

# বার্ষিক প্রতিবেদন ২০২২-২০২৩



শ্যামপুর সুগার মিলস্ লিমিটেড  
SHYAMPUR SUGAR MILLS LIMITED



## নর্থবেঙ্গল সুগার মিলস লিমিটেডের পক্ষ থেকে

শ্যামপুর সুগার মিলস্ লি. এর ৩৩ তম বার্ষিক সাধারণ সভার শুভ কামনা করছি।

Combined Harvester	Planter	Digger Machine
		

- SMART বাংলাদেশ গড়ার সুবাতাস বইছে চিনিকলে, তারই ধারাবাহিকতায় নর্থবেঙ্গল চিনিকলের কৃষি খামারে আধুনিক কৃষি যন্ত্রপাতি ব্যবহারের ফলে খামারের সকল কাজে গতিশীলতা বৃদ্ধি পেয়েছে।
- চিনিকলের খামারের আখ কর্তনের জন্য কম্বাইন্ড হার্ভেস্টার ব্যবহার করা হচ্ছে। কম্বাইন্ড হার্ভেস্টারের মাধ্যমে আখ কর্তনের ফলে অল্প সময়ে অধিক আখ কর্তন করা যায় এবং শ্রমিক খরচও কম লাগছে।
- প্লান্টার ও ডিগার মেশিনের মাধ্যমে আখ রোপনের ফলে একদিকে যেমন সময়ের সাশ্রয় হচ্ছে অন্যদিকে শ্রমিক খরচও কমেছে।
- নর্থবেঙ্গল চিনিকলের খামারে আধুনিক কৃষি যন্ত্রপাতির ছোঁয়ায় লাভজনক খামারে পরিণত হবে বলে আমরা আশাবাদী।
- ডিজিটাল পদ্ধতির সর্বশেষ সংযোজন বিকাশ লিঃ এর মাধ্যমে আখের মূল্য পরিশোধ। কৃষকের টাকা পাওয়া আরও সহজ ও হাতের মুঠোয়। তবে প্রতারক চক্র হতে সাবধান। কোনভাবেই পিন নম্বর ও ওটিপি কারো সাথে শেয়ার করবেন না এবং কোন প্রকার প্রলোভনে কান দিবেন না।
- যে কোন প্রয়োজনে আপনার এলাকার মাঠকর্মী বা ইক্ষু বিভাগীয় কর্মকর্তার সাথে যোগাযোগ করুন

প্রচারণায়: নর্থবেঙ্গল সুগার মিলস্ লি. গোপালপুর, নাটোর।  
(বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন এর একটি প্রতিষ্ঠান)



শ্যামপুর সুগার মিলস্ লিঃ  
শ্যামপুর, রংপুর।

সূচিপত্র

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## শ্যামপুর সুগার মিলস্ লিমিটেড

### পরিচালকমন্ডলী

চেয়ারম্যান (গ্রেড-১)	:	জনাব শেখ শোয়েবুল আলম এনভিসি
পরিচালক	:	জনাব পুলক কান্তি বড়ুয়া, যুগ্ম সচিব
পরিচালক	:	জনাব খোন্দকার আজিম আহমেদ এনভিসি, যুগ্ম সচিব
পরিচালক	:	জনাব মুঃ নুরুল আমিন খান, যুগ্ম সচিব
পরিচালক (Independent)	:	জনাব মোঃ আব্দুল আজিজ এফসিএমএ
পরিচালক (Independent)	:	জনাব আবু সাঈদ মোঃ শায়খুল ইসলাম এফসিএমএ
ব্যবস্থাপনা পরিচালক	:	জনাব মোঃ মাসুদ সাদিক

### অন্যান্য তথ্য

কোম্পানি সচিব	:	জনাব কায়েস খান
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কমপ্লায়েন্স অডিটর	:	মেসার্স মাহফেল হক অ্যান্ড কোং চার্টার্ড অ্যাকাউন্ট্যান্টস বিজিআইসি টাওয়ার (৫ম তলা), ৩৪, তোপখানা রোড, ঢাকা-১০০০।
রেজিষ্টার্ড অফিস	:	শ্যামপুর সুগার মিলস্ লিমিটেড পোস্টঃ শ্যামপুর, জেলাঃ রংপুর।
শেয়ার অফিস	:	চিনিশিল্ল ভবন (৬ষ্ঠ তলা) ৩, দিলকুশা বাণিজ্যিক এলাকা, ঢাকা-১০০০।
কারখানা	:	শ্যামপুর সুগার মিলস্ লিমিটেড পোস্টঃ শ্যামপুর, জেলাঃ রংপুর।
ব্যাংকার্স	:	সোনালী ব্যাংক লি., শিল্ল ভবন কর্পোরেট শাখা, মতিঝিল বাণিজ্যিক এলাকা, ঢাকা-১০০০।

জনতা ব্যাংক লি., দিলকুশা কর্পোরেট শাখা,  
দিলকুশা বাণিজ্যিক এলাকা, ঢাকা-১০০০।

জনতা ব্যাংক লি., শ্যামপুর শাখা,  
শ্যামপুর, বদরগঞ্জ, রংপুর।





শেখ শোয়েবুল আলম এনডিসি  
চেয়ারম্যান (গ্রেড-১)  
বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন

### বাণী

শ্যামপুর সুগার মিলস্ লি. এর ৩৩ তম বার্ষিক সাধারণ সভায় বিজয়ের এই মাসে আমি শ্রদ্ধাভরে স্মরণ করছি বাংলাদেশের সর্বকালের সর্বশ্রেষ্ঠ বাঙালি, জাতির পিতা বঙ্গবন্ধু শেখ মুজিবুর রহমানকে। সকলকে জানাই বিজয়ের শুভেচ্ছা।

স্বাধীন বাংলাদেশে চিনিশিল্পের যাত্রাটা শুরু হয়েছিল জাতির পিতা বঙ্গবন্ধু শেখ মুজিবুর রহমান এর হাত ধরে। মহামান্য রাষ্ট্রপতির আদেশ বলে বাংলাদেশে সুগার মিলস্ করপোরেশন এবং বাংলাদেশ ফুড অ্যান্ড অ্যালাইড ইন্ডাস্ট্রিজ করপোরেশন গঠিত হয়। ০১-০৭-১৯৭৬ তারিখে বাংলাদেশ সুগার মিলস্ করপোরেশনের একত্রীকরণের মাধ্যমে বাংলাদেশ সুগার অ্যান্ড ফুড ইনডাস্ট্রিজ করপোরেশন গঠন করা হয়। যা বর্তমানে বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন (বিএসএডিআইসি) নামে অবহিত। বিএসএফআইসি'র অধীনে শ্যামপুর সুগার মিলস্ লি. ১৯৬৭ সালে প্রতিষ্ঠিত হয় এবং ১৯৭২ সালে জাতীয়করণ করা হয়। পরবর্তীতে মিলটি ১৯৯০ সালে পুঁজিবাজারে তালিকাভুক্ত হয়। মিলটি ১৯৬৭ সালে প্রতিষ্ঠিত হলেও বড় কোন বিএমআরই না হওয়ায় মিলটির অধিকাংশ যন্ত্রপাতির আয়ুষ্কাল শেষ হওয়ায় প্রতিবছর কিছু মেশিনারি পরিবর্তন করে মিলটি চালানো হচ্ছিল। ফলে রক্ষণাবেক্ষণ খাতে প্রচুর অর্থ খরচ হয়। তাছাড়া চিনি উৎপাদনের প্রধান কাঁচামাল আখের অভাবে মিলটি মাড়াই মৌসুমে ৩০/৩৫ দিন চালু থাকে।

সে প্রেক্ষিতে, শিল্প মন্ত্রণালয়ের স্মারক নম্বর: ৩৬.০০.০০০০.০৬৪.২০.০১১.২০.১১৬ তারিখ ০১-১২-২০২০ অনুযায়ী ২০২০-২০২১ আর্থ মাড়াই মৌসুমে বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশনের নিয়ন্ত্রণাধীন ১৫টি চিনিকলের মধ্যে ০৯টি চিনিকলে আর্থ মাড়াই কার্যক্রম পরিচালনা করা এবং অবশিষ্ট ৬টি চিনিকলে উৎপাদিত আর্থ নিকটস্থ চিনিকলে সমন্বয় পূর্বক আর্থ মাড়াই করার বিষয়ে সরকার সিদ্ধান্ত গ্রহণ করে। ৬টি চিনিকলের মধ্যে শ্যামপুর সুগার মিলস্ লি. অন্তর্ভুক্ত ছিল। গত ৩ (তিন) মাড়াই মৌসুম থেকে শ্যামপুর সুগার মিলস্ লি. এর মাড়াই কার্যক্রম স্থগিত থাকলেও অত্র অঞ্চলের আর্থ চাষিরা, আর্থ চাষে আগ্রহী আছে। বিধায় মিলটি পুনরায় চালু করা যায় কিনা এ বিষয়ে Pre Fesibility study পূর্বক একটি Business plan প্রস্তুতের নিমিত্ত করপোরেশনের কর্মকর্তাদের সমন্বয়ে ইতোমধ্যে ০১ টি কমিটি গঠন করা হয়েছে। বিনিয়োগের মাধ্যমে নতুন কোনো পন্য উৎপাদন করা যায় কিনা সে বিষয়ে সরকারের বিভিন্ন মন্ত্রণালয় এবং বিদেশী বিনিয়োগকারীদের সাথে যোগাযোগ অব্যাহত আছে। তাছাড়া প্রতিষ্ঠানটি সরকারের নিয়ন্ত্রণাধীন বিধায় পরবর্তীতে সরকারি সিদ্ধান্ত ও নির্দেশনা মোতাবেক প্রয়োজনীয় ব্যবস্থা গ্রহণ করা হবে।

আমি শ্যামপুর সুগার মিলস্ লি. এর ভবিষ্যত কার্যক্রমে শেয়ারহোল্ডারসহ, আর্থচাষি, কর্মকর্তা/কর্মচারি, টাকা স্টক এক্সচেঞ্জ লি. ও বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনসহ সংশ্লিষ্ট সকলের সহযোগিতা কামনা করছি।

আল্লাহ হাফেজ।

শেখ শোয়েবুল আলম এনডিসি



## শ্যামপুর সুগার মিলস্ লি.

শেয়ার অফিস (৬ষ্ঠ তলা)

চিনি শিল্প ভবন, ৩ দিলকুশা বা/এ, ঢাকা-১০০০

রেজিস্টার্ড অফিস : শ্যামপুর সুগার মিলস্ লি.

পোঃ শ্যামপুর, জেলাঃ রংপুর।

কারখানা : শ্যামপুর, রংপুর।

শেয়ার অফিস : চিনি শিল্প ভবন (৬ষ্ঠ তলা)

৩, দিলকুশা বা/এ, ঢাকা।

### ৩৩তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি।

শ্যামপুর সুগার মিলস্ লি. এর সম্মানিত শেয়ারহোল্ডারগণের জ্ঞাতার্থে জানানো যাচ্ছে যে, কোম্পানির ৩৩তম বার্ষিক সাধারণ সভা নিম্নলিখিত বিষয়াদি সম্পাদনকল্পে ২৭ ডিসেম্বর ২০২৩ / ১২ পৌষ ১৪৩০ বুধবার সকাল ৯.৩০ ঘটিকায় ডিজিটাল প্ল্যাটফর্মে অনুষ্ঠিত হবে। সভার লিংক <https://shyampsug33.digitalagmbd.net>

- ১। ২৭ ডিসেম্বর ২০২২ তারিখে অনুষ্ঠিত ৩২ তম বার্ষিক সাধারণ সভার কার্যবিবরণী অনুমোদন।
- ২। ৩০ জুন ২০২৩ তারিখে সমাপ্ত অর্থবছরের নিরীক্ষিত স্থিতিপত্র লাভ-লোকসান হিসাব নিরীক্ষকদের প্রতিবেদন এবং পরিচালকমন্ডলীর প্রতিবেদন গ্রহণ ও অনুমোদন।
- ৩। পরিচালকমন্ডলীর সুপারিশকৃত ২০২২-২০২৩ অর্থবছরের জন্য নো ডিভিডেন্ড ঘোষণা।
- ৪। ২০২৩-২০২৪ অর্থবছরের জন্য বহিঃ নিরীক্ষক নিয়োগ ও তাঁদের ফি নির্ধারণ।
- ৫। ২০২৩-২০২৪ অর্থবছরের জন্য Compliance Auditor নিয়োগ ও তাঁদের ফি নির্ধারণ।
- ৬। অবসরগ্রহণকারী পরিচালকদের শূন্য পদে পরিচালক মনোনয়ন/নির্বাচন।
- ৭। চেয়ারম্যান মহোদয়ের অনুমতিক্রমে সাধারণ সভায় আলোচনাযোগ্য যে কোন বিষয় আলোচনা।

বোর্ডের আদেশক্রমে



(কায়েস খান)  
কোম্পানি সচিব

তারিখ: ২৯ নভেম্বর ২০২৩

দ্রষ্টব্য:

- বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের সূর নম্বর SEC/SRMIC/94-231/91 dated March 31, 2021 অনুসরণে কোম্পানি বার্ষিক সাধারণ সভা ডিজিটাল প্ল্যাটফর্মে অনুষ্ঠিত হবে।
- রেকর্ড ডেট: ২১ নভেম্বর ২০২৩।
- কোম্পানির বার্ষিক সাধারণ সভায় যোগদান এবং অংশ গ্রহণের বিস্তারিত পদ্ধতি যথাসময়ে শেয়ারহোল্ডারদের ই-মেইল আইডিতে জানানো হবে। এটি কোম্পানির ওয়েব সাইড <https://shsm.bsfc.gov.bd> > শেয়ার সংক্রান্ত তথ্যাদিতে পাওয়া যাবে।
- বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের পক্ষে সভায় যোগদান ও ভোটদানের জন্য উপযুক্ত প্রতিনিধি (প্রক্সি) নিযুক্ত করতে পারবেন। প্রক্সি ফরম সঠিকভাবে পূরণ করে কোম্পানির শেয়ার অফিসের ই-মেইল [shsmagm31@gmail.com](mailto:shsmagm31@gmail.com) এ সভা আরম্ভ হওয়ার ৭২ ঘণ্টা পূর্বে প্রেরণ করতে হবে।
- কোম্পানির বার্ষিক সাধারণ সভার আলোচ্যসূচির ওপর শেয়ারহোল্ডারগণ আগাম প্রশ্ন শেয়ার অফিসের ই-মেইল: [shsmagm31@gmail.com](mailto:shsmagm31@gmail.com) এ প্রেরণ করতে পারবে।
- সভা আরম্ভ হওয়ার ১৫ মিনিট পূর্বে শেয়ারহোল্ডারদের Log in করার জন্য উৎসাহিত করছি। ভার্সুয়াল বার্ষিক সাধারণ সভায় প্রবেশ করার ক্ষেত্রে যে কোন কারিগরী প্রযুক্তিগত অসুবিধার জন্য ০১৭৯৫১০৮৪৬৫; ০১৭৩২৮৯০৬৮১ নম্বরে যোগাযোগ করতে পারবেন।
- ২০২২-২০২৩ অর্থবছরের বার্ষিক প্রতিবেদন শেয়ারহোল্ডারগণের ই-মেইল ঠিকানায় পাঠানো হবে এবং কোম্পানির ওয়েবসাইড <https://shsm.bsfc.gov.bd> > শেয়ার সংক্রান্ত ফোল্ডারে পাওয়া যাবে।

বিশেষ দ্রষ্টব্য: সম্মানিত শেয়ারহোল্ডারবৃন্দের সদয় অবগতির জন্য জানানো যাচ্ছে যে, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের বিধি মোতাবেক বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/খাবার/যাতায়াত ভাতা



শ্যামপুর সুগার মিলস্ লিঃ

শ্যামপুর, রংপুর।

পরিচালকমন্ডলীর প্রতিবেদন (২০২২-২০২৩ অর্থবছর)

বিস্মিল্লাহির রাহমানির রাহিম  
সম্মানিত শেয়ারহোল্ডারবৃন্দ,  
আসসালামু আলাইকুম।

আপনারা সবাই অবগত আছেন যে, বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন কর্তৃক জারিকৃত নির্দেশনার আলোকে ৩৩তম বার্ষিক সাধারণ সভা ডিজিটাল প্ল্যাটফর্মে অনুষ্ঠিত হচ্ছে। ডিজিটাল প্ল্যাটফর্মে উপস্থিত সকলকে জানাই আন্তরিক ধন্যবাদ ও শুভেচ্ছা।

সুধিবন্দ:

আমি এখন ৩০-০৬-২০২৩ খ্রি. তারিখ সমাপ্ত অর্থবছরের কোম্পানির সামগ্রিক কর্মকান্ড, আর্থিক অবস্থা ও নিরীক্ষিত হিসাব বিবরণী সংক্ষিপ্তভাবে উপস্থাপন করছি।

উৎপাদন:

সরকারি সিদ্ধান্তে ২০২০-২০২১ আর্থিক মৌসুম থেকে কোম্পানির উৎপাদন কার্যক্রম স্থগিত রয়েছে। পরবর্তীতে সরকারি সিদ্ধান্ত ও নির্দেশনা মোতাবেক প্রয়োজনীয় ব্যবস্থা গ্রহণ করা হবে।

বিক্রয়:

কোম্পানির উৎপাদন কার্যক্রম স্থগিত থাকায় রাজস্ব খাতে চলতি অর্থ বছরে কোন আয় করা সম্ভব হয়নি। তবে পূর্বের মজুদকৃত অল্প কিছু মোলাসেস বিক্রয় করা হয়েছে। যার মূল্য ২৪.৭৯ লক্ষ টাকা।

মোট মুনাফা ও নীট মুনাফার হার:

বিবরণ	২০২২-২০২৩ অর্থবছর ( কোটি টাকা)	২০২১-২০২২ অর্থবছর ( কোটি টাকা)
মোট লোকসান	২১.৮০	২৬.৫১
নীট লোকসান	২১.৮০	২৬.৫১

২০২২-২০২৩ অর্থবছরে কোম্পানির নীট লোকসান ২১.৮০ কোটি টাকা। যা পূর্ববর্তী বছরের তুলনায় ৪.৭১ কোটি টাকা অর্থাৎ ১৭.৭৭% কমেছে। গত বছরের তুলনায় প্রশাসনিক খাতে ব্যয় এবং ব্যাংক ঋণের সুদের পরিমাণ কম হওয়ায় নীট লোকসানের পরিমাণ কমেছে।

অতিরিক্ত তথ্য:

- সকল বিবরণীতে কোম্পানি সংক্রান্ত বিষয়াবলি, পরিচালনা নীতিমালা, অর্থ প্রবাহ এবং তারল্যের পরিবর্তন সঠিকভাবে উপস্থাপিত হয়েছে;
- কোম্পানির হিসাববহিসমূহ যথাযথভাবে সংরক্ষিত হয়েছে;
- আর্থিক বিবরণী প্রস্তুতকালে হিসাব সংক্রান্ত নীতিমালা যথাযথভাবে অনুসরণ করা হয়েছে;
- আর্থিক বিবরণী প্রস্তুতকালে বাংলাদেশে প্রযোজ্য হিসাব মান অনুসরণ করা হয়েছে;
- অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা যথাযথ ছিল এবং কার্যকর প্রয়োগ ও তত্ত্বাবধান নিশ্চিত করা হয়েছে;
- কোম্পানির পরিচালনাগত ব্যাপারে পূর্ববর্তী বছরের তুলনায় কোন বিচ্যুতি নেই;
- কোম্পানির শেয়ারহোল্ডিং পজিশন Annexure-II বর্ণিত আছে;
- পরিচালকমন্ডলীর বোর্ডসভায় উপস্থিতির বিবরণ Annexure-III এ উপস্থাপন করা হয়েছে;
- ৫ (পাঁচ) বছরের পরিচালনা ও আর্থিক ফলাফলসমূহ Annexure-IV এ উপস্থাপন করা হয়েছে;
- কোম্পানির চলমান ধারার বিষয়সমূহ প্রতিবেদনে বর্ণিত হয়েছে;
- কোম্পানি লভ্যাংশ সংক্রান্ত বিষয় প্রতিবেদনে বর্ণিত হয়েছে;
- সিইও/সিএফও এর ঘোষণা সার্টিফিকেট Annexure-A এ উপস্থাপন করা হয়েছে;



- ড) কমপ্লায়েন্স অডিটর সার্টিফিকেট Annexure-B এ উপস্থাপন করা হয়েছে;
- ঢ) বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশনের প্রোফরমানুয়ারী কর্পোরেট গভার্ন্যান্স কমপ্লায়েন্স Annexure-C এ বর্ণিত হয়েছে।
- ণ) Related party transaction এ সম্পর্কিত তথ্য আর্থিক বিবরণী Note- 1.36 এ বর্ণিত আছে।

#### IAS, IFRS সহ অন্যান্য আরোপযোগ্য আইন ও নীতির বাস্তবায়ন:

কোম্পানি আইন ১৯৯৪ এবং বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন রুলস ১৯৮৭ অনুসরণপূর্বক কোম্পানি তার যাবতীয় আর্থিক লেনদেনের হিসাব সংরক্ষণ করাসহ সঠিক আর্থিক অবস্থান প্রকাশ করে। সকল আর্থিক হিসাব International Accounting Standards (IAS), International Financial Reporting Standards (IFRS) সহ অন্যান্য আরোপযোগ্য নীতিসমূহের পূর্ণ অনুসরণপূর্বক হিসাব ও প্রতিবেদন প্রস্তুত করার প্রক্রিয়া নিশ্চিত করা হয়েছে।

#### আর্থিক প্রতিবেদন ও জবাবদিহীতা:

কোম্পানি বার্ষিক প্রতিবেদনের মাধ্যমে আর্থিক বছর শেষে বার্ষিক হিসাব বছরের শুরু থেকে প্রথম ত্রৈমাসিক হিসাব, অর্ধবার্ষিক হিসাব, তৃতীয় ত্রৈমাসিক হিসাব প্রস্তুত করে পরিচালকমন্ডলীর সমন্বয়ে গঠিত নিরীক্ষা কমিটির মাধ্যমে সঠিকতা যাচাইপূর্বক নিয়মানুযায়ী বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ লি. ও শেয়ারহোল্ডারদের নিকট প্রেরণ করা হয়েছে। প্রথম ত্রৈমাসিক হিসাব, অর্ধবার্ষিক হিসাব তৃতীয় ত্রৈমাসিক হিসাব এর সাথে বার্ষিক হিসাবে আয়-ব্যয় পার্থক্য পরিলক্ষিত হয়নি।

#### চূড়ান্ত হিসাবের ওপর নিরীক্ষকদের মন্তব্য:

২০২২-২০২৩ অর্থবছরের হিসাবের ওপর নিরীক্ষকদের মন্তব্যের প্রেক্ষিতে অডিট কমিটি একটি প্রতিবেদন বোর্ডে উপস্থাপন করেন। বোর্ড এ বিষয়ে বিস্তারিত আলোচনা করে মিলকে নিরীক্ষকদের মন্তব্যের যথাযথ ব্যবস্থা গ্রহণের জন্য নির্দেশনা প্রদান করেন।

#### চলমানধারা সংক্রান্ত:

কোম্পানির সুদসহ ব্যাংকের দায়-দেনা বৃদ্ধি পেয়েছে এবং কোম্পানির পুঞ্জীভূত লোকসানের অংকও বৃদ্ধি পেয়েছে। এতে কোম্পানির চলমানধারা বজায় রাখা ঝুঁকিপূর্ণ হিসেবে প্রতীয়মান হলেও স্থায়ী সম্পদ বিদ্যমান আছে।

#### পরিচালকবৃন্দের সম্মানী:

বিবরণ	২০২২-২০২৩ অর্থবছর (লক্ষ টাকা)	২০২১-২০২২ অর্থবছর (লক্ষ টাকা)
পরিচালকবৃন্দের সম্মানী	২.২৫	১.৯৫

২০২২-২০২৩ অর্থবছরে পরিচালকবৃন্দকে পরিচালনা পর্ষদের ৫টি, অডিট কমিটির ৪টি এবং এনআরসি কমিটির ১টি সভার সম্মানী বাবদ ভ্যাট ও আয়করসহ সর্বমোট ২.২৫ লক্ষ টাকা প্রদান করা হয়েছে। ২০২১-২০২২ অর্থবছরে পরিচালকবৃন্দকে সম্মানী বাবদ ১.৯৫ লক্ষ টাকা প্রদান করা হয়েছিল। (আর্থিক বিবরণী নোট নং- ২৫)

#### কর্পোরেট গভর্নেন্স:

পরিচালকমন্ডলী কর্পোরেট গভর্নেন্স এর বিধি-বিধান যথাযথভাবে পালন করে আসছে। এছাড়া কোম্পানির সংশ্লিষ্ট কর্মকর্তাগণ কর্পোরেট গভর্নেন্স এর আলোকে কোম্পানির কর্মকান্ড ও পরিচালকমন্ডলীর নির্দেশনা প্রতিপালন করছে।

#### অডিট কমিটি:

বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/-2006-158/207/ Admin/ 80, dated 03-June-2018 এর নির্দেশনানুযায়ী পরিচালনা পর্ষদ কর্তৃক গঠিত Independent পরিচালকসহ ৩ (তিন) সদস্য বিশিষ্ট অডিট কমিটি গঠন করা আছে। গঠিত অডিট কমিটি অভ্যন্তরীণ নিরীক্ষা পদ্ধতি, আর্থিক প্রতিবেদন এবং বহিঃনিরীক্ষকদের প্রতিবেদন আলোচনা ও পর্যালোচনা পূর্বক তাদের মন্তব্য প্রতিবেদনে পেশ করেছেন। তাদের প্রতিবেদন Annexure-V এ দেয়া হয়েছে।

#### ইনডিপেনডেন্ট পরিচালক:

বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/-2006-158/207/Admin/80, dated 03-June-2018 অনুযায়ী জনাব মোঃ আব্দুল আজিজ, এফসিএমএ ও জনাব আবু সাঈদ মোঃ শায়খুল ইসলাম, এফসিএমএ, Independent পরিচালক হিসেবে যথাযথ দায়িত্ব পালন করছেন।

#### নমিনেশন অ্যান্ড রিমুনারেশন কমিটি (এনআরসি) গঠন :

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন ৩, জুন ২০১৮ অনুযায়ী করপোরেট গভার্ন্যান্স কোড ৬ অনুযায়ী নমিনেশন অ্যান্ড রিমুনারেশন সাব কমিটি (এনআরসি) গঠন করা হয়েছে। কমিটি'র এ অর্থবছরে ১টি সভা অনুষ্ঠিত হয়েছে। এনআরসি কমিটির প্রতিবেদন Annexure-VI এ দেয়া হয়েছে।

#### কমপ্লায়েন্স সার্টিফিকেট:

বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/-2006-158/207/Admin/80, dated 03-June-2018 অনুযায়ী কমপ্লায়েন্স অডিটর হিসেবে মেসার্স মাহফেল হক অ্যান্ড কোং চার্টার্ড অ্যাকাউন্ট্যান্টস কে ২৭-১২-২০২২ তারিখে অনুষ্ঠিত কোম্পানির ৩২তম বার্ষিক সাধারণসভায় নিয়োগ দেয়া হয়েছে। এ ফর্ম অডিট সম্পন্ন করে সার্টিফিকেট প্রদান করেছে যা প্রতিবেদনে দেয়া হয়েছে।

#### আইনের প্রতি শ্রদ্ধা:

কোম্পানিটি গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের শিল্প মন্ত্রণালয়ের আওতাধীন ও নিয়ন্ত্রণাধীন প্রতিষ্ঠান। এ প্রতিষ্ঠান বিএসইসি, ডিএসই এর রুলস অ্যান্ড রেগুলেশন প্রতিপালনসহ সরকারের সংশ্লিষ্ট মন্ত্রণালয়ের সকল ধরনের নির্দেশনা, নীতিমালা ও আইনের প্রতি শ্রদ্ধাশীল এবং রাষ্ট্রীয় আইন ও রুলস যথাযথভাবে পালন করে আসছে।

#### বিধিবদ্ধ পরিশোধসমূহ:

কোম্পানিটি সরকারের শিল্প মন্ত্রণালয়ের নিয়ন্ত্রণাধীন থাকায় কর্মরত কর্মকর্তা, কর্মচারী ও শ্রমিকদের দেনা-পাওনা সরকারি বিধি-বিধানের আলোকে পরিশোধ করা হচ্ছে।

#### পুঁজিবাজার এর সঙ্গে যোগাযোগ:

কোম্পানিটি ঢাকা স্টক এক্সচেঞ্জ লি. এর তালিকাভুক্ত কোম্পানি হওয়ায় বিএসইসি, ডিএসই এর বিধি ও নীতিমালা এবং তাদের জারিকৃত নির্দেশনাসমূহ যথাযথভাবে অনুসরণ করা হচ্ছে।

#### বিএপিএলসি (BAPLC) কার্যক্রম:

শ্যামপুর সুগার মিলস্ লি. কোম্পানি বাংলাদেশ অ্যাসোসিয়েশন অফ পাবলিক লিস্টেড কোম্পানিজ (BAPLC) এর সদস্য।

#### সরকারি নীতিমালানুযায়ী কর্মকর্তা/কর্মচারীদের জনকল্যাণমূলক কার্যক্রম:

কোম্পানিটি গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের আওতাধীন ও নিয়ন্ত্রণাধীন প্রতিষ্ঠান হওয়ায় সরকারি বিধি-বিধান ও নিয়মনীতি অনুসরণপূর্বক পরিচালিত হচ্ছে।

#### সিডিবিএল কার্যক্রম:

সিডিবিএল এর মাধ্যমে ইলেকট্রনিক পদ্ধতিতে সিকিউরিটিজ এর হিসাবপত্র রাখা হয়েছে, প্রয়োজনীয় দলিলাদি হস্তান্তর করা এবং বস্তুগত কোন দলিলের হস্তান্তর বাতীত মালিকানা পরিবর্তনের কাজ সিডিবিএল এর মাধ্যমে করা হয়। শ্যামপুর সুগার মিলস্ লি. এর শেয়ার ১৩-১০-২০১০ তারিখ থেকে ঢাকা স্টক এক্সচেঞ্জ লি. ইলেকট্রনিক পদ্ধতিতে লেনদেন হচ্ছে। বিএসইসি'র বিধি অনুযায়ী কোম্পানির শেয়ারহোল্ডারগণ সব রকম সুবিধা ভোগ করছেন।

#### ঝুঁকি ব্যবস্থাপনা:

কোম্পানিটি সরকারি মালিকানাধীন। প্রতিষ্ঠানটি শিল্প মন্ত্রণালয়ের মাধ্যমে অর্থ মন্ত্রণালয় কর্তৃক মনিটরিং করায় ঝুঁকি ব্যবস্থাপনা সম্পূর্ণ সরকারের নিয়ন্ত্রণাধীন।



### নিরীক্ষক নিয়োগ :

২৭-১২-২০২২ তারিখে অনুষ্ঠিত কোম্পানির ৩২তম বার্ষিক সাধারণসভার সিদ্ধান্ত অনুযায়ী মেসার্স ফেমস অ্যান্ড আর চার্টার্ড অ্যাকাউন্ট্যান্টস ফার্মকে সর্বসাকুল্যে ৬০,০০০.০০ টাকা পারিশ্রমিকে ২০২২-২০২৩ অর্থবছরের জন্য নিরীক্ষক নিয়োগ করা হয়েছিল। এ সভায় উক্ত ফার্ম অবসর গ্রহণ করবে এবং তারা পুনঃ নিয়োগের ইচ্ছা প্রকাশ করেছেন।

### পরিচালক নির্বাচন :

কোম্পানির আর্টিক্যালস অব অ্যাসোসিয়েশনের ৯১ নম্বর বিধি ও কোম্পানি আইনের বিধান অনুযায়ী বর্তমানে নিয়োজিত পরিচালকবৃন্দের এক তৃতীয়াংশ জনাব পুলক কান্তি বড়ুয়া পরিচালক(সিডিআর) জ্যেষ্ঠতার ভিত্তিতে এ সভায় অবসর গ্রহণ করবেন এবং তিনি ৯২ নম্বর বিধি অনুযায়ী পুনঃ নির্বাচন/মনোনয়নের ইচ্ছা প্রকাশ করেছেন। তিনি পুনঃ নির্বাচন মনোনয়নের যোগ্যতা রাখেন।

### ভবিষ্যত কার্যক্রম :

শ্যামপুর সুগার মিলস লি. ঢাকা স্টক এক্সচেঞ্জ এর একটি তালিকাভুক্ত কোম্পানি। সরকারি সিদ্ধান্তে অন্য ৫টি মিলসহ এই মিলের উৎপাদন কার্যক্রম স্থগিত রাখা হয়েছে। এ বিষয়ে শিল্প মন্ত্রণালয়ের মাধ্যমে সংশ্লিষ্ট দপ্তর সমূহের সাথে করপোরেশন হতে যোগাযোগ অব্যাহত আছে। সরকার কর্তৃক যে সিদ্ধান্ত গ্রহণ করা হবে তা তাৎক্ষণিক শেয়ারহোল্ডারদেরকে অবহিত করা হবে। তাছাড়া বিএসইসি'র সঙ্গে এ বিষয়ে একটি সভা অনুষ্ঠিত হয়েছে। উক্ত সভার সিদ্ধান্তানুসারে কোম্পানিটি পুনরায় চালু করা যায় কিনা? এ বিষয়ে Pre-feasibility study করে একটি Business Plan প্রস্তুত করার নিমিত্ত করপোরেশনের কর্মকর্তাদের সমন্বয়ে একটি কমিটি গঠন করা হয়েছে।

### উপসংহার:

কোম্পানির সার্বিক কর্মকাণ্ডে শ্রমিক, কর্মচারী, কর্মকর্তাগণ, কোম্পানির শেয়ারহোল্ডার, আখাচাষি ও চিনি শিল্পের সঙ্গে সংশ্লিষ্ট সকলকে কোম্পানির পক্ষ হতে আন্তরিক ধন্যবাদ জ্ঞাপন করছি। ভবিষ্যতে যাতে এ কোম্পানি আবার ঘুরে দাঁড়াতে পারে তার আশাবাদ ব্যক্ত করছি।

সকলকে ধন্যবাদ।

পরিচালকমণ্ডলীর পক্ষে,



শেখ শোয়েবুল আলম এনডিসি  
চেয়ারম্যান (গ্রেড-১)  
বিএসএফআইসি

## ANNEXURE – I

Director's report to the Financial Statements as per Section 184 of Companies Act 1994.

The Directors also report that:

- The Financial statements of the Company presents true and fair view of Company's state of affairs result of its operation, cash flows and changes of equity.
- Books of Accounts have been maintained properly as required by the law.
- Appropriate accounting policies have been consistently applied in formulating the financial statements and accounting estimates were reasonable and prudent.
- The financial statement was prepared in accordance with International Accounting Standard (IAS) as applicable in Bangladesh.
- Internal Control System is sound in design and implemented and monitored effectively.
- The Government of Peoples Republic of Bangladesh has decided to expend production due to recurring loss, high production cost, net capital deficiency of the operation activity of Shyampur Sugar Mills Ltd. As such the preparation of the financial statements of the company under going concern basis.

## ANNEXURE – II

**Pattern of Shareholding position on June 30, 2023 as required by the revised Corporate Governance Code under section 1.5 (xxiii) issued by BSEC.**

Name of the shareholders	Status	Numbers of shares	Shareholding (%)
1. Parent/Subsidiary/Associates and other related parties.	N/A		
2. Directors:			
Mr. Arifur Rahman Apu (Grade-1)	Director (Nominated)	Nil	
Mr. Md. Anwar Hossen	Director (Nominated)	Nil	
Mr. Pulak Kanti Barua	Director (Nominated)	Nil	
Khondoker Azim Ahmed NDC	Director (Nominated)	Nil	
Mr. Muhammad Nurul Amin Khan	Director (Nominated)	Nil	
Mr. Md. Abdul Aziz FCMA	Director (Nominated)	Nil	
Mr. Abu Sayed Md. Shaykhul Islam	Independent Director	Nil	
Mr. Md. Masud Sadik	Director (Nominated)	Nil	
3. Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouses and minor Children:	N/A		
4. Executives:	N/A		
5. Shareholders holding 10% or more voting interest in the company:	N/A		



### ANNEXURE-III

The Board Meeting held and attended by the directors on June 30, 2023 as required by the revised Corporate Governance Guidelines under section 1.5 (XX II) issued by BSEC:

Composition	Position	No. of Meeting Held	No. of Attendance
Mr. Arifur Rahman Apu (Grade-1)	Chairman	5	5
Mr. Pulok Kanti Barua	Director	2	2
Mr. Md. Anwarul Alam	Director	4	4
Khondoker Azim Ahmed ndc	Director	5	4
Mr. Ashraf Ali	Director	2	2
Mr. Muhammad Nurul Amin Khan	Director	1	1
Mr. Abu Sayed Md. Shaykhul Islam	Independent Director	4	4
Mr. Abdul Aziz FCMA	Independent Director	5	4
Mr. Md. Masud Sadik	Managing Director	4	4

Audit Committee Meeting attended by the directors of Shyampur Sugar Mills Ltd. during the year 2022-2023:

Name & Designation of Audit Committee Member's	Position	No. of Meeting Held	No. of Attendance
Mr. Abdul Aziz, FCMA	Chairman	4	4
Mr. Md. Anwarul Alam	Member	4	4
Khondoker Azim Ahmed ndc	Member	2	2
Mr. Md. Ashraf Ali	Member	2	2

### ANNEXURE – IV

#### Five years Key Operating and Financial Data

As per revised Corporate Governance Code under section 1.5 (xix) issued by BSEC.

(Figure in lac)

Particulars	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
<b>Operating Data :</b>					
Operating Revenue / Sales	24.79	66.83	1532.19	2088.99	1315.26
Cost of Goods Sold	(25.57)	-	(3846.03)	(4420.76)	(4307.02)
Stock Adjustment	-	20.25	-	-	-
Gross profit/Loss	(0.77)	87.08	(2313.83)	(2331.76)	(2991.75)
Operating Profit/(Loss)	(2231.44)	(2659.84)	(6281.49)	(6085.88)	(6311.39)
Net profit before tax	(2180.34)	(2651.17)	(6247.48)	(6056.49)	(6306.49)
Net profit after tax	(2180.80)	(2651.63)	(6256.87)	(6069.21)	(6314.41)
Earnings per share (EPS)	(43.62)	(53.03)	(125.14)	(121.38)	(126.29)
<b>Balance Sheet &amp; Other Data:</b>					
Shareholder Equity	(60560.32)	(58378.66)	(55726.16)	(49468.40)	(43398.30)
Total Assets	(2110.88)	2331.84	2628.29	3728.43	3510.59
Total Current Assets	(1565.86)	1719.24	1924.38	2912.68	2677.63
Total Current Liabilities	38474.13	38121.18	37325.94	34186.88	30155.49
Total Long Term Liabilities	24197.08	22589.31	21028.52	19009.95	16753.40
Face Value Per Share	10	10	10	10	10
Share Outstanding	5000000	5000000	5000000	5000000	5000000
Dividend Paid	No Dividend	No Dividend	No Dividend	No Dividend	No Dividend
Current Ratio	0.041	0.045	0.052	0.085	0.088
Debt Equity Ratio	1.03	(1.04)	(1.04)	(1.08)	(1.08)
Cane Crashing (M.T)	-	-	-	44524.62	46643
Sugar Production (M.T)	-	-	-	3002	2976
Recovery Rate (%)	-	-	-	6.74%	6.38%

## ANNEXURE – V

### Report of the Audit Committee

Report of the Audit Committee on June 30, 2023 as required by Corporate Governance Code under section 5.7 issued by BSEC.

Dear Shareholder(s)  
Assalamu Alikum Wa-Rahmatullah

The formation and operation of the Audit Committee is based on the underlying corporate laws and regulations, currently accepted best practices and latest corporate governance Code of Bangladesh Securities and Exchange Commission's (BSEC).

#### Composition of the Committee:

In accordance with the requirements of Corporate Governance Code of BSEC, the Audit Committee consists of 3 (Three) members from the Board of Directors including one independent director. The Company Secretary is working as member secretary of the Committee.

#### Committee Meetings:

The Committee held 4 (Four) meeting during the year 2022-2023. Audit Committee examined and reviewed the balance sheet along with financial statements of the company during the year submitted by M/S Fames and R Chartered Accountants and recommended to place before the Board Meeting.

#### Roles & Responsibilities of the Audit Committee:


1. Review and examine the draft balance sheet, financial statement and recommended to place before Board of Directors for their consideration and approval.
2. Review the quarterly and half-yearly financial statements of accounts for proper submission of the same to the shareholders and regulatory authorities.
3. Audit Committee reviews the integrity of financial statement of the company to ensure that these reflect true and fair view of the Company's state of affairs for the year ended 30<sup>th</sup> June, 2023.
4. Reviewing Management and Internal Audit report on the effectiveness of the systems for internal financial control, financial reporting and risk management.
5. Reporting to the Board of Director on internal Audit finding from time to time considering the significance of the issues.

#### Committee Report Summary:

The Audit Committee carried out its responsibilities in accordance with its terms of reference. The main activities carried out it's by the Committee were as follows:

1. Oversee the financial reporting process.
2. Worked with the Management to step up the Internal Audit Function.
3. Reviewed the external audit report of the Company with the external Auditors.
4. Reviewed and commented on the quarterly and annual financial statements before submission to the Board for approve.
5. Reviewed the financial statements of the Company for the year ended 30<sup>th</sup> June, 2023. The financial position of the company shall be placed for discussing in the coming AGM.
6. Monitoring accounting policies and principles.

On behalf of the committee



Mr. Abdul Aziz FCMA  
Chairman, Audit Committee



## ANNEXURE-VI

### Brief resume of directors

Director's who seek re-appointment and newly appointed director as per revised Corporate Code under section 1.5 (xxiv) issued by BSEC.

#### **Sheikh Shoebul Alam ndc, Chairman (Grade-1)**

Presently Mr. Sheikh Shoebul Alam holds the position of Chairman at Bangladesh Sugar & Food Industries Corporation (BSFIC) under the administrative control of Ministry of Industries. He was born in the district of Narail. His parents name are Mr. Abdus Salam Sheikh and Mrs Begum Tohuran Nesa. He successfully completed his Honors degree on zoology, M.sc on Fisheries. Mr. Alam joined in Bangladesh civil service (Administration) in 1993. After Joining of the Bangladesh civil service Mr. Alam completed MBA and MGS degree. He has garnered professional experience across various districts like Barisal, Chuadanga, Joypurhat, Madaripur, Jessore etc, assuming diverse roles at different professions. In his professional journey, he has assumed pivotal role within prominent government Institutions. Commencing as joint secretary at the Ministry of public Administration, Progressing to the role of Additional Secretary at the Ministry of Health of Family welfare after that he plays a vital role on the Ministry of Expatriates welfare and overseas Employment Further demonstrating versatility, he served as Registrar at Registrar of Joint Stock Companies and Firms (RJSC) under the Ministry of Commerce. During his astounding professional career, he also visited an astonishing number of different foreign countries including Singapore, Thailand, UK, USA, Canada, Switzerland, France, Italy, Kenya, China, Japan, India etc.

#### **Mr Pulak Kanti Barua (Joint Secretary):**

Mr Pulak Kanti Barua, Joint Secretary to the Government of Peoples Republic of Bangladesh is currently working as director (Cane Department and Research) of Bangladesh Sugar and Food industries Corporation (BSFIC). He was born in 1965 in Chattagram. He obtained his B.Sc Ag (Hons) Degree from Bangladesh Agricultural University and MBA in finance and Banking from International Islamic University. He joined Bangladesh Civil Service in 1994 and has been working in different discipline and areas. He got different training in home and abroad in different areas including Public Procurement Rules (PPR), good agricultural practices, small and medium industries management, project management, project monitoring and evaluation. Besides this, he involves with different social and professional works. He was Finance Secretary of Bangladesh Bouddha samity, the largest public organization of Bangladeshi Buddhists. He is a life member of Krishibid Institution Bangladesh (KIB), Bangabandhu krishibid porishod (BKP), JICA Alumni, Association, Executive Member of Shere Bangla Agricultural University Alumni Association and joint security of 13 BSC forum He visited China, Japan, India, Indonesia, Thailand, Singapore, Turkey, Malaysia, Russia, Ukrainian, South Korea, Italy for training Purpose.

#### **Muhammad Nurul Amin Khan (Joint Secretary):**

Muhammad Nurul Amin Khan, Joint Secretary to the Government of the people,s Republic of Bangladesh and now Director(planning & Devlopment) of Bangladesh Sugar & Food Industries Corporation(BSFC) under the administrative control of Ministry of Industries. He is also in Board Director's as a nominated Director of Shyampur Sugar Mills Ltd. He was born in 1971 in Gopalganj District. His father's name is Muhammad Attab Ali Khan and mother's name is Mosammath Hena Begum. He has obtained his Honors & Masters degree from Dhaka university. He joined in Bangladesh civil service (Administrative cadre) in 2001. He successfully completed a number of professional training and course in the home and abroad and worked in different capacity in Ministry of food, Energy and Mineral Resources division, planning division, planning commission, Ministry of liberation War Affairs and Ministry of Industries. He attended and participated in many foreign training and visited India, Iran, USA, UAE, Malaysia, Newzealand, UK, Turkey, Italy, Canada, Australia, South Korea & Chaina.



**Compliance of Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June, 2018**

**1. Board of Directors:**

**1.1 Board Size:**

Shyampur Sugar Mills Ltd. Board of Directors consists of 8 (Eight) members including 2 (Two) Independent Directors which complies with the requirements by the regulations of BSEC.

**1.2 Independent Director:**

- (i) All the requirements as prescribed under sub-clause (ii) of BSEC Notification under reference have been fulfilled.
- (ii) The appointment of Independent Director has been approved by the Board of Directors and shall be approved by the shareholders in the annual general Meeting (AGM).
- (iii) The Board has laid down a code of conduct of all Board members and a record of compliance of the code has maintained.
- (iv) The tenure of office of the Independent Director nominated above shall be 3(three) years which may be extended for 1 (one) term only.

**1.3 Qualification of Independent Director (ID):**

- (i) The appointment of Independent Director (ID) is a highly knowledgeable and qualified person. They are able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business of the Company.
- (ii) No relaxation of the qualification of ID is required.

**1.4 Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:**

Different individuals have been appointed for the post of the Chairman of the Board and the Managing Director (MD) and /or Chief Executive Officer of the Company. Their roles and responsibilities have been defined clearly.

**1.5 The Director's Report to Shareholders:**

All the requirements have been fulfilled properly.

**1.6 Meetings of the Board of Directors:**

The company shall conduct its Board Meeting and fulfilled all requirements according to the notification of BSEC guidelines.

**1.7 Code of conduct for the chairperson, other Board members and Chief Executive Officer**

All requirements have been fulfilled properly.

**2. Governance of Board of Directors of Subsidiary Company.**

There is no Subsidiary Company of Shyampur Sugar Mills Ltd.

**3. Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):**

Four different persons have been appointed for the post of CEO, CFO, HIAC and the CS. The CEO, CFO, HIAC and the CS attend the meeting regularly and fulfilled all duties.

**4. Board of Directors Committee**

For ensuring good governance in the company, the Board has:

- a) Audit Committee and
- b) Nomination and Remuneration Committee.



- 5. Audit Committee**
- (I) Responsibility to the Board of Directors.**  
The board has constituted an audit committee as a sub- committee of the board for the company according to the conditions of BSEC guideline. The Audit Committee shall be responsible to the Board.
- (II) Constitution of the Audit Committee:**  
The Audit Committee comprises of 3(three) members including 1(One) independent director. All the members of the Committee are literate on financial management and are able to analyze and interpret financial statements effectively. The company Secretary acts as the secretary of the committee.
- (III) Chairperson of the Audit Committee:**  
The Independent Director has been appointed as the Chairman of the Audit Committee. He also attends the Annual General Meeting following the BSEC guidelines.
- (IV) Meeting of the Audit Committee**  
The Audit Committee shall conduct at least its four meetings in a financial year.
- (V) Role of Audit Committee:**  
The Audit committee has performed its duties and responsibilities according to the guidelines given by BSEC.
- (VI) Reporting of the Audit Committee:**  
The audit committee report to the Board of Directors from time to time. It immediately informs Board of Directors regarding any deviation, conflict of interest and any other matters necessary to ensure the true and fair view of the financial statements.
- (VII) Reporting to the shareholders and general investors:**  
The audit committee report has been disclosed in Annual General Meeting of Shympur Sugar Mills Ltd.
- 6. Nomination and Remuneration Committee (NRC):**  
The Board has constituted Nomination and Remuneration Committee as a sub-committee of the Board for the company according to the notification of BSEC Guidelines.
- 6.1 Constitution of the NRC:**  
The NRC Comprise of 3(three) members including 1(One) Independent Director. All Members of the Committee are non-executive Directors and nominated and appointed by the board. The company Secretary are as Secretary of the Committee.
- 6.2 Chairperson of the NRC:**  
The Independent Director has been appointed as the chairperson of the NRC. He also attend the Annual General Meeting flowing the BSEC guidelines.
- 6.3 Meeting of the NRC:**  
The NRC Shall conduct at least one meeting in a financial year.
- 6.4 Role of NRC:**  
The committee has performed its duties and responsible according to the guidelines given by BSEC.
- 6.5 Reporting of NRC:**  
The Nomination and Remuneration committee report has been disclosed in Annual General Meeting of Shympur Sugar Mills Ltd.
- 7. External or Statutory Audit:**  
The board has recommended the statutory auditor of Shympur Sugar Mills Ltd. and approved by the shareholders at the AGM as per BSEC guidelines strictly.
- 8. Maintaining a website by the Company.**  
The Company has official website and disclose information.
- 9. Reporting and Compliance of Corporate Governance:**  
The provisions of BSEC regulation have been fulfilled regarding the compliance and reporting of corporate governance.

## **Annexure-VIII**

### **Statement of Management's Discussion and Analysis of CEO or MD under clause 1.5(xxv)**

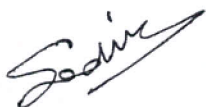
In accordance with the notification of Bangladesh Securities and Exchange Commission No: BSEC/CMRRCD/2006-158/Admin/80, Dated: 03, June 2018.

As per above clause I undersigned hereby and certify that:

The financial statements of Shyampur Sugar Mills Ltd. have been prepared in accordance with the Companies Act. 1994, International Accounting Standard (IAS) / International Financial Reporting Standards (IFRS) and other applicable laws, rules and regulations.

There is no change in accounting policies and estimation in this financial year; everything is consistence with previous year.

During the year, the company had no production due to production suspend order issued by the Government of People's Republic of Bangladesh. As Well as higher interest rate of bank loan. As a result loss incurred during this period.



Md. Masud Sadik  
CEO / Managing Director



## **Annexure-ix**

### **Report of the Nomination and Remuneration Committee (NRC) For the year ended on 30 June 2023**

Report of the NRC on June 30,2023. As required by the revised Corporate Governance Code under section 6.5 issued by BSEC.

Dear Shareholder's

Assalamu Alaikum wa-Rahmatullah.

The Nomination and Remuneration Committee (NRC) was constituted by the Board of Directors of Shyampur Sugar Mills Ltd. fulfill the requirements as per the corporate Governance code notification 2018 issued by Bangladesh Securities and Exchange Commission (BSEC) .

The Nomination and Remuneration Committee meeting were attended by the members of the committee and the Managing Director, Chief financial officer and Head of Internal Audit of the company on invitation. The Company Secretary Performed the Secretarial function of the committee. The committee carried out the duties and responsibilities for Nomination and Remuneration policy.

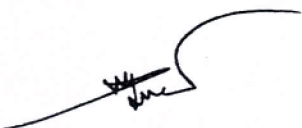
#### **Composition of Nomination and Remuneration Committee:-**

In accordance with the requirements of corporate Governance code of (BSEC) the Nomination and Remuneration Committee consist of 3(three) members from the Board of Directors including one Independent Director. The Company Secretary is working as member secretary of the committee.

#### **Major Activities the Nomination and Remuneration Committee in 2022-2023:-**

The committee held 1 (one) meeting during the financial year 2022-2023. The major activities the Nomination and Remuneration Committee in 2022-2023 are stated below-

- 1) Shyampur Sugar Mills Ltd. is the Concern of Bangladesh Sugar and Food Industries Corporation. This Corporation is governed by Bangladesh Industrial Enterprise (Nationalization) order 2018. Reviewed various activities of Shyampur Sugar Mills Ltd. in the light of Nomination and Remuneration policy of the company i.e. Bangladesh Industrial Enterprise (Nationalization) order 2018, Bangladesh Sugar and Food Industries Corporation Employee Service Regulation 1989, National pay scale 2015 and Wages and Productivity Commission 2015. The Company has adopted the Rumination policy of the corporation.
- 2) Reviewed annual development steps taken, recommend and review the company's human resources and training policy.
- 3) Advise the Management to achieve the sales target so that employees may get marketing incentive.
- 4) The committee had suggested to recommend code of conduct in the NRC before the agenda placed to the company board.  
on behalf of the Nomination and Remuneration Committee.



Abu Sayed Md. Shaykhul Islam  
Chairman

Nomination and Remuneration Committee

Shyampur Sugar Mills Ltd.  
Declaration by CEO and CFO

Date: 26.10.2023

The Board of Directors  
Shyampur Sugar Mills Ltd.  
Chinishilpa Bhaban, 3, Dilkusha  
C/A Dhaka-1000.

**Subject: Declaration on Financial Statements for the year ended on 30.06.2023.**

Dear Sirs,

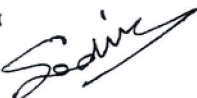
Pursuant to the condition No. I (5) (xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

1. The Financial Statements of Shyampur Sugar Mills Ltd. For the year ended on 30.06.2023 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 going concern basis of accounting in preparing the financial statements due to the Government of People Republic of Bangladesh has decided to suspend of the operation activity.

In this regard, we also certify that:-

1. We have reviewed the financial statements for the year ended on 30.06.2023 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.
2. There are, to the best 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 y<sup>e</sup>



Md. Masud Sadik  
Chief Executive Officer (CEO)



Md. Khorshed Alam Khandaker  
Chief Financial Officer (CFO)





**Mahfel Huq & Co.**

Chartered Accountants

The first registered accounting firm in independent Bangladesh



An independent member firm of AGN International

BGIC Tower (4th Floor)  
34, Topkhana Road  
Dhaka-1000, Bangladesh  
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Fax: +88-02-9571005  
E-mail: info@mahfelhuq.com  
Web: www.mahfelhuq.com

## REPORT TO THE SHAREHOLDERS OF SHYAMPUR SUGAR MILLS LTD. ON COMPLIANCE ON THE CORPORATE GOVERNANCE CODE

We have examined the compliance status to The Corporate Governance Code by SHYAMPUR SUGAR MILLS LTD. (the company) for the year ended on 30 June 2023. This Code relates to the Notification No-BSEC/CMRRCD/2006-158/207/admin/80 and dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission except under conditions number 6(5)(b)(i)(a) to 6(5)(b)(v);
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by SHYAMPUR SUGAR MILLS LTD. as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The Governance of the company is satisfactory.

**Md. Abdus Satter Sarkar, FCA**  
For and on behalf of,  
Mahfel Huq & Co.  
Chartered Accountants

Place: Dhaka  
Dated: November 28, 2023



# CORPORATE GOVERNANCE COMPLIANCE STATUS Annexure-C

[As per Condition No. 1(5)(xxvii)]

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

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
<b>1</b>	<b>Board of Directors:</b>			
1(1)	Size of the Board of Directors [Number of Board members - minimum 5 and maximum 20]	✓	-	The SHSM Board is comprised of 08 Directors including the managing Director.
<b>1.2</b>	<b>Independent Directors:</b>			
1(2) (a)	At least 1/5 of the total number of Directors shall be Independent Directors	✓	-	02 out of 08 directors are appointed as Independent Director.
1(2)(b)	<b>Independent Director means a Director:</b>			
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;	✓	-	Independent Directors hold no share
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; Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	✓	-	
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓	-	
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓	-	
1(2)(b)(v)	Who is not a member or TREC (Trading, Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓	-	
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓	-	
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓	-	
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies;	✓	-	
1(2)(b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	✓	-	
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude.	✓	-	
1(2)(c)	The Independent Director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓	-	
1(2)(d)	The post of Independent Director(s) cannot remain vacant for more than 90 (ninety) days;	✓	-	No vacancy occurred during the reporting period.



Condition No.	Title	Compliance Status (Put $\sqrt$ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
1(2)(e)	The tenure of office of an Independent Director shall be for a period of 03 years, which may be extended for 1 (one) tenure only;	$\sqrt$	-	
	Provided that a former independent director may be considered for re-appointment for another tenure after a time gap of one tenure, i.e. three years from his or her completion of consecutive two tenures [i.e. six years]	-	-	No such event occurred
<b>1.3</b>	<b>Qualification of Independent Director:</b>			
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.	$\sqrt$	-	
1(3)(b)	<b>Independent Director shall have following qualifications:</b>			
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	-	-	N/A
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company; or	$\sqrt$	-	
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 <sup>th</sup> Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law; or	$\sqrt$	-	
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	-	-	N/A
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;	$\sqrt$	-	
1(3)(c)	The Independent Director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	$\sqrt$		
1(3)(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the Commission;	-	-	No such event occurred
<b>1(4)</b>	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive officer:</b>			
1(4)(a)	The position of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	$\sqrt$	-	
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;	$\sqrt$	-	
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company.	$\sqrt$	-	
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	$\sqrt$	-	
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;	$\sqrt$	-	No such event occurred
<b>1(5)</b>	<b>The Directors' report shall include the following additional statements:</b>			
1(5)(i)	An Industry outlook and possible future development in the industry;	$\sqrt$	-	Stated in the Directors' report



Condition No.	Title	Compliance Status (Put ✓ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
1(5)(ii)	The segment-wise or product-wise performance	✓	-	Do
1(5)(iii)	Risk 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)	-	-	No such event occurred
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.	✓	-	Stated in the financial statements
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments	-	-	No such matter to explain
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Share Offer, Direct Listing, etc.	-	-	No such matter to explain
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performance and Annual Financial Statements.	-	-	No such matter to explain
1(5)(x)	A statement of remuneration paid to the Directors including Independent Director;	✓	-	Stated in the financial statements
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 elements 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;	✓	-	
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;	✓	-	Do
1(5) (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as an going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓	-	Do
1(5) (xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reason thereof shall be explained;	✓	-	Do
1(5) (xix)	As 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;	-	-	Due to losing company has not declared any dividend
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;	✓	-	Disclosed in the annual report
<b>1(5) (xxiii)</b>	<b>Pattern of shareholding disclosing the aggregate number of shares held by:</b>			
	(a) Parent or Subsidiary or Associated companies and other related parties (name-wise details);	-	-	N/A
	(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and	✓	-	



Condition No.	Title	Compliance Status (Put ✓ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
	Compliance and their spouses and minor children (name-wise details);			
	(c) Executives; and	✓	-	
	(d) Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	-	-	No shareholder hold 10% or more share of the company
<b>1(5) (xxiv)</b>	<b>In case of the appointment or r-appointment of a Director, a disclosure on the following information:</b>			
	(a) a brief resume of the Director;	✓	-	
	(b) Nature of his/her expertise in specific functional areas; and	✓	-	
	(c) Names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓	-	
<b>1(5) (xxv)</b>	<b>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:</b>			
	(a) accounting policies and estimation for preparation of financial statements;	✓	-	Stated in the Management's discussion & analysis
	(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
	(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;	✓	-	
	(d) compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓	-	
	(e) briefly explain the financial and economic scenario of the country and the globe;	✓	-	
	(f) risk and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	✓	-	
	(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.	✓	-	
<b>1(5) (xxvi)</b>	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	✓	-	
<b>1(5) (xxvii)</b>	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per <b>Annexure-B</b> and <b>Annexure-C</b> .	✓	-	
<b>1(6)</b>	<b>Meeting of the Board of Directors:</b>			
	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.	✓	-	
<b>1(7)</b>	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:</b>			

Condition No.	Title	Compliance Status (Put ✓ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
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.	✓	-	
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓	-	Posted on the website of the company
2	<b>Governance of the Board of Directors of Subsidiary Company:</b>			
2(a)	Provision relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	-	-	The company has no 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;	-	-	Do
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;	-	-	Do
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;	-	-	Do
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company	-	-	Do
3	<b>Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit &amp; Compliance (HIAC) and Company Secretary (CS):</b>			
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 position of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓	-	
3(1)(c)	The MD 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).	✓	-	No such event occurred during the year
3(2)	<b>Requirement to attend Board of Directors' Meeting:-</b>			
	The MD or CEO, CS, CFO and HIAC of the Company shall attend the meetings of the Board;	✓		
	Provided that the CS, CFO and/or the HIAC the company shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3(3)	<b>Duties of the Managing Director or Chief Executive Officer and the Chief Financial Officer:</b>			



Condition No.	Title	Compliance Status (Put <sup>√</sup> in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
3(3)(a)	The MD or CEO and the 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:	-	-	
	(i) these statements do not contain any materiality untrue statement or omit any material fact or contain statements that might be misleading; and	√	-	In Practice
	(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;	√	-	In Practice
3(3)(b)	The MD or CEO and the CFO shall 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.	√	-	In Practice
3(3)(c)	The certification of the MD or CEO and the CFO shall be disclosed in the Annual Report.	√	-	Declaration of MD & CFO is disclosed in the annual report
<b>4</b>	<b>Board of Directors' Committee:</b>			
	<b>For ensuring good governance in the company, the Board shall have at least following sub-committees:</b>			
4(i)	Audit Committee; and	√	-	
4(ii)	Nomination and Remuneration Committee.	√	-	
<b>5</b>	<b>Audit Committee</b>			
<b>5(i)</b>	<b>Responsibility to the Board of Directors</b>			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√	-	The company has constituted the Audit Committee
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in -ensuring a good monitoring system within the business;	√	-	
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√	-	
<b>5(2)</b>	<b>Constitution of the Audit Committee:</b>			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√	-	
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be not-executive 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 <b>10 (ten) years</b> 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;	√	-	
5(2)(e)	The Company Secretary shall act as the Secretary of the Committee;	√	-	
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√	-	
<b>5(3)</b>	<b>Chairperson of the Audit Committee:</b>			
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 (Put ✓ in the appropriate Column)		Remarks (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 continuing a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓	-	
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM);	✓	-	Will be attend in upcoming AGM
	Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.			
<b>5(4)</b>	<b>Meeting of the Audit Committee:</b>			
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;	-	-	No such event occurred during the year
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must	✓	-	
<b>5(5)</b>	<b>Role of the Audit Committee:</b>			
5(5)(a)	Observe the financial reporting process;	✓	-	
5(5)(b)	Monitor choice of accounting policies and principles ;	✓	-	
5(5)(c)	Monitor internal audit and compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓	-	
5(5)(d)	Oversee hiring and performance of external auditors;	✓	-	
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓	-	
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓	-	
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓	-	
5(5)(h)	Review the adequacy of internal audit function;	✓	-	
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓	-	
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓	-	
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓	-	
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓	-	
5(5)(m)	Oversee whether the proceeds raised through Initial Public Offer (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;	-	-	N/A
<b>5(6)</b>	<b>Reporting of the Audit Committee:</b>			
<b>5(6)(a)</b>	<b>Reporting to the Board of Directors:</b>			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board	✓	-	
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:-			
	(a) report on conflict of interests;	-	-	There was no such



Condition No.	Title	Compliance Status (Put $\checkmark$ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
				event during the year
	(b) suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	-	-	Do
	(c) suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	-	-	Do
	(d) Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	-	-	Do
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.	-	-	Do
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.	$\checkmark$	-	Audit Committee report is disclosed in the Annual Report
<b>6</b>	<b>Nomination and Remuneration Committee (NRC):</b>			
<b>6(1)</b>	<b>Responsibility to the Board of Directors:</b>			
6(1) (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	$\checkmark$	-	The company has constituted the NRC
6(1) (b)	The NRC shall assist the Board in formulation 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 executives;	$\checkmark$	-	
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)	$\checkmark$	-	
<b>6(2)</b>	<b>Constitution of the NRC:</b>			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	$\checkmark$	-	
6(2)(b)	All members of the committee shall be non-executive directors;	$\checkmark$	-	
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	$\checkmark$	-	
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	$\checkmark$	-	
6(2)(e)	In case of death, resignation, disqualification or removal of any member of the Committee or any other cases of vacancies, the Board shall fill the vacancy within 180 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 event occurred
6(2)(g)	The Company Secretary shall act as the Secretary of the Committee;	$\checkmark$	-	
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	$\checkmark$		
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.	-	$\checkmark$	
<b>6(3)</b>	<b>Chairperson of the NRC:</b>			



Condition No.	Title	Compliance Status (Put ✓ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
6(3)(a)	The Board shall select 1 (one) member of the NRC to be the Chairperson of the Committee, who shall be an independent director;	✓	-	
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓	-	
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	✓	-	Will be attend in upcoming AGM
	Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	-	-	No such event occurred during the year
<b>6(4)</b>	<b>Meeting of the NRC:</b>			
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;	-	-	No such event occurred during the year
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.	✓	-	
<b>6(5)</b>	<b>Role of the NRC:</b>			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	✓	-	
6(5)(b)	<b>NRC shall observe, among others, the following matters and make report with recommendation to the Board:</b>			
6(5)(b) (i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓	-	
	(a) the level and composition of remuneration is responsible and sufficient to attract, retain and motivate suitable directors to run the company successfully;	-	✓	
	(b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	-	✓	
	(c) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	-	✓	
6(5)(b) (ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	-	✓	
6(5)(b) (iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	-	✓	
6(5)(b) (iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	-	✓	
6(5)(b) (v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	-	✓	
6(5)(b) (vi)	Developing, recommending and reviewing annually the company's human resources and training policies.	✓	-	
6(5)(c)	The company shall disclose the nomination and remuneration	✓	-	NRC Policy and



Condition No.	Title	Compliance Status (Put $\checkmark$ in the appropriate Column)		Remarks (if any)
		Complied	Not Complied	
	policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.			Report disclosed in the annual report
<b>7</b>	<b>External or Statutory Auditors:</b>			
7(1)	<b>The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:</b>			
7(1)(i)	Appraisal or valuation services or fairness opinions;	$\checkmark$	-	
7(1)(ii)	Financial information systems design and implementation;	$\checkmark$	-	
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	$\checkmark$	-	
7(1)(iv)	Broker-dealer services;	$\checkmark$	-	
7(1)(v)	Actuarial services;	$\checkmark$	-	
7(1)(vi)	Internal audit services or special audit services;	$\checkmark$	-	
7(1)(vii)	Any service that the Audit Committee determines;	$\checkmark$	-	
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	$\checkmark$	-	
7(1)(ix)	Any other service that creates conflict of interest;	$\checkmark$	-	
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;	$\checkmark$	-	
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.	$\checkmark$	-	
<b>8</b>	<b>Maintaining a website by the Company:</b>			
8(1)	The company shall have an official website linked with the website of the stock exchange.	$\checkmark$	-	
8(2)	The company shall keep the website functional from the date of listing.	$\checkmark$	-	
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).	$\checkmark$	-	
<b>9</b>	<b>Reporting and Compliance of Corporate Governance:</b>			
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.	$\checkmark$	-	Certificate provided by Mahfel Huq & Co., Chartered Accountants is 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.	$\checkmark$	-	
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.	$\checkmark$	-	

# **Independent Auditors' Report**

## **To the Shareholders of Shyampur Sugar Mills Limited**

### **Report on the Audit of the Financial Statements**

#### **Adverse Opinion**

We have audited the financial statements of **Shyampur Sugar Mills Limited** which comprise the financial position as of June 30, 2023, the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, because of the significance of the matter discussed in the **Basis for Adverse Opinion section** of our report, the financial statements present fairly except the basis of adverse opinion, the financial position of the Company as at June 30, 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Security and Exchange Rules 1987 and other applicable law and regulations.

#### **Basis for Adverse Opinion**

1. In Note #7.00 to the financial statements, the Company reports an amount of Taka 2,488,587 as Cash and Cash Equivalents, we could not physically verify the cash in hand as of June 30, 2023.
2. In Note #08.00 to the financial statements, the Company reports an amount of Taka 82,485,237 as Current Account with BSFIC Enterprises in current assets, which we could not confirm the balancing amount due to the non-availability of documents. Management also has not been provided any related information to confirm the balance.
3. In Note # 09.00 to the financial statements, the Company reports an amount of Taka 26,926,144 as Loans and advances, which we could not confirm. Management also has not been provided any related documents to confirm the balance.
4. In Note # 10.00 to the financial statements, the Company reports an amount of Taka 184,125 as deposits but we couldn't confirm the balance. Management has not been provided any related documents to confirm the balance.
5. In Note # 25.00 to the financial statements, the Company reports an amount of Taka. 47,201,981 as Administrative Expenses but management could not provide related documents to confirm the said amount.
6. During the year the company has shown TK. 7,202,761 as workers Welfare Fund Liability which we could not confirm with the books of accounts. The management of the company unable to provide sufficient documents in this regards, but informed us that the issue is pending with the honorable court.
7. The government of People Republic of Bangladesh has decided to suspend Shyampur Sugar Mills Limited's operational activities for the infinity period due to recurring loss, high production cost, and net capital deficiency of the operation activity. As such, the preparation of the financial statements of the company for the year June 30, 2023,



under going concern basis may no longer be appropriate. So, the financial statements for the year June 30, 2023 should be prepared on breakup basis, if going concern assumption is not appropriate rather than preparation of these Financial Statements under going concern basis.

8. During the year, the company had no production due to suspended order issued by the Government of Peoples Republic of Bangladesh.
9. The company has been suffering recurring loss from operations that effectively made net capital deficiency of Tk. ((6,055,971,517) in total and Tk. (1,211) per share at the year end.
10. The Company has not yet introduced deferred tax, which is non-compliance of IAS 12.

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

#### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statement of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described matters described below to be the key audit matters to be communicated in our report

#### **Other Information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. We have not been provided the Director's report and other information contained within the annual report except the financial statements to the date of our auditor's report. We expect to obtain the remaining reports of the Annual report after the date of our auditor's report. Management is responsible for the other information.

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

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

#### **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 financial statements



in accordance with IFRSs as explained, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error. The Companies Act, 1994 requires the Management to ensure effective internal audit, internal control, and risk management functions of the Company.

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 concerned 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.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the company audit. We remain solely responsible for our audit opinion.

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

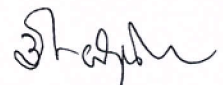
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

#### **Report on other Legal and Regulatory Requirements**

In accordance with the Companies Act 1994 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 due verification thereof;
- b) in our opinion, proper books of accounts as required by law have not been kept by the Company so far as it appeared from our examination of these books;
- c) the statements of financial position and statement of profit and loss and other comprehensive income dealt with by the report are in agreement, with the books of accounts and returns
- d) The expenditure incurred was for the purposes of the Company's business.



Fouzia Haque, FCA  
Partner

**FAMES & R**  
Chartered Accountants

DVC # 2310301032AS765646

Dated : 30 October, 2023  
Place : Dhaka

**SHYAMPUR SUGAR MILLS LTD.**  
**Statement of Financial Position**  
As at 30 June, 2023

Particulars	Notes	Amount in Taka	
		30.06.2023	30.06.2022
<b>Assets :</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment (Annexure -1)	4.00	54,502,180	61,260,055
<b>Current Assets</b>		<b>156,586,451</b>	<b>171,923,945</b>
Stock and Stores	5.00	43,874,591	48,442,187
Cash and Cash Equivalents	6.00	2,921,514	1,849,034
Current Account with BSFIC Enterprises	7.00	82,485,237	93,657,141
Loans & Advances	8.00	27,120,984	27,791,458
Deposits	9.00	184,125	184,125
<b>Total Assets</b>		<b>211,088,631</b>	<b>233,184,000</b>
<b>Equity &amp; Liabilities:</b>			
<b>Shareholders Equity</b>			
Share Capital	10.00	<b>50,000,000</b>	<b>50,000,000</b>
<b>Reserve and Surplus</b>			
Equity Fund	11.00	57,506,398	57,506,398
Grants ( Phase- I & II )	12.00	620,904	707,252
Retained Earnings / ( Loss )	13.00	(6,164,159,902)	(5,946,079,786)
		<b>(6,056,032,601)</b>	<b>(5,837,866,136)</b>
<b>Loan Fund</b>			
Loan from Bank	14.00	2,108,630,882	1,947,854,260
Long Term Loan ( Secured )	15.00	311,077,175	311,077,175
		<b>2,419,708,057</b>	<b>2,258,931,435</b>
<b>Current Liabilities</b>			
Creditors	16.00	230,679,206	286,192,410
Current Account with BSFIC	17.00	3,276,531,392	3,182,368,303
Current Account with BSFIC Enterprises	18.00	56,364,075	49,806,245
Provision for Leave Pay and Gratuity	19.00	142,328,205	167,267,330
Provision for Income tax	20.00	6,425,739	6,380,485
Interest on Fund/Loan	21.00	135,084,558	120,103,929
<b>Total Current Liabilities</b>		<b>3,847,413,175</b>	<b>3,812,118,701</b>
<b>Total Equity and Liabilities</b>		<b>211,088,631</b>	<b>233,184,000</b>
<b>Net Asset Value (NAV) Per Share</b>	22.00	<b>(1,211.21)</b>	<b>(1,167.57)</b>

The annexed notes form an integral part of these accounts



Company Secretary



Managing Director

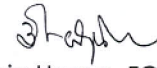


Director



Director

Signed in terms of our separate report of even date annexed



Fousia Haque, FCA  
Partner

**FAMES & R**

Chartered Accountants

DVC# 2310301032AS765646

Date : 30 October, 2023

Place : Dhaka




**SHYAMPUR SUGAR MILLS LTD.**  
**Statement of Profit and Loss and Other Comprehensive Income**  
For the year ended 30 June, 2023

Particulars	Notes	Amount of Taka	
		30.06.2023	30.06.2022
Sales Revenue	23.00	2,479,469	6,683,392
Less : Cost of Goods Sold	24.00	(2,557,041)	-
Add : Stock Adjustment	24.01	-	2,025,030
<b>Gross Profit / ( Loss ) for the year</b>		<b>(77,572)</b>	<b>8,708,422</b>
<b>Less : Operating Expenses</b>			
Administrative Expenses	25.00	47,310,062	75,488,389
Selling and Distribution Expenses	26.00	-	87,136
Financial Cost	27.00	175,757,250	199,117,533
<b>Net Operating Expense</b>		<b>223,067,312</b>	<b>274,693,058</b>
<b>Operating Profit / ( Loss ) for the year</b>		<b>(223,144,884)</b>	<b>(265,984,636)</b>
Add : Income from Experimental Farm	29.00	1,126,158	410,400
Add : Other Income	28.00	3,984,148	456,494
<b>Net Profit before Worker's Profit Participation Fund</b>		<b>(218,034,578)</b>	<b>(265,117,742)</b>
<b>Less : Worker's Profit Participation Fund</b>		<b>-</b>	<b>-</b>
<b>Net Profit / ( Loss ) for the Year</b>		<b>(218,034,578)</b>	<b>(265,117,742)</b>
Less: Minimum tax on turn over	30.00	(45,539)	(45,302)
<b>Net profit / ( Loss ) for the Year</b>		<b>(218,080,117)</b>	<b>(265,163,044)</b>
<b>Earning Per Share (EPS)</b>	31	<b>(43.62)</b>	<b>(53.03)</b>

The annexed notes form an integral part of these accounts



Company Secretary



Managing Director

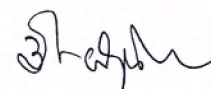


Director



Director

Signed in terms of our separate report of even date annexed



Fuzia Haque, FCA

**FAMES & R**

Chartered Accountants

DVC# 2310301032AS765646

Date : 30 October, 2023

Place : Dhaka

**SHYAMPUR SUGAR MILLS LTD.**  
**Statement of Changes in Equity**  
For the year ended 30 June, 2023

Particulars	Paid up Capital Taka	Equity Fund Taka	Grants Taka	Accumulated Losses Taka	Total Taka
Balance as on 1st July 2022	50,000,000	57,506,398	618,046	(5,946,079,786)	(5,837,955,352)
Prior year Adjustment	-	-	-	-	-
Addition/(Adjustments) during the year	-	-	-	-	-
Net profit/Loss for the year	-	-	(86,529)	(218,080,117)	(218,166,645)
<b>Balance as on 30 June 2023</b>	<b>50,000,000</b>	<b>57,506,398</b>	<b>531,517</b>	<b>(6,164,159,902)</b>	<b>(6,056,121,989)</b>

Particulars	Paid up Capital Taka	Equity Fund Taka	Grants Taka	Accumulated Losses Taka	Total Taka
Balance as on 1st July 2021	50,000,000	57,506,398	704,575	(5,680,916,742)	(5,572,705,769)
Prior year Adjustment	-	-	-	-	-
Addition/(Adj.) during the year	-	-	-	-	-
Net profit/Loss for the year	-	-	(86,529)	(265,163,044)	(265,249,573)
<b>Balance as on 30 June 2022</b>	<b>50,000,000</b>	<b>57,506,398</b>	<b>618,046</b>	<b>(5,946,079,786)</b>	<b>(5,837,955,342)</b>

  
Company Secretary

  
Managing Director

  
Director

  
Director

  
Fouzia Haque, FCA  
**FAMES & R**

Chartered Accountants  
DVC# 2310301032AS765646


Place : Dhaka

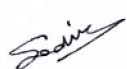


## SHYAMPUR SUGAR MILLS LTD.

### Statement of Cash Flows For the year ended June 30, 2023

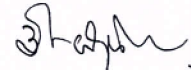
Particulars	Amount in Taka	
	30.06.2023	30.06.2022
<b>A . Cash Flows from Operating Activities</b>		
Cash received from customers	5,554,890	7,566,294
Cash paid to Suppliers and other exp.	(4,482,411)	(72,967,337)
Cash paid for Bank Interest	(160,776,620)	(184,136,904)
<b>Net Cash Generated from Operating Activities</b>	<b>(159,704,142)</b>	<b>(249,537,947)</b>
<b>B. Cash Flows From Investing Activities</b>		
Purchase of Fixed Assets	-	-
<b>Net Cash used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flows from Financing Activities</b>		
Cash received from Short Term Loan	94,163,089	88,754,135
Cash received from Other Liabilities	66,613,533	156,079,936
Grants	-	-
<b>Net Cash Generated from Financing Activities</b>	<b>160,776,622</b>	<b>244,834,070</b>
<b>Net Cash Increase/ Decrease (A+B+C)</b>	<b>1,072,480</b>	<b>(4,703,877)</b>
Cash and Cash Equivalents at Beginning of period	1,849,034	6,552,910
Cash and Cash Equivalents at end of period	<b>2,921,514</b>	<b>1,849,034</b>
Net operating cash flow per share (NOCFPS)	40.00	(31.94) (49.91)

  
**Company Secretary**

  
**Managing Director**

  
**Director**

  
**Director**

  
FOUZIA NAQUE, FCA

**FAMES & R**  
Chartered Accountants  
DVC# 2310301032AS765646

Place : Dhaka

**SHYAMPUR SUGAR MILLS LIMITED**  
**SHYAMPUR, RANGPUR**  
**NOTES TO THE ACCOUNTS**  
For the year ended June 30, 2023

**1.00 Legal status and activities of the company:**

**1.01 Domicile, Legal form and Country of incorporation**

**Shyampur Sugar Mills Ltd** was incorporated on dated May 14, with RJSC Reg. Number C-3434 in the year 1970 as a Public Limited Company under the Company Act 1913. The Company is listed with the Dhaka Stock Exchange (DSE).

**1.02 Nature of Business Activities**

The main activities of the company during the year under audit were to produce sugar from sugarcane and molasses as by-product. Both sugar and molasses were sold out in the local market to growers, employees, Ministry of defense and others.

**1.03 Reporting Period**

Financial Statements of the company covers one financial year from 01.07.2022 to 30.06.2023.

**i) Address of Registered Office and Mills**

The registered office of the Company and the mill is located at Shyampur, Rangpur.

**ii) Number of Employees**

The total number of employees at the end of the year is 97. Details are as under:

<u>Particulars</u>	<u>Number of Employees</u>
Permanent	97
Seasonal	00
<b>Total</b>	<u><b>97</b></u>

**2.00 Specific accounting policies- disclosure under IAS -1 "Presentation of financial statements":**

**2.01 Basis of Measurement used in preparing the Financial Principle**

The elements of financial statements have been measured on "Historical Cost" convention and on accrual basis in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), in compliance with the company Act, 1994, the Securities and exchange rules 1987, listing regulation of DSE and International Accounting Standards (IASs).

**2.02 Recognition of Property, Plant and Equipment and Depreciation- IAS-16**

Property, Plant and Equipment are stated at their cost less accumulated depreciation in accordance with IAS 16 -"Property, Plant & Equipment". Cost represents cost of acquisition or construction and capitalization as per requirements of Companies Act, 1994. Expenditure for repairs and maintenance are recognized as expenses; major, replacements, renewals and betterments are capitalized.

**Depreciation**

No depreciation is charged on Land and Land development and additional fixed assets during the year. Fixed assets have been depreciated under straight-line method at the rates varying from 2.5% to 10% depending on the nature and usefulness of the assets.

**2.03 Inventories - IAS-2**

Inventories comprise raw materials, work in process, finished goods, packing materials, stores and spares, Molasses and goods in transit. The valuation of stores & spares has been made at weighted average cost price. Store in transit has been valued at actual price. The value of work in process has been calculated at 100% of raw material. The valuation of finished sugar has been made at net realizable value and molasses has been made at net realizable value.

**2.04 Trade Debtors**

These are carried at original invoice amount. This is considered as good and collectible.

**2.05 Creditors and Accrued Expenses**

Liabilities are recognized to be paid in the future for goods and services received, whether or not billed by the supplier.

**2.06 Taxation**

**Income Tax**

Tax provision has been made during the period on the basis of Turnover as per Section 82C para 4 of Income Tax Ordinance, 1984 since the company sustained loss.

**Deferred Tax**

No deferred Tax assets or deferred Tax liabilities have been accounted for till this period in compliance with IAS-12 as per previous practice consistently being followed by the company.

**2.07 Borrowing Cost**

Borrowing costs are charged as expenses under the head Interest on Loan (IAS-23).



**2.08 Revenue Recognition**

Sales are recognized when products are delivered. Sales comprise sales of sugar and molasses and sales are shown in the financial statements of the company after excluding VAT and other duty (IFRS-15).

**2.09 Cash Flow Statement**

Cash flow statement is prepared in accordance with IAS-7 -"Cash Flow Statement" and the cash flow from the operating activities have been presented under direct method as outline in the Securities and Exchange Rules 1987 and considering the provisions of paragraph 19 of IAS-7 which provides that "Enterprise are to report Cash Flows from Operating Activities using the Direct Method".

**2.10 VAT**

The company's trading income is subject to VAT and these VAT liabilities are accounted for as per VAT Act 1991 maintaining a VAT Current Account.

**2.11 Accounting of Sugar Cane Wastage**

Sales proceeds of Bagasse's and Mud are included in the miscellaneous income.

**2.12 Additional information on financial statements:**

**2.13 Responsibilities for preparation and presentation of Financial Statements**

The Board of Directors is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act 1994 and as per the provisions of "The Framework for the preparation of Financial Statements" issued by the International Accounting Standards (IASs).

**2.14 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 and Loss and Other Comprehensive Income;
- iii) Statement of Changes in Equity;
- IV) Statement of Cash Flows and
- v) Accounting policies and Explanatory Notes to the Accounts.

**2.15 Reporting Currency and Level of precision**

The figure in the Financial Statements represent Bangladesh currency (Tk.), which have been rounded off to the nearest integer except where indicates otherwise.

**2.16 Comparative Information**

Previous year's figure has been arranged in line with current year's figures to make the financial data comparative for fair presentation of Financial Statements.

**2.17 Contingent Liabilities**

All known liabilities as of balance sheet date have been provided for and included in the financial statements. There are no contingent liabilities of Shyampur Sugar Mills Ltd.

**2.18 Post Balance Sheet Events**

There were no material events occurring after the balance sheet date.

**2.19 Disclosure for purchase and Sales in foreign currency by the company during the year**

The company did not make purchase or sales using foreign currency.

**2.20 Contingent Liability Disclosure**

The company does not hold any claim that meets definition of contingent liability in accordance with IAS 37 Provision, Contingent Liability and Contingent Asset exists at reporting date.

**2.21 Significant of Affirmers**

1. **Earning per Share (EPS)** – EPS ratio are decrease. Because this year selling and distribution Expense, Financial Cost amount are more lower comparatively by previous year. So those, this year EPS ratio is fall down. **Note No – 31.00**
2. **Net Asset Value (NAV)** – NAV ratio are increase. Property, plant & Equipment, Stock and stores, and other current account Assets amount are decrease one the other hand Loan from Bank, Creditors, and Current Account with BSFIC Enterprise (Payable) Increase. As a result Net Asset Value (NAV) Per Share increases this year. **Note No – 22.00**
3. **Net Operating cash flow per share (NOCFPS)** – NOCFPS ratio is fall this year. Because Net Cash operating Activities, such as cash received from customer, cash paid to suppliers, cash paid interest Bank amount more diminution than previous year. Short Term Loan & Other Liabilities also mitigation this year. As a consequence, NOCFPS ratio is base relatively last year. **Note No – 40**

**3.00 General**

- i. Wherever considered necessary; the previous year's/period's figures have been rearranged for comparison.
- ii. Figures appearing in the Financial Statements have been rounded off to the nearest Taka.
- iii. Bracket figures are denoting negative.

**4.00 Property, Plant & Equipment**

Amount in Taka		
	30.06.2023	30.06.2022
Opening Balance	323,809,708	323,809,708
Add: Addition during the year	-	-
Less: Disposal during the year	-	-
	<b>323,809,708</b>	<b>323,809,708</b>
Less: Accumulated Depreciation		
Balance as on 1st July 2022	262,549,649	244,287,460
Add: Charged during the year	6,757,880	9,131,098
Add: Adjustment made during the year	-	-
	269,307,528	253,418,558
<b>Balance as on June 30, 2023</b>	<b>54,502,180</b>	<b>70,391,150</b>

Details of Property, plant and equipments along with depreciation charged thereon as on **June 30, 2023** has been shown in **Annexure-A**. Full amount of depreciation has been charged to Manufacture overhead and Administration expenses.

**5.00 Stock and Stores**

Stock-in-Trade	<b>Note 5.01</b>	3,637,835	6,194,876
Stores-in-Spares	<b>Note 5.02</b>	39,973,154	41,983,709
Stores-in-Transit	<b>Note 5.03</b>	-	-
Fertilizer Stock	<b>Note 5.04</b>	244,500	244,500
Inventory Adjustment		19,102	19,102
		<b>43,874,591</b>	<b>48,442,187</b>

**5.01 Stock-in-Trade**

Molasses (150.277 M T @ 24207.53 TK)

	3,637,835	6,194,876
	<b>3,637,835</b>	<b>6,194,876</b>

**5.02 Stores -in-spares**

Construction Materials	42,022	508,603
Iron, Steel & Non Ferrous materials	1,528,155	2,224,937
Pipes, Tubes Fitting	923,170	1,052,378
Refectories	770,171	1,710,885
Fuel, Oil ,Lubricants	582,704	939,242
Production Materials	559,865	12,669
Paints & Varnishes	106,150	115,278
General Hardware	186,433	153,841
Loose Tools	275,047	256,646
Domestic Equipment	37,593	819,710
Furniture & Fixtures	-	1,664
Cords,Ropse & Chains	140,836	144,314
Packing Materials	294,822	210,996
Chemicals & Lab Equipment	238,250	1,964
Mechanical Spares	22,933,794	22,350,717
Miscellaneous	598,354	1,203,023
Electrical Spares	3,814,266	4,101,553
Office Equipment	-	50,082
Garage Spares	6,941,522	6,125,207
<b>Total</b>	<b>39,973,154</b>	<b>41,983,709</b>

**5.03 Stores -in- Transit**

Opening Stores materials 1st July 2021	-	1,232,948
Add: Additional during the year	-	-
Less: Used during this year	-	1,232,948
Closing Balance 30 June 2022	-	-



		Amount in Taka	
		30.06.2023	30.06.2022
<b>5.04 Fertilizer Stock</b>			
Non-Judicial Stamps-815		244,500	244,500
<b>Total:</b>		<b>244,500</b>	<b>244,500</b>
<b>6.00 Cash and Cash Equivalents</b>			
Cash in hand	Note : 6.01	299,170	108,211
Cash at Banks:	Note : 6.02	2,622,344	1,740,823
<b>Balance</b>		<b>2,921,514</b>	<b>1,849,034</b>
<b>6.01 Cash in hand</b>			
Cash in hand as on June 30, 2023 was Tk. 2,99,170.00 which existed in Head office, Auditor could not physically verify the cash in hand as on June 30, 2023 due to post dated audit appointment. However, Auditors have been provided cash certificate belonging that.			
<b>6.02 Cash at bank</b>			
The Cash at Bank amount has been lying with a bank account. We have verified the Bank balance along with the Bank Statement and Bank Re-conciliation statement and found in agreement. Details as under:			
Janata Bank Shympur Br Rangpur STD-1		868,928	6,084
Janata Bank Shympur Br Rangpur CD-68		649,558	649,558
Sonali Bank Shilpa Bhaban Br Dhaka STD-379		55	53
Janata Bank Cor Br Dilkusha Dhaka STD-612		979,042	960,367
Rupali Bank Tatultola Br Rangpur STD0-1214		97,876	97,876
Rupali Bank Tatultola Br Rangpur STD0-13		26,885	26,885
		<b>2,622,344</b>	<b>1,740,823</b>
<b>7.00 Current Account with BSFIC Enterprises</b>			
M/S.Kaliachapara Sugar Mills Ltd.		315,772	315,772
M/S.Desh Bandhu Sugar mill Ltd.		150,889	150,889
M/S.Thakurgaon Sugar Mill Ltd.		-	2,352,453
M/S. Joypurhat Sugar Mill Ltd		78,021,961	84,502,133
M/S. B.S.F.I.C Shipping Office Chittagong		5,995	5,995
M/S. Kushtia Sugar Mill Ltd.		-	247,435
M/S. Shetabgonj Sugar mill Ltd.		502,221	502,221
M/S.Mobarakganj Sugar Mill Ltd., Jhenaidah		-	342,692
M/S. Zeal Bangla Sugar Mill Ltd.		894,502	1,096,689
M/S.Faridpur Sugar Mill Ltd		34,764	-
M/S.Natore Sugar Mill Ltd		2,348,924	1,513,991
M/S. Rajshahi Sugar Mill Ltd.		210,209	2,626,871
<b>Total</b>		<b>82,485,237</b>	<b>93,657,141</b>
<b>8.00 Loans &amp; Advances</b>			
Advance Against Motor Cycle & Bi Cycle		52,424	141,164
Advance Against Salary		1,758,836	2,453,669
Advance Against TA/DA		-	-
Advance Against Expense		221,179	-
Advance Against Seed (Sugar Cane)		(20,976)	(20,976)
Advance Against Contractor		(123,252)	(123,152)
Cane grower's Loan (Old)		24,033,528	24,141,508
House Building Loan		75,400	75,400
Other fund		35,010	35,010
Advance Income Tax		1,088,835	1,088,835
<b>Balance</b>		<b>27,120,984</b>	<b>27,791,458</b>
<b>Maturity Analysis</b>			
Realisable/ Adjustable within one year		26,958,150	27,560,860
Realisable/ Adjustable after one year		162,834	251,574
		<b>27,120,984</b>	<b>27,812,434</b>

#### 9.00 Deposits

Amount in Taka		
	30.06.2023	30.06.2022
Rajshahi Tele Communication Area,Rangpur	100	100
Security deposit for gas cylinder ( BOC),Rangpur	34,000	34,000
Fixed deposit against K.G School, Shyampur,Rangpur	80,000	80,000
Deposit Against power Supply (PDB,Rangpur)	31,025	31,025
Deposit Against Bangladesh oxygen Ltd,Rangpur	38,000	38,000
Deposit with Head Post Office,Rangpur	1,000	1,000
<b>Balance</b>	<b>184,125</b>	<b>184,125</b>

#### 10.00 Share Capital :

##### Authorized Capital :

Ordinary Shares of Tk 10 each	5,000,000	500,000,000	500,000,000
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##### Issued, Subscribed & Paid Up Capital

50,000,000	<b>50,000,000</b>
------------	-------------------

Name of Subscriber	%	2022-2023	2021-2022
BSFIC /Govt	51.00%	25,500,000	25,500,000
General Public	49.00%	24,500,000	24,500,000
	<b>100.00%</b>	<b>50,000,000</b>	<b>50,000,000</b>

##### Classification of Shareholders by holding :

No of Shares 30.06.2023	No of Share Holders	Percentage	Amount (Tk.)
1 Less than 500 shares	1,431	4.40%	219,765
2 501 to 5,000 Shares	615	21.08%	1,053,866
3 5,001 to 10,000 Shares	58	8.40%	419,944
4 10,001 to 20,000 Shares	17	4.71%	235,302
5 20,001 to 30,000 Shares	6	2.62%	131,203
6 30,001 to 40,000 Shares	5	3.27%	163,409
7 40,001 to 50,000 Shares	2	1.64%	82,197
8 50,001 to 100,000 Shares	2	2.89%	144,314
9 100,001 to 1,000,000 Shares	-	0.00%	-
10 More than 1,000,000 Shares	1	51.00%	2,550,000
<b>Total:</b>	<b>2,137</b>	<b>100</b>	<b>5,000,000</b>

#### 11.00 Equity Fund

Integrated Cane Development Program (ICDP)	943,970	943,970
Seed Multiplication & Research Farm	1,720,497	1,720,497
Quasi - Equity	54,841,931	54,841,931
	<b>57,506,398</b>	<b>57,506,398</b>

#### 12.00 Grants

The above amount was received from Government for Intensive Cane Development Scheme:

Balance as on 1st July 2022:

Phase - I	140,650	158,650
Phase - II	566,602	635,131
	<b>707,252</b>	<b>793,781</b>
Less : Amortized through depreciation on ICDS :	(86,348)	(86,529)
<b>Balance as on 30th June 2023</b>	<b>620,904</b>	<b>707,252</b>



		Amount in Taka	
		30.06.2023	30.06.2022
<b>13.00 Retained Earnings / ( Loss )</b>			
Opening balance		(5,946,079,786)	(5,680,916,742)
Loss during The year		(218,080,117)	(265,163,044)
<b>Balance as on 30th June 2023</b>		<b>(6,164,159,902)</b>	<b>(5,946,079,786)</b>
<b>14.00 Loan Fund</b>			
C.C. Account Janata Bank Dilkusha Cor. Br	14.01	235,777,908	215,388,516
Agriculture Credit Sonali Bank Rangpur Cor. Br	14.02	1,872,852,974	1,732,465,744
<b>Balance</b>		<b>2,108,630,882</b>	<b>1,947,854,260</b>
<b>14.01 C.C.Account Janata Bank Dilkusha Cor.Br</b>			
Opening Balance of 1st July 2022		215,388,516	192,385,450
Less : Repayment made during the year		-	-
Add: Interest Charged during the year		20,389,392	23,003,066
<b>Balance</b>		<b>235,777,908</b>	<b>215,388,516</b>
<b>14.02 Loan From Bank</b>			
Sonali Bank, Rangpur Corporate Office,Rangpur, Loan A/C #		283,381,604	386,495,238
Sonali Bank, Loan A/C # 38		372,734,125	383,409,206
Sonali Bank, Loan A/C # 06		384,456,086	355,638,854
Sonali Bank, Loan A/C # 07		414,472,751	344,794,112
Sonali Bank, Loan A/C # 08		417,808,408	262,128,334
<b>Balance</b>		<b>1,872,852,974</b>	<b>1,732,465,744</b>
<b>15.00 Long Term Loan ( Secured )</b>			
Govt. Fund ( BIDC Loan )		3,392,569	3,392,569
Foreign Loan ( Yen Credit)		78,950,000	78,950,000
Foreign Loan ( Belgium Credit)		1,877,000	1,877,000
Seed Multiplication and Research Farm Sch. (60%)		2,377,633	2,377,633
Govt. Loan For Golden Handshake		25,896,973	25,896,974
Sales Of share of Mills		1,733,000	1,733,000
Operating Loan		196,850,000	196,850,000
		<b>311,077,175</b>	<b>311,077,175</b>
<b>16.00 Creditors</b>			
Creditors for goods supplied (Note- 16.01)		31,970,824	31,970,824
Creditors for Expenses (Note-16.02)		116,361,584	160,909,024
Creditors for other finance (Note-16.03)		82,346,798	93,312,562
<b>Balance</b>		<b>230,679,206</b>	<b>286,192,410</b>
<b>16.01 Creditors for goods supplied</b>			
Supplier's Current Accounts		31,893,825	31,893,825
Cane Price Payable		59,360	59,360
Other Payable STP		17,639	17,639
<b>Balance</b>		<b>31,970,824</b>	<b>31,970,824</b>
<b>16.02 Creditors for Expenses</b>			
Audit Fee		229,520	312,187
Rant & Rates		1,908	1,619
Provision for Expenses		22,602	769,851
Employee Gratuity Payable		112,865,904	127,660,407
Salaries & Wages Payable		3,241,650	32,164,960
Salaries & Wages (Ansar)		-	-
<b>Balance</b>		<b>116,361,584</b>	<b>160,909,024</b>

		<b>Amount in Taka</b>	
		<b>30.06.2023</b>	<b>30.06.2022</b>
<b>16.03 Creditors for other finance</b>			
Sundry Creditors	16.04	18,429,671	21,737,186
Provident Fund & Other Fund	16.05	63,677,546	71,308,425
Contractor's Security Deposit		201,250	228,620
Employees Security Deposits		38,331	38,331
<b>Balance</b>		<b>82,346,798</b>	<b>93,312,562</b>
<b>16.04 Sundry Creditors</b>			
Canteen		31,550	363,415
Group Insurance		325,866	323,837
Deduction against Govt Audit Objection		9,665,860	9,360,348
Deduction of Revenue Stamp		82,630	87,590
Deduction of Education cess from Farmer		1,066,196	1,066,196
Deduction of Tax & Vat		5,585,177	8,894,368
Road Development Tax		953	953
Enverment Tax 1%		1,628,917	1,604,122
Fish Sale of Lease Pond		2,790	2,790
Employee Tax		60,874	37,098
SHSM High School Fund		(43,957)	(26,346)
Other fund		22,815	22,815
<b>Balance</b>		<b>18,429,671</b>	<b>21,737,186</b>
<b>16.05 Provident Fund &amp; Other Fund</b>			
Workers Welfare Fund		(7,207,261)	(7,202,761)
Provident Fund (Permanent Staff & Workers)		66,594,643	71,931,454
Provident Fund (Seasonal Staff & Workers)		3,398,985	3,587,051
Employees Samoboy Samity		-	1,941,207
Growers Welfare Fund		206,837	206,837
W.P.P.F (Workers Profit Participation Fund )		65,939	65,939
Officers Club Ladies Club & Association		164,580	248,777
Cane Employee Sangsad		10,600	10,600
Unpaid Bill Of Cashier		100,083	100,083
Employees Union Fund		(460,315)	(460,315)
General Club Fund		38,406	61,164
Officers Kallyan Samity		109,359	109,359
Mosque Fund		293,190	346,530
Prime Minister Relief Fund		226,281	226,281
Farmers Federation Fund		100,709	100,709
Farmer's Welfare Fund		35,510	35,510
		<b>63,677,546</b>	<b>71,308,425</b>
<b>17.00 Current Account With BSFIC Enterprises</b>			
Balance as on 1st July 2022		3,182,368,303	3,093,614,165
Add. Addition during this year		94,163,089	88,754,138
		<b>3,276,531,392</b>	<b>3,182,368,303</b>
Less: Payments during this year		-	-
<b>Balance as on 30 June 2023</b>		<b>3,276,531,392</b>	<b>3,182,368,303</b>



**18.00 Current account with BSFIC Enterprise(Payable)**

**Name of Enterprise:**

M/S. Faridpur sugar Mills Ltd,Modhukhali,Faridpur

M/S. Rangpur Sugar Mill Ltd, Mahimgonj

M/S. Renwick Jaineshwar & Co.(BD) Ltd

M/S. Mubarakgonj Sugar Mill Ltd.

M/S. Kushtia Sugar Mill Ltd

M/S. Thakurgaon Sugar Mill Ltd

M/S. North Bengal Sugar Mill Ltd

M/S. Pabna Sugar Mill Ltd

M/S. Carew & Co. (Bangladesh) Ltd.

M/S. Panchagar Sugar Mill Ltd

**Balance**

**19.00 Provision of Leave Pay and Gratuity**

Balance as on 1st July 2022

Add. Provision for this year

Less: Payment/Adjustment made during this year

**Balance as on 30 June 2023**

**20.00 Provision for Income tax**

Opening Balance

Add: Provision Income Tax (Minimum Tax)

Less: Tax paid during this year

**Closing balance as on 30.06.2023**

**21.00 Interest on loan/ fund**

Seed Multiplication & Research Farm Sch;

Foreign Loan (Yen Credit)

Foreign Loan (Belgium Credit )

Operating Loan

**Balance**

**22.00 Net Asset Value (NAV) Per Share**

Net Asset

Number of Share

**23.00 Sales Revenue**

Quantity in Metric Ton

1. Sugar 17.37 M Ton @ 63000.00Tk

2. Molasses 105.63 M Ton @ 23473.15Tk

**24.00 Cost of Goods Sold :**

Amount in Taka	
30.06.2023	30.06.2022
	101,203
4,282,133	4,282,133
31,039,203	29,795,872
2,972,496.00	-
539,470.00	-
428,254.00	-
206,215	434,581
7,401,557	7,401,557
9,217,782	7,513,934
276,965	276,965
<b>56,364,075</b>	<b>49,806,245</b>
167,267,330	231,976,393
10,878,606	6,730,757
178,145,936	238,707,150
35,817,731	71,439,820
<b>142,328,205</b>	<b>167,267,330</b>
6,380,484	6,335,183
45,255	45,302
-	-
<b>6,425,739</b>	<b>6,380,485</b>
4,972,893	4,684,384
92,711,500	87,974,500
4,069,540	3,956,920
33,330,625	23,488,125
<b>135,084,558</b>	<b>120,103,929</b>
(6,056,032,601)	(5,837,866,136)
5,000,000	5,000,000
<b>(1,211.21)</b>	<b>(1,167.57)</b>
-	1,094,310
2,479,469	5,589,082
<b>2,479,469</b>	<b>6,683,392</b>

		Amount in Taka	
		30.06.2023	30.06.2022
<b>24.00 Cost of Goods Sold;</b>			
Opening balance of stock			
Sugar		-	-
Molasses (255.907 M Ton TK.24207.53 tk)		6,194,876	-
		6,194,876	-
Add: Cost of Production	24.02	-	-
		6,194,876	-
Less : Closing stock			
Sugar		-	-
Molasses (150.277M Ton@ 24207.53 TK)		3,637,835	-
		3,637,835	-
		<b>2,557,041</b>	-
<b>24.01 Stock Adjustment :</b>			
Opening balance of stock:			
Sugar		-	1,094,310
Molasses (255.907 M Ton TK.24207.53 tk)			3,075,536
		-	<b>4,169,846</b>
Less : Closing stock			
Sugar		-	-
Molasses (150.277M Ton@ 24207.53 TK)		3,637,835	6,194,876
		<b>3,637,835</b>	<b>2,025,030</b>
<b>25.00 Administrative Expenses</b>			
Salaries & wages (Permanent)		37,299,134	60,365,941
Overtime		-	319,951
Salaries & wages (Seasonal)		-	0
Overtime		-	0
Repairs & Maintenance		300,345	796,249
Fuel & Lubricant		777,692	1,266,978
Depreciation		6,757,880	9,131,098
Directors fee		225,000	195,000
Head office overhead		-	-
Other administrative overhead		1,950,011	3,413,172
<b>Total</b>		<b>47,310,062</b>	<b>75,488,389</b>
<b>25.01 Other administrative overhead</b>			
Staff Welfare Expenses		-	89,876
Printing & Stationary		59,396	87,534
Rent & Rates		581,706	878,837
Insurance Premium		376,021	836,794
Travelling & Conveyance		348,361	337,237
Postage & Telegram		40,257	34,828
Entertainment		241,792	271,809
Bank Charge		24,548	238,119
Legal Expenses		69,184	149,312
Advertisement		40,834	488,826
AGM Expenses		162,437	-
Training Expenses		5,475	-
		<b>1,950,011</b>	<b>3,413,172</b>
<b>26.00 Selling and Distribution Expenses</b>			
Salary & Wages (Permanent)		-	87,136
		-	<b>87,136</b>



		Amount in Taka	
		30.06.2023	30.06.2022
<b>27.00 Financial Cost</b>			
Seed Multiplication & Research Farm Sch (60%)		288,509	288,509
Foreign Loan (Yen Credit)		4,737,000	4,737,000
Foreign Loan (Belgium Credit)		112,620	112,620
C C Account Janata Bank Dilkusha Corporate Br		20,389,391	23,003,065
Agriculture Credit Sonali Bank Rangpur Corporate Br		140,387,230	133,076,871
B.S.F.I.C Current Account		-	28,056,968
Operating Loan		9,842,500	9,842,500
<b>Total</b>		<b>175,757,250</b>	<b>199,117,533</b>
<b>28.00 Other Income</b>			
Sale of Press Mud		-	-
Shop rent		294,756	223,947
Lease of Pond		272,201	20,000
Sales of scrap		1,632,001	-
Sale of Tender Schedule & Other		1,785,190	171,625
Sale of Baggage		-	40,922
		<b>3,984,148</b>	<b>456,494</b>
<b>29.00 Firm Income</b>			
Income from Firm-Lease		1,126,158	410,400
		<b>1,126,158</b>	<b>410,400</b>
<b>30.00 Minimum Tax On Turnover</b>			
Sale of Sugar	30.01	-	1,094,310
Sale of Molasses	30.02	2,479,469	5,589,082
Other Income	28.00	3,984,148	456,494
Firm Income	30.01	1,126,158	410,400
<b>Total Income</b>		<b>7,589,775</b>	<b>7,550,286</b>
		0.60%	0.60%
<b>Turn Over Tax :</b>		<b>45,539</b>	<b>45,302</b>

**30.01 Sale of Sugar**

Name of Month	Sales of Quantity					Total quantity	Total Taka
	MIS(Pac)	Other (Pac)	Ration	Other Dealer	Army		
Jul-23	-	-	3.87	13.50	-	17.37	1,094,310
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3.87</b>	<b>13.50</b>	<b>-</b>	<b>17.37</b>	<b>1,094,310</b>

During the audit period, sales has been proceed only in the month of July 2022 and other months in the year no sales has been proceed.

**30.02 Sale of Molasses**

Name of Month	Quantity	Deduction				Net Price
		Total Taka	VAT	Tax	Environment Safeguard	
July 2022- June 2023	105.63	3,186,118	557,880	123,974	24,795	2,479,469
	105.63	3,186,118	557,880	123,974	24,795	2,479,469

**31.00 Earning Per Share (EPS)**

Net loss during the year	(218,080,117)	(265,163,044)
Number of share	5,000,000	5,000,000
<b>EPS</b>	<b>(43.62)</b>	<b>(53.03)</b>

Amount in Taka	
30.06.2023	30.06.2022

### 32.00 Related Party Disclosures

During the year, the company in normal course of business has carried out the following transactions with other entities that fall within the definition of related party contained in International Accounting Standard 24: "Related Party Disclosures". All transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates, other than balance with sister concern which is interest free, on the same terms and conditions as applicable to the third parties.

Name of related party	Nature of relationship	Opening Balance		Transaction during the year		Balance	
		Dr.	Cr.	Dr	Cr	Dr	Cr
Joypurhat Sugar Mills Ltd	Inter transaction	84,502,133	-	1,713,258	8,193,430	78,021,961	-
Setabgonj Sugar Mills Ltd	Inter transaction	502,221	-	-	-	502,221	-
Panchagar Sugar Mills Ltd	Inter transaction	-	276,965	-	-	-	276,965
Mobarakgonj Sugar Mills Ltd.		342,692	-	2,850	3,318,038	-	2,972,496
Faridpur Sugar Mills Ltd.,	Inter transaction	-	101,203	135,967	-	34,764	-
Rangpur Sugar Mills Ltd	Inter transaction	-	4,282,133	-	-	-	4,282,133
Rajshahi Sugar Mills Ltd	Inter transaction	2,626,871	-	44,334	2,460,996	210,209	-
Carew & Co. Ltd.		-	7,513,934	3,309,708	5,013,556	-	9,217,782
Pabna Sugar Mills Ltd	Inter transaction	-	7,401,557	-	-	-	7,401,557
Thakurgoan Sugar Mills Ltd	Inter transaction	2,352,453	-	-	2,780,707	-	428,254
Renwick Jagswar & Co.	Inter transaction	-	29,795,872	137,361	1,380,692	-	31,039,203
Kustia Sugar Mills Ltd.	Inter transaction	247,435	-	-	786,905	-	539,470
Natore Sugar Mills Ltd	Inter transaction	1,513,991	-	1,596,786	761,853	2,348,924	-
North Bengal Sugar Mills Ltd.	Inter transaction	-	434,581	231,021	2,655	-	206,215
Desh Bondho Sugar Mill Ltd	Inter transaction	150,889	-	-	-	150,889	-
Kaliachapra Sugar Mill Ltd	Inter transaction	315,772	-	-	-	315,772	-
Zeal Bangla Sugar Mill Ltd	Inter transaction	1,096,689	-	-	202,187	894,502	-
Shipping Office Chittagong	Inter transaction	5,995	-	-	-	5,995	-
		<b>97,220,364</b>	<b>49,806,245</b>	<b>7,171,285</b>	<b>24,901,019</b>	<b>82,485,237</b>	<b>56,364,075</b>

### 33.00 Employees Minimum Pay:

#### a. For "Permanent Employees"

Number of employees Earn less than Tk. 8,000

Number of employees Earn over Tk. 8,000

-	-
97	111
<b>97</b>	<b>111</b>

#### b. For "Seasonal Employees"

Number of employees Earn less than Tk. 8,000

Number of employees Earn over Tk. 8,000

-	-
-	-
<b>97</b>	<b>111</b>

**Total (a+b)**

<b>97</b>	<b>111</b>
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Amount in Taka	
30.06.2023	30.06.2022

**34.00 Production Capacity:**

Capacity of the Industrial Unit, actual production, Shortfall and achievement are as follows:

	2023		2022	
	Ton	%	Ton	%
Installed Capacity	10,161	100	10,161	100
Actual Production				
Deficit/(excess)	10,161		10,161	

**35.00 Audit Fee**

Statutory audit fee

100,000	100,000
---------	---------

Audit Fee is fixed by the Shareholder in the Annual General Meeting and does not include any other remuneration to Auditors.

**36.00 Meeting fees**

**(a) Board Meeting:**

During the year, 05 Board Meetings were held and the following fees were paid :

Name	Designation	Meeting Held	Meeting Attended	Amount
Mr. Arifur Rahman Apu	Chairman	5	5	25,000
Mr. Md. Anwarul Alam	Director	4	4	20,000
Mr. Pulak Kanti Barua	Director	2	2	10,000
Mr Khondaker Azim Ahmed NDC	Director	5	4	20,000
Mr. Md Ashraf Ali	Director	2	2	10,000
Muhammad Nurul Amin Khan	Director	1	1	5,000
Abu Sayed Md. Shaykhul Islam	Independent Director	4	4	20,000
Mr. Abdul Aziz	Independent Director	5	4	20,000
Mr. Masud Sadik	Managing Director	4	4	20,000
		30		150,000

**(b) Audit Committee Meeting Fees:**

During the year, 04 Audit Committee Meetings were held and the following fees were paid :

Name	Designation	Meeting Held	Meeting Attended	Amount
Mr. Abdul Aziz	Chairman	4	4	20,000
Mr. Md. Anwarul Alam	Member	4	4	20,000
Mr Khondaker Azim Ahmed NDC	Member	2	2	10,000
Mr. Md. Ashraf Ali	Member	2	2	10,000
		12		60,000
				210,000

**Total (a+b)**

**37.00 Key Management Benefits**

Remuneration

Bonus

Number of Person

2023		2022	
Managing Director	Department Head	Managing Director	Department Head
931,692	2,720,532	99,700,920	3,418,470
112,060	321,300	16,642,340	572,161
1,043,752	3,041,832	116,343,260	3,990,631
1	4	1	4

**38.00 Net Assets value (NAV) per Share**

Total Assets

Less, Total outstanding Liabilities

Net assets value

Divided by number of ordinary share

NAV

211,088,631	233,184,000
6,267,114,666	6,071,050,136
(6,056,026,035)	(5,837,866,136)
5,000,000	5,000,000
(1,211.21)	(1,167.57)

		Amount in Taka	
		30.06.2023	30.06.2022
<b>39.00 Earnings per share (EPS )</b>			
	<u>Profit/ (Loss) attributable to shareholders</u>		
	<u>Number of ordinary shares</u>		
	Profit/ (Loss) attributable to shareholders	(218,080,117)	(265,163,044)
	Number of ordinary shares	5,000,000	5,000,000
	<b>Earnings Per Share (EPS )</b>	<b>(43.62)</b>	<b>(53.03)</b>
<b>40.00 Net Operating Cash flow per share</b>			
		(159,704,142)	(249,537,947)
		5,000,000	5,000,000
		<b>(31.94)</b>	<b>(49.91)</b>
<b>41.00 Reconciliation between net profit to operating cash flow</b>			
	Profit/(loss) before tax	(218,034,579)	(265,117,742)
	Depreciation charged in P/L	6,757,880	9,131,098
	Other income	(3,984,147)	(456,494)
	Farm Income	(1,126,158)	(410,400)
	Finance cost	175,757,250	199,177,533
	Operating cash flow before changes in working capital	<b>(40,629,754)</b>	<b>(57,676,005)</b>
	<b>Changes in Working capital:</b>		
	(Increase)/Decrease of inventory	4,567,596	4,965,087
	(Increase)/Decrease of Trade Debtors	-	16,008
	Increase/(Decrease) of creditors	(55,513,493)	39,868,930
	Current Account with BSFIC Enterprises	100,720,919	584,952
	Balances for Leave Pay and Gratuity	(24,939,125)	(64,709,063)
	Current Account with BSFIC Enterprises	11,171,904	3,665,452
	Loans & Advances	670,474	7,163,231
	Grants	(86,348)	(86,529)
	Other Income	3,984,147	456,494
	Farm Income	1,126,158	410,400
		<b>1,072,478</b>	<b>(65,341,043)</b>
	Finance cost paid	(160,776,621)	(184,136,904)
	Tax paid	-	(1,088,835)
	Net operating cash flows	<b>(159,704,142)</b>	<b>(250,566,782)</b>

**42.00 Events after reporting period**

The Board of Directors of the company has approved the financial statements on 26 October, 2023 and no dividend is recommended for the financial year June 30, 2023. Except the fact stated above, no circumstances have arisen that to be disclosed as note or adjusted in the financial statements.



**SHYAMPUR SUGAR MILLS LTD**  
**SCHEDULE OF PROPERTY, PLANT AND EQUIPMENTS**  
As at 30th June, 2023

Sl. No.	Particulars	Acct No	Su-sch.No.	COST			DEPRECIATION			Written down value as on 30-06-2023
				Opening Balance as on 01-07-2022	Cost addition during the period	Total cost as on 30-06-2023	Opening depreciation as on 01-07-2022	depreciation charged during the period	Accumulated depreciation as on 30-06-23	
				1	2	3=1+2	4	5	6=4+5	7=3-6
A)	Mills									
1	Land and land Development	23000	A-/(1)	36,419,299	-	36,419,299	-	-	-	36,419,299
2	Building and other Constriction	24000	A-/(2)	68,143,777	-	68,143,777	68,143,702	-	68,143,702	75
3	Plant and Machinery	25000	A-(3)	137,793,935	-	137,793,935	114,275,851	6,622,544	120,898,395	16,895,540
4	Equipment	26000	A-/(4)	3,978,716	-	3,978,716	3,862,471	17,662	3,880,132	98,584
5	Furniture Fixture and Office Equip.	27000	A-/(5)	1,638,465	-	1,638,465	1,638,412	-	1,638,412	53
6	Vehicles and Transport	28000	A-/(6)	69,447,284	-	69,447,284	69,447,171	-	69,447,171	113
7	Sundry Assets	29000	A-/(7)	73,305	-	73,305	73,288	-	73,288	17
Total-A				317,494,781	-	317,494,781	257,440,895	6,640,206	264,081,100	53,413,681
B)	Intensive cane Dev. Scheme. (1st Phase)					-	-	-	-	-
1	Building and Construction	24000	A-/(3)	720,000	-	720,000	579,350	18,000	597,350	122,650
Total-B				720,000	-	720,000	579,350	18,000	597,350	122,650
C)	Intensive Cane Dev. Scheme (2nd Phase)					-	-	-	-	-
1	Building and Construction	24000	A-/(3)	2,848,237	-	2,848,237	2,281,637	68,348	2,349,984	498,253
2	Vehicles transport and Agricultural Equip.	28000	A-(7)	195,000	-	195,000	194,999	-	194,999	1
Total-C				3,043,237	-	3,043,237	2,476,636	68,348	2,544,983	498,254
D)	Seed Cane Dev. Research Farm Scheme.					-	-	-	-	-
1	Building and Construction	24000	A-/(3)	2,265,750	-	2,265,750	1,808,792	25,500	1,834,292	431,458
2	Plant and Machinery	25000	A-/(4)	233,046	-	233,046	191,099	5,826	196,925	36,121
3	Furniture Fixture & Office Equip.	27000	A-(6)	52,894	-	52,894	52,877	-	52,877	17
Total -D				2,551,690	-	2,551,690	2,052,768	31,326	2,084,095	467,596
Grand Total Taka: ( A+B+C+D)				323,809,708	-	323,809,708	262,549,649	6,757,880	269,307,528	54,502,180

# শ্যামপুর সুগার মিলস্ লি.

শেয়ার অফিস : চিনিশিল্প ভবন (৬ষ্ঠ তলা) ৩, দিলকুশা বা/এ, ঢাকা-১০০০

## প্রতিনিধি পত্র

শেয়ার সংখ্যা

ফলিও/বিও নম্বর

আমি/আমরা ..... ঠিকানা .....

শ্যামপুর সুগার মিলস্ লি. এর শেয়ারহোল্ডার হিসেবে ২৭-১২-২০২৩ তারিখে ডিজিটাল প্ল্যাটফর্ম লিংক :

<https://shyampsug33.digitalagmbd.net> এর মাধ্যমে অনুষ্ঠিতব্য কোম্পানির ৩৩ তম বার্ষিক সাধারণ সভায় এবং পরবর্তী মূলতবী সভায় আমার/আমাদের পক্ষে ভোট প্রদানের প্রতিনিধি নিযুক্ত করলাম।

প্রতিনিধির স্বাক্ষর ..... শেয়ারহোল্ডারের স্বাক্ষর .....

বিঃদ্র:

- (১) একজন সদস্য যিনি বার্ষিক সাধারণ সভায় উপস্থিত হওয়ার যোগ্য, তিনি তাঁর পক্ষে উপস্থিত থাকার জন্য এবং ভোট দেয়ার জন্য একজন প্রতিনিধি নিযুক্ত করার ও যোগ্য প্রতিনিধি নিযুক্তির পত্র অবশ্যই সদস্যের স্বাক্ষর অথবা তার নিকট হতে লিখিতভাবে যথাযথ ক্ষমতাপ্রাপ্ত এটি কর্তৃক স্বাক্ষরিত হতে হবে। প্রতিনিধি পত্র কোম্পানির শেয়ার অফিসের ই-মেইল : [shsmagm31@gmail.com](mailto:shsmagm31@gmail.com) এ সভা আরম্ভ হওয়ার ৭২ ঘণ্টা পূর্বে প্রেরণ করতে হবে।
- (২) যদি সদস্য কোন কোম্পানি বা করপোরেশনের হয় সে ক্ষেত্রে এর কমন সিল (যদি থাকে) প্রতিনিধি পত্রে দিতে হবে। এ পত্র এবং তৎসহ “পাওয়ার অব এটর্নি” যার বলে উক্ত “প্রতিনিধি পত্র” সহি করা হয়েছে তা নোটারি পাবলিক কর্তৃক এর সত্যায়িত কপি কোম্পানির শেয়ার অফিসের ই-মেইল: [shsmagm31@gmail.com](mailto:shsmagm31@gmail.com) এ সভা আরম্ভ হওয়ার ৭২ ঘণ্টা পূর্বে প্রেরণ করতে হবে।

## শ্যামপুর সুগার মিলস্ লি.

৩৩তম বার্ষিক সাধারণ সভা

তারিখ : ২৭ ডিসেম্বর ২০২৩, সময় : বেলা ৯:৩০ ঘটিকা

ডিজিটাল প্রাটফর্ম লিংক : <https://shyampsug33.digitalagmbd.net>

## হাজিরাপত্র

আমি ২৭-১২-২০২৩ তারিখে অনুষ্ঠিতব্য শ্যামপুর সুগার মিলস্ লি. এর ৩৩ তম বার্ষিক সাধারণ সভায় আমার উপস্থিতি লিপিবদ্ধ করলাম।

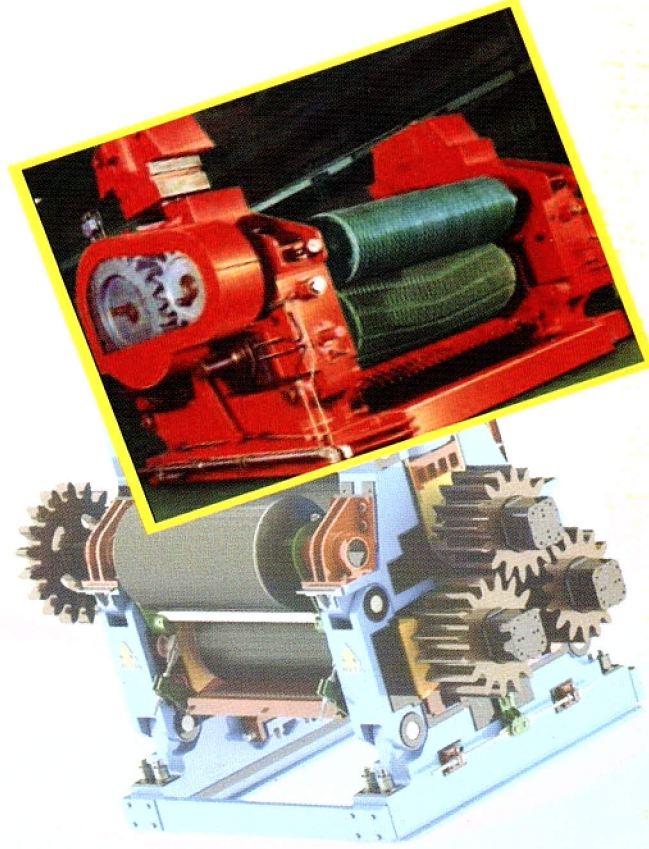
শেয়ারহোল্ডারের নাম ..... স্বাক্ষর.....

শেয়ার সংখ্যা..... ফলিও/বিও নম্বর.....

প্রতিনিধির নাম ..... স্বাক্ষর.....



শ্যামপুর সুগার মিলস্ লিমিটেড এর  
৩৩তম বার্ষিক সাধারণ সভার শুভ কামনা করছি।

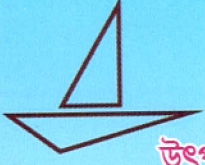


চিনিকলের সকল প্রকার যন্ত্র-যন্ত্রাংশ যেমন : বিভিন্ন ধরনের পাম্প, পরিবহণ  
ট্রেইলার, ট্যাংক লরী, বিয়ারিং, গান মেটাল বিয়ারিং, কেন কেরিয়ার, বয়লারের  
আইডি ও এফডি ফ্যান, চিমনী, ফিড ওয়াটার, ট্যাংক ইভাপারেটর, জুস হিটার, হট ওয়াটার  
কোল্ড ওয়াটার, স্টোরেজ ট্যাংক ইত্যাদি আধুনিক যন্ত্রপাতি দক্ষতার  
সাথে তৈরি ও মেরামত করা হয়।



রেনউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিঃ, কুষ্টিয়া  
**RENWICK, JAJNESWAR & CO. (BD) LTD., KUSHTIA**  
(বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন এর একটি প্রতিষ্ঠান)





# বাংলাদেশের ঐতিহ্যবাহী শিল্প প্রতিষ্ঠান কেরু এ্যাগ্রো কোম্পানী (বাংলাদেশ) লিঃ এর উৎপাদিত চিনি, ভিনেগার, ডিনেচার্ড স্পিরিট ও অন্যান্য ডিস্টিলারী পণ্য ব্যবহার করুন

## ১। চিনি :-

- ◆ আখ হতে উৎপাদিত স্বাস্থ্যসম্মত ও নিরাপদ কেরুজ চিনি বাজারে পাওয়া যাচ্ছে।
- ◆ কেরুজ উৎপাদিত দেশীয় চিনি ১ কেজি / ২ কেজি প্যাকেটে বাজারজাত হচ্ছে।

## ২। ভিনেগার :-

- ◆ কেরুজ মস্টেড ও সাদা ভিনেগার বাজারের সেরা।
- ◆ গুণে মানে ও স্বাদে অতুলনীয়।
- ◆ আচার, সস সংরক্ষণে অদ্বিতীয়।
- ◆ সুস্বাদু সালাদ তৈরিতে সর্বোত্তম।
- ◆ পরিপাকে সাহায্যকারী।



## ৩। ডিনেচার্ড স্পিরিট :-

- ◆ কেরুজ ডিনেচার্ড স্পিরিট গুণে মানে অতুলনীয়।
- ◆ বার্ষিকের কাজে কেরুজ ডিনেচার্ড স্পিরিট ব্যবহার করুন।



## ৪। কেরুজ জৈবসার :-

- ◆ মাটির স্বাস্থ্য উন্নত করে এবং মাটির বুন্ট ও গঠন উন্নত করে।
- ◆ মাটির পানির ধারণ ক্ষমতা বৃদ্ধি করে।
- ◆ মাটিতে বায়ু চলাচল বৃদ্ধি করে ও মাটির তাপমাত্রা নিয়ন্ত্রণ করে।
- ◆ গাছের পুষ্টি ভান্ডার হিসেবে কাজ করে।
- ◆ মাটির অম্ল ও ক্ষারের সমতা বিধান করে।
- ◆ মাটির দূষণ নিয়ন্ত্রণ করে পরিবেশের ভারসাম্য রক্ষা করে।
- ◆ কেরুজ জৈবসার দেশের একমাত্র সালফার সমৃদ্ধ জৈবসার-এ সার শতকে ২-৩ কেজি হারে প্রয়োগ করলে বাড়তি কোন সালফার ব্যবহার করতে হবে না।



## ৫। কেরুজ হ্যান্ড স্যানিটাইজার

- ◆ হাত এবং ত্বক জীবাণুমুক্তকরণে হ্যান্ড স্যানিটাইজার একটি দ্রুত ক্রিয়াশীল জীবাণুনাশক সলিউশন।



## ৬। আমাদের উৎপাদিত অন্যান্য ডিস্টিলারী পণ্য ব্যবহার করুন।

কেরুজ পণ্য  
গুণে মানে অনন্য

“বীমা ফসল হিসেবে অধিক আখ  
আবাদ করে অধিক লাভবান হউন।”

কেরুজ পণ্য  
কিনে হউন ধন্য

# কেরু এ্যাগ্রো কোম্পানী (বাংলাদেশ) লিঃ

(বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশনের একটি প্রতিষ্ঠান)

ডাকঘর : দর্শনা, জেলা : চুয়াডাঙ্গা।