

SHAHJIBAZAR POWER CO. LTD.

**ANNUAL REPORT
2021-2022**

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REMEMBERING OUR FOUNDERS



(01 February 1954 – 23 April 2021)

Late Mr. Rezakul Haider
Founder Chairman



(30 April 1956 – 5 October 2019)

Late Mr. Feroz Alam
Founder Managing Director

AWARDS & RECOGNITION



Petromax Refinery Ltd (PRL) the subsidiary of SPCL has received award from National Board of Revenue (NBR) as one of the highest tax payers under the category of energy companies on December 28, 2022.

COMPANY INFORMATION

Shahjibazar Power Co. Ltd., is a Public Limited Company, registered under The Companies Act, 1994. The Company was incorporated in Bangladesh as a private limited company on 4th November, 2007 vide registration no. C-68888(1400)/07 and subsequently converted into public limited company on 28th September 2009. The registered office of the Company is located at Youth Tower, 822/2, Rokeya Sarani, Dhaka-1216 and the Plant is located at Fatepur, Madhobpur, Hobigonj, Bangladesh. The Company has 86 MW power plant and started commercial production from 10th February, 2009.

Shahjibazar Power Co. Ltd. produce electricity from natural gas and supply to Bangladesh Power Development Board (BPDB) under a 15 year Power Purchase agreement for supply of power with Bangladesh Power Development Board (BPDB) held on 14th February, 2008.

After successful completion of Initial Public Offering (IPO) the Company has started trading of shares in Dhaka and Chittagong stock exchange from July 15, 2014.

The company has a subsidiary company Petromax Refinery Ltd (PRL) a condensate fractionation plant situated at Mongla, Bagerhat, Bangladesh and an associate company Midland Power Co. Ltd. a 51 MW Independent Power Producer (IPP) situated at Ashuganj, Brahmanbaria.

Plant Name	Nature of Business	Capacity Details	Ownership Structure
Shahjibazar Power Co. Ltd.	Power Generation	86 MW (Gas Fired)	100% Controlling Interest
Midland Power Co. Ltd.	Power Generation	51 MW (Gas Fired)	49% Associate
Petromax Refinery Ltd.	Oil Refinery	2500 BPSD	90% Subsidiary
Midland East Power Ltd.	Power Generation	150 MW (HFO Fired)	Subsidiary of Midland Power Co. Ltd.



CORPORATE DIRECTORY

Board of Directors:

Mr. Anis Salahuddin Ahmad

Chairperson

Mr. Faridul Alam

Managing Director

Mr. A.K.M Badiul Alam

Director

Mr. Md. Shamsuzzaman

Director

Mr. Akbor Haider

Director

Mr. Faisal Alam

Director

Mr. Asgar Haider

Director

Mr. Mohammed Nurul Amin

Independent Director

Mr. Sharif Wadud , FCA

Independent Director

Company Secretariat:

Mr. Bhulon Kumar Bhowmik

Chief Financial Officer

Mr. Yeasin Ahmed, ACS

Company Secretary

Registered Office:

822/2 Rokeya Sarani, Mirpur

Dhaka-1216

Tel: + 09678221177

Fax- + 88-02 48040214

E-Mail: info@youthbd.com

Website: www.youthbd.com

Auditors :

ACNABIN Chartered Accountants

BDBL Bhaban (Level 13 & 15)

12 Kawran Bazar C/A, Dhaka - 1215,

Tel: (+88-02) 410 20030 to 35

www.acnabin.com

Main Bankers:

Islami Bank Bangladesh Ltd.

Eastern Bank Ltd.

Bank Asia Ltd.

PARTICULARS OF TOP EXECUTIVES/OFFICERS

Faridul Alam

Position
Educational Qualification
Date of Joining
Last Five Years' Experience

Managing Director
Business Graduate
Since start of the Project
Worked as Director in different companies within the group

Engr. Md. Hafizur Rahman

Position
Educational Qualification
Date of Joining
Last Five Years' Experience

Executive Director
BSc Engineer – Mechanical (BUET)
Since start of the Project
Worked as Executive Director in different companies within the group

Engr. Shariful Islam

Position
Educational Qualification
Date of Joining
Last Five Years' Experience

COO – Project & Power
BSc Engineer – Mechanical (RUET)
01.01.2010
Worked as Sr. Manager in different companies within the group

Bhulon Bhowmik

Position
Educational Qualification
Date of Joining
Last Five Years' Experience

Chief Financial Officer (CFO)
MBA (Finance), LLB, ITP, FCGA
01.01.2008
Worked as Sr. Manager in different companies within the group

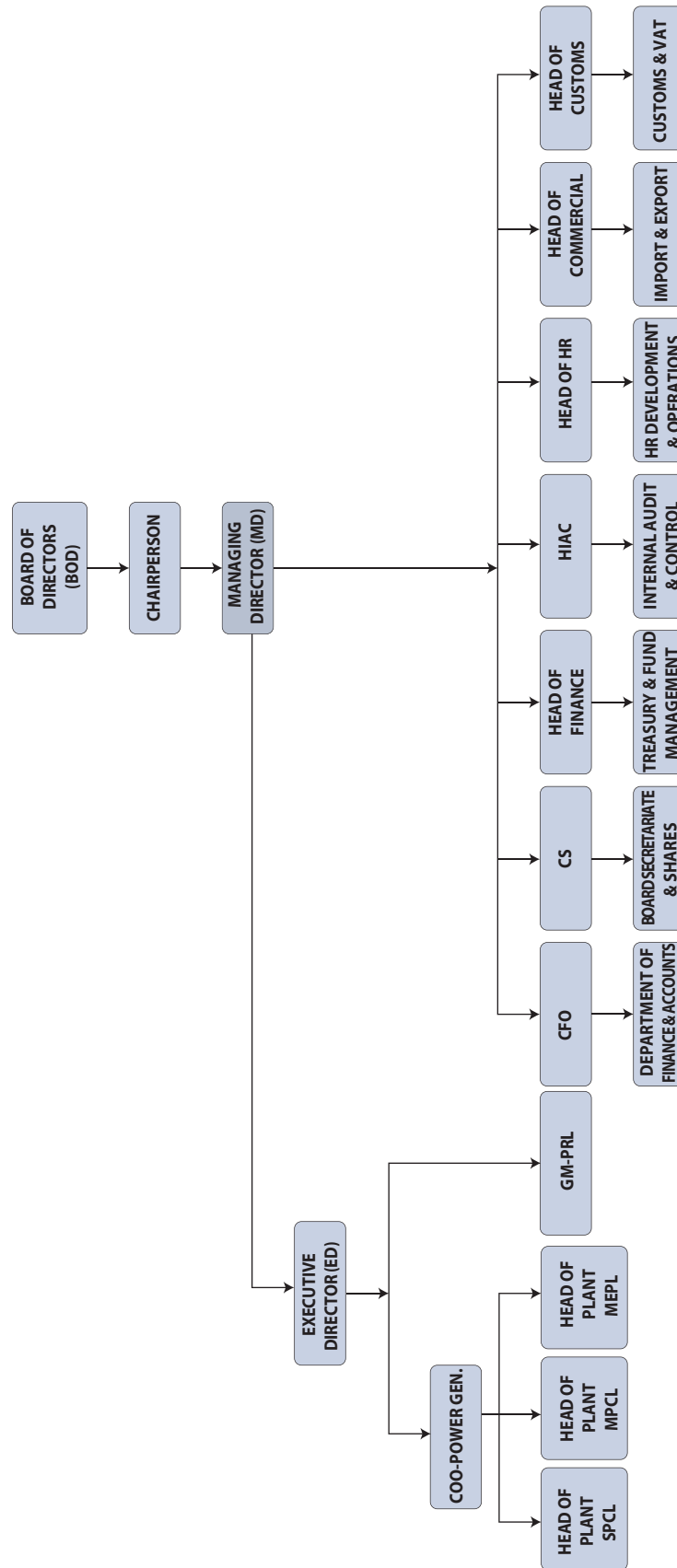
Yeasin Ahmed, ACS

Position
Educational Qualification
Date of Joining
Last Five Years' Experience

Company Secretary
BBA, MBA (Finance), ACS, EMBA (IBA-DU)
02.05.2014
Worked as Manager in different Group of companies

CORPORATE MANAGEMENT STRUCTURE

At SPCL we have a very highly skilled set of Technical and business management experts across different departments. Led by the Managing Director who is also the Chief Executive of the Company is working as Executive Head of the company. Under the Managing Director an Executive Director has been leading all four plants under direct or shared control of SPCL. All department heads reports to the Managing Director and Managing Director is accountable to the Board for all affairs of the Company.



CREDIT RATING REPORT

CREDIT RATING AGENCY OF BANGLADESH LIMITED



Ref: ACL/RCM/221259/2022-3987

21 December, 2022

Mr. Faridul Alam
 Managing Director
 Shahjibazar Power Co. Ltd.
 Youth Tower, 822/2 Rokeya Sharani
 Dhaka-1216

Dear Sir,

Subject: Credit Rating (Surveillance) – Shahjibazar Power Co. Ltd.

We are pleased to inform you that Credit Rating Agency of Bangladesh Ltd. (CRAB) has assigned the following rating to Shahjibazar Power Co. Ltd.:

Particular	Rating	Remark
Shahjibazar Power Co. Ltd.	AA ₁	
BDT 846.2 million Long Term Outstanding	AA ₁ (Lr)	
BDT 300.0 million short term funded limit	ST-1	Vide Appendix – 1
BDT 850.0 million short term non-funded limit	ST-1	
Rating Outlook	Stable	

Lr-Loan Rating; ST-Short Term

This rating is valid up to 31 December, 2023. The rating may be changed or revised prior to expiry, if warranted by extraordinary circumstances in the management, operations and/or financials of Shahjibazar Power Co. Ltd.

We hope this rating, which will be followed by a detailed report, will serve the intended purpose of your organization.

Yours Sincerely,

Mohammed Zubair Wafa
 Managing Director

Enclosure: Appendix – 1

Navana-DH Tower, Level-15, Plot-06, Panthapath, Tejgaon, Dhaka-1215; E-mail: info@crab.com.bd, Web: www.crab.com.bd, www.crabrating.com
 ■ +88-02-55013678, 55013679, 55013681, 55013682, 55013683 (Fax) 55013684

LETTER OF TRANSMITTAL

All Members & Shareholders
Bangladesh Securities and Exchange Commission,
Registrar of Joint Stock Companies & Firms,
Dhaka Stock Exchange Limited and
Chittagong Stock Exchange Limited

Dear Sir(s)

The undersigned on behalf of the Board of Directors of Shahjibazar Power Co. Ltd. is pleased to present herewith the Annual Report together with the Audited Financial Statements which includes Statement of Financial Position as at June 30, 2022 and the related Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended June 30, 2022 and notes thereon.

Thanking You

Sincerely Yours,

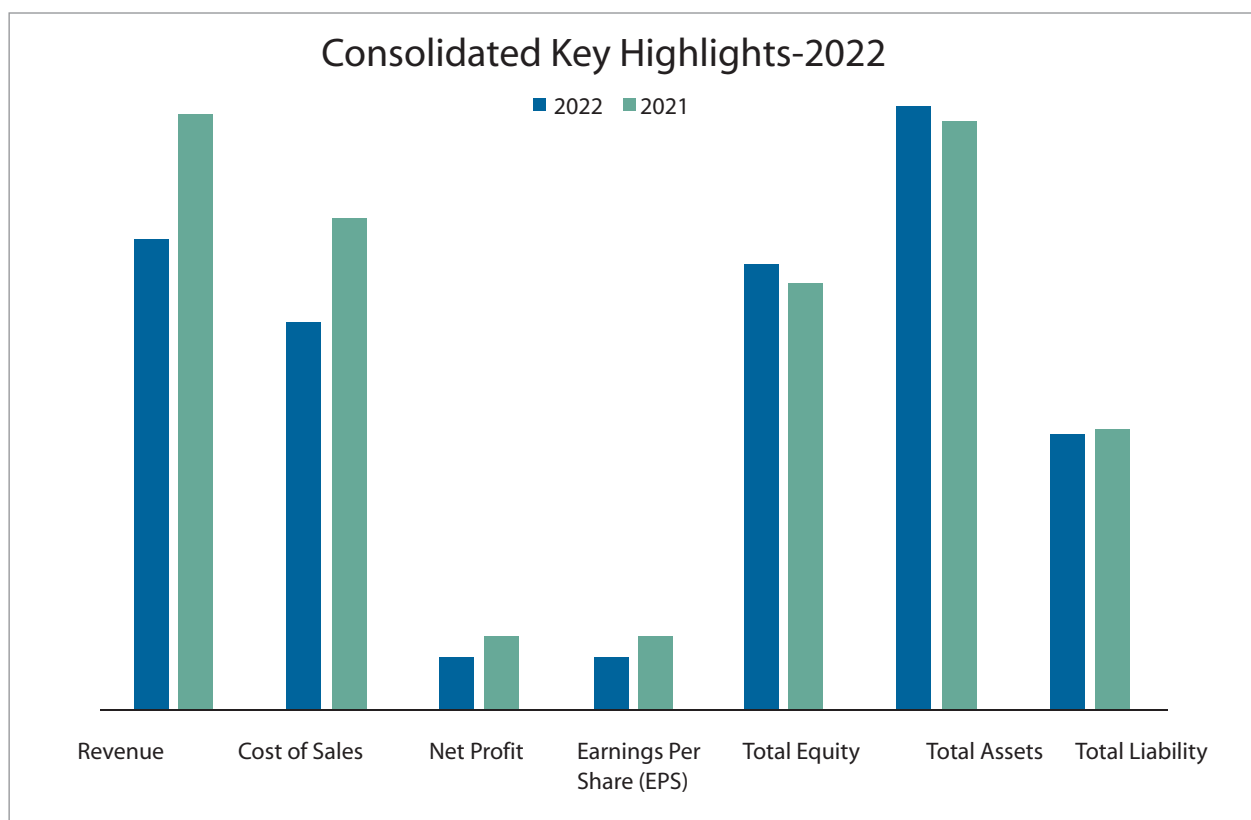


Yeasin Ahmed, ACS
Company Secretary

BUSINESS SCORECARD-2022

(BDT in Million)

Particulars	2022	2021	Change in %
Revenue	7249.02	9152.95	-20.80%
Cost of Sales	5943.69	7569.25	-21.48%
Net Profit	795.64	1159.87	-31.40%
Earnings Per Share (EPS)	4.30	6.28	-31.53%
Total Equity	6854.10	6564.76	4.41%
Total Assets	11417.46	11165.89	2.25%
Total Liability	4262.21	4311.13	-1.13%



CORE VALUES & CODE OF CONDUCTS

3.1. ETHICS:

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

3.2. CONFLICTS OF INTEREST:

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

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

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

- a) Nominations to the boards of SPCL companies, joint ventures or associate companies.
- b) Memberships / positions of responsibility in educational /professional bodies, wherein such association will benefit the employee / SPCL Company.

- c) Nominations / memberships in government committees /bodies or organizations.
- d) Exceptional circumstances, as determined by the competent authority.

3.3. MEMBERSHIP OF SOCIAL SERVICE ORGANISATIONS

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

3.4. GIFTS

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

3.5. CONFIDENTIALITY AND DISCRETION

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

- 3.5.1. Financial Information.
- 3.5.2. Tax Planning Measures.
- 3.5.3. Potential Joint Venture deals being negotiated.
- 3.5.4. New Product Introductions.
- 3.5.5. Manufacturing Process and Recipe for Products.

Employees should maintain total confidentiality with any such classified information.

3.6. PERSONAL INTEGRITY

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

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

3.7. SEXUAL HARASSMENT AT WORKPLACE

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

The following rules are therefore applicable, regarding this matter.

- 3.7.1. Company should provide a procedure for resolution, settlement or prosecution for acts of sexual harassment, by taking all steps required.

For this purpose, sexual harassment includes such unwelcome sexually determined behavior as

- 3.7.1.1. Physical contact and advances;
- 3.7.1.2. A demand or request for sexual favors;
- 3.7.1.3. Sexually colored remarks;
- 3.7.1.4. Showing pornography;
- 3.7.1.5. Any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

All managers or persons in-charge of work place are required to take appropriate steps, to prevent sexual harassment.

3.8. PROHIBITION OF CHILD LABOR

The Company practice zero tolerance of forced labor, child labor, modern slavery, and human trafficking.

3.9. CODE OF CONDUCT:

- 3.9.1. Every employees of SPCL shall devote their whole time and attention to and use their best skills and care in the business and affairs of the Company and at all times faithfully and diligently perform such duties assigned to them by the Company.
- 3.9.2. They shall not at any time during the continuance of the employment hereunder solicit, seek, engage or be interested or concerned either directly or indirectly or

alone or jointly in any other office, trade, business or occupation without the prior permission in writing of the Company.

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

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

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

- 3.9.6. All Confidential Information belongs to the Company and is always to be used for the Company's benefit, needless to mention, such obligation on employee's part will have to be honored, even after they cease to be associated with the Company. Hence, if there is any apprehension that the Confidential Information could be misused to the Company's detriment, you should refrain from associating, joining, or taking up employment with any other person for such period, as is considered necessary by the Company. They can also during their tenure with the company and during the notice period prior to their separation from the company, be restrained from coming to work, associating or communicating with the Company officials for such time as is considered necessary.
- 3.9.7. Considering the sensitivity of the confidential information which will come to the knowledge, the employee shall not engage in any activity even after ceasing to be in employment with the Company, which will adversely affect the interest of the Company including advising and utilizing the information to the disadvantage of the Company.
- 3.9.8. Every employee shall not at any time within twelve months after the cessation of their employment with the Company, either directly or indirectly, or through any proprietary firm or a partnership firm in which he/she is a partner or through any Company in which he/she is a shareholder or director, or engage with in any manner whatsoever, solicit or seek to employ or appoint as agent, or engage with, any employee or officer or associate of the Company unless a period of twelve months has elapsed since the date of separation of the concerned employee, agent or associate, unless specifically approved by the management of the Company.
- 3.9.9. Every employee shall also not request, encourage or cause any of the past, present or prospective customer, supplier, employee or independent contractor to withdraw, curtail or cancel a business relationship with the Company or otherwise interfere in any manner with the relationship between the Company and such past, present or prospective customer, supplier, employee or independent contractor.
- 3.10. RESPONSIBILITIES OF CHAIRPERSON**
 The Board shall elect a Chairman from among the Directors. Should the Board by a resolution so decide, a Director may assume the powers and duties of the Chairman when the Chairman is absent. The Chairperson is primarily responsible for the activities of the Board and its Committees. S/He shall act as the spokesman of the Board and is the principal contact for the CEO and the Management team. The CEO and the Chairman shall meet regularly. The Chairman usually presides over General Meetings. The Chairperson shall be a Non-Executive Director does not take any remuneration from the company.
- 3.10.1. Directors, when appointed, participate in an induction program and, as needed, additional education or training programs;
- 3.10.2. Directors receive all information necessary for them to perform their duties;
- 3.10.3. Directors have sufficient time for consultation and decision-making;
- 3.10.4. Committees function properly;
- 3.10.5. the performance of the Management team members and Directors are properly evaluated;
- 3.10.6. Directors have full opportunity to provide their views and opinions on Board matters and issues are discussed and vetted fully prior to taking decisions; and
- 3.10.7. The Board has proper contact with the Management team.
- 3.11. RESPONSIBILITIES OF BOARD OF DIRECTORS (BoD)**
 The Board is elected by and is accountable to the Shareholders. Except for decisions explicitly reserved for Shareholders (by applicable law or regulation, or by the Constitution), the Board has full authority to carry out all activities necessary to provide effective strategic guidance and sound oversight of SPCL. Its ultimate goal is to create long-term shareholder value, while taking into account the interest of its stakeholders.
- 3.11.1. Reviewing, approving, and monitoring the Company's long-term strategic objectives and business plans of management, including any performance indicators and targets to be used in relation to the strategy.
- 3.11.2. Setting the risk appetite for the Company, including specific targets, caps, or indicators related to the risk appetite.
- 3.11.3. Monitoring the overall performance of the Company's progress towards its strategic objectives, and in line with its defined risk appetite.
- 3.11.4. Establishing a framework of effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets and the steps taken by management to monitor and control such risks.
- 3.11.5. Overseeing and approving the risk management framework and associated policies and procedures used by management to effectively manage risk.
- 3.11.6. Approving the appointment and dismissal of the internal auditor.
- 3.11.7. Overseeing the integrity of the financial statements, the compliance with legal and regulatory requirements, the performance, qualifications, and independence of the external auditor, and the performance of the internal audit function.

- 3.11.8. Overseeing the internal control framework used by management and ensuring it is efficient and effective.
- 3.11.9. Overseeing and approving the human resource policies and framework of the Company.
- 3.11.10. Taking decisions as per a delegation of authority matrix.
- 3.11.11. Appointing and, as necessary, dismissing the CEO.
- 3.11.12. Determining the remuneration and incentive schemes, including key performance indicators, for senior executives
- 3.11.13. Evaluating the overall performance of key senior executives and taking corrective actions as needed.
- 3.11.14. Developing succession plans and developmental objectives for senior executive positions.
- 3.11.15. Identifying, evaluating, selecting and recommending potential candidates for election as Directors by Shareholders.
- 3.11.16. Evaluating the overall performance and effectiveness of the Board and each Director, and taking corrective actions as needed.
- 3.11.17. Overseeing the Company's corporate governance framework and ensuring compliance with approved policies.
- 3.11.18. Set the Company's values and standards, and ensure that obligations to shareholders and other stakeholders are understood and met.
- 3.11.19. Ensuring stakeholder interests are considered and the Company conducts its business in a socially responsible manner to the extent practical.

3.12. POLITICAL NON ALIGNMENT

As a secular and nonpolitical enterprise, SPCL shall not have any type of political alignments:

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

3.13. PROTECTING COMPANY ASSETS

It is the responsibility of all employees to protect the interests of all stakeholders of the company.

- 3.13.1. The assets of SPCL shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

3.14. DONATIONS

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

3.15. CORPORATE CITIZENSHIP

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

3.16. REGULATORY COMPLIANCE

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

3.17. SECURITIES TRANSACTIONS & CONFIDENTIAL INFORMATION

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

- 3.17.1. An employee of SPCL and his / her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the company or its clients or suppliers that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information.
- 3.17.2. An employee of SPCL shall not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of SPCL client or supplier on which such insider information has been obtained. Such insider information might include (without limitation) the following:
 - 3.17.2.1. Acquisition and divestiture of businesses or business units.
 - 3.17.2.2. Financial information such as profits, earnings and dividends.

- 3.17.2.3. Announcement of new product introductions or developments.
- 3.17.2.4. Asset revaluations.
- 3.17.2.5. Investment decisions / plans.
- 3.17.2.6. Restructuring plans.
- 3.17.2.7. Major supply and delivery agreements.
- 3.17.2.8. Raising of finances.
- 3.17.2.9. An employee of SPCL shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

3.18. ENVIRONMENT

As a good corporate citizen, SPCL assume and undertakes initiatives to promote greater environmental responsibility. Most of SPCL's businesses have plenty of impact on external environmental factors. We are highly committed to comply global and local environmental standards. We took several steps to save on water and

harness daylight to preserve energy in our business setups. We have implemented 3R i.e. Reduce, Re-use, Recycle in our value system to attain energy efficient culture within our business entities.

3.19. ANTI-CORRUPTION

SPCL has principled it's business to the highest level of good governance and ethics. We have a detail anti-corruption policy written for every employees of the company. We follow zero-tolerance strategy in case of any corruption takes place within the entities of our group. We always took record of our instances of corruption and refer the same to minimize the repetition of conducting the corruption in future.

3.20. EMPLOYEE RELATIONS

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



CORPORATE GOVERNANCE

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

Board Composition

The Board of SPCL is comprised of nine (9) Directors including the Chairperson of the Company and 2 (two) Independent Directors. The Chairperson of the Board is a Non-Executive Director. In compliance with the Corporate Governance Guidelines issued by the Bangladesh Securities & Exchange Commission (BSEC), the board has appointed two (2) Independent Directors with diversified knowledge and experience which provides a balance and ensures transparency in decision making process.

Responsibilities of the Board

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

- Retain full and effective control of the company
- Give strategic direction to the company
- Take decisions concerning certain policies, budgets, financing plan and major capital expenditures of the Company.
- Monitor management in implementing plans and strategies, as approved by the board
- Appoint the CEO and other directors
- Ensure that succession is planned
- Identify and regularly monitor key risk areas and key performance indicators of the business
- Ensure that the company complies with relevant laws, regulations and codes of business practice
- Ensure that the company communicates with shareholders and relevant stakeholders openly and promptly

- Monitoring the company's integrated performance
- Establish a formal and transparent procedure for appointment to the board
- Regularly review the report provided by the Audit Committee
- Assess the performance of the board, its committees and its individual members on a regular basis

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

Board Meeting

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

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

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

Bangladesh Secretarial Standards (BSS)

The Company conducts its Board meetings, records the minutes of the meetings, as well as maintains the 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).

Rotation of Directors

Under the Companies Act 1994, one third of the directors are required to retire by rotation each year and being eligible, offer themselves for re-election by shareholders at the Annual General Meeting. Here, Mr. Asgar Haider and Mr. A. K. M. Badiul Alam Directors of the Company retire by rotation and also offer themselves for re-appointment at the ensuing AGM.

Company Secretary

The Company Secretary, Mr. Yeasin Ahmed ACS is responsible for providing guidance to the Chairman and Board of Directors in respect of their responsibilities, authorities and power. He is directly accountable to the Board, through the Chairman. He is also responsible to advice on the corporate governance and other rules and regulations imposed by different regulatory authorities including RJSC, DSE, CSE,

BSEC. He facilitates the distribution of information to the concerned office or person in a timely manner like agenda items for board meetings, investor communications and any other corporate announcement including Price Sensitive Information which may have significant material impact on the performance of the Company.

Chief Financial Officer

The name of the Chief Financial Officer is Mr. Bhulon Bhowmik. He is the General Manager and also the Head of Finance & Accounts of the Company. His certification on the financial statements is disclosed in Annexure A.

Board Committee- Audit Committee

The SPCL's Audit Committee has been established as a sub-committee of the Board consisting of three (3) Directors. The Chairman of the Committee is an Independent Director, Mr. Mohammed Nurul Amin. Other members are Mr. Akbor Haider (Director) and Mr. A.K.M Badiul Alam (Director). The Audit Committee assists the Board with respect to internal control, financial reporting, risks management, auditing matters, monitoring process, related party transactions etc. The Committee has also the responsibility to make sure that all the rules and regulations issued by the regulatory authorities have been complied with.

Board Committee- Nomination & Remuneration Committee (NRC)

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

Mr. Mohammed Nurul Amin - Chair

Mr. Akbor Haider - Member

Mr. Md. Shamsuzzaman - Member

Mr. Yeasin Ahmed ACS - Member Secretary

Management Team

The Management team of Shahjibazar Power Co. Ltd. is involved in managing and running the affairs of the Company. The team is in full control of the Company's affair and is also

accountable to the Board of Directors. It builds the confidence of the Board by ensuring that all the activities carried out by them are consistent with high ethical standards.

Risk Management & Internal Control

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

Separation of work for the Chairperson and Chief Executive Officer

Mr. Anis Salahuddin Ahmad is the Chairperson and Mr. Faridul Alam is the Chief Executive Officer of the Company. The separation of the position of CEO from that of the Chairperson ensures the compliance of corporate governance guidelines imposed by BSEC.

Subsidiary Boards

Shahjibazar Power Co. Ltd. is the parent company of:

- Petromax Refinery Ltd

The Board is aware of the fact that any material issues of the subsidiary companies might have an effect on both the parent company as a whole and its subsidiaries. Therefore, it oversees the operation and performance of the subsidiaries to ensure effective control over the decision making process of the subsidiaries. Under the chapter 'Reports and Financials of Subsidiary Company', detailed discussion on the operation and performance of the subsidiary is disclosed.

Investor Relation

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

Communication with Stakeholders

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

DIVIDEND DISTRIBUTION POLICY

1. BACKGROUND

This policy of Dividend Distribution of Shahjibazar Power CO. LTD (Hereinafter "SPCL") has been prepared in a view to comply with the Directive no: BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC). The general scope of this policy shall formulate policy in regards to dividend declaration, pay off, disbursement and compliance.

The Board of Directors of SPCL shall consider this policy as a framework to ensure governance and accountability. However, this policy is not an alternative to the decision of the Board regarding Dividend declaration.

2. DEFINITIONS/INTERPRETATIONS

"the Act" means Companies Act 1994

"the Company" means Shahjibazar Power Co. Ltd.

"AGM" means Annual General Meeting

"Board" means Board of Directors of Shahjibazar Power Co. Ltd.

"Shareholders" means Members whose name is registered in the Member Register of the Company.

"Shares" means Ordinary Equity Shares.

3. THEORY AND CONCEPT OF DIVIDEND

A dividend is the distribution of some of a company's earnings in the form of Cash/Stock to a class of its shareholders, as determined by the company's board of directors. Common shareholders of dividend-paying companies are typically eligible as long as they own the stock on record/book closure date. The profits earned by the Company can either be retained in the business or can be distributed among the Shareholders as dividend.

4. TYPES OF DIVIDEND

The Act has allowed registered companies to declare Interim and Final Dividend.

Interim Dividend: Interim dividend is the dividend declared by the Board between two AGMs as and when considered appropriate. The Act authorizes the Board to declare interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account.

Final Dividend: Final dividend is recommended for the financial year at the time of approval of the annual financial statements as well as appropriation of profit. The Board shall have the power to recommend final dividend to the shareholders for their approval at the AGM of the Company. Dividend recommended by the Board of Directors cannot be changed prior to holding of the AGM.

5. DECLARATION METHODOLOGY

Subject to the compliance of the Act and Directives issued by Bangladesh Securities and Exchange Commission (BSEC) time to time dividend shall be declared and paid out of:

- Profit after Tax after netting off minority interest (if any) and setting off losses from previous year(s) if any.
- Retained Earnings from previous financial years which remains undistributed.
- Out of both a and b

Before declaration of dividend, the Company may transfer a portion of its profits to as retained earnings of the Company as may be considered appropriate by the Board at its discretion.

In the event of inadequacy or absence of profits in any financial year, the Company may declare dividend out of free reserves subject to the compliance with the Act and Rules.

6. FACTORS INFLUENCING DIVIDEND DECLARATION

The decision of dividend payout is a very challenging task for the Board. Strategic intent and future business trajectory of the company may influence the dividend payout decision. Broadly circumstances can be sub divided in External and Internal factors as elaborated hereunder:

a) External Factors:

- Adverse economic condition triggered by any extra-ordinary event like Covid-19 pandemic and any such crisis in future.
- Transformation to new technology may require additional fund to stay updated which may affect the dividend decision.
- Any restriction imposed by the Act or by regulators.
- Force Majeure event.

b) Internal Factors:

- Profitability
- Availability and Liquidity of Funds
- Capital Expenditure needs for the existing businesses
- Expansion/Modernization of the business
- Additional investments in subsidiaries/associates of the Company
- Cost of raising funds from alternate sources
- Cost of servicing outstanding debts
- Funds for meeting contingent liabilities
- Mergers and Acquisitions
- Any other factor as deemed appropriate by the Board.

7. REVIEW OF FINANCIAL STATEMENTS FOR DECLARING DIVIDEND

The board of the Company is a steward to its shareholders and committed to deliver superior value. The company always strives for an optimum and appropriate level of dividend to its shareholders in the form of dividend.

To retain investors the company is in a continuous pursuit of making the investment attractive to the existing and potential investors in the form of Dividend Yield and capital appreciation. Over the years the consistency of Dividend payout is also a very important parameter for the company to consider. The Board aligning with the industry scenario and internal financial strength shall endeavor to retain a consistent dividend payout to the respected shareholders.

8. UTILIZATION OF RETAINED EARNINGS

Pursuant to the compliance of all provisions and acts the retained earnings of the Company may be utilized under the following areas:

- Issue of fully paid-up bonus shares
- Declaration of dividend-Interim or Final
- Utilization to finance the working capital
- Funding for capital expenditure/expansion plans/acquisition;
- Repayment of debt
- Any other permitted use as may be decided by the Board.

9. CLASSES OF SHARES

The company currently has only one class of share which is Common Stock.

10. EVENTS MAY IMPACT DIVIDEND DECISION

The company has been successfully paying out a consistent dividend for the last several years since its listing with the Stock Exchanges and shall continue the endeavor to sustain the trend.

However, some circumstance may trigger the shareholders may or may not expect dividends from the company.

10.1. May Expect Dividend: Availability of profits and liquidity, Profits are not being utilized in any other purposes.

10.2. May not Expect Dividend: Non-availability of profit, Funds to be retained for business expansion, adverse economic/market scenario, to be utilized for internal resources.

11. DISCLOSURE

This Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and on the Company's website www.youthbd.com.

If the Company proposes to declare dividend on the basis of any additional parameters apart from those mentioned in the Policy or proposes to change the parameters contained in this Policy, it shall disclose such changes along with the rationale for the same in the Annual Report and on the website.

12. EFFECTIVE DATE

This Policy has been approved by the Board of Directors of the Company at its meeting held on 11th March, 2021 and shall be effective and applicable for dividend, if any, declared for the Financial Year 2020-21 onwards.

13. REVIEW/AMENDMENT

The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

NOTICE OF THE 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the Shareholders of Shahjibazar Power Company Limited will be held on Sunday the 29th day of January, 2023, under digital platform <http://spcl.digitalagmbd.net> at 11:00 A.M to transact the following businesses:

AGENDA(S)

ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the year ended June 30, 2022 together with the Auditors' Report thereon
2. To declare dividend for the year 2022 as recommended by the Board of Directors
3. To elect/Re-elect Directors
4. To approve the appointment of Independent Director
5. To approve the appointment of Statutory Auditors for the year 2022-2023 and to fix their remuneration
6. To approve Appointment of professional for the Certification on Corporate Governance for the year 2022-23 and fixation of their remuneration.

By order of the Board



(Yeasin Ahmed, ACS)
Company Secretary

Dhaka, January 08, 2023

Notes:

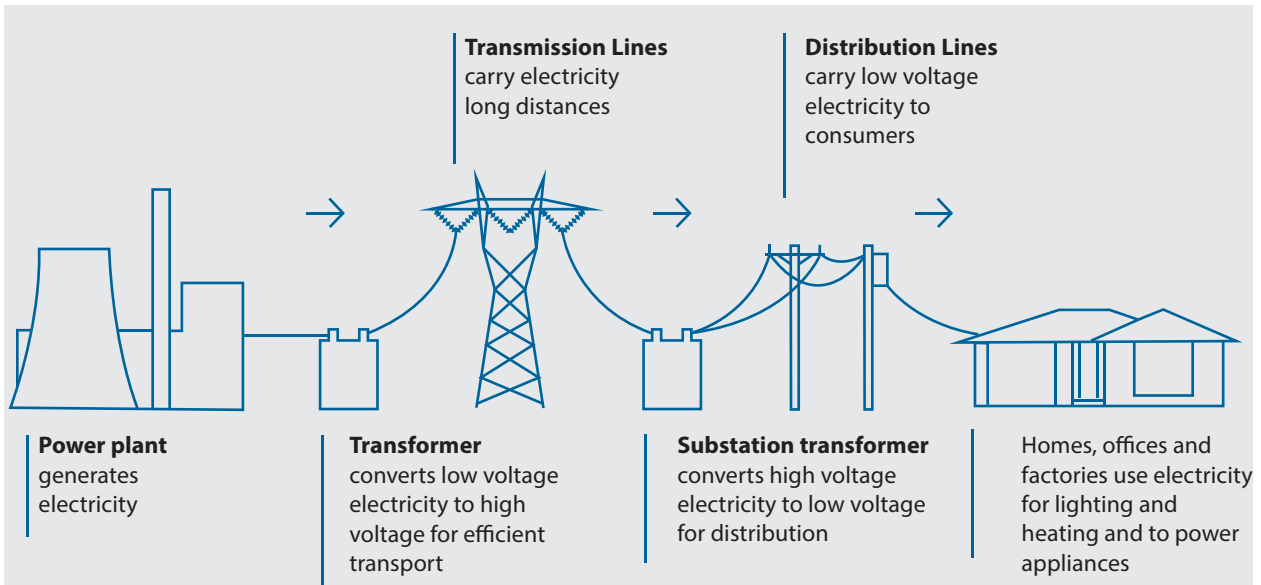
1. Shareholders whose names appeared at the record date i.e. December 1, 2022 in the Share Register of the Company or in the Depository Register on that date will be eligible to attend and vote in the Annual General Meeting and to receive dividend as approved in the AGM.
2. Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/94-231/25 dated 8th July 2020, the AGM will be virtual meeting of the Members, which will be conducted via live webcast by using digital platform.
3. The Members will be able to submit their questions/ comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the Members need to put their 16-digit Beneficial Owner (BO) ID number and other credential as proof of their identity by visiting the <http://spcl.digitalagmbd.net>.
4. The members are requested to log-in into the system at least one hour before the start of the A.G.M i.e. 10:00 A.M. Bangladesh Standard Time (BST) to allow sufficient time for establish connectivity. The webcast shall start at 11:00 A.M. (BST) sharp. For any assistance members may dial +88 01734612190 for instant support.
5. Members entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote on his/her behalf. The proxy form must be affixed with requisite revenue stamp and must be submitted to the E-mail address: debasish@youthbd.com not less than 72 hours before the time fixed for the Annual General Meeting.
6. Pursuant to the Notification No: BSEC/CMRRCD/2006-158/208/Admin/81 dated 20th June, 2018 of Bangladesh Securities and Exchange Commission (BSEC), soft copy of the Annual Report has been sent to the e-mail addresses of the Honorable Shareholders as found recorded in their respective Beneficial Owner (BO) accounts maintained with the depository. Soft copy of the Annual Report is available in investor relation section of Company's website – www.Youthbd.com
7. All concerned TREC Holders/Brokerage Houses who have extended margin loan facilities to the members of the Company and their name found on record date are requested to provide us with the statement containing shareholder name, BO ID Number, Client-wise breakdown of shareholding position, gross dividend receivable, applicable tax rate and deduction and net dividend receivable along with name and cell number of the contact person to the Corporate office of the company address: Youth Tower, 822/2 Rokeya Sarani, Dhaka – 1216 and/or by the way of e-mail at debasish@youthbd.com on or before February 6, 2023.

Special Note: No benefit or gift in cash or kind shall be given to the Shareholders for attending the 15th Annual General Meeting as per Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013.

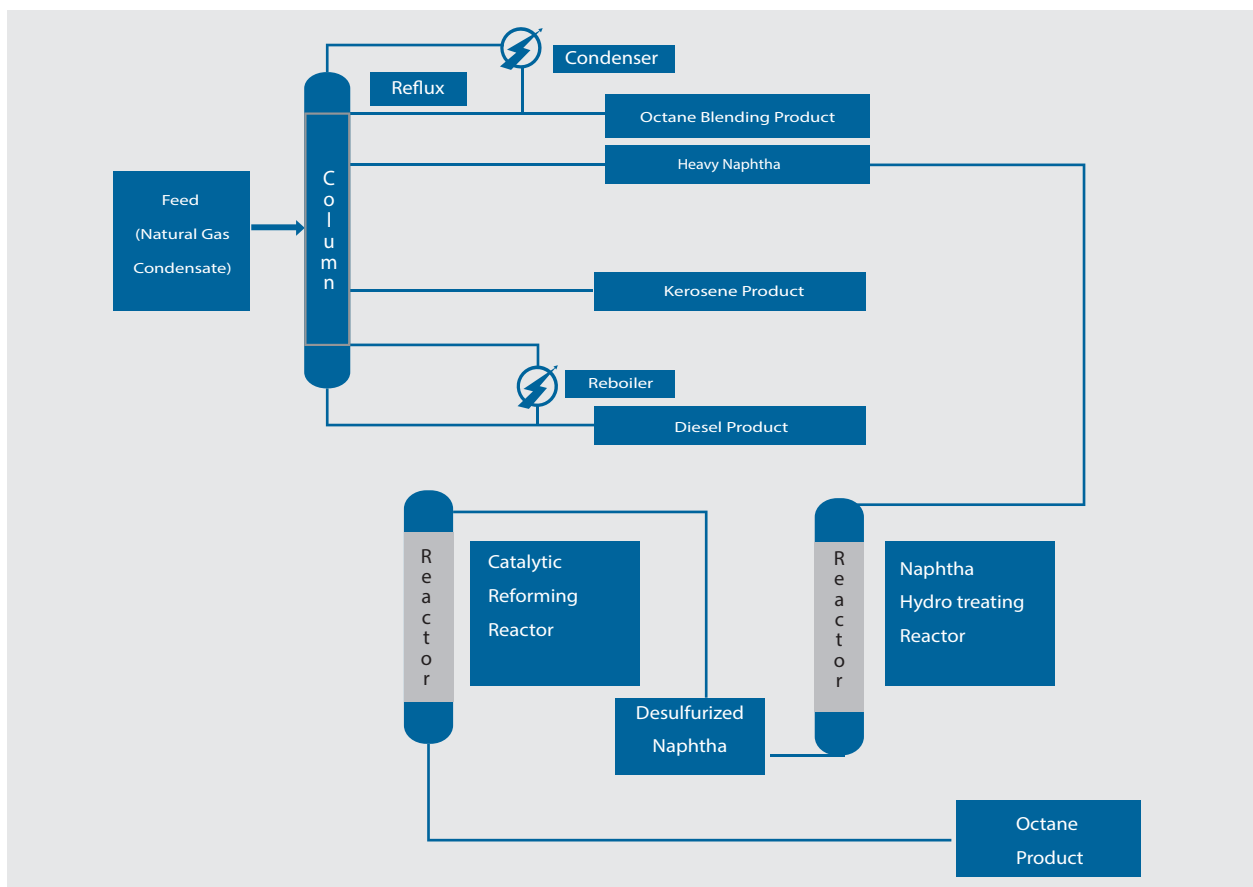
CORPORATE ETHOS



TYPICAL ELECTRICITY TRANSPORT MODEL



TYPICAL OIL REFINING MODEL





LETTER FROM THE CHAIRPERSON

"Moving Bangladesh"

*"Providing the means
to keep Bangladesh
Moving"*

Anis Salahuddin Ahmad
(Chairperson)

Dear Fellow Owners,

I feel much privileged and honored to welcome you all to our 15th Annual General Meeting. In the history of our business, we have navigated yet another year of Post-Pandemic storm in the economy. Among several others, inflation was higher than seen in several decades, Russia's Invasion of Ukraine and the unprecedented strength of the US Dollar for an import-dependent country like ours remain the major upstream challenges. The strong US Dollar denting the foreign exchange reserve due to soaring import costs has created chaos and put forward a grave challenge before the Central Bank. Your HFO-fired power generation asset is very highly exposed to exchange rate risk and falls victim to this prevailing challenge during the reporting year.

Meanwhile, despite some near-term volatility due to the global economic crisis, Bangladesh's economy has been expanding at a rate of more than 6% for the last decade. Gross Domestic Product (GDP) has already crossed the USD 400 Billion mark registering USD 416 Billion for the last fiscal year. According to several think tanks and analysts around the globe, the economy is set to cross USD 1 Trillion mark in the coming decades. Powered by MAC (Medium & Affluent Class) population, a rising domestic consumer base, and the youngest working force lined up to embark on working, the economy will surely gain great momentum lately upon the passing of this crisis. I firmly believe that our policymakers are time-tested and capable to weather the current challenge and soon the economy will be back on track to rise again.

As I told you earlier, your HFO-fired power generation asset has to bear a significant setback in the form of an exchange rate slump of BDT against the US Dollar in the last quarter. Your capable treasury management team was able to abate some spillage by exercising some forwards with lenders further strained by non-payment of bills by Bangladesh Power Development Board (BPDB) for more than 6-7 months as compared to 1-2 months in normal times. Treasury management was the most critical business in all your operating assets including Gas Fired power generation and oil refinery segment. We have used your retained fund as an immediate solution and also count on the lenders for extended credit facilities which will translate into a further rise in interest expenses.

We had a breakthrough achievement from the government in favor of your oil refinery business segment. The single source of dependency for the lone feedstock of the plant Natural Gas Condensate (NGC) has been relinquished by providing the approval to import raw materials from the global oil & gas

market. A dynamic price determination method linked with the price movement in the international oil market price index was also set in the course. This change will surely gain momentum in the business in the near term. The segment has a profit contribution of BDT 208.34 Million as compared to BDT 292 Million for the same period of the previous year.

Consolidated Revenue dipped by -20.80% Y-o-Y registering BDT 7249.02 Million in FY21-22 as compared to BDT 9152.95 Million in FY20-21. Net Profit after Tax (NPAT) also falls -31.40% Y-o-Y registering BDT 795 Million (Including Minority Interest) in FY21-22 as compared to BDT 1159.87 Million same period of the previous year. Separately the listed entity SPCL had a big slump in profit due to foreign currency exchange loss in HFO-fired power generation asset. Net Profit after Tax (NPAT) of SPCL was BDT 672.16 Million as compared to BDT 924.82 Million which is -27.32% lower than the same period of the previous year.

The foregoing discussions warrants for maintaining a strong cash flow position of the company to battle the imminent crisis and accordingly your board has recommended 16% Cash and 4% Stock total 20% dividend for the year under report subject to the approval of the members at the 15th Annual General Meeting scheduled to be held on January 29, 2023.

Our commitment to our human resources is underpinned by our core value system of the business. We believe that our people are our most important capital to roll our business. We continue to ensure an enabling environment for our people to work and display their talent, hard work, and commitment towards the company and return back to them with rewards, acknowledgment, and recognition. All our employees are covered with a life insurance policy.

In fine, I will take this opportunity to show my profound gratitude to our customers, shareholders, regulators, lenders, suppliers, employees, insurers, legal counsel, and all other business partners for their continuous support towards us. We will continue to provide the means to keep Bangladesh moving to the pinnacle of prosperity.



CHAIRPERSON
SHAHJIBAZAR POWER CO. LTD.

THE
MANAGEMENT
&
REPORTING

DIRECTORS PROFILE



Anis Salahuddin Ahmad
Chairperson

Anis Salahuddin Ahmad (58) is the Non-Executive Chairperson of the company. Mr. Anis received his higher diploma from Italy and Jakarta and upon return briefly joined the hospitality industry. In 1986, Mr. Ahmad joined a garments buying house and in that capacity started traveling extensively to Europe and the Far East. This helped him gain substantial experience and insight of the trade. Mr. Anis forayed into the business arena in 1996 and joined Youth Group of Companies. Over the years Mr. Anis built a prolific business career by dint of his dynamic engagement in textile trading and other manufacturing businesses. He sits on the board of Australian International School and Islamic Finance and Investment Limited. Mr. Anis is a renowned philanthropist and is associated with many social welfare organizations and activities. A strong sense of discipline and ethics are the guiding principles of Mr. Anis' business philosophy.

Faridul Alam
Managing Director

Faridul Alam (39) is the Managing Director of the Company. He has been generously admired as one of the youngest entrepreneurs within the corporate fraternity of the Country. His legacy starts with engaging himself in the Ready-Made Garment and textile sector. He has played a key role in the overall operation and supply chain of the business. Mr. Alam adapted himself to the business culture very quickly and starts delivering results. He stepped into the private power generation business by becoming one of the sponsors of Shahjibazar Power Co. Ltd. (SPCL) in 2007.

He becomes one of the Directors of Petromax Refinery Ltd (PRL) the lone privately-owned condensate fractionation plant of the country at the time of its inception. He, in particular, was able to harvest a lot of technical issues of the petrochemical industry due to his commitment and enthusiasm to this sector. His area of service was especially included but not limited to the selection of the appropriate type of feedstock strictly in conformity with the highest yield ratio and maintain standard calibration of all refining equipment within the stream. He has played several stand-out roles by speculating the energy price movement within the international market and address the issue with related government entities for sustainable national energy security. Under his valiant leadership Petromax Refinery Ltd has secured the award as Best Private Sector Organization under the category of Energy from the Honorable Prime Minister through the Ministry of Power Energy and Mineral Resources (MPEMR) for two terms in a row.

Mr. Alam is also known for his altruism and generosity for the deprived corner of the society. He, along with some other members institutionalize their philanthropic pursuit by establishing a voluntary foundation known as "Shornadip Foundation" to render medical and health services to the impoverished dwellers of the remote island Sandwip. Under that foundation, a general hospital is already operational in this remote island to serve the great cause of reaching emergency medical and health care services to the destitute families.





A.K.M Badiul Alam
 Director

Mr. A.K.M. Badiul Alam, aged 61, is the Director of the Company. He has received Master Degree in Management from the University of Dhaka. He started his career as a businessman after the completion of his education. Mr. Alam acquired vast experience in textile trading and other manufacturing business verticals through his business exposure. He owns a group of full vertical Ready Made Garment named as Amtranet Group with 20 years of legacy. Mr. Alam is associated with and donor of many schools, colleges and different social welfare organizations. He has traveled several Extensive business tours in many countries, including America, Japan, Korea, China, India, Germany, Spain, U.K, Australia, Italy, France, Austria, Saudi Arab, Hong Kong, Singapore, Canada, Taiwan, Holland and many other countries to enrich his knowledge and experience.

Md. Shamsuzzaman
 Director

Md. Shamsuzzaman, aged 61, is the Director of the Company. He has received his Bachelor of Textile Science & Technology & Post Graduate Diploma in Industrial Management (PGDIM). He started his career as a business man after his academic education. He was engaged in different types of local and international businesses related to textile chemicals and composite knit. He has been the owner of Micro Fibre Group consist of several manufacturing units producing knitwear apparels for the last around 18 years. Md. Shamsuzzaman acquired vast experience in textile, Chemicals trading and other manufacturing business through his 26 years of business career. He is also associated with and donor of many schools, colleges and different social welfare organizations. He traveled many countries of America, Europe and Asia to enrich his knowledge and experience in his career.



Mr. Akbor Haider
 Director

Akbor Haider, aged 44 years, has joined as the Director of the Company. He is a business graduate and completed his MBA. He has started his career with engaging himself in Ready Made Garment and textile sector. He is the proud sponsor and member of the Board of Directors of Comfit Composite Knit Ltd (CCKL) a state of the art facility exporting around 40 Million Pcs of garments per year. With the progress of his service, he encompasses himself with every functional units i.e. production, commercial, finance, marketing and other related activities of the industry. His strong aspirations drives himself engaging in power generation, oil refinery and downstream market dynamics of energy products in Bangladesh. He continuously travel many countries across the Globe to leverage on the long standing relations with Retail Giants and identify prospect for new business opportunity. Mr. Haider is very well known for his sportsmanship and passion for culture. He has been the host of several corporate football leagues in the corporate arena of Bangladesh. He currently holds office as the member of the Board of Directors of Shahjibazar Power Co. Ltd. and member of the Audit and NRC Committee.



Mr. Faisal Alam
 Director

Mr. Faisal Alam aged 36 is a Textile Engineer. By dint of his educational background, he has engaged himself in the operation of Comfit Composite Knit Ltd (CCKL). He has profusely adapted himself to the operation of the composite textile and garments business and contributes a lot in terms of several improvements in the operation area. He also has a thorough understanding of commercial, finance, marketing, and other related activities of the textile industry. Mr. Alam has also engaged himself in the LP-Gas bottling and distribution business in Bangladesh. He has played a key role in the project stage of the LPG plant by contributing in to the procurement and commissioning of critical machinery items. He also actively participates in the operation LP Gas business. He has been the sponsor of Shahjibazar Power Co. Ltd. since the inception of the project.

Mr. Asgar Haider
 Director

Asgar Haider is known as an entrepreneur, philanthropist, and sportsperson among contemporaries. He sits in the Board of the Company. Mr. Haider involved himself in the business with the lone composite textile business of Youth Group. He became seasoned with the entire value creation process of the industry ranging from grabbing orders from customers around the globe, planning for sourcing materials, engaging labor and workmanships, and addressing all the hurdle of outbound logistics to ensure the delivery. With the pace of diversified investment strategy of Youth Group, Mr. Haider parts with several Power & Energy projects. His service was instrumental at the engineering and commissioning stage of around 150 MW gas-fired and 150 MW HFO-fired power plants as the sponsor. He continuously flourishes his knowledge of energy business prospects in the Country and engaged himself in Oil & Gas sector. He gained a thorough knowledge of fractionation of hydrocarbon to produce premium-grade gasoline upon embarking himself with the fractionation investment of the group. Mr. Haider has been very generous to the underprivileged people of his community. He is one of the members of a social organization in Sandwip. Under that organization, a 20-bed general hospital already operational in his hometown. Mr. Haider is an avid promoter of sports. He has been the host of several corporate sports leagues in the country and played in those leagues in person. Mr. Haider graduated with an MBA from the USA. He is a Chartered Member of the Chartered Institute of Logistics and Transport and a Life Member of the American Alumni Association. He was awarded the Business Leader of South Asian Leadership Awards Bangladesh in 2019.



Mr. Mohammed Nurul Amin
 Independent Director

Mohammed Nurul Amin has recently assumed the position of Independent Director of the Company. He obtained his Honors and Masters in Economics in 1973 and 1974 respectively from University of Dhaka. Besides, he received higher education and different training on banking from home and abroad. He started his career by joining Janata Bank Limited in 1977 as Senior Officer. In 1983, he joined in National Bank Limited, first Private Bank in the Country. He then joined National Credit Limited (Later NCC Bank Ltd) in 1985 and worked there for long 29 years. He was Managing Director & CEO for 9 years in NCC Bank Limited from 2005-2014. He took the responsibility of Managing Director & CEO of Meghna Bank Limited in June 2014 and served up to December, 2017. He was the Chairman of Association of Bankers Bangladesh (ABB) and Primary Dealers' Bangladesh Ltd (PDBL) and Bangladesh Foreign Exchange Dealers Association (BAFEDA). He is the only CEO of any bank who held the position of Chairman of all 3 organizations of banking professionals in the country. Mr. Amin also associated with various social activities which includes-Member of Rotary Club of Jahangir Nagar Dhaka, Senate Member of University of Dhaka from 2010 to 2013, Life member of Bangladesh Economic Association (BEA) and Dhaka University Economics Department Alumni Association (DUEADA), Member of Bangladesh-China People's Friendship Association, Life member Bangladesh Red Crescent Society and a Fellow of Institute of Bankers, Bangladesh (IBB).



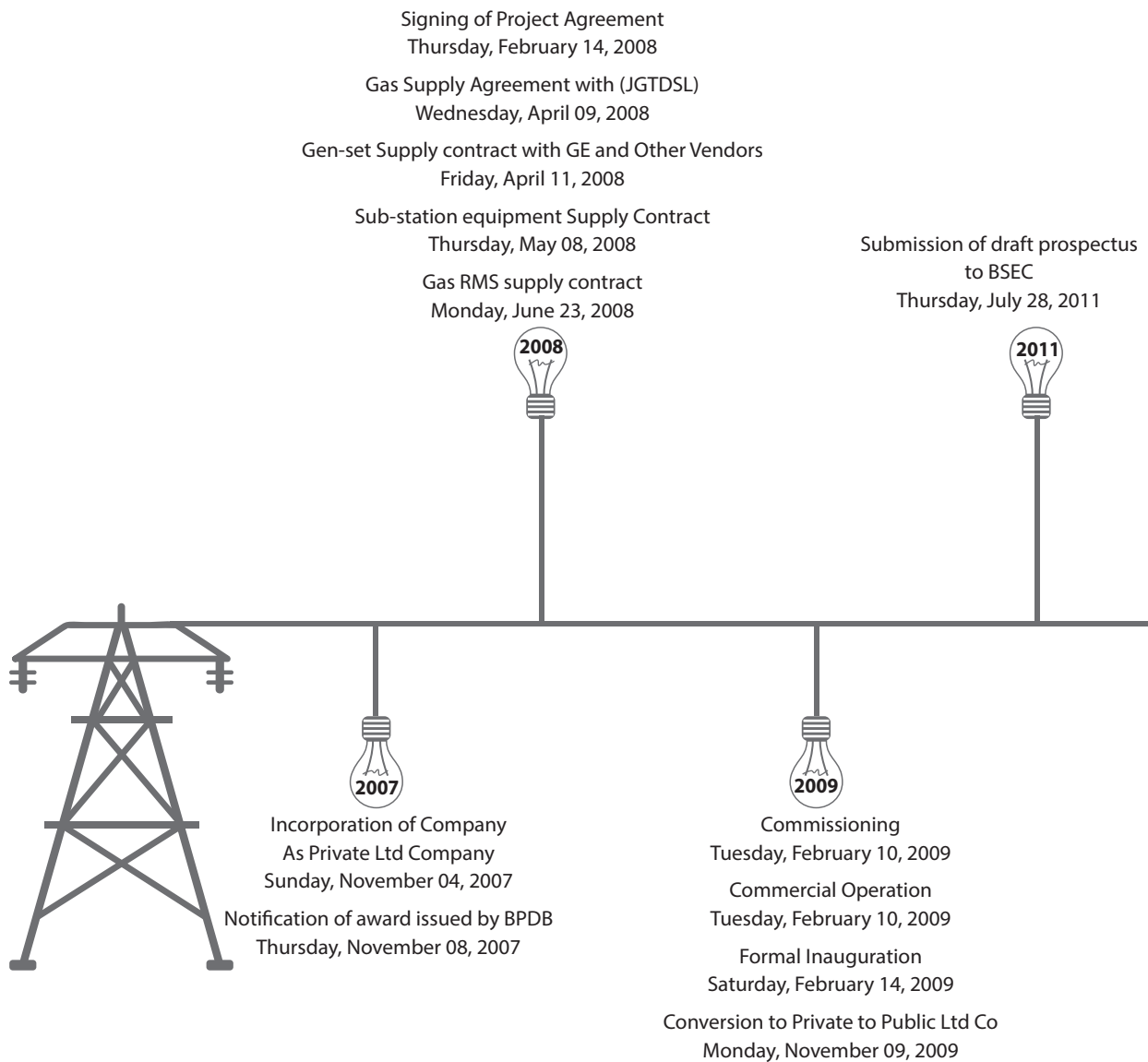
Mr. Sharif Wadud, FCA
Independent Director

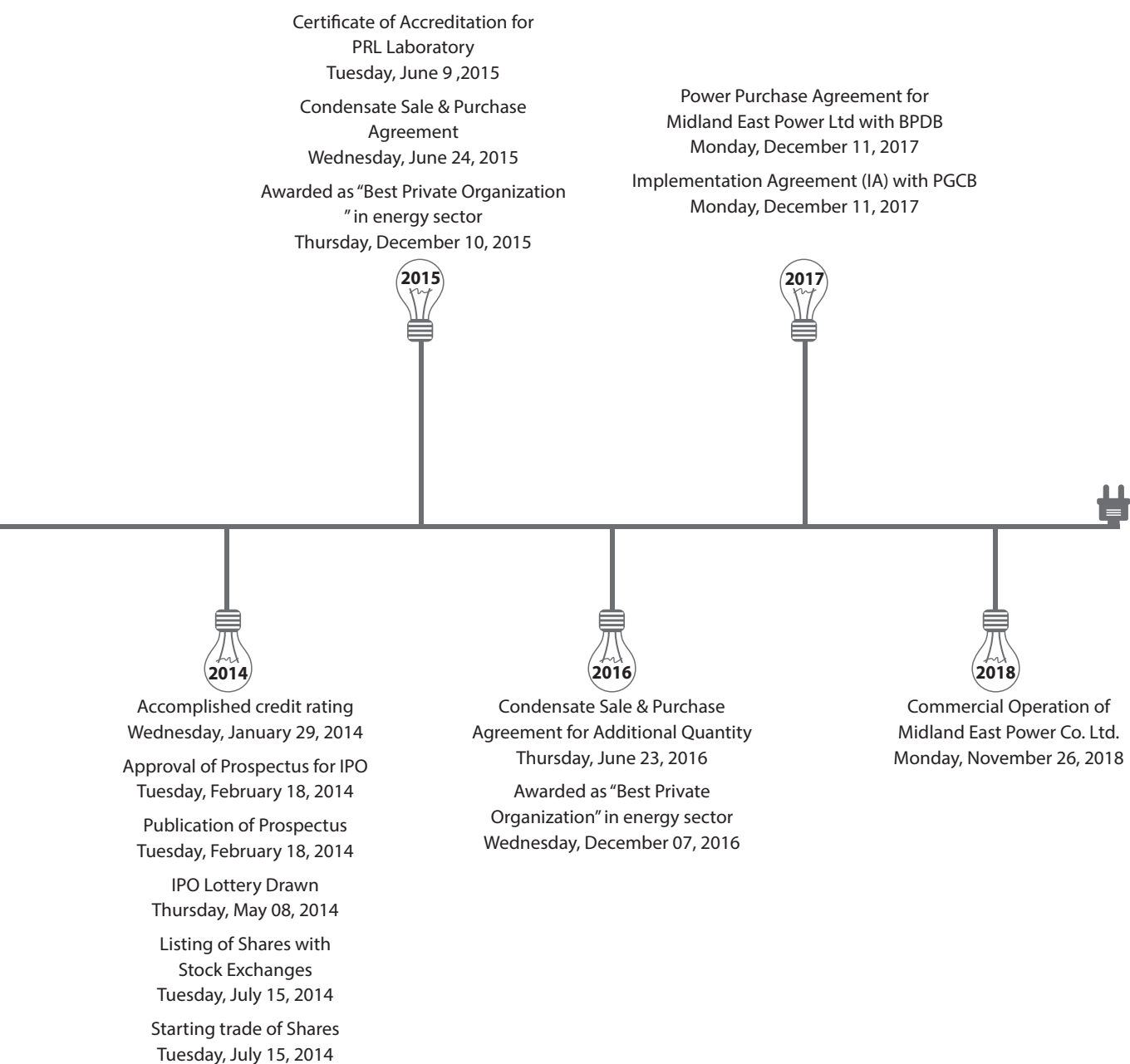
Mr. Sharif Wadud is the new addition in the Board of Directors of the Company. To ensure proper diversity in the Board, NRC Committee has recommended Mr. Wadud's name as one of the youngest person equipped with latest developments in the field of business and commerce in both academic and professional perspectives. He has worked in the capacity of Group Financial Controller in Teledata UK Limited a Manchester base technology company providing data centers, colocation and cloud hosting services in United Kingdom. Prior to that he has worked for Reddy Siddiqui LLP as Audit & Tax Manager. He has a decade long experience in the area of Tax, Audit and Advisory services in different global as well as local companies. Mr. Wadud is the Fellow Member of the Institute of Chartered Accountants of England & Wales (ICAEW) and Institute of Chartered Accountants of Bangladesh (ICAB). He is the Winner of London Society of Chartered Accountants (LSCA) Small Firm Exam Prize due to his outstanding results. Currently he is working as a Partner at G. Nabi & Co. Chartered Accountants.





SUCCESS MILESTONES





DIRECTORS REPORT TO SHAREHOLDERS

Dear Owners of Shahjibazar Power Co. Ltd.

Assalamualikum,

Passing through a very rough patch of global economic downturn we have completed the year with a mixed operating performance. As authorized by the Board, I, being the Chairperson of the Board, would like to welcome you all in the 15th Annual General Meeting and presenting herewith the Audited Financial Statements for the year then ended June 30, 2022.

The Directors' Report is prepared in compliance with Section 184 of the Companies Act 1994, Financial Reporting Standards adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), The Dhaka and Chittagong Stock Exchange (Listing) Regulations, 2015 and Bangladesh Securities & Exchange Commission's (BSEC) notification no-BSEC/CMRRCD/2006-158/207/Admin/80 dated 3rd June 2018 regarding Corporate Governance Code and other directive and regulations published by the Commission time to time.

ECONOMY AT A GLANCE

Hit with never seen before inflation, Russia-Ukraine war, tightening financial condition in several regions especially EU and China put forward a turbulent challenge for many economies across the world. Central Banks along with Federal Reserve are grappling to stabilize the inflationary pressure mostly triggered by the lingering war and the dragging effect of pandemic incentives to the affected citizens. Global growth is forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic and reflects significant slowdowns for the largest economies: a US GDP contraction in the first half of 2022, a euro area contraction in the second half of 2022, and prolonged COVID-19 outbreaks and lockdowns in China with a growing property sector crisis. One third of the world economy faces two consecutive quarters of negative growth. Global inflation is forecast to rise from 4.7 percent in 2021 to 8.8 percent in 2022 but to decline to 6.5 percent in 2023 and to 4.1 percent by 2024.

Against the backdrop of geo-political challenges the growth momentum of Bangladesh economy is facing several setbacks. Mostly due to the strong US dollar against local currency for an economy with a highly negative BoP (Balance of Payment) status, the forex reserve was strained to settle import bills. The policymakers have displayed a great deal of prudence by discouraging import of luxurious items and taking the path of austerity while it comes to spent foreign exchange reserve. Thanks to the foreign remittance earners and RMG sector the economy could withstand and battle these challenges. However, the interest rate cap is hurting Middle and lower income class to battle ever increasing inflation and price of food grains which will be taken care by the central bank. Despite these challenges in the course the glorious growth journey of the economy will not stop. According to Bangladesh Bureau of Statistics (BBS) the projected GDP growth in FY21-22 is 7.25% against realized GDP of 6.94% in FY20-21. As usual Industry sector is the biggest slice followed by Service and Agricultural sector in the total pie of GDP.

Per capita income, in terms of current USD, is expected to continue to rally and reach USD 2,824 by the end of FY21-22. However, this would mean the growth of per capita income (in current USD) would decline to about 9 percent in FY21-22 compared to 11.39% in FY20-21.

The private and public sector investment activities, partly reflected through the robust private sector credit growth and implementation of various mega projects, remained buoyant in FY22. The private sector credit increased by 12.94 percent (y-o-y) at the end of May 2022 as against an increase of 7.55 percent in the corresponding period of the previous fiscal year. The large and medium-scale manufacturing output registered 17.05 percent growth during the first 8 months (July-February) of FY22, while it grew by 4.15 percent during the corresponding period of the previous fiscal year.

As per the publication of Bangladesh Bank, the monetary policy for FY22 was designed to support the continuing efforts for economic recovery from COVID-19 pandemic-induced adversities and maintain appropriate cautions for overall price and financial stability. Therefore, the monetary policy stance in FY22 was necessarily expansionary and accommodative like that of FY21. The monetary and credit programs for FY22 were designed with the assumption of a 7.20 percent real GDP growth and a 5.30 percent general inflation ceiling, as declared in the national budget.

POWER SECTOR SCENARIO OF BANGLADESH

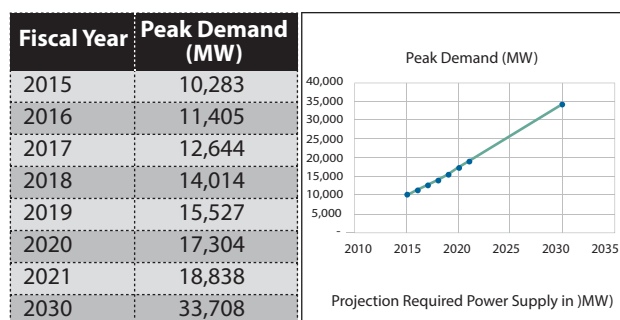
The power sector of Bangladesh has been a great matter of interest lately thanks to the media attention. The landmark of 100% electrification has been achieved in March 2022. Total generation capacity has reached to a new height of 25,826 MW out of which 20,884 MW was added during the last 13 year under this capable government. Currently the sector is highly dependent on gas for primary fuel followed by HFO. The pursuit of transformation in renewables as primary source is underway.

As per the publication of Bangladesh Power Development Board (BPDB) existing installed capacity of power is 22,608 MW (Without Captive and SHS) of which 11490 MW (51%) is being produced under government owned facilities and 11,118 MW (49%) is being produced under private owned facilities.

The access to electricity has been raised to 100% as compared to 99.75% last year and per capita electricity generation improved to 608.76 KWh. Total consumer stands at 44.10 Million (December 2022) and System loss (distribution) reduced to 7.74%.

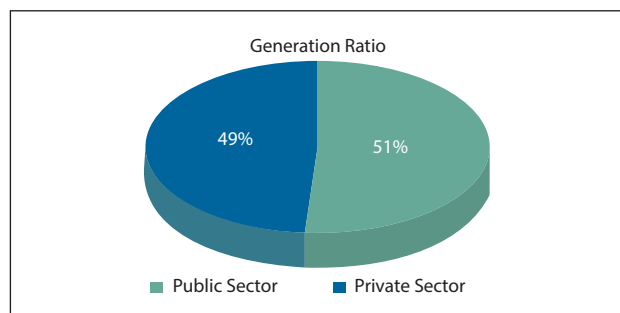
In the short run power demand shall increase in a consistent pattern over the years. Key drivers behind will be Digitization of services in several sectors, More use of Digital Financial Services, Mechanized Agriculture technologies transforming the way of farming, Change of lifestyles in the rural areas, the demography of rising population, several infrastructural mega projects like Padma Bridge, Dhaka Metrorail, Airport Terminal - 3, One Hundred economic zones and Matarbari Moheshkhali Integrated Development Initiative (MIDI).

Power System Master Plan by BPDB Assuming 7% GDP Growth Rate



Present Installed Generation Capacity (MW) as on November 30, 2022

BPDB	6013	26.60%
APSC	1544	6.83%
EGCB	957	4.23%
NWPGCL	1401	6.20%
RPCL	182	0.81%
B-R Power Gen	149	0.66%
JV-NWPGCL-CMC	1244	5.50%
Sub Total	11490	50.82%
IPPs	8487	37.54%
SIPPs (BPDB)	99	0.44%
SIPPs (REB)	251	1.11%
15 YR. Rental	169	0.75%
3/5 YR. Rental	952	4.21%
Power Import	1160	5.13%
Sub Total	11118	49.18%
Total	22608	100.00%



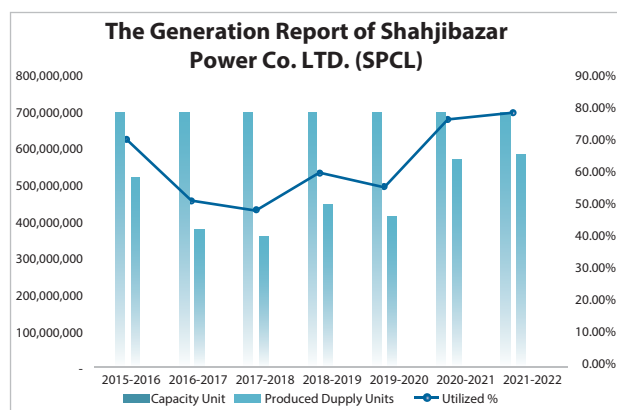
Public and private sector is contributing 51% and 49% respectively in the total generation of power as of November 2022. Amongst the public sector generation units BPDB is playing the champion role as usual.

BUSINESS ACTIVITIES INCLUDING ITS OPERATING PERFORMANCE

Shahjibazar Power Company Limited (SPCL) has come into the power sector of Bangladesh winning competitive tender beating several other participants with Bangladesh Power Development Board (BPDB) on February 14, 2008. Subsequently the company has entered into Gas Supply Agreement (GSA) with Jalalabad Gas Transmission and Distribution System Limited (JGTDSL) on April 9, 2008. Partnering with US based Company General Electric International, the 86 MW power plant constructed based on PPA (Power Purchase Agreement) between BPDB and the Company to supply electricity to the Government. As of June 30, 2022 the company is producing 83.43% of total capacity on an average. The operational performance of the Company is shown as hereunder:

Fiscal Year	Capacity Unit	Produced Supply Unit	Utilized %
2015-2016	743,040,000	553,765,512	74.53%
2016-2017	743,040,000	402,946,125	54.23%
2017-2018	743,040,000	381,564,619	51.35%
2018-2019	743,040,000	474,114,000	63.81%
2019-2020	743,040,000	440,517,096	59.29%
2020-2021	743,040,000	605,484,672	81.49%
2021-2022	743,040,000	619,934,136	83.43%

The generation report of Shahjibazar Power Co. Ltd. (SPCL)



The generation report of Shahjibazar Power Co. Ltd. (SPCL)

During FY21-22 your company has generated 619,934,136 Kwh as compared to 605,484,672 Kwh in FY20-21 to supply the national grid. As always the only off-taker is Bangladesh Power Development Board (BPDB). Revenue for the year under report stands at BDT 2,235.24 Million as compared to the previous year of BDT 2,146.71 Million growing 4.12% Y-o-Y. Consolidated Revenue was slumped -20.80% Y-o-Y scoring BDT 7,249.02 Million in FY21-22 and BDT 9,152.95 Million in FY20-21. Consolidated Net Profit after Tax (NPAT) after adding the contribution from subsidiary and associate entities stands at BDT 795.66 in FY21-22 as compared to BDT 1159.87 on FY20-21 which has shown a fall of 31.40%. Oil Refinery segment has delivered around 88.55 Million liters of petroleum products with a revenue of Tk. 5013.77 Million.

SEGMENT WISE PERFORMANCE

Segment/Product	Quantity	Sales in Million Tk.
Power	619,934,136 Kwh	2235.24
Oil & Gas	88,557,473 Ltr	5013.77
Total		7249.01

CONTRIBUTION TO THE NATIONAL EXCHEQUER

The driving force of growth to any economy is uninterrupted energy supply and your company is supplying energy to the whole country in the form of Power and Oil. In process, As of June 30, 2022 your company has contributed Tk. 254.92 Million as income tax and subsidiary of your company has added Tk. 752.06 Million in the form VAT to the national exchequer.

EXTRA-ORDINARY GAIN OR LOSS

There are no extra ordinary gain or Loss during the reporting period

DISCUSSION ON RELATED PARTY TRANSACTION

During the year under review, the Company carried out a number of transactions with related parties in the normal course of business. The name of related parties, nature of these transactions and their value have been set out in accordance with the provision of IAS 24 "Related Party Disclosure". The related party transactions have been taken place on arm's length basis during the year have been disclosed in the Annexure - B to the financial statements.

SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

The underlying reasons for that significant deviation can be attributed to fall in profits of subsidiary and associate companies. The 90% subsidiary of refinery business was operated under capacity due to lower availability of Natural Gas Condensate (NGC) from the government. Moreover, the associate business of 150 MW HFO fired power plant had several HFO import consignments booked at the USD exchange rate of BDT 84-87 as of March 2022. Whereas the foreign exchange market turbulence has started thereof and in the next immediate quarter from April-June 2022, those import consignments matured for payment and USD rate was by the time hits as high as up to BDT 110 per USD causing a huge currency exchange loss reflected in the profitability of this power generation business.

REMUNERATION OF DIRECTORS

Remuneration, performance and other related prerequisites/benefits of managing director is disclosed in Note 29.01. Other directors are not entitled to remuneration and other facilities for their directorship except the Board Meeting Fee.

MINORITY SHAREHOLDERS:

As of June 30, 2022 the total minority shareholders represent 39.71% of total shareholdings of the Company including Institute and General Public Portion. Every material decision which may affect the profitability of the company has been disclosed by disseminating the same as Material or Price Sensitive Information (PSI) as the case may be. Hence, active participation of the Independent Directors in the board has balanced the interest of Minority shareholders while considering or adopting any operational decision in the board.

CORPORATE AND FINANCIAL REPORTING FRAMEWORK

As per law the financial statements of your Company has followed International Financial Reporting Standards (IAS) as adopted by ICAB as International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS). This has been completely followed to fairly present the financial position and performance of the Company. While preparing the financial statements, the following points were considered –

- I Selection of suitable accounting policies and then applying them consistently,
- II. Making judgments and estimates that are reasonable and prudent,
- III. Ensuring that the financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS),

IV Preparing the financial statements in an ongoing concern basis unless it is appropriate to presume that the Company will not continue in business. Proper accounting records have been kept so that at any given point the financial position of the Company is reflected with reasonable accuracy, which will enable them to ensure that its financial statements comply with Companies Act 1994 and other required regulatory authorities.

In compliance with the requirements of the BSEC's Notification No- BSEC/CMRRCD/2006-158/207/Admin/80 dated: June 3, 2018, the Directors are also pleased to make the following declarations in their report:

- a. The financial statement prepared by the management of your Company fairly presents its state of affairs, the result of its operations, cash flows and changes in equity;
- b. Proper books of accounts of your Company have been maintained;
- c. 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;
- d. International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any discrepancies have been adequately disclosed;
- e. The system of internal control is well structured and has been effectively implemented and monitored;
- f. There are no significant doubts upon your Company's ability to continue as an ongoing concern basis;
- g. Significant deviations from last year in operating results of the Company are highlighted and the reasons have been explained in financial results & profit appropriation;
- h. Key operating and financial data has been summarized for the preceding five years;
- i. Significant plans and decisions, such as corporate restructuring, business expansion and discontinuation of operations as appropriate, future prospects, risks and uncertainties surrounding the Company has been outlined under the related captions of this report;
- j. The number of Board meetings held during the year and attendance of each director has been disclosed;
- k. The pattern of shareholding has been reported in Annexure-3 to disclose the aggregate number of shares.

SHAHJIBAZAR POWER COMPANY LIMITED

CORPORATE OBJECTIVES, VALUES & STRUCTURE
THE MANAGEMENT & REPORTING
COMPLIANCES AND DISCLOSURES
FINANCIAL STATEMENTS
DIRECTOR'S REPORTS AND FINANCIAL STATEMENTS OF SUBSIDIARY

FINANCIAL RESULTS AND PERFORMANCE OF THE COMPANY

Consolidated and separate Financial Result compared with last year is detailed below:

Particulars	2021		2022		% Change
	(in Million Taka)	% on Sales	(in Million Taka)	% on Sales	
Revenue	9,152.95		7,249.02		-20.80%
Cost of Sales	7,569.25	83%	5,943.69	82%	-21.48%
Gross Profit	1,583.70	17%	1,305.33	18%	-17.58%
General and Administrative Expenses	163.88	2%	170.69	2%	4.16%
Finance Cost Net	358.14	4%	263.54	4%	-26.41%
Operating Profit	1,061.68	12%	871.10	12%	-17.95%
Other Income Net	47.04	1%	50.21	1%	6.74%
Share of Profit from Associate	489.21	5%	178.28	2%	-63.56%
WPPF	57.08	1%	49.01	1%	-14.14%
Net Profit Before Income Tax	1,540.85	17%	1,050.58	14%	-31.82%
Income Tax	380.98	4%	254.92	4%	-33.09%
Total Comprehensive Income	1,159.87	13%	795.66	11%	-31.40%
Less: Minority Interest	32.51	0%	23.17	0%	-28.73%
Net Profit (After Tax & Minority Interest)	1,127.36	12%	772.49	11%	-31.48%

Consolidated Summary of Financial Statement of Shahjibazar Power Co. Ltd.

Particulars	2021		2022		% Change
	(in Million Taka)	% on Sales	(in Million Taka)	% on Sales	
Revenue	2,146.71		2,235.24		4.12%
Cost of Sales	1,354.21	63%	1,446.73	65%	6.83%
Gross Profit	792.50	37%	788.51	35%	-0.50%
General and Administrative Expenses	69.40	3%	89.63	4%	29.15%
Finance Cost Net	86.54	4%	121.65	5%	40.58%
Operating Profit	636.56	30%	577.23	26%	-9.32%
Other Income Net	83.13	4%	117.77	5%	41.67%
Share of Profit from Associate	489.21	23%	178.28	8%	-63.56%
WPPF	34.27	2%	33.09	1%	-3.45%
Net Profit Before Income Tax	1,174.63	55%	840.19	38%	-28.47%
Income Tax	249.81	12%	168.03	8%	-32.74%
Total Comprehensive Income	924.82	43%	672.16	30%	-27.32%

Separate Summary of Financial Statement of Shahjibazar Power Co. Ltd.

SIGNIFICANT VARIANCE OF FINANCIAL STATEMENTS

The underlying reasons for that significant deviation can be attributed to fall in profits of subsidiary and associate companies. The 90% subsidiary of refinery business was operated under capacity due to lower availability of Natural Gas Condensate (NGC) from the government. Moreover, the associate business of 150 MW HFO fired power plant had several HFO import consignments booked at the USD exchange rate of BDT 84-87 as of March 2022. Whereas the foreign exchange market turbulence has started thereof and in the next immediate quarter from April-June 2022, those import consignments matured for payment and USD rate was by the time hits as high as up to BDT 110 per USD causing a huge currency exchange loss reflected in the profitability of this power generation business.

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

Particulars	2021		2022		% Change
	(in Million Taka)	% on Sales	(in Million Taka)	% on Sales	
Revenue	9,152.95		7,249.02		-20.80%
Cost of Sales	7,569.25	83%	5,943.69	82%	-21.48%
Gross Profit	1,583.70	17%	1,305.33	18%	-17.58%
Operating Profit	1,061.68	12%	871.10	12%	-17.95%
Net Profit Before Income Tax	1,540.85	17%	1,050.58	14%	-31.82%
Total Comprehensive Income	1,159.87	13%	795.66	11%	-31.40%
Net Profit (After Tax & Minority Interest)	1,127.36	12%	772.49	11%	-31.48%

Consolidated

Revenue falls -20.80% as compared to the previous year accordingly Gross Profit also slipped by -17.58% Operating profit -17.95%. Net profit (After Tax & Minority Interest) has also face a sharp fall by -31.48% as compared to last year. GP

Margin was 18% of sales as compared to the 17% of previous year and Net Profit Margin was 11% as compared to 12% of the previous year.

Particulars	2021		2022		% Change
	(in Million Taka)	% on Sales	(in Million Taka)	% on Sales	
Revenue	2,146.71		2,235.24		4.12%
Cost of Sales	1,354.21	63%	1,446.73	65%	6.83%
Gross Profit	792.50	37%	788.51	35%	-0.50%
Operating Profit	636.56	30%	577.23	26%	-9.32%
Net Profit Before Income Tax	1,174.63	55%	840.19	38%	-28.47%
Total Comprehensive Income	924.82	43%	672.16	30%	-27.32%

Separate

Revenue was slightly up by 4.12% as compared to the previous year. Despite the rise in revenue, Gross Profit slightly falls due to increase in raw material price. Gross Profit Margin as compared to revenue was 35% as compared to 37% of the previous year due to the same reason. Net Profit Margin has a big fall of 30% as compared to 43% of the previous year due to the same reason.

PROFIT APPROPRIATION

Consolidated Net Profit after Tax (NPAT) of your company stands BDT 772.49 Million as against BDT 1127.36 Million Year-Over-Year. Current liquidity position of the company is very highly strained due to non-payment of Bills by BPDB for long time. Considering the practical situation the Board would like to report the Company's financial result for the year than ended on June 30, 2022 with the recommendations for appropriation as follows:

Particulars	Amount in Million Taka
Net Profit for the year 2021	772.49
Profit brought Forward	3,372.15
Profit available for appropriation	4,144.64
Appropriations:	
Proposed Stock and Cash Dividend	358.90
Transferred to Retained Earning	3,785.74
Profit available for appropriation	4,144.64

DIVIDEND

Your Board recommends a final cash dividend of 16% and 4% stock dividend for the year 2022 i.e. 4 (Four) Ordinary shares of Taka 10 each for 100 shares held on the record date, subject to approval by the shareholders at the 15th Annual General Meeting.

Dividend Type	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
Cash Dividend (%)	16%	28%	28%	28%	25%	16%
Stock Dividend (%)	4%	4%	2%	2%	3%	14%
Total	20%	32%	30%	30%	28%	30%

DIRECTORS' MEETING & ATTENDANCE

During the year ended June 30, 2022 The Board of Directors has attended 4 meetings. Directors who attended the board meetings are shown below:

Name of Directors	Attended
Mr. Anis Salahuddin Ahmad	4
Mr. Faridul Alam	4
Mr. A.K.M Badiul Alam	4
Mr. Shamsuzzaman	4
Mr. Akbor Haider	4
Mr. Faisal Alam	4
Mr. Asgar Haider	4
Mr. Mohammed Nurul Amin	4
Mr. Sharif Wadud, FCA	3

THE PATTERN OF SHAREHOLDING

Pattern of Shareholding as on June 30, 2022

Annexure -3

Name of Shareholders	Status	Relation	Share Held	Percentage (%)
i) Parent/Subsidiary/Associated Companies and other related parties	-		-	-
ii) Directors				
A. Mr. Rezakul Haider	Deceased		15,427,046	8.60%
B. Mr. Anis Salahuddin Ahmad	Chairperson		15,990,860	8.91%
C. Mr. A.K.M. Badiul Alam	Director		10,466,596	5.83%
D. Mr. Md. Shamsuzzaman	Director		20,379,896	11.36%
E. Mr. Akbor Haider	Director	Son of Mr. Rezakul Haider	5,600,807	3.12%
F. Mr. Faridul Alam	Managing Director		10,243,619	5.71%
G. Mr. Faisal Alam	Director		11,052,178	6.16%
H. Mr. Asgar Haider	Director	Son of Mr. Rezakul Haider	5,377,912	3.00%
I. Ms. Rezina Alam	Sponsor		8,047,874	4.48%
J. Ms. Israt Azim Ahmad	Sponsor	Spouse of Mr. Anis Salahuddin Ahmad	5,600,807	3.12%
K. Mr. Mohammed Nurul Amin	Independent Director		Nil	Nil
L. Mr. Sharif Wadud	Independent Director		Nil	Nil
iii) Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouses and Minor Childrens:				
A. Bhulon Kumar Bhowmik	CFO		0	0.00%
B. Yeasin Ahmed	Company Secretary		0	0.00%
C. Fazle Elahi Khan	Head of Internal Audit		0	0.00%
iv) Executives			Nil	Nil
v. Shareholders Holding 10% or more voting interest in the company:	-	-	-	-
A. Mr. Md. Shamsuzzaman	Director		20,379,896	11.36%

DIRECTORS' ELECTION & RE-APPOINTMENT:

As per Articles of Association Mr. A.K.M Badiul Alam and Mr. Asgar Haider shall retire in 15th Annual General Meeting by rotation and being eligible to offer themselves for re-election.

RESUME OF THE DIRECTORS & THEIR EXPERTISE IN SPECIFIC FUNCTIONAL AREA

Described in Directors Profile

INDEPENDENT DIRECTOR TO THE BOARD OF SUBSIDIARY COMPANY

Mr. Mohammed Nurul Amin has been continuing as the nominated director in the subsidiary company.

HOLDING OF DIRECTORSHIP AND MEMBERSHIP OF THE COMMITTEES OF THE BOARD OTHER THAN THIS COMPANY

Companies >>						
Name of Directors						
Mr. Anis Salahuddin Ahmad	✓					Petromax Refinery Ltd.
Mr. A.K.M Badiul Alam	✓					Midland Power Company Ltd.
Mr. Shamsuzzaman	✓					Midland East Power Ltd.
Mr. Faridul Alam	✓				✓	Comfit Composite Knit Ltd.
Mr. Akbor Haider	✓	✓	✓			Youth Fashion Ltd.
Mr. Faisal Alam	✓	✓	✓			Youth Garments Ltd.
Mr. Asgar Haider	✓	✓	✓			Zenith Islami Life Insurance Ltd
				✓		Islamic Finance & Investment Ltd.
				✓		Garments Export Village Ltd.
				✓		Grey Stone Sweater Ltd.
				✓		Power Vantage Wear Ltd.
				✓		Shirts Mine Ltd.
				✓		Apparel Marketing & Trading Network Ltd.
				✓		Orbital Accessories Ltd.
				✓		Eden Multi Care Hospital (Pvt.) Ltd.
		✓	✓			Orient Chem-Tex Ltd.
		✓	✓			Micro Fiber Ltd.
		✓	✓			Liberty Knitwear Ltd
		✓	✓			Midland Knitwear Ltd.
		✓	✓			A-One Polar Ltd.
						Midland Bank Limited

AUDIT COMMITTEE

The Company has an audit committee with an established charter. The audit committee has met four times this year and the committee members' attendance record is disclosed below:

Name of Directors	Status	Attended
Mr. Mohammed Nurul Amin	Chair	4
Mr. Akbor Haider	Member	3
Mr. A.K.M Badiul Alam	Member	4
Mr. Yeasin Ahmed ACS	Secretary	4

AUDITORS

M/S ACNABIN Chartered Accountants was appointed as the auditor of the Company in the 14th Annual General Meeting. They had carried out the audit for the year ended June 30, 2022 and will retire in the 15th Annual General Meeting. They have shown their willingness to conduct the statutory audit for the company for the ensuing year i.e. FY 2022-23. Being eligible as per section 212 of the Company Act 1994 and a member of the list of Panel Auditors by Bangladesh Securities and Exchange Commission (BSEC), the appointment of ACNABIN Chartered Accountants shall be presented in the 15th AGM for member's approval.

M/S A.K.M Delwer Hussain & Associates Cost & Management Accountants had provided Corporate Governance Code certificate for FY2021-22. For the FY2022-23 M/S Suraiya Parveen & Associates has

expressed their willingness to provide Corporate Governance Code certificate. Being eligible the appointment of M/S Suraiya Parveen & Associates shall be presented in the 15th AGM for member's approval.

**BUSINESS RISK & UNCERTAINTIES**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the group. The Board is assisted in its oversight role by Audit Committee. Internal Audit, under the purview of Audit Committee, undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Your company operates in a field of involving some internal/external risk factors and those some are avertible; others are beyond control, which may be causes of loss. The management of Shahjibazar Power Company Limited perceives the risk factors which are as follows simultaneously:

Principal Risks	Impact	Key Mitigations
Interest Rate Risk	<ul style="list-style-type: none"> Interest/financial charges are paid against any kind of borrowed fund. Volatility in money market and increased demand for loan process interest rate structure to be fixed at high. Raising of interest rate increases the cost of fund for a company, which has borrowed fund, consequently profit is squeezed. 	<ul style="list-style-type: none"> Prioritize Equity Based Financing Prefer Long Term fund over Short Term due to lower cost Continuously seeking cheap source of fund
Exchange Rate Risk	<ul style="list-style-type: none"> SPCL imports mostly spare parts (if required) against payment of foreign currency. Unfavorable volatility or currency fluctuation may affect the profitability of the Company. 	<ul style="list-style-type: none"> Justified Forward Contract agreements Purchase through L/C which is known to be less exposed method in terms of Forex Risk
Industry Risk	<ul style="list-style-type: none"> The supply of electricity and alternative energy is not adequate than the demand of it. For that reason organizations engaged in generating electricity can't provide all required amount of electricity. Power companies mainly supply electricity to national power distributors to supply electricity. 	<ul style="list-style-type: none"> Payment is guaranteed by Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB)

Market And Technology Related Risk	<ul style="list-style-type: none"> Technology is related to generation, transmission, distribution, quantity measuring and maintaining of required electricity generation. 	<ul style="list-style-type: none"> Modernization program after periodic interval
Potential Or Existing Government Regulations	<ul style="list-style-type: none"> The business activities of SPCL and its Subsidiary Petromax is fully controlled by policies, rules and regulation framed by Government, that is policies related to electricity price fixation, demand & supply and distribution is fully under the control of Government. So, Government policies in this regard may impact business operation of SPCL. 	<ul style="list-style-type: none"> Every possible effect of abrupt policy change by government is communicated with respective authority of the Government time to time Energy sector being one of the priority sector the respective authority
Potential Changes In The Global or National Policies	<ul style="list-style-type: none"> The performance of the Company may be affected due to unavoidable circumstances in Bangladesh, as such political turmoil, war, terrorism, political unrest in the Country may adversely affect the economy in general. Moreover, natural disasters like Cyclone, Tide, and Earthquake may hamper normal performance of power generation. 	<ul style="list-style-type: none"> Prudent Rehabilitation Scheme Insurance Coverage to all possible extents
Pricing	<ul style="list-style-type: none"> The BPDB and BPC are the single buyers respectively who purchases total electricity generated and total petroleum items produced. In these circumstances usually they are only buyers who may determine the pricing of the electricity and Petroleum products by the Company. 	<ul style="list-style-type: none"> For Power Generation Segment, BPDB and the Company have pre-determined and contracted terms-conditions regarding the tariff of electricity, expressed under two slabs–(i) Rental Payment (ii) Fuel Payments and Operation & Maintenance Payment according to supplied MW. Tariff for each month adjusted as per price index by the Bangladesh Bank. So, there is no risk associated with tariff value of electricity supplied to BPDB. For Petroleum Segment, pricing of only Raw Material NGC is also administered by the government. Being the industry is under a priority sector of the Government, it is assumed to be guaranteed that no abrupt change of price shall be administered by the government in a foreseeable future.
Risk Associated With Payment	<ul style="list-style-type: none"> There is an impending risk in the case of delayed payment from BPDB and BPC. In case of any dispute with BPDB and BPC or failure to comply with certain rules and regulations, BPDB and BPC may stop making payments to SPCL and Petromax resulting into non-payment to its lenders 	<ul style="list-style-type: none"> Power Generation Segment is getting the payment regularly from BPDB. Sometimes, there are delays in payment but that is mainly due to administrative reasons. Till date, no payment has been defaulted. As per the PPA, BPDB needs to ensure minimum guaranteed payment supported by Letter of Credit. Which mitigates risk of any non-payments. Petroleum Segment has been collecting payment from BPC in a regular basis. There is no history of default in payment from BPC till today.
Environmental Pollution	<ul style="list-style-type: none"> SPCL and Petromax plant operation may cause air and water pollution which may affect the ecological balance and living condition and health of the people around the plant. 	<ul style="list-style-type: none"> The operations and maintenance (O&M) contractor of SPCL plant, GE Austria is responsible for environmental management of the project. Plant operation is certified by the Department of Environment, Government of Bangladesh. Petromax Has installed state of the art technology of oil refining equipment that ensures zero emission of spill overs.

GOING CONCERN

While approving the financial statements, the Directors have made appropriate enquires and analyzed significant operating and indicative financials which enabled them to understand the ability of the Company to continue its operations for a foreseeable future. The Directors are convinced and have a reasonable expectation that the company has adequate resources and legal instruments to continue its operations without interruptions. Therefore the Company adopted the going concern basis in preparing these financial statements.

CORPORATE GOVERNANCE

Corporate Governance is the system through which companies are directed, guided and controlled by the Board while keeping in view its accountability to the shareholders. Your Company strives to maintain full compliance with the laws, rules and regulations that govern our business and to uphold the highest standards. Since corporate governance is not a static process, we will always continue to improve our practices.

CORPORATE SOCIAL RESPONSIBILITY

As a part of the ongoing commitment to the society and environment in which the company conducts its business, your company continues to perform its obligations. As in the previous years, the Company remains committed to support the following CSR activities that included:

- Regular contributor to Bangladesh Scout Annually
- Regular contributor of IEB
- Regular Contributor in National Power & Electricity Week
- Co-organizer of Environment Rally organized by DOE
- Contributor to Muktijudho Academy
- Contribution to Rohingya Camp

HUMAN RESOURCE MANAGEMENT

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

STATUS OF COMPLIANCE

In accordance with the requirement stipulated as per condition No. 1(5) (xxvii) of the Securities & Exchange Commission's notification no-SEC/CMRRCD/2006-158/207/Admin/80 dated 07 June 3, 2018 issued under section 2CC of the Ordinance 1969 the Corporate Governance Compliance Report is shown in Annexure-1. A certificate from M/S A.K.M Delwer Hussain & Associates Cost & Management Accountants confirming compliance of conditions of Corporate Governance Codes as stipulated under condition 9 is also annexed to this report as Annexure-B.

KEY OPERATING AND FINANCIAL DATA:

The summarized key data for last five years is set out in the page number 46.

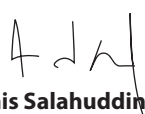
ACKNOWLEDGEMENT:

On behalf of the Board, I extend my sincere gratitude to all the owners of the company to stand with us in this turbulent economic situation. I firmly believe that you all are resilient enough to withstand this challenging episode of the global economic crisis and its effect. Surely all of our lives are going to be affected more or less due to the rapid change in top-line policies by the government as well as regulators to keep the country stable and responsive against the looming crisis.

The board would further like to extend their graceful appreciation for the assistance and co-operation received from Bangladesh Power Development Board (BPDB), Power Cell of the Power Division, MPEMR, Jalalabad Gas T&D System Limited. Banks and financial institutions, Insurance Companies, Service Providers, Bangladesh Securities and Exchange Commission (BSEC), Registrar of Joint Stock Companies & Firms (RJSCF), Dhaka Stock Exchange Ltd (DSE), Chittagong Stock Exchange Ltd (CSE), Central Depository Bangladesh Limited (CDBL) and various government authorities, individual and agencies.

Looking forward for a better future and sustainable growth.

For and On Behalf of the Board


Anis Salahuddin Ahmad
 Chairman

COMPLIANCES
AND
DISCLOSURES

MANAGEMENT DISCUSSION AND ANALYSIS

A Management's Discussion and Analysis (MD&A) presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, described as provided hereunder:

(a) Accounting policies and estimation: We have applied accounting policies consistently to all periods presented while preparing the financial statements. We have applied International Financial Reporting Standards (IFRS) to transactions, other events or conditions to their full extent as applicable. The applicable significant accounting policies and estimation are well elaborated in note 3 of the financial statements. In the absence of applicable IFRSs to any particular transactions, other events or conditions, we have used our best judgment in developing and applying an accounting policy that results in information that is relevant to the economic decision-making needs of users and is reliable.

(b) Changes in accounting policies and estimation: We usually change an accounting policy only when the change is required by an IFRS or results in the financial statements providing more reliable and relevant information about the effect of transactions, other events or conditions on the financial position, financial performance or cash flows.

(c) Comparative analysis of financial performance and financial position as well as cash flows for current year with immediate preceding five years explain the reasons thereof: We have presented a comprehensive financial highlights for all the relevant periods containing financial performance, financial position, cash flows and important financial ratio in the Page 46 of this annual report. As the financial highlights presented, the detailed comparative analysis thereon are as following:

- Consolidated revenue slumped by -20.80% year-over-year.
- With the same range as the revenue went down, Cost of Sales were also went down by -21.48% due to the same reason.
- Net Profit after Tax plummeted by -31.40%.
- Total Liabilities of the Company decreased by -1.13%.
- Shareholders' Equity was up by 4.41%.
- Operating Profit went down by -17.95% on account of full year performance due to lower contribution from oil refinery segment
- The EPS was decreased by -31.53% over the last year's EPS due to lesser contribution of profit from Associate Companies of the business.
- The long term liabilities has increased by 18.18% this year the reason of such difference can be attributed to the scheduled plant overhauling investment.

(d) Comparative analysis of financial performance and financial position as well as cash flows with peer industry scenario: As presented in the financial highlights, the comparative analysis of financial performance, financial position and cash flows with other relevant financial ratio and other industry performance parameter are described as following:

Company	SPCL		Baraka Power		Doreen Power		Summit Power		Industry Average	
Year	FY 21-22	FY 20-21	FY 21-22	FY 20-21	FY 21-22	FY 20-21	FY 21-22	FY 20-21	FY 21-22	FY 20-21
EPS (Tk.)	4.30	6.28	2.13	2.96	10.99	8.09	3.87	5.25	5.3225	5.65
NAVPS (Tk.)	38.19	36.58	22.89	20.91	51.08	48.41	35.72	34.45	36.97	35.09
Dividend (%)	20	32	10	10	30	12	20	35	20	22.25
NOCFPS (Tk.)	6.85	12.63	-0.59	3.44	6.05	6.46	5.91	8.53	4.555	7.77
No of Shares (in Million)	172	172	235	235	161	144	1067	1067	408.75	404.50
Net Profit (Tk. In Million)	796	1127	501	697	1668	1168	4129	5605	1773	2149

It has been observed that Dividend of the company is as the industry average. However, the key limitation of this analysis lies with different investment portfolios of each of the companies analyzed in the table.

(e) Financial and economic scenario of the country and the world: As stated in the Directors' Report, hit with never seen before inflation, Russia-Ukraine war, tightening financial condition in several regions especially EU and China put forward a turbulent challenge for many economies across the world. Central Banks along with Federal Reserve are grappling to stabilize the inflationary pressure mostly triggered by the lingering war and the dragging effect of pandemic incentives to the affected citizens. Global growth is forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic and reflects significant slowdowns for the largest economies: a US GDP contraction in the first half of 2022, a euro area contraction in the second half of 2022, and prolonged COVID-19 outbreaks and lockdowns in China with a growing property sector crisis. One third of the world economy faces two consecutive quarters of negative growth. Global inflation is forecast to rise from 4.7 percent in 2021 to 8.8 percent in 2022 but to decline to 6.5 percent in 2023 and to 4.1 percent by 2024.

Against the backdrop of geo-political challenges the growth momentum of Bangladesh economy is facing several setbacks. Mostly due to the strong US dollar against local currency for an economy with a highly negative BoP (Balance of Payment) status, the forex reserve was strained to settle import bills. The policymakers have displayed a great deal of prudence by discouraging import of luxurious items and taking the path of austerity while it comes to spent foreign exchange reserve. Thanks to the foreign remittance earners and RMG sector the economy could withstand and battle these challenges. However, the interest rate cap is hurting Middle and lower income class to battle ever increasing inflation and price of food grains which will be taken care by the central bank. Despite these challenges in the course the glorious growth journey of the economy will not stop. According to Bangladesh Bureau of Statistics (BBS) the projected GDP growth in FY21-22 is 7.25% against realized GDP of 6.94% in FY20-21. As usual Industry sector is the biggest slice followed by Service and Agricultural sector in the total pie of GDP.

Per capita income, in terms of current USD, is expected to continue to rally and reach USD 2,824 by the end of FY21-22. However, this would mean the growth of per capita income

(in current USD) would decline to about 9 percent in FY21-22 compared to 11.39% in FY20-21.

The private and public sector investment activities, partly reflected through the robust private sector credit growth and implementation of various mega projects, remained buoyant in FY22. The private sector credit increased by 12.94 percent (y-o-y) at the end of May 2022 as against an increase of 7.55 percent in the corresponding period of the previous fiscal year. The large and medium-scale manufacturing output registered 17.05 percent growth during the first 8 months (July-February) of FY22, while it grew by 4.15 percent during the corresponding period of the previous fiscal year.

As per the publication of Bangladesh Bank, the monetary policy for FY22 was designed to support the continuing efforts for economic recovery from COVID-19 pandemic-induced adversities and maintain appropriate cautions for overall price and financial stability. Therefore, the monetary policy stance in FY22 was necessarily expansionary and accommodative like that of FY21. The monetary and credit programs for FY22 were designed with the assumption of a 7.20 percent real GDP growth and a 5.30 percent general inflation ceiling, as declared in the national budget.

(f) Risks and concerns issues related to the financial statements: Within the context of changes in global economy and financial market including the expansion of emerging markets, the financial and economic practices have shifted in a radical pace. Changes in contractual concept in world business, expansion of more and more cross-border business urge world accounting bodies and forums to set new accounting standards and practices to address business requirement by providing more reliable and relevant information to the economic decision makers. Hence, in summary, the risks and concerns issues related to Company's financial statements are as following:

- To understand, identify and recognize cross border transactions, other events or conditions properly;
- To understand, identify and recognize foreign currency based transactions, other events or conditions including its timely currency valuation effects properly;
- Recognition and presentation of property, plant & equipment including classification of spare parts are now a days very challenging job to reflect the effect reliably; and
- Identification and recognition of deferred tax issue on property, plant & equipment is now a days challenging due to its effect in the financial statements correctly and reliably;
- Recognition of revenue and trade receivables in line with contractual provisions including the receivable management have become concern in preparation and presentation of reliable financial statements. To mitigate the above risk concerns and challenges, the Company has a well set of internal control system including the Internal Audit team under the guidance of Audit Committee and under the direct consultation with competent external auditors. Talented pool of employees are well aware of the risk concerns and they are nominated for training and workshop program for skill development in the challenging areas so that they can identify, measure, recognize and condition relevantly and reliably.

(g) Future plan for Company's operation, performance and financial position: The Company has continuously been seeking for more opportunity to invest in power plants partnering with the government. Aside of this the company is also tracking possibilities to invest in diversified fields in the coming days.



Faridul Alam
 Managing Director
 Shahjibazar Power Co. Ltd.



NOMINATION AND REMUNERATION COMMITTEE REPORT

In compliance with the Corporate Governance Code 2018, the Board of Directors constituted the Nomination and Remuneration Committee ("NRC") to assist the Board broadly in formulation of policy with regard to determining qualifications, positive attributes, experiences, remuneration mainly for directors and top level executives. A brief of the NRC and its roles, responsibilities and functions are appended below:

Composition and Meetings

The NRC of SPCL comprises of three (3) members who will exclusively be Non-Executive Directors, including one (1) Independent Director. The Committee includes:

Nomination and Remuneration Committee (NRC)

Mr. Mohammed Nurul Amin (Independent Director)	-Chair
Mr. Akbor Haider	-Member
Mr. Md. Shamsuzzaman	-Member
Mr. Yeasin Ahmed ACS (Company Secretary)	-Secretary

The Independent Director, Mr. Mohammed Nurul Amin acts as Chair of the Committee. As per regulatory guidelines, the Company Secretary, Mr. Yeasin Ahmed, ACS acts as Secretary to the Committee. The NRC, accordingly, performs in coherence and ensures compliance with the Corporate Governance Code promulgated by the Bangladesh Securities and Exchange Commission (BSEC).

Permanent invitees to the meetings are the Managing Director, the CFO, and the Company Secretary. Relevant heads of divisions and other members of the Management team will also attend the meetings at occasions, as required. During the year under report 1 (one) meeting of the Committee was held and all the members were duly present and their attendance was recorded accordingly.

Major Responsibilities of NRC

The purpose, authority, composition, duties and responsibilities of the Nomination and Remuneration Committee are delineated in its Charter. Some of the major responsibilities of the NRC are as follows:

- Recommend a policy on Board's diversity taking into consideration age, gender, experience, education and nationality;
- Formulate the criteria for determining qualification and independence of Directors;
- Identify persons who are qualified to become Directors and in top level executives and recommend their appointment and removal;
- Formulate the criteria for evaluation of performance of Independent Directors and the Board;
- Recommend a policy to the Board relating to the remuneration of the Directors, and top level executives;
- Assess that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the company successfully;

Evaluate that remuneration to Directors and top level executives 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;

Identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;

- Recommend and review annually the Company's human resources and training policies;
- Recommend the remuneration policy of the Company, particularly in relation to the yearly increment principle; and
- Recommend the Code of Conduct for the Chair of the Board, other Board Members and Managing Director of the Company.

Nomination, Election and Selection of Directors

The NRC is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous. The Board places great emphasis on ensuring its membership reflecting diversity in broader sense. A combination of age, gender, experience, ethnicity, educational background, nationality and other relevant personal attributes in the Board is important in providing a range of perspectives, insights and challenges needed to support right decision making. Recruitment and selection processes for Board members identify candidates with the most suitable skills, knowledge, experiences and personal values. Qualifications stated explicitly in SPCL's corporate governance to promote the equitable and unbiased selection.

Evaluation of the Board

The NRC is responsible for ensuring the effectiveness of the Board. The Board shall carry out an evaluation once a year of its work, functions, performance as well as monitoring of internal control over financial reporting for the preparation of external financial statements and the safeguarding of assets. The evaluation process is led by the Chair of the Board and assisted by the Company Secretary. Each Director is required to complete a confidential pre-set questionnaire. The evaluation includes a review of the administration of the Board and its committees covering their operations, agenda, reports, and information produced for consideration, and relationship with Management.

Top Level Executive Selection and Remuneration Policy

The performance of the Company depends upon the quality of its Directors and Top Level Executives. To prosper, the Company must attract, motivate and retain highly skilled Directors and Executives.

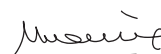
The recruitment process for Top Level Executives shall be transparent, non-discriminatory, diversified and in alignment with the Codes of Conduct. Recruitment standards shall support SPCL's reputation as an attractive employer.

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

Remuneration for Board of Directors

Each Director shall receive reasonable remuneration from the Company for every meeting attended, plus travelling expenses from and to usual place of residence and an allowance per day for the number of days spent attending, travelling to and returning from Board meetings. The amounts will be determined by the Shareholders at the General Meeting.

For and on behalf of the Nomination and Remuneration Committee of Shahjibazar Power Co. Ltd.



Mr. Mohammed Nurul Amin

Chair

Nomination and Remuneration Committee
 27 October 2022

SNAPSHOTS FROM 14TH AGM



14th Annual General Meeting (AGM) of Shahjibazar Power Co. Ltd. was held through Digital Platform, on (Sunday) January 30, 2022 at 10:30 A.M. Among others Mr. Anis Salahuddin Ahmad (Chairperson), Mr. Faridul Alam (Managing Director), Mr. A.K.M Badiul Alam (Director), Mr. Md. Shamsuzzaman (Director), Mr. Akbor Haider (Director), Mr. Faisal Alam (Director), Mr. Asgar Haider (Director), Mr. Golam Nabi FCA (Independent Director & Chair of Audit Committee), Mr. Mohammed Nurul Amin (Independent Director) Mr. Yeasin Ahmed, ACS Company Secretary, Mr. Bhulon Bhowmik (CFO) and Mr. Hasan Imam Siddiki, FCA, ACS, (Head of Finance) was present on the occasion.

REPORT OF THE AUDIT COMMITTEE

COMPLIANCE REPORT

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No: SEC/CMRRCD/2006-158/207/Admin/80 dated 07 June 3, 2018 is presented in Page No. 51-62.

The Audit Committee of Shahjibazar Power Company Ltd (SPCL) a subcommittee of Board of Directors (BOD) was formed and its Charter was approved by the Company's Board. The Audit Committee of SPCL comprises of the following Board members:

1. Mr. Mohammed Nurul Amin (Chair)
2. Mr. A.K.M Badiul Alam (Member)
3. Mr. Akbor Haider (Member)
4. Mr. Yeasin Ahmed (Secretary)

A total of 4 (four) meetings were held since the last Annual General Meeting of SPCL. Besides Company Secretary who supports the committee as its secretary as well, permanent invitees to the meetings were the CFO and Head of Internal Audit. Relevant heads of other functions. The Audit Committee's authorities, duties and responsibilities flow from the Board's oversight function and the terms of reference are detailed in Committee Charter approved by the Board. The major responsibilities of the Committee, among others, include:

1. Reviewing the quarterly, half-yearly and annual financial statements and other financial results of the company and, upon its satisfaction of the review, recommend them to the board for approval.
2. Monitoring and reviewing the adequacy and effectiveness of the company's financial reporting process, internal control and risk management system.
3. Monitoring and reviewing the arrangements to ensure objectivity and effectiveness of the external and internal audit functions. Examine audit findings and material weaknesses in the system and monitor implementation of audit action plans.
4. Recommending to the Board the appointment, re-appointment or removal of external auditors.

5. Reviewing and monitoring the Company's ethical standards and procedures to ensure compliance with the regulatory and financial reporting requirements.

The Committee during the period under report met four times and its activities include:

1. Reviewed, among other issues, the quarterly and half yearly financial statements of the Company and recommended to the Board for adoption and circulation as per the requirement of Bangladesh Securities & Exchange Commission.
2. Also reviewed the audited financial statements of the Company together with consolidated statements with its associate and subsidiary for the year ended June 30, 2022 and being satisfied that the critical accounting policies, significant judgments and practices used by the Company are compliant with the required laws and regulations, also confirmed by the external auditor in their independent report, recommended to Board for adoption.
3. Committee recommended M/S. ACNABIN Chartered Accountants, for appointment as the external auditors of the Company for the year ending on June 30, 2023;
4. Reviewed the external auditors' findings arising from audit, particularly comments and responses given by the management.
5. Reviewed the matters as per requirement from the Bangladesh Securities and Exchange Commission (BSEC).
6. The committee is of the opinion that reasonable controls and procedures are in place to provide reasonable assurance that the company's assets are safeguarded and the financial position of the Company is adequately managed.

On behalf of the Committee



Mr. Mohammed Nurul Amin
Chairman of the Audit Committee

KEY OPERATING AND FINANCIAL DATA OF PRECEDING 5 (FIVE) YEARS

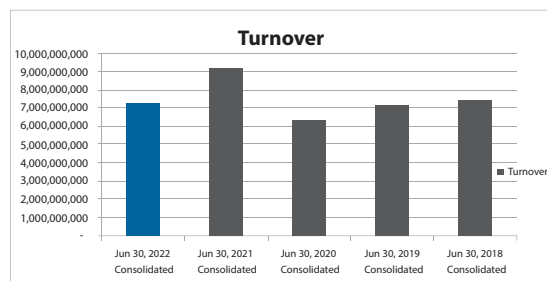
Operational Result	Jun 30,2022 Consolidated	Jun 30,2021 Consolidated	Jun 30,2020 Consolidated	Jun 30,2019 Consolidated	Jun 30,2018 Consolidated
Turnover	7,249,018,396	9,152,947,633	6,332,403,614	7,140,194,813	7,384,769,136
Cost of Sales	5,943,690,577	7,569,246,367	5,146,405,025	5,827,997,744	5,832,546,927
Gross Profit	1,305,327,819	1,583,701,265	1,185,998,589	1,312,197,068	1,552,222,209
Profit From Operation	871,081,855	1,061,683,399	653,242,578	762,920,143	986,158,965
Net Profit Before Tax	1,050,561,884	1,540,846,418	1,016,320,854	1,004,457,268	949,261,411
Net Profit After Tax	795,636,927	1,159,870,053	760,375,863	729,048,052	701,757,692
Net Cash Flow From Operation	1,228,824,377	2,265,679,564	494,805,146	1,032,587,127	407,900,650

Financial Position	Jun 30,2022 Consolidated	Jun 30,2021 Consolidated	Jun 30,2020 Consolidated	Jun 30,2019 Consolidated	Jun 30,2018 Consolidated
Non-Current Assets	7,179,588,507	7,504,461,539	7,374,335,212	6,664,344,988	6,636,245,011
Current Assets	4,237,875,711	3,661,430,643	4,197,240,580	3,648,816,197	3,332,823,782
Inventories	997,271,830	1,146,413,070	1,515,005,284	1,112,159,536	1,128,458,840
Shareholders' Equity	6,854,101,039	6,564,757,458	5,911,063,380	5,619,852,858	5,306,414,147
Long Term Liability	843,093,653	713,409,783	467,214,670	238,951,203	192,115,541
Current Liabilities	3,419,120,153	3,597,724,906	4,925,803,084	4,181,644,855	4,190,885,084
Total Liabilities	4,262,213,806	4,311,134,688	5,393,017,754	4,420,596,059	4,383,000,624

Key Financial Ratio	Jun 30,2022 Consolidated	Jun 30,2021 Consolidated	Jun 30,2020 Consolidated	Jun 30,2019 Consolidated	Jun 30,2018 Consolidated
Current Ratio	1.24	1.02	0.85	0.87	0.80
Quick Ratio	0.95	0.70	0.54	0.61	0.53
Leverage Ratio	0.62	0.66	0.91	0.79	0.83
Net Profit Margin Ratio (%)	11%	13%	12%	10%	10%
Return on Equity (%)	12%	18%	13%	13%	13%
Earnings Per Share	4.30	6.28	4.38	4.32	3.98
Return on Average Asset (ROAA) %	7.05%	10.20%	6.95%	7.19%	7.23%
Return on Average Equity (ROAE) %	7.85%	12.18%	8.72%	8.81%	9.06%
Debt Service Coverage Ratio	2.77	1.52	1.13	1.10	1.19
Operating Cash Flow to Sales	16.95%	24.75%	7.81%	14.46%	5.52%

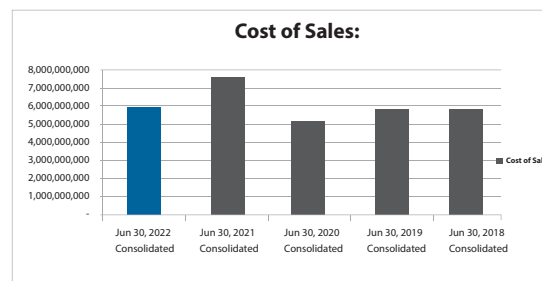
FINANCIAL REVIEW – 2022

Revenue:



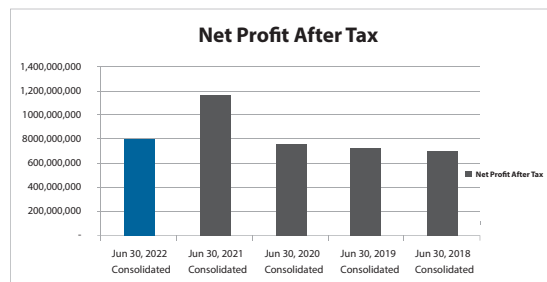
- Consolidated revenue falls by ~20.80% year-over-year due to lesser contribution from Oil Refinery business.

Cost of Sales:



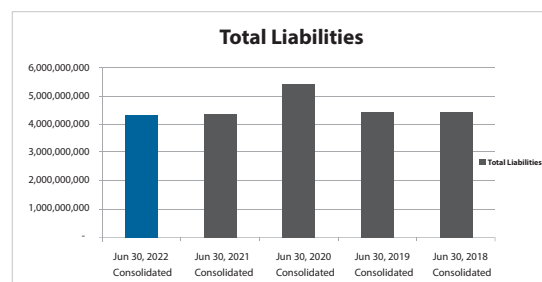
- Cost of Sales were plummeted by (21.48%) with almost the same ratio of decreased revenue.

Net Profit after Tax:



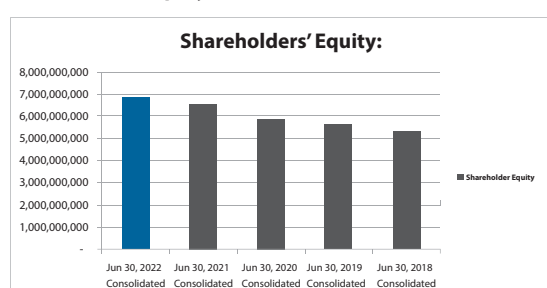
- Net Profit after Tax went down by ~31.40%.

Total Liabilities



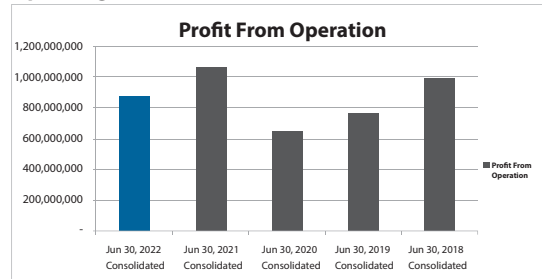
- Total Liabilities of the Company slightly decreased by ~1.13%.

Shareholders' Equity:



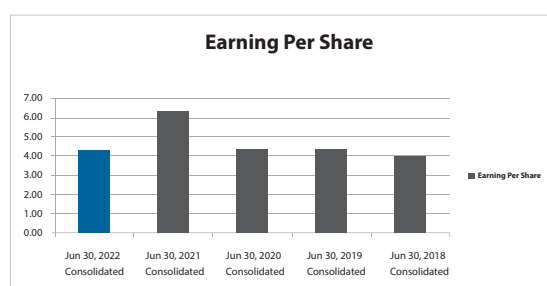
- Shareholders' Equity was up by 4.41% due to higher retention of profit during the year.

Operating Profit:



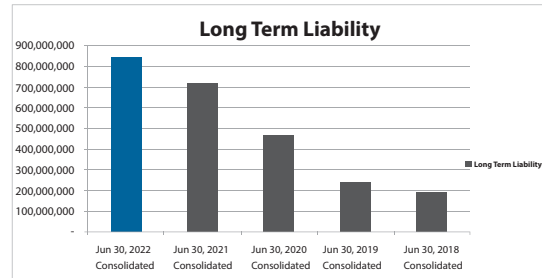
- Operating Profit went down by (17.95%) on account of full year performance due to lesser margin from the Oil Refinery segment of the business

Earnings per Share (EPS)



- The EPS was down by ~31.53% over the last year's EPS due to lesser contribution of Subsidiary and Associate Companies.

Long Term Liabilities:



- The long term liabilities has increased by 18.18% this year due to overhauling expenses of the plant to keep highest calibration of machineries across power generation and refinery segments.

INVESTOR COMPLAINT REDRESSAL MECHANISM



1. The company has a designated investor grievances E-Mail id debasish@youthbd.com on which the client or investor can make their complaints. Apart from that Investors are allowed to call directly to concerned officer of Investor Relation Department through Telephone Numbers.
2. An Investor can make a written complaint through letter addressing to "The Company Secretary, Shahjibazar Power Co. Ltd, 822/2 Rokeya Sarani, Dhaka – 1216" as well.
3. The Company maintains investor grievance register in which full detail of every written complaint shall be entered.
4. The full detail of the written complaint must be passed to the concerned department and inform the compliance officer of the company as soon as it is received.
5. A letter or mail must be written to all the investor who has submitted written complaints by the designated person or Compliance Officer acknowledging receipt of the complaint and informing them it will be dealt with.
6. Compliance Department will obtain all information available on the complaint which is considered necessary for a proper investigation. Look into all the necessary information and resolve them as soon as possible.
7. There is standing policy of the company to resolve the investor complaint within seven days of the receipt of the same except the complicated case.
8. A serious complaint (where the written response does not settle the issue) must be referred to the higher management of the company.
9. The Compliance Officer of the Company shall review the investor complaint register on weekly basis to find out whether complaint has been resolved within time or not.

DECLARATION OF STATUS OF UNCLAIMED DIVIDEND

Pursuant to Capital Market Stabilization Fund Rules, 2021 issued by Bangladesh Securities and Exchange Commission (BSEC), one month's Notice has been circulated through newspaper. We have disbursed Tk. 3,77,819.34 (Three Lakh Seventy Seven Thousand and Eight Hundred Nineteen) only to the nominated bank account of Capital Market Stabilization Fund afterwards.



CEO AND CFO'S DECLARATION TO THE BOARD

Dated: October 27, 2022

The Board of Directors
 Shahjibazar Power Co. Ltd.
 822/2 Rokeya Sarani
 Dhaka-1216

Subject: Declaration on Financial Statements for the year ended on June 30, 2022

Dear Sirs,

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

- (1) The Financial Statements of Shahjibazar Power Co. Limited for the year ended on June 30, 2022 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for 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 June 30, 2022 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



Bhulon Bhowmik
 Chief Financial Officer



Faridul Alam
 Managing Director



A. K. M. Delwer Hussain & Associates Cost & Management Accountants

Annexure-B

Report to the Shareholders of Shahjibazar Power Co. Ltd. on Compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Shahjibazar Power Co. Ltd.** for the year ended on June 30, 2022. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

- 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;
- 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;
- 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
- The governance of the company is satisfactory.

For A. K. M. Delwer Hussain & Associates

Place -Dhaka.
Date- January 03, 2023


A. K. M. Delwer Hussain FCMA
Cost & Management Accountants

SHAHJIBAZAR POWER CO. LTD.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE CODE

Annexure-C

Status of compliance with the conditions imposed by the Commission's Notification No.BSEC/CMRRCD/2006158/207/Admin /80, dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
1.	Board of Directors:-			
1 (1)	Size of the Board of Directors The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		The SPCL Board is comprised of 9 Directors.
1 (2)	Independent Directors			
1 (2) (a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	✓		There are two Independent Directors in the SPCL Board
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;	✓		The Independent Directors have declared their Compliance.
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;	✓		Do
1 (2) (b) (iii)	who has not been an executive of the company in immediately preceding 2(two) financial years;	✓		Do
1 (2) (b) (iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		Do
1 (2) (b) (v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		Do
1 (2) (b) (vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	✓		Do
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;	✓		Do
1 (2) (b) (viii)	who is not independent director in more than 5 (five) listed companies;	✓		Do
1 (2) (b) (ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	✓		Do
1 (2) (b) (x)	who has not been convicted for a criminal offence involving moral turpitude;	✓		Do
1 (2) (c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		Mr. Sharif Wadud, FCA was appointed
1 (2) (d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	✓		No vacancy occurred
1 (2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	✓		

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
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 the business;	✓		The qualification and experience of IDs justify their abilities
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 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law;			
1 (3) (b) (iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;			
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 the Commission.	-	-	No such issue arose
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.			No such issue arose
1 (5)	The Directors' Report to Shareholders			
1 (5) (i)	An industry outlook and possible future developments in the industry;	✓		The Director's Report compliance with the guidelines

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
1 (5) (ii)	The segment-wise or product-wise performance;	✓		Do
1 (5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		Do
1 (5) (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		Do
1 (5) (v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		Do
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	✓		The Director's Report complied with the guidelines.
1 (5) (vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments	-	-	No such event occurred during the period
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;	-	-	Not Applicable
1 (5) (ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓	-	The Director's Report complied with the guidelines.
1 (5) (x)	A statement of remuneration paid to the directors including independent directors;	✓	-	Do
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;	✓		Do
1 (5) (xii)	A statement that proper books of account of the issuer company have been maintained	✓		Do
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	✓		Do
1 (5) (xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		Do
1 (5) (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		Do
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;	✓		The Director's Report compliance with the guidelines.
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;	✓		The Director's Report compliance with the guidelines.
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;	✓	-	Do
1 (5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		Do
1 (5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			The BOD Declared Dividend

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
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;	✓		N/A
1 (5) (xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		The Director's Report compliance with the guidelines.
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 or Subsidiary or Associated Companies and other related parties (name-wise details);	✓		Do
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)	✓		Do
1 (5) (xxiii)(c)	Executives;	✓		Do
1 (5) (xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	✓		Do
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-	✓		Do
1(5)(xxiv)(a)	a brief resume of the director	✓		Do
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas;	✓		Do
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		Do
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;	✓		The Director's Report compliance with the guidelines
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	-	-	N/A
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		The Director's Report compliance with the guidelines.
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		Do
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		Do
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		Do
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;	✓		Do
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A ; and	✓		Do
1(5)(xxvii)	(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 .	✓		Do

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
1(6)	Meetings of the Board of Directors			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		Do
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;	✓		Do
1(7) (b)	The code of conduct as determined by the NRC shall be posted on the website of the company.	✓		Do
2	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	✓		
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;	✓		
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;	✓		
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;	✓		
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	✓		
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3 (1) (a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
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;	✓		Do
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;	✓		
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:	✓		In Practice
3 (3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
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;	✓		
3 (3) (a) (ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3 (3) (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no 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	Board of Directors' Committee. For ensuring good governance in the company, the Board shall have at least following sub committees:			
4 (i)	Audit Committee;	✓		In Practice
4 (ii)	Nomination and Remuneration Committee.	✓		In Practice
5	Audit Committee			
5 (1)	Responsibility to the Board of Directors.			
5 (1) (a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		Already in place
5 (1) (b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		In Practice
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.	✓		In Practice
5 (2) (a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		Do
5 (2) (b)	The Board shall appoint members of the Audit Committee who shall be nonexecutive directors of the company 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;			No Such incident arose
5 (2) (e)	The company secretary shall act as the secretary of the Committee;	✓		In Practice
5 (2) (f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		In Practice
5 (3) (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
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.			No Such incident arose
5 (3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	✓		In Practice
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;	✓		In Practice
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.	✓		In Practice
5 (5)	The Audit Committee shall:-			
5 (5) (a)	Oversee the financial reporting process;	✓		In Practice
5 (5) (b)	monitor choice of accounting policies and principles;	✓		In Practice
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;	✓		In Practice
5 (5) (d)	oversee hiring and performance of external auditors;	✓		In Practice
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;	✓		In Practice
5 (5) (f)	review along with the management, the annual financial statements before submission to the Board for approval;	✓		In Practice
5 (5) (g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		In Practice
5 (5) (h)	review the adequacy of internal audit function;	✓		In Practice
5 (5) (i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		In Practice
5 (5) (j)	review statement of all related party transactions submitted by the management;	✓		In Practice
5 (5) (k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		In Practice
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;	✓		In Practice
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:	-	-	Stated in Director's Report
5 (6)	Reporting of the Audit Committee			
5 (6) (a)	Reporting to the Board of Directors			

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
5 (6) (a) (i)	The Audit Committee shall report on its activities to the Board.	✓		Audit Committee informs board periodically through its minutes which are placed a board meeting.
5 (6) (a) (ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:-			
5 (6) (a) (ii) (a)	report on conflicts of interests;	-	-	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;	-	-	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
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.	✓		
6	Nomination and Remuneration Committee (NRC).-			
6 (1)	Responsibility to the Board of Directors			
6 (1) (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	✓		
6 (1) (b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
6 (1) (c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	✓		
6 (2)	Constitution of the NRC	✓		
6 (2) (a)	The Committee shall comprise of at least three members including an independent director;	✓		
6 (2) (b)	All members of the Committee shall be non-executive directors;	✓		
6 (2) (c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6 (2) (d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
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;			No such incident arose
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 may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No Such incidence occurred
6 (3) (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	✓		
6 (4)	Meeting of the NRC			
6 (4) (a)	The NRC shall conduct at least one meeting in a financial year;	✓		
6 (4) (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	✓		
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 oversee, among others, the following matters and make report with recommendation to the Board:			
6 (5) (b) (i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to 13 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	✓		

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
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;	✓		
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	External or 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;	✓		
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);	✓		
7 (1) (ix)	any other service that creates conflict of interest.	✓		
7 (2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company:	✓		
7 (3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
8	Maintaining a website by the Company.-			
8 (1)	The company shall have an official website linked with the website of the stock exchange.	✓		
8 (2)	The company shall keep the website functional from the date of listing.	✓		

Condition No.	Title	Compliance Status		Remark (If any)
		Complied	Not Complied	
8 (3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
9	Reporting and Compliance of Corporate Governance.-			
9 (1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and 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.	✓		

VARIOUS COMMITTEES

Audit Committee

Mr. Mohammed Nurul Amin (Independent Director)	Chair
Mr. A.K.M Badiul Alam (Director)	Member
Mr. Akbor Haider (Director)	Member
Mr. Yeasin Ahmed, ACS (Company Secretary)	Secretary

Nomination and Remuneration Committee (NRC)

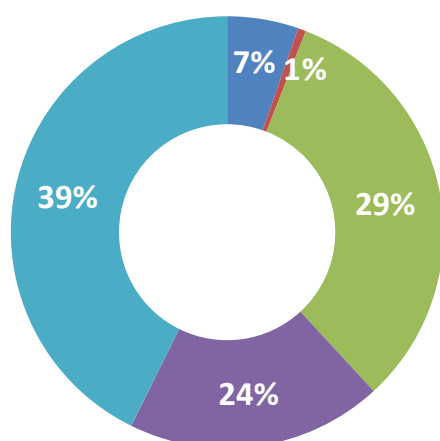
Mr. Mohammed Nurul Amin (Independent Director)	-Chair
Mr. Akbor Haider (Director)	-Member
Mr. Md. Shamsuzzaman (Director)	-Member
Mr. Yeasin Ahmed ACS (Company Secretary)	-Secretary

VALUE ADDED STATEMENT

SHAHJIBAZAR POWER CO. LTD. Consolidated Value Added Statement For the year ended June 30, 2022

Particulars	2022	2021
	Taka	Taka
Revenue	7,249,018,396	9,152,947,633
Other Income including interest income	50,213,958	47,038,823
Profit Sharing from Associate	178,280,157	489,206,207
Cost of Sales, Excluding Depreciation	(5,405,976,136)	(7,057,621,964)
Other Operating Expenses	(169,694,978)	(39,887,297)
Total Value Added	1,901,841,398	2,591,683,402
Distribution of Added Value		
To Employees as salaries and allowance	69,617,526	67,824,728
To Directors as salaries and allowances	6,000,000	6,000,000
To Banks and other lenders	263,548,314	358,137,119
To Government as Taxes	219,268,925	283,135,124
To Shareholders	358,906,979	552,164,584
	917,341,744	1,267,261,555
Retained for Re-investment and Future Growth		
Depreciation and amortization	488,445,036	467,314,182
Retained Profit	496,054,618	857,107,665
	984,499,654	1,324,421,847
Total Value Distributed	1,901,841,398	2,591,683,402

Distribution of Added Value



- To Employees as salaries and allowance
- To Directors as salaries and allowances
- To Banks and other lenders
- To Government as Taxes
- To Shareholders



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**Independent Auditors' Report
To The Shareholders of
Shahjibazar Power Company Limited
Report on the Audit of the Financial Statements**

Opinion

We have audited the consolidated financial statements of Shahjibazar Power Co. Ltd. and its subsidiary ("the Group"), as well as the separate financial statements of Shahjibazar Power Co. Ltd. ("the Company"), which comprise of the consolidated and separate statement of financial position as at 30 June 2022 and the consolidated and separate statement of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity and consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. 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 judgement, were of most significance in our audit of the consolidated and separate financial statements of the current year and include the most significant assessed risk of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the significant effect on the overall audit strategy, allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How our audit addressed the Key Audit Matters
Revenue recognition	
Refer to notes no 3.14, 27.00 and 27a to the financial statements	
During the year 2021-2022, the Group has earned revenue of BDT 7,249 million (9,152.95 million for the year ended 30 June 2021). The revenue of the Group mainly comes from production and supply of electricity, and production and supply of petroleum products. As agreed in the Power Purchase Agreement (PPA), the company also earns some revenue known as Capacity Charge Payment. The Company recognizes revenue at a point in time when invoices are submitted to BPDB at the end of each month having concluded the survey of meter reading. Invoices are prepared following the terms and conditions of the Power Purchase Agreement signed by the Company and the BPDB.	Our audit procedures for revenue recognition included the following: <ul style="list-style-type: none"> ● understanding the policy of revenue and the contracts with the customer; ● reviewing the segregations of duties in relation to creation, review and approval of invoices; ● cut off testing, which involves testing of the revenue recognized shortly before and after the date of the statement of financial position. ● assessing whether revenue recognition policies are applied following terms of relevant accounting standards and industry practice;



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Key Audit Matters	How our audit addressed the Key Audit Matters
	<ul style="list-style-type: none"> ● verifying relevant supporting documents for the revenue recognition; ● evaluating the calculations of revenue claimed under the terms Capacity Payment ● reconciling the invoices with the fuels/inputs used to produce electricity; ● reviewing collectability of the credit sales to customers, including subsequent period collections; ● assessing the disclosure of revenue recognition and receivable provisioning policies.
Presentation and Recognition of Loans and Advances	
Refer to notes no 18, 18a, 20, 20a, 21, 21a, 23, 23a to the financial statements	
<p>The company has loan amounting BDT 846 million under HPSM from IBBL out of which 291 million is reported under current liabilities. This loan amount constitutes 44.4% of the total liabilities of the company. On the other hand, the Group has loan amounting BDT 2,310.4 million out of which 1,464 million is reported under current liabilities. This loan amount constitutes 54% of the total liabilities of the Group.</p>	<p>We obtained an understanding, evaluated the design, and tested the operational effectiveness of the company's key control over the loans. Our audit procedures included among others, the following:</p> <ul style="list-style-type: none"> ● understanding and reviewing the nature and type of loans; ● reviewing the board minutes supporting the arrangements of the loans; ● obtaining the repayment schedules, loan statements and loan sanction letters to review terms, covenants, and other conditions associated with the loans; ● assessing the recognition, valuation of the loans as per relevant IAS and IFRS; ● recalculated the interest related to the loans; ● checking the adjustments or repayments of loans through bank & financial institutions statements as per repayment schedule; ● checking the overdue payment and penal interest; ● obtaining direct confirmation from the respective banks and financial institutions; ● assessing the appropriateness of presentation and disclosures against relevant accounting standards.

Other Matter

The consolidated financial statements of the Group and separate financial statements of the Company for the prior period were audited by G. Kibria & Co. Chartered Accountants. The auditor's report was unmodified, and date of auditor's report was 27 October 2021.

Financial Statements of the subsidiary company, Petromax Refinery Limited were not audited by us. The financial statements of Petromax Refinery Limited show total asset of BDT 5,535.8 million as at 30 June 2022 and total revenue of BDT 5,013.8 million for the year then ended.

The financial year of the subsidiary is 01 July to 30 June. Financial statements of the subsidiary are audited by Aziz Halim Khair Choudhury Chartered Accountants who expressed unmodified opinion on those financial statements. Date of auditor's report of the subsidiary is 26 October 2022. Our opinion, in so far as it relates to the amounts included in respect of the subsidiary, is based on the audited -financial statements and auditor's report of the subsidiary.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated and separate financial statements does not cover the other information and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with ISAs.

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

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error. The Bangladesh Securities and Exchange Commission rules and regulations together with other applicable regulations require the Management to ensure effective internal audit, internal control, and risk management functions of the Group.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We, also:

- Identify and assess the risks of material misstatement of the consolidated and separate 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, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

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

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

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 1987, we also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made required verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the Group so far as it appeared from our examination of these books;
- c) the statement of consolidated and separate financial position and statement of consolidated and separate profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and returns; and
- d) the expenditure incurred was for the purposes of the Group's business.

Dhaka, Bangladesh
Date: 27 October 2022

ACNABIN
Chartered Accountants



Md. Rokonzaman FCA
Partner

Enrollment No.: 0739
DVC: 2210270739AS422717

SHAHJIBAZAR POWER COMPANY LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2022

	Notes	June 30, 2022 Taka	June 30, 2021 Taka
ASSETS:			
Non-Current Assets		7,179,588,507	7,504,461,539
Property, Plant and Equipment	4a	4,740,686,408	5,162,250,342
Intangible Assets	5.00	47,529	187,180
Investment Accounted for using the Equity Method	6a	1,488,561,393	1,310,281,236
Other Investments	8a	950,293,178	1,031,742,781
Current Assets		4,237,875,711	3,661,430,643
Inventories	9a	997,271,830	1,146,413,070
Accounts Receivables	10a	1,288,324,597	1,108,874,086
Other Receivables	11a	50,332	73,328
Advance, Deposits and Prepayments	12a	556,244,794	555,342,334
Financial Assets at fair value through profit or loss	12b	15,363,084	22,585,096
Cash and Cash Equivalents	13a	284,492,330	652,967,418
Goods in Transit	14a	1,096,128,745	175,175,311
TOTAL ASSETS		11,417,464,220	11,165,892,182
SHARE HOLDERS' EQUITY AND LIABILITIES			
Shareholders' Equity		6,854,101,039	6,564,757,458
Share Capital	15.00	1,794,534,897	1,725,514,324
Share Premium	16.00	914,920,000	914,920,000
Tax Holiday Reserve	16a	-	-
Retained Earnings	17a	4,144,646,142	3,924,323,134
Non-controlling interests		301,149,374	290,000,036
Total equity		7,155,250,414	6,854,757,494
Non-Current Liabilities		843,093,653	713,409,783
Long Term Loan- Net of Current Maturity	18a	555,180,914	461,154,225
Deferred Tax Liabilities	19a	287,912,739	252,255,558
Current Liabilities		3,419,120,153	3,597,724,906
L/C Liabilities	20a	1,278,708,074	543,258,465
Short Term Loan	21a	1,464,228,833	2,404,950,168
IPO Application Amount	22a	1,173,818	6,084,318
Long Term Loan - Current Maturity	23a	291,019,392	214,538,232
Sundry Creditors	24a	201,343,417	245,883,475
Liabilities for Expenses	25a	25,357,822	25,058,105
Unclaimed Dividend	25b	9,173,446	10,004,512
Trade Payable	26a	148,115,352	147,947,632
Total liabilities		4,262,213,806	4,311,134,688
TOTAL EQUITY AND LIABILITIES		11,417,464,220	11,165,892,182
Net Asset Value Per Share (NAVPS)	26b	38.19	36.58

CONTINGENT LIABILITIES & COMMITMENTS

37 & 38

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director


Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Consolidated Financial Position referred to in our report of even date.
The annexed notes 1 to 49 form an integral part of these financial statements

Dhaka, Bangladesh
Date: 27 October 2022

ACNABIN
Chartered Accountants


Md. Rokunuzzaman FCA
Partner
Enrollment No.: 0739
DVC: 2210270739AS422717

SHAHJIBAZAR POWER COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2022

	Notes	June 30, 2022 Taka	June 30, 2021 Taka
ASSETS:			
Non-Current Assets		5,298,482,804	5,470,051,801
Property, Plant and Equipment	4.00	2,441,668,154	2,692,383,735
Investment Accounted for using the Equity Method	6.00	1,488,561,393	1,310,281,236
Investment in Subsidiary	7.00	900,000,000	900,000,000
Other Investments	8.00	468,253,257	567,386,830
Current Assets		1,478,828,078	1,051,980,924
Inventories	9.00	289,005,540	317,082,743
Accounts Receivables	10.00	984,624,410	529,410,059
Other Receivables	11.00	50,332	73,328
Advance, Deposits and Prepayments	12.00	36,474,963	25,689,067
Cash and Cash Equivalent	13.00	58,514,658	73,630,723
Goods In Transit	14.00	110,158,175	106,095,004
TOTAL ASSETS		6,777,310,883	6,522,032,725
SHARE HOLDERS' EQUITY AND LIABILITIES			
Shareholders' Equity		4,871,017,565	4,682,018,030
Share Capital	15.00	1,794,534,897	1,725,514,324
Share Premium	16.00	914,920,000	914,920,000
Retained Earnings	17.00	2,161,562,668	2,041,583,706
Non-Current Liabilities		843,093,193	713,410,472
Long Term Loan- Net of Current Maturity	18.00	555,180,914	461,154,225
Deferred Tax Liabilities	19.00	287,912,279	252,256,247
Current Liabilities		1,063,200,125	1,126,604,223
L/C Liabilities	20.00	362,592,360	539,623,425
Short Term Loan	21.00	77,133,898	21,401,096
IPO Application Amount	22.00	1,173,818	6,084,318
Long Term Loan - Current Maturity	23.00	291,019,392	214,538,232
Sundry Creditors	24.00	172,682,932	185,755,965
Liabilities for Expenses	25.00	7,479,393	6,073,277
Unclaimed Dividend	25b	9,173,446	10,004,512
Trade Payable	26.00	141,944,886	143,123,398
Total Liabilities		1,906,293,317	1,840,014,695
TOTAL EQUITY AND LIABILITIES		6,777,310,883	6,522,032,725
Net Asset Value Per Share (NAVPS)	26bb	27.14	26.09
CONTINGENT LIABILITIES & COMMITMENTS	37 & 38		

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director


Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Financial Position referred to in our report of even date.
 The annexed notes 1 to 49 form an integral part of these financial statements

ACNABIN
Chartered Accountants

Dhaka, Bangladesh
 Date: 27 October 2022


Md. Rokonuzzaman FCA
Partner
Enrollment No.: 0739
DVC: 2210270739AS422717

SHAHJIBAZAR POWER COMPANY LIMITED

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED JUNE 30, 2022

	Notes	For the Year Ended June 30, 2022 Taka	June 30, 2021 Taka
Revenue	27a	7,249,018,396	9,152,947,633
Cost of Sales	28a	5,943,690,577	7,569,246,367
Gross Profit		1,305,327,819	1,583,701,266
Operating Expenses:			
General and Administrative Expenses	29a	170,697,651	163,880,749
Financial Expenses	30a	263,548,314	358,137,119
Operating Profit		871,081,855	1,061,683,398
Non-Operating Income	31a	50,213,958	47,038,823
Share of Profit From Associate	32a	178,280,157	489,206,207
Net Profit before Tax and WPPF		1,099,575,970	1,597,928,428
Workers' Profit Participation Fund	33a	49,014,086	57,082,011
Net Profit before Tax		1,050,561,884	1,540,846,418
Income Tax Expenses:		254,924,957	380,976,365
Current Tax	34a	219,268,925	283,135,124
Deferred Tax	34.00	35,656,032	97,841,241
Net profit after Tax		795,636,927	1,159,870,053
Other Comprehensive Income		-	-
Total Comprehensive Income		795,636,927	1,159,870,053
Profit Attributable to			
Equity holders' of the parent		772,487,588	1,127,364,676
Non Controlling Interest		23,149,338	32,505,377
		795,636,927	1,159,870,053
Total Comprehensive Income Attributable to:			
Equity holders' of the parent		772,487,588	1,127,364,676
Non Controlling Interest		23,149,338	32,505,377
		795,636,927	1,159,870,053
Earnings Per Share (EPS)	35a	4.30	6.28

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director


Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Consolidated Comprehensive Income referred to in our report of even date.
The annexed notes 1 to 49 form an integral part of these financial statements

Dhaka, Bangladesh
Date: 27 October 2022

ACNABIN
Chartered Accountants


Md. Rokonzaman FCA
Partner
Enrollment No.: 0739
DVC: 2210270739AS422717

SHAHJIBAZAR POWER COMPANY LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2022

	Notes	For the Year Ended June 30, 2022 Taka	June 30, 2021 Taka
Revenue from Sales	27.00	2,235,240,468	2,146,709,561
Cost of Sales	28.00	1,446,733,392	1,354,207,700
Gross Profit		788,507,076	792,501,861
Operating Expenses:			
General and Administrative Expenses	29.00	89,637,476	69,401,804
Financial Expenses	30.00	121,654,566	86,535,693
Operating Profit		577,215,034	636,564,363
Non-Operating Income	31.00	117,779,200	83,127,749
Share of Profit of Investment Accounted for using Equity Method	32.00	178,280,157	489,206,207
Net Profit before Tax and WPPF		873,274,392	1,208,898,319
Less: Workers' Profit Participation Fund	33.00	33,094,964	34,271,053
Net Profit before Tax		840,179,428	1,174,627,266
Income Tax Expenses:	34.00	168,035,886	249,810,979
Current Tax		132,379,854	151,969,738
Deferred Tax		35,656,032	97,841,241
Net profit after Tax		672,143,542	924,816,287
Other Comprehensive Income		-	-
Total Comprehensive Income		672,143,542	924,816,287
Earnings Per Share (EPS)	35.00	3.75	5.15

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director


Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Comprehensive Income referred to in our report of even date.
 The annexed notes 1 to 49 form an integral part of these financial statements

Dhaka, Bangladesh
 Date: 27 October 2022

ACNABIN
 Chartered Accountants


Md. Rokonuzzaman FCA
 Partner
 Enrollment No.: 0739
 DVC: 2210270739AS422717

SHAHJIBAZAR POWER COMPANY LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2022

	JUNE 30, 2022 Taka	JUNE 30, 2021 Taka
A CASH FLOWS FROM OPERATING ACTIVITIES		
Cash receipt from customers	7,069,567,885	9,715,914,522
Cash paid to suppliers, employees	(4,194,541,800)	(6,531,022,143)
Cash Paid for operational Expenses	(1,071,552,208)	(165,149,708)
Cash received from Other Activities	50,236,954	59,104,931
Cash paid for Workers Profit Participation Fund	(57,082,011)	(72,248,353)
Income Tax Paid	(304,256,128)	(382,782,566)
Cash payment for Financial Expenses	(263,548,314)	(358,137,119)
Net Cash flows from operating activities	1,228,824,377	2,265,679,564
B CASH FLOWS IN INVESTING ACTIVITIES		
Acquisition of property plant and equipment	(237,840,955)	(259,785,195)
Disposal of Fixed Assets	-	405,000
Other Investment	81,449,603	(36,421,766)
Financial Assets at Fair Value	7,222,013	(8,451,588)
Net cash used in investing activities	(149,169,339)	(304,253,549)
C CASH FLOWS FROM FINANCING ACTIVITIES		
Bank Loan (Short Term)	(940,721,334)	(973,452,312)
Payment of Dividend	(495,975,076)	(485,678,595)
Refund of IPO Application	(4,910,500)	-
Payment of Liabilities(Letter of Credit)	(177,031,065)	(166,978,576)
Bank Loan (Long Term)	170,507,849	244,867,045
Net cash used in financing activities	(1,448,130,126)	(1,381,242,438)
D Net Cash for the year (A+B+C)	(368,475,088)	580,183,577
E Opening cash and bank balance	652,967,418	72,783,841
F Closing cash and cash equivalents (D+E)	284,492,330	652,967,418
G Net Operating Cash Flow per share [Note-47]	6.85	12.63
Effect of Exchange Rate:	491	5,194

Net Operating Cash Flow per Share reduced due to production and minimum delivery of product of Subsidiary Company (Petromax Refinery Limited). It was occurred due insufficient supply of condensate and increase in SPCL Accounts Receivable from Bangladesh Power Development Board.

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director


Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Consolidated Cash flow referred to in our report of even date.
 The annexed notes 1 to 49 form an integral part of these financial statements

Dhaka, Bangladesh
 Date: 27 October 2022

ACNABIN
 Chartered Accountants


Md. Rokonzaman FCA
 Partner
 Enrollment No.: 0739
 DVC: 2210270739AS422717

SHAHJIBAZAR POWER COMPANY LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2022

	June 30, 2022 Taka	June 30, 2021 Taka
A CASH FLOWS FROM OPERATING ACTIVITIES		
Cash receipt from customers	1,780,026,117	2,226,623,423
Cash paid to suppliers, employees	(873,364,098)	(909,779,502)
Cash Paid for operational Expenses	(88,014,582)	(60,769,047)
Cash received from Other Activities	117,802,196	95,193,856
Cash paid for Workers Profit Participation Fund	(34,271,053)	(68,843,120)
Income Tax Paid	(217,368,207)	(251,616,491)
Cash Paid for Financial Expenses	(121,654,566)	(86,535,694)
Net Cash flows from operating activities	563,155,807	944,273,425
B CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property plant and equipment	(237,729,455)	(258,220,805)
Disposal of Fixed Assets	-	405,000
Other Investment	99,133,573	(112,704,598)
Net cash flow from investing activities	(138,595,882)	(370,520,403)
C CASH FLOWS FROM FINANCING ACTIVITIES		
Bank Loan (Short Term)	55,732,802	(80,801,664)
Dividend Paid	(483,975,076)	(475,678,595)
Refund of IPO Application	(4,910,500)	-
Payment of Liabilities(Letter of Credit)	(177,031,065)	(166,978,576)
Loan & Advance (Subsidiary)	-	(77,000,000)
Bank Loan (Long Term)	170,507,849	244,867,045
Net cash used financing activities	(439,675,990)	(555,591,790)
D Net Cash inflow/(outflow) for the year (A+B+C)	(15,116,065)	18,161,233
E Opening Cash & Cash Equivalent	73,630,723	55,469,490
F Closing Cash & Cash Equivalent	58,514,658	73,630,723
G Net Operating Cash Flow per share [Note-48]	3.33	5.26
Effect of Exchange Rate:	491	5,194

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director


Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Cash flow referred to in our report of even date.

The annexed notes 1 to 49 form an integral part of these financial statements

Dhaka, Bangladesh
Date: 27 October 2022

ACNABIN
Chartered Accountants



Md. Rokonzaman FCA
Partner
Enrollment No.: 0739
DVC: 2210270739AS422717

SHAHJIBAZAR POWER COMPANY LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2022

Particulars	Attributable to share holders' equity				Non Controlling Interests	Total Equity
	Share Capital	Tax Holiday Reserve	Share Premium	Retained Earning	Total	
Balance as at July 01, 2021	1,725,514,324	-	914,920,000	3,924,323,134	290,000,036	6,854,757,494
Net profit (After Tax) for the period	-	-	-	772,487,588	23,149,338	795,636,927
Bonus Share/Stock Dividend	69,020,573	-	-	(69,020,573)	-	-
Cash Dividend Paid	-	-	-	(483,144,010)	(10,000,000)	(493,144,010)
Tax Holiday Reserve	-	-	-	-	-	-
Balance as at June 30, 2022	1,794,534,897	-	914,920,000	4,144,646,139	303,149,374	7,157,250,411

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2021

Particulars	Attributable to share holders' equity				Non Controlling Interests	Total Equity
	Share Capital	Tax Holiday Reserve	Share Premium	Retained Earning	Total	
Balance as at July 01, 2020	1,691,680,710	914,937,337	914,920,000	2,389,525,333	267,494,659	6,178,558,039
Net profit (After Tax) for the year	-	-	-	1,127,364,676	32,505,377	1,159,870,053
Bonus Share/Stock Dividend	33,833,614	-	-	(33,833,614)	-	-
Cash Dividend Paid	-	-	-	(473,670,598)	(10,000,000)	(483,670,598)
Tax Holiday Reserve	-	(914,937,337)	-	914,937,337	-	-
Balance as at June 30, 2021	1,725,514,324	-	914,920,000	3,924,323,134	290,000,036	6,854,757,494

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director



Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Consolidated Changes in Equity referred to in our report of even date.
The annexed notes 1 to 49 form an integral part of these financial statements

ACNABIN
Chartered Accountants


Md. Rokunuzzaman FCA
Partner
Enrollment No.: 0739
DVC: 2210270739AS422717

Dhaka, Bangladesh
Date: 27 October 2022

SHAHJIBAZAR POWER COMPANY LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2022

Particulars	Share Capital	Share Premium	Retained Earning	Total Equity
Balance as at July 01, 2021				
Net profit for the year	1,725,514,324	914,920,000	2,041,623,706	4,682,058,030
Bonus Share/Stock Dividend	-	-	672,143,542	672,143,542
Cash Dividend	69,020,570	-	(69,020,570)	-
	-	-	(483,144,010)	(483,144,010)
Balance as at June 30, 2022	1,794,534,894	914,920,000	2,161,602,668	4,871,057,562

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2021

Particulars	Share Capital	Share Premium	Retained Earning	Total Equity
Balance as at July 01, 2020				
Net profit for the year	1,691,680,710	914,920,000	1,624,311,632	4,230,912,342
Bonus Share/Stock Dividend	-	-	924,816,286	924,816,286
Cash Dividend	33,833,614	-	(33,833,614)	-
	-	-	(473,670,598)	(473,670,598)
Balance as at June 30, 2021	1,725,514,324	914,920,000	2,041,623,706	4,682,058,030

The financial statements were authorised for issuance by the Board of Directors on October 27, 2022


Chairman


Director


Managing Director


Company Secretary

Report of the Auditors to the Shareholders:

This is the statement of Changes in Equity referred to in our report of even date.
The annexed notes 1 to 49 form an integral part of these financial statements

ACNABIN
Chartered Accountants


Md. Rokunuzzaman FCA
Partner
Enrollment No.: 0739
DVC: 2210270739AS422717

Dhaka, Bangladesh
Date: 27 October 2022

SHAHJIBAZAR POWER COMPANY LIMITED

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATERIAL INFORMATION

1. Status of the Reporting Entity

1.1. Corporate History:

The Shahjibazar Power Company Limited is a Public Limited Company listed with Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) registered under The Companies Act 1994. The Company was incorporated in Bangladesh on 4th November, 2007 vide registration no C-68888 (1400)/07. The registered office of the company is located at Youth Tower, 822/2 Rokeya Sarani, Dhaka-1216 and the plant is located at Fatehpur, Madhobpur, Habiganj, Bangladesh.

1.2. Nature of business

The principal activity of this company is to set up power plants for generation and supply of electricity. The agreement for supply of power with Bangladesh Power Development Board (BPDB) held on 14th February, 2008. The company has 86 MW power plants and started commercial production on 10th February, 2009. The company supplies its generated electricity to Bangladesh Power Development Board (BPDB).

The company has a 90% owned subsidiary company namely Petromax Refinery Limited. The principal activity of this company is production and supply of petroleum products like liquid petroleum gas, special boiling point solvent, mineral turpentine, high speed diesel, octane, kerosene and fuel gas to Bangladesh Petroleum Corporation. The company has started its commercial operation on 25 October, 2013.

The company also has an Associates Company namely "Midland Power Co. Ltd" (51 MW Gas based power Plant) and holding 49% shares. This company has started its commercial operation on 7 December, 2013.

The management of the company will continue its operational existence for the foreseeable future on the basis of improved profitability and continued support its bankers, equipment vendors and other contractors, suppliers.

1.3. Description of Subsidiary

Petromax Refinery Limited (PRL) is a public Company limited by shares and registered under The Companies Act 1994. The Company was incorporated in Bangladesh on 14th May, 2009 vide registration no. C-58744 and not listed with any Stock Exchange in Bangladesh. The Company went into commercial operation on October 25, 2013.

The registered office of the company is located at 822/2 Rokeya Sarani, Dhaka-1216 and the factory is located at 15, Mongla Port Industrial Area, Mongla, Bagerhat, Bangladesh.

The principal activity of this company is production and supply of petroleum products like liquid petroleum gas, special boiling point solvent, mineral turpentine, high speed diesel, octane, kerosene, and fuel gas to Bangladesh Petroleum Corporation.

1.4. Description of Associate

Midland Power Co. Ltd. (hereinafter referred to as "the Company") was incorporated on 27 November 2011 as a private company limited by shares under the Companies Act, 1994. The registered office of the Company is located in Dhaka and the plant is located at Ashuganj, Brahmanbaria.

The principal activity of the Company is to set up 51 MW Gas Fired Power Generating Plant for the generation and supply of electricity. An agreement has been signed for supply of electricity with Bangladesh Power Development Board (BPDB) on 11 April 2012 for a period of 15 years with a provision of further renewal. The Company has started its commercial operation on 7 December 2013.

2. Basis of Preparation:

2.1. Statement of Compliance

The financial statements of Shahjibazar Power Company Limited have been prepared in accordance with the Bangladesh Accounting Standards (IAS), Bangladesh Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

2.2. Application of Standards

The following IASs and IFRSs are applicable for the financial statement for the year under review:

- IAS 1 Presentation of Financial Statements
- IAS 2 Inventories
- IAS 7 Statement of Cash Flows
- IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- IAS 10 Events after the Reporting Period
- IAS 12 Income Taxes
- IAS 16 Property, Plant and Equipment
- IAS 19 Employee Benefits
- IAS 21 The Effects of Changes in Foreign Exchange Rates
- IAS 23 Borrowing Costs
- IAS 24 Related Party Disclosures
- IAS 27 Separate Financial Statements
- IAS 28 Investment in Associates and Joint Ventures
- IAS 32 Financial Instrument: Presentation
- IAS 33 Earnings per Share
- IAS 36 Impairment of Assets
- IAS 37 Provisions, Contingent Liabilities and Contingent Assets
- IAS 38 Intangible Assets
- IFRS 7 Financial Instruments: Disclosures
- IFRS 9 Financial Instrument: Recognition and measurement
- IFRS 10 Consolidated Financial Statements
- IFRS 12 Disclosure of Interests in other Entities
- IFRS 13 Fair Value Measurement
- IFRS 15 Revenue

2.3. Date of authorization

The consolidated financial statements as well as separate financial statements were authorized by the Board of Directors on 27 October 2022 for publication.

2.4. Measurement bases used in Preparing the Financial Statements

The elements of financial statements have been measured on "Historical Cost" basis, which is one of the most commonly adopted base provided in "the framework for the preparation and presentation of financial statements" issued by the International Accounting Standard Committee (IASC).

2.5. Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

Note 9 and 9a Inventories – Inventories are valued at lower of cost of net realizable value. Cost of inventory includes cost of purchase (purchase price, transport, handling and other costs directly attributable to the acquisition of inventories), cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realizable value for inventories is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provisions are made in the financial statements of loss and comprehensive loss in the current year on any difference between book value and net realizable value

Basis for Consolidation: Management has to use their judgment to determine whether their investment in subsidiary Petromax Refinery meets the criteria for consolidation.

Note 4 and 4a: Property, Plant & Equipment (Impairment) - Tangible assets with finite lives will be reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. Intangible assets not yet put into use are evaluated for impairment at least annually. Whether an asset is impaired requires management to determine whether there is an indication of impairment based on the consideration of internal and external indicators. If an indication of impairment exists, management must determine if the carrying amount of an asset, or the CGU in which the asset is included, exceeds its recoverable amount. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates, future

capital requirements and future operating performance. The estimation of the future cash flows requires assumptions to be made by management. Therefore, the determination of the recoverable amount implies estimates that may affect the amount of an impairment loss, if any.

Note 6 and 6a: Investment under Equity Method (Impairment) – Similar to Property, Plant & Equipment, Management has to estimate future cash flows that will result from the investment and whether indicators of impairment exist and if so, whether the carrying amount of the investment exceeds its recoverable amount.

Note 24.01 Provision for Tax –Provision for income tax expense for the current year represents management's best estimate on how much tax the Company has to pay to the National Board of Revenue ("NBR") for profits generated in the current year. They do not represent the final tax bill assessed by the NBR which could have deviations based on deductions allowed or disallowed through the assessment process. Once assessments are finalized by the NBR, the Company will record an adjustment to reflect the change

2.6. Accounting Convention and Basis for using Going concern without material uncertainties

These Financial Statements have been prepared under the Historical Cost Convention and Going Concern basis in accordance with applicable International Accounting Standards in Bangladesh which does not vary from the requirements of the Companies Act 1994, and other laws and rules applicable in Bangladesh.

As per IAS-1 para 25, a company is required to make assessment at the end of each year to assess its capability to continue as a going concern. During the previous financial year, on 11 March 2020, World Health Organization (WHO) declared a global pandemic due to Corona Virus related respiratory disease commonly called as COVID 19. The impact of this global pandemic has been felt by almost every organization or company and Shajibazar Power Company was not different. The pandemic resulted in decrease in revenue and profits in the prior year. Even with the impact of the pandemic, Management has assessed the going concern issue and found no material uncertainties regarding the Company's ability to continue as a going concern. The Company has a very healthy positive Net Asset Value (NAV) per share and the Company has been consistently able to generate positive Net Operating Cash Flows per share (NOCFPS) and provide healthy return on investment to their shareholders.

2.7. Functional and presentational currency and level of precision

The financial statements are prepared and presented in Bangladesh Currency (Taka), which is the company's functional currency. All financial information presented has been rounded off to the nearest Taka except where indicated otherwise

2.8. Reporting period

The financial period of the company covers one year from 1 July to 30 June and followed consistently.

2.9. Components of the Financial Statements

According to the International Accounting Standard (IAS) 1 as adopted by ICAB, "Presentation of Financial Statements" the complete set of financial statements includes the following components:

- i) Statement of Financial Position
- ii) Statement of Comprehensive Income
- iii) Statement of Changes in Equity
- iv) Statement of Cash Flows
- v) Notes to the Financial Statements

2.10. Standards issued but not yet effective for the Company

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below.

IFRS 17 – Insurance Contracts

In May 2017, the IASB issued IFRS 17 Insurance Contracts (IFRS 17), a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts (IFRS 4) that was issued in 2005. IFRS 17 is effective for reporting periods beginning on or after 1 January 2023, with comparative figures required. This standard is not applicable to the Company and will not be adopted.

IFRS 9 Financial Instruments – Fees in the '10 per cent' test for de-recognition of financial liabilities

As part of its 2018-2020 annual improvements to IFRS standards process the IAASB issued amendment to IFRS 9. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial

liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Company.

3. Principal Accounting Policies:

The accounting policies set out below have been applied in preparations of these financial statements

3.1. Accounting policy for Subsidiary and Associate

3.1.1. Subsidiary

Subsidiaries are entities controlled by Shahjibazar Power Co. Ltd. Control exists when Shahjibazar Power Co. Ltd. has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The financial statements of subsidiaries have been included in the consolidated financial statements from the date that control commences until the date that it ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by Shahjibazar Power Co. Ltd.

Intra-group balances and transactions and any unrealized income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with associates are eliminated against the investment to the extent of Shahjibazar Power Co. Ltd. interest in the investee. Unrealized losses, if any, are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

When Shahjibazar Power Company Ltd. loses control over its subsidiary, it derecognizes the assets and liabilities of the subsidiary and any related NCI and other components of the equity. Any resulting gain or loss is recognized in the profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Non-controlling interest (NCI) is the equity interest in Petromax Refinery Limited not attributable to Shahjibazar Power Company Ltd. NCI is measured at PRL's proportionate share of identifiable net assets at the date of acquisition as per para 19 of IFRS 3: Business Combinations. The Company presents the non-controlling interests in the consolidated statement of financial position within equity, separately from the equity of the owners of parent as per Para 22 of IFRS 10: Consolidated Financial Statements.

Changes in Company's interest in PRL that do not result in a loss of control are accounted for as equity transaction as per Para 23 of IFRS 10: Consolidated Financial Statements.

3.1.2 Investment in Associate

In line with IAS 28, The Company's investment in its associates over which the Company has significant influence are accounted for using the equity method in the Consolidated and Separate Financial Statements. Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date.

3.2. Property, Plant and Equipment

3.2.1. Recognition and Measurement

Items of Property, Plant and Equipment (PPE) are initially measured at cost. After initial recognition, an item of PPE is carried at cost less accumulated depreciation and impairment losses in compliance with the requirements of IAS-16: Property, Plant and Equipment.

3.2.2. Disposal of Fixed Assets

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

3.2.3. Depreciation on Fixed Assets

Depreciation is recognized in the profit and loss account on a straight-line basis over the estimated useful life of property, plant and equipment in accordance with the provisions of IAS 16: Property, Plant and Equipment.

Plant and machinery are depreciated from the day on which the asset comes into use or being capitalized. Other fixed assets are also depreciating on the same basis.

Land is not depreciated. Depreciation on other assets is calculated using straight line method to allocate their cost or revalued amounts to their residual values over their estimated lives, as follows:

Building and Construction	5 to 10 %
Plant and Machinery	6 to 15%
Water Treatment Plant	15%
Mechanical & Electrical Equipment	10%
Computer & Computer Equip.	20%
Motor Vehicles	20%
Office Equipment	15%
Furniture and Fixture	10%

3.2.4. Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the profit and loss account as incurred.

3.2.5. Capitalization of Borrowing Cost

Borrowing cost relating to acquisition of fixed assets is capitalized as per Bangladesh Accounting Standard (IAS) - 23, borrowing costs at the weighted average cost of borrowings. However, capitalization of borrowing costs is ceased when acquisition of relevant asset is completed.

3.2.6. Impairment of Assets

Impairment of assets are carried out if carrying value is less than the value of using the asset or net realizable value of the assets whichever is lower.

3.3. Intangibles Assets

Intangible Assets are measured at cost less accumulated amortization and recognized when all the condition as per IAS-38: Intangible Assets are met. Subsequent expenditure is capitalized only when it is probable that the future economic benefits embodied there with will flow to the entity and its cost can be measured reliably. Intangible assets are amortized at the rate of fifteen percent of cost per year.

3.4. Capital work in progress

Capital work-in-progress represents the cost incurred for acquisition and/or construction of items of property, plant and equipment that are not ready for use which is measured at cost.

3.5. Inventories

Inventories in hand as at 30th June, 2022 have been valued at lower of cost and net realizable value in accordance with IAS -2 "Inventories" after making due allowance for any obsolete or slow-moving items.

3.6. Accounts Receivables

Accounts Receivables are considering good and realizable. Accounts Receivables are stated at the original invoice value.

3.7. Advance, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads such as PPE or inventory etc. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to profit and loss account.

3.8. Investment in shares of listed companies

Investment in shares of listed companies is classified as financial assets fair value through profit or loss as it is designated as such upon initial recognition. Financial assets fair value through profit or loss are measured at fair value, and changes therein are recognized in comprehensive income.

3.9. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and with banks on current and deposit accounts which are held and available for use by the company without any restriction.

3.10. Other Current Assets

Other current assets have a value on realization in the ordinary course of the company's business which is at least equal to the amount at which they are stated in the balance sheet.

3.11. Other Corporate Debt, Accounts Payable, Trade and Other Liabilities

Liabilities are carried at the anticipated settlement amount in respect of goods and services received, whether or not billed by the supplier.

3.12. Taxation

Income Tax expense comprises current and deferred Tax. Income Tax expense is recognized in the statement of Profit or Loss and Other Comprehensive Income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current Tax

Current Tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting period. The applicable tax rate for the Company is currently 20%.

Deferred Tax

Deferred income Tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of Deferred Income Tax. Deferred Tax liabilities are recognized for all temporary taxable differences.

Deferred Tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

3.13. Provisions

A provision is recognized on the balance sheet date if, as a result of past events, the company has a presents legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.14. Revenue Recognition

Revenue from net sales of the company represents invoiced value of meter reading for electricity generated. Revenue is recognized in accordance with IFRS 15 and the recognition process involves the following 5-step process:

- Identifying the contract from a customer;
- Identifying the performance obligation;
- Determining the transaction prices;
- Allocating the transaction price to the performance obligation; and
- Recognizing revenue when/as performance obligation(s) is satisfied.

If the Company satisfies a performance obligation before it receives the consideration, the Group recognizes and Accounts Receivable (See Note 7) in its statement of financial position. Similarly, if the Company receives a consideration before the performance obligation, a contract liability is recognized. As at June 30, 2022, the Company did not receive any consideration before performance obligation was completed and there is no amount recognized on the Statement of Financial position as of the end of the year.

In compliance with the requirements of IFRS 15, the Company recognizes revenue when control of the goods or services has been transferred at the point in time to the customer and the performance obligation has been completed. Revenue is measured at the fair value of the amount of consideration to which the Company expects to be entitled to, including variable consideration, if any, to the extent that it is highly probable that a significant reversal will not occur.

Foreign Currency

Foreign currencies are converted into Bangladesh Taka at the rates ruling on the date of transaction and the balance at bank at the close of the business, at the rate prevailing on the Balance Sheet date in accordance with IAS 21 "The effects of Changes in Foreign Currency Rates."

3.16. Finance Income and Expenses

Finance income comprises interest income on funds invested. Interest income is recognized on accrual basis.

Finance expenses comprise interest expenses on loan, overdraft and bank charges. All borrowing costs are recognized in the profit and loss account using effective interest method except to the extent that they are capitalized during constructions period of the plants in accordance with IAS-23 Borrowing cost.

3.17. Earnings Per Share (EPS)

The Company calculates Earning per Share (EPS) in accordance with IAS 33: Earning per Share, which has been shown on the face of Statement of Comprehensive Income account, and the computation of EPS is stated in **Note 35 & 35a**

Basic earnings

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

Basic earnings per share

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding for the year.

Weighted average number of ordinary shares outstanding during the year

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of shares issued during the year multiplied by a time-weighting factor. The time weighting factor is the numbers of days the specific shares are outstanding as a proportion of the total number of days in the year.

Diluted earnings per share

No diluted earnings per share are required to be calculated per year as there was no scope for dilution during the year.

3.18. Cash flows statement

Cash Flow Statement is prepared in accordance with IAS 7 "Cash Flow Statement". The cash flow from the operating activities have been presented under Direct Method as prescribed by the Securities and Exchange Rules 1987 and considering the provisions of Paragraph 18(b) of IAS-7 which provides that "Enterprises are encouraged to report Cash Flow from Operating Activities using the Direct Method". In addition to disclosures on direct method of cash flows, a reconciliation of net income or net profit with cash flows from operating activities making adjustments for non-cash items, for nonoperating items and for the net changes in operating accruals A reconciliation of Cash flow related to operating activities is also provided in Note 47 and 48.

3.19. Workers Profit Participation Fund (WPPF)

The company has been providing worker profit participation fund for its employees in accordance with provisions of Bangladesh Labor Act 2006. Section-232(1). The Company has termination benefits plan (gratuity plan) against which it has made provision.

3.20. Responsibility for Preparation and Presentation of Financial Statements:

The Management is responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act, 1994 and as per the Provision of "The Framework for the preparation and presentation of Financial Statements" issued by the International Accounting Standard Board (IASB) as adopted by the Institute of The Chartered Accountants of Bangladesh (ICAB).

3.21. Risk and uncertainties for the use of estimates

Preparation of Financial Statements in conformity with the International Accounting Standards requires management to make estimates and assumption that effect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statement and revenues and expenses during the period reported. Actual result could differ from those estimates. Estimates are used for accounting of certain items such as depreciation and amortization, taxes, reserves and contingencies.

Related Party Transactions

During the year the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balance have been set out in accordance with the provisions of IAS 24.

3.23. Comparative Amounts

Comparative period figures have been rearranged to ensure consistency with current year's figures in order to better comparison and presentation;

3.24. Segment Reporting

Shahjibazar Power Company Limited generates revenue from only power generation. There is no other segment of revenue producing and in this consequence no segment reporting is required.

3.24. Leases (IFRS 16)

The Company applied IFRS 16 Leases for the first time on 1 July 2019. A Lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. Previously the Company used to charge the consideration paid in its books as rent expenses. IFRS 16 introduced a single, on balance sheet accounting model for leases. Company has only office rent agreement, which is classified as operating leases, which under IFRS 16 are required to be recognized on the Company's statement of financial position. These rental agreements are less than or equal to 12 (Twelve) months and therefore fall under the definition of a short-term lease. In accordance with paragraph 6 of IFRS 16, the Company recognizes the rental expenses as they are accrued by the Company. The Company did not record any right-of-use assets and lease liabilities related to these rental agreements in the current year.

3.25. Measurement of Fair Values

The Company has an established control framework with respect to the measurement of fair values. Management has the overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

Management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3.26. Materiality, aggregation and off-setting

Each material item as considered by management significant, has been presented separately in the financial statements. No amount has been set off unless the Group has legal right to set off the amounts and intends to settle on net basis. Income and expenses are presented on a net basis only when permitted by the relevant accounting standards. The values of assets or liabilities as shown in the statement of financial position are not off-set by way of deduction from another liability or asset unless there exist a legal right therefore. No such incident existed during the period.

3.27. Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. Assets and liabilities are classified as current when they are expected to be realized, settled, sold or consumed in a normal accounting cycle or within twelve months after the reporting period. Assets and liabilities that are held primarily for trading are also considered current.

	June 30, 2022 Taka	June 30, 2021 Taka		
4.00 PROPERTY, PLANT AND EQUIPMENT:				
Cost				
Cost at July 01, 2021	6,162,788,125	5,905,867,320		
Addition during the period	237,729,455	258,220,805		
Disposal during the year	-	(1,300,000)		
Cost at June 30, 2022	6,400,517,580	6,162,788,125		
Accumulated Depreciation				
Balance at July 01, 2021	3,470,404,390	3,004,390,208		
Charged during the year	488,445,036	467,314,182		
Adjustment during the year	-	(1,300,000)		
At June 30, 2022	3,958,849,426	3,470,404,390		
Carrying Value at June 30, 2022	2,441,668,154	2,692,383,735		
LEASEHOLD/FREEHOLD STATUS (at carrying value)				
Land, Building, Plant & Machinery, Furniture fixtures & Others				
Leasehold	-	-		
Freehold	2,441,668,154	2,692,383,735		
	2,441,668,154	2,692,383,735		
For details breakup please refer to Annexure - A				
4a Consolidated Property, Plant and Equipment				
Shahjibazar Power Company Limited	2,441,668,154	2,692,383,735		
Petromax Refinery Limited	2,299,018,254	2,469,866,607		
	4,740,686,408	5,162,250,342		
5.00 Consolidated Intangible Assets				
Shahjibazar Power Company Limited	-	-		
Petromax Refinery Limited	47,529	187,180		
	47,529	187,180		
6.00 INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD				
Initial Investment in Midland Power Co. Ltd.	49,000,000	49,000,000		
Share of Post Acquisition Change in Net Asset 6.01	1,439,561,393	1,261,281,236		
	1,488,561,393	1,310,281,236		
6.01 Share of Post Acquisition Changes in Net Asset				
Opening Balance	1,261,281,236	772,075,029		
Share of net profit for the this Period	178,280,157	489,206,207		
	1,439,561,393	1,261,281,236		
6a Consolidated Investment Accounted for using the Equity Method				
Initial Investment	49,000,000	49,000,000		
Share of Post Acquisition Changes in Net Asset	1,439,561,393	1,261,281,236		
	1,488,561,393	1,310,281,236		
6b Nature of Investment in Associate:				
Name of the Entity	Place of Business/Country of Incorporation	% of ownership Interest	Nature of the relationship	Measurement Method
Midland Power Co. Ltd.	The Company is incorporated and registered in Bangladesh. The plant of the Company is situated at Ashuganj,Brahmanbaria. The Company is engaged in generating supplying electricity to national grid. It has a set up of 51 MW gas based power plant.	49%	Associate	Equity

Midland Power Company Limited is a private limited company and there is no quoted market price available for its share. There is no contingent liabilities relating to the group's interest in the associate.

	June 30, 2022	June 30, 2021
Summarised financial information for associate		
Summarised Balance Sheet:		
Current:		
Cash & Cash Equivalents	20,851,724	216,585,106
Other Current Assets (excluding cash)	692,068,672	563,916,785
Total Current Assets	712,920,396	780,501,891
Financial liabilities (excluding trade payables)	779,861,921	1,138,907,369
Other current liabilities	155,756,346	283,241,360
Total Current Liabilities	935,618,267	1,422,148,729
Non-Current:		
Assets	2,440,550,659	2,622,861,934
Total Non-Current Assets	2,440,550,659	2,622,861,934
Financial Liabilities	519,567,481	575,197,308
Other Liabilities	-	-
Total Non-Current Liabilities	519,567,481	575,197,308
Net Assets	1,698,285,307	1,406,017,789
Summarised Statement of Comprehensive Income		
Revenue	1,113,143,226	946,147,834
Cost of Revenue	817,179,338	687,584,703
Other Expenses	133,210,635	131,042,142
Income Tax Expense	454,280	6,927,443
Post tax profit from continuing operations.	162,753,254	129,593,546
Details of Post tax profit from continuing operations:		
Midland Power Co. Ltd.	162,298,974	129,593,546
Midland East Power Ltd.	201,538,082	868,786,469
Profit Transferred to Midland Power Co. Ltd.(A+B)	364,291,336	998,380,014
A. Midland Power Company Ltd.	162,753,254	129,593,546
B. Midland East Power Ltd.	201,538,082	868,786,469
Net Profit of Midland East Power Ltd.	228,409,293	984,622,367
Less: Non-Controlling Interest	(26,871,211)	(115,835,898)
7.00 INVESTMENT IN SUBSIDIARY:		
Petromax Refinery Limited	900,000,000	900,000,000
	900,000,000	900,000,000
Petromax Refinery Limited is 90% owned subsidiary company of Shahjibazar Power Co. Ltd.		
8.00 OTHER INVESTMENTS:		
Investment In Mudaraba Term Deposit	25,388,757	124,522,330
Investment In Associate over share capital as Share Money Deposit	431,200,000	431,200,000
Midland East Power Ltd.	11,664,500	11,664,500
	468,253,257	567,386,830
Shahjibazar Power Co. Ltd. has invested in Midland East Power Ltd's equity share for 11,64,450 shares @ Tk. 10/- each.		
8.01 Investment in Mudaraba Term Deposit		
Mudaraba Term Deposit Receipt-IBBL	25,388,757	24,522,330
Mudaraba Term Deposit Receipt-IFIL	-	100,000,000
	25,388,757	124,522,330
Lien Status:		
Under Lien (Against Bank Guarantee)	13,388,757	12,522,330
Free from Lien	-	100,000,000
	13,388,757	112,522,330
8a Consolidated Other Investment		
Shahjibazar Power Company Limited	468,253,257	567,386,830
Petromax Refinery Limited	482,039,921	464,355,951
	950,293,178	1,031,742,781
9.00 INVENTORIES		
Oil & Lubricant	9,008,488	8,123,664
Spare parts and others	279,997,052	308,959,079
	289,005,540	317,082,743
Inventories in hand have been valued at lower of cost and net realizable value.		

June 30, 2022
Taka

June 30, 2021
Taka

Quantity wise disclosure of inventory:

Items	Measurement Unit	Quantity	Value
Oil & Lubricant	Liter	34410	8,907,393
	Drum	3	64,287
	Kgs	609	32,933
	Can	44	13,674
Spare parts & Others	Pices	12690	258,614,424
	Packet	390	5,537,960
	Set	95	1,121,960
	Roll	9	18,000
	Rim	2	740
	Rft	25745	3,929,500
	Pair	260	1,126,800
	Book	240	21,325
	Box	395	9,024,879
	Kg	20	55,790
	Lbs	2	3,250
	Mtr	604	532,625
Total		75518	289,005,540

9a Consolidated Inventories

Shahjibazar Power Company Limited
 Petromax Refinery Limited

289,005,540	317,082,743
708,266,290	829,330,327
997,271,830	1,146,413,070

10.00 ACCOUNTS RECEIVABLES

Bangladesh Power Development Board (BPDB)

Ageing Status of Accounts Receivables

Less than six months
 More than six months

984,624,410	529,410,059
-	-
984,624,410	529,410,059

10a Consolidated Accounts Receivables:

Shahjibazar Power Company Limited
 Petromax Refinery Limited

984,624,410	529,410,059
303,700,187	579,464,027
1,288,324,597	1,108,874,086

11.00 OTHER RECEIVABLES:

Interest on Mudaraba Term Deposit-IBBL

50,332	73,328
50,332	73,328

11a Consolidated Other Receivables:

Shahjibazar Power Company Limited
 Petromax Refinery Limited

50,332	73,328
-	-
50,332	73,328

12.00 ADVANCE, DEPOSITS AND PREPAYMENTS:

Advance	12.01
Deposits	12.02
Prepayments	12.03

1,605,952	907,024
25,745,659	16,606,677
9,123,352	8,175,366
36,474,963	25,689,067

12.01 Advances:

Advance Income Tax:

Opening Balance
 Add: During this period
 Adjusted with Non-Operating Income Tax Payable

-	-
343,131	53,000
(343,131)	(53,000)
-	-

	June 30, 2022 Taka	June 30, 2021 Taka
Advance to Others :		
Youth Garments Ltd.	130,000	-
Alanoor Electric Store	104,657	-
Bangladesh Corporation	33,200	-
Cool N Fresh International	86,200	-
M/S Shuvo Enterprise	450,000	-
Rabeya Nur Enterprise	41,400	-
S.T Corporation	21,600	-
United Corporate Advisory Services Ltd.	100,000	100,000
	967,057	100,000
Advance to Staffs:		
Mr. A.F.M Sarwar Jahan	113,247	128,903
Mr. Tarekul Islam	50,711	-
Others	474,937	678,121
	638,895	807,024
Total Advances :	1,605,952	907,024
12.02 Deposits :		
Central Depository Bangladesh Ltd.(CDBL)	500,000	500,000
Power Development Board (Hobigonj)	72,660	72,660
Bank Guarantee Margin - IBBL	12,438,144	12,178,017
Letter of Credit Margin - IBBL	12,434,855	3,556,000
Trust Filling Station	300,000	300,000
Total Deposits :	25,745,659	16,606,677
12.03 Pre-Payments:		
Pre-paid Insurance	7,900,722	7,613,481
Pre-paid Interest-Bai Murabaha TR Loan	726,474	202,191
Pre-paid Interest-Bai Murabaha MPI Loan	496,156	-
Pre-paid BG Commission	-	359,694
Total Prepayments :	9,123,352	8,175,366

Islami Bank Bangladesh Limited has issued Bank Guarantee on behalf of SPCL favoring Bangladesh Power Development Board (BPDB) & Jalalabad Gas Transmission and Distribution Company Limited (JGTDC) regarding Plant Operation & ensuring the bill payment. The Bank has kept a Margin of said Guarantee which will be continued up to 2023.

Ageing Status of Advance, Deposits & Prepayments

Less than One Year	36,474,963	25,689,067
More than One Year	-	-
	36,474,963	25,689,067

12a Consolidated Advance, Deposits and Prepayments:

Shahjibazar Power Company Limited	36,474,963	25,689,067
Petromax Refinery Limited	519,786,818	529,653,267
Less : Loan from Petromax Refinery Limited	(16,987)	-
	556,244,794	555,342,334

12b Consolidated Financial Assets at fair value through profit or loss

Shahjibazar Power Company Limited
 Petromax Refinery Limited

Financial Assets at fair value through profit or loss
Listed Equity Securities-Held for Trading

	June 30, 2022 Taka	June 30, 2021 Taka
	-	-
	15,363,084	22,585,096
	15,363,084	22,585,096
AB Bank Ltd.	1,312,500	1,787,500
Appollo Ispat Complex Limited.	344,999	313,275
BBS Cables Ltd.	1,960,577	2,190,412
Bashundhara Paper Mills Ltd. (BPML)	918,000	741,200
Bangladesh Steel Re-Rolling Mills Limited	-	3,533,926
The City Bank Ltd.	1,322,155	1,333,658
CVO Petrochemical Refinery Limited	1,320,302	567,416
Dhaka Electric Supply Company Limited	236,292	207,669
Dhaka Bank Ltd.	1,601,051	1,612,737
Eastland Insurance Company Ltd. (EASTLAND)	181,760	-
EXIM Bank Limited	1,117,250	1,168,500
NCC Bank Limited	374,400	727,560
One Bank Limited	-	1,575,000
Uttara Bank Ltd.	-	1,008,291
Far Chemicals Industries Ltd.	149,072	145,079
GPH Ispat Ltd.	-	448,202
Lafarge Holcim Bangladesh Limited	1,026,000	3,498,000
Lankabangla Finance Ltd. (LANKABAFIN)	1,966,500	-
Nurani Dyeing & Sweater Ltd. (NURANI)	135,762	176,902
Premier Leasing & Finance Ltd.	136,156	175,955
RAK Ceramics (Bangladesh) Limited	-	228,932
Ratanpur Steel Re-Rolling Mills Ltd. (RSRMSTEEL)	440,000	-
Union Capital Ltd.	578,809	611,884
United Finance Ltd. (UNITEDFIN)	241,500	-
Walton Hi-Tech Industries Ltd. (WALTONHIL)	-	533,000
	15,363,084	22,585,096

Changes in fair value of financial assets at fair value through profit or loss are recorded in Non-operating income and General and Administrative Expense.

13.00 CASH AND CASH EQUIVALENT:

Cash in Hand	113,879	85,104
Cash at Bank:	58,400,779	73,545,619
CD Account with Bank Asia Limited, IPO-USD	114,847	104,339
CD Account with Bank Asia Limited, IPO-GBP	36,412	37,722
CD Account with Bank Asia Limited, IPO-EURO	903	927
STD Account with Bank Asia Limited, IPO-Taka	11,299,302	16,051,595
CD Account with Islami Bank Bangladesh Ltd# 9396	9,490,938	38,284,826
CD Account with Islami Bank Bangladesh Ltd# 1250	6,714,019	5,646,515
CD Account with Islami Bank Bangladesh Ltd# 12506308	13,325	136,824
SND Account with Islami Bank Bangladesh Ltd# 49	29,188,761	11,265,033
SND Account with Islami Bank Bangladesh Ltd# 29413	1,411,493	1,885,875
CD A/C with Standard Chartered Bank # 53917701	4,600	4,600
CD A/C with Eastern Bank Ltd. # 1041060274350	126,179	127,364
	58,514,658	73,630,723

13a Consolidated Cash and Cash Equivalent

Shahjibazar Power Company Limited
Petromax Refinery Limited

June 30, 2022 Taka	June 30, 2021 Taka
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58,514,658	73,630,723
225,977,672	579,336,694
284,492,330	652,967,418

14.00 GOODS IN TRANSIT:

Parts of Plant & Machinery

110,158,175	106,095,004
110,158,175	106,095,004

14a Consolidated Goods in Transit

Shahjibazar Power Company Limited
Petromax Refinery Limited

110,158,175	106,095,004
985,970,570	69,080,307
1,096,128,745	175,175,311

15.00 SHARE CAPITAL:

Authorized :

500,000,000 shares @ Tk.10.00 each

5,000,000,000	5,000,000,000
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Issued, Subscribed and paid -up:

17,94,53,490 shares @ Tk.10.00 each

1,794,534,897	1,725,514,324
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Movement of Share Capital:

Opening Balance

1,725,514,324	1,691,680,710
---------------	---------------

Add: Bonus Share issued (4%)

69,020,572.96	33,833,614
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1,794,534,897	1,725,514,324
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Shareholding position was as follows:

Name of Shareholders	% of Shareholding 30-Jun-22	% of Shareholding 30-Jun-22
Mr. Rezakul Haider	15,427,046	8.60%
Mr. Anis Salahuddin Ahmad	15,990,860	8.91%
Mr. A.K.M.Badiul Alam	10,466,596	5.83%
Md. Samsuzzaman	20,379,896	11.36%
Ms. Shahida Alam	3,673,297	2.05%
Md. Akbor Haider	5,600,807	3.12%
Mr. Faridul Alam	10,243,619	5.71%
Mr. Rezina Alam	8,047,874	4.48%
Mr. Faisal Alam	11,052,178	6.16%
Mr. Asgor Haider	5,377,912	3.00%
Ms. Israt Azim Ahmad	5,600,807	3.12%
General Public	67,592,597	37.67%
	179,453,489	100%

				June 30, 2022 Taka	June 30, 2021 Taka
Classification of Shareholders by holding:					
Class by number of shares	Number of Shareholders		Percentage of Shareholding	Percentage of Shareholding	
	30-Jun-22	30-Jun-21	30-Jun-22	30-Jun-21	
Less than 500 Shares	6,151	4,357	52.88%	55.18%	
501 to 5,000 shares	4,134	2,581	35.54%	32.69%	
5,001 to 10,000 shares	630	403	5.42%	5.10%	
10,001 to 20,000 Shares	317	233	2.73%	2.95%	
20,001 to 30,000 Shares	123	88	1.06%	1.11%	
30,001 to 40,000 Shares	54	34	0.46%	0.43%	
40,001 to 50,000 Shares	31	33	0.27%	0.42%	
50,001 to 100,000 Shares	81	62	0.70%	0.79%	
100,001 to 1,000,000 Shares	93	82	0.80%	1.04%	
Over 1,000,000 Shares	18	23	0.15%	0.29%	
	11,632	7,896	100%	100%	

Name of the Directors and their Shareholding position:

Name of the Directors	No. of Shareholding	No. of Shareholding
	30-Jun-22	30-Jun-21
Mr. Rezakul Haider (Deceased)	15,427,046	14,833,699
Mr. Anis Salahuddin Ahmad	15,990,860	15,375,827
Mr. A.K.M.Badiul Alam	10,466,596	10,064,035
Md. Samsuzzaman	20,379,896	19,596,054
Mr. Akbor Haider	5,600,807	5,385,392
Mr. Faridul Alam	10,243,619	9,849,634
Mr. Faisal Alam	11,052,178	10,627,095
Mr. Asgar Haider	5,377,912	5,171,070
Total :	94,538,914	90,902,806

Note: Mr. Rezakul Haider was deceased on April 23, 2021. Upon application of his legal successors before the office of District Judge, Dhaka under case no.- 210/2022, the Court has issued succession certificate on April 20, 2022. Now, as per the succession certificate the share transmission process complying the relevant clause of Article of the Association (AoA) of the Company is currently underway for execution.

16.00 SHARE PREMIUM:

Opening Balance	914,920,000	914,920,000
	914,920,000	914,920,000

16a Consolidated Tax Holiday Reserve

Shahjibazar Power Company Limited	-	-
Petromax Refinery Limited	-	-
	-	-

17.00 RETAINED EARNING:

Opening Balance	2,041,583,706	1,624,271,632
Add: Net profit for this year	672,143,542	924,816,286
Less: 28% Cash Dividend	(483,144,010)	(473,670,598)
Less: 4% Stock Dividend	(69,020,570)	(33,833,614)
	2,161,562,668	2,041,583,706

17a Consolidated Retained Earning

	June 30, 2022 Taka	June 30, 2021 Taka
Opening Balance	3,924,323,134	2,389,525,333
Net Profit for the period	772,487,588	1,127,364,676
Bonus Share/Stock Dividend	(69,020,570)	(33,833,614)
Cash Dividend Paid	(483,144,010)	(473,670,598)
Transfer to Tax Holiday Reserve	-	914,937,337
	4,144,646,142	3,924,323,134

18.00 LONG TERM LOAN - NET OF CURRENT MATURITY

Islami Bank Bangladesh Limited	555,180,914	461,154,225
	555,180,914	461,154,225

Facility arrangement for bank overdraft, short term bank loan and long term loan, working capital loan and bank guarantee.

Name of the Bank	Working Capital Loan	Short Term Facilities Limit	Long Term Loan Limit	Bank Guarantee
Islami Bank Bangladesh Ltd.	350.00	402.49	912.00	936.70
Total	350.00	402.49	912.00	936.70

Islami Bank Bangladesh Limited

Name of the facility:	HPSM (Project)
Purpose of Loan:	To import equipment/accessories for the existing power plant.
Mode of Repayment:	Monthly installment
Security:	Proportionate ownership of the proposed machinery of the project to be procured valued Tk. 234.37 million shall be retained in the Bank's name by creating hypothecation till full adjustment of Bank's dues.
Collaterals:	Registered Mortgage/further charge with registered irrevocable power of attorney from the mortgagors in Bank's favor including the clause "Bank can sell the property as per section-12 of Artho Rin Adalat Ain-2003 without the intervention of court in case of default to pay bank's dues within due date by the client. 432.00 decimal project land and building (Total area: 62,360 sft), 199.00 decimal project land and building (Total area: 24,200 sft) & Machineries and vehicles as per Balance sheet.
Name of facility	Working Capital

18a Consolidated Long Term Loan- Net of Current Maturity

Shahjibazar Power Company Limited	555,180,914	461,154,225
Petromax Refinery Limited	-	-
	555,180,914	461,154,225

19.00 DEFERRED TAX LIABILITIES:

Investment in associates carrying value	1,488,561,393	1,310,281,236
Investment in associates tax base	49,000,000	49,000,000
Taxable temporary Difference	1,439,561,393	1,261,281,236
Deferred tax liabilities at 20%	287,912,279	252,256,247

	June 30, 2022 Taka	June 30, 2021 Taka
19a Consolidated Deferred Tax Liabilities		
Shahjibazar Power Company Limited	287,912,279	252,256,247
Petromax Refinery Limited	460	(690)
	287,912,739	252,255,557
20.00 L/C LIABILITIES:		
Liabilities for Letter of Credit	362,592,360	539,623,425
	362,592,360	539,623,425
20a Consolidated LC Liabilities		
Shahjibazar Power Company Limited	362,592,360	539,623,425
Petromax Refinery Limited	916,115,714	3,635,040
	1,278,708,074	543,258,465
21.00 SHORT TERM LOAN:		
Bai Murabaha TR- IBBL	71,237,566	21,401,096
Bai Murabaha MPI- IBBL	5,896,332	-
	77,133,898	21,401,096
21a Consolidated Short Term Loan		
Shahjibazar Power Company Limited	77,133,898	21,401,096
Petromax Refinery Limited	1,387,094,935	2,383,549,072
Less: Intercompany Loan	-	-
	1,464,228,833	2,404,950,168
22.00 IPO APPLICATION AMOUNT:	1,173,818	6,084,318

This amount represents the balance amount of IPO proceeds collected through applications from general public. The company submitted the Return of Allotment to the Registrar of Joint Stock Companies on July 06, 2014 for allotment of 126,80,000 shares of Tk. 10 per share which was approved by RJSC on September 22, 2014. On that day an amount of Tk. 19,02,00,000 was also credited to Share Premium Account. The balance amount are the refund amount of the un-successful applicant of IPO.

22a Consolidated IPO Application Amount

Shahjibazar Power Company Limited	1,173,818	6,084,318
Petromax Refinery Limited	-	-
	1,173,818	6,084,318

According to the instruction of BSEC Shahjibazar Power Co. Ltd. has transferred Tk. 4,910,500.00 from Unclaimed IPO fund to the Capital Market Stabilization Fund subsequent to the year end.

23.00 LONG TERM LOAN - CURRENT MATURITY:

Islami Bank Bangladesh Limited	291,019,392	214,538,232
	291,019,392	214,538,232

This represents the current portion of Long Term Loan payable within one year from the Financial Position date.

	June 30, 2022 Taka	June 30, 2021 Taka
23a Consolidated Long Term Loan- Current Maturity		
Shahjibazar Power Company Limited	291,019,392	214,538,232
Petromax Refinery Limited	-	-
	291,019,392	214,538,232
24.00 SUNDRY CREDITORS:		
Aamra Networks	-	5,000
Square Pharmaceuticals Ltd.	-	10,200
Paramount insurance Company Limited.	22,157	22,157
CDZ Global Logistics Limited	-	652,344
Provision for Termination Benefits	10,000,000	-
Horizon Media and Publication Limited	-	5,000
Smart Printing Solutions Ltd.	-	10,289
Provision for WPPF	33,094,964	34,271,053
Payable for Current Tax	129,565,812	150,779,922
24.01	172,682,932	185,755,965
24.01 Payable for Current Tax		
Tax on Operating Income	108,824,014	135,515,995
Previous year Tax Payable	150,779,922	193,806,361
Tax on Non-operating income	1,955,840	(1,546,257)
Tax on Dividend Income	21,600,000	18,000,000
Tax on Cash Dividend Payable	64,117,373	56,673,314
Total Payable	347,277,149	402,449,413
Tax paid during this period	(217,368,207)	(251,616,491)
	129,908,942	150,832,922
TDS adjustment	(343,131)	(53,000)
	129,565,812	150,779,922
24a Consolidated Sundry Creditors		
Shahjibazar Power Company Limited	172,682,932	185,755,965
Petromax Refinery Limited	28,660,485	60,127,510
	201,343,417	245,883,475
25.00 LIABILITIES FOR EXPENSES:		
Salary & Allowance	4,768,918	4,228,183
Directors Remuneration	500,000	500,000
Audit Fees	759,000	759,000
Car Allowances	-	94,125
Office Rent	1,373,216	393,750
Electricity Bill	78,259	98,219
	7,479,393	6,073,277

	June 30, 2022 Taka	June 30, 2021 Taka
25a Consolidated Liabilities for Expenses		
Shahjibazar Power Company Limited	7,479,393	6,073,277
Petromax Refinery Limited	17,878,429	18,984,828
	25,357,822	25,058,105
25b Dividend Payable		
Dividend Payable	9,173,446	10,004,512
	9,173,446	10,004,512
Subsequent to the year end maximum portion of unclaimed dividend has been claimed and disbursed accordingly. According to the instruction of BSEC Shahjibazar Power Co. Ltd. has transferred Tk. 36,81,822.34 from Unclaimed Dividend to the Capital Market Stabilization Fund subsequent to the year end.		
26.00 TRADE PAYABLE:		
Manikgoanj Engineering	1,439,904	-
Pulse Engineering Ltd.	67,050	-
Angelic Accessories	-	7,300
Aqua Care Trading	-	225,000
Standard Essential Company Limited	-	5,144,375
Clarke Energy Bangladesh Limited	-	7,478,592
MJL Bangladesh Limited	5,639,436	5,144,375
Dglobal Digital Mart Ltd.	-	8,750
Jalalabad Gas Transmission and Distribution Systems Ltd.	134,780,973	124,972,883
Bearing Sales Corporation	-	10,400
Delcot Ltd.	-	85,500
New Mizan Electric	-	44,702
Petromax Refinery Limited	16,987	-
Others	536	1,521
	141,944,886	143,123,398
26a Consolidated Trade Payable		
Shahjibazar Power Company Limited	141,944,886	143,123,398
Petromax Refinery Limited	6,187,453	4,824,234
Less: Inter-Company	(16,987)	
	148,115,352	147,947,632
26b Net Asset Value Per Share (Consolidated)		
Net Asset Value	6,854,101,039	6,564,757,458
Number of share	179,453,490	179,453,490
Net Asset Value Per Share	38.19	36.58
26bb Net Asset Value Per Share		
Net Asset Value	4,871,017,565	4,682,018,030
Number of share	179,453,490	179,453,490
Net Asset Value Per Share	27.14	26.09

		2021-2022 Taka	2020-2021 Taka
27.00 REVENUE			
Sales		2,235,240,468	2,146,709,561
		2,235,240,468	2,146,709,561
27a Consolidated Revenue			
Shahjibazar Power Company Limited		2,235,240,468	2,146,709,561
Petromax Refinery Limited		5,013,777,928	7,006,238,072
		7,249,018,396	9,152,947,633
28.00 COST OF SALES:			
Raw Material Consumed	28.01	895,583,181	825,733,086
Factory Overhead	28.02	551,150,211	528,474,614
		1,446,733,392	1,354,207,700
28.01 Raw Material Consumed			
Opening Stock		317,082,743	290,966,565
Purchase During the Year		867,505,978	851,849,264
Closing Stock as on 30th June-2022		(289,005,540)	(317,082,743)
		895,583,181	825,733,086
28.02 Factory Overhead			
Salary & Allowance		45,206,841	43,795,440
Overtime		605,067	734,904
Festival Bonus		4,460,170	4,387,199
Plant & Machinery maintenance		12,147,728	15,541,970
Fuel & Lubricants for car		1,181,042	1,204,241
Diesel for Generator		107,000	104,000
Depreciation		487,442,363	462,706,860
		551,150,211	528,474,614
28a Consolidated Cost of Sales			
Shahjibazar Power Company Limited		1,446,733,392	1,354,207,700
Petromax Refinery Limited		4,496,957,185	6,215,038,667
		5,943,690,577	7,569,246,367
29.00 GENERAL & ADMINISTRATIVE EXPENSES:			
Salary & Allowance		19,345,448	18,907,185
Audit Fee		759,000	759,000
Advertisement & Publicity		2,300,504	2,300,685
Secretarial Expenses		2,368,652	2,760,188
BG Commission		4,020,464	7,201,624
Credit Rating Expenses		146,425	120,551
Carrying Inwards/C&F Charges		1,273,796	1,591,188
Gift, Donation & Subscription		621,000	4,319,715
Utility Bill		1,251,866	1,261,569
Entertainment		2,706,353	1,748,196
Insurance Premium		9,965,077	9,265,306
Legal & Professional Fees		-	107,200
Directors Remuneration	29.01	6,000,000	6,000,000
Provision for Termination Benefits		10,000,000	-
Office Maintenance		3,162,715	3,394,537
Printing, Stationary & Supplies		938,244	835,891
Registration & Renewals		2,179,222	580,743
Traveling & Conveyances		1,725,754	1,641,085
Training & Workshop		-	12,500
Civil Works Maintenance		1,647,167	1,987,319
Exchange Loss		18,223,116	-
Depreciation Expenses		1,002,673	4,607,322
		89,637,476	69,401,804

		2021-2022 Taka	2020-2021 Taka
29.01 Discloser as per requirement of Schedule XI, Part II, Para 4			
Name	Designation	June-2022	June-2021
Faridul Alam	Managing Director	6,000,000	6,000,000
Total		6,000,000	6,000,000
Note: Other directors are not entitled to receive remuneration and other facilities for their directorship.			
29a Consolidated General & Administrative Expenses			
Shahjibazar Power Company Limited		89,637,476	69,401,804
Petromax Refinery Limited		81,060,175	94,478,944
		170,697,651	163,880,748
30.00 FINANCIAL EXPENSES			
Interest on Loan - Islami Bank Bangladesh Ltd.		110,682,209	74,813,057
Interest on Loan - Eastern Bank Ltd.		-	(38,052)
Bank Charges & Commission		8,159,643	7,556,553
Charge for Delay Payment		2,812,714	4,204,135
		121,654,566	86,535,693
30a Consolidated Financial Expenses			
Shahjibazar Power Company Limited		121,654,566	86,535,693
Petromax Refinery Limited		141,893,748	271,601,425
		263,548,314	358,137,119
31.00 NON-OPERATING INCOME:			
Income from Bank Interest		2,006,974	1,284,492
Wastage Sale		2,147,517	367,330
Foreign Exchange Gain		32,975	5,194
Interest on Mudaraba Term Deposit		5,591,734	3,536,840
Foreign Exchange Loss		-	(12,471,107)
Gain on sale of vehicle		-	405,000
Income from Dividend- Subsidiaries		108,000,000	90,000,000
		117,779,200	83,127,749
Non-Operating income increased due to receiving of Dividend from Subsidiary Company.			
31a Consolidated Non-operating Income			
Shahjibazar Power Company Limited		117,779,200	83,127,749
Petromax Refinery Limited		40,434,758	53,911,075
Less: Inter-company Dividend		(108,000,000)	(90,000,000)
		50,213,958	47,038,823
32.00 SHARE OF PROFIT FROM ASSOCIATE:			
Net Profit of Associate company		363,837,056	998,380,014
Percentage of share holding		49%	49%
Share of profit from Associate		178,280,157	489,206,207
Profit of Midland East Power Limited		228,409,293	984,622,367

	2021-2022 Taka	2020-2021 Taka
SHAREHOLDING PERCENTAGE OF MEPL:		
Midland Power Co. Limited	88.24%	88.24%
Shahjibazar Power Co. Limited	11.66%	11.66%
Faridul Alam	0.10%	0.10%
	100.00%	100.00%
MPCL's profit from MEPL	201,538,082	868,786,469
Profit of Midland Power Co. Limited	162,298,974	129,593,546
	363,837,056	998,380,014
32a Consolidated Share of Profit from Associate:		
Shahjibazar Power Company Limited	178,280,157	489,206,207
Petromax Refinery Limited	-	-
	178,280,157	489,206,207
33.00 WPPF IS BASED ON NET PROFIT BEFORE TAX @ 5%	33,094,964	34,271,053
	33,094,964	34,271,053
33a Consolidated Workers' Profit Participant Fund:		
Shahjibazar Power Company Limited	33,094,964	34,271,053
Petromax Refinery Limited	15,919,123	22,810,958
	49,014,086	57,082,011
In accordance with Bangladesh Labor Act 2006 as amended in 2013, the company has made a provision for Workers Profit Participation Fund @ 5% of Profit Before Tax.		
34.00 INCOME TAX EXPENSES:		
<u>Current Tax</u>		
Tax on Operating Income @ 20%	108,824,014	135,515,995
Tax on Non-Operating Income @ 20%	1,955,840	(1,546,257)
Tax on Dividend Received @ 20%	21,600,000	18,000,000
	132,379,854	151,969,738
In accordance with the provision of Income Tax Ordinance 1984 under section 52N, Bangladesh Power Development Board is deducting tax at source @ 6% on invoice value.		
<u>Deferred Tax</u>		
Deferred Tax on the Profit from Associate accounted for using Equity Method	35,656,032	97,841,241
	35,656,032	97,841,241
Deferred tax has been recognized on Share of Profit of Associate accounted for using Equity Method for the earlier period for better presentation.		
34a Consolidated Income Tax Expense		
Shahjibazar Power Company Limited	132,379,854	151,969,738
Petromax Refinery Limited	86,889,071	131,165,386
	219,268,925	283,135,124

	2021-2022 Taka	2020-2021 Taka
35.00 EARNING PER SHARE (EPS)		
Net Profit After Tax	672,143,542	924,816,286
Number of share	179,453,490	179,453,490
Earnings Per Share	3.75	5.15
35a Consolidated Basic Earning Per Share (EPS)		
Profit/(Loss) attributable to equity holder of the parent	772,487,588	1,127,364,676
Number of share	179,453,490	179,453,490
Earnings Per Share	4.30	6.28

The underlying reasons for that significant deviation can be attributed to fall in profits of subsidiary and associate companies. The 90% subsidiary of refinery business was operated under capacity due to lower availability of Natural Gas Condensate (NGC) from the government. Moreover, the associate business of 150 MW HFO fired power plant had several HFO import consignments booked at the USD exchange rate of BDT 84-87 as of March 2022. Whereas the foreign exchange market turbulence has started thereof and in the next immediate quarter from April-June 2022, those import consignments matured for payment and USD rate was by the time hits as high as upto BDT 110 per USD causing a huge currency exchange loss reflected in the profitability of this power generation business.

36.00 CAPACITY AND UTILIZATION:

Disclosure as per Schedule XI, Part II, Para 7 of the Companies Act 1994.

	30-Jun-22	30-Jun-21
License Capacity (Unit - Kw)	753,360,000	753,360,000
Actual Utilized (Unit - Kw)	619,934,136	605,484,672
Capacity Utilize (Unit - Kw)	82%	80%

During the period license capacity and Actual capacity considered for 365 days / 12 (Twelve) months.

37.00 CONTINGENT LIABILITIES:

The Company has also Contingent Liabilities of an amount Tk. 42,45,99,982/- which was issued by Shahjibazar Power Company Limited infavour of BPDB, Commissioner of Customs, Chittagong and Jalalabad Gas Transmission & Distribution Systems Ltd, The Chief Controller of Import and Export, The Commissioner of Customs, Benapole. These contingent liabilities created due to released of capital goods from customs authority, guarantee of power sell and gas bill List of contingent liabilities are as follows:

2021-2022
Taka

2020-2021
Taka

BG Issued	Beneficiary Name	B.G No	Guarantee Value
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/51	1,897,479
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/57	839,273
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/60	127,431
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/58	648,848
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/61	509,724
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/71	4,247,697
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/75	118,935
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/80	1,136,259
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/81	4,247,696
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/82	4,183,981
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/85	95,572
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/86	1,018,152
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/87	4,183,981
Islami Bank Bangladesh Ltd.	Jalalabad Gas Transm. & Dist. Co. Ltd.	BG/08/91	139,816,591
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/94	4,041,046
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/97	4,041,046
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/98	826,644
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/100	8,082,049
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/101	9,135,058
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/105	8,750,934
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/107	45,875
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/109	8,664,228
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/08/110	420,564
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/09/02	35,043
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/09/03	8,407,253
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/09/10	10,619
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/09/13	467,247
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG/09/16	20,389
Islami Bank Bangladesh Ltd.	Bangladesh Power Development Board	BG/09/25	91,500,000
Islami Bank Bangladesh Ltd.	Jalalabad Gas Transm. & Dist. Co. Ltd.	Gas Purchase	11,249,611
Islami Bank Bangladesh Ltd.	Jalalabad Gas Transm. & Dist. Co. Ltd.	Gas Purchase	18,213,655
Islami Bank Bangladesh Ltd.	The Chief Controller of Import & Exports	Export-Qum-Import Permission	3,404,350
Islami Bank Bangladesh Ltd.	The Chief Controller of Import & Exports	Export-Qum-Import Permission	3,407,400
Islami Bank Bangladesh Ltd.	Rupali Insurance Co. Ltd.	Insurance Payment	1,500,000
Islami Bank Bangladesh Ltd.	Asua Pacific General Insurance Co. Ltd.	Insurance Payment	300,000
Islami Bank Bangladesh Ltd.	Jalalabad Gas Transm. & Dist. Co. Ltd.	Gas Purchase	69,104,752
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG for Repairing Works	696,000
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG for Repairing Works	2,994,600
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG for Repairing Works	5,490,000
Islami Bank Bangladesh Ltd.	Commissioner of Customs, Ctg.	BG for Repairing Works	720,000
Grand Total			424,599,982

38.00 CAPITAL EXPENDITURE COMMITMENT:

No capital expenditure contracted or incurred provided for as at 30th June, 2022.

There was no material capital expenditure authorized by the Board or contracted for as at 30th June, 2022.

39.00 CLAIM ACKNOWLEDGEMENT:

There was no claim against the Company not acknowledged as debt as on June 30, 2022.

40.00 EVENTS AFTER THE REPORTING PERIOD:

The Board of Directors at the Board Meeting held on 27th October 2022, has recommended to the shareholders a cash dividend @ 16%Cash i.e. Tk. 1.60 per share (amounting to Tk. 151,262,262.40) and stock dividend @4%. This will be considered for approval by the shareholders at the 15th Annual General Meeting (AGM) to be held on 29 January 2023.

The financial statements for the year ended 30 June 2022 do not include the effect of these dividends which will be counted for the period when shareholder's right to received payment is established. These are no other events identified after the date of the statement of financial position which require adjustment or disclosure in the accompanying financial statements.

41.00 Name of Auditors of Group Companies

SL	Name of the Company	Status	Name of Auditor
1	Petromax Refinery Limited	Subsidiary	Aziz Halim Khair Choudhury
2	Midland Power Co. Ltd.	Associate	Aziz Halim Khair Choudhury
3	Midland East Power Limited	Equity Investment	Aziz Halim Khair Choudhury

42.00 NUMBER OF EMPLOYEES:

	30-Jun-22	30-Jun-21
Head Office Staff	25	23
Plant Staff/Employees	97	98
Total	122	121

SHAHJIBAZAR POWER COMPANY LIMITED
SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED JUNE 30, 2022

Note-43

SL No.	Particulars	Cost			Rate %	Depreciation				Written Down Value as on 30.06.2022
		Balance as on 01.07.2021	Addition during this year	Disposal/ Impairment during the year		Balance as on 30.06.2022	Adjustment during the year	Charged During the year	Balance as on 30.06.2022	
01	Land & Land Development	149,587,065	-	-	0.0%	149,587,065	-	-	-	149,587,065
02	Building & Construction	374,855,803	-	-	7.0%	374,855,803	-	26,239,906	342,301,316	32,554,487
03	Plant & Machineries	5,591,285,361	237,545,955	-	6.0%	5,828,831,316	-	460,770,230	3,572,775,629	2,256,055,687
04	Mechanical & Electrical Goods	4,322,263	-	-	10.0%	4,322,263	-	432,226	2,442,673	1,879,590
05	Office Equipment	4,630,250	-	-	15.0%	4,630,250	-	-	4,630,250	-
06	Computer & Computer Equipment	3,039,570	158,500	-	20.0%	3,198,070	-	158,500	3,198,070	(0)
07	Water Treatment Plant	4,264,500	-	-	15.0%	4,264,500	-	-	4,264,500	-
08	Furniture & Fixture	8,425,062	25,000	-	10.0%	8,450,062	-	844,173	6,858,737	1,591,325
09	Vehicles	22,378,250	-	-	20.0%	22,378,250	-	-	22,378,250	-
	June-2022	6,162,788,125	237,729,455	-		6,400,517,580	-	488,445,036	3,958,849,426	2,441,668,154
	June-2021	5,905,867,320	258,220,805	1,300,000		6,162,788,125	1,300,000	467,314,182	3,470,404,390	2,692,383,735

Allocation Current Year Depreciation:

Cost of Goods Sold Portion:

Building & Construction	Taka
Plant & Machineries	26,239,906
Mechanical & Electrical Goods	460,770,230
Water Treatment Plant	432,226
Total	487,442,363

Note: 28

General & Admin. Portion:

Office Equipment	-
Computer & Computer Equipment	158,500
Furniture & Fixture	844,173
Vehicles	-
Total	1,002,673
Grand Total :	488,445,036

Note: 29

SHAHJIBAZAR POWER COMPANY LIMITED
CONSOLIDATED SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED JUNE 30, 2022

Note-44

	Particulars	Cost				Depreciation				Written Down Value as on 30.06.2022	
		Balance as on 01.07.2021	Addition during the year	Disposal during the year	Balance as on 30.06.22	Rate %	Balance as on 01.07.2021	Adjustment during the year	Charged During the year		Balance as on 30.06.2022
1	Land & Land Development	213,954,497	-	-	213,954,497	0.0%	-	-	-	-	213,954,497
2	Building & Construction	907,016,401	-	-	907,016,401	7.0%	520,522,663	-	48,583,707	569,106,370	337,910,031
3	Plant & Machineries	8,413,945,781	237,545,955	-	8,651,491,736	6.0%	4,139,041,097	-	566,083,035	4,705,124,132	3,946,367,604
4	Mechanical & Electrical Goods	4,322,263	-	-	4,322,263	10.0%	2,010,446	-	432,226	2,442,672	1,879,591
5	Office/factory Equipment	25,247,850	-	-	25,247,850	15.0%	10,959,854	-	1,534,998	12,494,852	12,752,998
6	Computer & Computer Equipments	5,561,183	270,000	-	5,831,183	20.0%	4,280,461	-	348,276	4,628,737	1,202,446
7	Water Treatment Plant	8,647,145	-	-	8,647,145	15.0%	7,180,957	-	207,864	7,388,821	1,258,324
8	Furniture & Fixture	16,150,410	25,000	-	16,175,410	10.0%	11,819,374	-	1,298,620	13,117,995	3,057,416
9	Vehicles	59,962,165	-	-	59,962,165	20.0%	42,814,571	-	3,180,772	45,995,343	13,966,822
10	Electric Installation	35,794,236	-	-	35,794,236	15.0%	24,023,281	-	1,668,785	25,692,066	10,102,170
11	Fire Extinguisher/Equipments	2,405,810	-	-	2,405,810	15.0%	942,189	-	207,500	1,149,689	1,256,121
12	Lab Equipments	2,791,179	-	-	2,791,179	15.0%	1,789,298	-	142,038	1,931,336	859,843
13	Refrigerator	97,708	-	-	97,708	15.0%	25,881	-	10,183	36,064	61,644
14	Air Conditioner	6,626,490	-	-	6,626,490	15.0%	3,956,718	-	378,498	4,335,216	2,291,274
15	Jetty	9,047,777	-	-	9,047,777	15.0%	6,029,347	-	427,927	6,457,274	2,590,503
16	Cylindrical Vertical Steel Tank	111,594,038	-	-	111,594,038	15.0%	74,902,606	-	5,201,798	80,104,404	31,489,634
17	Generator	20,300,278	-	-	20,300,278	15.0%	13,831,697	-	917,060	14,748,757	5,551,521
18	Ship	355,753,863	-	-	355,753,863	20.0%	231,067,257	-	23,128,586	254,195,843	101,558,020
19	Helicopter	90,285,623	-	-	90,285,623	10.0%	33,043,505	-	5,513,109	38,556,614	51,729,009
20	Solar Power System	560,000	-	-	560,000	15.0%	382,358	-	25,185	407,543	152,457
21	Telephone Installation	1,801,788	-	-	1,801,788	15.0%	1,096,122	-	100,043	1,196,165	605,623
22	Water Line Installation	326,395	-	-	326,395	15.0%	222,855	-	14,679	237,534	88,861
	June 30, 2022	10,292,192,880	237,840,956	-	10,530,033,836		5,129,942,539	-	659,404,890	5,789,347,428	4,740,686,408
	June 30, 2021	10,032,407,685	259,785,195	-	10,292,192,880		4,474,795,350	-	655,147,189	5,129,942,539	5,162,250,341

Note-45: Related Party Disclosure

During the year under review, the Company carried out a number of transactions with related parties in the normal course of business. The name of related parties, nature of these transactions and their value have been set out below in accordance with the provision of IAS 24 "Related Party Disclosure"

Name of the Related Party	Nature of Relationship	Nature of Transaction	Balance as at July 01, 2021	Addition during the period	Adjustment during the period	Balance as at June 30, 2022	Nature of Balance
Comfit Composite Knit Ltd.	Common Directorship	Intercompany Transaction	-	111,130	111,130	-	
Petromax Refinery Limited	Parent - Subsidiary	Intercompany Transaction	-	1,770,000	1,770,000	-	-
Youth Garments Limited	Common Directorship	Intercompany Transaction	-	132,000	2,000	130,000	Debit
Midland Power Co. Ltd.	Associate Company	Investment	431,200,000	-	-	431,200,000	Debit
Midland East Power Limited	Common Directorship	Investment	-	243,000,000	243,000,000	-	-
Islamic Finance & Inv. Ltd.	Common Directorship	MTDR	100,000,000	34,605,275	134,605,275	(0)	-
Faridul Alam	Managing Director	Remuneration	500,000	6,000,000	6,000,000	500,000	Credit
Yasasin Ahmed	Company Secretary	Salaries and other benefit	79,695	956,340	956,340	79,695	Credit
Saiful Islam	Head of Internal Audit	Salaries and other benefit	29,255	263,295	292,550	-	-

Key Management Personnel Compensation:

Particulars	Transaction During the period ended	
	30 June, 2022	30 June, 2021
Salary & Allowances	24,904,584	23,704,584
Total =	24,904,584	23,704,584

The company's key management personnel includes the company's Managing Director, Executive Director, Chief Operating Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit etc

Note - 46

Financial risk management

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The company has exposure to the following risks from its use of financial instruments.

- Credit risk
- Liquidity risk
- Market risk

Credit risk

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It mainly comprises of accounts/trade receivables, advances to suppliers and trade deposits. The Company's maximum exposure to credit risk at the reporting date is accounts receivables which is also secured by agreement with Bangladesh Power Development Board (BPDB) and Bangladesh Petroleum Corporation (BPC).

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	30-Jun-22	30-Jun-21
	Taka	Taka
Accounts Receivable	1,288,324,597	1,108,874,086
Advance, Deposit & Prepayments	556,244,794	555,342,334
Other Receivable	50,332	73,328
	1,844,619,722	1,664,289,748

Ageing of Receivables

Accounts receivable were aged as below:

Less than six months	644,162,298	529,410,059
More than six months	-	-
	644,162,298	529,410,059

Impairment losses

The accounts receivables are secured by agreement with Bangladesh Power Development Board (BPDB) and Bangladesh Petroleum Corporation (BPC). According to the company, recognition of any impairment losses were not necessary as they were fully collectible. Subsequent to year end the collectibles were realised duly.

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity (cash and cash equivalents) is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

The contractual maturities of financial liabilities of the Group are as follows:

Particulars	Carrying amount	Cash flows	Up to 1 year	Above 1 Year
As at 30 June 2022	Taka	Taka	Taka	Taka
Short Term interest bearing loans	1,464,228,833	1,464,228,833	1,464,228,833	-
Long Term interest bearing loans	846,200,306	846,200,306	291,019,392	555,180,914
Trade creditors/Payable	148,115,352	148,115,352	148,115,352	-
Sundry creditors	201,343,417	201,343,417	201,343,417	-
L/C Liabilities	1,278,708,074	1,278,708,074	1,278,708,074	-
Other liabilities	25,357,822	25,357,822	25,357,822	-
	<u>3,963,953,803</u>	<u>3,963,953,803</u>	<u>3,408,772,889</u>	<u>555,180,914</u>
As at 30 June 2021				
Short Term interest bearing loans	2,404,950,168	2,404,950,168	2,404,950,168	-
Long Term Interest bearing loans	675,692,457	675,692,457	47,584,863	628,107,594
Trade creditors/Payable	147,947,632	147,947,632	147,947,632	-
Sundry creditors	245,883,475	245,883,475	245,883,475	-
L/C Liabilities	543,258,465	543,258,465	543,258,465	-
Other liabilities	25,058,105	25,058,105	25,058,105	-
	<u>4,042,790,301</u>	<u>4,042,790,301</u>	<u>3,414,682,707</u>	<u>628,107,594</u>

Currency risk/foreign exchange rate risk

The Company's exposure to foreign currency risk at June 30, 2022 are as follows:

	30-Jun-22	30-Jun-21
	Taka	Taka
Deferred L/C for Import of Spare Parts (USD)	-	-
Deferred L/C for Import of Spare Parts (EURO)	3,564,612.26	5,270,771.95
Bank Balance/IPO Fund (USD)	1,228.97	1,228.97
Bank Balance/IPO Fund (EURO)	9.00	9.00
Bank Balance/IPO Fund (GBP)	312.90	312.90

Interest rate risk

		30-Jun-22	30-Jun-21
	Rate of Interest	Taka	Taka
Fixed Rate instruments			
Financial Assets	5%-9.50%	1,572,816,927	430,825,412
Financial Liabilities	9.00%-11.50%	2,310,429,139	3,563,288,765

Variable Rate instruments

Financial Assets
 Financial Liabilities

Note-47: Reporting under BSEC Notification of Financial Reporting and Disclosure dated 20 June 2018.

SHAHJIBAZAR POWER COMPANY LIMITED
STATEMENT OF CASH FLOWS
 FOR THE YEAR ENDED JUNE 30, 2022

	JUNE 30, 2022 Taka	JUNE 30, 2021 Taka
A CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	672,143,542	924,816,286
Adjustments to reconcile net income to net cash provided by operating activities		
(+) Depreciation	488,445,036	467,314,182
(+) Gain from Disposal of FA	-	(405,000)
(+) Decrease in Inventory	28,077,203	(26,116,187)
(-) Increase in Accounts Receivable	(455,214,351)	79,631,216
(+) Decrease in Other Receivable	22,996	282,646
(-) Increase in Prepaid Expenses	(10,785,896)	15,878,192
(-) Increase in Goods In Transit	(4,063,171)	29,692,425
(-) Decrease in Sundry Creditors	(13,073,033)	(80,358,386)
(-) Decrease in Trade Payable	(1,178,512)	(75,715,333)
(+) Increase in Liabilities for Expenses	1,406,116	618,350
(-) Increase in Investment in equity Methods	(178,280,157)	(489,206,207)
(+) Provision for Deferred Tax	35,656,032	97,841,241
Net Cash flows from operating activities	563,155,807	944,273,425
B Number of Share for Calculation of NOCFPS	179,453,490	179,453,490
Net Operating Cash Flow Per Share (NOCFPS) [A/B]	3.14	5.26

Note-48: Reporting under BSEC Notification of Financial Reporting and Disclosure dated 20 June 2018.

SHAHJIBAZAR POWER COMPANY LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30,2022

	JUNE 30, 2022 Taka	JUNE 30, 2021 Taka
A CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	795,636,927	1,159,870,053
Adjustments to reconcile net income to net cash provided by operating activities		
(+) Depreciation	659,404,889	655,147,189
(-) Gain from Disposal of FA	-	(405,000)
(+) Amortization of Intangible Assets	139,652	139,652
(+) Decrease in Inventory	149,141,240	368,592,205
(-) Increase in Accounts Receivable	(179,450,511)	562,684,243
(+) Decrease in Other Receivable	22,996	282,646
(+) Decrease in Prepaid Expenses	(902,460)	(4,960,625)
(-) Increase in Goods In Transit	(920,953,434)	12,960,349
(-) Decrease in Sundry Creditors	(44,540,058)	(80,853,395)
(-) Decrease in Other payable	-	50,213,426
(+) Increase in Trade Payable	167,720	(75,715,333)
(+) Increase in L/C Liabilities	912,480,674	3,635,040
(+) Increase in Liabilities for Expenses	299,717	5,454,771
(-) Increase in Investment in equity Methods	(178,280,157)	(489,206,208)
(+) Exchange Gain or Loss	-	-
(+) Provision for Deferred Tax	35,657,182	97,840,551
Net Cash flows from operating activities	1,228,824,377	2,265,679,564
B		
Number of Share for Calculation of NOCFPS	179,453,490	179,453,490
Net Operating Cash Flow per Share (NOCFPS) [A/B]	6.85	12.63

Reporting under Company Act 1994, section 186(6)

Note: 49

Investment in Subsidiary	Amount in BDT						
Share of net assets	Current Assets	Non-current Assets	Total Assets	Current Liabilities	Non-current Liabilities	Total Liabilities	Net Assets
<u>30 June 2022</u>							
Petromax Refinery Limited	2,759,064,620	2,781,105,703	5,540,170,323	2,355,937,015	460	2,355,937,475	3,184,232,848
<u>30 June 2021</u>							
Petromax Refinery Limited	2,609,449,719	2,934,410,428	5,543,860,147	2,471,120,684	-	2,471,120,684	3,072,739,463
Share of Net Profit & Loss	Reporting Date	Nature of Investment Controlling Power	Income	Expenses	Tax Expenses	Profit After tax	Share of Profit
<u>30 June 2022</u>							
Petromax Refinery Limited	26-October-2022	Subsidiary	5,054,212,686	4,735,830,231	86,889,071	231,493,385	208,344,046
<u>30 June 2021</u>							
Petromax Refinery Limited	27-October-2021	Subsidiary	7,060,149,147	6,603,929,994	131,165,386	325,053,767	292,548,390

SHAHJIBAZAR POWER COMPANY LIMITED

CORPORATE OBJECTIVES, VALUES & STRUCTURE
THE MANAGEMENT & REPORTING
COMPLIANCES AND DISCLOSURES
FINANCIAL STATEMENTS
DIRECTORS' REPORTS AND FINANCIAL STATEMENTS OF SUBSIDIARY

DIRECTORS
REPORTS
AND
FINANCIAL
STATEMENTS
OF
SUBSIDIARY

COMPANY INTRODUCTION

Petromax Refinery Ltd (PRL) erstwhile Mongla Oil Mills registered under Company Act 1994 Registration No- C – 58744 is a fractionation facility of Hydrocarbon to refine and produce different grades of gasoline. The Plant is situated at the embankment of Poshur River Mongla Industrial Area, Khulna. The facility consists of Condensate Fractionation Unit (CFU), Naphtha Hydro Treating Unit (NHTU) and a Catalytic Reforming Unit (CRU). The only customer of the company is Bangladesh Petroleum Corporation (BPC).

Partnering with some world class energy companies, Petromax has sourced and installed state of the art refining equipment and equipped the project as one of the first of its kind in the Country. In the Petrochemical Industry of Bangladesh PRL is the first company to achieve the quality credentials from Bangladesh Accreditation Board (BAB).

Experiencing several hurdles at the commissioning phase, the Company has been in successful operation since October, 2013.



DIRECTORS REPORT TO SHAREHOLDERS

Dear Fellow Shareholders,

On behalf of the Board I would like to welcome you all to the 17th Annual General Meeting of the Company. I would like to take this privilege to present you all the Audited Financial Statements for the year then ended June 30, 2022.

This Directors' Report is prepared in compliance with Section 184 of the Companies Act 1994.

2.1 Economy at a Glance

Despite some near-term volatility due to the global economic crisis, Bangladesh's economy has been expanding at a rate of more than 6% for the last decade. Gross Domestic Product (GDP) has already crossed the USD 400 Billion mark registering USD 416 Billion for the last fiscal year. According to several think tanks and analysts around the globe, the economy is set to cross USD 1 Trillion mark in the coming decades. Powered by MAC (Medium & Affluent Class) population, a rising domestic consumer base, and the youngest working force lined up to embark on working, the economy will surely gain great momentum lately upon the passing of this crisis. I firmly believe that our policymakers are time-tested and capable to weather the current challenge and soon the economy will be back on track to rise again

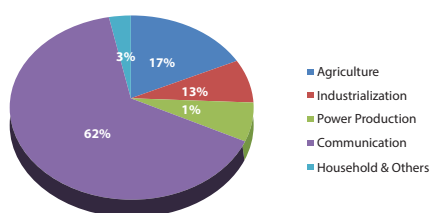
2.2 Petrochemical Sector Scenario of Bangladesh

Business of Petrochemical sector has been lone prerogative of Government of Bangladesh since the inception of the Country. Bangladesh Petroleum Corporation (BPC) a statutory corporation under an ordinance effective from the year 1977 has been given with the only right of Petroleum Import, Collection, Production and Distribution. Government is realizing the matter that, sustainable development can only be possible by ensuring participation of both private and public sector.

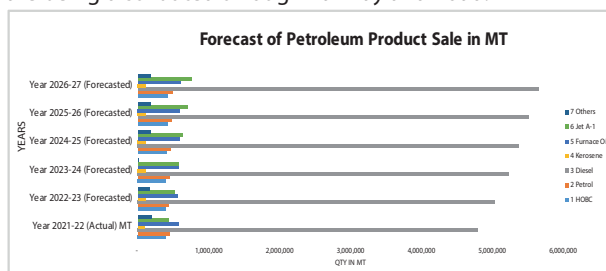
Energy is the driving force of economic development. Each dollar investment in energy will return in manifolds to all branches of economy which includes Agriculture, Industrialization, Power Production, Communication, Households and so forth.

For the period of 2021-22 total consumption of petroleum product was 69.15 Lac MT out of which around 74.38% was consumed by communication and power production sector.

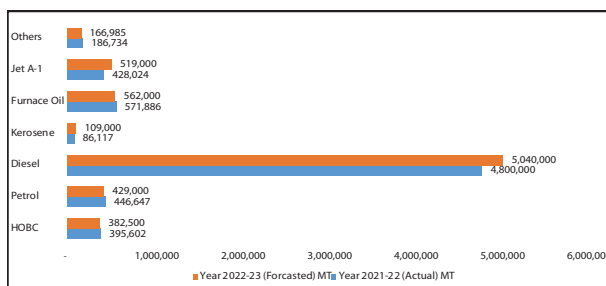
Sector wise use of fuel oil 2021-22



Around 51.41 Lac MT refined oil are imported from abroad and the rest around 17.74 Lac MT are being refined within the country by BPC's subsidiary company Eastern Refinery Ltd (ERL) and other Private Fractionation Plants operating within the framework of BEREC and MPEMR. The distribution channel is maintained by three state run oil companies PADMA, MEGHNA and JAMUNA through 23 Countrywide Depots. Around 90% of the total petroleum product are distributed through riverine channels using 191 Tanker vessels, rest 10% are being distributed through Railway and Road.



According to the estimates of Bangladesh Petroleum Corporation (BPC), till the year 2022-23 the total size of the market will be around 72.08 Lac MT.



Current oil consumption portfolio shows the dominant use of Diesel. Almost 69.41% of total oil consumption is covered by Diesel use most of which are imported from overseas market. Existing storage capacity for Petroleum product is somewhere between 12 Lac MT in aggregate of both floating and fixed storage capacity.

The sector enjoys subsidies from the Government for a long time. Recent rise of price in petroleum products throughout the world market compelled the government to adjust the price causing an adjustment of 23% increase in the price of HSD.

Major challenge of the industry remains with pilferages in different stages of refining, collection and distributing throughout the country. The limited storage capacity is also an issue for optimum use of distribution channels and more extension of Refining Capacity.

We had a breakthrough achievement from the government this year. The single source of dependency for the lone feedstock of the plant Natural Gas Condensate (NGC) has been relinquished by providing the approval to import raw materials from the global oil & gas market. A dynamic price determination method linked with the price movement in the international oil market price index was also set in the course. This change will surely gain momentum in the business in the near term.

2.3 Business Activities Including Its Operating Performance

During the year under report, your company has managed to generate a revenue of Tk. 5,013.77 Million as compared to Tk. 7,006.24 Million in FY 2020-21 which is -28.44% lower.

Particulars	FY 2021-22	FY 2020-21
Capacity (In liter Per day)	397500	397500
Capacity Utilization (%)	61.85%	89.01%
Revenue (In Million Taka)	5,013.77	7,006.24
Gross Profit (In Million Taka)	516.82	791.20
Profit from Operation (In Million Taka)	435.76	696.72
Profit Before Tax (In Million Taka)	318.38	456.22
Profit After Tax (In Million Taka)	231.50	325.05
Gross Profit Margin (%)	10.31%	11.29%
Operating Profit Margin (%)	8.69%	9.94%
Net Profit Margin (%)	4.62%	4.64%

To ensure the availability of NGC (Natural Gas Condensate) which is the only feedstock of the plant; there is an agreement between Rupantarita Prakritik Gas Company Ltd (RPGCL) and the window to import from global oil market has also opened by BPC.

For delivery of Finished Oil in different Depots throughout the country operated by PADMA, MEGHNA and JAMUNA Oil Company Ltd, your company is maintaining a fleet of tanker vessel consists of 3 number of Vessels (1000 MT x 3). Apart from that your company is also maintaining a fixed storage capacity of approximately 2300 MT in 12 Tanks installed within the premises of the plant area.

2.4 Contribution to the National Exchequer

Seamless supply of energy is a prerequisite for the development of economy. Your company is contributing to the economic growth by supplying energy products in the market. For FY2021-22 your company has added a total of Tk. 86.88 Million as Income Tax and Tk. 752.06 Million in the form of VAT. Your company was awarded by National Board Revenue (NBR) as highest taxpayer for year 2021-22 under the category of energy companies.

2.5 Extra-Ordinary Gain or Loss

Bank interest and wastage sale can be termed as Extra-Ordinary Gain which may fluctuate time to time.

2.6 Related Party Transaction

The related party transactions have been taken place on arm's length basis during the year have been disclosed in the financial statements.

2.7 Utilization of Proceeds from Public Issues, Rights Issues and/or Through Any Other Instrument

There was no such issues.

2.8 Remuneration of Directors

Remuneration, performance and other related perquisites/benefits of managing director is disclosed other directors are not entitled to remuneration and other facilities for their directorship except the Board Meeting Fee.

2.9 Corporate and Financial Reporting Framework

As per law the financial statements of your Company has followed International Financial Reporting Standards (IFRS) as adopted by ICAB as Bangladesh Financial Reporting Standards (BFRS). This has been completely followed to fairly

present the financial position and performance of the Company. While preparing the financial statements, the following points were considered –

- Selection of suitable accounting policies and then applying them consistently,
- Making judgments and estimates that are reasonable and prudent,
- Ensuring that the financial statements have been prepared in accordance with Bangladesh Financial Reporting Standards (BFRS) and Bangladesh Accounting Standards (BAS),
- Preparing the financial statements in an ongoing concern basis unless it is appropriate to presume that the Company will not continue in business. Proper accounting records have been kept so that at any given point the financial position of the Company is reflected with reasonable accuracy, which will enable them to ensure that its financial statements comply with Companies Act 1994 and other required regulatory authorities.

2.10 Financial Results and Performance of the Company

Particulars	2021		2022		% Change
	(in Million Taka)	% on Sales	(in Million Taka)	% on Sales	
Revenue	7,006.24		5,013.77		-28.44%
Cost of Sales	6,215.04	88.71%	4,496.95	89.69%	-27.64%
Gross Profit	791.20	11.29%	516.82	10.31%	-34.68%
Other Income Net	53.91	0.77%	40.43	0.81%	-25.01%
General and Administrative Expenses	94.48	1.35%	81.06	1.62%	-14.20%
Operating Profit	696.72	9.94%	435.76	8.69%	-37.46%
Finance Costs Net	271.60	3.88%	141.89	2.83%	-47.76%
WPPF	22.81	0.33%	159.19	3.18%	597.87%
Net Profit Before Income Tax	456.22	6.51%	318.38	6.35%	-30.21%
Income Tax	131.17	1.87%	86.88	1.73%	-33.76%
Net Profit After Income Tax	325.05	4.64%	231.50	4.62%	-28.78%

2.11 Significant Variance of Financial Statements & Discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin

Gross revenue was plummeted by around -28.44 % due to lower capacity production and Cost of Sales was also decreased in the same ratio and the company lose -34.68% on Gross Margin. General and Administrative expenses has also falls by -14.20%, due to decrease in sales and distribution expenses. -47.76% fall in Net Finance Cost can be attributed to lower interest rate and decrease of debt caused by reduction of principal amount.

2.12 Profit Appropriation

During the year under report the net profit of your company stands at Tk. 231.49 Million as compared to Tk. 325.05 Million in the last year. However, the Company needs availability of funds for continuous progress and investments in new projects. Keeping these in view, the Directors would like to report the Company's financial results for the year that ended on June 30, 2022 with the recommendations for appropriation as follows:

Particulars	Amount in Million Taka
Net Profit for the year 2022	231.49
Profit brought Forward	1952.74
Profit available for appropriation	2184.23
Appropriations:	
Proposed Cash Dividend	100.00
Transferred to Retained Earning	2084.23
Profit available for appropriation	2184.23

2.13 Dividend

Your company has just started commercial operation from October 2013. Due to uneven allocation of raw material by the government, the Company is passing through a toughest phase of operation since its commercial operation. Therefore the management has recommended for 10% cash dividend for the year under report and keep strict observation on the operation of the project subject to the approval of members in 16th Annual General Meeting.

Dividend Type	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Cash Dividend (%)	10%	12%	10%	10%	25%
Stock Dividend (%)	0%	0%	0%	0%	0%
Total	10%	12%	10%	10%	25%

2.14 Directors' Meeting & Attendance

During the year ended June 30, 2022 The Board of Directors held 4 meetings. Directors who attended the board meetings are shown below:

Name of Directors	Attended
Mr. Anis Salahuddin Ahmad	4
Mr. A.K.M Badiul Alam	4
Mr. Shamsuzzaman	4
Mr. Faridul Alam	4
Mr. Mohammed Nurul Amin	4
Mr. Akbor Haider	4

The directors who could not attend the meetings were granted leave of absence.

2.15 The Pattern of Shareholding

Pattern of Shareholding as on June 30, 2022				
Name of Shareholders	Status	Relation	Share Held	Percentage
i) Parent/Subsidiary/Associated Companies and other related parties	-	-	-	-
Shahjibazar Power Co. Ltd.	Public Listed Company	Parent	90,000,000	90%
ii) Directors				
A. Mr. Rezakul Haider	Deceased		1,700,000	1.70%
B. Mr. Anis Salahuddin Ahmad	Chairman		1,000,000	1.00%
C. Mr. A.K.M. Badiul Alam	Director		1,000,000	1.00%
D. Mr. Md. Shamsuzzaman	Director		1,500,000	1.50%
E. Ms. Shahida Alam	Sponsor	Spouse of Mr. A.K.M. Badiul Alam	500,000	0.50%
F. Mr. Akbor Haider	Sponsor	Son of Mr. Rezakul Haider	500,000	0.50%
G. Mr. Faridul Alam	Managing Director		1,130,000	1.13%
H. Mr. Faisal Alam	Sponsor		1,130,000	1.13%
I. Mr. Asgar Haider	Sponsor	Son of Mr. Rezakul Haider	500,000	0.50%
J. Ms. Israt Azim Ahmad	Sponsor	Spouse of Mr. Anis Salahuddin Ahmad	500,000	0.50%
K. Ms. Rezina Alam	Shareholder		225,000	0.23%
L. Ms. Farida Akter	Shareholder		315,000	0.32%
M. Mr. Mohammed Nurul Amin	Nominee Director		Nil	Nil
v. Shareholders Holding 10% or more voting interest in the company:	-	-	-	-
Shahjibazar Power Co. Ltd.	Public Listed Company	Parent	90,000,000	90%

2.16 Directors' election & re-appointment

As per Articles of Association Mr. A.K.M Badiul Alam and Mr. Akbor Haider shall retire in 17th Annual General Meeting by rotation and being eligible to offer themselves for re-election.

2.17 Holding Of Directorship and Membership of the Committees of the Board Other Than This Company

Companies >>	Petromax Refinery Ltd.	Midland Power Company Ltd.	Midland East Power Ltd.	Comfit Composite Knt Ltd.	Youth Fashion Ltd.	Youth Gamers Ltd.	Zenith Islami Life Insurance Ltd.	Islamic Finance & Investment Ltd.	Garmets Export Village Ltd.	Grey Stone Sweater Ltd.	Power Vantage Wear Ltd.	Shirts Mine Ltd.	Apparel Marketing & Trading Network Ltd.	Orbital Accessories Ltd.	Eden Multi Care Hospital (Pvt) Ltd.	Orient Chem-Tex Ltd.	Micro Fiber Ltd.	Liberty Knitwear Ltd.	Midland Knitwear Ltd.	A-One Polar Ltd.	Midland Bank Limited
Name of Directors																					
Mr. Rezakul Haider	✓	✓	✓	✓	✓	✓	✓	✓													
Mr. Anis Salahuddin Ahmad	✓		✓				✓														
Mr. A.K.M Badiul Alam	✓					✓		✓	✓	✓	✓	✓	✓	✓							✓
Mr. Shamsuzzaman	✓															✓	✓	✓	✓	✓	
Mr. Faridul Alam	✓	✓	✓	✓	✓	✓															
Mr. Akbor Haider	✓	✓	✓	✓	✓	✓															

2.18 Auditors

Being eligible as per section 212 of Company Act 1994, the re-appointment of Aziz Halim Khair Chowdhury Chartered Accountants shall be presented at the 17th AGM for member's approval.

2.19 Business Risk & Uncertainties

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the group. The Board is assisted in its oversight role by Audit Committee. Internal Audit, under the purview of Audit Committee, undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Your company operates in a field of involving some internal/external risk factors and some of those are avertible; others are beyond control, which may be causes of loss. The management of Petromax Refinery Limited perceives the risk factors which are as follows simultaneously:

Private sector oil refinery businesses are very highly exposed to the risk of government policy change. As we all know, like other countries, energy security of the country is the sole jurisdiction of Ministry of Power, Energy and Mineral Resources (MPEMR). During the year under report your company has to struggle for adjustment of price administered by regulatory authority.

Interest/financial charges are paid against any kind of borrowed fund. Volatility in money market and increased demand for loan process interest rate structure to be fixed at high. Raising of interest rate increases the cost of fund for a company, which has borrowed fund, consequently profit is squeezed.

The management of the company is always aware of interest rate, which is connected to the cost of fund of the Company the Management prefers procuring the long-term fund with minimum fixed interest rate and the short term fund with reasonable competitive rate. On the other hand management of the company is emphasizing equity based financing.

Technology always plays a vital role for existence of any industrial concern. Innovation of new and cost effective technology may obsolescence existent technology, which may cause negative impact. The project is equipped with world's modern and latest machineries and technology and to cope with the pace in harmony with modern power sector, the company is continuing modernization program of its machinery.

Apart from the above your company operates under companies act, taxation policy adopted by NBR, Security and Exchange Commission's rule and rules adopted by other regulatory organizations. Any abrupt changes of the policies formed by those bodies will impact the business of the Company adversely. Unless adverse policies are taken, which may materially affect the industry as a whole; the business of the company will not be effected.

Government emphasizes participation of private sector in energy business. A large amount of foreign currency reserve are spent for importing raw as well as refined oil. A well-organized policy of international standard is still lacking this sector. Sponsors are in process of convincing the authority to formulate a standard policy by infusing favorable terms for private sector investors.

The performance of the Company may be affected by the political and economic instability both in Bangladesh and Global Market. Any instance of political turmoil and disturbance in the country may adversely affect the power production of the company and can adversely impact the profitability of the company.

2.20 Going Concern

While approving the financial statements, the Directors have made appropriate enquires and analyzed significant operating and indicative financials which enabled them to understand the ability of the Company to continue its operations for a foreseeable future. The Directors are convinced and have a reasonable expectation that the company has adequate resources and legal instruments to continue its operations without interruptions. Therefore the Company adopted the going concern basis in preparing these financial statements.

2.21 Corporate Governance

Corporate Governance is the system through which companies are directed, guided and controlled by the Board while keeping in view its accountability to the shareholders. Your Company strives to maintain full compliance with the laws, rules and regulations that govern our business and to uphold the highest standards. Since corporate governance is not a static process, we will always continue to improve our practices.

2.22 Human Resource Management

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

2.23 Acknowledgement

Through the undersigned, the Board of Directors (BOD) would like to extend their sincerest thanks to the shareholders for their continuous support and trust upon the business of the Company.

The board would further like to extend their graceful appreciation for the assistance and co-operation received from Bangladesh Petroleum Corporation (BPC), PetroBangla, Rupantarita Prakriti Gas Company Ltd (RPGCL), Registrar of Joint Stock Companies & Firms, and various government authorities, individual and agencies.

The Board of Directors would like to acknowledge the effort of its employees to the Business of the Company. Their commitment, passion and teamwork towards the dream of the Company has helped to stand the company where it is today. Looking forward for a better future and sustainable growth.

For and On Behalf of the Board



Anis Salahuddin Ahmad
Chairperson



AZIZ HALIM KHAIR CHOUDHURY
CHARTERED ACCOUNTANTS

EXCLUSIVE CORRESPONDENT FIRM OF **PKF** INTERNATIONAL

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Petromax Refinery Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Petromax Refinery Ltd. which comprise the statement of financial position as at 30 June 2022, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statements, section of our report. We are independent of the Company in accordance with the ethical requirement that is relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report other than the financial statements and our auditors report thereon. The Annual Report is expected to be made available to us after the date of this auditor's 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 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. If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation of the financial statements that gives a true and fair view in accordance with 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report the following:

- a) we have obtained all the information and explanation 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 accounts as required by law have been kept by the Company so far as it appeared from our examination of those books; and
- c) the financial statements dealt with by the report, are in agreement with the book of accounts.

Place: Dhaka
 Dated: 26 October, 2022

Aziz Halim Khair Choudhury
 Chartered Accountants

Khairul Basher FCA
 Senior Partner
 ICAB Enrollment # 617
 DVC No.: 2210260617AS453286

Petromax Refinery Limited
Statement of Financial Position

As at June 30, 2022

	Notes	June 30, 2022	June 30, 2021
Assets			
Non-Current Assets		2,781,105,703	2,934,410,428
Property, Plant and Equipment	4.00	2,299,018,254	2,469,866,607
Intangible Assets	5.00	47,529	187,180
Other Investment	6.00	482,039,921	464,355,951
Deferred Tax Assets	7.00	-	690
Current Assets		2,759,064,620	2,609,449,719
Inventories	8.00	708,266,290	829,330,327
Accounts Receivable	9.00	303,700,187	579,464,027
Advance, Deposits and Prepayments	10.00	519,786,818	529,653,267
Financial Assets at fair value through profit or loss	11.00	15,363,084	22,585,096
Goods In-transit	12.00	985,970,570	69,080,307
Cash & Bank Balance	13.00	225,977,672	579,336,694
Total Assets		5,540,170,323	5,543,860,147
Shareholders Equity and Liabilities			
Shareholder's Equity		3,184,232,847	3,072,739,463
Share Capital	14.00	1,000,000,000	1,000,000,000
Retained Earnings	15.00	2,184,232,847	2,072,739,463
Non-Current Liabilities		460	-
Deferred Tax Liability	7.00	460	-
Current Liabilities		2,355,937,015	2,471,120,684
Accounts Payable	16.00	6,187,453	4,824,234
Other Payables	17.00	28,660,485	60,127,510
L/C Liabilities	18.00	916,115,714	3,635,040
Short Term Loan	19.00	1,387,094,935	2,383,549,072
Liabilities for Expenses	20.00	17,878,429	18,984,828
Total Liabilities		2,355,937,476	2,471,120,684
Total Shareholders Equity and Liabilities		5,540,170,323	5,543,860,147
Net Assets Value Per Share (NAV)		31.84	30.73
Number of Shares used to compute NAV		100,000,000	100,000,000

The accompanying notes 1 to 33 form an integral part of these financial statements.


Managing Director


Director


Chairman

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Dated: 26 October, 2022

Aziz Halim Khair Choudhury
Chartered Accountants


Khairul Basher FCA

Senior Partner
ICAB Enrollment # 617
DVC No.: 2210260617AS453286

Petromax Refinery Limited
Statement of Profit or Loss and other Comprehensive Income
 For the Year Ended June 30, 2022

	Notes	For the Year Ended	
		July 2021 to June'2022	July 2020 to June'2021
Revenue	21.00	5,013,777,928	7,006,238,072
Cost of Sales	22.00	4,496,957,185	6,215,038,667
Gross Profit		516,820,743	791,199,405
General and Admin. Expenses	24.00	81,060,175	94,478,944
Profit/(Loss) from Operation		435,760,568	696,720,461
Non-Operating Income	26.00	40,434,758	53,911,075
Financial Expenses	25.00	141,893,748	271,601,425
Worker's Profit Participation Fund (WPPF)	27.00	15,919,123	22,810,958
Net Profit/(Loss) Before Tax		318,382,456	456,219,153
Current Tax	28.00	86,887,921	131,165,386
Deferred Tax	28.00	1,150	-
Net Profit/(Loss) After Tax		231,493,385	325,053,767
Other Comprehensive Income		-	-
Total Comprehensive Income		231,493,385	325,053,767
Earnings Per Share (EPS)	29.00	2.31	3.25
Number of Shares used to compute EPS		100,000,000	100,000,000

The accompanying notes 1 to 33 form an integral part of these financial statements.



Managing Director



Director



Chairman

Aziz Halim Khair Choudhury
 Chartered Accountants



Khairul Basher FCA

Senior Partner

ICAB Enrollment # 617

DVC No.: 2210260617AS453286

Place: Dhaka

Dated: 26 October, 2022

Petromax Refinery Limited
Statement of Changes in Equity
 For the Year Ended June 30, 2022

Particulars	Share Capital	Tax Holiday Reserve	Retained Earnings	Total
Balance as at July 01, 2021	1,000,000,000	-	2,072,739,463	3,072,739,463
Dividend Payment	-	-	(120,000,000)	(120,000,000)
Net profit for the period	-	-	231,493,385	231,493,385
Balance as at June 30, 2022	1,000,000,000	-	2,184,232,847	3,184,232,847

Statement of Changes in Equity
 For the Year ended June 30, 2021

Particulars	Share Capital	Tax Holiday Reserve	Retained Earnings	Total
Balance as at July 01, 2020	1,000,000,000	1,007,441,713	840,243,983	2,847,685,697
Dividend Payment	-	-	(100,000,000)	(100,000,000)
Net profit for the period	-	-	325,053,766	325,053,766
Tax Holiday Reserve to Retained Earnings	-	(1,007,441,713)	1,007,441,713	-
Balance as at June 30, 2021	1,000,000,000	-	2,072,739,463	3,072,739,463

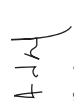
The accompanying notes 1 to 33 form an integral part of these financial statements.



Managing Director



Director



Chairman

Place: Dhaka

Dated: 26 October, 2022

Petromax Refinery Limited
Statement of Cash Flows
For the year ended June 30, 2022

	June 30, 2022	June 30, 2021
Cash Flows from Operating Activities		
Cash receipt from customers	5,289,541,768	7,489,291,099
Cash paid to suppliers, service providers and employees	(3,321,177,702)	(5,621,242,641)
Cash (used)/Generated from operations	(983,537,626)	(104,380,661)
Tax (Paid)/Deducted	(86,887,921)	(131,166,075)
Cash paid Worker's Profit Participation Fund (WPPF)	(22,810,958)	(3,405,233)
Cash received from Non-Operating Activities	40,434,758	53,911,075
Financial Charges	(141,893,748)	(271,601,425)
Net Cash Provided/(Used) from Operating Activities	773,668,571	1,411,406,139
Cash Flows from Investing Activities		
Acquisition of property, plant and equipment	(111,500)	(1,564,390)
Financial Assets at Fair Value	7,222,013	(8,451,588)
Other Investment	(17,683,970)	76,282,832
Net Cash Provided/(Used) in Investing Activities	(10,573,457)	66,266,854
Cash Flows from Financing Activities		
Short term Loan	(996,454,136)	(892,650,649)
Dividend Paid	(120,000,000)	(100,000,000)
Loan and Advance (Shahjibazar Power Co. Ltd. (Parent Co.))	-	77,000,000
Net Cash Provided/(Used) in Financing Activities	(1,116,454,136)	(915,650,649)
Net cash increased/(decreased) during the period	(353,359,022)	562,022,344
Cash and Cash Equivalent as at July 01, 2021	579,336,694	17,314,351
Cash and Cash Equivalent as at June 30, 2022	225,977,672	579,336,694

The accompanying notes 1 to 33 form an integral part of these financial statements.



Managing Director



Director



Chairman

Place: Dhaka

Dated: 26 October, 2022

Petromax Refinery Limited Notes to the Accounts As at and for the year ended 30 June 2022

SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATERIAL INFORMATION

1.00 Status of the Reporting Entity

1.01 Legal form of the Company

Petromax Refinery Limited is a public Company limited by shares and registered under The Companies Act 1994. The Company was incorporated in Bangladesh on 14th May, 2009 vide registration no. C – 58744 and not listed with any Stock Exchange in Bangladesh. The Company went into commercial operation on October 25, 2013.

1.02 Registered office

The registered office of the company is located at 822/2 Rokeya Sarani, Dhaka – 1216 and the factory is located at 15, Mongla Port Industrial Area, Mongla, Bagerhat, Bangladesh.

1.03 Nature of business activities

The principal activity of this company is production and supply of petroleum products like liquid petroleum gas, special boiling point solvent, mineral turpentine, high speed diesel, octane, kerosene, and fuel gas to Bangladesh Petroleum Corporation.

The management of the company will continue its operational existence for the foreseeable future on the basis of improved profitability and continued support from its bankers, equipment vendors and other contractors and suppliers.

2.00 Basis of Preparation and Presentation of Financial Statements

2.01 Statement of Compliance

The financial statements have been prepared and the disclosures of information are made in accordance with the requirements of International Accounting Standard (IAS) and International Financial Reporting Standards (IFRS) as much as practicable. The statement of financial position and statement of comprehensive income have been prepared according to IAS 1 Presentation of Financial Statements on accrual basis of accounting and statement of cash flows is prepared according to "IAS 7 Statement of Cash Flows".

2.02 Other Regulatory Compliances

The company is also required to comply with the following major laws and regulation in addition to the Companies Act 1994:
 The Income Tax Ordinance 1984
 The Income Tax Rules 1984
 The Value Added Tax Act 2012
 The Value Added Tax Rules 2012
 The Customs Act 1969
 Bangladesh Labor Law 2006
 Securities and Exchange Rules 1987
 Other applicable regulations

2.03 Application of Standards

The following IASs and IFRSs are applicable for the financial statements for the year under review.

IAS	1	Presentation of Financial Statements
IAS	2	Inventories
IAS	7	Statement of Cash Flows
IAS	8	Accounting Policies, Changes in Accounting Estimates and Errors
IAS	10	Events after the Reporting Period
IAS	12	Income Taxes
IAS	16	Property, Plant and Equipment
IAS	19	Employee Benefits
IAS	21	The Effects of Changes in Foreign Exchange Rates
IAS	23	Borrowing Costs

IAS	24	Related Party Disclosures
IAS	33	Earnings Per Share
IAS	37	Provisions, Contingent Liabilities and Contingent Assets
IAS	38	Intangible Assets
IFRS	08	Operating Segments
IFRS	09	Financial Instruments
IFRS	13	Fair Value Measurement
IFRS	15	Revenue from contracts with customers

2.04 Going Concern Assumption

The company has adequate resources to continue its operation for the foreseeable future and the Directors are of the opinion that the Company is a going concern. Accordingly, Financial Statements are prepared on a going concern basis.

2.05 Measurement bases used in preparing the Financial Statements

The elements of financial statements have been measured on "Historical Cost" convention except for those which is measured under revaluation model including land, financial instrument, biological assets etc. which is one of the most commonly adopted base provided in "the framework for the preparation and presentation of financial statements" adopted by The Institute of Chartered Accountants of Bangladesh (ICAB).

2.06 Materiality and Aggregation

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

2.07 Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are reflected in measuring fair value of Land and Building, calculation of deferred tax liabilities and any other head as appropriate.

2.08 Comparative Information

Comparative information has been disclosed in respect of the year ended 30 June 2021 for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements. Certain figures for the year ended 30 June 2022 have been rearranged wherever considered necessary, to ensure better comparability with the current year's financial and to comply with relevant IAS.

2.09 Accounting Convention and Basis

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, available-for-sale financial assets, financial assets and financial liabilities (including derivative financial instruments at fair value through profit or loss) and certain biological assets. The financial statement also followed by Going Concern basis in accordance with applicable International Accounting Standards in Bangladesh, which does not vary from the requirements of the Companies Act 1994, and other laws and rules applicable in Bangladesh.

2.10 Functional and presentational currency and level of precision

The financial statements are prepared and presented in Bangladeshi Currency (Taka), which is the company's functional currency. All financial information has been shown rounded off to the nearest Taka except where indicated otherwise.

2.11 Authorization for issue

The financial statements have been authorized by the Board of Directors on October 27, 2022.

2.12 Reporting period

The financial period of the company covers one year from 1 July to 30 June and followed consistently.

2.13 Components of the Financial Statements

According to the International Accounting Standard (IAS) 1 "Presentation of Financial Statements" the complete set of financial statements includes the following components:

- i) Statement of Financial Position
- ii) Statement of Profit or Loss and other Comprehensive Income
- iii) Statement of Changes in Equity
- iv) Statement of Cash Flows
- v) Notes to the Financial Statements

3.00 Summary of Significant Accounting Policies

The accounting policies set out below have been applied in preparations of these financial statements.

3.01 Property, Plant and Equipment

3.1.1 Recognition and Measurement

Items of Property, Plant and Equipment (PPE) are initially measured at cost. After initial recognition, an item of PPE is carried at cost less accumulated depreciation and impairment losses in compliance with the requirements of IAS-16: Property, Plant and Equipment.

3.1.2 Subsequent Cost

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the statement of comprehensive income as incurred.

3.1.3 Disposal of Non-Current Assets

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

3.1.4 Depreciation on Non-Current Assets

Depreciation is recognized in the statement of comprehensive Income on a reducing Balance method in accordance with the provisions of IAS 16: Property, Plant and Equipment.

Depreciation is charged on PPE in the following quarter of the procurement because procured assets takes on an average 2 to 3 months for ready to use.

3.1.5 Borrowing Costs

In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses capitalized are also included in applicable borrowing cost considering the requirement of IAS-23: Borrowing Costs.

3.1.6 Impairment of Assets

The carrying amounts of the Company's non-financial assets, other than biological assets, investment property, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss and other comprehensive income.

3.02 Intangible Assets

Intangible assets are measured at cost less accumulated amortization and recognized when all the conditions for recognition as per IAS-38: Intangible Assets are met. Subsequent expenditure is capitalized only when it is probable that the future economic benefits embodied therewith will flow to the Company and its cost can be measured reliably. Intangible assets are amortized at the rate of fifteen percent of cost per year.

3.03 Inventories

Inventories are valued in accordance with IAS-2: Inventories i.e. at cost or estimated net realizable value whichever is lower. The cost of inventories includes expenditure for acquiring the inventories and bringing them to their existing location and condition. Net realizable value is estimated upon selling price in the ordinary course of business less estimated cost of completion and selling. When the inventories are used, the carrying amount of those inventories is recognized in the period in which the related revenue is recognized.

3.04 Trade Receivable (Book Debt)

Book debts are carried at original invoice amount less an estimate made for doubtful debts based on a review of all outstanding amounts at the period-end.

3.05 Advance, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account. Deposits are measured at payment value.

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

3.06 Foreign Exchange

Transactions in foreign currencies are translated at the average rate of the month. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Bangladeshi Taka at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognized in the income statement in accordance with IAS 21 "The effects of Changes in Foreign Currency Rates."

3.07 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and with banks on current and deposit accounts which are held and available for use by the company without any restriction.

3.08 Other Current Assets

Other current assets have a value on realization in the ordinary course of the company's business which is at least equal to the amount at which they are stated in the balance sheet.

3.09 Other Corporate Debt, Accounts Payable, Trade and Other Liabilities

Liabilities are carried at the anticipated settlement amount in respect of goods and services received, whether or not billed by the supplier.

3.10 Taxation

Income Tax expense comprises current and deferred Tax. Income Tax expense is recognized in the statement of Profit or Loss and Other Comprehensive Income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

3.10.1 Current Tax

Current Tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting period. The applicable tax rate for the Company is currently 27.5%.

3.10.2 Deferred Tax

Deferred income Tax is provided in full, using the liability method, on deductible temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of Deferred Income Tax. Deferred Tax liabilities are recognised for all temporary taxable differences.

3.11 Creditors and Accrued Expenses

3.11.1 Trade and Other Payables

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

3.11.2 Provisions

The preparation of financial statements in conformity with IAS-37:Provisions, Contingent Liabilities and Contingent Assets, requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements.

In accordance with the guidelines as prescribed by IAS-37, provisions were recognized in the following situations:

- When the Company has a present obligation as a result of past event;
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- Reliable estimates can be made of the amount of the obligation.

We have shown the provisions in the statement of financial position at an appropriate level with regard to an adequate provision for risks and uncertainties. An amount recorded as a provision, represents the best estimate of the probable expenditure required to fulfill the current obligation on the date of statement of financial position.

Other provisions are valued in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

3.12 Contingent Liabilities and Assets

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the company. In accordance with IAS-37, provision, contingent liabilities and contingent assets those are disclosed in the notes to the financial statements.

3.13 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity.

3.14 Cash flows statement

Cash Flow Statement is prepared in accordance with IAS 7 "Cash Flow Statement". The cash flow from the operating activities have been presented under Direct Method as prescribed by the Securities and Exchange Rules 1987 and considering the provisions of Paragraph 18(b) of IAS-7, which provides that "Enterprises are encouraged to report Cash Flow from Operating Activities using the Direct Method".

3.15 Responsibility for Preparation and Presentation of Financial Statements

The Management is responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act, 1994 and as per the Provision of "The Framework for the preparation and presentation of Financial Statements" issued by the International Accounting Standard Board (IASB) as adopted by ICAB.

3.16 Risk and uncertainties for the use of estimates in preparing financial statements

Preparation of Financial Statements in conformity with the International Accounting Standards requires management to make estimates and assumption that effect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Actual result could differ from those estimates. Estimates are used for accounting of certain items such as depreciation and amortization, taxes, reserves and contingencies.

3.17 Earnings Per Share (EPS)

The Company calculates Earning per Share (EPS) in accordance with IAS 33: Earning per Share, which has been shown on the face of Statement of Comprehensive Income account and computation of EPS is stated in related note.

3.17.1 Basic earnings

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

3.17.2 Weighted average number of ordinary shares outstanding during the year

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of shares issued during the year multiplied by a time-weighting factor. The time weighting factor is the numbers of days the specific shares are outstanding as a proportion of the total number of days in the year.

3.17.3 Basic earnings per share

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding for the year.

3.18 Worker's Profit Participation Fund

The company has created Worker's Profit Participation Fund (WPPF) @ of 5% on Net Profit before Tax in accordance with Chapter XV of Labor Law 2006 as amended in 2013.

3.19 Related Party Transaction

During the year, the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balance have been set out in accordance with the provisions of IAS 24.

		Amount in BDT	
		June 30, 2022	June 30, 2021
4.00 Property, Plant & Equipment			
Cost			
Opening Balance	4,128,526,393	4,126,962,003	
Addition During The Year	111,500	1,564,390	
Cost at June 30, 2022	4,128,637,893	4,128,526,393	
Accumulated Depreciation			
As at July 01, 2021	1,658,659,786	1,470,826,779	
Charged during the Year	170,959,853	187,833,007	
At June 30, 2022	1,829,619,639	1,658,659,786	
Written Down Value at June 30, 2022	2,299,018,254	2,469,866,607	
All assets are freehold to the company and there is no leasehold property presented in the head "Property, Plant & Equipment".			
For details please refer to Annexure A			
5.00 Intangible Assets			
Cost			
Opening Balance	931,000	931,000	
Addition During the Period	-	-	
Closing Balance	931,000	931,000	
Amortization			
Opening Balance	743,820	604,169	
Amortization During the Period	139,652	139,652	
Closing Balance	883,472	743,820	
Written Down Value	47,529	187,180	
Intangible assets are amortizing @ 15% on cost as per the Company's policy.			
6.00 Other Investment			
Fixed Deposit Receipt			
Islami Bank Bangladesh Limited (A/C No. 3074816)	294,323,424	285,095,024	
Islami Bank Bangladesh Limited (A/C No. 3142812)	149,189,221	142,508,758	
Islami Bank Bangladesh Limited (A/C No. 3217512)	29,867,713	28,490,935	
Islami Bank Bangladesh Limited (A/C No. 333674)	5,988,277	5,726,808	
Exim Bank Limited (MTDR A/C No:272671)	2,671,285	2,534,426	
	482,039,921	464,355,951	
7.00 Deferred Tax Assets / (Liabilities)			
Opening Balance	690	-	
Addition During the Period	(1,150)	690	
	(460)	690	

Since our Tax Holiday Period is over, we are hereby complying IAS 12 and keeping Deferred Tax Assets/Liabilities arising out of Taxable/Deductible temporary difference on accounting depreciation and tax depreciation on fixed asset addition now onwards.

		Amount in BDT	
		June 30, 2022	June 30, 2021
8.00 Inventories			
Raw materials(Condensate)		446,566,950	503,060,774
Work-in-progress		4,002,735	4,052,735
Finished Goods		219,287,422	284,286,507
General Stores		38,409,183	37,930,311
		708,266,290	829,330,327
9.00 Accounts Receivables			
Bangladesh Petroleum Corporation		295,765,683	570,590,214
Jamuna Spacotech Joint Venture Ltd.		63,389	-
Interest Receivable		7,871,114	8,873,813
		303,700,187	579,464,027
Age Analysis of Accounts Receivables			
Less than One Year		303,700,187	579,464,027
More than One Year		-	-
		303,700,187	579,464,027
10.00 Advance, Deposits and Prepayments			
Advances		456,674,340	465,601,810
Deposits	10.04	63,112,478	64,051,457
Prepayments		-	-
		519,786,818	529,653,267
Advance			
Advance to Different Suppliers	10.01	77,254,703	172,570,688
Advance for Operational Activities	10.02	2,370,485	4,130,948
AIT (Advance Income Tax)	10.03	377,049,152	288,900,175
		456,674,340	465,601,810
10.01 Advance to Different Suppliers			
Mirzapur Green City		-	27,000
Nadia Electronic		25,200	25,200
Biplob Enterprise		12,800	-
Euro-Tex International		185,744	-
Great Western Energy BD Limited		28,350	-
MJL Bangladesh Ltd.		-	131,355
Ifad Motors Limited		64,200	117,400
Petromax LPG Ltd.		136,897	13,591
Petromax Cylinders Ltd.		54,630	13,591
Shahjibazar Power Company Ltd.		16,987	13,591
Midland East Power Ltd.		1,522,649	1,445,621
Rupantarita Prakritik Gas Company Ltd.		71,487,104	167,605,911
Nabil Trading		-	180,000
EBL Investments Limited		500,000	500,000
South Asian Airlines Limited		500,000	500,000
UCC		-	67,500
Unicol Bangladesh		-	17,500
Advance Insurance Premium		2,720,142	1,912,428
		77,254,703	172,570,688

Amount in BDT	
June 30, 2022	June 30, 2021

10.02 Advance for Operational Activities

Hasan Imam Siddiki	360,000	840,000
Lutfun Nahar	-	66,000
Jashim Uddin Bhuiyan	137,500	287,500
Md. Sha Enamul Haque (Jewel)	625,000	950,000
Advance to Different Individual for Official Work	889,737	1,865,581
Comfit Composite Knit Ltd.	358,248	121,867
	2,370,485	4,130,948

10.03 AIT (Advance Income Tax)

AIT (Advance Income Tax)	463,937,073	420,066,250
Adjusted with current year income tax expenses	86,887,921	131,166,075
	377,049,152	288,900,175

10.04 Deposits

Security Deposit with Pally Biddut Samitee	35,616	35,616
Security Deposit To MPA for Pipeline	-	938,979
Security Deposit against Bank Guarantee	63,039,462	63,039,462
Electricity Connection	20,840	20,840
BTRC Demand Note	16,560	16,560
	63,112,478	64,051,457

Ageing Status of Advance, Deposit and Prepayments

Less than one year	368,761,218	316,235,623
More than one year	151,025,599	213,417,645
	519,786,818	529,653,267

11.00 Financial Assets at Fair Value through Profit or Loss

AB Bank Ltd.
Appollo Ispat Complex Limited.
BBS Cables Ltd.
Bashundhara Paper Mills Ltd. (BPML)
Bangladesh Steel Re-Rolling Mills Limited
The City Bank Ltd.
CVO Petrochemical Refinery Limited
Dhaka Electric Supply Company Limited
Dhaka Bank Ltd.
Eastland Insurance Company Ltd. (EASTLAND)
EXIM Bank Limited
NCC Bank Limited
One Bank Limited
Uttara Bank Ltd.
Far Chemicals Industries Ltd.
GPH Ispat Ltd.
Lafarge Holcim Bangladesh Limited
Lankabangla Finance Ltd. (LANKABAFIN)
Nurani Dyeing & Sweater Ltd. (NURANI)
Premier Leasing & Finance Ltd.
RAK Ceramics (Bangladesh) Limited
Ratanpur Steel Re-Rolling Mills Ltd. (RSRMSTEEL)
Union Capital Ltd.
United Finance Ltd. (UNITEDFIN)
Walton Hi-Tech Industries Ltd. (WALTONHIL)

Amount in BDT	
June 30, 2022	June 30, 2021
1,312,500	1,787,500
344,999	313,275
1,960,577	2,190,412
918,000	741,200
-	3,533,926
1,322,155	1,333,658
1,320,302	567,416
236,292	207,669
1,601,051	1,612,737
181,760	-
1,117,250	1,168,500
374,400	727,560
-	1,575,000
-	1,008,291
149,072	145,079
-	448,202
1,026,000	3,498,000
1,966,500	-
135,762	176,902
136,156	175,955
-	228,932
440,000	-
578,809	611,884
241,500	-
-	533,000
15,363,084	22,585,096
69,854,856	65,445,267
915,174,540	-
941,174	3,635,040
985,970,570	69,080,307

12.00 Goods In Transit

Goods In Transit- Condensate (Local)
Goods In Transit- Condensate (Import)
Goods In Transit- Machinery/Parts

13.00 Cash and Cash Equivalents

	Amount in BDT	
	June 30, 2022	June 30, 2021
Cash in Hand	131,852	229,846
Islami Bank Bangladesh Limited (A/C No:9766)	3,944,774	45,201,486
Bank Asia Limited (A/C No:333006320)	-	2
Exim Bank Limited (A/C No:125161)	6,157	5,982
Bank Asia Ltd. (A/C No:60533000478)	-	170
Prime Bank Ltd. (A/C No:2118117019682)	19,819,163	3,879,057
Prime Bank Ltd. (A/C No:2118754019795)	-	16,049
Standard Chartered Bank (A/C No.-01-1308664-01)	422,981	30,544
Standard Chartered Bank (A/C No.-01-8423425-01)	6,004,172	135,040,913
Islami Bank Bangladesh Limited (A/C No:46-IDB Br.)	4,762,172	1,585,803
Islami Bank Bangladesh Limited (L/C Margin)	196,873	223,473
Prime Bank Limited (L/C Margin)	90,600,000	-
Islami Bank Bangladesh Limited (A/C No.-MDA-689)	1,554	5,770
Islami Bank Bangladesh Limited (A/C No:560)	706,593	826,222
Islami Bank Bangladesh Limited (A/C No. 35985)	55,304,882	52,770,113
Islami Bank Bangladesh Limited (A/C No. 35998)	33,187,141	31,660,239
Islami Bank Bangladesh Limited (A/C No. 36328)	-	10,519,857
Islami Bank Bangladesh Limited (A/C No. 36897)	-	62,080,352
Islami Bank Bangladesh Limited (A/C No. 36910)	-	25,874,354
Islami Bank Bangladesh Limited (A/C No. 36935)	-	31,042,253
Islami Bank Bangladesh Limited (A/C No. 36981)	-	10,332,378
Islami Bank Bangladesh Limited (A/C No. 37120)	-	10,234,795
Islami Bank Bangladesh Limited (A/C No. 11411)	-	25,858,429
Islami Bank Bangladesh Limited (A/C No. 6256)	-	10,328,419
Islami Finance & Investment Ltd. (A/C No. 4768)	-	52,815,609
Islami Finance & Investment Ltd. (A/C No. 4825)	-	31,698,669
Islami Finance & Investment Ltd. (A/C No. 4847)	-	26,470,334
Islami Finance & Investment Ltd. (A/C No. 4915)	-	10,578,808
Revolving A/C (Mongla Port Authority)	10,000	10,000
Ledger Balance of BO Account	10,879,357	16,767
	225,977,672	579,336,694

14.00 Share Capital

Authorized Capital :

300,000,000 shares @ Tk.10.00 each

Issued, Subscribed and Paid-up Capital

10,00,00,000 shares @ Tk.10.00 each

Movement of Share Capital:

Opening Balance

Allotment During the Period

SHARE HOLDING POSITION:

Name of the Share Holder

Rezakul Haider

Anis Salahuddin Ahmad

Akbor Haider

Asgar Haider

Faridul Alam

Faisal Alam

Rezina Alam

Farida Akther

Shahida Alam

Israt Azim Ahmad

A.K.M.Badiul Alam

Shamsuzzaman

Shahjibazar Power Co. Ltd.

Amount in BDT	
June 30, 2022	June 30, 2021
3,000,000,000	3,000,000,000
1,000,000,000	1,000,000,000
1,000,000,000	1,000,000,000
-	-
1,000,000,000	1,000,000,000
No. of shares held	Percentage
1,700,000	1.70%
1,000,000	1.00%
500,000	0.50%
500,000	0.50%
1,130,000	1.13%
1,130,000	1.13%
315,000	0.32%
225,000	0.25%
500,000	0.50%
500,000	0.50%
1,000,000	1.00%
1,500,000	1.50%
90,000,000	90.00%
100,000,000	100%

Note-1: Mr. Rezakul Haider was deceased on April 23, 2021. Upon application of his legal successors before the office of District Judge, Dhaka under case no.- 210/2022, the Court has issued succession certificate on April 20, 2022. Now, as per the succession certificate the share transmission process complying the relevant clause of Article of the Association (AoA) of the Company is currently underway for execution.

15.00 Retained Earnings

Balance as at July 01, 2021

Less: Dividend

Add: Net profit/(Loss) for the Period

Add: Transferred to Tax Holiday Reserve

Balance as at June 30, 2022

2,072,739,463	840,243,983
(120,000,000)	(100,000,000)
231,493,385	325,053,766
-	1,007,441,713
2,184,232,847	2,072,739,463

16.00 Accounts Payable

AKH Fashion Ltd.

Amber IT Limited

A to Z Computer

Angelic Trims Printing

Automation Engineering & Controls Ltd.

Blue Star Communications

Delcot Limited

Clearing and forwarding agency

EMI Engineering Ltd.

Fine Print

Euro-Tex International

Integrated Design

Islami Insurance Bangladesh Ltd.

JTZ Engineering & Trading Inn.

Jamuna Spacotech Joint Venture Ltd.

6,273	10,107
-	6,087
3,600	-
-	14,000
175,113	-
800	14,300
71,669	32,978
211,822	176,721
896,706	896,706
-	3,900
-	112,320
240,000	240,000
335,044	335,044
67,900	14,875
-	28,971

		Amount in BDT	
		June 30, 2022	June 30, 2021
Jotun Bangladesh Ltd.	-	877,147	
Linde Bangladesh Ltd.	198,579	454,454	
MJL Bangladesh Ltd.	3,190	-	
M/s Amena Electric Store	8,000	-	
M2M Communications Ltd.	1,680	3,360	
M.S Mintu Enterprise	-	408,031	
Omni Solutions Ltd.	65,000	65,000	
Rupali Insurance Co. Ltd.	908,912	908,912	
Nabil Trading	4,510	-	
NEO Technologies	-	9,000	
New Multitech International	-	25,000	
Nurjahan Power Electric	19,000	-	
Science Museum	27,400	-	
Shahjahan Chemical Industries	15,910	-	
Maisha Enterprise Limited	2,505,000	-	
S.A Safety Solution	-	66,700	
Smart Printing Solutions Ltd.	8,425	21,617	
Runner Motors Ltd.	9,534	-	
UY Systems Ltd.	8,400	8,400	
Rabeya Nur Enterprise	19,000	-	
S.R. Trading International	9,902	-	
Water Tech Engineering Ltd.	62,565	-	
TG Logistics (BD) Ltd.	190,275	-	
Trust Filling Station	113,245	90,605	
	6,187,453	4,824,234	
Age Analysis of Accounts Payable			
Less Than One Year	3,741,792	2,378,573	
More Than One Year	2,445,662	2,445,662	
	6,187,453	4,824,234	
17.00 Other Payable			
Sahara Trading	54,011	54,011	
Audit Fee	402,500	402,500	
Raaj Fuel Agency	143	143	
Worker's Profit Participation Fund	15,919,123	22,810,958	
VAT Payable Account	5,869,384	35,742,280	
Danlop Enterprise	17,000	17,000	
Outstanding of Bank Interest-SCB & PBL	5,754,071	-	
Office Rent Payable	-	365,749	
TDS & VDS Payable	22,028	-	
Md. Hafizur Rahman	500,000	500,000	
Md. Asadullah	90,125	90,125	
Md. Shofiul Islam	-	80,345	
Asif Ahmed Chowdhury	32,100	64,400	
	28,660,485	60,127,510	

		Amount in BDT	
		June 30, 2022	June 30, 2021
18.00	L/C Liabilities		
	Islami Bank Bangladesh Ltd.	941,174	3,635,040
	Prime Bank Ltd.	915,174,540	-
		916,115,714	3,635,040
L/C liabilities is against Condensate Import and Machinery/Parts Import.			
19.00	Short Term Loan		
	OD Loan (PBL A/c No.-2118755026666)	955,426,558	791,419,072
	OD Loan (PBL-A/c No.-2118754019795)	156,377	-
	TR Loan (Time Loan-PBL)	-	610,680,000
	TR Loan (Time Loan Stimulus-PBL)	100,000,000	-
	TR Loan (Fixed Loan-SCB)	331,512,000	981,450,000
		1,387,094,935	2,383,549,072
20.00	Liabilities for Expenses		
	Remuneration	670,000	520,000
	Salary & Allowance - H/O	1,032,549	840,461
	Salary & Wages - Factory and Gratuty & Earn Leave	13,157,086	13,374,676
	Electricity Bill- Factory	2,933,546	4,162,072
	Electricity Bill- H/O	13,286	28,427
	Telephone Bill	1,228	1,964
	Internet Bill	10,500	10,500
	Water Bill	1,083	1,019
	Security Service Charge-H/O	59,151	45,709
		17,878,429	18,984,828

		Amount in BDT	
		July 2021 - June 2022	July 2020 - June 2021
21.00	Revenue		
	High Speed Diesel (HSD)	344,875,561	578,166,924
	Superior Kerosene Oil (SKO)	358,460,659	648,345,668
	Motor Spirit (MS)	-	1,378,158,233
	High Octane Blending Component (HOBC)	4,310,441,708	4,401,567,247
		5,013,777,928	7,006,238,072
22.00	Cost of Sales		
	Raw Materials Consumed	23.01 4,050,970,908	5,773,814,079
	Factory Overhead	23.02 445,986,277	441,224,588
		4,496,957,185	6,215,038,667
23.01	Raw Materials Consumed		
	Opening Stock	829,330,327	1,224,038,719
	Purchased & Manufactured During the Period	3,929,906,871	5,379,105,688
	Less: Closing Stock	(708,266,290)	(829,330,327)
		4,050,970,908	5,773,814,079
23.02	Factory Overhead		
	Insurance Premium	6,708,638	4,579,359
	Rent & Rates	33,958,509	26,631,365
	Electricity, Gas & Water	44,574,109	48,504,362
	Wages, Salary & Allowance - Factory	139,469,310	128,354,534
	Repair & Maintenance - Factory	45,556,309	42,882,086
	Tiffin & Refreshment - Factory (Entertainment)	929,074	1,176,565
	Medical Expenses	58,301	121,011
	Government Taxes & License Fee	1,828,379	2,159,296
	Office Expenses-Factory	561,163	725,382
	Uniform & Liveries	76,813	188,548
	Lab Test Fees	-	195,681
	LPG for Operation	5,802,327	3,106,004
	Labour Bill	313,240	106,990
	Safety Items Expenses	703,361	582,368
	Exchange (Gain)/Loss	-	178,709
	Depreciation	165,446,744	181,732,328
		445,986,277	441,224,588

24.00 General and Administrative Expenses

Rent & Rates
Carriage Outward
Repair & Maintenance
Sample Expenses
Vehicles Running & Maintenance
Tiffin & Refreshment (Entertainment)
Fees & Subscription
Postage, Telephone, Fax & Telex
Govt. Taxes, Stamp Duty & License Fee
Advertisement Expenses
Audit Fees
Insurance Premium of Helicopter
BO Account Charge
Electricity Bill- Office
Internet Bill
Survey Bill
Traning & Development
Stationary
Remuneration
Papers, Books & Periodicals
Selling & Distribution Expenses
Salary & Allowance
Security Charge
Amortization of Intangible Assets
Provision for Unrealised loss on holding shares
Operational, Maintenance & Other Charges (Helicopter)
Tree Plantation
Write off of Receivables
Depreciation of Helicopter
Travelling & Conveyance bill

Amount in BDT	
July 2021 - June'2022	July 2020 - June'2021
2,076,324	2,200,161
1,176,324	1,996,188
-	493,244
377,884	-
2,757,482	3,271,260
3,942,031	3,153,236
2,450,941	4,769,556
413,284	576,499
86,827	473,692
16,650	127,686
402,500	402,500
2,877,276	2,680,471
550	550
244,844	279,494
69,564	69,564
419,010	223,070
15,000	31,452
377,812	480,556
6,390,000	5,970,000
3,580	-
26,816,513	33,267,887
10,818,726	12,744,188
487,013	399,192
139,652	139,652
-	583,737
8,092,152	6,144,022
208,342	110,617
4,047,695	6,839,866
5,513,109	6,100,679
839,090	949,925
81,060,175	94,478,944

		Amount in BDT	
		July 2021 - June'2022	July 2020 - June'2021
25.00	Financial Expenses		
	Interest / Profit Charge	128,914,812	263,646,050
	Bank Charge	12,978,936	7,955,375
		141,893,748	271,601,425
26.00	Non-Operating Income		
	Wastage Sales	891,169	2,624,487
	Dividend Income	400,757	536,966
	Lab Test Income	81,800	88,000
	Interest / Profit Income	35,342,644	41,610,275
	Exchange (Gain)/Loss	77,261	-
	Unrealised Gain/Loss on Sale of Share	572,190	7,990,912
	Realised Gain on Sale of Share	3,068,937	1,060,435
		40,434,758	53,911,075
27.00	Worker's Profit Participation Fund (WPPF)		
	Net Profit Before Tax	318,382,456	456,219,153
	WPPF @ 5% of Net Profit Before Tax	15,919,123	22,810,958
		15,919,123	22,810,958
28.00	Income Tax Expenses		
	Current Tax	86,887,921	131,166,075
	Deferred Tax	1,150	(690)
		86,889,071	131,165,386
29.00	Earning Per Share		
	Net Profit after Tax	231,493,385	325,053,767
	Number of Shares Outstanding	100,000,000	100,000,000
	Earning Per Share (EPS)	2.31	3.25

30.00 Financial Risk Management

The company has exposure to the following risks arising from financial instruments:

- a) Credit risk
- b) Market risk
- c) Liquidity risk

a) Credit risk

Credit risk represents the financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It mainly comprises of trade receivables, advances to suppliers, trade deposits and bank balances. The Company's maximum exposure to credit risk at the reporting date is trade receivable which is also secured by agreement with Bangladesh petroleum Corporation (BPC), the only one customer of the Company.

b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices such as foreign exchange rates, interest rates and other price risks. The objective of market risk management is to manage and control market risk exposures within an acceptable range:

i) Foreign currency risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchanges rates. The Company is exposed to currency risk on its purchases that is denominated in foreign currencies. Majority of the Company's foreign currency transactions are denominated in USD. The Company also has exposure in foreign currencies relating to some services.

ii) Interest rate risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its long term foreign currency debts with the lender.

Interest bearing financial instruments of the Company at reporting date are as follows:

Financial Liabilities	30-Jun-2022	30-Jun-2021
OD Loan (PBL A/c No.-2118755026666)	955,426,558	791,419,072
OD Loan (PBL-A/c No.-2118754019795)	156,377	-
TR Loan (Time Loan-PBL)	-	610,680,000
TR Loan (Time Loan Stimulus-PBL)	100,000,000	-
TR Loan (Fixed Loan-SCB)	331,512,000	981,450,000
	1,387,094,935	2,383,549,072

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient resources and arrangement of credit lines with the various banks for managing its liquidity risk.

31. Related Party Transaction

a) Key management Personnel Compensation:

Short Term Employee Benefits (Salary & Allowances etc.)

Particulars	30.06.2022		30.06.2021	
	Directors	All Managers	Directors	All Managers
Board Meeting Fee	-	-	-	-
Remuneration & Allowances	6,390,000	29,277,845	5,970,000	29,326,629
Bonus	1,040,000	2,183,425	1,070,000	1,846,227
Total	7,430,000	31,461,270	7,040,000	31,172,856

Transport and Other Facilities Provided to Managing Directors, Directors, GM, DGM, Managers and Deputy Managers:

Designation	Facilities Provided
Managing Director	Mobile Bill & Transport Facility
Directors	Mobile Bill & Transport Facility
GM & DGM	Mobile Bill & Transport Facility
Manager & Deputy Manager	Mobile Bill & Transport Facility

b) Other Related Party Transactions:

During the year under review, the Company carried out a number of transactions with related parties in the normal course of business. The name of related parties, nature of these transactions and their value have been set out below in accordance with the provision of IAS 24 "Related Party Disclosure".

Name of the Related Party	Nature of Relationship	Nature of Transaction	Balance as at July 01, 2021	Addition during the period	Adjustment during the period	Balance as at June 30, 2022
Shahjibazar Power Co. Ltd.	Parent-Subsidiary	Advance	13,591	3,267,518	3,264,122	16,987
Comfit Composite Knit Ltd.	Common Directorship	Short Term Loan	121,867	348,356	111,975	358,248
Midland East Power Ltd.	Common Directorship	Short Term Loan	1,445,621	67,395,857	67,318,829	1,522,649
Petromax LPG Ltd.	Common Directorship	Short Term Loan	13,591	63,288,268	63,164,962	136,897
Petromax Cylinders Ltd.	Common Directorship	Short Term Loan	13,591	215,251	174,212	54,630

32.00 Commitments and Contingencies

A) Capital expenditure commitments

B) Bank guarantees

In favor of:

The Commissioner of Customs, Mongla Custom House, Khulna

Rupantarita Prakritik Gas Company Limited

Civil Aviation Authority of Bangladesh

The Commissioner of Customs, Custom House, Chittagong

30 June 22

30 June 21

528,084,260

528,084,260

3,000,000

3,000,000

2,000,000

2,000,000

5,088,238

5,088,238

538,172,498

538,172,498

33.00 Other disclosures

33.01 Number of employees

As at 30 June 2022, number of regular employees receiving salary & allowance above Tk. 30,000.00 per month were 122 persons.

33.02 Comparatives

Comparative period figures have been rearranged to ensure consistency with current year's figures in order to better comparison and presentation.

33.03 Events after the reporting period

There is no event occur to disclose after the reporting period.

Petromax Refinery Limited
Fixed Assets Schedule
 As at June 30, 2022

SL	Name of Assets	Cost			Rate %	Depreciation				Written down Value at June 30, 2022
		Balance at July 01, 2021	Addition during the period	Disposal During the Period		Balance at June 30, 2022	Charged During the Period	Adjustment During the Period	Balance at June 30, 2022	
01	Land & Land Development	64,367,432	-	-	-	64,367,432	-	-	-	64,367,432
02	Building & Construction	532,160,599	-	-	7%	532,160,599	22,343,801	-	226,805,055	305,355,544
03	Electric Installation	35,794,236	-	-	15%	35,794,236	1,668,785	-	25,692,067	10,102,169
04	Computer	2,521,613	111,500	-	15%	2,633,113	189,776	-	1,430,665	1,202,448
05	Jetty	9,047,777	-	-	15%	9,047,777	427,927	-	6,457,274	2,590,503
06	Factory Equipments	10,272,211	-	-	15%	10,272,211	698,190	-	6,045,643	4,226,568
07	Lab Equipment	2,791,179	-	-	15%	2,791,179	142,038	-	1,931,337	859,842
08	Fire Fighting Equipments	2,405,810	-	-	15%	2,405,810	207,500	-	1,149,689	1,256,121
09	Plant & Machineres	2,822,660,419	-	-	6%	2,822,660,419	105,312,805	-	1,132,770,144	1,689,890,275
10	Cylindrical Vertical Steel Tank	111,594,037	-	-	15%	111,594,037	5,201,798	-	80,104,403	31,489,634
11	Generator	20,300,278	-	-	15%	20,300,278	917,060	-	14,748,756	5,551,522
12	Office Equipment	1,151,841	-	-	15%	1,151,841	56,642	-	808,954	342,887
13	Office Renovation	9,193,548	-	-	10%	9,193,548	780,166	-	1,873,318	7,320,230
14	Refrigerator	97,710	-	-	15%	97,710	10,183	-	36,065	61,645
15	Solar Power System	560,000	-	-	15%	560,000	25,185	-	407,542	152,458
16	Telephone Installation	1,801,789	-	-	15%	1,801,789	100,043	-	1,196,166	605,622
17	Ship	355,753,862	-	-	20%	355,753,862	23,128,586	-	254,195,842	101,558,020
18	Helicopter	90,285,623	-	-	10%	90,285,623	5,513,109	-	38,556,613	51,729,010
19	Vehicle	36,283,915	-	-	20%	36,283,915	3,180,772	-	22,317,092	13,966,823
20	Air Condition	6,626,490	-	-	15%	6,626,490	378,498	-	4,335,215	2,291,275
21	Water Line Installation	326,395	-	-	15%	326,395	14,679	-	237,534	88,861
22	Water Treatment Plant	4,382,645	-	-	15%	4,382,645	207,864	-	3,124,321	1,258,324
23	Furniture & Fixture	8,146,985	-	-	15%	8,146,985	454,447	-	5,395,944	2,751,041
	June 30, 2022	4,128,526,393	111,500	-		4,128,637,893	170,959,853	-	1,829,619,639	2,299,018,254
	June 30, 2021	4,126,962,003	1,564,390	-		4,128,526,393	187,833,007	-	1,658,659,786	2,469,866,607

Depreciation Expenses:

Factory Overhead	165,446,744
General and Administrative	5,513,109
Total	170,959,853

Petromax Refinery Limited
Schedule of Tax Calculation
 For the year ended June 30, 2022

Particulars	Total
Net profit before tax	318,382,456
Non operating income	40,434,758
Capital Gain	-
Dividend	400,757
Wastage Sales	891,169
Exchange Gain or Loss	77,261
Unrealised Gain/Loss on Sale of Share	572,190
Realized gain on sale of share	3,068,937
Lab Test Income	81,800
Income from MTDR	35,342,644
Operating Income	277,947,698
A) Tax on Operating Income @ 27.50%	76,435,617
B) Tax on Non-Operating Income:	10,452,304
Dividend @ 20%	80,151
Capital Gain @ 10%	-
Tax on gain on sale of share @ 10% (Un-Realised)	57,219
Tax on gain on sale of share @ 10% (Realized)	306,894
Wastage Sales @ 27.50%	245,071
Exchange Gain or Loss @ 27.50%	21,247
Lab Test Income @ 27.50%	22,495
Tax on income from MTDR @ 27.50%	9,719,227
Income Tax Expense (A+B)	86,887,921

SHAHJIBAZAR POWER CO. LTD.

Corporate Office : Youth Tower, 822/2, Rokeya Sarani, Dhaka-1216, Bangladesh

Tel : + 880 9678221177, Fax : +88-02-48040214

Plant: Fatepur, Shahjibazar, Madhabpur, Hobigonj, Bangladesh

E-mail : info@youthbd.com, Web : www.youthbd.com

Affix
Tk. 20
Revenue
Stamp

PROXY FORM

I/We.....of.....being a shareholder of
Shahjibazar Power Company Limited and entitled to vote hereby appoint Mr. / Mrs. / Miss.
..... as my / our proxy to attend and vote for me / us and on my / our behalf at the 15th Annual
General Meeting of the Company to be held on Sunday the 29th day of January, 2023, at under digital platform
<http://spcl.digitalagmbd.net> at 11.00 A.M. As witness my/our hand this
day of.....2023.

.....
Signature Shareholder

.....
Signature of Proxy

BO ID No.

[illegible]

No. of Shares held Dated

Notes :

01. This Form of Proxy, duly completed must be deposited at least 48 hours before the meeting of the company's Shares office 822/2, Rokeya Sarani, Dhaka-1216, Bangladesh
02. Proxy is invalid if not signed and stamped as indicated above.



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E-mail : info@youthbd.com. Web : www.youthbd.com

ATTENDANCE SLIP

I/we hereby record my/our attendance at the 15th Annual General Meeting of the Company being held on Sunday the 29th day of January, 2023, at under digital platform <http://spcl.digitalagmbd.net> at 11.00 A.M.

Name of Member / Proxy :

BO ID No.

[illegible]

No. of Shares held

Signature Shareholder

Signature of Proxy

Date :

- Note: i) Shareholders attending the meeting in person or by proxy are requested to complete Attendance slip and deposit the same at the entrance of the meeting hall.
- ii) No gift or benefit in cash or kind shall be paid / offered to the Shareholders as per Circular No. SEC/CMRRCD/2009. 193/154 dated 24 October 2013 of BSEC for attending the AGM.



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