alhaj Md. Khabir Uddin Molla Executive Director (Died on 25 May 2019)	Former Managing Director	8/12
Mr. Md. Alamgir Kabir Executive Director	Vice Chairman	12/12
Mr. Molla Mohammad Majnu Executive Director	Managing Director	12/12
Mr. Md. Mizanur Rahman Mollah Non-executive Director	Additional Managing Director	10/12
Mr. Md. Almas Shimul Non-executive Director	Director	9/12
Mr. Zakir Ahmed Khan Independent Director (Appointed on 6 December 2018)	Independent Director	4/7
Prof. Dr. M. Abu Eusuf Independent Director (Appointed on 6 December 2018)	Independent Director	6/7
Mr. Golam Mohammad Independent Director (Tenure Completed on 6 December 2018)	Former Independent Director	5/5
Prof. Dr. Shaikh Shamsuddin Ahmed Independent Director (Tenure Completed on 6 December 2018)	Former Independent Director	3/5

ROLE & RESPONSIBILITIES

The main role of the Board of Directors, which is the highest level of authority, is to provide general superintendence, oversee the operations and control the affairs of the company through appropriate delegation and accountability processes via the lines of command. However, the Board of Directors hold the ultimate responsibility & accountability with due diligence for conducting the activities of the company as per provisions of law in the interest of the shareholders, the stakeholders, the state and the society. The Board of Directors, in fulfillment of its responsibility hold periodic meetings, at least once a quarter i.e. minimum 4 (Four) meetings annually and provide appropriate decisions/directions to the Executive Management. Such meetings usually consider operational performance, financial results, review of budgets, capital expenditure proposals for new projects/divisions/product lines, procurement of funds by issue of shares or borrowing, procurement of raw materials, plant & machinery, pricing of products/ discounts, recruitment, training and promotion of officers, approval of audited accounts and distribution of dividends and other interest of the stakeholders including the employees and workers. The Board of Directors take special care in designing and articulating productivity and compensation plans of employees and workers and rewarding them appropriately on the basis of quality and quantity of performance as an incentive. The board also remains responsible for removal of operational hazards to life and health of workers, friendly environmental work condition and social relationship as demanded of good citizen in a country.

RELATIONSHIP WITH SHAREHOLDERS AND PUBLIC

The shareholders as owners, are required to be provided with material information on the company's operation every quarter and annually. They are also provided routine services by the Company Secretariat Division in matters of their various queries, share transfer, dematerialization, rematerialization of shares, payment of dividends etc.

The Board is however responsible to the public for publication of any price sensitive information as per BSEC regulation.

A qualified Chartered Secretary is in charge for all these responsibilities as Company Secretary.

RELATIONSHIP WITH GOVERNMENT

In the role on accountability to the government, the Board of Directors ensure payment of all dues to government in the form of import duty, custom duty and port charges, VAT, Corporate Taxes and other levies as and when they become due on the basis of actual operations and make sure to avoid corruption. This has enabled the company to enhance its contribution to the National Exchequer on a progressive rate year after year.

RELATIONSHIP WITH FINANCERS/BANKERS

The Board oversees the Financial transactions and ensures to meet company's commitments to the lenders without default. This has resulted in securing lower interest rates from them.

RELATIONSHIP WITH SUPPLIERS

As the company has to import plant and machinery and almost all the raw materials from abroad, it maintains cordial and mutually beneficial interest with its international as well as local suppliers. This has enabled the company to avoid any legal disputes in international/local courts and enhanced the company's image as a good customer.

CORPORATE SOCIAL RESPONSIBILITIES (CSR)

The Board of Directors is also awoken of the Corporate Social Responsibilities (CSR) especially in the areas of Warm Clothes distribution in the winter, Donation and Construction for the general public, Education of the Blinds, Merit Scholarship, Fire & Civil Defense, Environmental & Social Obligations, Donation to the Sports and Cultural Activities, Donation to the Science and Technology, Assistance for the Rohingya Refugee, Honoring Freedom Fighters, Enlightening Communities through Religion, Donation to the Underprivileged, Promoting the Youth, Donation to the CRP, Business Research by District Level College Students, Honoring the Teachers, Engineers recognition for contribution towards Development in District Level, Tarunyer Joyotsob- A Country wide Career Counselling Initiative etc.

SEPARATE ROLE OF THE CHAIRMAN, THE MANAGING DIRECTOR AND THE CHIEF EXECUTIVE OFFICER

The positions of the Chairman of the Board, the Managing Director and the Chief Executive Officer are separate individuals. Mr. Mohammed Jahangir Alam is the Chairman of the company and responsible for the functions of the Board while Mr. Molla Mohammad Majnu is the Managing Director of the company and Mr. Md. Mukter Hossain Talukder, FCA serves as the Chief Executive Officer of the company. The roles of the Chairman and the Managing Director are clearly defined in the Articles of Association of the company.

CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND HEAD OF INTERNAL AUDIT AND COMPLIANCE

The company has appointed Mr. Md. Abdul Kayum, FCMA as Chief Financial Officer (Current Charge), Mr. Md. Mozharul Islam, FCS as Company Secretary and Mr. Md. Ziaul Alam, FCA as Head of Internal Audit and Compliance as per the requirement of the Corporate Governance Code of Bangladesh Securities and Exchange Commission. The Chief Financial Officer (Current Charge), the Company Secretary and the Head of Internal Audit and Compliance of the company is not holding any executive position in any other company at the same time. The Board had clearly defined respective roles, responsibilities and duties of the Chief Financial Officer (Current Charge), the Company Secretary and the Head of Internal Audit and Compliance. The Chief Financial Officer (Current Charge), the Company Secretary and the Head of Internal Audit and Compliance of the company attend in the Board Meeting regularly.

BOARD COMMITTEES

It is to ensure swift and efficient flow of information i.e. showcasing strong governance, with which the Board has established two sub-committees which are:

- Audit Committee
- Nomination and Remuneration Committee

AUDIT COMMITTEE OF BOARD

As per the conditions of the BSEC Guidelines, the Board has constituted an Audit Committee of the company, as a sub-committee of the Board. In 2018-2019, the Committee comprises of 1 (One) Independent Director and 2 (Two) Non-Executive Directors. The Board has appointed an Independent Director as Chairman of the Committee under the referred guidelines. 4 (Four) Audit Committee meetings held during the period from 1 July 2018 to 30 June 2019. The composition of the Audit Committee and their attendance are as follows:

Name of the Members	Position	Status	No. of Meeting Attended
Mr. Zakir Ahmed Khan (Appointed on 6 December 2018)	Independent Director	Chairman	2/2
Mr. Md. Mizanur Rahman Mollah (Re-appointed on 6 December 2018)	Non-executive Director	Members	3/4
Mr. Md. Almas Shimul (Appointed on 6 December 2018)	Non-executive Director	Members	2/2
Mr. Md. Alamgir Kabir (Tenure Completed on 6 December 2018)	Executive Director	Former Members	2/2
Mr. Molla Mohammad Majnu (Tenure Completed on 6 December 2018)	Managing Director	Former Members	2/2
Mr. Golam Mohammad (Tenure Completed on 6 December 2018)	Former Independent Director	Former Chairman	2/2
Mr. Md. Mozharul Islam, FCS	Company Secretary	Member Secretary	4/4

The Audit Committee reviews the quarterly, half-yearly and annual Financial Statements and statements of related party transactions. Also, it reviews adequacy and effectiveness of financial reporting process, accounting policies, internal control and risk management process. It is also responsible for overseeing the management letter along with performance recommendation on appointment and re-appointment of External Auditors and Corporate Governance Auditors. The Audit Committee carries out its responsibilities as per the provisions of law and submits its report to the Board of Directors from time to time. The Audit Committee shall also co-ordinate with the Internal and External Auditors as and when required. The Audit Committee ensures that adequate internal checks & balances supported by adequate MIS are in place for detection of errors, frauds and other deficiencies. The other responsibilities include inter alia, not being limited to, the prevention of conflict of interest between the company and its directors, officials, customers, suppliers, government and any other interest groups and detect or remove any scope of insider trading in the company's stock. The Audit Committee also ensures compliance of requirements of BSEC and other agencies.

The Report of the Audit Committee to the Board for the year ended 30 June 2019 is given to the Annexure-I.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

In pursuance of the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, the Board of Directors of the company has constituted the Nomination and Remuneration Committee to set the principles, parameters and governance framework for the nomination and remuneration of the Directors, key Managerial Personnel, top-level Executives and other employees comprising the senior management.

The Board's Nomination and Remuneration Committee (NRC), headed by an Independent Director, makes recommendations to the Board in terms of employment of the members of the Executive Committee, managers and employees and decides their specific remuneration. This Committee met once in 2018-2019. The Composition of the Nomination and Remuneration Committee is given below:

Sl. No.	Name	Position	Status
1	Prof. Dr. M. Abu Eusuf	Independent Director	Chairman
2	Mr. Md. Mizanur Rahman Mollah	Director	Member
3	Mr. Md. Almas Shimul	Director	Member
4	Mr. Md. Mozharul Islam, FCS	Sr. GM & Company Secretary	Member Secretary

The Report of the Nomination and Remuneration Committee to the Board for the year ended 30 June 2019 is given to the Annexure-II.

STATUTORY AUDITORS

The role of the auditors in certification of the Financial Statements is the most significant aspect of Corporate Governance and protection of interest of investors. As evident from the Annual Report, the company rigidly follows the code of International Accounting Standards (IAS) and International Standard of Auditing (ISA) with stipulated disclosures in Accounts and Financial Statements. This has been possible due to the high-level capability and integrity of M/s. Hoda Vasi Chowdhury & Co., Chartered Accountants whose uncompromising standards have played a very trustworthy role in the protection of interest of the investors.

The existing auditors of the company M/s. Hoda Vasi Chowdhury & Co., Chartered Accountants shall retire at the 25th Annual General Meeting. Being eligible, they have expressed their willingness to be re-appointed as external auditor for the year ending 30 June 2020. The Board of Directors has accepted the willingness of M/s. Hoda Vasi Chowdhury & Co., Chartered Accountants for appointment as external auditors for the year ending 30 June 2020, which is being placed in the 25th Annual General Meeting.

REPORTING AND COMPLIANCE OF 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 stakeholders and to the society. Every year our company obtains a certificate from a Practicing Professional regarding compliance of conditions of Corporate Governance Code of the Bangladesh Securities and Exchange Commission (BSEC) vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018. During the year under review M/s. Ahmed Zaker & Co., Chartered Accountants has issued the Compliance Certificate.

M/s. Ahmed Zaker & Co., Chartered Accountants expressed their interest to be appointed as Corporate Governance Compliance Auditors of the company for the year ending 2019-2020. The Board of Directors has accepted the willingness of M/s. Ahmed Zaker & Co., Chartered Accountants for appointment as Corporate Governance Compliance Auditors for the year ending 30 June 2020, which is being placed in the 25th Annual General Meeting for approval.

SUMMARY

As per the company's view, effective governance is a continuous process that must constantly be run through across all functions and employees to attain corporate goals. Being in compliance, the company upholds the spirit of transparency and accountability to the society as a whole through the establishment of an effective governance regime. Hence, the company drives good governance procedures across all functions as it is a key ingredient in managing the business professionally, effectively and responsibly, which makes it transparent, ethical law abiding and ensures accountability. Sufficient overall surveillance puts checks and balances to a good governance journey.

Overall, at M. I. Cement Factory Limited, we uphold our commitment to good corporate governance and pledge to continue to work in meeting the best interests of our shareholders and all other stakeholder groups.

ANNEXURE-I**REPORT OF THE AUDIT COMMITTEE TO THE BOARD**

For the year ended 30 June 2019

As per Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018

The Audit Committee of the Board was duly constituted by the Board of Directors of the company in accordance with the above noted Notification of the Bangladesh Securities and Exchange Commission. The objectives of the Audit Committee are to assist the Board of Directors in the following areas:

- Establishing a culture of adequate internal control system to ensure that sufficient risk management system is in place to manage the company that financial reports disclosed by the company are reliable for its users.
- Ensuring true and fair presentation of the financial statements in Compliance with International Accounting Standards/ International Financial Reporting Standards and applicable regulatory requirements.
- Reviewing the internal audit procedure of the company and to ensure that the internal audit can continue their activities without any limitations. To review the efficiency and effectiveness of internal audit and to review whether the management is complying with recommendations made by the internal audit department.
- Recommending appointment of external auditor, review audit work and reports submitted by external auditors and to ensure compliance and regularization of recommendations made by the external auditors.
- Recommending appointment of Corporate Governance Compliance Auditor to ensure compliance of the Corporate Governance Code.
- Reporting to the Board of Directors on mistakes, fraud and forgeries and other irregularities to ensure compliance and regularization.
- Ensuring compliance with all applicable legal and regulatory rules and regulations and the directives made by the Board of Directors.

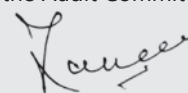
In pursuance to its objectives, the Audit Committee of the Board held 4 meetings during the year ended 30 June 2019. The Committee reviewed compliance of policy issues, regulations and applicable laws in general and reports submitted by the internal audit department as well as reports submitted by the external auditors.

During the year under review, the Audit Committee emphasized on the following:

- Reviewed the Quarterly, Half yearly and Annual Financial Statements of the Company before submission to the Board for their approval.
- Reviewed the effectiveness of internal control and also reviewed audit objection of Head of Internal Audit & Compliance and also reviewed points or suggestions and amendments by the Internal Auditor.
- Met with the members of the external auditors and had discussion on the audit of Financial Statements of the company.
- Reviewed the Annual Financial Statements of the Company prior to submission to the Board for approval. The review was to ensure that the financial reporting and disclosures were in compliance with the Securities Laws, provision of the Companies Act, 1994, International Financial Reporting Standards (IFRS) as applicable in Bangladesh.
- Reviewed statement of all related party transactions submitted by the management.
- Recommended the appointment of M/s. Hoda Vasi Chowdhury & Co., Chartered Accountants as External Auditors of the company for the year ending 30 June 2020.
- Recommended the appointment of M/s. Ahmed Zakir & Co., Chartered Accountants as Corporate Governance Compliance Auditors for the year ending 30 June 2020.

The committee is of the opinion that adequate controls and procedures are there to provide reasonable assurance that the company's assets are safeguarded, the liabilities are properly accounted for and financial activities of the company is well managed.

On behalf of the Audit Committee



(Zakir Ahmed Khan)
Chairman
Audit Committee

Dated, Dhaka
24 October 2019

ANNEXURE-II**REPORT OF THE NOMINATION & REMUNERATION COMMITTEE TO THE BOARD**

For the year ended 30 June 2019

In compliance with Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 and dated June 3, 2018 issued by the Bangladesh Securities & Exchange Commission on Corporate Governance Code (the "BSEC Notification"), M. I. Cement Factory Limited formed a Nomination and Remuneration Committee (NRC) on 6 December 2018.

The NRC is a sub-committee of the Board of Directors. The NRC is responsible to the Board and they assist the Board of Directors in ensuring 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.

COMPOSITION OF THE NRC

In accordance with the requirements of the BSEC Notification, the NRC of the Company as appointed by the Board of Directors comprises of 2 (Two) non-executive directors as members and 1 (One) independent director as Chairman. The following are the members of the NRC:

Sl. No.	Name	Position	Status
1	Prof. Dr. M. Abu Eusuf	Independent Director	Chairman
2	Mr. Md. Mizanur Rahman Mollah	Additional Managing Director	Member
3	Mr. Md. Almas Shimul	Director	Member
4	Mr. Md. Mozharul Islam, FCS	Sr. GM & Company Secretary	Member Secretary

TERMS OF REFERENCE

The terms of reference of the NRC have been determined by the Board. The NRC shall oversee, amongst others, the following matters and make reports with recommendation to the Board of Directors:

- formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
 - b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - 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;
- devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- identifying persons who are qualified to become directors and who may be appointed in top level executive positions in accordance with the criteria laid down and recommend their appointment and removal to the Board;
- formulating the criteria for evaluation of performance of independent directors and the Board;
- identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- developing, recommending and reviewing annually the Company's human resources and training policies;

MEETING OF NRC

According to the requirement of BSEC Notification, the NRC is required to sit for at least 1 (One) meeting in a year. NRC may hold special meeting as and when required. The NRC formally met once after constitution of the NRC on 6 December 2018.

The NRC of the Company ensured/ observed & approved the following activities:

- a) To confirm the Terms of Reference (ToR) of the Committee.
 - b) To 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.
 - c) To formulate a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.
 - d) To identify persons who are qualified to be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board.
 - e) To formulate the criteria for evaluation of performance of independent directors and the Board.
 - f) To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
 - g) To develop, recommend and review of the company's human resources and their training policies.
 - h) To confirm the nomination and remuneration policy and the evaluation criteria of the Nomination and Remuneration Committee (NRC).
- Adopted the NRC Policy and Terms of Reference as approved by the Board of Directors of the Company.
 - Recommended the Code of Conduct for the Chairperson of the Board, other Board members and Chief Executive Officer pursuant to requirements of clause 1(7) of the BSEC Notification.
 - Formulating and approving a plan for 2019-20 for fulfilling requirements and evaluations specified in Clause 6(5)(b) of the BSEC Notification.

NOMINATION AND REMUNERATION POLICY

- The policy of the NRC is enclosed to this Report as Enclosure A.
- The NRC expresses their sincere thanks to the members of the Board of Directors, management of the Company for their outstanding support and co-operation.

On behalf of the Nomination and Remuneration Committee



Dr. M. Abu Eusuf

Chairman

Nomination and Remuneration Committee

Dated, Dhaka
24 October 2019

ENCLOSURE-A

NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

M. I. Cement Factory Limited is committed to excel in every sphere of its activity by attracting and retaining qualified, talented and experienced professionals through an efficient selection and evaluation mechanism.

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee on 22 September 2018 to perform the delegated functions and to formulate a policy for nomination, appointment and remuneration of directors and top-level executives of the Company.

THE TERMS OF REFERENCE OF THE COMMITTEE ARE AS FOLLOWS

- a) To formulate the criteria for determining the 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 Executives, taking into account the following:
 - i. the level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate suitable directors and senior management to run the Company successfully;
 - ii. the relationship of remuneration to performance should be clear and meets appropriate performance benchmarks;
 - iii. the remuneration of Directors and Top-Level Executives should involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate for the Company and its goals;
- b) To devise a policy on the Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- c) To identify persons who are qualified to become directors and who may be appointed in top level executive positions in accordance with the criteria laid down and recommend their appointment and removal to the Board;
- d) To formulate the criteria for evaluation of the performance of independent directors and the Board;
- e) To identify the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- f) To develop, recommend and review annually the Company's human resources and training policies.

In consequence thereof, the Company has developed this Policy in accordance with condition 6(1)(b) of the Corporate Governance Code notified by the Bangladesh Securities and Exchange Commission (BSEC) dated 3 June 2018.

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to be appointed as Directors on the Board (including Independent Directors) and those who may be appointed to fill the Top-Level Executive positions. The Policy also sets out the guiding principles for determining the remuneration of Directors, Top Level Executives and other employees.

2. DEFINITIONS

"Board" means Board of Directors of the Company;

"HR Policy" means the human resources policy as framed by the Management which is applicable to all employees of the Company, as the same may be amended or modified from time to time;

"Independent Director" means a Director as defined under condition 1(2) of the Code, as amended from time to time;

"Remuneration" means any money or its equivalent is given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Ordinance, 1984;

“Top Level Executive” means personnel of the Company who are members of its core management team (the **“Management”**), including the Adviser, Chief Executive Officer (CEO), Executive Director (Factory), Head of Technical (Factory), Head of Shipping, Company Secretary & Head of Legal & Estate, Head of Marketing and Sales, Head of Human Resources, Head of Internal Audit and Compliance (HIAC), Head of Supply Chain Management, Chief Financial Officer-Current Charge (CFO-CC) and or positions of equivalent level or rank;

3. SCOPE

This policy is applicable to:

- Directors (Executive & Non-Executive, including Independent Directors)
- Top Level Executives

4. CRITERIA FOR IDENTIFICATION OF DIRECTORS AND TOP-LEVEL EXECUTIVES

The Committee shall review potential candidates for appointment as Director and for filling Top Level Executive positions and give its recommendations to the Board. In evaluating the suitability of potential candidates, the Committee may take into account factors, such as:

a. Qualifications for appointment as Director (Including Independent Directors)

- personal and professional ethics, integrity and values;
- educational and professional background;
- leadership skills, standing in the profession;
- business knowledge, relevant competencies and skills, and experience;
- actual or potential conflicts of interest, if any;
- any applicable provisions of the Companies Act, 1994 and the Rules made thereunder; and
- the requirements under condition 1 & 3(1) of the Code.

In particular, the Committee shall seek to appoint Directors with the following positive attributes:

b. Positive attributes of Directors (including Independent Directors)

- individuals having eminence, standing and knowledge with significant achievements in business,
- professions and/or public service;
- individuals who hold sound financial or business literacy/skills;
- directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions;
- willingness to devote sufficient time and attention to the Company’s business and to effectively carry out duties and responsibilities;
- to assist in bringing independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- ability to develop a good working relationship with other Board members and contribute to the Board’s working relationship with the senior management of the Company; and
- to act within their authority to assist in protecting the legitimate interests of the Company, its shareholders and employees.

c. Independent of Directors

Independent Directors shall meet the requirements set out under the Companies Act, 1994 read with the Rules made thereunder, as amended from time to time, and in particular conditions 1(2) & (3) of the Code.

d. Appointment of Top-Level Executives

Top Level Executives shall:

- possess the required qualifications, experience, skills & expertise to effectively discharge their respective duties and responsibilities;
- practice and encourage professionalism and a transparent working environment; and
- adhere strictly to the Company's Code of Conduct and other compliance policies.

The Committee shall have the discretion to consider and fix any other criteria or norms for selection of the most suitable candidates. The Committee may also institute an inquiry into the background and qualifications of the potential candidates.

5. BOARD DIVERSITY

The Committee in nominating candidates for appointment to the Board shall ensure sufficient diversity in representation in terms of age, gender, experience, ethnicity, educational background, and nationality.

6. REMUNERATION

In order to sufficiently attract, retain and motivate Top-Level Executives to run the Company successfully, the remuneration shall be as per the performance-based management system. The Company has a detailed and structured PMS. Based on the review of performance through the PMS process, the Company shall assess the employees' competencies, eligibility for promotion and salary increment. The MD shall from time to time decide the annual increments / mid-term revisions to be given to employees as per the guidelines set out in this Policy and the Company's HR Policy. The MD is also authorized to approve the policies for giving loans/financial assistance to the employees.

7. RETIREMENT BENEFITS

The Company shall comply with the applicable laws for payment of retirement benefits such as Provident Fund and Gratuity.

8. TERMINATION PAYMENTS

Each employment contract shall set out in advance the notice period in case of resignation/ termination of employment or the payment to be made in lieu thereof.

9. REVIEW AND AMENDMENT

The Committee and the Board of Directors reserve the right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever.

MESSAGE FROM THE CHAIRMAN

Respected Shareholders,

Assalamu Alaikum Wa-Rahmatullah.

I am elated with high emotion to welcome you all to the Silver Jubilee attendance at the 25th year of operation which was started by our Founder Managing Director, Late Alhaj Md. Khabir Uddin Mollah who spent his life with dedication and led to the peak of success, let us remember his soul in haven.

Though we have lost our Mentor, we have not slipped away from the Mission set by him. This is evident from the performance of the Company.

You will appreciate that the revenue for the year under reference has been increased to Tk. 14,628,432,591 to Tk. 12,559,311,599 of the last year but due to increase in Raw Material Cost the cost of sales has been increased to Tk. 12,698,608,615 from Tk. 10,915,891,226 of the last year, thereby the Gross Profit of the Current Year stood at Tk. 1,929,823,976 as against Tk. 1,643,420,373 of the last year.

You would be happy to know that your Company has formed 3 (Three) fully owned Subsidiary Companies namely Ocean Voyager Shipping Lines Limited, Ocean Victory Shipping Lines Limited and Ocean Vision Shipping Lines Limited for looking after the operations of the 3 (Three) Mother Vessels of the Company, this matter has been placed before the honorable Shareholders of today's General Meeting. By this, the expert professionals will run the operation of these 3 (Three) Mother Vessels and hope to earn better results in future, which ultimately will benefit your Mother Company i.e. M. I. Cement Factory Ltd.

The Board of Directors of the Company, based on the financial performance and keeping in mind the future competitiveness in business, followed cautious policy in recommending the dividend i.e. instead of recommending the entire profit available for distribution as dividend, some amount have been left as retained earnings, which will ultimately strengthen the Company.

The Company is holding high its position amongst the peers with outstanding contribution to the society with quality products, ethical standards, economic costs, market coverage along with all types of Compliances, Regulatory, CSR and Financial. All these make the Company a unique one in the Country's Corporate Register.

Finally, I wish you all to mournfully recall the services rendered by the Founder Managing Director Late Alhaj Md. Khabir Uddin Mollah and pray for salvation of his departed soul and rest in peace.

Thanking you all with wishes of peaceful prosperity.



Mohammed Jahangir Alam
Chairman



STATEMENT FROM THE MANAGING DIRECTOR

Dear Distinguished Shareholders,

Assalamu Alaikum Wa-Rahmatullah.

Due to sudden untimely demise of our beloved Founder Managing Director Alhaj Md. Khabir Uddin Mollah on 25 May 2019, with deep shock, I, on being appointed and assumed as the Managing Director of the Company w.e.f. on 26 May 2019 and in order to discharge my obligations to the shareholders/stakeholders I hereby welcome you all to this 25th Annual General Meeting and submit the Annual Report containing Audited Financial Statements and Reports thereon for your consideration and approval.

Although, we have lost one of our key visionaries, we would do the needful to materialize the incomplete works of our Late Managing Director. May the Almighty Allah bless us all to bear the shock of untimely departure of our beloved Managing Director and also rest his soul in peace.

We are delighted to inform you that in the year 2018-2019, M. I. Cement Factory Ltd. maintained its sustainable advancement in terms of growth in sales volume and revenue i.e. 9.10% and 16.47% respectively despite of acute competition, increased raw materials costs (Clinker, Gypsum, Fly ash, Slag and Limestone), increased production costs, recent duty & tax structure, transport costs and devaluation of Bangladesh currency against the US Dollar.

The business of the Cement Industry is facing stiff competition day by day. The installed capacity of the Cement Industry is much higher than that of the domestic demand resulting price war is getting tougher. You will be happy to know that we are following the prudent policy in every sectors of running your Company and hope to do better in the days ahead.

I would like to thank all our employees whose dedication has helped the Company to grow and to the Board of Directors for their guidance. I would also like to express my gratitude and appreciation to all of our customers for their continued confidence and also our stakeholders for their support which they have extended to the Company.

In conclusion, I pray to the almighty Allah Subhanahu Wa Taala that, may our beloved Founder Managing Director Alhaj Md. Khabir Uddin Mollah be blessed with Jannatul Ferdous and also we may be blessed with success in developing the Company's assets and maximizing the Shareholders' equity and achieving the desired prosperity to help us in the upcoming years.



Molla Mohammad Majnu
Managing Director





A close-up photograph of a business meeting. Two people are looking at a document filled with various charts, including pie charts and bar graphs. One person's hand is pointing at a specific data point on the chart, while the other holds a pen. A laptop is visible in the background, and the overall scene suggests a professional discussion or presentation.

DIRECTORS' REPORT ▶

DIRECTORS' REPORT

to the Members for the year ended 30 June 2019

The Board of Directors of M. I. Cement Factory Limited (M. I. Cement Factory Ltd.) welcomes you to the 25th Annual General Meeting (AGM) of the Company. It is our pleasure to place herewith the Directors' Report and the Auditors' Report along with the Audited Financial Statements for the year ended 30 June 2019 for your valued consideration, approval and adoption.

The Directors' Report is prepared in compliance with the provisions of Section 184 of the Companies Act, 1994 and the Listing Rules of the Dhaka Stock Exchange Limited (DSE) and the Chittagong Stock Exchange Limited (CSE) and Bangladesh Securities and Exchange Commission's (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018.

CEMENT INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENT IN THE CEMENT INDUSTRY

Cement industry continues to show double digit growth in 2019 as indicated by the available data till date. It is expected that the year will close with a 10% plus growth. Demand in 2018 was around 31 million tons and hence we expect the year will close with an approximate demand of 34 million tons. On the supply side, big players continue to add capacity. Total installed capacity is around 68 million tons with an effective capacity of 58 million tons. Major players are now trying to utilize their additional capacity that continues to exert pressure on selling prices. As a result, the spiraling cost increases cannot be passed to the customers.

Looking at the market segments, demand from Individual Home Builders continues to be steady with improvement in inward foreign remittances. Demand from commercial developers is gradually picking up mainly fueled by investment in new industrial undertakings and commercial buildings coming up in the Upazillas. However, the biggest demand is coming from investments in infrastructure such as Roopur Nuclear Power Plant, Padma Bridge, the Dhaka Elevated Expressway, the Dhaka Metro Rail, Payra Deep Sea Port, the Mirershorai EPZ and Special Economic Zones (SEZ).

On the cost side, the freight market is now looking chaotic. Tensions in the Persian Gulf have escalated freight costs. As a result, clinker prices came down marginally in the earlier part of the year but is now sharply escalating due to increased freight costs. Fly Ash prices have gone up. Slag and Gypsum prices are increasing mainly led by freight cost increase. Devaluation of Taka continues to have impact on costs. There is also a large adverse effect coming from sharp increase in financial costs due to liquidity crisis in the banking sector.

Looking at 2020, we expect demand to show double digit growth. However, capacities will see further increase that will continue to put further pressure on prices. Demand growth will be mainly led by the mega projects. In particular, the Matarbari – Moheshkhali project will see a big demand of cement. The ongoing mega projects will continue to fuel cement demand. On the cost side, the freight market is uncertain. The recent imposition of low Sulphur fuel will lead to cost increase since refiners will take time to switch to this fuel leading to a demand supply mismatch. If the Taka devalues further, there will be additional cost increase. Electricity costs may see further escalation with increase in Gas price. Change in domestic fuel price will increase transport cost that is quite significant for the industry. All the above factors indicate that the industry will continue to face margin pressures despite the buoyant demand.

RISK FACTORS

There are various risk factors associated with the nature of the activities of the Company. Although, the risks of the industry are continuously evolving, the Company has taken reasonable steps to identify material risks that could hamper the business of the Company and has adopted preventive measures in this respect.

Over Capacity Related Risk

Overcapacity in the industry is a matter of concern as it can significantly intensify competition and price confrontation among the cement companies. But your company is well aware of this risk as we strive to explore new locations for export of cement. At the same time, we are leveraging our deep understanding of the market combined with our strong brand equity backed by our high-class sales and marketing workforce to improve our sales. At the same time, our core strength remains in our uncompromising quest for quality.

Technology Related Risks

Technology is evolving at a blistering pace. Your company is keeping a close eye on the evolving technologies, be it manufacturing or IT and implementing the same in a cost-effective manner.

Sales Risk

As explained above, your company is well position to capitalize on sales opportunities in a fast-growing market.

Price Risk

Price risk represents the risk of major cost increases that the company is unable to pass on to its customers. The company continually evaluates its product cost and looks for profitable channels of distribution. At the same time, it continuously strives to adjust prices in line with cost increases keeping in mind the market forces that are determining price.

Operational Risk

Operational risks may arise in the supply chain and in the manufacturing process. Your company continually evaluates the risks and takes appropriate steps to mitigate the same. This includes having long term partnerships with suppliers and contracts with them. We also continually explore the option to broaden our supplier base to reduce our dependency and optimize cost. Spare parts planning and management is another crucial area where your company places considerable focus.

Quality Control Risks

Your company's main pillar lies in an uncompromising stance on quality. This has earned the respect of the customers and enhanced the brand equity. Quality is a way of life and a philosophy in your company. Other than production, we continually monitor all business processes so that these can be professionally managed.

Credit risk

Credit risk is the risk that one party to a financial instrument would cause a financial loss for the other party by failing to discharge an obligation. It mainly comprises of receivables from customer, trade and investment securities. The company has a well-documented credit policy and the exposure to credit is monitored on a daily basis to ensure collection within stipulated time.

To avert the credit risk against trade receivable the company has a policy to obtain security instruments from credit availing customers, exceptions being made for customers with impeccable reputation in the market.

Liquidity risk

Liquidity risk is the risk that the company might encounter difficulty in meeting the obligations associated with its financial liabilities that have to be settled by delivering cash or another financial assets or liabilities. The Company's approach in managing liquidity is to ensure that it will always have sufficient liquid assets to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to company's reputations.

Market risk

Market risk is defined as the risk that the fair value or future cash proceed of a financial instrument will adversely fluctuate because of changes in market prices. The objective of market risk management is to manage and control risk exposures within acceptable parameters while optimizing the return. Market risk comprises three types of risks: Foreign Currency Risk, Interest Rate Risk and Commodity Risk.

(i) Foreign currency risk

The risk that the fair value of future cash proceeds of a financial instrument might fluctuate because of adverse changes in foreign exchange rates. The company is exposed to currency risk on its certain short and long-term debts and purchases that are denominated in foreign currencies.

(ii) Interest rate risk

Interest rate risk arises from the fluctuation of interest rate assigned with certain financial asset or liabilities. Exposure to interest risk of the company at the reporting dates is only related with outstanding offshore loan/commitment having its relation to LIBOR plus interest rate.

(iii) Commodity risk

Commodity risk arises from fluctuation of value of commodity in terms of price, quantity, cost and political condition of the market from or to which the company procure or sell product respectively.

Your company continuously looks for alternate sources of supply to minimize cost increases. Wherever practicable, contracts are signed to freeze the prices for a certain period.

DISCUSSION ON COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN

In the year 2018-2019, the Sales Revenue has increased by 16.47% compared to 2017-2018 mainly due to increase in sales volume by 9.10%. Cost of Goods Sold (COGS) has increased by 16.33% in the year 2018-2019 over previous year due to increase in cost of raw materials consumed, packing cost, fuel/power consumption cost and factory overheads which were beyond the control of the management. The Earnings Per Share (EPS) of the Company decreased by 20.04% and stood at Tk. 1.69 in 2018-2019 where as in 2017-2018 it was Tk. 2.13. In the year 2018-2019 Factory overhead increased sharply due to increase in electricity bill & depreciation by Tk. 6.39 Crore & Tk. 6.96 Crore respectively compare to the year 2017-2018. Besides, Lubricant & fuel consumption has increased by almost Tk. 1.00 Crore compared to the last year due to increased utilization of machineries to support increased production.

Although the Gross Profit increased by 17.43% from Tk. 1,643.42 million in 2017-2018 to Tk. 1,929.82 million in 2018-2019, the Gross Profit Margin increased only by 0.11%. In 2018-2019 Administrative Expenses and Selling and Distribution Expenses increased by 0.67% and 25.82% respectively. As a part of our Vision 2020 strategy, we want to establish our Crown Cement Brand at the Top of Mind. Hence, we continuously strive for making improvement in Above the Line (ATL), Below the Line (BTL), Public Relationship (PR) and better customer service. As a reflection of the above statement, we have spent Tk. 0.85 Crore more in advertisement & publicity, Tk. 2.94 Crore for increment in salary and allowances as we recruited additional manpower for giving better customer services. Depreciation has been increased by Tk. 5.68 Crore due to asset addition Tk. 43.26 Crore for bulk carrier & others during the year. Every sector of Selling and Distribution Expenses has increased relatively from last year due to large sales in the competitive market.

Financial Cost also increased by 25.80% because Interest expenses has gone up by Tk. 20.59 Crore due to Tk. 38.61 Crore loan increased compared to the financial year 2017-2018. Utilization of CC, SOD and OD has increased by Tk. 487.92 Crore compared to the financial year 2017-2018. Besides, average interest rate increased by 1.24% on STL, and 3.65% in working capital loan, 2% on CC and 0.23% on Term Loan compared to the financial year 2017-2018. In addition, Bangladesh Bank has issued a Circular to charge Excise Duty every year on both of the outstanding loan and loan paid during the year. Loan arrangement fees of Tk. 0.93 Crore and earlier settlement fees of Tk. 0.69 Crore that leads to increase finance cost.

Other non-operating income has gone up by Tk. 4.47 Crore for considering rental income from Crown Cement Concrete & Building Products Limited of Tk. 2.75 Crore for using of Unloader.

As a result, in 2018-2019, the Net Profit (after tax) decreased by 20.42% from Tk. 315.61 million to Tk. 251.15 million.

RELATED PARTY TRANSACTIONS

During the year the company carried out a number of transactions with related parties in the normal course of business. The name of the related parties, relationship, nature and their value are shown in the Note No. 41.00 of the Financial Statements.

EXPLANATION ON SIGNIFICANT VARIANCE THAT OCCURS BETWEEN QUARTERLY FINANCIAL STATEMENTS AND ANNUAL FINANCIAL STATEMENTS

(Taka in '000)

Particulars	First Quarter 2018-2019	Half Year 2018-2019	Third Quarter 2018-2019	July 2018- June 2019
Revenue	3,390,739.87	6,945,000.13	10,975,167.62	14,628,432.59
Gross Profit	413,100.95	858,745.10	1,426,396.99	1,929,823.98
Income Before Tax	92,673.40	154,207.40	210,929.44	435,412.44
Net profit for thr year	69,505.05	115,655.55	158,197.08	251,150.16
Shareholders' Equity	7,195,646.44	7,020,833.87	7,065,162.34	7,160,826.04
Total Assets	20,903,878.72	21,672,396.83	21,643,658.88	19,270,753.26
Total Current Assets	12,209,885.36	12,804,096.09	12,898,490.44	10,624,328.54
Total Current Liabilities	10,867,303.09	11,940,733.70	11,982,365.72	9,667,634.97
Current ratio (Time)	1.12	1.07	1.08	1.10

Revenue has increased significantly between the comparing periods. However, there has been sharp escalation in cost of sales. At the same time, other selling and administrative expenses have also gone up. There has also been a big escalation in financial costs due to the 5th Unit expansion as well as depreciation charge.

REMUNERATIONS OF DIRECTORS

Two Members of the Board namely Mr. Md. Alamgir Kabir, Vice Chairman and Mr. Molla Mohammad Majnu, Managing Director are working full time as executive directors in the Company. Mr. Md. Alamgir Kabir is looking after Marketing & Sales and Finance whereas Mr. Molla Mohammad Majnu is looking after the overall operations. The Directors Remuneration, Meeting Attendance Fees has been mentioned in the Note No. 28.05, 30.00 and 31.00 of the Notes to the Financial Statements.

THE SYSTEM OF INTERNAL CONTROL

M. I. Cement Factory Ltd. has a well-defined internal control system commensurate with size, scale and complexity of operation to support the business operations to ensure statutory compliance. The system is designed to provide reasonable assurance that internal checks have been built in to cover all monetary transactions with proper delegation of authority, which provides for checks and balances at every stage and accurately recorded; that assets are safeguarded; resources are utilized in optimized way; and that accounting records are sufficiently reliable to permit the preparation of financial statements that conform in all material respects with applicable accounting principles. We monitor these internal controls through self-assessments and an ongoing program of internal audits. Internal control systems and procedures are also periodically reviewed to keep pace with the growing size and complexity of Company's operations through annual risk assessment which is carried out to find out the areas that requires attention and process audit is carried out upon the approved annual audit plan. The observations and recommendations are shared with concerned departments and follow-up audit is carried out in order to ensure that development has been made as per the agreed recommendations.

In addition to that, external auditors' report through statutory audit reassure the stability of the internal control systems. The Company has a strong system of budgetary control which covers all aspects of operations, finance, capital expenditure at macro level and on a monthly basis reported directly to top management. The Company has an Audit Committee of the Board of Directors to review financial statements to shareholders. The role and terms of reference of the Audit Committee cover the area mentioned under BSEC Corporate Governance Code (No. BSEC/CMRRCD/2006-158/207/Admin/80) besides other assignments referred to by the Board of Directors from time to time.

EXPLANATION ON SIGNIFICANT DEVIATION FROM THE LAST YEAR'S OPERATING RESULTS

Revenue

Revenue increased by Tk. 206.91 Crore (16.47%) in 2018-2019 compared to last year due to expansion of capacity and various marketing and sales initiatives taken by the Company.

Cost of Goods Sold

Price of clinker, gypsum, fly ash and slag went up during the year both for FOB price increase as well as increase in cost of freight. In addition, there was an impact of devaluation of the taka. Transport Cost also went up due to weight restriction imposed by the Government on highways.

All these factors resulted in cost of sales increase by Tk. 178.27 Crore (16.33%). In addition to that depreciation expense also increased due to capitalization of the 5th Unit assets during the year 2018-2019 that impacted Cost of Goods Sold.

Gross Profit

Increase in cost of sales by 16.33% was compensated by an equivalent increase in Revenue by 16.47% that resulted in Gross Profit growing by 17.43% i.e. Tk. 28.64 Crore.

Operating Profit

Administrative Overhead and Selling Overhead increased by 0.67% and 25.82% respectively in the reporting year. Operating Profit increased by Tk. 17.61 Crore (17.59%).

Earnings Per Share (EPS)

During 2018-2019, the EPS decreased by Tk. 0.44 from the previous year due to sharp increase of Finance Cost by Tk. 20.59 Crore. This was mainly led by the Interest Expenses of the Term Loan for the 5th Unit. Moreover, Overhead Expenses also significantly increased in 2018-2019 which also affected the EPS.

5 YEAR'S OPERATING AND FINANCIAL DATA

Summary of key operating and financial data of preceding five years and the current year are presented in Annexure I.

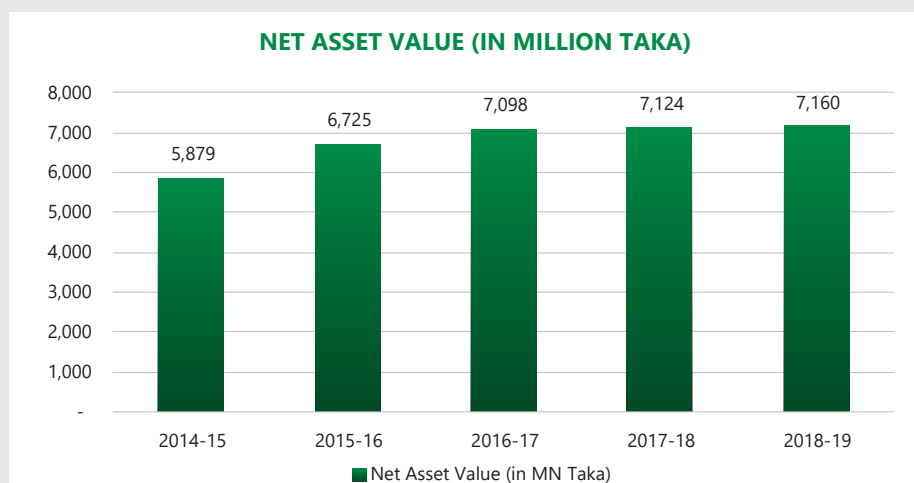
DIVIDEND RECOMMENDATION

Considering the financial results of the Company, the Board of Directors in their meeting held on 27 October 2019 has recommended cash dividend @ 10% i.e. Tk. 1.00 (Taka one) only per share of Tk. 10.00 each aggregating to Tk. 148,500,000 for the year ended 30 June 2019 subject to the approval of the shareholders' in the 25th Annual General Meeting scheduled to be held on 19 December 2019.

The appropriation of the Net Profit earned during the year 2018-2019 is made in the following manner:

Particulars	Amount (Taka)
Undistributed Profit (Carried forward from previous year)	1,824,394,674
Add: Revaluation Reserve and deferred tax liability realized	30,892,387
Total Reserve	1,855,287,061
Add: Net Profit for the year	251,150,155
Total funds available for appropriation	2,106,437,216
Less: Proposed Dividend: Cash Dividend @ 10%	148,500,000
Undistributed Profit (Carried forward to following year)	1,957,937,216

The Board of Directors of M. I. Cement Factory Ltd. is committed to ensure maximization of shareholder's wealth over the long term by adequate returns on the capital invested by them. The graphical view of Net Asset Value (NAV) of last five years of your company is given below:



ATTENDANCE OF THE BOARD MEETING, AUDIT COMMITTEE MEETING AND NOMINATION & REMUNERATION COMMITTEE MEETING

During the year ended 30 June 2019, Board Meeting, Audit Committee Meeting and Nomination & Remuneration Committee (NRC) Meeting were held as per the compliance of the Corporate Governance Code and the attendances of the Directors are shown below:

Board Members	Position	Board Meeting Attendance	Audit Committee Meeting Attendance	NRC Committee Meeting Attendance
Mr. Mohammed Jahangir Alam Non-executive Director	Chairman	12/12	-	-
Alhaj Md. Khabir Uddin Mollah Executive Director (Died on 25 May 2019)	Former Managing Director	8/12	-	-
Mr. Md. Alamgir Kabir Executive Director Member, Audit Committee of the Board (Tenure completed on 6 December 2018)	Vice Chairman	12/12	2/2	-
Mr. Molla Mohammad Majnu Executive Director Member, Audit Committee of the Board (Tenure completed on 6 December 2018)	Managing Director	12/12	2/2	-
Mr. Md. Mizanur Rahman Mollah Non-executive Director Member, Audit Committee of the Board (Re appointed on 6 December 2018) Member, Nomination & Remuneration Committee of the Board (Appointed on 6 December 2018)	Additional Managing Director	10/12	3/4	1/1
Mr. Md. Almas Shimul Non-executive Director Member, Audit Committee of the Board (Appointed on 6 December 2018) Member, Nomination & Remuneration Committee of the Board (Appointed on 6 December 2018)	Director	9/12	2/2	1/1
Mr. Zakir Ahmed Khan Independent Director Chairman, Audit Committee of the Board (Appointed on 6 December 2018)	Independent Director	4/7	2/2	-
Prof. Dr. M. Abu Eusuf Independent Director Chairman, Nomination & Remuneration Committee of the Board (Appointed on 6 December 2018)	Independent Director	6/7	-	1/1
Mr. Golam Mohammad Former Independent Director Chairman, Audit Committee of the Board (Tenure completed on 6 December 2018)	Former Independent Director	5/5	2/2	-
Professor Dr. Shaikh Shamsuddin Ahmed Former Independent Director (Tenure completed on 6 December 2018)	Former Independent Director	3/5	-	-
Mr. Md. Mozharul Islam, FCS	Company Secretary	12/12	4/4	1/1

SHAREHOLDING PATTERN

The Shareholding Pattern of the Company for the period ended 30 June 2019 is shown in Annexure-II.

MANAGING DIRECTOR'S APPOINTMENT

Late Alhaj Md. Khabir Uddin Mollah was appointed as the Managing Director since incorporation of our Company on 31 December 1994. Unfortunately, our beloved and honourable Managing Director breathed his last on 25 May 2019. Mr. Molla Mohammad Majnu has been appointed as the Managing Director of M. I. Cement Factory Ltd. by the Board in its 212th Meeting held on 20 June 2019.

DIRECTOR'S ELECTION AND RE-APPOINTMENT

Pursuant to the provisions of the Companies Act, 1994 and Clause No. 81 of the Articles of Association of the Company one-third of the Directors shall retire by rotation in every Annual General Meeting. Accordingly, 2 (Two) Directors of the Company will retire in the 25th Annual General Meeting. The Retiring Directors are:

1. Mr. Md. Alamgir Kabir
2. Mr. Molla Mohammad Majnu

Being eligible they offer themselves for re-election. A brief profile of the two Directors is disclosed in Annexure-III as per clause 1(5)(xxiv) of BSEC Notification dated 3 June 2018.

DIRECTORS' DECLARATION AS TO FINANCIAL STATEMENTS

The Directors are responsible for the governance of the Company, and as part of preparation and presentation of the financial statements, the Directors confirm, to the best of their knowledge that:

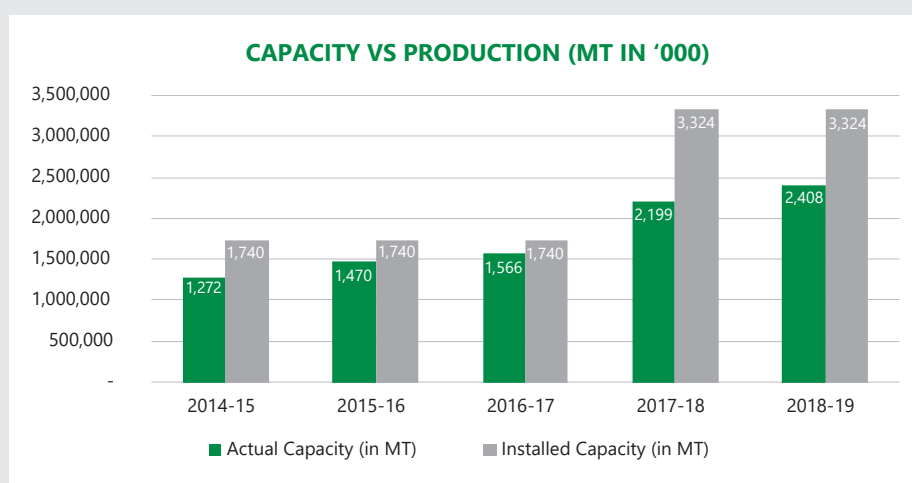
- As per IAS 1 Presentation of Financial Statements, no items of income and expense are to be presented as "extraordinary gain or loss" in the financial statements. Accordingly, recognized in the financial statements.
- The financial statements have been prepared by the Management of the Company, present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper Books of Account of the Company have been maintained.
- 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.
- The 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.
- The 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.
- Based on the available information on the future, the directors consider that the company has the plans and resources to manage its business risks successfully, as it has a diverse range of businesses and remains financially strong. The Board of Directors have made appropriate enquiries and analyzed the significant financial, operating as well as other indicators for enabling them to understand the ability of the company to continue its operations for a foreseeable period. Directors are convinced and have a reasonable expectation that the company has adequate resources to continue its operation consistently for the foreseeable future. Therefore, the company adopted the going concern basis in preparing these financial statements.
- No bonus shares or stock dividend has been declared as interim dividend.
- There is no amount left unutilized of the IPO Fund and no deterioration of the IPO Fund took place during the year under review

COMPANY'S OPERATIONS

The total installed capacity and actual output of the Company for the year ended 30 June 2019 compared to 30 June 2018 was as follows:

Particulars	2018-2019	2017-2018
Installed Capacity (Metric Ton)	3,324,000 MT	3,324,000 MT
Actual Output (Metric Ton)	2,408,302 MT	2,198,822 MT
Capacity Utilization	73%	66%
Growth of actual output in 2018 -2019	9.53%	

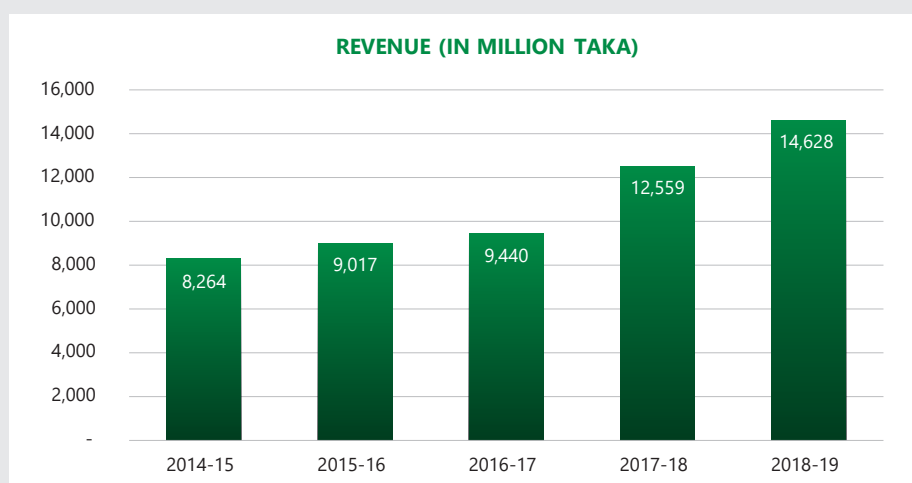
The trend of Production in line with Installed Capacity of last five years is given below:



SALES PERFORMANCE

Over the years the Company enjoyed an increase of its sales revenue. This revenue enhancement is a combination of the superior quality of our products and value-added services, the strength of our distribution channel and the promotional activities adopted by the Company. The quality of our product is rigorously monitored in order to ensure that these exceeds the parameters set in the standards like ISO 9000:2008, Bangladesh Standards & Testing Institution (BSTI) and Bureau of Indian Standards (BIS).

A graphical view of sales performance of last five years is given below:



FINANCIAL RESULTS

The Company's operating and financial results of 2018-2019 as compared to the previous year 2017-2018 are summarized hereunder:

Particulars	2018-2019 Taka	2017-2018 Taka
Revenue	14,628,432,591	12,559,311,599
Cost of Goods Sold	12,698,608,615	10,915,891,226
Gross Profit	1,929,823,976	1,643,420,373
Net Profit (Before Tax)	435,412,444	410,224,858
Net Profit (After Tax)	251,150,155	315,612,768
Total Assets	19,270,753,264	19,713,912,115
Net Asset Value (NAV)	7,160,477,708	7,124,354,456
Net Operating Cash Flow	530,864,255	201,912,899
Earnings Per Share (EPS)	1.69	2.13
NAV Per Share (NAVPS)	48.22	47.98
Net Operating Cash Flow Per Share (NOCFPS)	3.57	1.36
Return on Equity (ROE)	3.51%	4.44 %
Gross Margin	13.19%	13.09%
Net Margin (Before Tax)	2.98%	3.28%
Net Margin (After Tax)	1.72%	2.52%

CSR ACTIVITIES

Your Company recognizes the need for being a responsible corporate citizen. As a part of sustainable development, it takes seriously its corporate social responsibilities. Some of the CSR activities are detailed in Annexure-VIII.

EXPORT

Before 1995, Bangladesh was importing cement. However, export of cement started in the year 2003. The brand that pioneered export was none other than 'Crown Cement', the brand of M. I. Cement Factory Ltd.

Presently exports are also being carried out competing with the product of importing countries. Cement export data says that Crown Cement exported the major portion of the national export volume in cement and significantly contributes to country's economy by earning foreign currency.

By taking a Bangladeshi product beyond the Borders, 'Crown Cement' is the only brand, which has been awarded with National Export Trophy (Gold) twice consecutively for the years 2008-2009 and 2009-2010 and National Export Trophy (Bronze) in the year 2013-2014. During the Financial year 2018-2019 under review we earned foreign exchange to the tune of about Tk. 482.46 million.

INFORMATION TECHNOLOGY (IT)

Information Technology is now recognized as a strong business enabler and a key differentiator for companies. The management of M. I. Cement Factory Ltd. Has prioritized Information Technology by adopting cutting edge technology in IT.

During 2018-2019, Information Technology Department further refined and consolidated the use of SAP S/4HANA based ERP in all its operations.

Keeping in mind the future challenges, establishment of a secondary Data Center or Disaster Recovery (DR) site is one of the major IT initiatives management has planned for the next year.

HUMAN RESOURCES

Human resource is considered the most important resource of an organization compared to other resources of an organization such as human, physical, financial, and information resources. In June 2014, Human Resources Department separately started its journey from HR & Admin Department with three personnel. Now, the organization is manned with ten personnel with the aim to make a people centric organization where employees are motivated to unleash their best performance.

HR department has developed a number of policies and procedures within the whole group. We keep updated the pay scales after continuously scanning the market. We are worked continuously for employee's efficiency development through individual and group training by local & international trainer. We have arranged soft skill, behavioral improvement, technical and job-related trainings within the company, within the country and even outside of the country as per Training Need Assessment (TNA). We started Individual KPI based performance management system and are now monitoring individual KPI along with Departmental and Company KPI in line with budget & target of the company. Online KPI Tracking and Performance Appraisal is planned to be introduced this year which is under process. We have In-house trainer pool for development of soft skills, technical skill and job-related skills.

We are now revamping the annual performance appraisal system to link performance with reward and usher in a performance culture. We will soon start Quarterly Recognition & Reward Program.

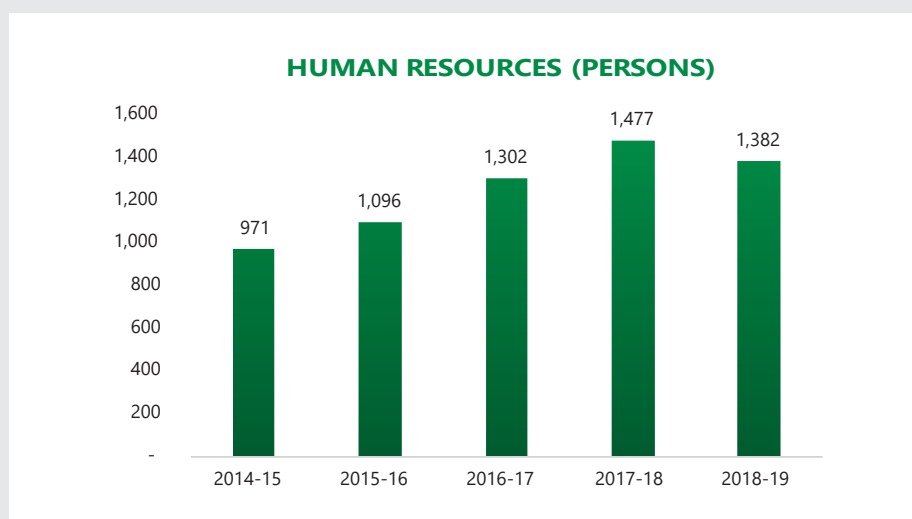
Succession planning is done throughout the company. We have introduced three step Recruitment Process for each level to find out the best for the company. We regularly celebrate individual employee's birthday, Int. Women's Day and Pahela Baishakh programs.

We also work on Employer Branding to introduce Crown Cement to prospective employees. We regularly attend JOB Fairs and Seminars in different public and private universities to guide fresh graduate students on career planning. We offer internship to the students of different institution all over Bangladesh in the Research and Planning Team.

We are in the process of introducing online training portal. We will initiate coaching and mentoring session and will take formal feedback session from Heads of Department. We will ensure 360 Degree feedback for Top talents through 70:20:10 method. We have proposed to do competency-based training program through finding out the individual gap analysis.

We will arrange Health Programs, Blood Donations Club for employee's welfare and will introduce Health Insurance for each & every employee.

The manpower of our Company of last five years is shown to the following graph:



SAFETY, HEALTH AND ENVIRONMENT

We believe that leading environmental, health and safety performance contribute to our competitive strength and benefits our customers, shareholders and employees as well as the environment. The safety of our workforce and the protection of our environment are of primary importance to M. I. Cement Factory Ltd. To protect our employees, the environment and our property; we foster the concept of providing a safe and healthy working environment as a prerequisite to our operations; continuous improvement in minimizing our environmental impacts, preventing pollution and limiting depletion of natural resources; and the on-going reduction of risks at our operating sites.

Environment, Health and Safety is a vital part of Crown Cement's Journey towards sustainable and safe development. Our goal is to ensure "0" Harm to people keeping Health and Safety as a core principal of the business. We believe in visible leadership and accountability for Health and Safety at all levels throughout the organization.

The Company is accountable for prevention of Injuries and Occupational Illness. Injuries and Occupational Illness is being minimized through continuous training and development of all employees. We also provide job specific Personal Protective Equipment (PPE) to all employees and contractors which in turn ensures a strong safety culture.

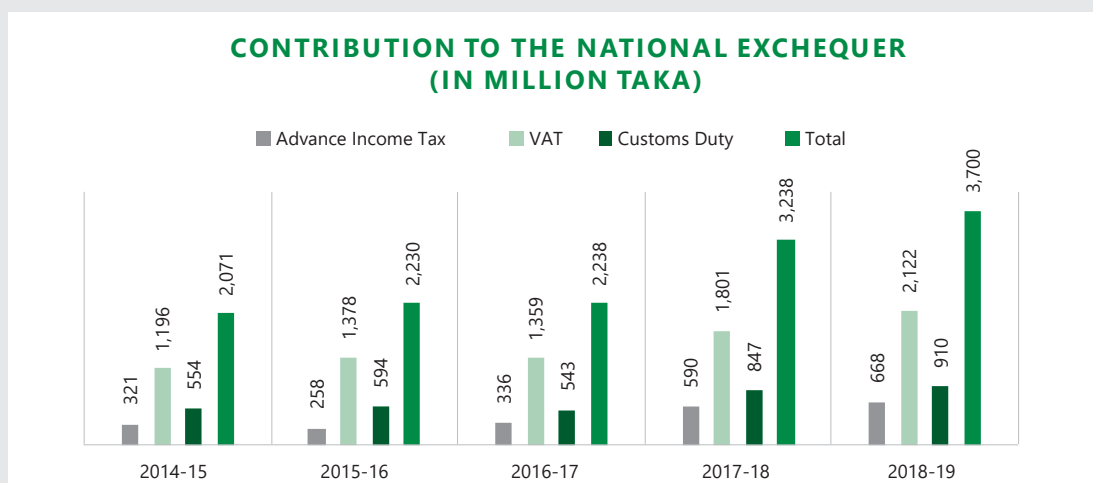
Environment Health and Safety (EHS) is a core value and a foundational pillar at M. I. Cement Factory Ltd. and is of paramount importance in our 24/7 operations. At M. I. Cement Factory Ltd., we believe that all incidents and injuries are preventable. Our goal is to ensure that employees and contractors who works for, or with M. I. Cement Factory Ltd., is not hurt or injured and they return home to their families safely. In order to achieve this, M. I. Cement Factory Ltd. makes significant investments in Health and Safety relating to people, processes and equipment. M. I. Cement Factory Ltd. EHS policy is based on sound principles and includes compliance and applicable national environmental legislation, industry standards and best practices, managing EHS with the same value as all business operations and promoting a positive EHS culture within the company and Bangladesh.

CONTRIBUTION TO THE NATIONAL EXCHEQUER

During the Accounting year ended 30 June 2019, the Company has contributed Tk. 3,700 Million to the National Exchequer through following manner:

Particulars	2014 -15	2015 -16	2016 -17	2017 -18	2018 -19
Advance Income Tax	321	258	336	590	668
VAT	1,196	1,378	1,359	1,801	2,122
Customs Duty	554	594	543	847	910
Total	2,071	2,230	2,238	3,238	3,700

The Contribution to the National Exchequer of your Company of last five years is shown to the following graph:



POST BALANCE SHEET EVENTS

The subsequent events to the Balance Sheet date are as follows:

- The Board of Directors appointed Mr. Masud Khan, FCA, FCMA as Chief Adviser to the Board of the Company in its 214th Board Meeting held on 1 September 2019, before that he was the Chief Executive Officer of the Company.
- The Board of Directors appointed Mr. Md. Mukter Hossain Talukder, FCA as Chief Executive Officer of the Company in its 214th Board Meeting held on 1 September 2019, before that he was the Chief Operating Officer of the Company.
- The Board of Directors recommended a Cash Dividend @ 10% i.e. Tk. 1.00 (Taka one) only per share of Tk. 10.00 each in its 217th Board Meeting held on 27 October 2019.

GOVERNANCE, ETHICS AND ITS COMPLIANCE

Good governance and ethical conduct provide the foundation for everything we do at M. I. Cement Factory Ltd. They help us earn trust, manage risks, foster sustainable growth and build a resilient business. We aim to tackle challenging issues head on, make our communications and processes simple, hold everyone accountable and empower all our employees to do what's right. Our Code of Business Conduct as well as our internal ethics upkeeps and tailored training, helps employees make ethical decisions.

We believe continuous supervision in every business practice is the key to sustain in a leadership role. Therefore, our Company is directed, administered and complied with the set of laws, policies and procedures exerted in Bangladesh Securities & Exchange Commission's (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018; Companies Act, 1994 and the Listing Regulations, 2015 of Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. The Summary of key operating and financial data of preceding five years, Pattern of Shareholding, Management's Discussion and Analysis and MD's & CFO's declaration to the Board for the year ended 30 June 2019 are appended as Annexure- I, II, IV and V respectively. Further, the Corporate Governance Compliance Certificate and Report of Compliance required under the said Guidelines, as provided by M/s. Ahmed Zaker & Co., Chartered Accountants is also annexed to this report as Annexure- VI & VII.

OUR GRATITUDE

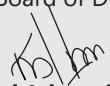
Our performance of the year under review demonstrates the dedication and support to Company by our customers, employees, shareholders and all other stakeholders. In this context, the Board of Directors would like to extend its foremost regards and appreciation to the valued stakeholders of the Company for their continued patronage and guidance to the Company that brought this Company to its heights of success.

We gratefully acknowledge the valuable help and advice that we have always received from our esteemed shareholders, not only during the Deliberations of the Annual General Meeting, but at other times as well. We greatly value the unstinting and ready support and co-operation of our clients and we assure them that it will be our constant endeavour to prove worthy of the trust they have reposed in us. We offer our profound thanks to them and to the growing member of our well-wishers.

We also deeply appreciate the help and co-operation that we have received from the various Ministries, the Government of the People's Republic of Bangladesh, National Board of Revenue (NBR), Bangladesh Investment Development Authority (BIDA), Registrar of Joint Stock Companies and Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC), Central Depository Bangladesh Limited (CDBL), Dhaka Stock Exchange Limited (DSE), Chittagong Stock Exchange Limited (CSE), the Company's Bankers, Insurers and Financial Institutions, Vendors, the Press and Media and other Business Partners and its staff have always been very helpful and their advice and guidance have made it possible for us to run the affairs of the Company smoothly. We would like to express our sincere thanks for extending their helpful hands.

We are proud of the unswerving loyalty and devotion of our staff, whose drive, energy and skill have helped the Company to reach its present position.

On behalf of the Board of Directors


Mohammed Jahangir Alam
 Chairman

Dated, Dhaka
 27 October 2019

পরিচালকমন্ডলীর প্রতিবেদন

৩০ জুন ২০১৯ তারিখে সমাপ্ত বছরের জন্য

এম. আই. সিমেন্ট ফ্যাক্টরী লিমিটেডের পরিচালনা পর্ষদ এর পক্ষ থেকে কোম্পানীর ২৫তম বার্ষিক সাধারণ সভায় (এজিএম) আপনাদেরকে স্বাগতম। আমরা আনন্দের সহিত ৩০ জুন ২০১৯ তারিখে সমাপ্ত অর্থ বছরের জন্য কোম্পানীর পরিচালকবৃন্দের প্রতিবেদনটি আপনাদের সদয় বিবেচনা, অনুমোদন এবং গ্রহণের জন্য পেশ করছি।

কোম্পানী আইন ১৯৯৪ এর রুল ১৮৪, ঢাকা স্টক এক্সচেঞ্জ ও চট্টগ্রাম স্টক এক্সচেঞ্জ এর তালিকাভুক্তি আইন এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি) বিজ্ঞপ্তি নং বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/প্রশাসন/৮০ তারিখ ৩ জুন ২০১৮ তারিখের প্রবিধান অনুযায়ী পরিচালনা পর্ষদের অত্র প্রতিবেদনটি প্রস্তুত করা হয়েছে।

দেশের সিমেন্ট শিল্পের সামগ্রিক পর্যালোচনা এবং সিমেন্ট শিল্পের ভবিষ্যৎ

প্রাপ্ত হালনাগাদ তথ্য অনুযায়ী ২০১৯ সনে দেশে সিমেন্ট শিল্পের সম্প্রসারণ দুই অংকের কোটা অতিক্রম করেছে। এ বৎসর ১০% এর উর্ধ্বে এ শিল্পের প্রসার ঘটেছে। ২০১৮ সনে দেশে সিমেন্টের চাহিদা ছিল প্রায় ৩১ মিলিয়ন টন। চলতি বৎসর এ চাহিদা ৩৪ মিলিয়ন টনে উন্নীত হয়েছে। অপর দিকে সিমেন্ট উৎপাদনে বৃহৎ প্রতিষ্ঠানগুলো তাদের কারখানার উৎপাদন ক্ষমতা ক্রমেই বৃদ্ধি করে চলেছে। দেশের বিভিন্ন সিমেন্ট কোম্পানী উৎপাদন ক্ষমতা ক্রমেই বৃদ্ধি করে চলেছে। দেশে এ শিল্পের উৎপাদন ক্ষমতা প্রায় ৬৮ মিলিয়ন টন। তবে নানা কারণে উৎপাদন ক্ষমতার পূর্ণ ব্যবহার হয় না। তাই কার্যকরী ক্ষমতা ৫৮ মেট্রিক টন আনুমানিকভাবে হিসাব করা হয়েছে। শিল্পকারখানাগুলো তাদের উদ্বৃত্ত উৎপন্ন পণ্য বাজারে প্রবিষ্ট করে পণ্যের মূল্যের উপর নেতিবাচক প্রভাব বিস্তারের চাপ সৃষ্টি করে। তাই উৎপাদন মূল্যের ভিত্তিতে বিক্রয় মূল্য নিরূপণ সম্ভব হয় না।

এ দিকে দেশে সিমেন্টের চাহিদার দিকে দৃষ্টি দিলে দেখা যায় যে, গৃহ নির্মাণ প্রতিষ্ঠানগুলোর নির্মাণ কার্যক্রম স্থিতিশীল অবস্থায় রয়েছে। এর কারণ হলো আমাদের বৈদেশীক মুদ্রা অর্জনকারী শ্রমিক থেকে উল্লেখযোগ্য র‍্যাமிটেন্স প্রাপ্তি একই হারে অব্যাহত রয়েছে। আরো উল্লেখযোগ্য যে বানিজ্যিক ডেভেলপারদের সিমেন্টের চাহিদা উর্ধ্বমুখী রয়েছে, কারণ এখন এই নির্মাণ কার্যক্রম উপজেলা পর্যায়ে বিস্তৃতি লাভ করেছে। যা হোক দেশে সিমেন্টের চাহিদার বৃদ্ধি ঘটেছে। বৃহৎ অবকাঠামোগত নির্মাণ প্রকল্পগুলো থেকে, যেমন রূপপুর পারমানবিক শক্তি সম্বলিত পাওয়ার প্লান্ট, পদ্মা সেতু, ঢাকা নগরীর এলিভেটেড এক্সপ্রেস ওয়ে, ঢাকা মেট্রো রেল, পায়রা গভীর সমুদ্র বন্দর, মিরের সড়াই অর্থনৈতিক জোন, বিশেষ অর্থনৈতিক জোন সমূহ ইত্যাদি প্রকল্পগুলোর নির্মাণ সামগ্রিক চাহিদা উল্লেখ করা যেতে পারে।

অন্যদিকে উৎপাদনমূল্য বৃদ্ধির কারণগুলো লক্ষ্য করলে দেখা যায় কাঁচামাল আমদানীতে জাহাজ ভাড়ার উঠানামার অস্থিতিশীলতা, উপসাগরীয় উদ্বেগপূর্ণ পরিস্থিতি জাহাজ ভাড়া বৃদ্ধির অন্যতম কারণ। এর ফলে সিমেন্টের মূল কাঁচামাল ক্রিংকার এর মূল্য বৃদ্ধি ঘটেছে। সাথে সাথে অন্যান্য কাঁচামাল ফ্লাই এ্যাশ, স্ল্যাগ, জিপসাম ইত্যাদির মূল্যও বৃদ্ধি হয়েছে যথেষ্টভাবে। দেশে টাকা অবমূল্যায়নের ঘটনাও কাঁচামাল বৃদ্ধির কারণ।

আগামী ২০২০ সনের দিকে তাকালে আমরা প্রত্যাশা করতে পারি যে সিমেন্টের চাহিদার বৃদ্ধি দুই অংকের ঘটবে, অপরদিকে উৎপাদন ক্ষমতার বৃদ্ধি বিক্রয়মূল্যের উপর অব্যাহত ভাবে চাপ সৃষ্টি করতে থাকবে।

সিমেন্টের চাহিদা বৃদ্ধির অন্যতম কারণ সরকারী উদ্যোগে বৃহৎ অবকাঠামোর প্রকল্পগুলোর নির্মাণ বাস্তবায়ন। এই প্রকল্পগুলোর মধ্যে উল্লেখযোগ্য হলো মাতারবাড়ি মহেশখালী প্রকল্পে প্রচুর সিমেন্টের চাহিদা। আর চলতি প্রকল্পগুলোতে সিমেন্টের চাহিদাতো রয়েছেই। উৎপাদন মূল্য বৃদ্ধির এক কারণ হিসাবে উল্লেখ করা হয়েছে জাহাজ ভাড়া বৃদ্ধি, যার হ্রাস বৃদ্ধি অনিশ্চিত। অতি সম্প্রতি সল্প সালফার জ্বালানী ব্যবহার ও রিফাইনারীগুলোতে এর আমদানী বৃদ্ধি জাহাজ ভাড়া বাড়িয়ে দেয়ার একান্ত সম্ভাবনা রয়েছে। উৎপাদন মূল্য বর্ধনের আরও কারণ গুলো উল্লেখ করলে বলা যায় টাকার আরও অবমূল্যায়ন, বিদ্যুতের মূল্য বৃদ্ধি, গ্যাসের মূল্য বৃদ্ধি, যা প্রকারান্তরে সিমেন্টের উৎপাদন মূল্য বাড়িয়ে দেবে আর জ্বালানীর মূল্য বৃদ্ধি হলে পরিবহন খরচ বাড়বে যার প্রভাব পড়বে সিমেন্টের মূল্যের উপর। এ সকল পরিস্থিতি বিবেচনা করলে লক্ষ্য করা যায় যে একদিকে যেমন সিমেন্টের চাহিদা বৃদ্ধির সমূহ সম্ভাবনা অপরদিকে উল্লেখিত নানান নেতিবাচক চাপ পড়বে সিমেন্টের বাজারে।

ব্যবসায় ঝুঁকি সমূহ

কোম্পানীকে ব্যবসা পরিচালনায় বহুবিধ ঝুঁকির মোকাবেলা করতে হয়। সিমেন্ট শিল্প ও এর ব্যবসায়িক কর্মকাণ্ডে নানাবিধ ঝুঁকির সম্মুখীন হওয়া ক্রমাগতভাবেই ঘটে, কিন্তু এ কোম্পানী তা অবশ্যজ্ঞারী ভাবে যুক্তিসঙ্গত প্রতিকারের পদক্ষেপ পূর্বাঙ্কে অনুধাবন ও চিহ্নিত করে থাকে।

অতিরিক্ত উৎপাদন ক্ষমতা সংশ্লিষ্ট

দেশের শিল্প কারখানার স্থাপিত উৎপাদন ক্ষমতা চাহিদার তুলনায় অনেক বেশী যা পণ্য বাজারজাতকরণ ও বিক্রয়ে সমস্যার কারণ। ইহা প্রতিষ্ঠানগুলোর মধ্যে অহেতুক অশুভ বিক্রয় প্রতিযোগিতার জন্ম দিচ্ছে। এ সমস্যার মোকাবেলায় আমরা আমাদের পণ্যের মান অক্ষুণ্ন রেখে পণ্যের ব্র্যান্ড ইমেজ সমুজ্জ্বল রাখতে তৎপর থাকি। তাছাড়া আমাদের সুদক্ষ বিক্রয় ও বিপণন জনশক্তি গুণগত মানের ভিত্তিতে আমাদের পণ্যের বাজার তৈরীতে বা বাজার ধরে রাখতে প্রচেষ্টা চালিয়ে যায়।

কারিগরি সংশ্লিষ্ট ঝুঁকি

উৎপাদন প্রক্রিয়া ও সংশ্লিষ্ট শৈল্পিক কারিগরি পদ্ধতি প্রতিনিয়ত পরিবর্তনশীল, ইহা ক্রমেই আইটি নির্ভর প্রকৌশলের দিকে ঝুঁকছে। কোম্পানী এ বিষয়টি বিবেচনায় রেখে তাদের পণ্যের মান উন্নয়নে সবিশেষ তৎপর যা সুলভ পণ্য উৎপাদনে সহায়ক হবে।

বিক্রয় ঝুঁকি

দ্রুত সম্প্রসারণশীল বাজারে প্রতিযোগী কোম্পানীর মোকাবেলায় বাজার আয়ত্বে নেয়ার কলাকৌশল ও সুযোগ কোম্পানী নানাভাবে গ্রহণ করে থাকেন।

পণ্য মূল্য নির্ধারণ ঝুঁকি

সমস্যার উদ্ভব হয় যখন নানা কারণে উৎপাদন ব্যয় বর্ধনের কারণ ঘটলেও বিক্রয় মূল্য বৃদ্ধি করা সম্ভব হয় না। কোম্পানী প্রতিনিয়ত তার উৎপাদন ব্যয় পর্যালোচনা করে থাকে এবং লাভজনক পন্থায় ও প্রণালীতে পণ্য পরিবেশনে তৎপর থাকে। উৎপাদন ব্যয় অতিক্রম করে কিভাবে বাজারে পণ্য পরিবেশিত হবে সে অভ্যুপায় কোম্পানীর বিক্রয়ে নিয়োজিত সুদক্ষ জনশক্তি তাদের কর্মকান্ড পরিচালনা করে থাকে।

সুষ্ঠু পরিচালনা ঝুঁকি

কাঁচামাল সংগ্রহ প্রক্রিয়া এবং উৎপাদন প্রক্রিয়ার সাথে এ ঝুঁকি জড়িত। আপনাদের কোম্পানী এ ব্যাপারটির উপর সুতীক্ষ্ণ দৃষ্টি রাখে। এ বিষয়ে সাফল্যের জন্য কাঁচামাল সরবরাহকারীদের সাথে সৌহার্দপূর্ণ সম্পর্ক বজায় রেখে ব্যবসায়িক চুক্তি সম্পাদন করা হয়। পাশাপাশি সরবরাহকারীদের উপর নির্ভরতা কমাতে এবং প্রতিযোগীতা মূল্যে কাঁচামাল ক্রয়ের জন্য কোম্পানী প্রতিনিয়ত সরবরাহকারীদের তালিকা সম্প্রসারণের কাজটি পর্যালোচনা করে থাকে। একই নীতি অনুসরণ করা হয় কারখানার খুচরা যন্ত্রাংশ সংগ্রহের ব্যাপারেও।

পণ্য মান নিয়ন্ত্রণ ঝুঁকি

কোম্পানীর উন্নয়নের দৃঢ় স্তম্ভ ও ভিত্তি হলো পণ্যের আপসহীন মান রক্ষা করা। কোম্পানী কোন মূল্যেই তার পণ্যের উৎকর্ষ মান নিচু হতে দেয় না। এ জন্য গ্রাহকের কাছে এ পণ্যের গ্রহণযোগ্যতা বজায় থাকে এবং ব্র্যান্ড ইমেজ সুউচ্চে অবস্থান করে। পণ্যের গুণগত মান সুউচ্চে তুলে ধরাই কোম্পানীর আদর্শ ও দর্শন।

বাকীতে বিক্রয় ঝুঁকি

বাকীতে বিক্রয় ও যথা সময়ে বাকী আদায়ে অক্ষমতা নানাবিধ সমস্যার সৃষ্টি করে, কারণ বাকী আদায়ের সাথে সংশ্লিষ্ট গোষ্ঠির দায় পরিশোধ ও কোম্পানীর কর্মকান্ড পরিচালনা বাধাগ্রস্ত ও কোম্পানীর ক্ষতির বিষয়টি জড়িত। এই পাওনা হতে পারে পণ্যের ক্রেতার পাশাপাশি কোম্পানীর বিনিয়োগ থেকেও। এ ঝুঁকি এড়ানোর জন্য কোম্পানী ক্রেডিট পলিসি অনুসরণ করে নির্দিষ্ট সময়ে গ্রাহকদের নিকট বকেয়া আদায়ের জন্য বিপণন ও বিক্রয় বিভাগ দৈনিক ভিত্তিতে বকেয়ার পরিমাণ পর্যবেক্ষণ করে থাকে। পূর্বেই উল্লেখ করা হয়েছে যে, ঝুঁকি এড়ানোর জন্য গ্রাহকদের নিকট হতে জামানত হিসাবে বিভিন্ন ধরনের ইন্সট্রুমেন্ট গ্রহণ করার পলিসি রয়েছে তবে সামাজিক সুসম্পর্ক ও সুবিখ্যাত ব্যবসায়িক প্রতিপত্তি ধারক কিছু গ্রাহক এর কাছ থেকে এ রকম জামানত নেয়া সম্ভব হয় না।

তারল্য ঝুঁকি

তারল্য শক্তি হলো আর্থিক লেনদেনের ক্ষমতা যা অর্থ ব্যয়ের মাধ্যমে কোম্পানীর দায় পরিশোধ করে থাকে এবং যথাসময় সম্পদ আহরণ ও অন্যান্য জরুরী সামগ্রী ক্রয়ের দায় পরিশোধ করতে সক্ষম হয়। কোম্পানীর তারল্য সম্পদ ব্যবস্থাপনা সুষ্ঠুভাবে করাতে বিশেষ তৎপর থাকে যাতে তার প্রয়োজনীয় তারল্য সম্পদ আয়ত্বে থাকে নচেৎ সকল কর্মকান্ড নস্যাত হওয়ার সম্ভাবনা। তারল্য সংকটের কারণে দায় পরিশোধে ব্যর্থ হলে কোম্পানীর সুনাম ক্ষুণ্ণ হওয়ার সম্ভাবনা।

বাজার ঝুঁকি

বাজার ঝুঁকি তখনই সৃষ্টি হয় যখন ভবিষ্যতে কোন আর্থিক ইন্সট্রুমেন্ট এর বিপরীতে প্রাপ্তব্য অর্থ প্রাপ্তিতে মূল্য অনির্দিষ্টভাবে উঠানামা করে। ভবিষ্যতে দায় পরিশোধের ব্যাপারে ও বৈদেশিক মুদ্রার দায় পরিশোধের ব্যাপারে এবং সুদ পরিশোধের ব্যাপারেও বিনিময় মূল্য বা সুদহার প্রতিকূলভাবে পরিবর্তিত হলে ঝুঁকিতে পড়তে হয় এবং অবশ্যম্ভাবী ক্ষতির সম্মুখীন হতে হয়। এই ঝুঁকি সামাল দিতেও কোম্পানীকে অবিস্মৃশ্যকারী ব্যবস্থাপনার আশ্রয় নিতে হয়। বাজার ঝুঁকির কতকগুলো রকম আছে, যথা-

(ক) বৈদেশিক মুদ্রার বিনিময় হার ঝুঁকি

বৈদেশিক মুদ্রায় পরিশোধযোগ্য দায় পরিশোধে যথা উৎপন্ন সময়কালে দায় গ্রহণ ও ভবিষ্যতে দায় পরিশোধ এ রকম ব্যবস্থায় অন্তর্ভুক্তী সময়ে বিনিময় হার প্রতিকূলভাবে পরিবর্তন হতে পারে। কোম্পানীর দীর্ঘমেয়াদী বা স্বল্প মেয়াদী ঋণে বা ভবিষ্যতে পরিশোধযোগ্য ক্রয়ে এরূপ বিনিময় হার পরিবর্তন এর ঝুঁকি অনন্যোপায় হয়ে প্রায়শঃই গ্রহণ করতে হয়।

(খ) সুদ হার প্রতিকূলভাবে পরিবর্তনের ঝুঁকি

ঋণ গ্রহণ ও ঋণের মাধ্যমে সম্পদ (মূলধনী সম্পদ) বা কাঁচামাল আমদানীর ক্ষেত্রে এ ঝুঁকি গ্রহণ করতে হয়। প্রধানতঃ বৈদেশিক ঋণ গ্রহণের ক্ষেত্রে এর সাথে যুক্ত সুদহার 'লাইবর' নির্ধারণ হয়ে থাকে যাহা প্রায়শঃই পরিবর্তনশীল।

(গ) পণ্য ক্রয় বিক্রয়ে ঝুঁকি

এ ঝুঁকির উদ্ভব হয় বাজারে পণ্যের দাম উঠানামাতে যা অনেক সময় রাজনৈতিক পরিস্থিতি নির্ভর। এ ঝুঁকি ক্রয় বিক্রয় উভয় অবস্থাতেই সংঘটিত হতে পারে।

আপনাদের কোম্পানী এ ঝুঁকির প্রতি সজাগ দৃষ্টি রেখে বিভিন্ন উৎস থেকে কাঁচামাল ন্যায্য মূল্যে সংগ্রহের তৎপরতা গ্রহণ করে থাকে। সম্ভব হলে এ অবস্থা এড়ানোর লক্ষ্যে সরবরাহকারীর সাথে স্থির মূল্যে মেয়াদী চুক্তির আশ্রয় গ্রহণ করে।

উৎপাদন খরচ, গ্রস প্রফিট মার্জিন ও নীট মুনাফা

গত ২০১৮-২০১৯ বছরের বিক্রয় হতে আয় পূর্ববর্তী ২০১৭-২০১৮ বছরের তুলনায় ১৬.৪৭% বেশী। এর কারণ হলো বিক্রয়ের পরিমাণ পূর্ববর্তী বছর থেকে আলোচ্য বছরে ৯.১০% বৃদ্ধি পেয়েছে। অপরদিকে উৎপাদন ব্যয় ২০১৮-১৯ বৎসরে ১৬.৩৩% বৃদ্ধি পেয়েছে আগের বছরের তুলনায়। এর প্রধান কারণ হলো ব্যবহৃত কাঁচামালের মূল্য, প্যাকিং খরচ, জ্বালানী খরচ, বিদ্যুৎ খরচ এবং ফ্যাক্টরীর অন্যান্য ওভারহেড খরচ পূর্বতন অবস্থা থেকে অনেক পরিমাণে বৃদ্ধি ঘটেছে, যা ছিল ব্যবস্থাপনার নিয়ন্ত্রণ বহির্ভূত। ২০১৭-২০১৮ বৎসরের শেষার প্রতি আয় ছিল ২.১৩ টাকা কিন্তু ২০১৮-২০১৯ বছরে সংগত কারণে তা ২০.৪২% অবনমন ঘটে ইপিএস দাঁড়িয়েছে ১.৬৯ টাকা। এর কারণ হিসাবে উল্লেখ করা যেতে পারে যে, ২০১৮-১৯ বছরে উৎপাদন ব্যয় ছিল উর্ধ্বমুখী যাহা প্রধানতঃ বিদ্যুৎ খরচ ও অবচয় খরচ হেতু, যা যথাক্রমে ৬.৩৯ কোটি টাকা ও ৬.৯৬ কোটি টাকা পূর্বের বৎসরের তুলনায় বেশী খরচ হয়েছে। আরও উল্লেখ্য যে, উৎপাদন বৃদ্ধির কারণে যন্ত্রপাতির ব্যবহার হয়েছে বেশী, ফলে লুব্রিক্যান্ট জ্বালানীতেই খরচ পূর্বের বৎসরের তুলনায় ১.০০ কোটি টাকা বেশী বৃদ্ধি পেয়েছে।

২০১৭-২০১৮ বছরে গ্রস মুনাফা ছিল ১,৬৪৩.৪২ মিলিয়ন টাকা যা ২০১৮-২০১৯ বছরে ১৭.৪৩% বৃদ্ধি পেয়ে দাঁড়িয়েছে ১,৯২৯.৮২ মিলিয়ন টাকায় কিন্তু সে তুলনায় গ্রস প্রফিট মার্জিনের বৃদ্ধি ঘটেছে মাত্র ০.১১%। পূর্ব বছরের তুলনায় প্রশাসনিক খরচ এবং বিপণন ও বিক্রয় খাতে খরচ যথাক্রমে ০.৬৭% ও ২৫.৮২% বেশী হয়েছে। আমাদের ভিশন ২০২০ কৌশল এর আওতায় আমরা আমাদের “ক্রাউন সিমেন্ট” ব্র্যান্ড সর্বোচ্চভাবে তুলে ধরার নীতি গ্রহণ করেছি। সুতরাং আমাদের সর্বাঙ্গিক প্রয়াস চালিয়েছি আমাদের অগ্রগতি সাধারণের উর্ধ্বে নেয়ার। তাই আমাদের গ্রাহক সেবার মানও উন্নত থাকবে। এ লক্ষ্য বাস্তবায়নের জন্য আমরা ০.৮৫ কোটি টাকা বিজ্ঞাপন ও প্রচার প্রসার কর্মকাণ্ডে বেশী ব্যয় করেছি এবং জনশক্তি বর্ধনের জন্য বেতন ভাতার খাতে ২.৯৪ কোটি টাকা বেশী ব্যয় হয়েছে। অন্যান্য প্রতিযোগীদের মধ্যে যাতে আমাদের গ্রাহক সেবা আরও উন্নত করা যায় সে লক্ষ্যে সুদক্ষ জনশক্তি নিয়োগ দেয়া হয়েছে। অবচয় বাবদ ৫.৬৮ কোটি টাকা খরচ বৃদ্ধির কারণ হলো মূলধনী যন্ত্রপাতি বৃদ্ধি, সম্পদ বৃদ্ধি ইত্যাদি। বান্ধ কেরিয়ার ও আরও যানবাহন ক্রয় খাতে খরচ হয়েছে ৪৩.২৬ কোটি টাকা। বর্তমানে অত্যন্ত প্রতিযোগিতামূলক বাজারে টিকে থাকার জন্য বিক্রয় ও পরিবেশন খাতে, সিমেন্ট সেক্টরে উৎপাদন বৃদ্ধির সাথে সাথে সঙ্গত কারণেই গত বছরের তুলনায় ব্যয় বৃদ্ধি পেয়েছে। অর্থবছর ২০১৭-২০১৮ এর তুলনায় আলোচ্য বছরে আর্থিক ব্যয় বেড়েছে ২০.৫৯ কোটি টাকা, কারণ ৩৮.৬১ কোটি টাকা ঋণ গ্রহণ করে বিনিয়োগ বাড়ানো হয়েছে। একই সময়ের অবস্থা থেকে সিসি, এসওডি এবং ওডি এর ব্যবহার বৃদ্ধির জন্য ব্যয় বৃদ্ধি হয়েছে ৪৮৭.৯২ কোটি টাকা। ২০১৭-২০১৮ অর্থ বছরের তুলনায় স্বল্প মেয়াদী ঋণ ও চলতি মূলধন ঋণে সুদের হারের বৃদ্ধি হয়েছে যথাক্রমে ১.২৪% ও ৩.৬৫%, ক্যাশ ক্রেডিট ও দীর্ঘমেয়াদী ঋণের উপর সুদের হার বৃদ্ধি হয়েছে যথাক্রমে ২% ও ০.২৩%।

তাছাড়া বাংলাদেশ ব্যাংক এক সার্কুলার ইস্যু করে এ বৎসর এম্বইজ ডিউটি আরোপ করেছে যা আরোপিত হবে অপরিশোধিত ও পরিশোধিত উভয় ঋণের উপর। ঋণের অ্যারেজমেন্ট ফি বাবদ ০.৯৩ কোটি টাকা এবং মেয়াদ পূর্ব পরিশোধের জন্য ০.৬৯ কোটি টাকা আমাদের পরিশোধ করতে হয়েছে। বর্ণিত অবস্থার পরিপ্রেক্ষিতে আর্থিক ব্যয় বৃদ্ধি ঘটেছে।

পরিচালন ব্যতীত অন্যান্য ব্যবহৃত আয় বৃদ্ধি পেয়েছে ৪.৪৭ কোটি টাকা যা সহযোগী প্রতিষ্ঠান ক্রাউন সিমেন্ট কনক্রিট এন্ড বিল্ডিং প্রোডাক্টস লিঃ কর্তৃক আনলোডার এর ভাড়া হতে উদ্ভূত।

উপরোক্ত বিবরণের প্রেক্ষিতে প্রণিধানযোগ্য যে, গত বছরের তুলনায় ২০১৮-২০১৯ বছরে নীট মুনাফা (ট্যাঙ্কউত্তর) হ্রাস পেয়েছে ২০.৪২%, ৩১৮.৬১ মিলিয়ন টাকা থেকে অবনমন হয়েছে ২৫১.১৫ মিলিয়ন টাকা।

সম্পর্কযুক্ত পার্টিসমূহের সাথে লেনদেন

আলোচ্য বছরে কোম্পানী তার সম্পর্কযুক্ত অনেকগুলো পার্টির সাথে স্বাভাবিকভাবে আদান প্রদান কার্যক্রম চালিয়েছে। তাদের নাম, সম্পর্ক, প্রকৃতি এবং মূল্য আর্থিক বিবরণীর ৪১ নং নোটে বিধৃত করা আছে।

আলোচ্য বছরের তিনটি ত্রৈমাসিক ও বাৎসরিক আর্থিক বিবরণীর উল্লেখযোগ্য বৈষম্যের ব্যাখ্যা নিম্নে প্রদত্ত হলো:

বিবরণ	প্রথম কোয়ার্টার ২০১৮-১৯	ষান্মাসিক ২০১৮-২০১৯	৩য় কোয়ার্টার ২০১৮-২০১৯	জুলাই'১৮- জুন'১৯
আয়	৩,৩৯০,৭৩৯.৮৭	৬,৯৪৫,০০০.১৩	১০,৯৭৫,১৬৭.৬২	১৪,৬২৮,৪৩২.৫৯
গ্রাস মুনাফা	৪১৩,১০০.৯৫	৮৫৮,৭৪৫.১০	১,৪২৬,৩৯৬.৯৯	১,৯২৯,৮২৩.৯৮
আয়কর পূর্ব মুনাফা	৯২,৬৭৩.৪০	১৫৪,২০৭.৪০	২১০,৯২৯.৪৪	৪৩৫,৪১২.৪৪
বছরের নীট আয়	৬৯,৫০৫.০৫	১১৫,৬৫৫.৫৫	১৫৮,১৯৭.০৮	২৫১,১৫০.১৬
শেয়ার হোল্ডারদের ইকুইটি	৭,১৯৫,৬৪৬.৪৪	৭,০২০,৮৩৩.৮৭	৭,০৬৫,১৬২.৩৪	৭,১৬০,৮২৬.০৪
মোট সম্পদ	২০,৯০৩,৮৭৮.৭২	২১,৬৭২,৩৯৬.৮৩	২১,৬৪৩,৬৫৮.৮৮	১৯,২৭০,৭৫৩.২৬
মোট চলতি সম্পদ	১২,২০৯,৮৮৫.৩৬	১২,৮০৯,০৯৬.০৯	১২,৮৯৮,৪৯০.৪৪	১০,৬২৪,৩২৮.৫৪
মোট চলতি দায়	১০,৮৬৭,৩০৩.০৯	১১,৯৪০,৭৩৩.৭০	১১,৯৮২,৩৬৫.৭২	৯,৬৬৭,৬৩৪.৯৭
কারেন্ট রেশিও	১.১২	১.০৭	১.০৮	১.১০

ভাইসেঞ্জারদের রিমুনারেশন

কোম্পানীর দুইজন পরিচালক যথা - জনাব মোঃ আলমগীর কবির, ভাইস-চেয়ারম্যান ও জনাব মোল্লা মোহাম্মদ মজনু, ব্যবস্থাপনা পরিচালক কোম্পানী পরিচালনায় সার্বক্ষণিক নিয়োজিত রয়েছেন। জনাব আলমগীর কবির বিক্রয় ও বিপণন এবং আর্থিক কর্মকান্ড গুলো দেখভাল করছেন। অপরদিকে জনাব মোল্লা মোহাম্মদ মজনু ফ্যাক্টরীর উৎপাদন ও ফ্যাক্টরী পরিচালনা সামগ্রীকভাবে দেখভাল করছেন। পরিচালকদের রিমুনারেশন, মিটিং এ্যাটেন্ডেন্স ফি ফাইনেন্সিয়াল স্টেটমেন্ট এর নোট নং ২৮.০৫, ৩০.০০ ও ৩১.০০ নোটে বিবৃত করা হয়েছে।

অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা

এম. আই. সিমেন্ট ফ্যাক্টরী লিঃ এ একটি অত্যন্ত সুসংগঠিত অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা বিদ্যমান। ইহা কোম্পানীর আকার, পরিসর ও জটিলতা অনুসারে যাতে অভ্যন্তরীণ কর্মকান্ডগুলো সুচারু ও সুষ্ঠুভাবে নিয়ন্ত্রণে থাকে ও দায়িত্বগুলো ঠিকমত পরিচালিত হয় তদ্বিষয়ে অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা তৈরী করা হয়েছে। অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা এমনভাবে তৈরী যাতে যথাযথ অভ্যন্তরীণ নিয়ন্ত্রণ পালিত হয় এবং সর্বদা একটি চেক এন্ড ব্যালেন্স এর সহাবস্থান থাকে। এ বিষয়ে কর্মকর্তাদের দায়িত্ব সুষ্ঠুভাবে বন্টন করা হয়েছে। ইহা এমনভাবে গঠিত যে, অভ্যন্তরীণ সকল লেনদেন ভালভাবে পরীক্ষা নিরীক্ষা করে ব্যয়ের সঠিকতা ও সুষ্ঠুতা নিরূপণ করা যায় এবং সকল রেকর্ড সঠিকভাবে লিপিবদ্ধ থাকে, সকল সম্পদ নিরাপদ থাকে। হিসাব সংরক্ষণে হিসাব বিজ্ঞানের সকল নীতিমালা অনুসরণ করা হয়। সমূল্যায়নের মাধ্যমে অভ্যন্তরীণ নিরীক্ষা পদ্ধতি প্রতিপালন করা হয়। অভ্যন্তরীণ নিয়ন্ত্রণ নীতি ও পদ্ধতি সময় সময় পুনঃ পর্যালোচনা ও বিবেচনা করা হয়।

যাতে উদ্ভূত পরিস্থিতি ও কর্মকান্ড এবং হিসাব সংরক্ষণ সঠিকভাবে ও যথাযথভাবে হয়, যাতে আর্থিক বিবরণীগুলো হিসাব সংরক্ষণ নীতিমালা অনুসরণ করে বস্তুগত নির্ভুলভাবে প্রণয়ন করা সম্ভব হয়। অভ্যন্তরীণ নিরীক্ষকগণ সদা তদারকি করে থাকেন স্বকীয় দায়িত্বপূর্ণভাবে। এই অভ্যন্তরীণ তদারকি পদ্ধতিগুলোও সময় সময় পর্যালোচনা করা হয় যাতে বিভিন্ন সময়ে উদ্ভূত জটিল সমস্যাগুলির মোকাবেলা করা যায়।

অভ্যন্তরীণ নিরীক্ষা পরিকল্পনাগুলো এরূপভাবে প্রণয়ন করা হয় যাতে প্রতিটি ক্ষেত্রে ঝুঁকির অবস্থান বুঝে কোন্ কোন্ ক্ষেত্রে বিশেষ সাবধানতা অবলম্বন করা প্রয়োজন তা নির্ধারণ করে কর্মপন্থা স্থির হয়। অডিট পরিকল্পনা এ প্রত্যয়গুলো মাথায় রেখেই প্রণয়ন করা হয়। নিরীক্ষা মতামতগুলো এবং সুপারিশসমূহ সংশ্লিষ্ট বিভাগের সাথে আলোচনার মাধ্যমে সম্মত অভিমতানুসারে পদক্ষেপ সন্নিবেশিত হয় এবং পরবর্তীতে সুপারিশগুলোর বাস্তবায়ণে গৃহীত পদক্ষেপ দেখার জন্য ফলো আপ অডিট করা হয়।

এছাড়া পরবর্তীতে বহিঃ নিরীক্ষকগণ কর্তৃক অভ্যন্তরীণ নিরীক্ষা পদ্ধতি ও পরিকল্পনার শুদ্ধতা যাচাই করে এর যথার্থতা নিরূপণ করা হয়। কোম্পানীর একটি শক্তিশালী বাজেট নিয়ন্ত্রণ পদ্ধতি আছে। ইহা বৃহত্তর স্তরে কোম্পানীর অর্থনৈতিক পরিচালনা ও মূলধনী ব্যয়, সকল কিছু নিয়ন্ত্রণের আওতায় থাকে যা সরাসরি মাসিক ভিত্তিতে উর্ধ্বতন ব্যবস্থাপনা কর্তৃপক্ষকে প্রতিবেদন আকারে অবহিত করা হয়। কোম্পানীর একটি অডিট কমিটি আছে যা পরিচালনা পর্ষদ সদস্য সমন্বয়ে গঠিত, তাঁরা কোম্পানীর প্রণয়নকৃত আর্থিক বিবরণীগুলো পর্যালোচনা করে পর্ষদকে অবহিত করেন। এই কমিটির দায়িত্ব ও কর্তব্য বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর কর্পোরেট গভার্ন্যান্স কোড নং ইবাউসি/সিগজজসিউ/২০০৬-১৫৮/২০৭/অফসরহ/৮০ তারিখ ৩ জুন ২০১৮ এর মাধ্যমে নির্দেশিত আছে। এছাড়াও কোম্পানীর পরিচালনা পর্ষদও সময় সময় দায়িত্ব নির্ধারণ করে থাকেন।

বিগত বছরের পরিচালনার ফলাফল থেকে আলোচ্য বছরের পরিচালনার ব্যত্যয় ও পার্থক্য

বার্ষিক আয়

গত বছরের তুলনায় ২০১৮-২০১৯ বছরে বিক্রয় ২০৬.৯১ কোটি টাকা (১৬.৪৭%) বৃদ্ধি হয়েছে। এর কারণ উৎপাদন ক্ষমতার সম্প্রসারণ এবং বিক্রয় ও বিপণন কর্মকাণ্ডে বিভিন্ন সহায়ক পদক্ষেপ গ্রহণ।

কস্ট অব গুডস সোল্ড

ক্লিংকার, জিপসাম, ফ্লাইএ্যাশ এবং স্ল্যাগ ইত্যাদি কাঁচামালের এফ.ও.বি. মূল্য এবং জাহাজ ভাড়ার মূল্য বৃদ্ধি উৎপাদন ব্যয় বাড়ার অন্যতম কারণ।

এর উপর, টাকার মূল্য অবমূল্যায়ন করার বিরূপ প্রতিক্রিয়া ঘটছে। এছাড়া পরিবহন ব্যয় বৃদ্ধি পেয়েছে, বিভিন্ন সড়কে পরিবহন যানবাহনে ভারবাহিতার উপর নিয়ন্ত্রণ আরোপ করার কারণে পরিবহন ব্যয় বৃদ্ধি পেয়েছে। এসব বিরূপ কর্মকাণ্ডের জন্য উৎপাদন ব্যয় বিগত বছর থেকে বৃদ্ধি পেয়েছে ১৭৮.২৭ কোটি টাকা (১৬.৩৩%)। এ ছাড়া ৫ম ইউনিটের মূলধনী যন্ত্রপাতির উপর অবচয় আরোপ করায় ২০১৮-২০১৯ বছরে উৎপাদন ব্যয় হয়েছে আরও উর্ধ্বমুখী।

মোট মুনাফা

আলোচ্য বছরে মোট মুনাফা ১৬.৪৭% হারে বৃদ্ধি ঘটলেও ১৬.৩৩% হারে উৎপাদন ব্যয় বৃদ্ধি প্রায় একই হারে অবনমন ঘটিয়েছে। ফলে বৃদ্ধি দাঁড়িয়েছে মাত্র ১৭.৪৩% যা টাকার অংকে ২৮.৬৪ কোটি টাকা।

পরিচালন মুনাফা

প্রশাসনিক ব্যয় ও বিপণন ব্যয় বেড়েছে যথাক্রমে ০.৬৭% ও ২৫.৮২%। বিবেচ্য বছরে পরিচালন মুনাফার বৃদ্ধি ঘটেছে ১৭.৬১ কোটি টাকা (১৭.৫৯%)।

শেয়ার প্রতি আয়

বিগত বছরের তুলনায় ২০১৮-১৯ বছরে ০.৪৪ টাকা কম হয়েছে কারণ হিসাবে উল্লেখ্য আর্থিক ব্যয়ের উর্ধ্বগতি, যার বৃদ্ধি ঘটেছে ২০.৫৯ কোটি টাকা। এই অংক কম হওয়ার কারণ মূলতঃ সুদের পরিমাণ বৃদ্ধি যা আরোপিত হয়েছে ৫ম ইউনিটের দীর্ঘ মেয়াদী ঋণের উপর। বিভিন্ন উৎপাদন ব্যয় যথেষ্ট পরিমাণে বৃদ্ধি পেয়েছে যার বিরূপ প্রতিক্রিয়া পড়েছে শেয়ার প্রতি মূল্যের উপর।

বিগত ৫ বৎসরের পরিচালন ও আর্থিক পরিসংখ্যান

বিগত পাঁচ বছরের প্রধান পরিচালন ও আর্থিক পরিসংখ্যান এবং বিবেচ্য বছরের অবস্থান সংলাগ-১ এ বিধৃত হয়েছে।

লভ্যাংশ সংক্রান্ত প্রস্তাবনা

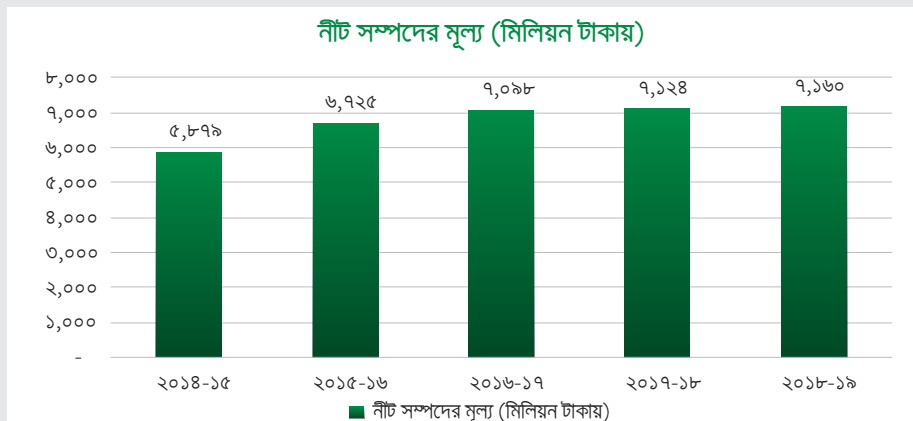
ব্যবসায় আর্থিক প্রবৃদ্ধি বিবেচনা করে কোম্পানীর পরিচালনা পর্ষদ তাঁদের ২৭ অক্টোবর ২০১৯ তারিখের পর্ষদ সভায় ৩০ জুন ২০১৯ তারিখে সমাপ্ত বছরের জন্য ১০% ডিভিডেন্ড অনুমোদন করেছেন অর্থাৎ প্রতি ১০.০০ টাকা অভিজিত মূল্যের শেয়ারের বিপরীতে ১.০০ টাকা মাত্র।

তাতে মোট ডিভিডেন্ড দাঁড়ায় ১৪৮,৫০০,০০০ টাকা যা ১৯ ডিসেম্বর ২০১৯ তারিখে অনুষ্ঠিতব্য ২৫তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারগণ কর্তৃক অনুমোদন সাপেক্ষ।

২০১৮-২০১৯ হিসাব বছরের অর্জিত নীট লাভের বন্টন নিম্নে প্রদর্শিত হলো:

বিবরণ	পরিমাণ (টাকা)
পুঞ্জীভূত লভ্যাংশ (পূর্ববর্তী বছর থেকে)	১,৮২৪,৩৯৪,৬৭৪
যোগ : পুনঃ মূল্যায়নকৃত রিজার্ভ এবং বিলম্বিত করদায়	৩০,৮৯২,৩৮৭
মোট রিজার্ভ	১,৮৫৫,২৮৭,০৬১
যোগ : চলতি বছরের নীট মুনাফা	২৫১,১৫০,১৫৫
বিভাজনযোগ্য তহবিল	২,১০৬,৪৩৭,২১৬
বিয়োগ : প্রস্তাবিত লভ্যাংশ : নগদ লভ্যাংশ ১০% হারে	১৪৮,৫০০,০০০
অবশিষ্ট মুনাফা	১,৯৫৭,৯৩৭,২১৬

কোম্পানীর পরিচালনা পর্ষদ কোম্পানীতে শেয়ারহোল্ডারদের বিনিয়োগকৃত মূলধনের বিপরীতে যথাযথ মুনাফা প্রদানের মাধ্যমে দীর্ঘমেয়াদী শেয়ারহোল্ডারদের সম্পদের বৃদ্ধি ঘটাতে প্রতিজ্ঞাবদ্ধ। নিম্নের গ্রাফে বিগত ৫ বৎসরের নীট সম্পদমূল্য প্রদর্শিত হলো:



বোর্ড মিটিং, অডিট কমিটি মিটিং এবং নমিনেশন এন্ড রেমুনারেশন কমিটি মিটিং এ উপস্থিতির তথ্য

৩০ জুন ২০১৯ তারিখে সমাপ্ত বছরে বোর্ড মিটিং, অডিট কমিটি মিটিং এবং নমিনেশন এন্ড রেমুনারেশন কমিটি (এনআরসি) মিটিং এ উপস্থিতির তথ্য নিম্নে প্রদত্ত হলো, যা কর্পোরেট গভর্ন্যান্স কোড এর নির্দেশনা অনুযায়ী অনুষ্ঠিত হয়েছে :

পর্ষদ সদস্য	পজিশন	বোর্ড মিটিং এ উপস্থিতি	অডিট কমিটি মিটিং এ উপস্থিতি	এনআরসি কমিটি মিটিং এ উপস্থিতি
জনাব মোহাম্মদ জাহাঙ্গীর আলম নন-এক্সিকিউটিভ ডিরেক্টর	চেয়ারম্যান	১২/১২	-	-
আলহাজ্ব মোঃ খবিরউদ্দিন মোল্লা এক্সিকিউটিভ ডিরেক্টর (২৫ মে ২০১৯ তারিখে মৃত্যুবরণ)	সাবেক ব্যবস্থাপনা পরিচালক	৮/১২	-	-
জনাব মোঃ আলমগীর কবির এক্সিকিউটিভ ডিরেক্টর সদস্য, অডিট কমিটি (মেয়াদ ৬ ডিসেম্বর ২০১৮ তারিখে শেষ হয়েছে)	ভাইস চেয়ারম্যান	১২/১২	২/২	-
জনাব মোল্লা মোহাম্মদ মজনু এক্সিকিউটিভ ডিরেক্টর সদস্য, অডিট কমিটি (মেয়াদ ৬ ডিসেম্বর ২০১৮ তারিখে শেষ হয়েছে)	ব্যবস্থাপনা পরিচালক	১২/১২	২/২	-
জনাব মোঃ মিজানুর রহমান মোল্লা নন-এক্সিকিউটিভ ডিরেক্টর সদস্য, অডিট কমিটি (পুনঃ নিযুক্ত ৬ ডিসেম্বর ২০১৮ তারিখে) সদস্য, নমিনেশন এন্ড রেমুনারেশন কমিটি (৬ ডিসেম্বর ২০১৮ তারিখে নিযুক্ত)	অতিরিক্ত ব্যবস্থাপনা পরিচালক	১০/১২	৩/৪	১/১
জনাব মোঃ আলমাস শিমুল নন-এক্সিকিউটিভ ডিরেক্টর সদস্য, অডিট কমিটি (৬ ডিসেম্বর ২০১৮ তারিখে নিযুক্ত) সদস্য, নমিনেশন এন্ড রেমুনারেশন কমিটি (৬ ডিসেম্বর ২০১৮ তারিখে নিযুক্ত)	পরিচালক	৯/১২	২/২	১/১
জনাব জাকির আহমেদ খান স্বতন্ত্র পরিচালক চেয়ারম্যান, অডিট কমিটি (৬ ডিসেম্বর ২০১৮ তারিখে নিযুক্ত)	স্বতন্ত্র পরিচালক	৪/৭	২/২	-
প্রফে. ড. এম. আবু ইউসুফ স্বতন্ত্র পরিচালক চেয়ারম্যান, নমিনেশন এন্ড রেমুনারেশন কমিটি (৬ ডিসেম্বর ২০১৮ তারিখে নিযুক্ত)	স্বতন্ত্র পরিচালক	৬/৭	-	১/১
জনাব গোলাম মোহাম্মদ সাবেক স্বতন্ত্র পরিচালক চেয়ারম্যান, অডিট কমিটি (মেয়াদ ৬ ডিসেম্বর ২০১৮ তারিখে শেষ হয়েছে)	সাবেক স্বতন্ত্র পরিচালক	৫/৫	২/২	-
প্রফে. ড. শেখ শামসুদ্দিন আহমেদ সাবেক স্বতন্ত্র পরিচালক (মেয়াদ ৬ ডিসেম্বর ২০১৮ তারিখে শেষ হয়েছে)	সাবেক স্বতন্ত্র পরিচালক	৩/৫		
জনাব মোঃ মোজাহারুল ইসলাম, এফসিএস	কোম্পানী সেক্রেটারী	১২/১২	৪/৪	১/১

শেয়ারহোল্ডিং প্যাটার্ন

৩০ জুন ২০১৯ তারিখে সমাপ্ত বছরের শেয়ার হোল্ডিং প্যাটার্ন সংলাগ - ৩৩ তে বিবৃত হয়েছে।

ব্যবস্থাপনা পরিচালক নিয়োগ

মরহুম আলহাজ্ব মোঃ খবিরউদ্দিন মোল্লা কোম্পানীর নিবন্ধন তারিখ ৩১ ডিসেম্বর ১৯৯৪ থেকে ব্যবস্থাপনা পরিচালক হিসাবে কার্যরত ছিলেন, আমাদের প্রিয় ও সম্মানিত ব্যবস্থাপনা পরিচালক মহোদয় বিগত ২৫ মে ২০১৯ তারিখে শেষ নিঃশ্বাস ত্যাগ করেন। বোর্ড তার ২১২ সংখ্যক সভায় পরিচালক মোল্লা মোহাম্মদ মজনুকে ব্যবস্থাপনা পরিচালক হিসেবে নিয়োগ প্রদান করেন।

পরিচালক নির্বাচন এবং পুনঃ নির্বাচন

কোম্পানীজ এ্যাক্ট, ১৯৯৪ এর বিধি মোতাবেক এবং কোম্পানীর সংঘ স্মারকের ৮১ ধারা অনুসারে প্রতি বাৎসরিক সাধারণ সভায় চক্রাকারে এক তৃতীয়াংশ পরিচালক অবসরে যাবেন। সে অনুসারে নিম্নোক্ত ২ (দুই) জন পরিচালক অবসর গ্রহণ করবেন :

১. জনাব মোঃ আলমগীর কবির
২. জনাব মোল্লা মোহাম্মদ মজনু

যোগ্য বিধায় তাঁরা পুনঃনির্বাচনের প্রস্তাব করেন। তাঁদের একটি সংক্ষিপ্ত জীবন বৃত্তান্ত সংলাগ-৩৩৩ হিসাবে সংযুক্ত আছে যা বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর ৩ জুন ২০১৮ তারিখের নোটিফিকেশন এর ধারা নং ১(৫)(ঢচওঠ) অনুসরণে বিধৃত আছে।

আর্থিক বিবৃতিতে পরিচালকদের ঘোষণা

কোম্পানীর পরিচালকগণ কোম্পানী পরিচালনার জন্য দায়বদ্ধ, আর্থিক বিবরণীসমূহ প্রস্তুত এবং উপস্থাপনে তাঁরা জ্ঞানতঃ নিশ্চয়তা প্রদান করেন যে-

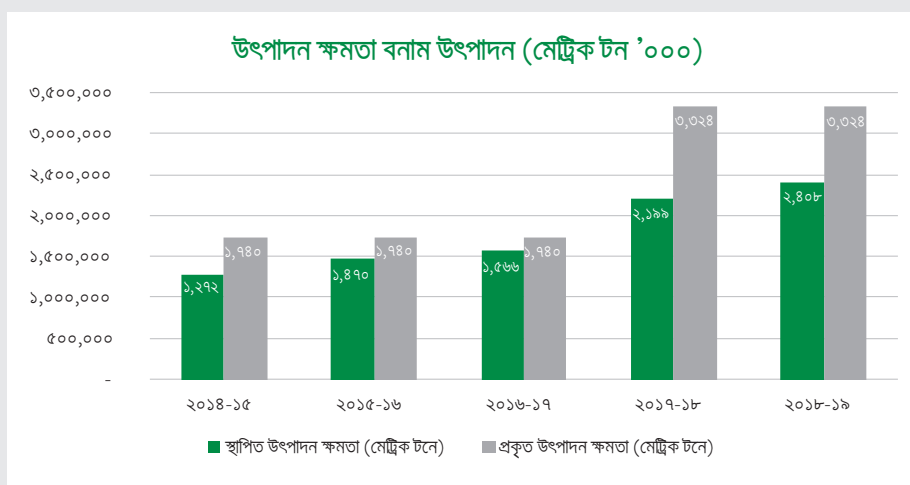
- আইএএস ১ অনুসারে আর্থিক বিবরণীসমূহ প্রস্তুত করা হয়েছে, কোন আয় ও ব্যয় “এক্সট্রা অর্ডিনারী” লাভ বা ক্ষতি হিসাবে দেখানো হয় নাই।
- ব্যবস্থাপনা কর্তৃক আর্থিক বিবরণীসমূহ প্রস্তুত করা হয়েছে অত্যন্ত সততার সাথে ও পরিচালনের ফলাফল যথাযথভাবে সংঘটিত হওয়ার প্রতিফলন ঘটিয়ে ক্যাশ ফ্লো এবং সমমূলধন এর পরিবর্তন সঠিকভাবে বিবৃত করা হয়েছে।
- কোম্পানীর পরিচালন হিসাবগুলি যথাযথ হিসাব বহিতে সংরক্ষণ করা হয়েছে।
- আর্থিক বিবরণীসমূহ প্রস্তুতে যথোপযুক্ত হিসাব নীতিমালা অনুসরণ করা হয়েছে এবং হিসাবগুলি ন্যায্য সঙ্গত ও বিচার বিবেচনা প্রসূতভাবে বিধৃত হয়েছে।
- আর্থিক বিবরণীসমূহ তৈরীতে বাংলাদেশে অনুসৃত আন্তর্জাতিক একাউন্টিং স্ট্যান্ডার্ড বা আন্তর্জাতিক ফাইনেঙ্গিয়াল রিপোর্টিং স্ট্যান্ডার্ড অনুসরণ করে প্রস্তুত করা হয়েছে। এ সংক্রান্ত বিষয়ে কোন বিচ্যুতি ঘটলে তা যথাযথভাবে ব্যক্ত করা হয়েছে।
- সংখ্যালঘু অংশীদারদেরকে নিয়ন্ত্রণকারী সংখ্যাগুরু অংশীদারদের স্বার্থে তাদের কর্তৃক প্রত্যক্ষ বা পরোক্ষ কোন অন্যায় কর্মযোগ থেকে সুরক্ষা করা হয়েছে। এ লক্ষ্যে কার্যকরী প্রতিহত পন্থা গ্রহণ করা হয়েছে।
- প্রাপ্ত তথ্যাদির ভিত্তিতে ভবিষ্যতে কোন ক্ষতিকর ঝুঁকি সফলভাবে সামাল দেওয়ার পরিকল্পনা পরিচালকগণ গ্রহণ করেন। এজন্য কোম্পানী তার সুষ্ঠু নীতি ও সম্পদ ব্যবহার করেন। এ জন্যই কোম্পানী আর্থিকভাবে যথেষ্ট শক্তিশালী।
- পর্ষদ পরিচালকগণ আর্থিক, পরিচালন ইত্যাদি গুরুত্বপূর্ণ উপাদানগুলি বিশ্লেষণ করে কোম্পানীর সক্ষমতা যাচাই করেন আগামী দিনগুলোতে ধারাবাহিকভাবে অগ্রসর হতে। পরিচালকগণ আস্থাবান আগামীতে যুক্তিসংগতভাবে কোম্পানীর কার্যক্রম লাগাতারভাবে চালিয়ে যাওয়ার জন্য কোম্পানীর যথেষ্ট সম্পদ রয়েছে। সুতরাং কোম্পানী ধারাবাহিকভাবে পরিচালিত হবে এই ভিত্তিতে তার আর্থিক বিবরণীসমূহ প্রস্তুত করেছে।
- কোম্পানী কোন অন্তর্বর্তীকালীন বোনাস শেয়ার বা ষ্টক ডিভিডেন্ড ঘোষণা করেনি।
- বিবেচ্য হিসাব বছরে আইপিও ফান্ডের কোন অর্থ অব্যবহৃত রহে নাই।

কোম্পানীর পরিচালন কার্যক্রম

৩০ জুন ২০১৯ তারিখে সমাপ্ত বছরে কোম্পানীর স্থাপিত উৎপাদন ক্ষমতা এবং প্রকৃত উৎপাদন এর সাথে বিগত বছরের তথ্যের তুলনামূলক চিত্র নিম্নে প্রদত্ত হলো :

বিবরণ	২০১৮-২০১৯	২০১৭-২০১৮
সংস্থাপিত উৎপাদন ক্ষমতা (মেঃ টন)	৩,৩২৪,০০০	৩,৩২৪,০০০
প্রকৃত উৎপাদন (মেঃ টন)	২,৪০৮,৩০২	২,১৯৮,৮২২
ব্যবহৃত উৎপাদন ক্ষমতা (%)	৭৩%	৬৬%
২০১৮-২০১৯ বছরে প্রকৃত উৎপাদন এর বর্ধন (%)	৯.৫৩%	

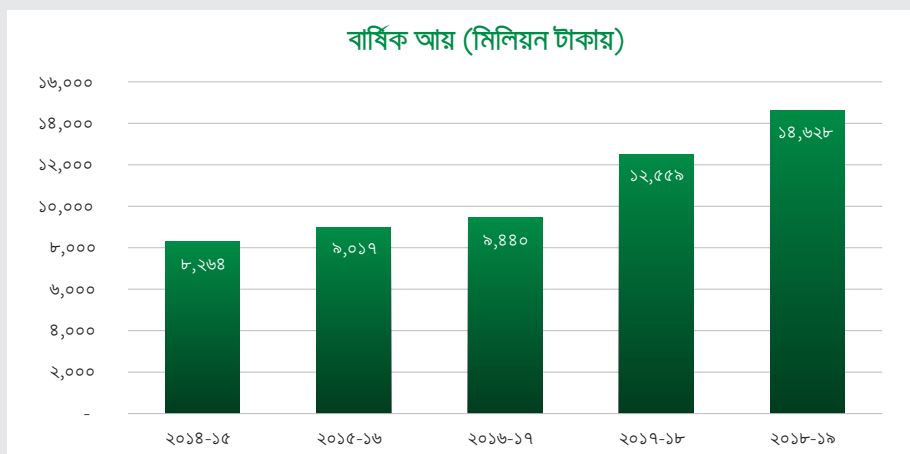
গত ৫ (পাঁচ) বছরে স্থাপিত উৎপাদন ক্ষমতার উৎপাদন ধারা নিম্নে প্রদত্ত হলো :



বিক্রয় কার্যক্রম

সারা বৎসরে কোম্পানী বর্ধিত বিক্রয় রাজস্ব আয় উপভোগ করেছে। এই রাজস্ব বর্ধনে সহায়তা করেছে পণ্যের উন্নত গুণগত মান, গুণ সংযোগকারী গ্রাহকসেবা, শক্তিশালী পরিবেশন চ্যানেল এবং কোম্পানীর গৃহীত প্রমোশনাল কার্যক্রম। পণ্যের গুণগত মান ঠিক রাখতে কঠোরভাবে তদারকি করা হয় যাতে অবলোকন করা হয় যে মানের প্যারামিটারগুলো ISO 9000: 2008, বাংলাদেশ স্ট্যান্ডার্ডস্ এন্ড টেস্টিং ইন্সটিটিউশন ও ব্যুরো অব ইন্ডিয়ান স্ট্যান্ডার্ডস্ এর সংশ্লিষ্ট মানের উর্ধ্বে অবস্থান করে।

গত পাঁচ বছরের বিক্রয়ের গ্রাফিকেল চিত্র নিম্নে প্রদত্ত হলো :



আর্থিক ফলাফল

পূর্ববর্তী ২০১৭-২০১৮ হিসাব বছরের সাথে ২০১৮-২০১৯ এর তুলনামূলক আর্থিক অবস্থা উপস্থাপন করা হলো :

বিষয়	২০১৮-২০১৯	২০১৭-২০১৮
	টাকা	টাকা
বিক্রয়	১৪,৬২৮,৪৩২,৫৯১	১২,৫৫৯,৩১১,৫৯৯
উৎপাদন ব্যয়	১২,৬৯৮,৬০৮,৬১৫	১০,৯১৫,৮৯১,২২৬
মোট মুনাফা	১,৯২৯,৮২৩,৯৭৬	১,৬৪৩,৪২০,৩৭৩
কর পূর্ব নীট মুনাফা	৪৩৫,৪১২,৪৪৪	৪১০,২২৪,৮৫৮
কর পরবর্তী নীট মুনাফা	২৫১,১৫০,১৫৫	৩১৫,৬১২,৭৬৮
মোট সম্পদ	১৯,২৭০,৭৫৩,২৬৪	১৯,৭১৩,৯১২,১১৫
নীট সম্পদ (এনএভি)	৭,১৬০,৪৭৭,৭০৮	৭,১২৪,৩৫৪,৪৫৬
নীট পরিচালন নগদ প্রবাহ	৫৩০,৮৬৪,২৫৫	২০১,৯১২,৮৯৯
শেয়ার প্রতি আয় (ইপিএস)	১.৬৯	২.১৩
শেয়ার প্রতি নীট সম্পদ (এনএভিপিএস)	৪৮.২২	৪৭.৯৮
শেয়ার প্রতি নীট পরিচালন নগদ প্রবাহ	৩.৫৭	১.৩৬
রিটার্ন অন ইকুইটি (আরওই)	৩.৫১%	৪.৪৪ %
গ্রস মার্জিন	১৩.১৯%	১৩.০৯%
নীট মার্জিন (কর পূর্ব)	২.৯৮%	৩.২৮%
নীট মার্জিন (কর পরবর্তী)	১.৭২%	২.৫২%

প্রাতিষ্ঠানিক সামাজিক দায়বদ্ধতা (সিএসআর) সংক্রান্ত কার্যক্রম

আপনাদের কোম্পানী একটি কর্পোরেট নাগরিক হিসাবে সমাজের প্রতি দায়বদ্ধতার স্বীকৃতি জানায়। একটি টেকসই উন্নয়নের অংশ হিসাবে কোম্পানীর কর্পোরেট সামাজিক দায়বদ্ধতা গুরুত্ব সহকারে গ্রহণ করে থাকে। এ ব্যাপারে তার কার্যক্রমের অংশবিশেষ সংলাগ VIII এ বিবৃত হয়েছে।

রপ্তানী

১৯৯৫ পূর্ববর্তী সময়ে বাংলাদেশ সিমেন্ট আমদানীকারক দেশ হিসাবে চিহ্নিত ছিল। ২০০৩ সনে বাংলাদেশ থেকে প্রথম সিমেন্ট রপ্তানী শুরু হয় এবং দেশের রপ্তানী ইতিহাসে বিধৃত এম. আই. সিমেন্ট ফ্যাক্টরী লিঃ সিমেন্ট রপ্তানীর অগ্রপথিক।

বর্তমানে বাংলাদেশের সিমেন্ট ভারতীয় স্থানীয় সিমেন্ট এর বিক্রয়মূল্যের সাথে তীব্র প্রতিযোগিতা করে টিকে আছে। সিমেন্ট রপ্তানী পরিসংখ্যান বলছে, জাতীয় সিমেন্ট রপ্তানীর সিংহভাগ দখল করে আছে ‘ক্রাউন সিমেন্ট’। এভাবে রপ্তানীর মাধ্যমে বৈদেশিক মুদ্রা আয় করে এ কোম্পানী জাতীয় অর্থনীতিতে উল্লেখযোগ্য অবদান রাখছে। রপ্তানীতে অবদানের জন্য ২০০৮-২০০৯ এবং ২০০৯-২০১০ অর্থ বছরে কোম্পানী পর পর ২ (দুই) বার জাতীয় রপ্তানী ট্রফি (স্বর্ণ) এবং ২০১৩-২০১৪ বছরে জাতীয় রপ্তানী ট্রফি (ব্রোঞ্জ) অর্জন করে পুরস্কৃত হয়েছে। বিবেচ্য ২০১৮-২০১৯ অর্থ বছরে কোম্পানী ৪৮২.৪৬ মিলিয়ন টাকা রপ্তানীর মাধ্যমে বৈদেশিক মুদ্রা আয় করেছে।

তথ্য প্রযুক্তি

বর্তমানে উন্নত তথ্য প্রযুক্তি ব্যবহার করে কোম্পানী অন্যদের থেকে পৃথক মান অর্জনকারী হিসাবে গণ্য হয়েছে। এম. আই. সিমেন্ট কোম্পানীর ব্যবস্থাপনা এই তথ্য প্রযুক্তি ব্যবহারের উপর সম্যক গুরুত্ব আরোপ করেছে।

২০১৮-২০১৯ অর্থ বছরে কোম্পানীর তথ্য প্রযুক্তি বিভাগ প্রযুক্তি ভিত্তিক ঝা/অচ ঝা/৪ ঐঅঘঅ এর আরও উন্নয়ন সাধন করেছে এবং প্রতিটি বিভাগ পরিচালনায় উজ্জ্বল ব্যবহৃত হচ্ছে। আগামীর চ্যালেঞ্জ মোকাবেলা করতে ঝা/বপড়হফধু উধঃধ ঈবহঃবং বা উরঃধঃবং জবপড়াবু ঝঃব সংস্থাপন আগামী বছরের জন্য পরিকল্পনা করা হয়েছে।

মানব সম্পদ

একটি কোম্পানীর মানব সম্পদ অত্যন্ত গুরুত্বপূর্ণ সম্পদ হিসাবে গণ্য। ২০১৪ সনের জুন মাসে হিউম্যান রিসোর্স বিভাগ একটি পৃথক বিভাগ হিসাবে কার্যক্রম শুরু করে যা পূর্ববর্তী এইচ আর এন্ড এডমিনিস্ট্রেশন বিভাগ হিসাবে প্রচলিত ছিল। প্রাথমিকভাবে ৩ (তিন) জন জনশক্তি নিয়ে আরম্ভ হলেও বর্তমানে এর জনশক্তি দশ জন। এতে ইহা লোককেন্দ্রিক প্রতিষ্ঠানে পরিণত হয়েছে যেখানে কন্সলিগ তাদের সর্বোৎকৃষ্ট অবদান প্রদানে প্রবুদ্ধ হচ্ছে।

মানব সম্পদ বিভাগ কতকগুলো নীতি ও পদ্ধতি প্রণয়ন করেছেন কোম্পানীর সমগ্র বিভাগের জন্য। বাজার মূল্যসূচীর পর্যালোচনা করে পে-স্কেল হালনাগাদ করা হয়। আমরা ক্রমাগতভাবে কর্মচারীদের দক্ষতা বৃদ্ধির জন্য কাজ করে যাচ্ছি। এ লক্ষ্যে দেশীয় এবং আন্তর্জাতিক প্রশিক্ষক দ্বারা এককভাবে ও যৌথভাবে প্রশিক্ষণের ব্যবস্থা করি। আমরা ব্যবস্থা করছি সফট স্কিল, ব্যবহারিক অবস্থা উন্নয়ন, প্রযুক্তিগত উন্নয়ন এবং বৃত্তি সংশ্লিষ্ট দক্ষতা উন্নয়ন, ইহা অভ্যন্তরীণ ও বহিঃদেশের সাথে কর্ম সম্পাদনেও প্রয়োজন Training Need Assesment (TNA) প্রথা অনুসারে। আমরা একক কচও ভিত্তিক Performance Management System আরম্ভ করেছি। কোম্পানীর বাজেট এবং লক্ষ্যমাত্রা অর্জনে ব্যক্তিগত KPI তৎসহ বিভাগীয় এবং কোম্পানী কচও তদারকি পদ্ধতি চালু করেছি। অনলাইন KPI ট্র্যাকিং এবং Performance Appraisal এ বৎসর চালু করার পরিকল্পনা আছে। আমাদের অভ্যন্তরীণ প্রশিক্ষক পুল আছে যারা সফট স্কিল এবং টেকনিক্যাল স্কিল, জব রিলেটেড স্কিল বৃদ্ধিতে প্রশিক্ষণ দিতে পারবেন।

আমরা বার্ষিক মূল্যায়ন নিরূপণ পদ্ধতি নবরূপে প্রণয়নকল্পে কর্ম সম্পাদনের জন্য পুরস্কার প্রদানের রীতি চালু করেছি যাতে কর্মচারীগণ দক্ষতা বৃদ্ধির জন্য উৎসাহী হয়। আমরা সহসাই ত্রৈমাসিক ভিত্তিক কাজের স্বীকৃতি এবং পুরস্কার প্রদান পদ্ধতি চালু করতে যাচ্ছি।

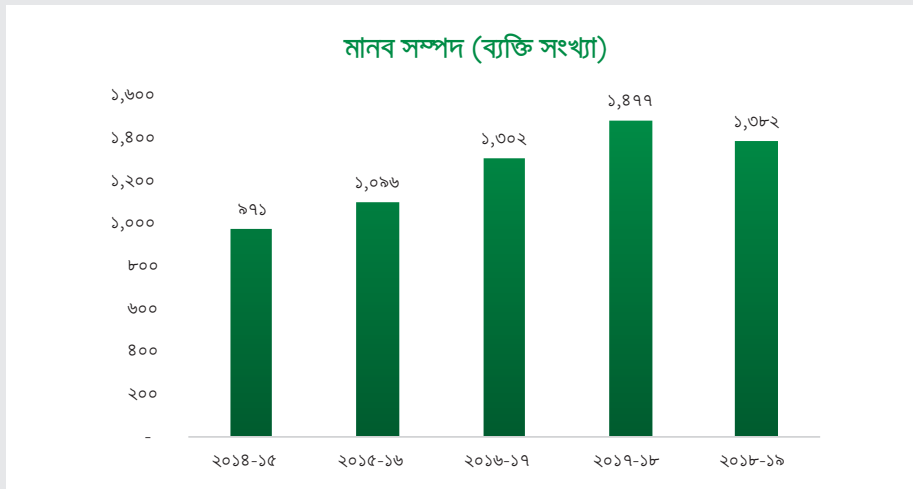
বিভাগীয় কার্যক্রম পরিচালনায় পরবর্তী দায়িত্ব বহনকারী তৈরী করা কোম্পানীর নীতিমালায় অন্তর্ভুক্ত। নিয়োগ পদ্ধতিতে আমরা প্রতিটি পদে তিনটি ধাপ সৃষ্টি করেছি যাতে যোগ্য প্রার্থী নিয়োগ দেয়া যায়। আমরা কর্মচারীদের উৎসাহিত করার জন্য প্রতিটি কর্মচারীর নিয়মিতভাবে জন্মোৎসব পালন করি। তাছাড়া আন্তর্জাতিক নারী দিবস, পহেলা বৈশাখ পালন এসব দিবস পালন অনুষ্ঠান আমাদের নীতিমালায় অন্তর্ভুক্ত।

সম্ভাবনাময় কর্মচারী নিয়োগের জন্য আমরা কোম্পানীর প্রচার করে থাকি, যেমন- নিয়মিতভাবে চাকুরী মেলায় অংশগ্রহণ করা হয়, বিভিন্ন সরকারী ও বেসরকারী বিশ্ববিদ্যালয় ও কলেজে সেমিনার অনুষ্ঠান করা হয় যাতে সদ্য পাশ করা স্নাতক / স্নাতকোত্তরদের কেরিয়ার বেছে নিতে পারে। সারা বাংলাদেশের সদ্য পাশ করা স্নাতকদের নিয়ে আমরা আমাদের রিসার্চ ও প্ল্যানিং টিমে ইন্টার্ন হিসাবে নিয়োগের ব্যবস্থা করে থাকি।

তাছাড়া অনলাইন ট্রেনিং পদ্ধতি উদ্ভাবন করেছি। প্রতিটি বিভাগীয় প্রধান এর তরফ থেকে প্রশিক্ষণের ফলাফল গ্রহণ করা হয়। ৭০:২০:১০ পদ্ধতিতে শীর্ষ মেধাবী বাছাই করা হয়। আমরা প্রতিযোগিতামূলক প্রশিক্ষণের মাধ্যমে দক্ষ কর্মচারী বাছাই পদ্ধতি চালু করেছি।

প্রতিটি কর্মচারীকে সহায়তার জন্য স্বাস্থ্য পরীক্ষা, রক্ত প্রদান ক্লাব, স্বাস্থ্য বীমা ইত্যাদি কর্মসূচীগুলো গ্রহণ করা হয়।

গত পাঁচ বছরের জনশক্তি অবস্থানের একটি গ্রাফ নীচে প্রদত্ত হলো :



জীবন নিরাপত্তা, স্বাস্থ্য ও কর্ম পরিবেশ

আমরা বিশ্বাস করি কর্ম পরিবেশ, স্বাস্থ্য ও ব্যক্তি নিরাপত্তা নিশ্চিতকরণে কোম্পানীর প্রতিযোগিতা শক্তি বৃদ্ধি করবে এবং আমাদের গ্রাহক, শেয়ারহোল্ডার এবং কর্মচারী সকলের জন্য মঙ্গল বহন করবে। কর্মচারীদের নিরাপত্তা ও পরিবেশ সংরক্ষণ এম. আই. সিমেন্ট ফ্যাক্টরী লিঃ এর প্রাথমিক এবং গুরুত্বপূর্ণ দায়িত্ব। আমাদের কার্যক্ষেত্রে কর্ম পরিবেশ আমাদের সম্পদ রক্ষা করার জন্য পরিবেশগত বিরূপ প্রভাব হ্রাস, দূষণ প্রতিরোধ এবং প্রাকৃতিক সম্পদগুলির হ্রাস সীমিত করার লক্ষ্যে আমরা আমাদের ক্রিয়া কলাপের পূর্বশর্ত হিসাবে একটি নিরাপদ এবং স্বাস্থ্যকর পরিবেশ সংরক্ষণ করার জন্য আঙ্গীকারাবদ্ধ।

ক্রাউন সিমেন্টের টেকসই এবং নিরাপত্তা উন্নয়ন এর পথযাত্রায় কর্ম পরিবেশ, স্বাস্থ্য রক্ষা এবং ব্যক্তি নিরাপত্তা রক্ষার নিশ্চয়তা প্রদান কোম্পানীর গুরুত্বপূর্ণ দায়িত্ব। আমাদের ব্যবসার লক্ষ্য ও মূলনীতি প্রতিটি কর্মচারীর স্বাস্থ্য রক্ষা এবং নিরাপত্তা পরিবেশ রক্ষণ নিশ্চিতকরণ যাতে তাদের ক্ষতির পরিমাণ ‘শূন্য’ থাকে। সমগ্র প্রতিষ্ঠানে স্বাস্থ্য রক্ষায় নিরাপত্তা স্থাপনে দায়বদ্ধতা আমাদের পরিদৃশ্যমান নেতৃত্ব নিশ্চিত করবে এটাই আমাদের বিশ্বাস।

কর্মক্ষেত্রে অসুস্থতা নিরসন এবং শারীরিক ক্ষতির প্রতিকারে কোম্পানী দায়বদ্ধ। প্রতিনিয়ত প্রশিক্ষণ ও দক্ষতার উন্নয়ন কর্মসূচী কর্মক্ষেত্রে অসুস্থতাহ্রাসের পন্থা বলে কোম্পানী মনে করে। কাজের সময় প্রতিটি কর্মচারী এবং ঠিকাদারদের জন্য সুরক্ষা যন্ত্রপাতি ব্যবহার কোম্পানীর নীতিমালার অন্তর্ভুক্ত এবং একটি শক্তিশালী সংস্কৃতি।

পরিবেশ স্বাস্থ্য ও নিরাপত্তা (EHS) নিশ্চিতকরণ কোম্পানীর বুনয়াদ স্তরের অন্তর্নিহিত গুণ এবং আমাদের ২৪/৭ পরিচালনার প্রধানতম গুণ। আমরা বিশ্বাস করি আহত হওয়ার প্রতিটি ঘটনাই প্রতিরোধযোগ্য। আমাদের লক্ষ্য প্রতিটি কর্মচারী এবং ঠিকাদারগণ যারা কোম্পানীর কারখানায় কাজ করে তারা যেন কার্যশেষে নিরাপদে তাদের পরিবারে প্রত্যাবর্তন করতে পারে তার নিশ্চয়তা বিধান করা। এটি নিশ্চিত করার জন্য কোম্পানী উল্লেখযোগ্যভাবে নিরাপত্তা রক্ষার জন্য জনবল ও যন্ত্রপাতি সংগ্রহের জন্য যথেষ্ট পরিমাণে বিনিয়োগ করে থাকে। তাই বলা যায়, এম. আই. সিমেন্ট ফ্যাক্টরী লিঃ এর EHS সুষ্ঠু নীতিমালার ভিত্তিতে প্রতিষ্ঠিত। ইহা কোম্পানীর সংস্কৃতির অন্তর্ভুক্ত।

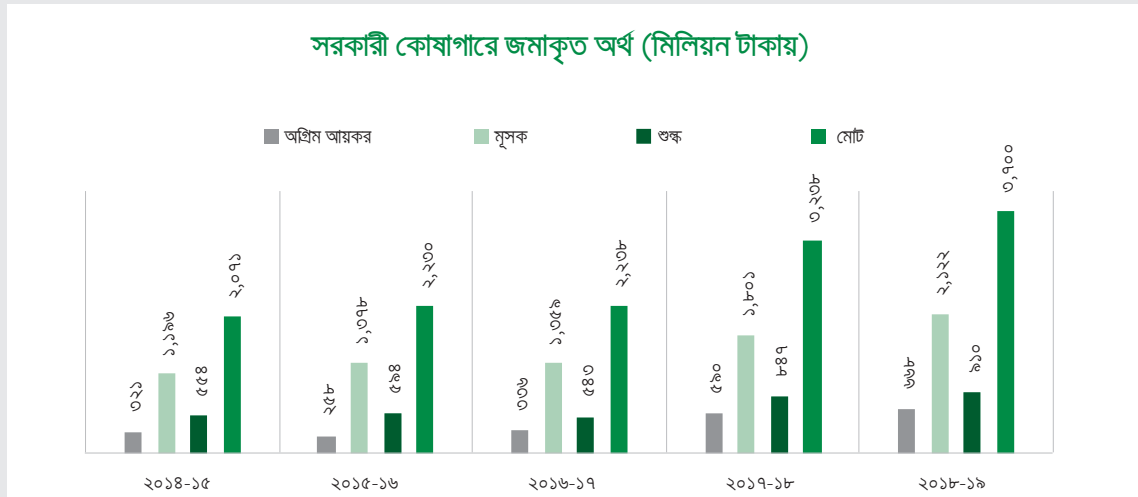
জাতীয় অর্থ ভাণ্ডারে আর্থিক অবদান :

৩০ জুন ২০১৯ অর্থ বছরে কোম্পানী ৩,৭০০ মিলিয়ন টাকা জাতীয় অর্থ ভাণ্ডারে জমা করেছে, যার বিস্তারিত বিবরণ নিম্নরূপ :

বিবরণ	২০১৪-১৫	২০১৫-১৬	২০১৬-১৭	২০১৭-১৮	২০১৮-১৯
অগ্রিম আয়কর	৩২১	২৫৮	৩৩৬	৫৯০	৬৬৮
মূলক	১,১৯৬	১,৩৭৮	১,৩৫৯	১,৮০১	২,১২২
শুল্ক	৫৫৪	৫৯৪	৫৪৩	৮৪৭	৯১০
মোট	২,০৭১	২,২৩০	২,২৩৮	৩,২৩৮	৩,৭০০

বিগত পাঁচ বছরে জাতীয় অর্থ ভাণ্ডারে কোম্পানীর জমাকৃত অর্থের তথ্য নিম্নে গ্রাফের মাধ্যমে উপস্থাপন করা হলোঃ

জাতীয় অর্থ ভাণ্ডারে জমাকৃত অর্থ (মিলিয়ন টাকায়)



ব্যালেন্স শীট উত্তর ঘটনাবলী

ব্যালেন্সশীট প্রস্তুতের পরবর্তী ঘটনাসমূহ নিম্নরূপ :

- পরিচালনা পর্ষদ ১ সেপ্টেম্বর ২০১৯ তারিখে অনুষ্ঠিত ২১৪তম সভায় জনাব মাসুদ খান, এফসিএ, এফসিএমএ কে কোম্পানীর পরিচালনা পর্ষদ এর প্রধান উপদেষ্টা হিসাবে নিয়োগ দিয়েছেন। এর পূর্বে তিনি ১ নভেম্বর ২০১৭ তারিখ হতে কোম্পানীর প্রধান নির্বাহী কর্মকর্তা হিসাবে নিয়োজিত ছিলেন।

- পরিচালনা পর্ষদ ১ সেপ্টেম্বর ২০১৯ তারিখে অনুষ্ঠিত ২১৪ তম পর্ষদ সভায় জনাব মোঃ মোজার হোসেন তালুকদার, এফসিএ কে প্রধান নির্বাহী কর্মকর্তা হিসাবে নিয়োগ দিয়েছেন। এর পূর্বে তিনি ১৭ ফেব্রুয়ারী ২০১৯ তারিখ হতে কোম্পানীর প্রধান পরিচালন কর্মকর্তা হিসাবে নিয়োজিত ছিলেন।
- পরিচালনা পর্ষদ ২৭ অক্টোবর ২০১৯ তারিখে অনুষ্ঠিত ২১৭ তম পর্ষদ সভায় ১০% অর্থাৎ প্রতিটি ১০.০০ টাকা অভিহিত মূল্যের শেয়ারের বিপরীতে ১.০০ টাকা হিসেবে নগদ লভ্যাংশ ঘোষণা করেছেন।

গভর্ন্যান্স, নৈতিকতা এবং তার পরিপালন

সুশাসন এবং নৈতিক আচরণ এম. আই. সিমেন্ট ফ্যাক্টরি লিমিটেডের সকল কর্মকাণ্ডের ভিত্তি। ইহা বিশ্বাস, ঝুঁকি ব্যবস্থাপনা, স্থিতিশীল বিস্তার এবং ক্রমিক ব্যবসা প্রসারে সহায়তা প্রদান করে। নীতিমালা হলো চ্যালেঞ্জিং ইস্যুর মুখোমুখি সংগ্রাম করা, আমাদের আদান-প্রদান ও যোগাযোগের সহজ পদ্ধতি অনুসরণ, সবার জন্য জবাবদিহিতা এবং কর্মকর্তা-কর্মচারীদেরকে সাবিক কর্মপন্থা অনুসরণের সাহস প্রদান। আমাদের ব্যবসায়িক নৈতিকতার পাশাপাশি নিজস্ব নৈতিকতা, নীতিগত প্রশিক্ষণ কর্মকর্তা-কর্মচারীদের নৈতিকভাবে সিদ্ধান্ত নিতে সাহস যোগায়। আমাদের কাজের দায়িত্ব পালনে ক্রমাগত তত্ত্বাবধান করার পদ্ধতি, অনুসরণ করার আচরণ, নেতৃত্ব গ্রহণে সহায়তা করে।

সুতরাং আমাদের কোম্পানীর দায়িত্বশীল কর্মকর্তাগণ নির্দেশ প্রদান করেন ও প্রশাসন পরিচালনা করেন লিখিত প্রনয়নকৃত আইন, নীতি এবং নির্ধারিত পদ্ধতি অনুসরণ করে যা বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) বিজ্ঞপ্তি নং: বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/প্রশাসন/৮০ তারিখ ৩ জুন ২০১৮, কোম্পানি আইন, ১৯৯৪ এবং ঢাকা এবং চিটাগং স্টক এক্সচেঞ্জ এর লিস্টিং রেগুলেশনস, ২০১৫ নির্দেশিকাগুলিতে নির্ধারণ করা হয়েছে। আলোচ্য অর্থ বছর তথা ৩০ জুন ২০১৮ হিসাব বছরের জন্য পরিচালকদের ঘোষণাপত্র, শেয়ারধারণের পরিমাণ ও ধরণ এবং পর্ষদের প্রতি ব্যবস্থাপনা পরিচালক এবং সি.এফ.ও. এর ঘোষণাপত্র পরিশিষ্ট- I, II, IV এবং V এ ধরাবাহিকভাবে সংযুক্ত করা হয়েছে। অধিকন্তু, মেসার্স একনবিন, চার্টার্ড একাউন্ট্যান্টস্ কর্তৃক প্রদত্ত কর্পোরেট গভর্ন্যান্স কমপ্লায়েন্স প্রতিবেদন এবং কর্পোরেট গভর্ন্যান্স কমপ্লায়েন্স সার্টিফিকেট এই প্রতিবেদনের সাথে পরিশিষ্ট VI এবং VII এ সংযুক্ত করা হয়েছে।

আমাদের কৃতজ্ঞতা প্রকাশ

আমাদের এই আলোচ্য বৎসরের প্রশংসিত কার্যক্রম বা ব্যবসায়িক অর্জন বিভিন্ন সংগঠন, প্রতিষ্ঠান ও ব্যাক্তিবর্গের সানুগ্রহ ও প্রশংসিত সাহায্য ও সহযোগিতার সমন্বিত ফলশ্রুতি ও প্রতিফলন। প্রথমেই আমরা স্মরণ করছি আমাদের সম্মানিত গ্রাহকদের এবং সঙ্গে সঙ্গে আমাদের কর্মকর্তা-কর্মচারীদের অক্লান্ত শ্রম, সহায়তা প্রদানকারী শেয়ারহোল্ডার এবং অন্যান্য স্টেকহোল্ডারদের। এই প্রসঙ্গেই আমাদের পরিচালনা পর্ষদ শ্রদ্ধা জ্ঞাপন করছেন, আমাদের সম্মানিত স্টেকহোল্ডারদের তাঁদের অশেষ সমর্থন, সুবিজ্ঞ দিক-নির্দেশনার জন্য যার কার্যকারিতা কোম্পানীর প্রশংসিত সাফল্য অর্জনে সহায় হয়েছে।

আমরা কৃতজ্ঞ চিত্তে আমাদের সম্মানিত শেয়ারহোল্ডারগণের অমূল্য সহায়তা স্মরণ করছি, যা শুধু বাৎসরিক সাধারণ সভা পরিচালনায়ই সহায়তা করেনি বরং অন্যান্য ক্ষেত্রেও তাদের সাহায্য পেয়েছি। আমরা মহামূল্য মনে করি আমাদের সম্মানিত গ্রাহকগণের সহায়তা, সাহায্য এবং যে বিশ্বাস ও আস্থা তাঁরা আমাদের উপর অর্পণ করেছে। আমাদের শুভাকাঙ্ক্ষীদের প্রতি অন্তরের গভীর থেকে ধন্যবাদ জ্ঞাপন করছি।

আমরা আন্তরিক কৃতজ্ঞতা জ্ঞাপন করছি গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের সকল মন্ত্রণালয়ের প্রতি, জাতীয় রাজস্ব বোর্ড, বাংলাদেশ বিনিয়োগ উন্নয়ন কর্তৃপক্ষ, রেজিষ্ট্রার অব জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, সেন্ট্রাল ডিপোজিটরী বাংলাদেশ লিমিটেড, ঢাকা স্টক এক্সচেঞ্জ লিঃ, চিটাগং স্টক এক্সচেঞ্জ লিঃ, কোম্পানীর সকল ব্যাংকার, বীমাকারী প্রতিষ্ঠানসমূহ, আর্থিক প্রতিষ্ঠানসমূহ, ভেভরস্, প্রেস ও বিভিন্ন মিডিয়া এবং সকল ব্যবসায়িক পার্টনার ও তাদের কর্মকর্তা-কর্মচারীদের যাদের কাছ থেকে অফুরন্ত সাহায্য সহযোগিতা পেয়েছি। যাদের ছাড়া এ কোম্পানী সুচারুরূপে পরিচালনা করা সহজতর হতো না। এ ছাড়াও অসংখ্য সাহায্য ও শুভাকাঙ্ক্ষীদের সহায়তা পেয়েছি। সকলের প্রতি রইল আমাদের অফুরন্ত ভালবাসা ও শ্রদ্ধা।

সবশেষে কিন্তু কৃতজ্ঞতায় উর্ধ্ব, আমাদের গর্ব আমাদের কর্মকর্তা-কর্মচারীদের প্রতি যাদের অক্লান্ত কর্ম সম্পাদন শক্তি সংযোগ কর্মকুশলতা এ কোম্পানীকে বর্তমান সাফল্যের শীর্ষে অবস্থান করতে সহায়তা করেছে।

তারিখ

২৭ অক্টোবর ২০১৯

পরিচালনা পর্ষদের পক্ষে

(মোহাম্মদ জাহাঙ্গীর আলম)

চেয়ারম্যান



ANNEXURE-I**SUMMARY OF KEY OPERATING AND FINANCIAL DATA OF PRECEDING FIVE YEARS AND THE CURRENT YEAR****Income and Expenses**

(Taka in '000)

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Revenue	14,628,433	12,559,312	9,439,820	9,016,549	8,264,241	7,990,643
Gross Profit	1,929,824	1,643,420	1,610,438	1,659,355	1,413,692	1,258,915
Operating Profit	1,177,413	1,001,290	1,109,777	1,196,135	984,673	937,105
Net Profit Before Tax	435,412	410,225	859,884	980,009	856,236	889,076
Net Profit After Tax	251,150	315,613	661,079	744,248	648,851	674,389
Earnings Per Share (Taka)	1.69	2.13	4.45	5.01	4.37	4.54

Assets and Liabilities

(Taka in '000)

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Assets						
Non-Current Assets	8,348,174	8,142,906	7,582,097	5,416,696	4,210,152	4,018,305
Intangible Asset	41,908	34,530	-	-	-	-
Investment in Associate Companies	256,342	232,155	198,585	133,919	96,956	57,655
Current Assets	10,624,329	11,304,321	10,138,765	8,609,003	7,754,595	7,271,046
Total Assets	19,270,753	19,713,912	17,919,447	14,159,619	12,061,703	11,347,005
Equity and Liabilities						
Shareholders' Equity	7,160,478	7,124,354	7,097,795	6,724,824	5,879,330	5,675,411
Liabilities						
Non-Current Liabilities	2,442,641	2,760,000	2,448,881	713,546	838,392	1,278,308
Current Liabilities & Provision	9,667,635	9,829,558	8,372,771	6,721,249	5,343,981	4,393,286
Total Liabilities	12,110,276	12,589,558	10,821,652	7,434,795	6,182,373	5,671,594
Total Equity and Liabilities	19,270,753	19,713,912	17,919,447	14,159,619	12,061,703	11,347,005

ANNEXURE-II

PATTERN OF SHAREHOLDING

(a) Parent/Subsidiary/Associated Companies and other related parties (name wise details): Not applicable.

(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their Spouses and Minor Children (name-wise details):

Name	Position	No. of Shares		
		Self	Spouse	Minor Children
Mr. Mohammed Jahangir Alam	Chairman	23,024,925	Nil	N/A
Mr. Molla Mohammad Majnu	Managing Director	12,127,500	N/A	N/A
Mr. Md. Alamgir Kabir	Director	14,397,075	Nil	Nil
Mr. Md. Mizanur Rahman Mollah	Director	12,127,500	Nil	N/A
Mr. Md. Almas Shimul	Director	7,276,500	Nil	Nil
Alhaj Md. Khabir Uddin Mollah	Former Managing Director (Died on 25.5.2019)	23,388,750	Nil	N/A
Mr. Zakir Ahmed Khan	Independent Director	Nil	Nil	N/A
Prof. Dr. M. Abu Eusuf	Independent Director	Nil	Nil	Nil
Mr. Md. Mukter Hossain Talukder, FCA	Chief Executive Officer	Nil	Nil	Nil
Mr. Md. Mozharul Islam, FCS	Sr. GM & Company Secretary	Nil	Nil	Nil
Mr. Md. Ziaul Alam, FCA	Head of Internal Audit and Compliance	Nil	Nil	Nil
Mr. Md. Abdul Kayum, FCMA	Chief Financial Officer (Current Charge)	Nil	Nil	Nil

(c) Executives (top five salaried employees other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance):

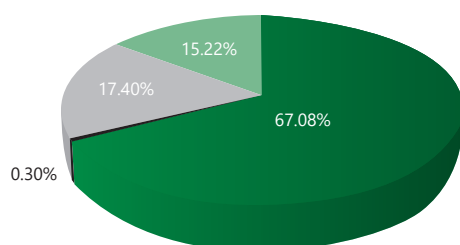
Name	No. of Shares
Executives	Nil

Shareholders holding ten per cent (10%) or more voting interest in the Company (name wise details):

Name	Position	No. of Shares
Mr. Mohammed Jahangir Alam	Chairman	23,024,925
Alhaj Md. Khabir Uddin Mollah	Former Managing Director (Died on 25.5.2019)	23,388,750

SHAREHOLDING COMPOSITION OF THE MEMBERS (AS AT 30 JUNE 2019)

■ Sponsors and Director ■ Foreigners ■ Institute ■ General Public



Category of Shareholders	No. of Shares	% of Shares
Sponsors and Directors	99,618,750	67.08%
Foreigners	441,668	0.30%
Institute	25840166	17.40%
General Public	22,599,416	15.22%

ANNEXURE-III

RESUME OF APPOINTED/RE-APPOINTED DIRECTORS

Directors' profile who seek re-appointment

Mr. Md. Alamgir Kabir

Vice Chairman

Mr. Md. Alamgir Kabir having educational background of MBA in Marketing is a Sponsor Director and at present holding the position of the Vice Chairman in the management of the Company. Having about three decades of business experience in both trading and manufacturing sectors, he has proved his wisdom and leadership in business. At present he is the Chairman of GPH Ispat Limited. He holds the position of the Managing Director of Crown Cement Concrete and Building Products Limited.

He is also the Director of Premier Cement Mills Limited, Premier Power Generation Limited, Crown Power Generation Limited, Crown Polymer Bagging Limited, Crown Mariners Limited, Crown Transportation and Logistics Limited, GPH Power Generation Limited, GPH Ship Builders Limited, GPH Steels Limited, GPH Engineers & Development Limited, Jahangir & Others Limited, Chittagong Capital Limited, Indo Steel Re-Rolling Industries Limited and National Cement Mills Limited and actively participating in their management.

He is also running his trading house, engaged in trading of cement and other construction materials. He is also associated with some limited companies engaged in trading with his brothers. Besides success in business Mr. Kabir has also been proving his commitment to the society by attaching himself in Social activities like:

- Member, Army Golf Club
- President, Munshiganj Unnayan Forum
- Life Member, Bangladesh Red Crescent Society.

Mr. Molla Mohammad Majnu

Managing Director

Mr. Molla Mohammad Majnu is a Sponsor Director and Managing Director of M. I. Cement Factory Limited. He obtained Master's Degree in Science from Dhaka University. He is an active partner running Iodized Salt processing units namely M. M. Salt Industries Limited and Molla Salt (Triple Refined) Industries Limited and marketing the product in the name of "Molla Salt.", a household name. He is the Chairman of Crown Cement Concrete and Building Products Ltd. and also the Managing Director of Crown Transportation and Logistics Ltd. & Crown Mariners Ltd. He is the Director of Crown Power Generation Ltd., Crown Polymer Bagging Ltd. and Beta One Investment Ltd. He is the highest Tax Payer of Narayanganj District for the consecutive last 5 (Five) years.

ANNEXURE IV**MANAGEMENT'S DISCUSSION AND ANALYSIS**

In compliance with the Condition No. 5(xv) of the Corporate Governance Code as issued by BSEC vide its notification dated 3 June 2018, a brief Management analysis is given on company's position on the operations and financial statements focusing, in particular, on the following issues:

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

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules, 1987, and other applicable laws and regulations in Bangladesh. The Cash flows from operating activities are prepared under direct method as prescribed by the Securities and Exchange Rules, 1987.

The financial statements have been prepared on a historical cost basis, except for debt and equity financial assets and contingent consideration that have been measured at fair value. The financial statements provide comparative information in respect of the previous period.

In January 2018, the Institute of Chartered Accountants of Bangladesh (ICAB) has adopted International Financial Reporting Standards issued by the International Accounting Standards Board as IFRSs. As the ICAB previously adopted such standards as Bangladesh Financial Reporting Standards (BFRS) without any modification, this recent adoption will not have any impact on the financial statements of the Company going forward. A number of new standards and amendments to standards are effective for annual periods beginning on or after 1 July 2018 and earlier application is permitted.

Details of the significant accounting policies is available in Note No. 3 of the Financial Statements.

(b) Changes in accounting policies and estimation

The Company applied IFRS 15 and IFRS 9 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2018, but do not have an impact on the financial statements of the Company. The Company has not adopted any standards, interpretations or amendments that have been issued, but are not yet effective.

The financial effect of adopting IFRS 15 and IFRS 9 as at 1 January 2018 is depicted in Note 3 of the financial statements.

(c) comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediately preceding five years explaining reasons thereof has been described below:

(Taka in '000)

Financial Results	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Revenue	14,628,433	12,559,312	9,439,820	9,016,549	8,264,241	7,990,642.61
Gross Profit	1,929,824	1,643,420	1,610,438	1,659,355	1,413,692	1,258,915.20
Profit Before Tax	435,412	410,225	859,884	980,009	856,236	889,075.78
Net profit for the year	251,150	315,613	661,079	744,248	648,851	674,389.47
Shareholders' Equity	7,160,478	7,124,354	7,097,795	6,724,824	5,879,330	5,675,411.01
Total Assets	19,270,753	19,713,912	17,919,447	14,159,619	12,061,703	11,347,005.46
Total Current Assets	10,624,329	11,304,321	10,138,765	8,609,003	7,754,595	7,271,045.79
Total Current Liabilities	9,667,635	9,829,558	8,372,771	6,721,249	5,343,981	4,393,286.08
Current ratio (Time)	1.10	1.15	1.21	1.28	1.45	1.66

The Company's gross turnover for the year 2019 increased by 16.47% to BDT 20.69 Crore. This growth was principally driven by stepped up activities in the sales and marketing front and price increase. The profit before tax, which increased by 6.14% to BDT 25.19 lac, reflects the impact of volume and price increases, coupled with cost savings initiatives such as productivity improvement, machine utilization and operational loss reduction. Due to higher tax expenditure, your Company has faced decrease by 20.42% in profit after tax to BDT 6.44 Crore during the year.

CASH FLOW MOVEMENT

(Taka in '000)

Cash flow Movement	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Net cash flows from operating activities	530,864	201,913	257,125	1,586,198	1,134,273	119,987
Net cash flows used in investing activities	(910,061)	(818,548)	(2,687,081)	(1,119,968)	(525,637)	(339,890)
Net cash flows used in financing activities	(1,733,164)	1,073,466	2,603,234	(285,310)	(344,208)	602,764
Net Increase in cash and cash equivalents	(2,112,361)	456,831	173,278	180,920	264,428	328,861
Cash and cash equivalents at 1 July	4,313,445	3,856,614	3,683,336	3,502,416	3,237,988	2,855,127
Cash and cash equivalents at 30 June	2,201,084	4,313,445	3,856,614	3,683,336	3,502,416	3,237,988
Net operating cash inflows per share	3.57	1.36	1.73	10.68	7.64	0.81

M. I. Cement Factory Ltd. has been generating cash flow from its operating activities translating the profit growth in the last 5 years. However, to support the growth momentum, and retain its market share to meet consumer expectation, M. I. Cement Factory Ltd. has been investing in capital expenditure over the years.

DIVIDEND

In view of the performance of the Company, the Board of Directors has recommended a cash dividend Tk. 1.00 (One) per share for the year ended 30 June 2019, against face value of Tk. 10.00 (Ten) only per share, to be approved at the ensuing 25th Annual General Meeting. With this recommendation of proposed cash dividend, the summary of the total dividend is represented below:

(Taka in '000)

Financial Results	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Net Profit After Tax	251,150	315,613	661,079	744,248	648,851	674,389
Earnings PerShare	1.69	2.13	4.45	5.01	4.37	4.54
Final Cash Dividend	148,500	222,750	297,000	297,000	371,250	594,000
Stock Dividend Ratio	-	-	-	-	-	-
Number of Shares	148,500,000	148,500,000	148,500,000	148,500,000	148,500,000	148,500,000
Cash Dividend per Share	1.00	1.50	2.00	2.00	2.50	4.00

(d) comparison of the financial performance or results and financial position as well as cash flows with the peer industry scenario:

(Taka in '000)

Sl. No.	Items	MICFL	PCML	LHBL	HCBL
1	Revenue	14,628,433	11,999,431	12,115,261	11,151,286
2	Gross Profit	1,929,824	1,711,829	2,763,184	1,814,465
3	Net Profit After Tax	251,150	612,804	845,419	711,149
4	Dividend	10%	10%	10%	75%
5	EPS	1.69	5.80	0.73	12.59
6	NAVPS	48.22	48.19	11.89	80.76
7	NOCFPS	3.57	6.05	0.75	9.67

M. I. Cement Factory Ltd. (MICFL), Premier Cement Mills Ltd. (PCML), LafargeHolcim Bangladesh Ltd. (LHBL), Heidelberg Cement Bangladesh Ltd. (HCBL). EPS = Earnings Per Share, NAVPS = Net Asset Value Per Share, NOCFPS = Net Operating Cash Flows Per Share.

(e) Financial and economic scenario of the country and the globe has been discussed briefly in the following manner:

World Bank (WB) keeps Bangladesh's growth rate for the outgoing fiscal year unchanged at 7.3% with strong infrastructure spending, private investment and domestic consumption. However, the government estimated 8.13% GDP growth for the fiscal year 2018-19 to end on June 30. In the last fiscal year, Bangladesh attained 7.86% growth. This growth has been mainly fueled from a recovery in remittance inflows, stemming from improving economic activities in source countries supported private consumption. Bangladesh is now among the five fastest-growing economies of the world, despite insufficient private sector investment. Activities would be underpinned by strong infrastructure spending and solid private investment with some easing of infrastructure constraints. However, slowing activities in major trade partners' economies such as the United States and the Euro Area would constrain the contribution of net exports to growth next fiscal year. Bangladesh remains vulnerable about the fallout of Brexit and global trade tension. The ongoing trade dispute between USA and China has however opened new opportunities for Bangladesh in the apparel and leather industry.

Bangladesh economy however faces a major challenge with the ongoing crisis in the banking sector, the nagging default culture and major liquidity issues that is leading to high lending rates. Revenue collection is also lagging behind despite governments efforts to bolster the same with the introduction of the new VAT law and major changes in tax laws that will have a major impact in the cost of doing business.

South Asia, as a net oil-importing region, is vulnerable to oil price spikes and Bangladesh is heavily dependent on oil and LNG imports. A sudden increase in oil prices would tend to worsen current account balances and elevate inflation in the region and indeed Bangladesh.

Meanwhile, the WB bank also projected that the world economy was expected to grow by 2.6% this year. Growth in the emerging and developing world is expected to pick up next year as the turbulence and uncertainty that afflicted a number of countries late last year and this year has receded. On the flip side, current economic momentum remained weak, while heightened debt levels and subdued investment growth in developing economies were holding countries back from achieving their potential.

A number of risks could disrupt that delicate momentum: a further escalation of trade disputes between the world's largest economies, renewed financial turmoil in emerging and developing economies, or a more abrupt deceleration of economic growth among major economies than was currently envisioned. Germany with the biggest economy in EU is forecast to head to a recession by the end of this year. EU sentiment remains weak with very low inflation and QE is forecast to prop the sagging economies.

(f) Risks and concerns issues related to the financial statements

The Company has a series of policies, practices and controls in place in relation to the financial reporting process, which are designed to address key financial reporting risks, including risks arising from changes in the business or accounting standards. The Chief Executive Officer (CEO) is required to confirm quarterly and annually that all information relevant to the Company has been provided to the Board of Directors through the Audit Committee and that reasonable steps have been taken to ensure full disclosure in response to requests for information from the external auditor. The effectiveness of the Company's financial reporting controls is assessed through self-certification as part of the internal cost of process. The integrity of the Company's public financial reporting is further supported by a number of processes and steps to provide assurance over the completeness and accuracy of the content including review and recommendation by the Audit Committee and review and approval by the Board.

(g) Future plan or projection or forecast

M. I. Cement Factory Ltd. has an ambition to provide consumers' preferred quality products to its numerous customer's/brand users. Looking ahead in 2020 and beyond, M. I. Cement Factory Ltd. wishes to continue with the same zeal that it had started 25 years ago, to capture the 10% market share, in partnering with the national exchequer and to operate as a socially-responsible Company. Moreover, the Company's social responsibility initiatives in 2020 will bring about a positive change across the nation with various initiatives directed towards poverty alleviation, gender equality, human development and well-being, partnership in green cultivation practices, and extending sustainable practices in manufacturing to improve air quality and water usage.

The Management of M. I. Cement Factory Limited always convey the future plan or projection or forecast for company's operation, performance and financial position with justification, i.e. actual position with the valued shareholder of the company. In continuation of this, the future plan of our company will be conveyed to our valued shareholders in the next Annual General Meeting by our honorable Management.

ANNEXURE V

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER'S (CFO)
STATEMENT OF RESPONSIBILITIES**

24 October 2019

The Board of Directors
M. I. Cement Factory Ltd.

Subject: Declaration on Financial Statements for the year ended on 30 June 2019.


Dear Sir(s),

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD /2006-158/207/Admin/80. Dated 3rd June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of M. I. Cement Factory Ltd. for the year ended on 30 June 2019 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 above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on 30 June 2019 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.


 (Md. Abdul Kayum, FCMA)
 Chief Financial Officer (Current Charge)


 (Md. Mukter Hossain Talukder, FCA)
 Chief Executive Officer

ANNEXURE-VI



AHMED ZAKER & Co.
CHARTERED ACCOUNTANTS

Head Office :

89 Kakrail, Green City Edge (Level 10), Dhaka 1000, Bangladesh
Website: www.ahmedzaker.com Email: arzhasq@ahmedzaker.com
Phone: +88-02-83005018, Fax: +88-02-8300509

Annexure-B

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

Report to the Shareholders of M. I. Cement Factory Limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **M. I. Cement Factory Limited** for the year ended on June 30, 2019. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.


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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;
- (b) The company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The governance of the company is satisfactory.

Place: Dhaka
Dated: 14 November, 2019


AKM Mohitul Haq, FCA
Senior Partner
Ahmed Zaker & Co.
Chartered Accountants



INDEPENDENT MEMBER

UTTARA OFFICE:

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ANNEXURE-VII

Report on Compliance of the Corporate Governance Code of BSEC [Condition No. 1 (5) (xxvii)]

The 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 under section 2CC of the Securities and Exchange Ordinance, 1969 is presented below:

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.0	Board of Directors			
1 (1)	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty)	√		
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	√		
1 (2) (b)	Independent Director means a Director			
1 (2) (b) (i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company	√		
1 (2) (b) (ii)	Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company	√		
1 (2) (b) (iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	√		
1 (2) (b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	√		
1 (2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange	√		
1 (2) (b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	√		
1 (2) (b) (vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (2) (b) (viii)	Who is not an independent director in more than 5 (five) listed companies	√		
1 (2) (b) (ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI)	√		
1 (2) (b) (x)	Who has not been convicted for a criminal offence involving moral turpitude	√		
1 (2) (c)	Independent Director(s) shall be appointed by Board of Directors 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) term 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 requirements and corporate laws and can make meaningful contribution to business	√		
1 (3) (b)	Independent Director shall have the following Qualifications:			
1 (3) (b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	√		
1 (3) (b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company	√		
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 least 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	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (3) (b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.	√		
1 (3) (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b)	√		
1 (3) (d)	In special cases the above qualifications or experiences may be relaxed subject to prior approval of Commission	N/A		
1 (4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1 (4) (a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals	√		
1 (4) (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company	√		
1 (4) (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company	√		
1 (4) (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer	√		
1 (4) (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non- executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes	√		
1 (5)	The Directors' Report to Shareholders			
	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):			
1 (5) (i)	An Industry outlook and possible future developments in the industry	√		
1 (5) (ii)	Segment-wise or product-wise performance	√		
1 (5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	√		
1 (5) (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable	√		
1 (5) (v)	A discussion on continuity of any extra-ordinary activities and their implications (gain or loss)	N/A		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions	√		
1 (5) (vii)	A statement of utilization of proceeds from public issues, rights issues and/or through any other instrument	N/A		
1 (5) (viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.	N/A		
1 (5) (ix)	An explanation on any significant variance occurs between Quarterly Financial Performance and Annual Financial Statements	√		
1 (5) (x)	A statement of remuneration paid to directors including independent directors	√		
1 (5) (xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	√		
1 (5) (xii)	A statement that proper books of account of the issuer company have been maintained	√		
1 (5) (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	√		
1 (5) (xiv)	A statement that International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standard (IFRS)/ Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed	√		
1 (5) (xv)	A statement that the system of Internal control is sound in design and has been effectively implemented and monitored	√		
1 (5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	√		
1 (5) (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (5) (xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained	√		
1 (5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	√		
1 (5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year	N/A		
1 (5) (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	√		
1 (5) (xxii)	The total number of Board meetings held during the year and attendance by each director	√		
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)	√		
1 (5) (xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name wise details)	√		
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); Explanation : For the purpose of this clause, the expression "Executive" means top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance	√		
1 (5) (xxiv)	In case of the appointment or re-appointment of a director, a disclosure on the following information to the shareholders:			
1 (5) (xxiv) (a)	A brief resume of the director	√		
1 (5) (xxiv) (b)	Nature of his or her expertise in specific functional areas; and	√		
1.5 (xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board	√		
1 (5) (xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1 (5) (xxv) (a)	Accounting policies and estimation for preparation of financial statements	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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	√		
1 (5) (xxv) (c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof	√		
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) 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)	Meeting of the Board of Directors			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1 (7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1 (7) (a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (7) (b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior, confidentiality, conflict of interest, compliance with laws, rules and regulations, prohibition of insider trading, relationship with environment, employees, customers and suppliers and independency	√		
2.0	Governance of Board of Directors of Subsidiary Company			
2 (a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company	N/A		
2 (b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company	N/A		
2 (c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company	N/A		
2 (d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also	N/A		
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company	N/A		
3.0	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 a Head of Internal Audit and Compliance (HIAC)	√		
3 (1) (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals	√		
3 (1) (c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time	√		
3 (1) (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3 (1) (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s)	√		
3 (2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3 (3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
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 presented 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 transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members	√		
3 (3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report	√		
4.0	Board of Directors 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	√		
5.00	Audit Committee			
5 (1)	Responsibilities to the Board of Directors			
5 (1) (a)	The company shall have an Audit Committee as a subcommittee of the Board	√		
5 (1) (b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflected true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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	√		
5 (2) (b)	The Board of Directors shall appoint members of the Audit Committee who shall be non-executive directors of the company and excepting Chairperson of the Board and shall include at least 1 (one) Independent Director	√		
5 (2) (c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience	√		
5 (2) (d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee	N/A		
5 (2) (e)	The Company Secretary shall act as the secretary of the Committee	√		
5 (2) (f)	The quorum of the Audit Committee meeting shall not constitute without at least 1(one) Independent Director	√		
5 (3)	Chairman of the Audit Committee			
5 (3) (a)	The Board of Directors shall select 1 (one) member of the Audit Committee, who shall be an Independent Director	√		
5 (3) (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5 (4) (b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes	√		
5 (3) (c)	Chairperson of the audit committee shall remain present in the Annual General Meeting (AGM) Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the Annual General Meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5.4	Meeting of the Audit Committee			
5 (4) (a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee	√		
5 (4) (b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an Independent Director is a must	√		
5 (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 or Letter of Internal Control weakness issued by statutory auditors	√		
5 (5) (l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5 (5) (m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee	N/A		
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)	Reporting on conflicts of interests	N/A		
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	N/A		
5 (6) (a) (ii) (c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	N/A		
5.6 (a) (ii) (d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	N/A		
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		

Condition No.	Title	Compliance Status (“√” has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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		
6.0	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 3 (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	√		
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	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6 (2) (g)	The company secretary shall act as the secretary of the Committee	√		
6 (2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an Independent Director	√		
6 (2) (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company	√		
6 (3)	Chairperson of the NRC			
6 (3) (a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an Independent Director	√		
6 (3) (b)	In the absence of the Chairperson of the NRC, the remaining members elected one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall duly be 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	√		
6 (4)	Meeting of the NRC			
6 (4) (a)	The NRC shall conduct at least 1 (one) meeting in a financial year	√		
6 (4) (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	√		
6 (4) (c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an Independent Director is must as required under condition No. 6(2)(h)	√		
6 (4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC	√		
6 (5)	Role of the NRC			
6 (5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	√		
6 (5) (b)	NRC shall oversees, among others, the following matters and make report with recommendation to the Board:			

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6 (5) (b) (i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6 (5) (b) (i) (a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully	√		
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	√		
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.	√		
7.0	External / Statutory Auditors			
7 (1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:			
7 (1) (i)	Appraisal or valuation services or fairness opinions	√		
7 (1) (ii)	Financial information systems design and implementation	√		
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statements	√		
7 (1) (iv)	Broker-dealer services	√		

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
7 (1) (v)	Actuarial services	√		
7 (1) (vi)	Internal audit services or special audit services	√		
7 (1) (vii)	Any service that the Audit Committee determines	√		
7 (1) (viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7 (1) (ix)	Any other service that creates conflict of interest	√		
7 (2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members	√		
7 (3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders	√		
8.0	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 kept 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).	√		
9.0	Reporting and Compliance of Corporate Governance			
9 (1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report	√		
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.	√		

ANNEXURE VIII**CSR ACTIVITIES**

CSR reflects an organization's commitment towards improving the society's wellbeing and it also serves to enhance the organization's image. M. I. Cement Factory Ltd. does not consider business is all about maximizing profit; rather it believes in contribution towards the society as a social obligation and in which our customers, investors like to be more engaged with. Thus M. I. Cement Factory Ltd. always tries to explore thoughtful, comprehensive approaches to corporate citizenship that we believe aligns with Company's values and maximizes the impact it can make as a corporation. We primarily focus on specific societal issues; Followings are the few CSR initiatives that we have carried on last year:

EDUCATION OF THE BLINDS:

Disabled Childs are the neglected in our society. As they are part of our society we need to nurture them to make them efficient to our society. Thus our company has been donating a regular amount of money to several Blind students in their education which is removing the darkness of illiteracy.

MERIT SCHOLARSHIP

As the poor student doesn't have the financial support for their education along with their other needs. We are providing several poor students with proper financial assistance to support their education. We also motivate the meritorious students by awarding them for their great success in exams.

SOCIAL OBLIGATIONS

Crown Cement Group recognizes that various human activities leave harmful effects on ecological systems, climate and public health. In connection, the organization has made a commitment towards promoting sustainable environmental practices through all its activities. To grow a healthy environment, we have donated "Gulshan Society, a club of the walkers at Gulshan Park" for organizing their awareness program for motivating the city people in living healthy life i.e. "Jibon Utsob". We also donated Gulshan Society for their several awareness program and activities.

HONORING OUR FREEDOM FIGHTERS

We, Crown Cement Group believe that we are doing business in our independent country because of the sacrifice of those Freedom Fighters who has given their life to free our country from Pakistan. It is our great opportunity to honor those war heroes who is still alive and also the family members who has given their life to gain freedom of our country. We are honoring the war heroes by awarding some of them. This year we have awarded Nurul Islam Khan, Bir Protik, Md. Anwar Hossain, Md. Harun Al Rashid and Md. Abdul Hamid Talukdar. It's not marketing or branding, it's a social responsibility for us.

DONATION TO THE UNDERPRIVILEGED

We live in the country where most of the people are underprivileged. Remembering this we do the donation for the poor people, physically disabled people, Books for the slump children, severe patients both inside the officials and also outsider of the office.

PROMOTING THE YOUTH

We always support the youth for their unlimited possibilities to do the right changes in the society. Keep it mind, we sponsored a program for the youth in association with The Daily Star i.e. 'Rise High Bangladesh' which enabled us to collect the fresh and innovative ideas of the youth and promote it as well as to make it in reality.

AWARDING THE ARCHITECT

We always promote and motivate the contributors who has contributed in the development of our society. In continuation of this, we honored "Lifetime Achievement Award" to seven pioneer teachers of Architecture Education in Bangladesh on October 5, 2018 at the Institute of Architects Bangladesh (IAB) Center in Dhaka for enlightening the society by sharing their knowledge through teaching.

BUILDING AWARENESS ON “ENVIRONMENT, HEALTH & SAFETY”

We believe that leading environmental, health and safety performance contributes to our competitive strength and benefits our customers, shareholders and employees as well as the environment. The safety of our workforce and the protection of our environment are of primary importance to our Company. To ensure the continuous “Environment, Health & Safety”, we motivated the workforce through distributing certificates and gifts among the workers who performed best regarding “Environment, Health & Safety” by Tamim Iqbal Khan, Cricketer of Bangladesh National Cricket Team,

SPONSORING THE CONVENTION OF NON RESIDENT BANGLADESHI (NRB) ENGINEERS (CONE)

1st Convention of Non Resident Bangladeshi (NRB) Engineers held in the Pan Pacific Hotel on 26th & 27th February 2019. Bridge to Bangladesh, Govt. of Bangladesh and Access to Information (a2i) jointly organized the event. M. I. Cement Factory Ltd. proudly took part in the event as a co-sponsor and supported the program which was aimed to bridge the gap between the NRB engineers and the country so that they can contribute more for the country with their expertise.

BUSINESS RESEARCH BY DISTRICT LEVEL COLLEGE STUDENTS

We all know that practical experience is the best, and internships give students that hands-on experience they need. In other words, quality internships are essential to develop key skills that students can't get in a classroom. Internships are a proven way to gain relevant knowledge, skills, and experience while establishing important connections in the field.

With all these value-added features in our plan, every year we offer internship opportunities to a good number college students who are mainly based in the district level. Under our unique model of internship, students can perform their internship by engaging themselves in research work in their respective districts without moving to Dhaka. During internships, students are first trained and paid reasonable allowances.

While Dhaka is well-known for dominating every facility that jobseekers require, Crown Cement Group extends helping hand to pull students of district level up by creating first job opportunities for many students. Besides internship facilities, the high achievers of interns are taken into the regular job too. So far about 1600 students have been brought under this scheme. The scheme has already gained extra popularity within the short span of time.

WE HONOR TEACHERS

A Teacher's Motto is “Once a teacher always a teacher.” Teachers choose teaching not only because of their favorite subject and but also because they like the students mostly. The teachers teach students carefully with utmost sincerity, and love them as their own children. We owe them more than our parents. Our parents bring us up and give us food and drink for our survival, but teachers stimulate our hearts with the light of knowledge and remove all sorts of ignorance. The study that we do at schools and colleges build the foundation of our character.

Bangladesh is blessed with many dedicated teachers, but few could get due honor, especially at their end part of life either from their students or from the society. Teachers deserve respect from parents, students, the state, and the community because they play a critical role in shaping the society. It is true that teachers are paid salaries and provided with other facilities; but a teacher's love and blessing can never be measured in terms of money. Crown Cement Group truly realized this reality and introduced “Teachers' Award Program” for great teachers especially at the district level. Until now, about 500 teachers have been awarded under this program.

It is relevant to add here that recipients of Awards praise our initiative enthusiastically. Some awardees are under the impression that only Crown Cement has come forward to recognize uniquely our life long services toward the society. Many of them termed ‘beyond expectation’.

ENGINEERS RECOGNIZED FOR CONTRIBUTION TOWARDS DEVELOPMENT IN DISTRICT LEVEL

Development and construction move in parallel. Engineers, especially civil engineers take ultimate responsibility for the projects that they manage or research that they perform. Therefore, they must be able to lead planners, surveyors, construction managers, civil engineering technicians, civil engineering technologists, and others in implementing their project plan. When we are thinking about starting a construction work or undertaking an infrastructure project, whose names appear at the top of our mind, they are nobody but the ‘Engineers’. But these engineers, especially in Upazilla level in our country hardly get due recognition for their contribution to the development of our country.

Although many organizations/institutions praise engineers and award them, but they are mostly located in Dhaka. Focusing on its core value of recognizing talents, Crown Cement Group came up with an idea to recognize outstanding performance of engineers. Within a short span of time, about 300 engineers have been awarded for their contribution towards the development at the district level of the country.

TARUNYER JOYOTSOB- A COUNTRYWIDE CAREER COUNSELLING INITIATIVE

Youths are the future of this country. But, many of them are frustrated, aimless, worried about future and disconnected from their family, resulted in unemployment, involvement with militancy and drug addiction. M. I. Cement Factory Limited (Crown Cement) in association with Prothom Alo, the largest Bengali daily in Bangladesh, launched a program styled "Tarunyer Joyotsob" to motivate the youths of Bangladesh as well as to show them the path of developing skills, innovations, workability and achieving the own goals.

The theme of the program is "Poth Ghurao Nijer Pothe". It was launched on April 4, 2018 at a function at Dhaka University. Since then, 12 campus activation programs and four workshops have been held at different university campuses in Dhaka, Chittagong, Comilla, Mymensingh and Rangpur. And more will be held in other major cities before the gala event of Tarunyer Joyotsob.

HIGHLIGHT OF THE EVENTS



Prize distribution ceremony among the winners of "Rise High Bangladesh – Season" 3 for presenting innovative export ideas, jointly arranged by M. I. Cement Factory Ltd and The Daily Star.



The National Round of "Tarunner Joyotsob" jointly hosted by M. I. Cement Factory Ltd. and Prothom Alo, and it's the only initiative of its kind in Bangladesh.



Crown Izonil, a premium product of Crown Cement Group, honored "Lifetime Achievement Award" to seven pioneer Teachers of Architecture Education in Bangladesh at the Institute of Architects Bangladesh (IAB) Center in Dhaka.

HIGHLIGHT OF THE EVENTS



On the occasion of the Independence Day and part of Crown Cement's "Honoring Our Hero", M. I. Cement Factory Ltd. (Crown Cement) honors two freedom fighters for their outstanding contribution during the liberation war of Bangladesh in 1971.



On the occasion of the Victory Day and part of Crown Cement's "Honoring Our Hero", M. I. Cement Factory Ltd. (Crown Cement) honors two freedom fighters for their outstanding contribution during the liberation war of Bangladesh in 1971.



M. I. Cement Factory Ltd. (Crown Cement) hosted a conference styled "Crown Cement Beach Carnival-2019" for its selected dealers and their family in Cox's Bazar recently.

HIGHLIGHT OF THE EVENTS



Md. Alamgir Kabir, Vice Chairman of M. I. Cement Factory Ltd. (Crown Cement), made a courtesy call on the newly elected Chief Minister of Tripura of India Mr. Biplab Kumar Deb in Agartala, India recently.



Crown Cement Group signed a MoU with JTEG of China. Under the deal, Crown Cement Group will supply Cement and Ready Mix Concrete to the Greater Dhaka Sustainable Urban Transport Project, Bus Rapid Transit (Gazipur-Airport), which is being constructed by the JTEG.



Tamim Iqbal Khan, brand ambassador of M. I. Cement Factory Ltd. (Crown Cement) recently visited the factory. He distributed certificates and gifts among the workers who performed best regarding "Environment, Health & Safety".

HIGHLIGHT OF THE EVENTS



Farewell Reception to Mr. Golam Mohammad, who completed six years term as Independent Director.



Farewell Reception to Prof. Dr. Shaikh Shamsuddin Ahmed, who completed six years term as Independent Director.

HIGHLIGHT OF THE EVENTS



Induction Ceremony of Mr. Zakir Ahmed Khan as Independent Director.



Induction Ceremony of Prof. Dr. M. Abu Eusuf as Independent Director.



AUDITORS' REPORT



TO THE SHAREHOLDERS OF M. I. CEMENT FACTORY LIMITED

REPORT OF THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying financial statements of M. I. Cement Factory Limited (hereinafter referred to as "the company"), which comprise the statement of financial position as at 30 June 2019, statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the company as at 30 June 2019, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. 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.

INVESTMENT IN ASSOCIATE COMPANIES

As explained in Note No. 7 to the accompanying financial statements, M. I. Cement Factory Limited has investment in Crown Mariners Limited (CML), Crown Transportation & Logistics Limited (CTLL), Crown Cement Concrete and Building Products Limited (CCCBPL) and Crown Power Generation Limited (CPGL) in line with previous years, this investment has been accounted for in the financial statements of M. I. Cement Factory Limited for the year ended 30 June 2019 as investment in associate companies, under non-current assets.

The investment in associate companies amounted to Taka 256,342,357 as per the financial statements of M. I. Cement Factory Limited as on 30 June 2019.

As explained by the management of the company, these Companies are being operated independently and as per the relevant provision of IFRS, the proportionate profit and losses are recognized in the accompanying financial statements. These financial statements have not been consolidated.

OTHER INFORMATION

Management is responsible for the other information. The Annual Report is expected to be made available to us after the date of this auditors' report.

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 identified above when it becomes available 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.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards (IFRSs) 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.

AUDITORS' 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 auditors' 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 International Standards on Auditing (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 International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

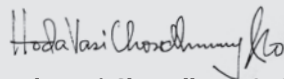
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the Companies Act, 1994 and International Standards on Auditing (ISAs), 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 purpose of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of those books;
- c) the company's statement of financial position and the statement of profit or loss and other comprehensive income along with the annexed notes 1 to 45 dealt with by the report are in agreement with the books of account; and
- d) the expenditures incurred and payments made were for the purposes of the company's affairs.

Dhaka, 27 October 2019

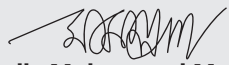

Hoda Vasi Chowdhury & Co.
 Chartered Accountants

STATEMENT OF FINANCIAL POSITION

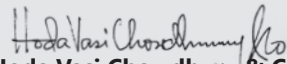
As at 30 June 2019

	Notes	30.06.2019 Taka	30.06.2018 Taka
ASSETS			
Non-current assets			
Property, plant and equipments	4	8,041,020,727	7,797,130,370
Capital work in progress	5	307,153,556	345,775,536
		8,348,174,283	8,142,905,906
Intangible assets	6	41,908,080	34,529,855
Investment in associate companies	7	256,342,357	232,155,086
Current assets			
Investment in shares	8	54,941,236	56,337,091
Inventories	9	1,297,877,700	1,052,792,176
Trade receivables	10	3,402,639,887	2,395,121,071
Current account with sister concerns	11	284,715,391	467,229,310
Other receivables	12	196,367,859	271,239,082
Advances, deposits and prepayments	13	436,521,766	665,814,170
Advance income tax	14	2,750,180,449	2,082,343,006
Cash and cash equivalents	15	2,201,084,256	4,313,445,362
		10,624,328,544	11,304,321,269
TOTAL ASSETS		19,270,753,264	19,713,912,115
EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	16	1,485,000,000	1,485,000,000
Share premium	17	2,956,560,000	2,956,560,000
Retained earnings		2,106,437,216	2,047,144,674
Revaluation reserve		612,480,492	635,649,782
		7,160,477,708	7,124,354,456
LIABILITIES			
Non-current liabilities			
Long term borrowing net off current maturity	18	1,575,330,192	2,015,861,668
Liabilities for gratuity	19	162,593,244	131,243,324
Deferred tax liability	20.1	704,717,145	612,894,819
		2,442,640,581	2,759,999,810
Current liabilities and provisions			
Trade payables	21	159,397,470	193,298,498
Other payables	22	318,969,528	239,027,243
Current portion of long term borrowings	23	740,527,887	729,555,651
Short term loan	24	7,668,048,872	7,972,543,254
Provision for tax liabilities	25	722,216,731	637,499,865
Liabilities for WPPF	26	20,561,259	20,511,243
Payable to IPO applicants		12,844,691	12,834,431
Unclaimed dividend		25,068,537	24,287,664
		9,667,634,975	9,829,557,849
TOTAL LIABILITIES		12,110,275,556	12,589,557,659
TOTAL EQUITY AND LIABILITIES		19,270,753,264	19,713,912,115
Net Asset Value per share	37	48.22	47.98

These financial statements should be read in conjunction with the annexed notes.


Molla Mohammad Majnu
 Managing Director



Md. Alamgir Kabir
 Director


Md. Mozharul Islam, FCS
 Sr. GM & Company Secretary
Dated, Dhaka
27 October 2019Auditors' report to the shareholders
See annexed report of date

Hoda Vasi Chowdhury & Co.
 Chartered Accountants

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2019

	Notes	2018-2019 Taka	2017-2018 Taka
Revenue	27	14,628,432,591	12,559,311,599
Cost of sales	28	(12,698,608,615)	(10,915,891,226)
Gross profit		1,929,823,976	1,643,420,373
Income from mother vessels operation	29	163,507,500	147,400,000
Administrative expenses	30	(310,036,744)	(307,978,897)
Selling and distribution expenses	31	(605,881,338)	(481,551,631)
Operating profit		1,177,413,394	1,001,289,846
Non-operating income	32	44,823,643	146,550
Financial cost	33.1	(1,004,203,672)	(798,271,896)
Financial income	33.2	213,753,067	195,795,104
Net profit before WPPF & Income tax		431,786,432	398,959,603
Workers' profit participation fund (WPPF)		(20,561,259)	(20,511,243)
Net profit before tax		411,225,173	378,448,360
Share of profit from associates	35	24,187,271	31,776,497
Profit before income tax		435,412,444	410,224,858
Income tax			
Current tax expense	25	(84,716,866)	(1,231,336)
Deferred tax expense	20	(99,545,423)	(93,380,754)
		(184,262,289)	(94,612,090)
Net profit after tax for the year		251,150,155	315,612,768
Add: Other comprehensive income		-	-
Total other comprehensive income for the year		251,150,155	315,612,768
Earnings per share	36	1.69	2.13


Molla Mohammad Majnu
 Managing Director


Md. Alamgir Kabir
 Director


Md. Mozharul Islam, FCS
 Sr. GM & Company Secretary

Dated, Dhaka
 27 October 2019

Auditors' report to the shareholders
 See annexed report of date


Hoda Vasi Chowdhury & Co.
 Chartered Accountants


STATEMENT OF CHANGES IN EQUITY

For the year ended on 30 June 2019

Particulars	Share Capital (Taka)	Retained Earnings (Taka)	Share Premium (Taka)	Revaluation Reserve (Taka)	Total Equity (Taka)
Balance as at 1 July 2018	1,485,000,000	2,047,144,674	2,956,560,000	635,649,782	7,124,354,456
Cash dividend paid 15%	-	(222,750,000)	-	-	(222,750,000)
Revaluation reserve realized	-	23,169,290	-	(23,169,290)	-
Profit for the year 2018-2019	-	251,150,155	-	-	251,150,155
Deferred tax liability	-	7,723,097	-	-	7,723,097
Total as at 30 June 2019	1,485,000,000	2,106,437,216	2,956,560,000	612,480,492	7,160,477,708
Balance as at 1 July 2017	1,485,000,000	1,996,018,828	2,956,560,000	660,215,921	7,097,794,749
Cash dividend paid 20%	-	(297,000,000)	-	-	(297,000,000)
Revaluation reserve realized	-	24,566,139	-	(24,566,139)	-
Profit for the year 2017-2018	-	315,612,767	-	-	315,612,767
Deferred tax liability	-	7,946,939	-	-	7,946,939
Total as at 30 June 2018	1,485,000,000	2,047,144,674	2,956,560,000	635,649,782	7,124,354,455


Molla Mohammad Majnu
 Managing Director



Md. Alamgir Kabir
 Director


Md. Mozharul Islam, FCS
 Sr. GM & Company Secretary

STATEMENT OF CASH FLOWS

For the year ended 30 June 2019

	2018-2019 Taka	2017-2018 Taka
Cash flows from operating activities		
Cash received from customers	13,620,913,776	11,774,909,596
Cash received from other operating income	188,116,500	108,535,500
Cash received from non-operating income	46,432,118	18,690,330
Cash received from financial activities	264,015,289	154,321,540
Cash paid to suppliers & employees	(12,436,446,397)	(10,561,599,270)
Cash paid for operating expenses	(484,329,589)	(702,694,389)
Income tax paid	(667,837,442)	(590,250,408)
Net cash flows from operating activities	530,864,255	201,912,899
Cash flows from investing activities		
Acquisition of property, plant and equipments	(717,628,878)	(2,449,938,139)
Proceeds from sale of property, plant and equipments	2,179,014	-
Increase/ (decrease) of payment for capital work in progress	(194,398,943)	1,326,896,186
Investment in shares	(212,619)	304,494,185
Net cash used in investing activities	(910,061,426)	(818,547,768)
Cash flows from financing activities		
Receipt/(Repayment) of short term loan	(311,339,224)	1,063,129,364
Receipt/(Repayment) of term loan	(429,559,240)	657,226,335
Paid to sister concerns	182,513,919	447,008,920
Paid against financial expense	(952,820,525)	(798,271,896)
Increase of IPO application funds due to foreign exchange fluctuation	10,259	62,127
Dividend paid	(221,969,126)	(295,689,019)
Net cash flows from financing activities	(1,733,163,937)	1,073,465,830
Effect of exchange rates on cash and cash equivalents	5,146,749	2,639,255
Net increase in cash and cash equivalents	(2,112,361,108)	456,830,961
Cash and cash equivalents at beginning of the year	4,313,445,362	3,856,614,400
Cash and cash equivalents at end of the year (note:15)	2,201,084,256	4,313,445,362
Net operating cash inflows per share	3.57	1.36


Molla Mohammad Majnu
Managing Director


Md. Alamgir Kabir
Director


Md. Mozharul Islam, FCS
Sr. GM & Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2019

1.00 Incorporation and legal status

M. I. Cement Factory Limited (hereinafter referred to as "the Company" or "MICFL") was incorporated on 31 December 1994 under the Companies Act, 1994 as a public limited company in Bangladesh. The company subsequently went for Initial Public Offering of shares in January 2011 which was fully subscribed and issued. The Company was listed with Chittagong Stock Exchange Limited (CSE) on 5 May 2011 and Dhaka Stock Exchange Limited (DSE) on 18 May 2011.

The registered office of the company is situated at West Mukterpur, Munshiganj and the corporate office is situated at Delta Life Tower, (3rd & 6th floor) Plot # 37, Road # 45(South) & 90 (North), Gulshan-2, Dhaka-1212.

The company has four associate companies namely Crown Power Generation Ltd. (CPGL), Crown Mariners Ltd. (CML), Crown Cement Concrete and Building Products Ltd. (CCCBPL) and Crown Transportation & Logistics Ltd. (CTLL).

2.00 Nature of activities

The principal activities of the Company are manufacturing and marketing of Portland Cement (PC) and Portland Composite Cement (PCC), the Company has been marketing its products with the brand name "Crown Cement". In addition to sale of Company's products in the local market, the Company also exports its products to India. The plant of the Company is equipped with world famous O-Sepa Separator.

3.00 Summary of significant accounting and valuation policies

The accounting policies applied in the preparation of the financial statements are set out below. These policies have been applied consistently to all the years presented. The specific accounting policies selected and applied by the Company's management for significant transactions and events that have a material effect in preparation and presentation of financial statements are in compliance with the framework of International Financial Reporting Standards (IFRSs).

3.01 Basis of preparation of the financial statements

(a) Accounting standards

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRSs) and the requirements of Securities and Exchange Rules, 1987, the Companies Act, 1994 and other applicable laws and regulations.

(b) Accounting convention

The financial statements are prepared under the historical cost model except property, plant and equipments which have been measured under revaluation model. The Company classified the expenses using the function of expenses method as per IAS-1: Presentation of financial statements.

(c) Critical accounting estimates, assumptions and judgments

The preparation of financial statements, complying IFRS, requires the use of certain critical accounting estimates. It also requires management to exercise their judgment in ascertaining assumption in the process of applying the Company's accounting policies and reported amount of assets, liabilities, income and expenses. Such estimates are prepared on the assumption of going concern and are established based on currently available information. Changes in facts and circumstances may result in revised estimates and actual results could differ from the estimates.

Estimates are made by management in the preparation of the financial statements include assumptions used for depreciation, allowance for receivables, deferred taxes and provisions for employees benefits.

(d) Re-arrangement of figures

Previous year figures have been re-arranged wherever necessary to conform to the current year's presentation.

3.02 Foreign currency translation/transaction

Foreign currency transactions are recorded at the applicable rates of exchange prevailing at the transaction date in accordance with IAS-21: The effects of changes in foreign exchange rates and the resultant gain/loss is recognized in the financial statements. Monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing on the reporting date. Exchange differences at the statement of financial position date are recognized in the statement of comprehensive income.

3.03 Property, plant and equipments (PPE)

Tangible fixed assets are accounted for according to IAS-16: Property, plant and equipments either at historical cost or at revaluation less cumulative depreciation and the capital work-in-progress is stated at cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the assets' carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Repair and maintenance costs are charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial period in which they are incurred.

Depreciation on assets other than land is calculated using the reducing balance method or straight line method over their estimated useful lives at the following rates:

Category of PPE	Rate (%)	Depreciation Method
Mother vessels	5	Straight line
Buildings	5	Reducing balance
Plant and machineries	10	Reducing balance
Furnitures	10	Reducing balance
Decorations	20	Straight line
Equipments	20	Straight line
Computers	33.33	Straight line
Transport and vehicles	10-15	Reducing balance
Other assets	10-20	Reducing balance

Depreciation method, useful lives and residual values are reviewed at each reporting date.

In respect of addition to fixed assets, due to automated accounting system (SAP), depreciation is charged from the month of addition in which the assets are ready to use while no depreciation is charged in the month of disposal.

68 no. of transport vehicles / vessels owned by the Company are being operated by Crown Transportation and Logistics Limited. No related income and expenses except depreciation has been recognized in the financial statements.

In accordance with the provision of IAS-36: (Impairment of assets) no impairment indication has been observed till reporting date.

3.04 Intangible assets

Intangible fixed assets are accounted for according to IAS-38: Intangible Assets. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the income statement in the year in which the expenditure is incurred.

Intangible assets include acquired computer software capitalized on the basis of the costs incurred to acquire and bring to use the specific software. Amortization is recognized in profit or loss on a straight line basis over the estimated useful lives of the intangible assets, from the month they are available for use. Enterprise Resource Plan (ERP) software is amortized at the rate of 10%.

3.05 Inventories

Inventories are valued in accordance with IAS-2: Inventories at the lower of cost and net realizable value. The cost of inventories is based on weighted average method. The cost of finished goods comprises raw materials, packing materials, direct labour, other direct and related production overheads (based on normal capacity) and production related depreciation.

3.06 Trade receivable, current account with sister concern and other receivables

Trade receivables are recognised and carried at original invoiced amount. Receivables are stated at net off provision for doubtful debts. Provision is made in these accompanying financial statements complying the Company's policy and receivables are written off when the debts became finally irrecoverable. Further, management has assessed the objective evidence regarding capacity of repayment of its sister concerns and impairment provision, if any, is made in these accompanying financial statements complying the company's Policy.

3.07 Cash and cash equivalents

It includes cash in hand and bank deposits those are available for use by the company having insignificant risk of changes in value of these current assets.

3.08 Employee benefits

(a) Defined contribution plan

The Company operates an equal contributory provident fund for its permanent employees, provision for which is being made monthly as per the rules. The fund is recognized by the National Board of Revenue (NBR) and is administered by a Board of Trustees. This is a funded scheme and separate accounts are maintained for this fund.

(b) Defined benefits plan

This represents an unfunded gratuity scheme for its permanent employees. One latest basic salary is allocated to employees for the year(s) of service rendered who have not completed ten years while one and a half latest basic salary is allocated in the same manner who have completed ten years of service in the Company.

No actuarial valuation was done for liability on account of gratuity. Had any actuarial valuation been carried out the difference between current provision and actuarial valuation would have been nominal as internally assessed by the management.

(c) Group insurance benefit

The permanent employees of the company are covered under a group insurance scheme and insurance premium is being charged to statement of profit or loss and other comprehensive income.

(d) Workers' profit participation fund (WPPF)

The Company recognizes a provision and expenses for Workers' Profit Participation @ 5% of net profit as per relevant Act.

(e) Leave encashment benefit

The permanent employees of the Company are entitled to encash earned leave in pursuant to the leave encashment policy consistently applied and approved by the Board. The Company calculates benefit for leave encashment on a calendar year basis.

3.09 Trade and other payables

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the Company.

3.10 Provisions

Provisions are recognized in accordance with IAS-37 (Provisions, contingent liabilities and contingent assets). The company recognises a provision when there is a present obligation, legal or constructive, as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

3.11 Revenue recognition

- (a) The Company recognizes sales when products are dispatched and when significant risks and rewards of ownership are also transferred to the buyers and consequently performance obligation are fulfilled.
- (b) Interest income on bank deposits is recognized once credited to the Company accounts maintained with the respective banks;
- (c) Income from mother vessel, when it is being chartered out, is recognized on the basis of contractual agreement between the company and Crown Maritime and Shipping Services;
- (d) Dividend income from investment in shares is recognized when the shareholder's right to receive payment is established;
- (e) Other income is recognized on accrual basis.

3.12 Advertising and promotional expenses

All costs associated with advertising and promotional activities are charged out in the year of occurrence.

3.13 Allocation of directors' remuneration

Directors' remuneration is allocated to different departments like administration, factory and selling and distribution on the basis of the functions performed by them for the Company.

3.14 Allocation of depreciation

Depreciation is allocated to factory, administrative and selling & distribution overheads on the basis of utilization of assets by the function of the Company.

3.15 Income tax**(a) Current tax**

Provision is made at the ruling rate of tax as per Income Tax Ordinance, 1984 and calculation sheet attached herewith as note: 25.

(b) Deferred tax

Deferred tax is recognized using the balance sheet method. Deferred tax arises due to temporary difference, deductible or taxable, for the events or transaction is recognized in the statement of profit or loss and other comprehensive income. A temporary difference is the difference between the tax base of an asset or liability and its carrying reported amount in the statement of financial position. Deferred tax assets or liability is the amount of income tax recoverable or payable in future period(s) recognized in the current period. The deferred tax liability/expense does not create a legal liability/recoverability to and from the income tax authority in the current period. Deferred tax provision has been calculated as per IAS-12 and calculation sheet has been attached herewith as note:20.

3.16 Investment in associate companies

Associate companies are those where the Company has direct investment in those entities.

Associate companies use similar accounting policies and investment in such are accounted for following the equity method and recognized in the statement of financial position at cost plus proportionate share of post acquisition profit or loss wherever applicable. Proportionate share of losses in associate companies are recognized.

3.17 Investment in shares

Investment in shares which are actively traded on a quoted market is designated at fair value (market price) through statement of profit or loss and other comprehensive income. Gains or losses arising from a change in the fair value of such financial assets are recognized in the statement of profit or loss and other comprehensive income accordingly.

3.18 Cash flows statement

Cash flows statement is prepared principally in accordance with IAS-7:Cash flows statement and the cash flows from operating activities have been presented under direct method.

3.19 Segment information

The Company is primarily engaged in the manufacturing and selling of similar type of products; this forms the focus of the Company's internal reporting system. The Company's business is not organized in different products/ geographical components. Hence, segmentation within a wide portfolio of products/ geographical location is not a part of the regular internally reported financial information to the operating decision makers. Therefore, it is not possible to segment the Company's results by products/ geographic location which might involve a high degree of estimation.

3.20 Date of authorization

The Board of Directors has authorized the financial statements on 27 October 2019 for publication.

3.21 General

- i) These financial statements are presented in Bangladesh Taka which is functional and presentation currency of the Company. Figures have been rounded off to the nearest Taka.
- ii) Profit recognized from the associates company are based on the un-audited financial statements. Audit of the company is currently ongoing.

	30.06.2019 Taka	30.06.2018 Taka
4.00 Property, plant and equipments		
A. Cost		
Opening balance	10,523,902,600	6,908,574,547
Add: addition during the year	908,741,720	3,615,328,053
	11,432,644,320	10,523,902,600
Less: disposal during the year	14,935,438	-
Total (A)	11,417,708,881	10,523,902,600
B. Accumulated depreciation		
Opening balance	2,726,772,230	2,199,068,595
Add: charged during the year	658,419,827	527,703,634
	3,385,192,057	2,726,772,230
Less: adjustment for disposal during the year	8,503,898	-
Total (B)	3,376,688,158	2,726,772,230
C. Carrying amount (A-B)	8,041,020,727	7,797,130,370

A separate schedule of property, plant and equipments is given in annexure-A.

4.01 Revaluation reserve

Property, plant and equipments of the company were revalued by a firm of M/S. S.F. Ahmed & Co., Chartered Accountants as on 30 June 2016, following "Market Approach".

5.00 Capital work in progress

Machineries and equipment	44,698,159	277,719,081
Building construction	8,761,897	50,116,082
Construction of silo	246,615,845	1,416,232
Jetty construction	5,654,107	-
Others	1,423,548	16,524,141
	307,153,556	345,775,536

6.00 Intangible Assets (Software)

Opening balance	38,366,505	-
Add: addition during the year	12,460,973	38,366,505
Less: disposal during the year	-	-
	50,827,478	38,366,505
Accumulated Amortization		
Opening balance	3,836,651	-
Add: addition during the year	5,082,748	3,836,651
Less: disposal during the year	-	-
	8,919,398	3,836,651
Carrying amount	41,908,080	34,529,855

7.00 Investment in associate company (note 3.16)

Crown Power Generation Limited (CPGL)
Add: Share of profit/(loss) from investment
(a) Net investment in CPGL

Crown Mariners Limited (CML)
Add: Share of profit from investment
Add: Share money deposit
(b) Net investment in CML

Crown Cement Concrete and Building Products Limited (CCCBPL)
Add: Share money deposit
(c) Net investment in CCCBPL

Net investment in associate companies (a+b+c)

	30.06.2019 Taka	30.06.2018 Taka
	-	-
	8,162,729	-
	8,162,729	-
	231,655,086	198,584,589
	16,024,542	31,776,497
	-	1,294,000
	247,679,628	231,655,086
	500,000	-
	-	500,000
	500,000	500,000
	256,342,357	232,155,086

7.01 Summarized key financial information of the associate companies are presented below in accordance with IAS-28: Investment in associates.

Particulars	Crown Mariners Limited (CML)	Crown Transportation and Logistics Limited (CTLL)	Crown Cement Concrete and Building Products Limited (CCCBPL)	Crown Power Generation Limited (CPGL)
Financial statements (un-audited) as of	30.06.2019	30.06.2019	30.06.2019	30.06.2019
% of MICFL stake	20	20	20	50
Initial investment	500,000	500,000	500,000	2,000,000
Total assets	2,967,203,496	871,072,814	2,845,298,961	142,547,278
Total liabilities	1,642,676,668	884,362,235	2,980,906,487	120,165,809
Revenue	657,160,666	1,047,717,558	4,127,286,375	65,733,767
Profit/(loss)	80,122,708	42,737,609	(90,209,676)	16,325,458
Accumulated profit/(loss)	1,215,418,198	(126,012,391)	(194,575,231)	11,842,018
Unrecognized losses of associate companies	-	(24,702,478)	(38,415,046)	-

These Companies are being operated independently. However, share of proportionate profits and losses in those Companies are recognized in accompanying financial statements in accordance with relevant provision of IFRS.

8.00 Investment in shares

Opening balance
Add: addition during the year
Less: disposal during the year

Add: Unrealized gain/(loss) from fair valuation

30.06.2019 Taka	30.06.2018 Taka
56,337,091	379,375,055
227,917	13,822,770
38,288	332,760,677
56,526,720	60,437,148
(1,585,484)	(4,100,057)
54,941,236	56,337,091

Break- up of investment in shares:

Name of shares	Quantity	Cost (in Taka)	Market value (in Taka)
Aamra Technologies Limited	89	2,341	2,367
Apex Tannery Limited	114,000	16,780,800	16,108,200
Aftab Automobiles Limited	196	8,563	7,193
Bata Shoe Company (Bangladesh) Limited	32	35,499	32,861
Berger Paints Bangladesh Limited	3	4,090	4,344
BSRM Steels Limited	134	7,884	7,812
Eastern Housing Limited	15	657	807
Export Import (Exim) Bank of Bangladesh Limited	2,045	20,532	23,109
Beximco Pharmaceuticals Limited	72,000	6,760,800	5,925,600
First Finance Limited	341	2,353	2,046
Grameenphone Limited	5	1,948	1,824
Heidelberg Cement Bangladesh Ltd.	10,000	3,606,000	2,414,000
IDLC Finance Limited	48	3,180	2,894
IFIC Bank Limited	780	8,861	8,112
Islamic Finance & Investment Limited	6	97	100
Linde Bangladesh Limited	10,000	12,571,000	12,171,000
LafargeHolcim Bangladesh Limited	841	40,092	33,388
LankaBangla Finance Limited	228	5,284	4,811
National Credit and Commerce Bank Limited	210,000	2,940,000	3,045,000
National Bank Limited	60,052	-	528,458
Malek Spinning Mills Limited	3	54	50
Meghna Petroleum Limited	25	4,656	4,953
Orion Pharma Limited	348	13,739	11,554
One Bank Limited	869	10,995	11,558
Peoples Insurance Company Limited	27	464	559
Phoenix Finance 1st Mutual Fund	47	286	287
Pioneer Insurance Company Limited	51	1,411	1,709
Popular Life First Mutual Fund	647	3,086	3,041
Prime Insurance Company Limited	220	3,110	4,444
Rupali Insurance Company Limited	8	124	158
Reliance One" the first scheme of Reliance Insurance Mutual Fund	428	4,097	4,109
Reliance Insurance Limited	38	1,487	1,714
Rupali Bank Limited	11,880	-	449,064
Shasha Denims Limited	113,420	6,042,000	5,228,662
Southeast Bank Limited	28,039	29,306	378,527
Square Pharmaceuticals Limited	113	29,234	29,866
Social Islami Bank Limited	5,775	-	84,315
Summit Power Limited	200,063	7,582,577	8,402,627
Titas Gas Transmission & Dist. Co. Limited	2	78	80
United Finance Limited	2	36	38
Total	842,820	56,526,720	54,941,236

9.00 Inventories

Closing stock

	Quantity	30.06.2019 Taka	30.06.2018 Taka
Clinker	MT 19,204.189	96,619,498	119,812,765
Gypsum	MT 6,061.167	16,822,850	102,945,781
Slag	MT 108,165.674	336,252,543	277,889,819
Fly ash	MT 43,917.748	105,419,915	40,800,288
Lime stone	MT 116,723.002	295,177,029	104,284,693
Cement grinding aid	MT 877.062	84,271,644	84,271,644
Izonil	MT 110.200	10,644,502	18,653,210
Finished cement	MT 0.400	2,445	1,994
Bags	PCS 269,544.000	4,512,300	1,090,191
Stores & spare parts		348,154,974	303,041,791
		1,297,877,700	1,052,792,176

10.00 Trade receivables

Corporate	1,205,380,812	685,205,994
Trade	1,481,188,759	1,210,186,713
Distributors	64,532,082	46,531,892
Other customers	674,398,358	474,198,672
Transport bill	193,200	193,200
	3,425,693,210	2,416,316,471
Less: allowance for doubtful debt	23,053,323	21,195,400
Trade receivables net of allowance for doubtful debt	3,402,639,887	2,395,121,071

Ageing of the above receivables is given below:

	up to 1 month	1-3 months	3- 6 months	6 months-1 year	Above 1 year	Total
Corporate	274,889,252	412,638,495	338,895,094	159,297,653	19,660,317	1,205,380,812
Dealers	849,665,163	430,897,071	179,436,864	13,693,840	7,495,822	1,481,188,759
Distributors	27,585,482	22,068,816	7,326,968	7,550,816	-	64,532,082
Other customers	73,955,804	27,199,030	30,145,515	542,966,829	131,179	674,398,358
Transport bills	-	-	-	-	193,200	193,200
	1,226,095,701	892,803,412	555,804,441	723,509,138	27,480,519	3,425,693,210

11.00 Current account with sister concerns

Crown Power Generation Limited	1,700,703	31,514,769
Crown Polymer Bagging Limited	91,238,672	49,094,026
Crown Cement Concrete and Building Products Limited	149,195,136	243,300,723
Crown Transportation & Logistics Limited	(7,230,607)	6,130,807
Crown Cement Trading Company	12,319,513	153,558,013
Crown Mariners Limited	58,369,760	4,508,755
	305,593,176	488,107,095
Less: impairment allowance	20,877,785	20,877,785
Current account with sister concerns net of allowance for doubtful debt	284,715,391	467,229,310

Particulars	Purpose
Crown Power Generation Limited	Power generated is supplied fully to M. I. Cement Factory Limited at less than the competitive market price.
Crown Polymer Bagging Limited	All bags as produced is supplied to M. I. Cement Factory Limited at less than competitive market price.
Crown Cement Concrete and Building Products Limited	This company went into commercial production on 15 May 2013 and is involved in ready mix cement business using exclusively Crown Cement.
Crown Transportation and Logistics Limited	Crown Transportation & Logistics Limited is providing logistics service for carrying finished product to customer at a lower price than the market rate.
Crown Cement Trading Company	A partnership firm of directors, occasionally involved in cement trading business.
Crown Mariners Limited	Crown Mariners Limited is providing logistics service for carrying raw materials from Chittagong port to factory ghat at less than competitive market price.

12.00 Other receivables

Interest income receivable on FDR
 Receivable from Alunited Maritime Business (Pvt.) Ltd.
 Crown Maritime and Shipping Services

30.06.2019 Taka	30.06.2018 Taka
30,533,919	80,796,142
2,956,940	2,956,940
162,877,000	187,486,000
196,367,859	271,239,082

13.00 Advances, deposits and prepayments

Advances

Advance to parties/ contractors
 Advance to employee against works
 Advance to employee against salary
 Advance against rent
 VAT current account
 Advance to others

58,396,432	224,666,798
97,958,069	83,316,653
1,327,789	5,279,760
6,361,900	8,231,440
17,509,737	128,749,314
155,297,612	152,149,754
336,851,540	602,393,719

Deposits

Security deposit and other deposit
 Margin for bank guarantee
 L/C margin deposit

27,756,032	22,764,206
6,663,486	5,880,221
4,815,674	364,074
39,235,193	29,008,501

Pre-payments

Insurance premium
 BSTI Expense
 BIS Expense
 CDBL Expense
 Chittagong Chamber of Commerce Industry (CCCI)
 LED liners (note: 13.1)
 Advertisement and publicity

3,486,423	3,467,470
2,734,300	4,349,734
96,744	191,059
597,000	597,000
-	112,000
44,639,639	2,166,233
8,880,928	23,528,456
60,435,034	34,411,951
436,521,766	665,814,170

13.01 LED liners are not capitalized and charged based on its running hours.

14.00 Advance income tax

Opening balance

Add : paid during the year

30.06.2019
Taka30.06.2018
Taka

2,082,343,006

667,837,443

2,750,180,449

1,492,092,598

590,250,408

2,082,343,006**15.00 Cash and cash equivalents (note: 3.7)****Cash in hand**

Cash in hand- Head office

Cash in hand- Factory

134,225

317,780

452,005

10,474

1,726,900

1,737,374**Cash at banks**

One Bank Limited

South East Bank Limited

Mercantile Bank Limited

Jamuna Bank Limited

State Bank of India

The City Bank Limited

National Bank Limited

Dutch Bangla Bank Limited

Prime Bank Limited

United Commercial Bank Limited

Mutual Trust Bank Limited

Pubali Bank Limited

Janata Bank Limited

Dhaka Bank Limited

Shahjalal Islami Bank Limited

Uttara Bank Limited

BRAC Bank limited

Islami Bank Bangladesh Limited

Standard Chartered Bank

IFIC Bank Limited

The Hongkong And Shanghai Banking Corporation Limited

National Credit and Commerce Bank Limited

One Bank Limited- Dividend account

Dutch bangla Bank Limited- Dividend account

United Commercial Bank Limited- Dividend account

South East Bank Limited-Dividend account

Bank Asia Limited

Arab Bangladesh Bank Limited

Agrani Bank Limited

Eastern Bank Limited

Trust Bank Limited

235,829

177,445

8,903,238

41,877

5,704,912

2,411,075

15,912,988

11,110,853

98,895,590

1,683,374

752,501

5,677,719

4,710,840

23,821,650

2,590,483

6,987

17,053,247

7,605,860

14,408,585

1,399,309

1,790,236

2,085,084

5,814,469

5,804,368

15,500,785

2,848,950

2,861,813

20,118,514

5,869

383,177

3,850

280,321,478

1,920,310,773

2,201,084,256

166,684

2,644,959

8,713,981

4,802

4,337,187

612,140

3,809,340

7,313,797

64,753,302

6,372,147

5,410,928

-

4,873,331

854,384

6,606,477

4,416

16,589,359

9,595,822

12,904,100

1,104,507

9,905,422

1,452,878

5,631,757

5,696,533

14,337,639

2,793,489

2,944,384

1,378

7,825

4,846,383

-

204,289,352

4,107,418,637

4,313,445,362**Term deposits**

30.06.2019
Taka30.06.2018
Taka**16.00 Share capital****Authorised Capital**

500,000,000 Ordinary Shares of Tk. 10 each

5,000,000,0005,000,000,000**Issued, Subscribed & Paid-up Capital**

148,500,000 Ordinary Shares of Tk. 10 each fully paid-up and share holding position is as under:

Sl. No.	Name	No. of Shares	Holding %	Face Value (Taka)	Face Value (Taka)
1	Mohammed Jahangir Alam	23,024,925	15.50%	230,249,250	230,249,250
2	Alhaj Md. Khabir Uddin Mollah	23,388,750	15.75%	233,887,500	233,887,500
3	Md. Alamgir Kabir	14,397,075	9.70%	143,970,750	143,970,750
4	Molla Mohammad Majnu	12,127,500	8.17%	121,275,000	121,275,000
5	Md. Mizanur Rahman Mollah	12,127,500	8.17%	121,275,000	121,275,000
6	Md. Almas Shimul	7,276,500	4.90%	72,765,000	72,765,000
7	Alhaj Md. Abdur Rouf	2,598,750	1.75%	25,987,500	25,987,500
8	Md. Ashrafuzzaman	2,598,750	1.75%	25,987,500	25,987,500
9	Md. Abdul Ahad	2,079,000	1.40%	20,790,000	20,790,000
10	General Public	48,881,250	32.92%	488,812,500	488,812,500
Total		148,500,000	100%	1,485,000,000	1,485,000,000

The transfer of the shares of Alhaj Md. Khabir Uddin Mollah is yet to be executed and succession certificate of is in process.

The Company increased its paid-up share capital from 1,350 million to 1,485 million by issuing 13,500,000 ordinary shares as bonus share of Taka 10 each to the shareholders as declared at 18th Annual General Meeting held on 23 December 2012.

Shareholding range	No. of Shareholders	Holdings	No. of Shareholders	Holdings
	30.06.2019	30.06.2019	30.06.2018	30.06.2018
Less than 499 shares	26,751	3,243,231	29,177	3,557,174
500 to 5,000 shares	1,230	1,740,631	1,334	1,867,421
5,001 to 10,000 shares	71	503,876	87	618,847
10,001 to 20,000 shares	36	523,751	33	485,555
20,001 to 30,000 shares	19	475,816	21	535,792
30,001 to 40,000 shares	5	170,411	10	348,943
40,001 to 50,000 shares	8	373,492	6	292,251
50,001 to 100,000 shares	11	842,695	9	656,525
100,001 to 1,000,000 shares	27	10,889,908	26	10,648,347
Over 1,000,000 shares	18	129,736,189	18	129,489,145
Total	28,176	148,500,000	30,721	148,500,000

17.00 Share premium

This represents share premium of Taka 3,048 million raised by issuing 30 million of ordinary shares @ Tk. 101.60 per share through IPO during the year 2010-2011. The break-up of the balance of share premium is given below:

Share premium realized during the year 2010-2011
Less: income tax paid on share premium
Balance as on 30 June 2019

30.06.2019
Taka

30.06.2018
Taka

3,048,000,000
(91,440,000)
2,956,560,000

3,048,000,000
(91,440,000)
2,956,560,000

18.00 Long term borrowing net-off current maturity

a) Term loan

2,141,447,569

2,653,416,900

Unit-wise break up of the amount is as follows:

Unit-V

Standard Chartered Bank

558,280,937

774,656,095

Prime Bank Limited

1,098,065,262

1,200,929,844

1,656,346,199

1,975,585,939

Mother Vessel

Dhaka Bank Limited

464,646,587

584,862,856

464,646,587

584,862,856

Others

HSBC

19,069,193

91,123,253

Pubali Bank Limited

1,385,590

1,844,852

20,454,783

92,968,105

b) Hire purchase loan

Prime Bank Limited

32,125,178

54,495,041

Shahjalal Islami Bank Limited

-

2,239,356

Dhaka Bank Limited

142,285,332

35,266,022

174,410,510

92,000,419

Total loan (a+b)

2,315,858,079

2,745,417,318

Less: current portion of long term borrowing (note: 23)

740,527,887

729,555,651

1,575,330,192

2,015,861,668

18.01 Details of long term borrowing is presented below:

Sl. No.	Name of lenders	Purpose	Type of loan	Amount in BDT	Tenure
1	The Hongkong and Shanghai Banking Corporation Limited	Term loan (one-off) to retire deferred import documents of ocean going vessel, plant, packer of Unit-V and burge loader.	Term loan	19,069,193	4 Years
2	Standard Chartered Bank	Capital Machinery for Unit-V	Term loan	558,280,937	4 Years
3	Prime Bank Limited	Capital Machinery for Unit-V	Term loan	1,098,065,262	4 Years
4	Dhaka Bank Limited	Mother Vessel Financing (Crown Vision)	Term loan	464,646,587	4 Years
5	Pubali Bank Limited	Purchase Dump Truck	Term loan	1,385,590	5 Years
6	Prime Bank Limited	To Purchase Vehicle	Hire purchase loan	32,125,178	3 Years
7	Shahjalal Islami Bank Limited	To Purchase Vehicle	Hire purchase loan	-	4 Years
8	Dhaka Bank Limited	To Purchase Vehicle	Hire purchase loan	142,285,332	5 Years
Total				2,315,858,079	

19.00 Liabilities for gratuity

Gratuity

Opening balance

Add : provision made during the year

Less : payments/adjustment made during the year

Closing balance

30.06.2019
Taka

30.06.2018
Taka

131,243,324

47,204,464

178,447,788

15,854,545

162,593,244

92,279,541

46,377,886

138,657,427

7,414,103

131,243,324

20.00 Deferred tax liabilities

Opening balance

Add : provision during the year

Closing balance

494,009,179

99,545,423

593,554,602

400,628,425

93,380,754

494,009,179

20.01 Details of deferred tax calculation

(a) The tax effects of temporary differences arise from tax base and accounting base of relevant assets and liabilities:

	Accounting Base	Tax Base	Temporary Difference	Tax @ 25%	Tax @ 25%
Deferred tax assets					
Provision for gratuity	-	162,593,244	162,593,244	40,648,311	32,810,831
Provision for employee provident fund	-	-	-	-	555,985
Audit fees payable	-	-	-	-	162,500
Allowance for doubtful debt and impairment	-	43,931,108	43,931,108	10,982,777	10,518,296
				51,631,088	44,047,612
Deferred tax liabilities					
Property, plant and equipment	7,434,704,461	4,853,961,703	(2,580,742,759)	(645,185,690)	(538,056,791)
				(645,185,690)	(538,056,791)
				(593,554,602)	(494,009,179)

(b) The tax effect of temporary differences arises from tax base and accounting base of revalued assets:

Deferred tax liability on revaluation reserve

Opening balance

Less: transferred to retained earnings

Closing balance

Total

(118,885,640)

7,723,097

(111,162,543)

(704,717,145)

(126,832,579)

7,946,939

(118,885,640)

(612,894,819)

21.00 Trade payables

Suppliers

159,397,469

193,298,498

159,397,470

193,298,498

Ageing of the above trade payables is as below:

Particulars	up to 1 month	1-3 months	3-6 months	Above 6 months	Total
Suppliers	100,991,340	38,347,240	8,996,443	11,062,446	159,397,469
Total	100,991,340	38,347,240	8,996,443	11,062,446	159,397,469

22.00 Other payables

Creditor for other finance (note: 22.1)
Creditor for revenue expenses (note: 22.2)

30.06.2019
Taka

30.06.2018
Taka

159,610,660
159,358,868

111,800,191
127,227,052

318,969,528

239,027,243

22.01 Creditor for other finance (note: 22)

VAT deduction at source
Tax deduction at source
Payable to employees provident fund
Advance against motor car and Motor cycle
Employee tax payable

101,353,178
5,046,312
25,516,191
24,498,613
3,196,366

76,215,961
11,096,041
2,223,940
16,898,594
5,365,656

159,610,660

111,800,191

22.02 Creditor for revenue expenses (note: 22)

Salaries, wages & overtime payable
Audit and professional fees
Electricity bill
Telephone bill
Utility bill
Payable against financial expense
Others
Payable against advertisement expense
Payable against revenue expense

38,772,338
805,000
54,269,701
-
4,786
54,905,319
60,400
8,577,849
1,963,475

37,150,317
650,000
-
6,813
-
80,742,507
60,400
6,001,176
2,615,838

159,358,868

127,227,052

23.00 Current portion of long term borrowings

a) Term loan

Unit-V

Standard Chartered Bank
Prime Bank Limited

223,312,375
247,665,973

221,330,313
231,049,285

470,978,348

452,379,598

Mother Vessel

Dhaka Bank Limited

191,870,617

183,032,539

191,870,617

183,032,539

Others

HSBC
Pubali Bank Limited

15,952,965
639,360

49,132,983
639,360

16,592,325

49,772,343

679,441,290

685,184,480

b) Hire Purchase loan

Prime Bank Limited
Shahjalal Islami Bank Limited
Dhaka Bank Limited

21,916,300
-
39,170,297

36,278,671
2,322,325
5,770,175

61,086,597

44,371,171

740,527,887

729,555,651

24.00 Short term loan

Cash credit (hypothecation)

	30.06.2019 Taka	30.06.2018 Taka
One Bank Limited	5,892,452	106,018,241
Prime Bank Limited	327,000	327,000
The Hongkong And Shanghai Banking Corporation Limited	30,553,836	330,511,758
Eastern Bank Limited	21,903,398	353,012,114
Jamuna Bank Limited	126,402,179	38,206,193
IFIC Bank Limited	-	41,644,952
Bank Alfalah Limited	860,119	20,857,678
Standard Chartered Bank	-	726,110
United Commercial Bank Limited	11,141,979	41,520,383
Dhaka Bank Limited	-	39,325,103
Dutch Bangla Bank Limited	82,537,171	41,145,052
Habib Bank Limited	40,507,143	31,273,268
Pubali Bank Limited	13,033,122	48,756,478
BRAC Bank Limited	-	28,966,825
Agrani Bank Limited	1,355,519,402	
Commercial Bank of Ceylon	48,749,132	
	1,737,426,933	1,122,291,154

Loan against trust receipts

The Hongkong And Shanghai Banking Corporation Limited	-	534,828,356
Prime Bank Limited	-	7,926,230
One Bank Limited	42,210,294	843,579
Dhaka Bank Limited	17,764,260	-
	59,974,554	543,598,165

Time loan

One Bank Limited	-	32,155,320
Prime Bank Limited	18,458,000	4,147,912
Eastern Bank Limited	73,588,618	400,000,000
The Hongkong And Shanghai Banking Corporation Limited	833,936,447	500,000,000
Dhaka Bank Limited	293,828,898	198,199,044
Habib Bank Limited	200,000,000	200,000,000
Standard Chartered Bank	728,833,601	705,584,420
Bank Alfalah Limited	170,000,000	215,404,400
BRAC Bank Limited	90,000,000	236,392,730
	2,408,645,563	2,491,883,825

Offshore loan

Prime Bank Limited	559,152,688	75,938,999
The Hongkong And Shanghai Banking Corporation Limited	1,209,907,950	1,052,098,132
Dutch Bangla Bank Limited	-	632,154,347
One Bank Limited	54,346,279	97,645,311
Standard Chartered Bank	812,656,855	717,573,106
BRAC Bank Limited	154,416,793	409,116,591
Dhaka Bank Limited	56,071,206	190,500,296
Bank Alfalah Limited	-	210,292,512
Jamuna Bank Limited	38,375,508	-
City Bank Limited	249,841,052	-
United Commercial Bank Limited	144,762,563	-
	3,279,530,893	3,385,319,294

Security overdraft

IPDC	53,560,739	51,023,379
Bank Alfalah Limited	29,095,543	-
Habib Bank Limited	99,814,646	378,427,437
	182,470,928	429,450,815
	7,668,048,872	7,972,543,254

24.01 The company has been enjoying the following short term facilities from various bank under the terms and conditions given below:

Sl. No.	Name of the bank	Type of loan	Limit of loan	Purpose of loan	Tenor	Nature
1	One Bank Limited	Cash Credit Hypothecation	150,000,000	Working Capital	One Year	Revolving
2	One Bank Limited	Revolving time loan	300,000,000	Working Capital	120 days	Revolving
3	One Bank Limited	Letter of credit (non funded)	750,000,000	Working Capital	120 days	Revolving
4	One Bank Limited	Bank guarantee	10,000,000	To issue guarantee for tender and utilities facilities	One Year	Revolving
5	Prime Bank Limited	Bank overdraft	50,000,000	Working Capital	One Year	Revolving
6	Prime Bank Limited	Revolving time loan	300,000,000	Working Capital	120 days	Revolving
7	Prime Bank Limited	Letter of credit (non funded)	1,200,000,000	Working Capital	180 days	Revolving
8	Prime Bank Limited	Bank guarantee	50,000,000	To issue guarantee for tender and utilities facilities	One Year	Revolving
9	Commercial Bank of Ceylon PLC	Overdraft	100,000,000	Working Capital	One Year	Revolving
10	Commercial Bank of Ceylon PLC	Letter of credit (non funded)	550,000,000	Working Capital	180 days	Revolving
11	Commercial Bank of Ceylon PLC	Revolving time loan	180,000,000	Working Capital	180 days	Revolving
12	HSBC	Bank overdraft	960,000,000	Working Capital	One Year	Revolving
13	HSBC	Loan against trust receipts	1,500,000,000	Working Capital	180 days	Revolving
14	HSBC	Letter of credit (non funded)	2,440,000,000	Working Capital	180 days	Revolving
15	HSBC	Bank guarantee	20,000,000	To issue guarantee for tender and utilities facilities	One Year	Revolving
16	HSBC	Short Term Loans	250,000,000	Working Capital	150 days	Revolving
17	Jamuna Bank Limited	Letter of credit (non funded)	400,000,000	Working Capital	180 days	Revolving
18	Jamuna Bank Limited	Time Loan	250,000,000	Working Capital	120 days	Revolving
19	Jamuna Bank Limited	Cash Credit (Hypothecation)	280,000,000	Working Capital	One year	Revolving
20	Eastern Bank Limited	Letter of credit (non funded)	1,150,000,000	Working Capital	180 days	Revolving
21	Eastern Bank Limited	Demand Loan	1,000,000,000	Working Capital	180 days	Revolving
22	Eastern Bank Limited	Bank Guarantee	30,000,000	To issue guarantee for tender and utilities facilities	One year	Revolving
23	Eastern Bank Limited	Overdraft	50,000,000	Working Capital	1 year	Revolving
24	Eastern Bank Limited	Secured Overdraft	450,000,000	Working Capital	1 year	Revolving
25	Shahjalal Islami Bank Ltd.	Letter of credit (non funded)	600,000,000	Working Capital	180 days	Revolving
26	Shahjalal Islami Bank Ltd.	Loan against trust receipts	452,000,000	Working Capital	150 days	Revolving
27	Shahjalal Islami Bank Ltd.	Bank Guarantee	100,000,000	To issue guarantee for tender and utilities facilities	One year	Revolving
28	IFIC Bank Limited	Letter of credit (non funded)	350,000,000	Working Capital	180 days	Revolving
29	IFIC Bank Limited	Overdraft	100,000,000	Working Capital	One year	Revolving
30	IFIC Bank Limited	Cash Credit (Hypothecation)	200,000,000	Working Capital	One year	Revolving
31	United Commercial Bank	Letter of credit (non funded)	600,000,000	Working Capital	180 days	Revolving
32	United Commercial Bank	Loan against trust receipts	500,000,000	Working Capital	180 days	Revolving
33	United Commercial Bank	Cash Credit (Hypothecation)	100,000,000	Working Capital	One year	Revolving
34	Standard Chartered Bank	Letter of credit (non funded)	2,000,000,000	Working Capital	180 days	Revolving
35	Standard Chartered Bank	Loan against trust receipts	300,000,000	Working Capital	150 days	Revolving

Sl. No.	Name of the bank	Type of loan	Limit of loan	Purpose of loan	Tenor	Nature
36	Standard Chartered Bank	Export Invoice Financing	600,000,000	Working Capital	90 days	Revolving
37	Standard Chartered Bank	Bond and Guarantees	100,000,000	Working Capital	One year	Revolving
38	Standard Chartered Bank	Import Loan	400,000,000	Working Capital	150 days	Revolving
39	Standard Chartered Bank	Short Term Loan	400,000,000	Working Capital	150 days	Revolving
40	Standard Chartered Bank	Overdraft	30,000,000	Working Capital	One year	Revolving
41	Bank Alfalah Ltd.	Letter of credit (non funded)	450,000,000	Working Capital	180 days	Revolving
42	Bank Alfalah Ltd.	Overdraft	50,000,000	Working Capital	One year	Revolving
43	Bank Alfalah Ltd.	Short Term Loan	450,000,000	Working Capital	90 days	Revolving
44	Bank Alfalah Ltd.	Loan against trust receipts	200,000,000	Working Capital	180 days	Revolving
45	Bank Alfalah Ltd.	Secured Overdraft	100,000,000	Working Capital	One year	Revolving
46	Habib Bank Ltd.	Letter of credit (non funded)	350,000,000	Working Capital	180 days	Revolving
47	Habib Bank Ltd.	Short Term Loan	200,000,000	Working Capital	180 days	Revolving
48	Habib Bank Ltd.	Overdraft	50,000,000	Working Capital	One year	Revolving
49	Habib Bank Ltd.	Secured Overdraft	100,000,000	Working Capital	One year	Revolving
50	Dhaka Bank Ltd.	Letter of credit (non funded)	1,000,000,000	Working Capital	180 days	Revolving
51	Dhaka Bank Ltd.	Overdraft	100,000,000	Working Capital	One year	Revolving
52	Dhaka Bank Ltd.	Short Term Loan	300,000,000	Working Capital	120 days	Revolving
53	Dhaka Bank Ltd.	Bank guarantee	100,000,000	To issue guarantee for tender and utilities facilities	One year	Revolving
54	Pubali Bank Ltd.	Overdraft	100,000,000	Working Capital	One year	Revolving
55	Agrani Bank Limited	Cash Credit Hypothecation	1,400,000,000	Working Capital	One year	Revolving
56	Agrani Bank Limited	Post Import Finance	1,800,000,000	Working Capital	One year	Revolving
57	Agrani Bank Limited	Letter of credit (non funded)	1,500,000,000	Working Capital	180 days	Revolving
58	Agrani Bank Limited	Bank guarantee	100,000,000	To issue guarantee for tender and utilities facilities	One year	Revolving
59	BRAC Bank Ltd.	Letter of credit (non funded)	786,000,000	Working Capital	180 days	Revolving
60	BRAC Bank Ltd.	Loan against trust receipts	786,000,000	Working Capital	120 days	Revolving
61	BRAC Bank Ltd.	Bank Guarantee	30,000,000	To issue guarantee for tender and utilities facilities	One year	Revolving
62	BRAC Bank Ltd.	Revolving Loan	250,000,000	Working Capital	120 days	Revolving
63	BRAC Bank Ltd.	Overdraft	50,000,000	Working Capital	One year	Revolving
64	City Bank Limited	Letter of credit (non funded)	1,200,000,000	Working Capital	180 days	Revolving
65	City Bank Limited	Short Term Loan	40,000,000	Working Capital	180 days	Revolving
66	City Bank Limited	Duty Loan	200,000,000	Working Capital	120 days	Revolving
67	City Bank Limited	Bank Guarantee	300,000,000	To issue guarantee for tender and utilities facilities	One Year	Revolving
68	City Bank Limited	Overdraft	50,000,000	Working Capital	One Year	Revolving
69	Dutch Bangla Bank Ltd.	Letter of credit (non funded)	1,000,000,000	Working Capital	180 days	Revolving
70	Dutch Bangla Bank Ltd.	Cash Credit	100,000,000	Working Capital	One year	Revolving
71	Dutch Bangla Bank Ltd.	Short Term Loan	200,000,000	Working Capital	120 days	Revolving

25.00 Provision for tax liabilities

Opening balance
Add: provision made during the year

30.06.2019 Taka	30.06.2018 Taka
637,499,865	636,268,528
84,716,866	1,231,336
722,216,731	637,499,865

25.01 Calculation of tax

Cash received from customers	13,620,913,776
Cash received from other operating income	188,116,500
Cash received from non operating income	46,432,118
Cash received from financial activities	264,015,289
Total Received	14,119,477,683
Tax @ 0.6% from total received	84,716,866

-
-

26.00 Liabilities for workers' profit participation fund (WPPF):

Opening balance
Less: payments made during the year

20,511,243	42,994,185
20,511,243	42,994,185
-	-
20,561,259	20,511,243
20,561,259	20,511,243

Add: provision made during the year
Closing balance

27.00 Revenue

Domestic sales (note: 27.1)
Export sales
Net sales

2018-2019 Taka	2017-2018 Taka
14,145,974,683	12,003,769,248
482,457,908	555,542,351
14,628,432,591	12,559,311,599

27.01 Domestic sales net of VAT

Cement sales
Domestic sales

14,145,974,683	12,003,769,248
14,145,974,683	12,003,769,248
14,145,974,683	12,003,769,248

Domestic sales net of VAT

27.02 Quantity wise sales

Particulars	01-07-2018 to 30-06-2019		01-07-2017 to 30-06-2018	
	Quantity (MT)	Amount (Tk.)	Quantity (MT)	Amount (Tk.)
Domestic sales	2,327,007.36	14,145,974,683	2,112,600.06	12,003,769,248
Export sales	84,145.00	482,457,908	97,512.00	555,542,351
Total	2,411,152.36	14,628,432,591	2,210,112.06	12,559,311,599

27.03 Category wise quantity sold are:

Particulars	Quantity (MT)
Bag cement	1,941,804.00
Bulk cement	469,348.61

28.00 Cost of sales

Opening stock of raw materials
Add: purchase of raw materials during the year
Less: closing stock of raw materials

Raw material consumed (note: 28.1)

Factory overhead (note: 28.5)

Cost of production

Add: opening finished goods

Cost of goods available for sale

Less: closing finished goods

Cost of sales

Less: Duty draw back for export

Cost of sales

	2018-2019 Taka	2017-2018 Taka
Opening stock of raw materials	749,748,391	739,019,026
Add: purchase of raw materials during the year	11,220,182,758	9,384,755,108
Less: closing stock of raw materials	(949,720,281)	(749,748,391)
Raw material consumed (note: 28.1)	11,020,210,868	9,374,025,743
Factory overhead (note: 28.5)	1,719,094,036	1,589,436,190
Cost of production	12,739,304,903	10,963,461,933
Add: opening finished goods	1,994	2,165
Cost of goods available for sale	12,739,306,897	10,963,464,098
Less: closing finished goods	(2,445)	(1,994)
Cost of sales	12,739,304,453	10,963,462,103
Less: Duty draw back for export	(40,695,838)	(47,570,877)
Cost of sales	12,698,608,615	10,915,891,227

28.01 Raw material consumed

Opening stock of raw materials

	Quantity		
Clinker	MT 25,682.94	119,812,765	157,787,979
Gypsum	MT 36,662.96	102,945,781	80,596,816
Slag	MT 93,398.12	277,889,819	232,692,022
Fly ash	MT 18,715.89	40,800,288	107,647,106
Lime stone	MT 43,034.71	104,284,693	49,220,420
Cement grinding aid	MT 877.06	84,271,644	84,271,644
Izonil	MT 281.65	18,653,210	23,999,691
Bags	PCS 67,910.00	1,090,191	2,803,350
		749,748,391	739,019,026

Add: purchased during the year

	Quantity		
Clinker	MT 1,463,511.20	7,372,572,935	6,283,344,522
Gypsum	MT 70,590.00	194,736,234	332,218,344
Slag	MT 604,801.33	1,892,589,336	1,415,053,338
Fly ash	MT 239,343.00	578,642,817	440,940,505
Lime stone	MT 188,078.67	480,170,468	282,663,970
Izonil	MT 174.00	25,359,198	-
Bulk cement Purchase	MT 2,850.00	16,480,410	57,976,618
Bags	PCS 39,403,340.00	659,631,359	572,557,809
		11,220,182,758	9,384,755,108

Less: closing stock of raw materials

	Quantity		
Clinker	MT 19,204.19	96,619,498	119,812,765
Gypsum	MT 6,061.17	16,822,850	102,945,781
Slag	MT 108,165.67	336,252,543	277,889,819
Fly ash	MT 43,917.75	105,419,915	40,800,288
Lime stone	MT 116,723.00	295,177,029	104,284,693
Cement grinding aid	MT 877.06	84,271,644	84,271,644
Izonil	MT 110.20	10,644,502	18,653,210
Bags	PCS 269,544.00	4,512,300	1,090,191
		949,720,281	749,748,391
Raw materials consumed		11,020,210,868	9,374,025,743

- 28.02** As per nature of the Company's manufacturing process and packing system there is little scope of having packed finished cement in the stock. Cement is only packed at the time of delivery by trucks i.e. the cement is packed in the bag when trucks arrive at the factory for taking delivery.

Particulars in respect of opening stock, sales and closing stock of finished goods

Year	Opening		Closing		Sales for the year	
	Quantity (MT)	Value (Tk.)	Quantity (MT)	Value (Tk.)	Quantity (MT)	Value (Tk.)
2018-2019	0.40	1,994	0.40	2,445	2,411,152.36	14,628,432,591
2017-2018	0.40	2,165	0.40	1,994	2,210,112.06	12,559,311,599

28.02.a Finished goods movement in Taka and quantities

Particulars	01.07.2018 - 30.06.2019		01.07.2017 - 30.06.2018	
	Quantity (MT)	Amount (Tk.)	Quantity (MT)	Amount (Tk.)
Opening stock	0.40	1,994	0.40	2,165.00
Add: Production/Outsource during the period	2,411,152.36	12,739,304,903	2,210,112.06	10,963,461,932
Goods available for sale	2,411,152.76	12,739,306,897	2,210,112.46	10,963,464,098
Less: Cost of goods sold	2,411,152.36	12,739,304,453	2,210,112.06	10,963,462,103
Closing stock	0.40	2,445	0.40	1,994

As per company's policy any bag of cement remained undelivered in the stock is considered as finished product. Thus the above amount represents the cost of 8 (Eight) bags of cement remained undelivered on 30 June 2019.

28.03 Analysis of raw material consumption

2018-2019

Particulars	Opening		Closing		Consumed for the year	
	MT/Pcs	Amount (Tk.)	MT/Pcs	Amount (Tk.)	MT/Pcs	Amount (Tk.)
Clinker (MT)	25,682.94	157,787,979	19,204.19	96,619,498	1,469,989.95	7,433,741,415.41
Gypsum (MT)	36,662.96	80,596,816	6,061.17	16,822,850	101,191.79	258,510,201.19
Slag (MT)	93,398.12	232,692,022	108,165.67	336,252,543	590,033.78	1,789,028,814.18
Fly ash (MT)	18,715.89	107,647,106	43,917.75	105,419,915	214,141.14	580,870,007.86
Lime stone (MT)	43,034.71	49,220,420	116,723.00	295,177,029	114,390.38	234,213,858.57
Cement grinding aid (MT)	877.06	84,271,644	877.06	84,271,644	-	-
Izonil (MT)	281.65	23,999,691	110.20	10,644,502	345.45	33,298,063.29
Bags (Pcs)	67,910.00	2,803,350	269,544.00	4,512,300	39,201,706.00	657,922,408.99

2017-2018

Particulars	Opening		Closing		Consumed for the year	
	MT/Pcs	Amount (Tk.)	MT/Pcs	Amount (Tk.)	MT/Pcs	Amount (Tk.)
Clinker (MT)	38,217.12	157,787,979	25,682.94	119,812,765	135,503.13	6,321,319,736
Gypsum (MT)	33,546.60	80,596,816	36,662.96	102,945,781	110,356.43	309,869,380
Slag (MT)	101,211.44	232,692,022	93,398.12	277,889,819	460,405.25	1,369,855,541
Fly ash (MT)	51,140.92	107,647,106	18,715.89	40,800,288	232,932.03	507,787,323
Lime stone (MT)	23,219.29	49,220,420	43,034.71	104,284,693	93,922.58	227,599,696
Cement grinding aid (MT)	877.06	84,271,644	877.06	84,271,644	-	-
Izonil (MT)	362.38	23,999,691	281.65	18,653,210	80.73	5,346,481
Bags (Pcs)	185,042.00	2,803,350	67,910.00	1,090,191	35,772,407.00	574,270,968

28.04 Break up of raw materials purchase as per requirement of Para 8, Schedule XI, Part II of the Companies Act, 1994

2018-2019

Items	Purchase in Taka			Consumption in Taka	% of Consumption of total purchase
	Import	Local	Total		
Clinker (MT)	7,372,572,935	-	7,372,572,935	7,433,741,415	101%
Gypsum (MT)	194,736,234	-	194,736,234	258,510,201	133%
Slag (MT)	1,892,589,336	-	1,892,589,336	1,789,028,814	95%
Fly ash (MT)	578,642,817	-	578,642,817	580,870,008	100%
Lime stone (MT)	480,170,468	-	480,170,468	234,213,859	49%
Cement grinding aid (MT)	-	-	-	-	0%
Izonil (MT)	25,359,198	-	25,359,198	33,298,063	131%
Bags (Pcs)	-	659,631,359	659,631,359	657,922,409	100%
Total	10,544,070,989	659,631,359	11,203,702,348	10,987,584,769	98%

2017-2018

Items	Purchase in Taka			Consumption in Taka	% of Consumption of total purchase
	Import	Local	Total		
Clinker (MT)	6,283,344,522	-	6,283,344,522	6,321,319,736	101%
Gypsum (MT)	332,218,344	-	332,218,344	309,869,380	93%
Slag (MT)	1,415,053,338	-	1,415,053,338	1,369,855,541	97%
Fly ash (MT)	440,940,505	-	440,940,505	507,787,323	115%
Lime stone (MT)	282,663,970	-	282,663,970	227,599,696	81%
Cement grinding aid (MT)	-	-	-	-	0%
Izonil (MT)	-	-	-	5,346,481	0%
Bags (Pcs)	-	572,557,809	572,557,809	574,270,968	100%
Total	8,754,220,680	572,557,809	9,326,778,489	9,316,049,125	100%

The value of imported raw material is calculated on CIF basis.

28.05 Factory overhead

	2018-2019 Taka	2017-2018 Taka
Wages, salary and allowance	167,659,134	148,906,578
Bedding and uniform	1,831,757	393,168
BIWTA expense	9,866,429	7,566,301
Corporate social responsibility (CSR)	-	1,000,000
Computer accessories	92,461	297,640
Contribution to PF	5,671,874	4,337,531
Conveyance	199,352	194,986
Depreciation	541,148,771	471,498,871
Directors' remuneration	7,467,240	7,467,244
Donation and subscription	16,000	521,300
Electricity and power	837,073,486	773,131,223
Entertainment	4,794,338	5,046,211
Festival bonus	17,003,641	14,633,342
Fuel for motor vehicle and motor cycle	2,986,057	2,886,241
Gratuity	17,468,332	20,413,578
Insurance premium	4,050,414	3,582,364
Group Insurance premium	846,631	714,869
Labour charge	15,753,012	11,277,421
Leave encashment	2,193,416	1,795,409
Lubricants, diesel oil, gear oil and fuel etc.	17,280,534	7,321,629
Medical expenses	122,461	251,315
Gift and presentation	5,684,600	4,332,456
Mobile phone bill	923,728	937,942
Office maintenance	1,015,784	1,455,725
Rent and rates	6,159,950	6,049,797
Overtime	7,310,456	8,439,784
Printing, stationeries, schedule and forms	1,300,194	2,294,917
Quality testing expenses	616,268	706,884
Registration, license and renewals	1,130,125	676,855
Repair and maintenance- vehicle and motor cycle	1,613,756	1,365,424
Spare parts and store expenses	37,543,630	68,653,343
Telephone/ fax expenses	1,764	3,376
Training and education	290,117	176,995
Travelling expenses	1,334,124	1,727,005
Professional fees	644,200	7,722,804
Annual milad and picnic	-	1,655,663
	1,719,094,036	1,589,436,190

29.00 Other operating income

Income from mother vessel operation	163,507,500	147,400,000
	163,507,500	147,400,000

30.00 Administrative expenses

	2018-2019 Taka	2017-2018 Taka
Salary and allowances	140,940,987	127,660,187
Advertisement and publicity	1,003,811	1,496,242
Annual general meeting expenses	1,035,116	1,815,242
Professional fees	6,314,102	4,080,845
Amortization of intangible asset	5,082,748	3,836,651
Bedding and uniform	217,344	219,590
Board meeting attendance fees	1,354,445	1,450,556
Computer accessories	215,183	535,130
Contribution to PF	4,612,987	3,722,627
Conveyance	1,220,941	1,232,576
Corporate social responsibility (CSR)	564,087	8,228,433
Depreciation	35,351,950	31,182,685
Directors' remuneration	6,800,000	9,600,000
Donation and subscription	540,000	195,000
DSE/ CSE/ CDBL expenses	1,300,000	1,284,608
Entertainment	6,450,734	8,913,920
Festival Bonus	13,073,833	11,298,494
Fuel for motor vehicle and motor cycle	2,831,155	1,832,112
Gratuity	11,323,346	10,574,895
Insurance premium	21,489	888,888
Group Insurance premium	366,278	270,803
Internet	1,247,066	998,556
Labour charge	670	5,390
Leave encashment	2,199,693	1,472,579
Gift and presentation	1,577,534	5,556,702
Mobile phone bill	1,744,362	1,791,667
Office maintenance	3,840,677	4,852,701
Rent and rates	35,765,783	34,461,438
Overtime	310,157	247,066
Printing, stationeries, schedule and forms	3,097,744	8,531,483
Registration, license and renewals	1,426,567	725,502
Repair and maintenance- vehicle	3,791,452	4,394,235
Bad debt expense	2,000,000	-
Software Maintenance fees	4,905,552	4,231,543
Telephone/ fax expenses	60,445	77,340
Training and education	1,238,807	1,358,801
Travelling expenses	2,808,870	5,812,492
Utility expenses	3,400,828	3,141,919
	310,036,744	307,978,897

31.00 Selling and distribution expenses

	2018-2019 Taka	2017-2018 Taka
Salary and allowances	177,282,743	147,809,975
Advertisement and publicity	151,305,260	142,753,530
Bedding and uniform	-	12,800
BIS expense	305,564	656,965
BSTI fees	1,615,434	1,978,954
C&F expenses for export	2,588,350	3,019,260
Audit and professional/ consultancy/ legal fees	94,587	34,485
Computer accessories	168,790	77,060
Contribution to PF	5,848,433	4,470,449
Conveyance	17,177,588	15,026,765
Corporate social responsibility (CSR)	2,645,960	3,415,540
Carriage expense	10,333,525	9,725,836
Depreciation	81,919,106	25,022,078
Directors' remuneration	7,467,240	7,467,224
Donation and subscription	446,630	473,000
Entertainment	10,028,234	6,438,901
Fair and exhibition	30,600	359,265
Festival bonus	17,216,176	13,799,994
Fuel for motor vehicle and motor cycle	6,614,151	4,160,151
Gratuity	18,412,786	13,071,469
Group insurance premium	642,728	480,309
Gift and presentation	10,049,620	5,059,344
Insurance premium	1,441,113	1,402,885
Labour charges	37,810,781	33,282,810
Leave encashment	2,399,585	1,837,177
Medical expenses	984	20,186
Mobile phone bill	6,773,880	6,303,428
Office maintenance	3,318,020	1,251,483
Rent and rates	1,739,774	4,250,762
Outstation allowance/ house rent/ TA-DA	4,135,101	3,331,900
Overtime	503,246	674,715
Printing stationeries, schedule and forms	2,682,163	4,493,488
Balance carried forward	582,998,152	462,162,188
Balance brought forward	582,998,152	462,162,188
Promotional expenses	4,519,285	3,071,550
Quality testing expenses	2,636,389	2,871,496
Registration, license and renewals	6,660,249	3,243,512
Repair and maintenance- vehicle and motor cycle	1,463,723	512,773
Training and education	46,000	92,767
Travelling expenses	7,557,540	9,597,345
	605,881,338	481,551,631

32.00 Non-operating income

Sales of scrap
Other income
Realized profit/ (loss) on sale of share
Unrealized profit/ (loss) on investment on share
Dividend on share
Profit/(loss) on sale of assets
Demolition of assets

**2018-2019
Taka**

9,719,086
39,047,909
(22,991)
(1,585,484)
1,917,649
(4,252,526)
-

44,823,643**2017-2018
Taka**

6,487,266
9,449,019
(14,443,722)
(4,100,057)
13,740,363
-
(10,986,318)

146,550**33.00 Financial cost and income****33.01** Net exchange gain/(loss)

Bank charge and commission

Bank interest

Total finance cost

(51,383,148)

(27,616,139)

(925,204,385)

(1,004,203,672)

(62,662,118)

(10,271,090)

(725,338,688)

(798,271,896)**33.02** Interest income from FDR and others**Total finance income****Net finance cost**

213,753,067

213,753,067**(790,450,605)**

195,795,104

195,795,104**(602,476,793)****34.00 Income tax****Major components of tax expenses**

In compliance with the requirements of para-79 of IAS-12: Income tax, the major components of tax expenses are given below:

Current tax expenses

Deferred tax expenses

84,716,866

99,545,423

184,262,289

1,231,336

93,380,754

94,612,090**34.01 Current Tax Expenses**

Current Tax expenses has been computed in accordance with the Income Tax Ordinance, 1984 by considering applicable rate for the Income year 2018-2019.

34.02 Deferred Tax Expenses

The tax effects of temporary differences arise from tax base and accounting base of relevant assets and liabilities. Tax base amount has been taken from the Assessment order of Income year 2016-2017 issued by the Deputy Commissioner of Taxes.

35.00 Share of profit from associates (note:7)

Share of loss of Crown Power Generation Limited (CPGL)

Share of profit of Crown Mariners Limited (CML)

8,162,729

16,024,542

24,187,271

-

31,776,497

31,776,497

Share of profit or loss from investment in associates are not considered in computation of current tax expense since, these are separate entities having separate Taxpayer Identification Number (TIN) and being taxed separately. Income from investment in associates will be taken into account upon receipt of the dividend from respective entities.

36.00 Earnings per share (IAS - 33)

Basic earnings per share :

Earning attributable to ordinary shareholders

Weighted average number of ordinary shares (calculation as below)

Earnings Per Share (Basic and Diluted)

	2018-2019 Taka	2017-2018 Taka
Earning attributable to ordinary shareholders	251,150,155	315,612,768
Weighted average number of ordinary shares (calculation as below)	148,500,000	148,500,000
Earnings Per Share (Basic and Diluted)	1.69	2.13

Calculation of weighted average number of ordinary shares outstanding during the period from July 2018 to June 2019 is given below:

Nature of shareholdings	Number of shares	Period	Days of shareholding	No. of shares outstanding 2019	No. of shares outstanding 2018
Ordinary shares	148,500,000	01.07.2018 to 30.06.2019	365	148,500,000	148,500,000
Total	148,500,000			148,500,000	148,500,000

37.00 Net Asset Value (NAV) per share

Net assets (total assets - total liabilities)

Number of ordinary shares

Net asset value (NAV) per share

Net assets (total assets - total liabilities)	7,160,477,708	7,124,354,456
Number of ordinary shares	148,500,000	148,500,000
Net asset value (NAV) per share	48.22	47.98

38.00 Notes to the statement of cash flows

38.01 The statement of cash flows shows how the Company's cash and bank balances changed during the year through inflows and outflows.

38.02 Cash received from customers

Gross cash received from customers arrived at after adjusting accounts receivables with revenue for the year.

38.03 Cash paid to suppliers

Cash paid to various suppliers arrived after adjusting of raw materials and consumption cost of spare parts consumed with creditors for trade supplies.

38.04 Cash paid for operating expenses

Cash paid for operating expenses arrived at after adjusting non-cash items and creditors for revenue expenses.

38.05 Cash flows from operating activities under indirect method**Net profit for the year****Non cash items:**

Depreciation

Amortization

Non Operating Income

Income from associate company

Loss on sale of share

Changes in Working Capital

Inventory

Other receivable

Trade receivable

Other payable

Trade payable

Provision for current tax

WPPF

Deferred Tax

Finance Cost

Net cash flows from operating activities

251,150,155	315,612,768
658,419,827	527,703,634
5,082,748	3,836,651
663,502,575	531,540,285
(24,187,271)	(31,776,497)
1,608,475	18,543,779
(22,578,796)	(13,232,718)
(245,085,523)	(72,431,282)
74,871,222	(80,338,063)
(1,007,518,816)	(784,402,004)
309,234,689	30,631,376
(33,901,029)	(40,745,231)
(583,120,576)	(596,886,125)
20,561,259	20,511,243
(1,464,958,774)	(1,523,660,085)
99,545,423	93,380,754
1,004,203,672	798,271,896
1,103,749,095	891,652,650
530,864,255	201,912,899

2018-2019
Taka
2017-2018
Taka
38.06 Income tax paid

During the year the Company paid Tk. 667,837,443 as advance income tax.

38.07 Purchase of property, plant & equipments

Investment relate to outflows of cash and cash equivalents for fixed assets.

38.08 Dividend paid

In the year 2017-2018, the Company paid dividend of Tk. 221,969,126

38.09 Short term loan payment

The item represents net decrease of short term loan from various banks amounting to Tk. 304,494,382

39.00 Contingent liabilities/ off balance sheet items

Commitments
Contingent liabilities

1,036,986,930

215,552,585

1,252,539,515

3,593,044,967

245,011,165

3,838,056,132
39.01 Commitments:
(a) Letter of credit

Eastern Bank Limited
The Hongkong And Shanghai Banking Corporation Limited
One Bank Limited
Prime Bank Limited
Standard Chartered Bank Limited
Bank Alfalah Limited
BRAC Bank Limited
Dhaka Bank Limited
Dutch Bangla Bank Limited
Jamuna Bank Limited

21,146,125

572,963,319

63,855,307

73,610,771

48,370,420

-

-

38,379,916

198,575,000

20,086,072

1,036,986,930

-

1,394,295,194

170,325,888

533,080,710

751,483,723

425,249,232

22,612,500

252,688,871

43,308,848

-

3,593,044,967
39.02 Contingent liabilities:
(a) Bank guarantee:

One Bank Limited
Prime Bank Limited
Dhaka Bank Limited
Standard Chartered Bank Limited

27,533,106

47,062,016

7,633,318

-

82,228,440

27,533,106

29,263,000

9,133,318

45,757,597

111,687,021
(b) Tax & VAT claim:

a) Claim of VAT Authority for declared wastage percentage relating to the different financial years against which various writ petitions have been filed by the company before the Hon'ble High Court Dhaka.

65,820,031

65,820,031

b) Excess claim of tax authority regarding interest and tax liability over income tax liability provided for by the company as per the return submitted for the respective years which remains sub Judicial up to reporting date.

67,504,114

67,504,114

133,324,145
133,324,145
215,552,585
245,011,165

40.00 Financial risk management

(a) Credit risk

Credit risk is the risk that one party to a financial instrument would cause a financial loss for the other party by failing to discharge an obligation. It mainly comprises of receivables from customer, trade and investment securities. To alleviate the credit risk against trade receivable the company has a policy to obtain security instruments from customers.

(b) Liquidity risk

Liquidity risk is the risk that the company might encounter difficulty in meeting the obligations associated with its financial liabilities that have to be settled by delivering cash or another financial assets or liabilities. The company's approach to managing liquidity is to ensure that it will always have sufficient liquid assets to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to company's reputations.

Particulars	From 6 to 12 months (Taka)	More than one year and less than 5 years (Taka)
Trade payables (note: 21)	11,062,446	-
Bank overdraft (note: 24)	1,737,426,933	-
Short term loan from banks (note: 24)	5,930,621,939	-
Long term loan from bank (note: 18)	740,527,887	1,575,330,192
As of 30 June 2019	8,419,639,204	1,575,330,192

(c) Market risk

Market risk is defined as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control risk exposures within acceptable parameters while optimizing the return. Market risk comprises three types of risks: Currency risk, Interest rate risk and Commodity risk.

(i) Foreign currency risk

The risk that the fair value of future cash flows of a financial instrument might fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk on its certain short and long term debts and purchases that are denominated in foreign currencies.

Exposure to currency risk of the Company at reporting date are as follows:

Balance at 30 June 2019

Particulars	USD	BDT
Assets		
Prime Bank (ERQ)	74,943.34	6,332,712.23
The State Bank of India (ERQ)	58,874.14	4,974,864.83
The Hongkong And Shanghai Banking Corporation Limited (ERQ)	21,186.23	1,790,236.44
Standard Chartered Bank Limited	117,366.67	9,917,483.62
BRAC Bank Limited	16,503.75	1,394,566.88
Liability		
Term Loan-HSBC	225,670.92	19,069,192.74
Term Loan-SCB	6,606,875.00	558,280,937.50
Term Loan-PBL	1,930,446.58	163,122,736.01
Short Term Loan (note: 24)	37,897,370.66	3,202,327,820.77

Balance at 30 June 2019

Particulars	EUR	BDT
Assets		
BRAC Bank Limited	247.34	24,079.91

Balance at 30 June 2019

Particulars	GBP	BDT
Assets		
BRAC Bank Limited	1,025.17	111,402.25

Balance at 30 June 2019

Particulars	USD	BDT
Commitment & contingencies		
The Hongkong and Shanghai Banking Corporation Limited	6,662,071.24	562,945,019.78
One Bank Limited	755,684.11	63,855,307.30
Standard Chartered Bank	572,431.00	48,370,419.50
Dutch Bangla Bank Limited	2,350,000.00	198,575,000.00
Dhaka Bank Limited	382,155.00	32,292,097.50
Eastern Bank Limited	250,250.00	21,146,125.00
Jamuna Bank Limited	23,771.27	2,008,672.35
Prime Bank Limited	822,500.00	69,501,250.00

Balance at 30 June 2019

Particulars	EUR	BDT
Commitment & contingencies		
Prime Bank Limited	50,891.05	4,954,523.62
Dhaka Bank Limited	62,531.84	6,087,818.55
The Hongkong and Shanghai Banking Corporation Limited	102,904.30	10,018,299.58

Balance at 30 June 2019

Particulars	GBP	BDT
Commitment & contingencies		
The Hongkong and Shanghai Banking Corporation Limited		
Conversion rate	USD	1.00
		84.50
Conversion rate	EUR	1.00
		108.67
Conversion rate	GBP	1.00
		97.36

(ii) Interest rate risk

Interest rate risk arises from the fluctuation of interest rate assigned with certain financial asset or liabilities. Exposure to interest risk of the company at the reporting dates is only related with outstanding offshore loan/commitment having LIBOR plus interest rate.

(iii) Commodity risk

Commodity risk arises from fluctuation of value of commodity in terms of price, quantity, cost and political condition of the market from or to which the company procure or sell product respectively. Exposure to commodity risk of the company at the reporting date may not be significant.

2018-2019
Taka2017-2018
Taka

41.00 Related parties transactions

During the year, the company carried out a number of transactions with related parties within the normal course of business. The name of the related parties and nature of these transactions have been set out in accordance with the provisions of IAS-24: Related party disclosure.

Individual:

Name of parties	Relationship	Nature of transactions	Transactions value	
			2019	2018
Mohammed Jahangir Alam	Chairman	Cash dividend, board meeting attendance fees & remuneration	38,296,593	46,431,570
Alhaj Md. Khabir Uddin Mollah (Died on 25 May 2019)	Former Managing Director	Cash dividend, board meeting attendance fees & remuneration	38,671,519	46,985,922
Md. Alamgir Kabir	Vice Chairman	Cash dividend, board meeting attendance fees & remuneration	29,519,424	33,640,464
Molla Mohammad Majnu	Managing Director	Cash dividend, board meeting attendance fees & remuneration	26,086,337	29,526,535
Md. Mizanur Rahman Mollah	Additional Managing Director	Cash dividend, board meeting attendance fees & remuneration	18,547,287	21,987,481
Md. Almas Shimul	Director	Cash dividend, board meeting attendance fees & remuneration	11,232,453	13,255,681
Alhaj Md. Abdur Rouf	Shareholder of the entity	Cash dividend	3,898,125	4,677,750
Md. Asrafuzzaman	Shareholder of the entity	Cash dividend	3,898,125	4,677,750
Md. Abdul Ahad	Shareholder of the entity	Cash dividend	3,118,500	3,742,200

Institution:

Crown Power Generation Ltd.	Associate Company	For providing related service	65,733,767	52,115,209
Crown Polymer Bagging Ltd.	Associate Company	For providing related service	1,090,113,815	442,126,796
Crown Mariners Ltd.	Associate Company	For providing related service	988,179,196	879,141,671
Crown Cement Concrete and Building Products Ltd.	Associate Company	For providing related service	1,062,961,618	1,054,826,118
Crown Transportation and Logistics Ltd.	Associate Company	For providing related service	1,195,139,105	268,559,879
GPH Ispat Limited	Common Directors	For MS rod purchased	56,510,890	66,480,740

42.00 Number of employees

The company had 1,382 employees as at 30 June 2019 and a varying number of seasonal and temporary workers as required who received a total remuneration of Tk 36,000 and above.

During the year the company paid as salaries, wages and benefits (note-28.5,30 and 31) total Tk. 485,882,864

Directors emolument

Salary & benefits

21,734,480

2018-2019
Taka

43.00 Capacity and production

Installed capacity in metric tons (300 days basis)

Actual production in metric tons-during the year

% of capacity utilization

3,324,000

2,408,302

72.45%


44.00 Number of Board Meetings held during the year 2019 and 2018

Quarter	Date of meeting		No. of directors attended	
	2019	2018	2019	2018
1 st Quarter	19-Aug-18	8-Jul-17	7	6
	9-Sep-18	22-Aug-17	7	6
	22-Sep-18	28-Sep-17	7	8
2 nd Quarter	20-Oct-18	22-Oct-17	7	6
	12-Nov-18	12-Nov-17	8	8
	6 Dec-18	4 Dec-17	8	8
3 rd Quarter	17-Jan-19	2-Jan-18	6	6
	28-Jan-19	28-Jan-18	8	6
	17-Feb-19	24-Feb-18	7	7
4 th Quarter	7-Mar-19	1-Apr-18	6	7
	30-Apr-19	28-Apr-18	5	6
	20-Jun-19	6-May-18	5	6
		30-Jun-18		5

45.00 Events after the reporting period

The Board of Directors in their meeting held on 27 October 2019 have recommended cash dividend 10% i.e. Taka 1.00 (One) per share of Taka 10 (Ten) each aggregating to Taka 148,500,000 for the year ended 30 June 2019 subject to approval of the shareholders' in the Annual General Meeting scheduled to be held on 19 December 2019. The financial statements for the year ended 30 June 2019 do not include the effect of the cash dividend which will be accounted for in the period when shareholders' right to receive payment is established.

There are no other events identified after the reporting date which require adjustments or disclosure in these accompanying financial statements.


Molla Mohammad Majnu
Managing Director


Md. Alamgir Kabir
Director


Md. Mozharul Islam, FCS
Sr. GM & Company Secretary

Schedule of Property, Plant and Equipments

As on 30 June 2019

Annexure-A
Figures are in Taka

Sl. No.	Particulars	Cost														
		Cost as on 01 July 2018		During the year		Cost as on 30 June 2019	Accumulated depreciation as on 01 July 2018	During the Year		Accumulated depreciation as on 30 June 2019	WDV as on 30 June 2019					
		1	2	Addition	Disposal/adjustment			3	4=(1+2-3)			6	Charged	8	9=(6+7-8)	10=(4-9)
1	Land & land development	517,696,662	93,331,291	-	-	611,027,953	-	-	-	-	-	-	-	-	611,027,953	
2	Building	1,000,567,560	40,915,268.10	-	-	1,041,482,828	225,481,925	40,009,305	-	-	-	265,491,230	-	-	775,991,599	
3	Plant & machineries	3,715,202,922	67,337,949.25	4,152,197	-	3,778,388,675	1,059,605,417	276,769,530	2,320,230	-	-	1,334,054,717	-	-	2,444,333,957	
4	Electrical equipments and tools	898,937,243	167,506,827.68	3,675,089	-	1,062,768,982	432,973,846	74,230,958	1,942,253	-	-	505,262,548	-	-	557,506,434	
5	Vessel	2,144,204,957	-	-	-	2,144,204,957	352,772,776	70,861,853	-	-	-	423,634,630	-	-	1,720,570,327	
6	Air conditioners	21,314,084	13,533,956.00	-	-	34,848,040	9,251,789	3,617,502	-	-	-	12,869,291	-	-	21,978,749	
7	Decoration	44,833,380	24,527,832.16	-	-	69,361,212	9,967,454	12,443,023	-	-	-	22,410,477	-	-	46,950,735	
8	Office equipments	9,484,213	1,025,378.18	-	-	10,509,591	7,295,481	782,547	-	-	-	8,078,028	-	-	2,431,564	
9	Computer	47,786,414	1,816,072.80	-	-	49,602,487	23,210,757	10,969,692	-	-	-	34,180,449	-	-	15,422,038	
10	Furniture & fixtures	15,288,192	1,421,419.48	-	-	16,709,611	6,269,572	1,000,790	-	-	-	7,270,362	-	-	9,439,249	
11	Motor vehicles	551,093,440	462,520,096.75	7,108,153	-	1,006,505,384	292,776,489	97,156,174	4,241,416	-	-	385,691,245	-	-	620,814,139	
12	Silo	827,770,326	10,436,725.16	-	-	838,207,051	216,084,015	36,806,680	-	-	-	252,890,695	-	-	585,316,356	
13	Sundry assets	3,946,745	24,368,903.81	-	-	28,315,649	2,514,899	2,879,386	-	-	-	5,394,286	-	-	22,921,363	
	Total	9,798,126,137	908,741,720	14,935,438	14,935,438	10,691,932,419	2,638,204,419	627,527,440	8,503,898	8,503,898	3,257,227,958	7,434,704,461				
b.Revaluation																
1	Land & land development	389,568,382	-	-	-	389,568,382	-	-	-	-	-	-	-	-	389,568,382	
2	Factory and buildings	114,363,274	-	-	-	114,363,274	27,969,244	4,319,702	-	-	-	32,288,946	-	-	82,074,329	
3	Mother vessels	(104,480,613)	-	-	-	(104,480,613)	-	-	-	-	-	-	-	-	(104,480,613)	
4	Plant & machineries and others	326,325,419	-	-	-	326,325,419	60,598,566	26,572,685	-	-	-	87,171,251	-	-	239,154,168	
	Total	725,776,462	-	-	-	725,776,462	88,567,810	30,892,387	-	-	-	119,460,197	-	-	606,316,265	
	Total assets (a+b)	10,523,902,600	908,741,720	14,935,438	14,935,438	11,417,708,881	2,726,772,230	658,419,827	8,503,898	8,503,898	3,376,688,155	8,041,020,727				

M. I. CEMENT FACTORY LIMITED

Registered Office: West Mukterpur, Munshiganj
Head Office: Delta Life Tower (3rd & 6th floor), Plot No. 37
Road No. 45 (South) & 90 (North), Gulshan- 2, Dhaka- 1212.

PROXY FORM

Shareholders BO A/C No.	No. of Shares held

I/We
of (Address)
being shareholder(s) of M. I. Cement Factory Limited hereby appoint of as
my/our proxy to attend and vote for me/us and on my/our behalf at the 25th Annual General Meeting to be held on
Thursday, the 19th December 2019 at 11:00 A.M. at the Factory Premises, West Mukterpur, Munshiganj and at any
adjournment thereof and the poll may be taken in consequence thereof.

As witness my/our hand this day of2019

Revenue
Stamp

(Signature of the Proxy)
BO Account No.

(Signature of the Shareholder)

Note: The proxy form duly completed must be deposited at the Company's Head Office not later than 48 hours before the time fixed for the meeting, otherwise the proxy form will not be accepted.

Signature Verified

Authorized Signature
M. I. Cement Factory Ltd.

M. I. CEMENT FACTORY LIMITED

SHAREHOLDERS' ATTENDANCE SLIP

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company on Thursday, the 19th December 2019 at the Factory Premises, West Mukterpur, Munshiganj.

Name of Shareholder/Proxy

BO Account No. holding of

Ordinary shares of M. I. Cement Factory Limited.

Signature of Shareholder(s)/Proxy

N.B:

- Please note that AGM can only be attended by the honorable Shareholder or properly constituted proxy.
- Please present this slip at the Reception Desk.

M. I. CEMENT FACTORY LIMITED

Delta Life Tower (3rd & 6th floor)

Plot- 37, Road- 45 (South) & 90 (North), Gulshan- 2, Dhaka- 1212

Tel: +88-02-9852631, 9852633, 9852634

9852636, 9852641, Fax: +88-02-9852643

e-mail: info@crowncement.com, web: www.crowncement.com