



BERGER PAINTS BANGLADESH LIMITED

VIBES OF COLOR

Colors do have an universal language, yet the language is several in different countries; in different cultures and even varied in religions. Vibes of color therefore bring to fore wxactly what you feel the moment you see a color, use a color or even dream a color.

We tend to use different colors for different things we write in. May be a particular color for us to sign with, a different color when we write a greeting card or label an envelope. Similarly we use different shades and different media while at art.

That is exactly what the vibes of color is.





BRIGHT
RED

EXCITING

PASSIONATE

DYNAMIC

POWERFUL

ADVENTUROUS

VISION

To be
the most preferred brand
in the industry
ensuring consumer delight.



EMERALD
LUXURIOUS
JEWEL-LIKE
UP-SCALE

MISSION

We shall increase our turnover
by 100 percent in every five years.
We shall remain socially committed
ethical company.



LAVENDER
ROMANTIC
NOSTALGIC
LIGHTWEIGHT
FANCIFUL

OUR SPIRIT

Our customers are our partners.
Our people are our strength.
Our shareholders are our foundation.
We proudly bring
inspiration, strength and colour to communities
through affiliation with our customers.



DEEP BLUE
CLASSIC STRONG
RELIABLE LOYAL
CONFIDENT PROFESSIONAL

OUR CORPORATE OBJECTIVE

Our aim is to add value to life, to outperform the peer in terms of longevity, customer service, revenue growth, earnings and cash generation.
We will be the employer of choice for all existing and future employees.

OUR STRATEGY

Our strategy is to build long-term partnerships with the customers/consumers. With their support, we aim to maximize the potential of our business - through a combination of enhanced quality of product, service, creative marketing, competitive pricing and cost efficiency.



TAUPE
NEUTRAL
PRACTICAL TIMELESS
QUALITY ORGANIC
VERSATILE
INCONSPICUOUS
UNDERSTATED
DISCREET
COMPROMISING
MODEST NEGATIVE BLAND
TASTELESS

OUR VALUES

- Respect: Show an attitude of courtesy, admiration or esteem
- Integrity: Act consistently with Berger's mission, being honest and transparent in what we do and say and accept responsibility for our collective and individual actions
- Commitment: Be sincere and steadfast to protect Berger's interest and achieve goals
- Excellence: Never be satisfied with simply meeting expectations; always try to exceed them significantly



BLUE PURPLES
CONTEMPLATIVE
MEDITATIVE SPIRITUAL
SOUL-SEARCHING
INTUITIVE MYSTERIOUS
ENCHANTING



LIGHT GREEN
CALM QUIET
SOOTHING
NEUTRAL
LIGHTWEIGHT

CONTENTS

The Company	16
Locations	18
Board of Directors & Executive Management Team	20
Biography of the Directors	22
Notice	28
Directors' Report	30
Management Discussion and Analysis	35
Certificate on Corporate Governance	39
Declaration by CEO and CFO Regarding the Financial Statements	55
Audit Committee Report	56
Nomination and Remuneration Committee Report	57
Dividend Distribution Policy	58
Value Added Statement	59
Auditors' Report and Audited Financial Statements	60
Auditors' Report and Audited Financial Statements (Consolidated)	106
পরিচালনা পর্ষদের প্রতিবেদন	144
Subsidiary Company Profile	148
Events	162
Proxy Form	171



CHOCOLATE
DELICIOUS RICH
ROBUST
APPETIZING

THE COMPANY

Berger is one of the oldest names in the paint industry and the country's major specialty paints business with products and ingredients dating back more than 250 years. Louis Berger, a German national, founded dye and pigment making business in England in 1760. Louis Berger & Sons Limited grew rapidly with a strong reputation for innovation and entrepreneurship, culminating in perfecting the process of making Prussian Blue, a deep blue dye—a color widely used for the uniforms of many European armies. Production of dyes and pigments evolved into production of paints and coatings, which till today, remains the core business of Berger. The company grew rapidly by establishing branches all over the world and through mergers and acquisitions with other leading paint and coating manufacturing companies.

Berger has been involved in the paint business in this part of the world since 1950, when paints were first imported from Berger UK and subsequently, from Berger Pakistan. In 1970, Berger Paints Bangladesh Limited (BPBL), erstwhile Jenson & Nicholson, had set up its paint factory in Chittagong. The shareholders were Jenson & Nicholson (J & N), Duncan Macneil & Co. Limited and Dada Group. Duncan Macneil subsequently sold their shares to the majority shareholder J & N Group. The Dada Group's share was ultimately vested with the Government of the Peoples' Republic of Bangladesh after the independence of the country in 1971. The name of the company was changed from J & N (Bangladesh) Limited to Berger Paints Bangladesh Limited on January 1, 1980. In August 2000, J & N Investments (Asia) Limited purchased the Government shareholding. In December 2005, the company issued 5% shares to the public and listed with Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE).

With the entry of Berger Paints into the Bangladesh market, the country has been able to benefit from more than 250 years of global paint industry experience. Over the decades, Berger has evolved to become the leading paint solutions provider in this country and has diversified into every sphere of the industry— from Decorative Paints to Industrial, Marine and Powder Coatings.

Berger has invested more in technology and Research & Development (R&D) than any other manufacturer in this market. It sources raw materials from some of the best known names in the world: ExxonMobil, DuPont, BASF, BYK, Cristal and Shell to name a few. The superior quality of Berger's products has been possible because of its advanced plants and strict quality controls equal to the best international standards. Investment in technology and plant capacity is even more evident from the establishment of Powder Coating and Emulsion plants at the Dhaka factory. The state-of-the-art Dhaka factory is an addition to Berger's capacity, making it the paint giant in Bangladesh.

With its strong distribution network, Berger has reached almost every corner of Bangladesh. The nationwide dealer network, supported by sales depots strategically located at Dhaka, Chattogram, Rajshahi, Khulna, Bogura, Sylhet, Cumilla, Mymensingh, Barishal, Rangpur, Feni and Brahmanbaria has enabled them to strategically cater to all parts of the country.

The product range includes all types of Decorative Paints, specialized outdoor paints to protect against adverse weather conditions, Color Bank, Superior Marine Paints, Textured Coatings, Heat Resistant Paints, Roofing Compounds, Epoxies and Powder Coatings. In each of these product categories, Berger has been the pioneer. Berger also provides customer support; connecting consumers to technology through specialized Experience Zone; giving free technical advice on surface preparation, color consultancy, special color schemes etc. To bolster customer satisfaction, Berger launched Breathe Easy—the first odourless paint solution in Bangladesh. The company also maintained Innova Wood Coating, PowerBond adhesive, Vehicle Refinish and TexBond textile chemicals to cater to the needs of the customers.

Jenson & Nicholson (Bangladesh) Limited, a wholly-owned subsidiary of Berger Paints Bangladesh Limited, manufactures metal cans for use in paints, food and other industries. Berger Tech Consulting Limited, another wholly-owned subsidiary of the Company, provides IT Enabled Services (ITES). Berger has expanded its operations to manufacture coil coatings through its joint venture with Becker Industrial Coatings Holding AB, Sweden named- Berger Becker Bangladesh Limited. Berger Fosroc Limited is another joint venture with global leader Fosroc International Limited to cater world-class construction chemicals to Bangladesh. Berger Paints Bangladesh Ltd. and Chogoku Marine Paints Ltd of Japan have entered into an agreement for manufacture of marine and related industrial paints in Bangladesh. Berger is the first Bangladeshi company to manufacture such world-class marine paint products in the country.

Apart from business, being a responsible corporate citizen, Berger Paints Bangladesh Limited has been promoting the young and creative talents of the country through Berger Young Painters' Art Competition (BYPAC), Berger Award for Excellence in Architecture (BAEA), Berger Awards Programme for Students of Architecture of BUET (BASAB), Khulna University Architecture Department-Berger (KUAD-BERGER) Award etc. Berger Paints has added another dimension to its social responsibilities by contributing to the wellbeing of autistic children in Bangladesh.



VIBRANT ORANGE
FUN CHILD LIKE
HAPPY GLOWING
SUNSET HOT ENERGIZING
ACTIVE GREGARIOUS
FRIENDLY

LOCATIONS

REGISTERED & CORPORATE OFFICE

Berger House, House No. 8, Road No. 2
Sector No. 3, Uttara Model Town, Dhaka-1230
Phone: +88-02-48953665 (Hunting), Fax: +88-02-48951350
E-mail: info@bergerbd.com, Web Site: www.bergerbd.com

FACTORIES & PLANTS

Dhaka Factory

102, Mouja-Taksur, Nabinagar, Savar, Dhaka
Phone: +88-02-7791964, +88-02-7791620
Fax: +88-02-7791894, E-mail: dhakafactory@bergerbd.com

Chattogram Factory

27-D, FIDC Road, Kalurghat Heavy Industrial Area, Chattogram-4212
Phone: +88-031-670472, Fax: +88-031-671639
E-mail: chittagongfactory@bergerbd.com

Emulsion Plant

102, Mouja-Taksur, Nabinagar, Savar, Dhaka
Phone: +88-02-7791964, Fax: +88-02-7791894

Powder Coating Plant

102, Mouja-Taksur, Nabinagar, Savar, Dhaka
Phone: +88-02-7791964, Fax: +88-02-7791894

SALES OFFICES

Dhaka Sales Office (Central Region)

273-276, Tejgaon Industrial Area, Dhaka-1208
Phone: +88-02-8870232-43, Fax: +88-02-8870232
Email: dhksales@bergerbd.com

Dhaka Sales Office (South Region)

Paiti, Matuail, Demra, [Dhaka-Demra highway], Dhaka
Phone: +88-02-7500525, 7502538, 7501049, 7501069
E-mail: dhksouth@bergerbd.com

Dhaka Sales Office (North Region)

Doyel Centre (4th Floor) 15 Sonargaon Janapath Road, Sector-13
Uttara, Dhaka-1230, Phone: 01321133549

Chattogram Sales Office

43/3, Chatteswari Road, GPO Box No. 353, Chattogram-4000
Phone: +88-031-615893-4, 622782, 620960, Fax: +88-031-620507
E-mail: chittagongsales@bergerbd.com

Barishal Sales Office

2157, South Shagordi, Hazi Bari Road, Barishal
Phone: +88-0431-72030, E-mail: barisaldepot@bergerbd.com

Bogura Sales Office

House No. 2996/3, Ward-15, Tinmatha Railgate
Dhaka-Rangpur Highway, Puran Bogura, Bogura-5800
Phone: +88-051-63319, 62999, 62567
E-mail: bogradepot@bergerbd.com

Brahmanbaria Sales Office

Harez Kazi Bari, Ghatara-1, Brahmanbaria Sadar
Brahmanbaria-3400, Phone: +88-0851-61332, 0851-62686

Cumilla Sales Office

214, Ashrafpur, EPZ Road, Cumilla-3500
Phone: +88-081-63403, 72940, E-mail: comilladepot@bergerbd.com

Feni Sales Office

Holding No. 1031 [On Dhaka - Chattogram Highway, in front of BISIC Road]
Ward No. 5, 2 no. Panchgachia Union, Bathania, Feni - 3900
Phone: 01844147450

Khulna Sales Office

17, old Jessore Ropad, Boyra, (opposite of Port School) Khulna-9000,
Phone: 041-722262

Mymensingh Sales Office

291/2/2, Mashkanda BSCIC, Mymensingh
Phone: 091-51754, 01938887561
E-mail: mymensinghdepot@bergerbd.com

Rajshahi Sales Office

Holding 1448, Ward 03, Colony- Jomshadipur, Motihar, Katakali, Rajshahi
Phone: 0721-773512, E-mail:rajshahidepot@bergerbd.com

Rangpur Sales Office

House-120, Road-1, New Adarshapara Ershad More, Rangpur
Phone: 01711297836

Sylhet Sales Office

70, Antarango, Shahi Eidgah (Supply Road), Kazitulla, Sylhet-3100
Phone: 0821-711399, 283123, E-mail: sylhetdepot@bergerbd.com

Berger Experience Zone (Dhanmondi)

"BTI Lake Palisade", Plot-23, Road-27(Old), 3rd Floor,Dhanmondi-1209
Phone: 01971453666; E-mail: bez@bergerbd.com

Berger Experience Zone (Gulshan)

Concord Baksh Tower, Unit-1-A (1st Floor), Plot-11/A, Road-48, CWN,
Gulshan-2, Dhaka-1212, Phone: 01938888775
E-mail: bez@bergerbd.com

Berger Experience Zone (Uttara)

8, Garib E Newaz Avenue, Sector # 13, Uttara, Dhaka-1230
Phone: 01977294166; E-mail: bez@bergerbd.com

Berger Experience Zone (Narayanganj)

Zobeda Monzil (Beside Rupayan Tower), 3/1 new Chashara, Jamtola,
Narayanganj-1400, Phone: 01938887546

Berger Experience Zone (Rajshahi)

Holding#138, Reshom Potti, Boalia, Rajshahi
Phone: 01844147459

Berger Experience Zone (Bogra)

Holding No# 176/2(1st floor), Kali Mondir Road, Jaleshwaritola
Ward No#7, Bogura-5200
Phone: 01938887505

Berger Experience Zone (Sylhet)

"Al-Famsa Shopping Center", Holding# 1663-01, Ward-17
Noyasarak Sylhet Sadar, Sylhet
Phone: 01938887735

SUBSIDIARY COMPANY

Jenson & Nicholson (Bangladesh) Limited

70, East Nasirabad I/A, Baizid Bostami Road, Chattogram-4000
Phone: 031-682462
E-mail: jnblinfo@jnbl.com.bd

Berger Tech Consulting Limited

Berger House, House No. 8, Road No. 2
Sector No. 3, Uttara Model Town, Dhaka-1230
Phone: +88-02-48953665 (Hunting)
E-mail: info@bergertech.bd.com

ASSOCIATE COMPANY

Berger Becker Bangladesh Ltd.

Building-3, Plot-102, Mouja-Taksur, Nabinagar, Savar, Dhaka
Phone: +880 (2) 7791964, Fax: +880 (2) 7708091
E-mail: bbbbl@bergerbd.com

Berger Fosroc Ltd.

Berger House, House No. 8, Road No. 2
Sector No. 3, Uttara Model Town, Dhaka-1230
Phone: 02-48953665 (Hunting), Fax: 880-2-48951350





BRIGHT PINK
EXCITING
THEATRICAL PLAYFUL
ATTENTION-GETTING
HIGH-ENERGY
SENSUAL WILD
TROPICAL
FESTIVE

BOARD OF DIRECTORS & EXECUTIVE MANAGEMENT TEAM

Board of Directors

Mr. Gerald K. Adams
Ms. Rupali Chowdhury
Mr. Kuldip Singh Dhingra
Mr. Gurbachan Singh Dhingra
Mr. Anil Bhalla
Mr. Jean-Claude Loutreuil
Ms. Rishma Kaur
Mr. Sunil Sharma
Mr. Kanwardip Singh Dhingra
Mr. Abhijit Roy
Mr. Sazzad Rahim Chowdhury
Ms. Parveen Mahmud
Mr. Reazul Haque Chowdhury
Mr. Mohsin Uddin Ahmed

Non-Executive Chairman
Managing Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Director & Chief Financial Officer
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director

Executive management team

Rupali Chowdhury
Sazzad Rahim Chowdhury
Md Mohsin Habib Chowdhury
Mohammad Nazim Uddin Helali
Mushfequr Rahman
A S M Obaidullah Mahmud
Raquibul Alam
Abul Kasem Mohammad Sadeque Nawaj
Mohammad Abu Nader Al Mokaddes
Tanzeen Ferdous Alam
Mohammad Azizul Hoque
Anupam Paul
H M Rakib Ullah Bashar
Muhammad Kawsar Hasan
Mohammad Golam Mostofa
Sheikh Aminur Islam

Managing Director
Group CFO & Director
Chief Operating Officer
CEO JNBL
Chief HR Admin & HSE Officer
Chief R&D Officer
Chief Supply Chain Officer
Chief Business Officer
Chief Information Officer
Chief Marketing Officer
Chief HR Services
Chief Works Dhaka Factory
Chief Commercial Controller & CFO JVs
Chief Works Chittagong Factory
Chief Finance Controller
Chief BPRC



TEAL
SERENE COOL
TASTEFUL
SOPHISTICATED
CONFIDENT

BIOGRAPHY OF THE DIRECTORS



Mr. Gerald K. Adams
Chairman since 2004

Mr. Jerry Adams is a professional company director. His directorships include Chairman, Berger Paints Bangladesh Ltd.; Chairman, Bolix SA [a building materials company in Poland]; Chairman, Jenson & Nicholson (Bangladesh) Limited; the University of Adelaide Business School Advisory Board. His previous executive roles include Managing Director of Orica Consumer Products (Australia and New Zealand); President and CEO of Box USA (USA); Chief Executive of Amcor Fibre Packaging (Australia); Vice President and Director, Business Development, of Kraft Foods, (Asia-Pacific); and consultant, the Boston Consulting Group (USA). He has also served as the interim Dean of the University of Adelaide Business School. He was educated at the Harvard Business School (MBA, 1979); and the University of Washington (BA, 1975). Mr. Adams was born in 1953 in the US and now resides in Australia.



Ms. Rupali Chowdhury
Managing Director since 2008

Ms. Rupali Chowdhury is an MBA from IBA, University of Dhaka, and completed her Graduation with Honors in Chemistry from the University of Chittagong. Prior to joining Berger Paints Bangladesh Limited in 1990 as Planning Manager, she served multinational pharmaceutical and chemical Company, Ciba Geigy (Bangladesh) Limited for six years. In Berger, she worked in various departments such as marketing, sales, supply chain, and systems under different supervisory capacities. She became the Managing Director of the Company on 1 January 2008. She is also Managing Director of Jenson & Nicholson (Bangladesh) Limited, a 100% subsidiary of Berger Paints Bangladesh Limited; and Director of Berger Tech Consulting Ltd., Berger Becker Bangladesh Limited (a joint venture between Berger Paints Bangladesh Limited and Becker Industrial Coatings Holding AB, Sweden) and Berger Fosroc Limited (a joint venture between Berger Paints Bangladesh Limited and Fosroc International Limited, UK). She served as the President of the Foreign Investors' Chamber of Commerce & Industries (FICCI) for three terms. She is a Member of the Advisory Board of UNICEF Bangladesh and former President of the Bangladesh Paints Manufacturers Association and Director of Bangladesh Business & Disability Network (BBDN). She is the Vice President of the Bangladesh Economic Zone Investors Association. She is an Independent Director of Linde Bangladesh Limited, Bata Shoe Company (Bangladesh) Limited, and Evercare Group.



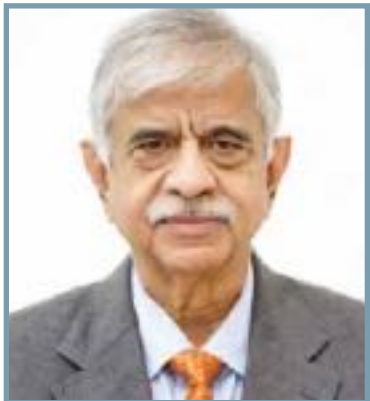
Mr. Kuldip Singh Dhingra
Director since 2018

Mr. Kuldip Singh Dhingra is a Science Graduate from Delhi University and a distinguished alumnus awardee of his alma mater. He is the fourth generation of his family which has been in Paints business since 1898 and has personally over fifty years of experience in paints and related industries. He is an eminent industrialist and for almost thirty years is the Chairman of the Board of Directors of Berger Paints India Ltd which is amongst the largest paint producers globally, with a multinational presence through wholly owned subsidiaries in Poland, Nepal, Russia, UK, France and Ukraine.

**Mr. Gurbachan Singh Dhingra**

Director since 2021

Mr. Gurbachan Singh Dhingra was born in 1950. He graduated from the Punjab University, India. He is the Vice-Chairman of the Board of Directors of Berger Paints India Ltd. He is the fourth generation of his family which has been continuously in the paint business since 1898. He is an industrialist and has more than five decades of experience in the paint and allied industry, especially in manufacturing and technical aspects. He has practical experience in building and commissioning of many Paint and Resin Plants. Mr. Dhingra is the recipient of the EY Entrepreneur of the Year Award 2019.

**Mr. Anil Bhalla**

Director Since 1994

Mr. Anil Bhalla was born in India in 1946. He graduated in Economics (Hons) from the University of Delhi and is a Fellow Chartered Accountant. He is the managing partner of JC Bhalla & Co., a reputed Chartered Accountants firm of India. He has over five decades of experience in professional services in both India and abroad. He has a wide range of experience in auditing, joint venture consultancy, tax consultancy, strategic business consultancy, business valuations, and mergers & acquisitions. He was a Member of the Northern India Regional Council of the Institute of Chartered Accountants of India (ICAI) from 1976 to 1979 and Chairman from 1978 to 1979. He has served ICAI as member of different Committees namely Company Law, Expert advisory and Auditing and Assurance Standards Board. He was an Executive Committee member of the Income Tax Appellate Tribunal Bar Association of Delhi. He was President of the Institute of Internal Auditors, Florida, USA Delhi Chapter. He is also a member of the Audit Committee and Nomination & Remuneration Committee of Berger Paints Bangladesh Limited.

**Mr. Jean-Claude Loutreuil**

Director since 1998

Mr. Jean-Claude Loutreuil was born in 1945 at Saint Laurent sur mer in France. He is an MBA from the University of Paris. He graduated from Pharmaceutical and Chemical High School of Anguerny, France. He was Managing Director in Janssen Pharmaceutica (Flubenol), Belgium and Managing Director (Veterinary sector) of Shering Plough. In 1988 he was in charge of U K Paint France as Director in connection with Russia. He served U K Paint Russia as Managing Director in Moscow and Krasnodar. He has been working for the last four decades mostly in Pharmaceutical and Chemical sectors as consultant.

**Ms. Rishma Kaur**

Director since 2013

Ms. Rishma Kaur holds a Bachelor of Science (Hons) in Business Studies from University of Buckingham, United Kingdom. She was Chairperson of Paints & Allied Products Panel of Chemicals & Allied Products Export Promotion Council (CAPEXIL), India from 1997 to 1999. Presently, she is Executive Director and National Business Development Manager (Retail) in Berger Paints India Limited. Her other directorships include Seaward Packaging Ltd., U K Paints (India) Ltd., BJN Paints India Ltd., Berger Jenson & Nicholson (Nepal) and Jenson Nicholson (Bangladesh) Limited. She is also a member of the Audit Committee and Nomination & Remuneration Committee of Berger Paints Bangladesh Limited and Supervisory Board member: Bolix S.A Poland. She also is a member of the BPRC, Audit committee and chairperson of the prevention of women harassment at the workplace committee of Berger Paints India Limited. She sits on the board of the various JV's and subsidiaries located in various countries related to Berger Paints India Limited. She was born in 1972.

**Mr. Kanwardip Singh Dhingra**

Director since 2016

Mr. Kanwardip Singh Dhingra is an Executive Director of Berger Paints India Limited. Mr. Dhingra holds a Bachelor's Degree in Chemical Engineering from University of Akron, Akron, Ohio, USA, with a Specialization in Polymer Engineering, and a Minor in Chemistry. Mr. Dhingra gathered working experience in the field of Paints and Specialty Coatings in The Rohm & Haas Company, Texas, USA. Prior to The Rohm & Haas Company, he had also worked with The Sherwin Williams Company, Ohio, USA, in the field of Sales and Marketing. Mr. Dhingra is also a member of the Entrepreneur's Organization. He is a member of the Audit Committee and Nomination & Remuneration Committee of Berger Paints Bangladesh Limited.

**Mr. Abhijit Roy**

Director since 2017

Mr. Abhijit Roy graduated in Mechanical Engineering from Jadavpur University, and did his MBA from the Indian Institute of Management, Bangalore in 1991. He started his career with Asian Paints (I) Ltd., and thereafter joined Lab Garnier, a division of L'Oreal in 1994. He joined Berger Paints India Ltd. in 1996 as Product Manager for Color Bank Tinting System. He handled various assignments with Berger India including General Manager (Marketing), Vice President (Sales & Marketing), COO and finally took over as MD and CEO since 2012. He is a member of National Committee, Confederation of Indian Industry (CII) and was the Chairman of Confederation of Indian Industry (Eastern Region). He is the Vice President of the Bengal Chamber of Commerce and Industry and Ex-President of Indian Paint Association.

**Mr. Sunil Sharma**

Director since June 2020

Mr. Sunil Sharma was born in 1951 at Delhi, India. He graduated in Economics Honours from Shri Ram College of Commerce, Delhi University in 1972 and then did his MBA from Faculty of Management Studies, Delhi University passing out in 1974. He has spent almost five decades in the Paint Industry, starting with Goodlass Nerolac Paints and the last 32 years have been with Berger group. He retired as President, British Paints (SBU of Berger Paints India Ltd) in November 2014 and is on the Board of Berger Becker Coatings, India since inception of the Company in 1997.

**Mr. Sazzad Rahim Chowdhury**

Group CFO & Director since August 2020

Mr. Sazzad Rahim Chowdhury is a Fellow Chartered Accountant with almost three decades of professional experience leading finance function of multinational companies in diverse industries. He is the Group CFO & Director of Berger Paints Bangladesh Limited since 2020. Prior to joining Berger Paints Bangladesh Limited, he served Novartis Bangladesh Limited for six years as Finance Director & Company Secretary and CFO for Distribution Markets Sri Lanka & Maldives. He was Chief Financial Officer of Citycell (a joint venture of Singapore Telecom and Pacific Bangladesh Telecom Ltd.). He also served different finance leadership positions at British American Tobacco Bangladesh Limited; Unilever Bangladesh Limited and KAFCO. He is also Director of Jenson & Nicholson (Bangladesh) Limited, Berger Tech Consulting Ltd., Berger Becker Bangladesh Limited and Berger Fosroc Limited. He is also member of Tariff, Taxation and Regulatory Affairs Committee of The Foreign Investors' Chamber of Commerce & Industry.



Ms. Parveen Mahmud
Independent Director since 2019

Ms. Parveen Mahmud is the Chairperson, RDRS Bangladesh . Underprivileged Children Education Program (UCEP) – Bangladesh. She has diverse experiences in board leadership in different positions with national and international development agencies, corporates and as a practicing accountant. She is the Founding Managing Director of Grameen Telecom Trust. She was a partner in ACNABIN & Co., Chartered Accountants. She is the first woman President of ICAB and also, the first female board member of the South Asian Federation of Accountants. She sits on numerous Boards including BRAC International, Centre for Policy Dialogue, Bishwo Shahittyo Kendro, PKSF, Ghashful, Friendship, Manusher Jonnyo Foundation, Cider Int. School, Chittagong. She is an Independent Director of Marico Bangladesh Limited and Apex Footwear Ltd. She was the Chairperson of MIDAS, Acid Survivor's Foundation , UCEP Bangladesh and Shasha Denims Ltd. She is a Melvin Jones Fellow and was the the President, Lions Club of Chittagong Parijat Elite, Lions Clubs International, District 315-B4, Bangladesh. She is the Chairman of the Audit Committee and Nomination & Remuneration Committee of Berger Paints Bangladesh Limited.



Mr. Reazul Haque Chowdhury
Independent Director since March 2022

Mr. Reazul Haque Chowdhury is the Group Managing Director of IFAD Group. He is a business leader with wide experience in General Management, Sales, Brand Marketing, Trade Marketing and Shopper Marketing in leading multinational companies in Bangladesh, Sri Lanka, Thailand, Philippines and Indo-China. He started his career in British American Tobacco and worked for 10 years in different roles in Sales and Marketing functions. He had a very successful stint of 6 years in Unilever Bangladesh Limited as Customer Management Director from 2002 to 2008. He has worked in Reckitt Benckiser as Managing Director from 2008 to 2016 in Sri Lanka, Bangladesh and Thailand Cluster. Mr. Chowdhury also served as General Manager, South Asia (Bangladesh, India and Pakistan) in Avery Dennison RBIS. He also served as Managing Director & Chief Executive Officer of Runner Automobiles Limited. He completed his Bachelor and Masters in Marketing from University of Dhaka and Advance Management Program from INSEAD, France. He is also an Independent Director of Unilever Consumer Care Limited and Hemas Consumer Brands. He is a member of Audit Committee and Nomination and Remuneration Committee of Berger Paints Bangladesh Ltd.



Mr. Mohsin Uddin Ahmed
Independent Director since March 2022

Mr. Mohsin Uddin Ahmed is the Chief Executive Officer of New Zealand Dairy Bangladesh Limited. He was Managing Director & CEO of Linde Bangladesh Limited from 2016 to 2020. Earlier, he served Emami Group as President (SAARC Cluster). He started his career with British American Tobacco Bangladesh and served as Sales Director of Nestle Maghreb Region (Morocco, Algeria & Tunisia) and Unilever as Customer Development Director. He was Executive Committee member of Foreign Investors' Chamber of Commerce & Industries (FICCI) and Vice President of Bangladesh-German Chamber of Commerce & Industries (BGCCI). He holds a Master's degree in Applied Physics & Electronics from the University of Dhaka. He is an Independent Director of Unilever Consumer Care Limited. He is a member of Audit Committee of Berger Paints Bangladesh Ltd.



Mohsin Habib Chowdhury
Chief Operating Officer (COO) since 2023

Mr. Mohsin Habib Chowdhury is the Chief Operating Officer (COO) of Berger Paints Bangladesh Limited since April 2023. With the career spanning over 28 years within the organization, his journey is a testament to remarkable achievements. Having pursued an MBA in Marketing from the Institute of Business Administration, University of Dhaka, his strong educational foundation has been the cornerstone of his successful professional trajectory. Throughout his tenure, he has held key positions, including Chief Sales and Marketing Officer, Senior General Manager - Sales & Marketing, and General Manager - Sales & Marketing, all of which have significantly contributed to the company's growth and prominence in the market. His expertise in marketing strategy, product development, and market research has been instrumental in shaping the company's sustained excellence. With visionary leadership, a strategic mindset and firm commitment to excellence, he continues to steer Berger Paints Bangladesh Limited towards greater heights in the competitive paint industry.



Mr. Sheikh Aminur Islam
Chief BPRC since 2021

Mr. Sheikh Aminur Islam is the Head of Internal Audit and Compliance (HIAC) designated as Chief Business Process, Risk & Compliance (BPRC) at Berger Paints Bangladesh Limited. He is an Associate Chartered Accountant (ACA) and also has certification on Income Tax Practitioner. In addition, he is a Lead Auditor of the Quality Management System (ISO 9001:2015). He holds MBA and BBA from the University of Dhaka. He has more than 12 years of extensive professional experience in manufacturing company, Agro-based company and audit firm. He joined Berger in 2013 and was gradually elevated to the present position. Before joining Berger, he served Getco Agri Technologies Limited and Hoda Vasi & Chowdhury Chartered Accountants in different capacities. His areas of expertise include risk-based internal audit, statutory audit, special audit, investigation, develop SOPs and operational guidelines, develop audit programs, financial accounting, financial control, receivables management, payables management, inventory management and ISO and OHSAS management.



Mr. Khandker Abu Jafar Sadique
Company Secretary since 2015

Mr. Khandker Abu Jafar Sadique is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh and holds BBA (Management Studies) and MBA (Strategic & International Management) from the University of Dhaka. He is also a member of Dhaka Taxes Bar Association. He has fifteen years of experience in company secretariat. He joined Berger Paints in 2007 and gradually elevated to the present position. Besides company secretariat, he is also responsible for corporate taxation. He is a member of Corporate Laws Review Sub-Committee of the Institute of Chartered Secretaries of Bangladesh.

CORAL
LIFE FORCE
ENERGIZING
FLEXIBILITY
DESIRE

NOTICE



Berger Paints Bangladesh Limited

Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka-1230
Phone: 02-48953665 (Hunting), Fax: 880-2-48951350
E-mail: info@bergerbd.com, Website: www.bergerbd.com

Notice The 50th Annual General Meeting

Notice is hereby given to all Members of Berger Paints Bangladesh Limited that the **50th Annual General Meeting** of the Members of the Company will be held on **Tuesday, August 22, 2023 at 10.00 a.m.** using digital platform to transact the following businesses:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 March 2023 together with the Reports of the Auditors and the Directors thereon.
2. To declare dividend for the year ended 31 March 2023 as recommended by the Board of Directors.
3. To approve the appointment of Ms. Rupali Chowdhury as Managing Director.
4. To elect /re-elect Directors in place of Mr. Anil Bhalla, Mr. Jean-Claude Loutreuil, Ms. Rishma Kaur and Mr. Sazzad Rahim Chowdhury who are retiring by rotation as per the Company's Articles of Association and being eligible, have offered themselves for re-appointment.
5. To appoint Hoda Vasi Chowdhury & Co, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration.
6. To appoint MABS & J Partners, Chartered Accountants, as the Corporate Governance Compliance Auditors and to fix their remuneration.

By order of the Board of Directors

Khandker Abu Jafar Sadique, FCS
Company Secretary

31 July 2023

NOTES:

- Members whose names appeared in the Members'/Depository Register on Record Date i.e. 26 June 2023 will be eligible to join/participate and vote in the Annual General Meeting through Digital Platform and to receive the dividend.
- A Member entitled to join/participate and vote in the Annual General Meeting may appoint a proxy in his stead. A scanned copy of the duly stamped proxy form must be sent to the email "jafar@bergerbd.com" not later than 48 hours before the meeting.
- Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy (PDF format) of the Annual Report 2022-2023 will be sent to the Members' respective email addresses as available with us. The Annual Report 2022-2023 will also be available on the Company's website at www.bergerbd.com.
- The link for joining the Digital Platform (audio-visual meeting) is <https://berger.bdvirtualagm.com> which will also be sent to the respective Members' email addresses and SMS to their mobile number as available with us in due course of time. The Members need to put their 16-digit Beneficial Owner (BO) ID number as proof of their identity for log-in to the system.
- This link <https://berger.bdvirtualagm.com> will be opened 24 hours before the commencement of the AGM for questions/ comments and vote electronically by the members.

DIRECTORS' REPORT



BRIGHT BLUE
BRISK ELECTRIC
IMPRESSIVE STIRRING
AQUATIC HIGH SPIRITS
EXHILARATING

The Directors are pleased to present their 50th report of the Company along with the Audited Financial Statements and Auditors' Report for the year ended March 31, 2023. The Directors' report highlights the key business activities that drove the performance of the Company during the year and presents the necessary disclosures in relation to good corporate governance.

Industry outlook and possible future developments in the industry

In recent years, the economy of Bangladesh has performed well in its development path. Bangladesh has an impressive track record for growth and development, aspiring to be a middle-income country. However, the economy is currently experiencing pressure on foreign exchange reserves. Several austerity measures taken to control the depletion of the reserve are likely to hinder the GDP growth of the economy in the current fiscal. Import of non-essential products is being discouraged to prioritize the uninterrupted supply of fuel and food items. The International Monetary Fund has projected Bangladesh's gross domestic product growth forecast for the current fiscal year (FY22-23) at 5.5%.

On the other hand, high inflation rate has curbed consumer purchasing power. Rising costs of construction materials and the slowdown of infrastructural projects have affected the paint industry. Paint industry faced severe challenges in 2022-23 due to import price hike in the international market, rapid devaluation of Taka against US Dollar, rising operating costs, L/C restrictions, and supply chain disruptions. The paint industry growth in terms of volume was less than one percent in 2022-23. The Paint industry has become more competitive as the new entrants are very aggressive in expanding distribution reach and gaining market share. However, Berger was able to gain market share, again, in the past year.

The paint companies are focused on diversified product offerings and the introduction of premium products with enhanced features, technology-driven solutions for various industries, and high-protective coatings. They are also putting more thrust on enhancing and expanding customer service.

Revenue and profitability

The Company achieved 16.32% revenue growth and around 3.7% volume growth in the year ended March 31, 2023. The company maintained market leadership in 2022-2023. We applaud the whole-hearted efforts of the employees of the company for such an achievement during the current economic condition. We are also thankful to all stakeholders for supporting this remarkable achievement of the company.

At the backdrop of 16.32% revenue growth, the company achieved 0.84% growth in income before tax. Income before tax was 15.08% of net sales in 2022-23 compared to 17.40% of last year. During the period, cost of sales increased substantially, from 65.59% to 70.80% of net sales mainly due to the devaluation of the currency. In order to curb the inflationary pressure, the company took price increases during the year under review. In addition, the Company made all-out efforts to optimize cost as well, to remain competitive in the market. All these actions have resulted in marginal growth of profit before tax by 0.84% over last year.

Expansion of distribution reach in the semi-urban and rural markets along with innovative marketing strategies will be continued to maintain the leadership position in the market.

New products and initiatives

A number of new products and initiatives were undertaken in 2022-23 to fulfil the diversified customer needs and explore new frontiers in order to ensure consumer delight.

Berger Paints has recently introduced Robbialac Synthetic Enamel Platinum. RSE Platinum is a premium quality synthetic enamel paint. It is a two-in-one coating (Primer + Enamel) having extremely good anticorrosive properties. RSE Platinum saves time and cost as the application of primer is not required.

Berger Paints recently launched 'Mr. Expert Damp Guard', a new product range under the waterproofing category to protect walls against damage caused by dampness and efflorescence. Mr. Expert Damp Guard range offers waterproofing solutions for both interior and exterior walls. It contains waterproofing properties that provide ten times more water resistance to the walls than any regular paint. It protects the walls from dampness, alkali, and salt efflorescence and is expected to give such protection for a decade.

Berger introduced a number of new products under different non-decorative paints and special chemicals business lines to provide advanced solutions for customers. Three-Coat Epoxy and different topcoat paint for the marine segment, Thermoplastic Primer and Jensothane PU Coating under Industrial Solutions, PU Ink under printing-ink divisions are some of the newly introduced products.

The waterproofing and coating solutions offered by Berger Paints protect buildings and other infrastructures from corrosion, thus contribute to the economic development of the country.

Berger has launched complete interior decoration solutions under the brand name — Berger Design Studio. The service incorporates consultancy on home decor, 2D and 3D mockups, and the complete execution of interior designing projects.

New Subsidiary: Berger Tech Consulting Limited

To leverage the IT expertise of Berger Paints Bangladesh Limited, Berger Tech Consulting Limited was established in June 2022 and started commercial operation in October 2022 as a wholly-owned subsidiary of Berger Paints Bangladesh Limited. The principal activities of the Company are to provide 'IT Enabled Services' including ERP services (SAP & Microsoft ERP implementation, maintenance, upgradation, and advisory), Development Services (Business process on SharePoint, Web application, Mobile application and Analytics), Cloud services (Azure & AWS), Infrastructure services, Automation services (RPA, IIOT, Blockchain, etc.), IT Security services and IT Auditing. During the first year, the company reported good earnings and exhibited potential for growth in the future.

Risks and concerns

The major risk factors and concerns for the company are as follows:

Macro Economy

The level of activity within the general economy is of fundamental importance given its influence on construction and industrial activity levels, which in turn are key market segments for the paint manufacturing industry.

External factors

The Company's results may be affected by factors outside its control such as political unrest, strike, civil commotion and act of terrorism.

Changes in income tax and value added tax

Changes in income tax and VAT laws and sudden unpredictable changes in other business-related laws may adversely impact the results of operations and cash flows.

Changes in environmental, health and safety laws and regulations

In line with global practice, the government has been initiating notable changes in environmental, health and safety laws and regulations. The Company may require additional investment and expenditure to ensure conformity with future changes.

Exchange rate fluctuation

Since a large proportion of Berger's raw materials are imported, changes in currency exchange rates influence the result of the Company's operations.

Management perception of the risks

While many of the risk areas are beyond the control of any single company, Berger is closely watching the trends and developments in each of the risk areas and takes the best possible measures to mitigate them through product and market diversification, efficient sourcing of materials, use of latest technology and investment in research and development to gain sustained competitive advantage. Being a strictly compliant company, Berger is aware of the global best practices in environment-friendly manufacturing processes. Berger played a pioneering role by installing an Effluent Treatment Plant and Incinerator of global standards at its plants in conformity with environment-related regulations. There is no threat to the sustainability of the business.

Financial performance

The Directors take pleasure in reporting the Financial Results of the Company for the year ended March 31, 2023, and recommend the following:

In Thousands Taka	For the year ended 31 March	
	2023	2022
Net Sales	25,556,664	21,971,036
Cost of Sales	(18,093,443)	(14,410,290)
Gross Profit	7,463,221	7,560,746
Income Before Tax	3,854,010	3,822,014
Current Tax Expenses	(909,227)	(1,046,599)
Deferred Tax (Expenses)/Income	(14,818)	677
Net Profit After Tax	2,929,965	2,776,092
Add: Other comprehensive income/(expense), net of tax	(116,924)	(4,046)
Add: Retained Earning brought forward from the previous year	8,604,750	7,687,817
Amount Available for Distribution	11,417,790	10,459,863
Interim Dividend	-	(1,391,334)
Final Dividend	(1,855,116)	(463,779)
Transfer to un-appropriated profit	9,562,674	8,604,750
Basic Earnings Per Share – EPS (Taka)	63.18	59.86
Net Operating Cash Flow Per Share - NOCFPS (Taka)	65.78	58.46
Net Asset Value Per Share – NAVPS (Taka)	256.19	205.54
Gross Profit Margin (%)	29.20	34.41
Net Profit After Tax Margin (%)	11.46	12.64

There is no significant variance between the quarterly and annual financial performance of the company.

Dividend

The Company is continuously investing for the expansion of capacity as well as the diversification of products and businesses. The scheduled investment for third factory at the Bangabandhu Sheikh Mujib Shilpa Nagar, Mirsarai and fund requirements to ensure future business growth are also taken into consideration while making dividend decisions. The Directors are pleased to recommend 400% cash dividend i.e. Tk. 40 for every Ordinary Share of Tk. 10 held on Record Date for the year 2022-2023.

The Dividend Distribution Policy of the company is approved by the Board of Directors and available in the company's website for the information of the shareholders and other interested parties. As per the requirement of the Bangladesh Securities and Exchange Commission, the Dividend Distribution Policy is enclosed with the Annual Report.

Corporate social responsibility

Being a responsible corporate citizen, Berger has been contributing to different social causes to bring positive changes in society over many years.

Since 2009, Berger has been providing financial and other material aid to around 10-12 different organizations working for the development of autistic and differently challenged children in Bangladesh. Annual art competition and art exhibitions for specially challenged children are also being arranged. The 27th Berger Young Painters' Art Competition (BYPAC) was organized to encourage young artistic talents. Awards were given to students of the Faculty of Fine Arts, University of Dhaka. Eight students who have achieved the highest CGPA in the B.F.A. Honors program were the recipients of the awards, among them one student was awarded "Berger Student of the Year" based on creative work of Art. Berger Paints has arranged the 10th round of the Berger Award for Excellence in Architecture.

Berger has been continuously contributing to one of the Sustainable Development Goals (SDGs) - "Decent Work and Economic Growth" through Berger Painters' Training Institute (PTI) – a platform to upskill and certify painters and provide them with better opportunities for employment and economic advancement, since 2016. The institute has already trained and certified over 5,800 painters, providing them with Level 2 certification from the National Skill Development Authority under the Prime Minister's Office, Government of Bangladesh. Through the certification, painters enhance their skills and become eligible for higher-paying and more prestigious painting jobs both within Bangladesh and abroad.

Berger Paints gives awards to the meritorious children of dealers and painters under the initiative of Club Supreme & Somporko Club. The children of Club Supreme and Somporko Club members who achieved Golden GPA 5 in their HSC and SSC examinations have been awarded in an auspicious ceremony.

The company has distributed blankets and winter clothes among poor people in different corners of the country.

Contribution to the national exchequer

During the period, the Company has contributed Tk. 7,204,552 thousand to the National Exchequer as Customs Duty, Income Tax, Value Added Tax and Supplementary Duty.

Subsidiary company

Jenson & Nicholson (Bangladesh) Limited is a wholly-owned subsidiary of Berger Paints Bangladesh Limited. The company is involved with the production and marketing of tin containers and printing of tin sheets since 1995 in its factory at 70, East Nasirabad Industrial Area, Chittagong.

Berger Tech Consulting Limited is another wholly owned subsidiary of Berger Paints Bangladesh Limited. The principal activities of the Company are to provide 'IT Enabled Services' including Business Process automation on SharePoint, Robotic Process Automation (RPA), SAP ERP implementation, IT Service Management Solutions, Fixed Asset Management Solution, SAP SuccessFactors Implementation etc. The company was established in June 2022.

The statement of the holding company's interest in the subsidiary companies Jenson & Nicholson (Bangladesh) Limited and Berger Tech Consulting Limited as specified in sub-section 1 of section 186 of The Companies Act 1994 is attached to the Annual Report and Financial Statements of the Company.

Awards and recognitions

Berger Paints Bangladesh Limited has been awarded as the "The Most Loved Brand" in the Paint Category by Bangladesh Brand Forum for the 12th time consecutively.

Berger Paints Bangladesh Limited has been presented with Asia's Best Employer Brand 2022 by World HRD Congress at Singapore's Pan Pacific, Marina Square with global industry leaders and organizations. Berger Paints has won the ICMAB Best Corporate Award for the ninth time. The Institute of Cost and Management Accountants of Bangladesh (ICMAB) has honored BPBL with ICMAB Best Corporate Award 2021 under the Multinational Manufacturing category. Berger Paints participated in Environment Fair 2022, organized by the Directorate of Environment in June 2022 at DITF Agargaon, on the occasion of International Environment Day and was awarded second position for its environmental campaign in which initiatives of the company for environmental compliance in production and operations was highlighted.

Berger Paints Bangladesh Ltd. received "VAT Honour Card" for the year 2022-2023.

Election of directors

- a) Managing Director Ms. Rupali Chowdhury will complete her current term on 12 August 2023 and is proposed for re-appointment till 31 July 2026. Being eligible for reappointment as per section 110(3) of Companies Act 1994 and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors has re-appointed her as Managing Director with effect from 13 August 2023 till 31 July 2026 and seeks the members’ confirmation.
- b) The directors retiring by rotation under Article 121 and 122 are Mr. Anil Bhalla, Mr. Jean-Claude Loutreuil, Ms. Rishma Kaur and Mr. Sazzad Rahim Chowdhury who, being eligible, offered themselves for re-election.

The Board of Directors recommends the above appointment and re-election.

Appointment of auditors

- a) As per the Companies Act 1994, the auditors of the Company, Hoda Vasi Chowdhury & Co, Chartered Accountants, shall retire at this Annual General Meeting. This was their second year of audit and as per BSEC Order No. SEC/CMRRCD/2009-193/104/Admin dated 27 July 2011, they are eligible for reappointment for one more term. Hoda Vasi Chowdhury & Co, Chartered Accountants, has offered a willingness to be re-appointed as auditors of the company. As per the recommendation of the Audit Committee, the Board of Directors recommends their re-appointment at the existing fee of Taka 1,140 thousand plus applicable VAT for the year 2023-24 and continuation till the next Annual General Meeting.
- b) Messrs. MABS & J Partners has conducted the audit of the corporate governance compliance report and issued a certificate for the year ended 31 March 2023. Being eligible, they have expressed their interest in reappointment to conduct the audit for the year ending 31 March 2024. As per condition 9(2) of the notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 issued by Bangladesh Securities and Exchange Commission, the shareholders are to appoint the professional issuing certificate on compliance of the corporate governance code. The Board of Directors recommends their reappointment at the existing fee of Taka 75 thousand plus applicable VAT for 2023-24.

Corporate governance

The Status Report along with relevant disclosures and declarations required to be presented by the Company in pursuance of notification no. BSEC/CMRRCD/2006-158/207/Admin/80 of 3 June 2018 issued by Bangladesh Securities and Exchange Commission is attached as Annexure 1, 2, 3, 4 and 5 of this report.

Human resource

The company credits human resources for its long-term success. During the recent COVID-19 pandemic, a number of steps were taken to ensure the well-being of the employees. Distribution of Personal Protective Equipment and hand sanitizers, the establishment of wash stations, redesigning the work-place to reduce personal contact, the appointment of Health Consultants (male and female) with 24x7 availability, virtual sessions on mental health/stress management, keeping resources (Oxygen concentrator, Oximeter) for emergency support, thermal screen at entrance and disinfection at workplace and vehicles are some of these steps taken by the company.


As in the past, the Company continued to experience industrial peace and harmony throughout the year. The Company pursues policy for training and development programs both locally and abroad to enhance and update the skills and knowledge of its human resources. During the pandemic and lock-down, the company continued to train human resources using the digital platform. During the most challenging and uncertain period in the early stage of pandemic, the company did not retrench any human resource; rather it continued to disburse all benefits due to the employees and other stakeholders in a timely manner.

The Board wishes to put on record its deep appreciation for the co-operation and efforts of all employees for the betterment of the organization.

Management appreciation

The Board of Directors would like to take this opportunity to express their heartfelt thanks to all stakeholders including employees, customers, banks, insurance companies, government authorities, auditors, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, Central Depository Bangladesh Limited, suppliers, service providers and finally the shareholders for their immense support and contribution towards the success of the Company.

On behalf of the Board,


Gerald K. Adams
Chairman
May 31, 2023

Management Discussion and Analysis

Global and national economy

According to International Monetary Fund, the global economy is expected to grow by 2.8% in 2023, which is lower than the 3.4% growth in 2022. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023.

Bangladesh being an import-dependent country, Bangladeshi Taka has also experienced devaluation and inflation has made a big impact on consumer purchasing power. Observing a depletion in foreign exchange reserves, the government has responded to address the crisis by encouraging more foreign remittances from wage earners and discouraging the import of non-essential goods. We expect that with these steps the country will be able to address the difficult situation

Operations of Berger Paints Bangladesh Ltd.

Berger Paints Bangladesh Ltd. has been operating in the country for almost fifty years. For the last two decades, the company has strengthened its position to become the market leader in the paint industry of Bangladesh. Robust brand positioning by offering a wide variety of high-quality products for all segments of the paint industry has been the key to this success. Berger Paints is committed to bringing innovative products to its consumers that are safe for their health and environmentally friendly. The company has two factories and fourteen sales offices to ensure extensive nationwide distribution of the company's products. Jenson & Nicholson (Bangladesh) Limited, a wholly owned subsidiary, enables the company to procure packing materials at a competitive price.

The product range of Berger includes decorative coatings, high-build industrial coatings, marine coatings, powder coatings & pretreatment chemicals, adhesives, wood coatings, vehicle refinishes, textile emulsions, construction chemicals, coil coatings, printing ink, and paint application tools & accessories. Berger Paints is the first company in Bangladesh to offer a wide range of designer painting schemes for walls through Berger Illusions. Recently launched products include WeatherCoat Touch Putty, WeatherCoat Bio Wash, Berger Xpress Sealer, and Texbond Wetting Agent.

Since 2019, Berger Paints has been establishing Berger Experience Zones. The objective of this initiative is to create one-stop centers where customers can get all painting solutions and experience the wide range of offerings of Berger. Currently, 43 Berger Experience Zones are operating throughout the country.

Berger Paints Bangladesh Ltd. and Chugoku Marine Paints, Ltd (CMP) of Japan have entered into an agreement for cooperation and collaboration in the field of marine and related industrial paints in Bangladesh. The agreement envisages joint efforts in producing, marketing and purchasing marine and related industrial paints in Bangladesh. Berger is the first Bangladeshi company to manufacture such world-class marine paint products in the country. Berger has gradually diversified to sustain its growth in almost all product segments.

Jenson & Nicholson (Bangladesh) Limited is gradually expanding its product portfolio outside paints industry. The company is now supplying food-grade and non-food-grade metal containers for leading manufacturers in Bangladesh.

Berger Tech Consulting Limited is a newly established subsidiary providing IT Enabled Services. The company is gradually expanding its footprint in the IT industry of the country, and is expected to become a key player in the areas they serve.

Berger Paints has entered into joint ventures with globally leading companies to form Berger Becker Bangladesh Limited and Berger Fosroc Limited to offer world-class coil coatings and construction chemicals to the Bangladeshi market. Berger Becker Bangladesh Limited is manufacturing coil coatings in their own building. Berger Fosroc Limited has started to produce construction chemicals in their own factory in March 2022. Both the joint ventures have been able to achieve business growth in the recent years, and are expected to experience good growth in future.

The company's performance in 2022-23

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

The company has consistently followed the accounting and financial reporting standards that are applicable to it. These financial statements presented for approval have been prepared and the disclosures of information are made in accordance with the International Financial Reporting Standards (IFRS), the Companies Act 1994, and the Bangladesh Securities and Exchange Rules 1987 as much as practicable. The statement of financial position and statement of profit or loss and other comprehensive income have been prepared according to International Accounting Standards (IAS) 1 Presentation of Financial Statements on the accrual basis of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh and statement of cash flows is prepared according to IAS 7 Statement of Cash Flows and has been presented under direct method as required by the Bangladesh Securities and Exchange Rules 1987. The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, and expenses.

b) Changes in accounting policies and estimation

There was no change in accounting policies and estimation during the period. The financial statements have been prepared on a historical cost basis.

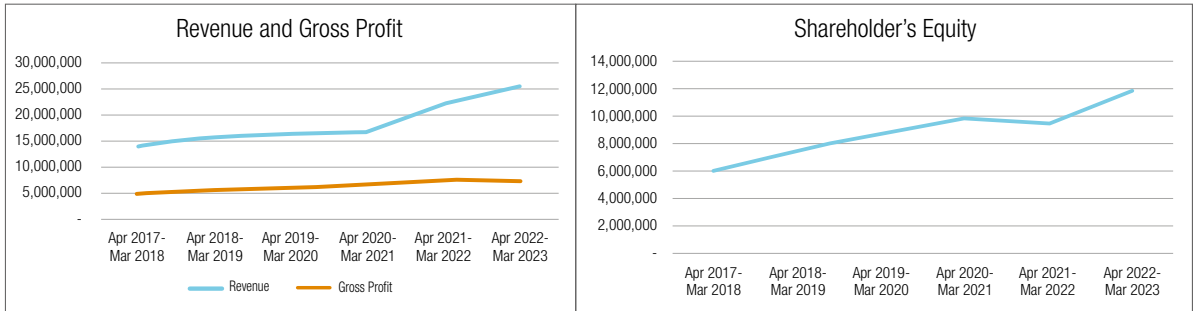
As per listing regulations of Dhaka and Chittagong Stock Exchange, the accounting standards adopted by the Institute of Chartered Accountants of Bangladesh are mandatory for all listed companies.

The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect on the framework for the preparation and presentation of financial statements. Financial statements have been prepared and presented in compliance with IAS 1 Presentation of Financial Statements. The previous period's figures were re-arranged according to the same accounting principles. Compared to the previous period, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Company.

c) Comparative analysis of financial performance

Berger Paints Bangladesh Limited has shown consistent growth in revenue and profitability. The key financial results of the company for the current year along with the preceding five years are presented below:

Taka in '000						
Particulars	Apr 2017- Mar 2018	Apr 2018- Mar 2019	Apr 2019- Mar 2020	Apr 2020- Mar 2021	Apr 2021- Mar 2022	Apr 2022- Mar 2023
Revenue	14,176,256	15,629,479	16,219,044	16,669,802	21,971,036	25,556,664
Gross Profit	5,046,900	5,722,137	6,240,646	6,632,362	7,560,746	7,463,221
Income Before Tax	2,253,564	2,649,490	3,092,467	3,472,362	3,822,041	3,854,010
Net profit for the year	1,669,930	1,957,827	2,292,448	2,548,788	2,776,092	2,929,965
Shareholders Equity	6,080,657	7,575,155	8,708,157	9,890,766	9,532,307	11,881,569
Total Assets	8,980,428	10,761,587	12,929,511	15,300,038	15,718,593	18,601,998
Total Current Assets	5,462,783	6,583,908	7,721,912	9,468,201	9,235,683	11,630,409
Total Current Liabilities	2,662,782	2,944,023	3,483,507	4,730,285	5,506,513	6,073,834
Current Ratio (Time)	2.05	2.24	2.22	2.00	1.68	1.91



During the year ended 31 March 2023, net revenue growth was 16.32%. The cost of sales was 25.56% higher mainly due to higher raw materials costs resulting from exchange rate fluctuations. The expenses were reduced by 3% through stringent measures. Growth in income before tax was 0.84% and net profit after tax increased by 5.5%. Net operating cash flow increased by 12.52% compared to the previous year due to the deferment of import payments in the prevailing economic situation.

Since Berger Paints Bangladesh Limited is the only listed paints company in Bangladesh and the nature of the paints business is not comparable with other companies, it is not possible to compare the financial position and cash flow of Berger Paints Bangladesh Limited with peer companies.

d) Risks and concerns related to the financial statements:

The company follows a number of accounting and financial reporting of standards and practices for addressing financial reporting risks. The Chief Financial Officer and the Managing Director are required to issue a certificate about the accuracy of the financial statements. Moreover, the annual and quarterly financial statements are thoroughly reviewed by the Audit Committee before circulation to the shareholders and regulators. Thus the management has ensured sufficient internal control to mitigate addressing financial reporting risks.

Future plan

As notified to the shareholders earlier, Bangladesh Economic Zone Authority (BEZA) has allotted an industrial plot at Bangabandhu Sheikh Mujib Shilpa Nagar, Mirsarai to Berger Paints Bangladesh Ltd. The company has taken possession of the plot and decided to establish a state-of-the-art third factory investing an estimated BDT 4.8 bn. This factory will help the company optimize the manufacturing process and support the growing demand for paints in the Bangladesh market.


Rupali Chowdhury
Managing Director
May 31, 2023

The Directors also report that:

- a) 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;
- b) Proper books of accounts as required by law have been maintained.
- c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- d) International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.
- e) The system of internal control is sound in design and has been effectively implemented and monitored.
- f) The minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;
- g) There are no significant doubts upon the company's ability to continue as a going concern.
- h) The company does not have significant deviations from the last year's operating results.
- i) Segment-wise performance during the year is discussed in note 2.31 of the Audited Financial Statements.
- j) Details of related party transactions have been presented in note 42 of the Audited Financial Statements.
- k) The company did not have any extraordinary gain or loss during the period in consideration.
- l) The company did not make any public issue during the year. The proceeds of IPO in 2005 were utilized in the manner specified in the prospectus. The financial results of the company did not deteriorate after the company went for IPO.
- m) There was no significant variance between Quarterly Financial Performance and Annual Financial Statements during the year. Other significant
- n) No bonus share or stock dividend has been or shall be declared as interim dividend;
- o) The remuneration to the directors including independent directors have been disclosed in notes 27 and 39 of the Audited Financial Statements.
- p) Key operating and financial data of preceding 5 (five) years have been summarized in Annexure 3.
- q) The number of Board meetings held during the year and attendance by each director has been disclosed in Annexure 4.
- r) The pattern of shareholding as required by the BSEC notification BSEC/CMRRCD/2006-158/207/Admin/80 of 3 June 2018 has been disclosed in Annexure 5.
- s) Required information about director being appointed/re-appointed has been presented in 'Biography of Directors' section of the Annual Report.
- t) The 'Management Discussion and Analysis' required by condition 1(5)(xxv) of BSEC notification BSEC/CMRRCD/2006-158/207/Admin/80 of 3 June 2018 is integral part of this report

Report to the Shareholders of Berger Paints Bangladesh Limited on compliance on the Corporate Governance Code

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

We have examined the compliance status to the Corporate Governance Code by **Berger Paints Bangladesh Limited** for the year ended on 31 March 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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



Nasir Uddin Ahmed
FCA, FCS, ACMA (UK), CGMA (AICPA), FCA (England & Wales)
Deputy Managing Partner
MABS & J Partners
Chartered Accountants

Place: Dhaka
Dated: 26 June 2023

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CORPORATE GOVERNANCE COMPLIANCE STATUS

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

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD /2006-158/207/Admin/80 dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.0	Board of Directors			
1(1)	Size of the Board of Directors: The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		The Board is comprised of 14 (fourteen)Directors
1.2	Independent Directors:			
1(2)(a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	✓		There are 3 (three) Independent Directors (IDs) out of total 14 (fourteen) Directors
1(2)(b)(i)	“Independent Director” means a director- 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;	✓		A declaration was received from IDs in this regard. After thorough examination of the qualification and fulfillment of all conditions, BSEC has approved the appointment of all the IDs through letter dated 12 December 2022
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;	✓		Do
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		Do
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		Do
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		Do
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		Do
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	✓		Do
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	✓		Do
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	✓		Do
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		In Practice
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	✓		No such vacancy occurred in the reporting period
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only: Provided that a former independent director may be considered for reappointment 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]: Provided further that the independent director shall not be subject to retirement by rotation as per Companies Act, 1994.	✓		Mr. Masud Khan completed maximum six years term on 24 Jan 2023 and was not reappointed further.
1.3	Qualification of Independent Director.			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	✓		The qualifications and background of IDs rationalize their abilities
1(3)(b)(i)	Independent director shall have following qualifications: Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	✓		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	✓		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or			Not Applicable
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			Not Applicable
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;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			No such approval required
1.4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		The Board clearly defined roles and responsibilities of the Chairperson and the MD.
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such incidence arose in the reporting period
1.5	The Directors' Report to Shareholders			
1(5)(i)	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994): An industry outlook and possible future developments in the industry;	✓		Included in the Directors' Report
1(5)(ii)	The segment-wise or product-wise performance;	✓		Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		Do
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		Do
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		Do
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		Do
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			Not Applicable
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			Not Applicable
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		Significant variances, if any, were explained

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		Included in Directors' Report and Audited 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 estimates are based on reasonable and prudent judgment;	✓		Do
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		Do
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		Do
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		Do
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓		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 reasons thereof shall be explained;	✓		Do
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		Included as Annexure 3 of Directors' Report
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			Not Applicable. (Board of Directors has recommended 400% cash 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;	✓		Included in Directors' Report
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		Included as Annexure 4 of Directors' Report
1.5(xxiii)(a)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by: Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	✓		Included as Annexure 5 of Directors' Report

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.5(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		Do
1.5(xxiii)(c)	Executives; and	✓		Do
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	✓		Do
1(5)(xiv)(a)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders: A brief resume of the director;	✓		Presented on Board of Directors' Biography section in Annual Report
1(5)(xiv)(b)	Nature of his or her expertise in specific functional areas; and	✓		Do
1(5)(xiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		Do
1(5)(xv)(a)	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: Accounting policies and estimation for preparation of financial statements;	✓		Included in the Annual Report; signed by Managing Director
1(5)(xv)(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;	✓		Do
1(5)(xv)(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;	✓		Do
1(5)(xv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		Do
1(5)(xv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	✓		Do
1(5)(xv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		Do
1(5)(xv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		Do
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		Included in the Annual Report
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9	✓		Included in the Annual Report
1(6)	Meetings of the Board of Directors: The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		In Practice

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.7	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓		
2.0	Governance of Board of Directors of Subsidiary Company			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	✓		
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	✓		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	✓		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	✓		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	✓		In Practice
3.0	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3(1)(a)	Appointment: 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);	✓		In Practice
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		The Board clearly defined roles and responsibilities 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 incidence arose in the reporting Period.

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(2)	Requirement to attend Board of Directors' Meetings: The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		In Practice
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)(i)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief: These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		Disclosed in the Annual Report
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		Do
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		Do
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		Do
4.0	Board of Directors' Committee.			
4(i)	For ensuring good governance in the company, the Board shall have at least following sub-committees: Audit Committee; and	✓		In Place
4(ii)	Nomination and Remuneration Committee.	✓		In Place
5.0	Audit Committee			
5(1)(a)	Responsibility to the Board of Directors: The company shall have an Audit Committee as a sub-committee of the Board;	✓		In Place
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		In Practice. The Audit Committee (AC) discharged its responsibilities as per CG Code
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5(2)(a)	Constitution of the Audit Committee: The Audit Committee shall be composed of at least 3 (three) members;	✓		AC comprises of 6 (six) non-executive Directors, out of which 3 (three) are ID.
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		The qualifications and background of AC members rationalize their competences
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;			No such vacancy arose in the reporting period
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		In Practice
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		In Practice
5(3)(a)	Chairperson of the Audit Committee: The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		Chairperson of the AC is an Independent Director
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such incidence arose in the reporting period
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		The Chairperson of the AC attended at the 49 th AGM held on 24 August 2022
5(4)(a)	Meeting of the Audit Committee: 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;	✓		There were 4 (four) meetings held during the reporting period
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		In Practice
5(5)(a)	Role of Audit Committee The Audit Committee shall: Oversee the financial reporting process;	✓		In Practice. The AC performed in line with CG Code
5(5)(b)	Monitor choice of accounting policies and principles;	✓		Do
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;	✓		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(5)(d)	Oversee hiring and performance of external auditors;	✓		Do
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;	✓		Do
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		Do
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		Do
5(5)(h)	Review the adequacy of internal audit function;	✓		Do
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		Do
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		Do
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		Do
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	✓		Do
5(5)(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.			Not Applicable
5.6	Reporting of the Audit Committee			
5(6)(a)(i)	Reporting to the Board of Directors: The Audit Committee shall report on its activities to the Board;	✓		In Practice
5(6)(a)(ii)(a)	The Audit Committee shall immediately report to the Board on the following findings, if any: Report on conflicts of interests;			No such incidence arose in the reporting period
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			Do
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			Do
5(6)(a)(ii)(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

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		Activities carried out by AC in 2022-23 are stated in AC Report and disclosed in this Annual Report
6(1)(a)	Nomination and Remuneration Committee (NRC). Responsibility to the Board of Directors: The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓		In place
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		In practice. The NRC discharged its responsibilities as per CG Code
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).	✓		In line with CG Code, the responsibilities of the NRC are clearly defined in NRC Charter
6(2)(a)	Constitution of the NRC: The Committee shall comprise of at least three members including an independent director;	✓		NRC comprises of 6 (six) non-executive Directors, out of which 3 (three) are ID
6(2)(b)	All members of the Committee shall be non-executive directors;	✓		Do
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		In Practice
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		In Practice
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such vacancy arose in the reporting period
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 appointment/ co-opt required in the reporting period
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		In Practice
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		Do
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.	✓		Do
6(3)(a)	Chairperson of the NRC: The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		Chairperson of the NRC is an Independent Director
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such incidence arose in the reporting period
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	✓		The Chairperson of the NRC attended at the 49 th AGM held on 24 August 2022

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(4)(a)	Meeting of the NRC: The NRC shall conduct at least one meeting in a financial year;	✓		One meeting was held during the reporting period
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			No such incidence arose in the reporting period
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);	✓		In practice
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.	✓		Do
6(5)(a)	Role of the NRC: NRC shall be independent and responsible or accountable to the Board and to the Shareholders	✓		In practice. The NRC performed in line with CG Code
6(5)(b)(i)(a)	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: The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		Do
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		Do
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		Do
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		Do
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;	✓		Do
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	✓		Do
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	✓		Do
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	✓		Do
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		Disclosed in the NRC report annexed to the Annual Report
7.0	External or Statutory Auditors			
7(1)(i)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:- Appraisal or valuation services or fairness opinions;	✓		During the reporting period, the Company did not engage its statutory auditors to perform as such

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
7(1)(ii)	Financial information systems design and implementation;	✓		Do
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	✓		Do
7(1)(iv)	Broker-dealer services;	✓		Do
7(1)(v)	Actuarial services;	✓		Do
7(1)(vi)	Internal audit services or special audit services;	✓		Do
7(1)(vii)	Any service that the Audit Committee determines;	✓		Do
7(1)(viii)	Audit or certification services on compliance of corporate governance; and	✓		Do
7(1)(ix)	Any other service that creates conflict of interest.	✓		Do
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		As declared by the statutory auditors
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.	✓		Representative of statutory auditors attended at the at the 49 th AGM held on 24 August 2022
8.0	Maintaining a website by the Company.			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		In practice
8(2)	The company shall keep the website functional from the date of listing.	✓		In practice
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).	✓		In practice
9.0	Reporting and Compliance of Corporate Governance.			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		The Company obtained the certificate from MABS & J Partners, Chartered Accountants and such certificate is presented in this 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.	✓		In practice
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		

Annexure-3

Financial Performance

For the year ended 31 March 2023 along with last five years

In Thousands Taka

Taka in '000

Particulars	Apr 2017- Mar 2018	Apr 2018- Mar 2019	Apr 2019- Mar 2020	Apr 2020- Mar 2021	Apr 2021- Mar 2022	Apr 2022- Mar 2023
Revenue	14,176,256	15,629,479	16,219,044	16,669,802	21,971,036	25,556,664
Gross Profit	5,046,900	5,722,137	6,240,646	6,632,362	7,560,746	7,463,221
Income Before Tax	2,253,564	2,649,490	3,092,467	3,472,362	3,822,041	3,854,010
Net profit for the year	1,669,930	1,957,827	2,292,448	2,548,788	2,776,092	2,929,965
Shareholders Equity	6,080,657	7,575,155	8,708,157	9,890,766	9,532,307	11,881,569
Total Assets	8,980,428	10,761,587	12,929,511	15,300,038	15,718,593	18,601,998
Total Current Assets	5,462,783	6,583,908	7,721,912	9,468,201	9,235,683	11,630,409
Total Current Liabilities	2,662,782	2,944,023	3,483,507	4,730,285	5,506,513	6,073,834
Current Ratio (Time)	2.05	2.24	2.22	2.00	1.68	1.91

Annexure 4

Attendance at Board Meetings

The number of Board Meetings and the attendance of Directors from 1 April 2022 to 31 March 2023:

Name of Director	Meetings held	Attended
Mr. Gerald K. Adams, Non-Executive Chairman	4	4
Ms. Rupali Chowdhury, Managing Director	4	3
Mr. Kuldip Singh Dhingra, Non-Executive Director	4	1
Mr. Gurbachan Singh Dhingra, Non-Executive Director	4	2
Mr. Anil Bhalla, Non-Executive Director	4	3
Mr. Jean-Claude Loutreuil, Non-Executive Director	4	4
Ms. Rishma Kaur, Non-Executive Director	4	4
Mr. Kanwardip Singh Dhingra, Non-Executive Director	4	4
Mr. Abhijit Roy, Non-Executive Director	4	4
Mr. Sunil Sharma, Non-Executive Director	4	4
Mr. Sazzad Rahim Chowdhury, Director & CFO	4	4
Mr. Masud Khan, Non-Executive Independent Director *	4	4
Ms. Parveen Mahmud, Non-Executive Independent Director	4	4
Mr. Reazul Haque Chowdhury, Non-Executive Independent Director	4	4
Mr. Mohsin Uddin Ahmed, Non-Executive Independent Director	4	4

Leave of absence was granted to directors who could not attend the meeting due to preoccupation.

* Mr. Masud Khan ceased to be Independent Director w.e.f. 24 January 2023 due to completion of six year term.

Annexure 5

Pattern of Shareholding

As at 31 March 2023

Categories	Name	Shares
Shareholders holding 10% or more shares (Parent)	J & N Investments (Asia) Ltd., UK	44,058,740
Chairman	Mr. Gerald K. Adams	Nil
Managing Director	Ms. Rupali Chowdhury	Nil
Nominee Director	Mr. Kuldip Singh Dhingra	Nil
Nominee Director	Mr. Gurbachan Singh Dhingra	Nil
Nominee Director	Mr. Anil Bhalla	Nil
Nominee Director	Mr. Jean-Claude Loutreuil	Nil
Nominee Director	Ms. Rishma Kaur	Nil
Nominee Director	Mr. Kanwardip Singh Dhingra	Nil
Nominee Director	Mr. Abhijit Roy	Nil
Nominee Director	Mr. Sunil Sharma	Nil
Nominee Director & Chief Financial Officer	Mr. Sazzad Rahim Chowdhury	Nil
Independent Director	Ms. Parveen Mahmud	Nil
Independent Director	Mr. Reazul Haque Chowdhury	Nil
Independent Director	Mr. Mohsin Uddin Ahmed	Nil
Chief BPRC	Mr. Sheikh Aminur Islam	Nil
Company Secretary	Mr. Khandker Abu Jafar Sadique	Nil
Executives:		
Chief Operating Officer	Mr. Md. Mohsin Habib Chowdhury	Nil
Chief R&D Officer	Dr. A. S. M. Obaidullah Mahmud	Nil
CEO JNBL	Mr. Mohammad Nazimuddin Helali	Nil
Chief HR Admin & HSE Officer	Mr. Mushfequr Rahman	Nil
Chief Supply Chain Officer	Mr. Raquibul Alam	Nil

Classification of Shareholders

Shareholding range	Type of share holders	31 March 2023		
		Number of shares	% of share holding	Number of shareholders
Less than 501 shares	G. Public& Inst	200,635	0.43	2,973
501 to 5,000 shares	G. Public& Inst	297,691	0.64	187
5,001 to 10,000 shares	G. Public& Inst	165,053	0.36	24
10,001 to 20,000 shares	G. Public& Inst	149,328	0.32	11
20,001 to 30,000 shares	Institution	226,782	0.49	9
30,001 to 40,000 shares	Institution	172,440	0.37	5
40,001 to 50,000 shares	Institution	140,704	0.30	3
50,001 to 100,000 shares	G. Public& Inst	216,338	0.47	3
100,001 to 1,000,000 shares	Institution	750,169	1.62	2
Over 1,000,000 shares	Group	44,058,740	95.00	1
Total		46,377,880	100.00	3,218

Audit Committee

Ms. Parveen Mahmud, Non-Executive Independent Director	Chairman
Mr. Reazul Haque Chowdhury, Non-Executive Independent Director	Member
Mr. Mohsin Uddin Ahmed, Non-Executive Independent Director	Member
Mr. Anil Bhalla, Non-Executive Director	Member
Ms. Rishma Kaur, Non-Executive Director	Member
Mr. Kanwardip Singh Dhingra, Non-Executive Director	Member
Mr. Khandker Abu Jafar Sadique, Company Secretary	Secretary

Nomination and Remuneration Committee

Ms. Parveen Mahmud, Non-Executive Independent Director	Chairman
Mr. Reazul Haque Chowdhury, Non-Executive Independent Director	Member
Mr. Mohsin Uddin Ahmed, Non-Executive Independent Director	Member
Mr. Anil Bhalla, Non-Executive Director	Member
Ms. Rishma Kaur, Non-Executive Director	Member
Mr. Kanwardip Singh Dhingra, Non-Executive Director	Member
Mr. Khandker Abu Jafar Sadique, Company Secretary	Secretary

Declaration by CEO and CFO

Date: 28 May 2023

The Board of Directors
Berger Paints Bangladesh Limited
Berger House, House 8, Road 2
Sector 3, Uttara, Dhaka

Subject: Declaration on Financial Statements for the year ended on 31 March 20232

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. SEC/CMRRCD /2006-158/207/Admin/80 dated 3 June 2018 under section 20C of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Berger Paints Bangladesh Limited for the year ended on 31 March 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 the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on 31 March 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.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,


Rupali Chowdhury
Managing Director


Sazzad Rahim Chowdhury
Director & Chief Financial Officer

Audit Committee Report for the year ended March 31, 2023

The Audit Committee of Berger Paints Bangladesh Limited is pleased to confirm that the following activities have been carried out from April 1, 2022 to March 31, 2023:

- Enhance good practices in financial reporting and risk management.
- Ensure the establishment of adequate internal controls and compliance with laws and regulations.
- Ensure that the preparation, presentation, and submission of financial statements have been made in accordance with the prevailing laws, standards, and regulations.
- Evaluate and recommend the appointment of outsourced audit firms to support internal audit works.

During the period the audit committee held four meetings. Attendance of the members at those meetings during April 2022 – March 2023 period are as follows:

Member of Committee		39 th Meeting May 30, 2022	40 th Meeting Aug 2, 2022	41 st Meeting Oct 27, 2022	42 nd Meeting Jan 24, 2023
Ms. Parveen Mahmud, Chairman	Independent Director	✓	✓	✓	✓
Mr. Masud Khan, Member*	Independent Director	✓	✓	✓	✓
Mr. Reazul Haque Chowdhury, Member	Independent Director	✓	✓	✓	✓
Mr. Mohsin Ahmed, Member	Independent Director	✓	✓	✓	✓
Mr. Anil Bhalla, Member	Nominated Director	✓	-	✓	✓
Ms. Rishma Kaur, Member	Nominated Director	✓	✓	✓	✓
Mr. Kanwardip Singh Dhingra, Member	Nominated Director	✓	✓	✓	✓

* Chairman of the Audit Committee Mr. Masud Khan completed his six years (two consecutive terms of three years) of appointment as Independent Director on January 24, 2023. Ms. Parveen Mahmud was appointed Chairman of the Audit Committee after the completion of the tenure of Mr. Masud Khan.

The Company Secretary serves as the Secretary to the Audit Committee. Managing Director Ms. Rupali Chowdhury and Director & CFO Mr. Sazzad Rahim Chowdhury attended the meetings on invitation.

In pursuance with the Corporate Governance Code issued on 03 June 2018, the Audit Committee also reviewed the internal audit reports, the interim and annual financial statements and the financial performance of Berger Paints Bangladesh Limited as well as its subsidiary companies Jenson & Nicholson (Bangladesh) Limited and Berger Tech Consulting Limited for the year ended March 31, 2023. The Audit Committee has also reviewed the Management Discussion & Analysis included in the Annual Report and the related party transactions as detailed in note 42 to the financial statements. The committee has had discussions with the external auditor for review of the annual financial statements and also reviewed the Audit Management Letter submitted by them.

There was no change in accounting policies and estimation during the period. The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect within the framework for the preparation and presentation of financial statements. Financial statements have been prepared and presented in compliance with IAS 1 Presentation of Financial Statements. If required, the previous period's figures were re-arranged according to the same accounting principles. Compared to the previous period, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Company. The significant deviations in the company's quarterly and annual performance during the year, if any, were reviewed by the audit committee.

The Committee has also overseen the hiring and performance of external auditors. The auditors, Hoda Vasi Chowdhury & Co., Chartered Accountants have completed their second term of service and are eligible for reappointment under section 210 of the Companies Act 1994 and Bangladesh Securities and Exchange Commission's Order No. SEC/CMRRCD/2009-193/104/Admin/ dated July 27, 2011. The audit committee has reviewed the expression of interest for reappointment received from the auditor and recommends the reappointment of Hoda Vasi Chowdhury & Co., Chartered Accountants at the ensuing annual general meeting at the existing fee of BDT 1,140 thousand plus applicable VAT.

The Committee found adequate arrangement to present a true and fair view of the financial status of the company and did not find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting.

On behalf of the Audit Committee



Mohsin Ahmed
May 31, 2023

Nomination and Remuneration Committee Report for the year ended March 31, 2023

The Nomination and Remuneration Committee (NRC) of Berger Paints Bangladesh Limited is pleased to present the report for the year ended March 31, 2023.

The Board of Directors of Berger Paints Bangladesh Limited established the NRC on October 30, 2018 in line with Bangladesh Securities and Exchange Commission's Notification No. SEC/CMRRCD /2006-158/207/Admin/80 dated 3 June 2018.

The committee comprises of the following members:

Ms. Parveen Mahmud, Non-Executive Independent Director	Chairman
Mr. Reazul Haque Chowdhury, Non-Executive Independent Director	Member
Mr. Mohsin Ahmed, Non-Executive Independent Director	Member
Mr. Anil Bhalla, Non-Executive Director	Member
Ms. Rishma Kaur, Non-Executive Director	Member
Mr. Kanwardip Singh Dhingra, Non-Executive Director	Member

The Company Secretary is the Secretary of the Committee.

Mr. Masud Khan, Non-Executive Independent Director, served as the Chairman of the Committee till the completion of his six-year term as Independent Director on January 24, 2023.

During the April 1, 2022 – March 31, 2023 period the NRC held one meeting, on May 30, 2022 and made decisions on urgent matters through Resolution by Circulation. All the members of the NRC were present at the meeting. The committee is pleased to highlight the following notable activities carried out in addition to the routine business during the period:

- Recommend optimization of basic pay of the employees of the company
- Recommend appointment of Mr. Mohammad Nazim Uddin Helali under a fixed-term contract.
- Recommend re-appointment of Ms. Rupali Chowdhury as Managing Director for the fifth term.
- Recommend appointment of Mr. Mohsin Habib Chowdhury as Chief Operating Officer.

Nomination and Remuneration policy and evaluation criteria of the company

Berger Paints Bangladesh Limited views the nomination of suitable persons by paying a competitive remuneration package, as well as proper evaluation through unbiased standard procedures as the factors for the company's long-term success. The company follows a transparent selection process for the recruitment of potential candidates on the basis of their profiles. The company lays great emphasis on four values throughout the recruitment and evaluation process: Respect, Integrity, Commitment, and Excellence. The prospective candidates are evaluated through in-house assessors, and if required, external experts are engaged. The company also takes security clearance of all candidates before their employment. Annual objectives setting in concurrence with the superiors and a half-yearly performance review is also done meticulously. The performance is evaluated based on a matrix that equally emphasizes behavioral and functional aspects of performance. For nomination, remuneration, and evaluation of Directors and top-level employees, the NRC recommends the prospective candidates so that their qualifications and experience are best suited for the position.

On behalf of the Nomination and Remuneration Committee,



Mohsin Ahmed
May 31, 2023

Berger Paints Bangladesh Limited
Dividend Distribution Policy

Background and applicability

Bangladesh Securities and Exchange Commission (BSEC) requires the listed companies to disclose Dividend Distribution Policy.

This document, adopted by the Board of Directors of Berger Paints Bangladesh Limited, lays down the Dividend Distribution Policy ("the Policy") of the Company. The Policy is subject to review as and when considered appropriate by the Board.

Dividend Distribution Philosophy

The Company believes in long term value creation for its shareholders while maintaining the desired liquidity and leverage ratios and protecting the interest of all the stakeholders including customers, debtors, suppliers, employees and the Government. Accordingly, the focus will continue to be on sustainable returns in terms of dividend, in consonance with the dynamics of business environment.

Dividend

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

Circumstances under which shareholders can expect Dividend

The Board will assess the Company's financial requirements, including its growth opportunities and other pertinent factors for the purpose of considering dividend. The dividend for any financial year shall ordinarily be paid out of the Company profits for that year in terms of the regulatory provisions.

If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with regulatory provisions, as applicable.

Interim and Final Dividend

The Board may declare one or more Interim Dividends and recommend Final Dividend for the approval of the shareholders at the Annual General Meeting.

Financial parameters and other internal and external factors to be considered for declaration of dividend

- Distributable surplus available as per the Companies Act, Listing Regulations and other applicable regulations and directives.
- The Company's liquidity position and future cash flow needs
- Track record of Dividends distributed by the Company
- Pay-out ratios of comparable companies
- Prevailing taxation policy and legal requirements with respect to Dividend distribution
- Capital expenditure requirements
- Stipulations/ Covenants of loan agreements, if any
- Macro-economic and business conditions in general
- Any other relevant factor that the Board may deem fit to consider

Utilization of retained earnings

Subject to applicable Regulations, the Company's retained earnings may be applied for:

- Organic growth needs including working capital, capital expenditure, repayment of debt, etc.
- Inorganic growth needs such as acquisition of businesses, establishment of joint ventures, etc.
- Buyback of shares subject to applicable limits
- Payment of Dividend in future years
- Issue of Bonus shares
- Any other permissible purpose

Circumstances under which the shareholders may not expect dividend

In line with the Dividend Distribution Philosophy, there may be certain circumstances under which the shareholders may not expect dividend, including:

- The Company has sufficient avenues to generate significantly higher returns on surplus than what a common shareholder can generate himself
- In case of utilization of retained earnings as mentioned in this Policy
- The Company has incurred losses or there is inadequacy of profits.

Modification of the Policy

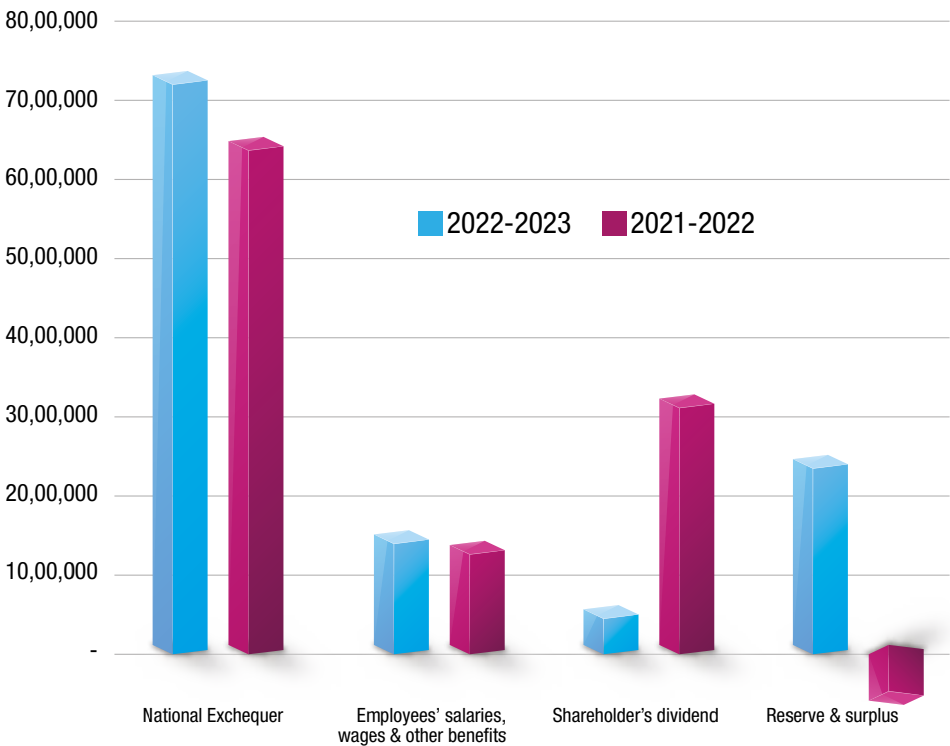
The Board may modify this policy from time to time at its discretion or in line with any amendment made in the Act or applicable Regulations.

Disclaimer

This document does not solicit investments in the Company's securities, nor is it an assurance of guaranteed returns (in any form), for investments in the Company's shares.

Value Added Statement

Taka in '000				
	2022-2023		2021-2022	
	Amount	%	Amount	%
Turnover (Net of rebate and other discount)	3,08,22,003		26,468,216	
Less: Purchase of materials & Services	1,93,96,035		16,048,051	
Value added	1,14,25,968	100.00	10,420,165	100.00
Applications:				
National Exchequer	72,04,552	63.05	6,368,184	61.11
Employees' salaries, wages & other benefits	14,08,375	12.33	1,279,934	12.28
Shareholders' dividend	4,63,779	4.06	3,130,506	30.04
Reserve & surplus	23,49,262	20.56	(358,459)	(3.44)
	1,14,25,968	100.00	10,420,165	100.00





AUDITORS' REPORT AND AUDITED FINANCIAL STATEMENTS

Hoda Vasi Chowdhury & Co Chartered Accountants

Independent Auditors' Report To the Shareholders of Berger Paints Bangladesh Limited

Report on the audit of Financial Statements

Opinion

We have audited the financial statements of Berger Paints Bangladesh Limited (the Company), which comprise the statement of financial position as at 31 March 2023, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion the accompanying financial statements give a true and fair view of the state of Company's affairs in all material respects of the financial position of the Company as at 31 March 2023, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), International Accounting Standards (IASs), Companies Act (#18) 1994, Bangladesh Securities & Exchange Rules 2020, and Other rules and regulations applicable for this Company in Bangladesh.

Basis for opinion

We conducted our audit in accordance with International Standard on Auditing (ISAs). Our responsibilities under those standards are further described in "Auditors' responsibilities for the audit of the financial statements" section of our report.

We believe that, the audit evidence we have obtained are sufficient and appropriate to provide a basis for our audit opinion.

Independence

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 these requirements and the IESBA Code.

To the best of our knowledge and belief, we declare that, non-audit services as prohibited by the ethical requirements were not provided by us to the Company.

Key Audit Matters

Key matters are those matters that, in our professional judgments, were of most significant in the audit of the Company's financial statements of the current period. These matters and any comments we make on the result of our procedure thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion of these matters. This is not a complete list of all risks identified by our audit.

National Office : BTMC Bhaban (6th & 7th Floor), 7-9 Karwan Bazar Commercial Area, Dhaka-1215, Bangladesh
Chattogram Office : Delwar Bhaban (4th Floor), 104 Agrabad Commercial Area, Chattogram-4100, Bangladesh

Key Audit Matters	Our response to the Key Audit Matters
Revenue Recognition (See Note no 2.21 and Note no 24 to the financial statements)	
<p>At year-end the Company reported net revenue of Tk. 25,556,664 thousand.</p> <p>Revenue is measured net of VAT & SD and discounts, commissions and rebates allowed to the dealers, customers, institutions of the Company which is material and considered to be complex and judgmental.</p> <p>As described in the accounting policy 2.21 to the financial statements, the Company recognizes revenue upon selling of goods and rendering of services to the dealers, customers and institutions as per IFRS 15- Revenue from Contract with Customers.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none">• Calculation of VAT, SD, discounts, incentives and rebates;• Segregation of duties in invoice creation and modification; and• Timing of revenue recognition. <p>Our substantive procedures in relation to the revenue recognition comprises the following:</p> <ul style="list-style-type: none">• We tested the sale of goods and services rendered and recognized shortly before and after the reporting date, including the discounts given recorded after that date, to examine whether revenue transactions were recorded in the correct recording periods;• We conducted substantive testing of revenue recorded over the year using sampling techniques, by examining the relevant supporting documents including invoices and challans. In addition, we confirmed certain customers' receivable balances at the reporting date, selected on a sample basis by considering the amounts outstanding with those customers.• Within a number of the Company's markets, comparing current year rebate accruals to the prior year and, where relevant, completing further inquiries and testing;• Agreeing a sample of claims and rebate accruals to supporting documentation;• Critically assessing adjustments posted to revenue to identify unusual or irregular items; and• Finally assessed the appropriateness and presentation of disclosures of Revenue against relevant accounting standards.
Valuation of Inventory (See Note no 2.15 and Note no 8 to the financial statements)	
<p>The Company had inventory of Tk.4,365,456 thousand at 31 March 2023, held in factories and depots situated at different locations.</p> <p>Inventories are valued at the lower of cost or net realizable value. As a result, the management apply judgment in determining the appropriate values for slow-moving, damaged and obsolete items.</p>	<p>We verified the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by:</p> <ul style="list-style-type: none">• evaluating the design and implementation of key inventory controls operating across the Company, including those at a sample of distribution centers and warehouses;• attending inventory counts and reconciling the count results to the inventory listings to test the completeness of data;• comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete;• reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year; and• reviewing the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow-moving/obsolete stock are valid and complete.

Property, Plant and Equipment (See Note no 2.11 and Note no 3 to the financial statements)	
<p>The Company has a large number of Property, Plant and Equipment items amounting Tk. 5,168,549 thousand. In view of availability of latest machinery due to improve technology, the obsolescence & impairment may be noticed in existing machineries.</p> <p>Management has concluded that there is no impairment in respect of all assets. This conclusion required significant management judgment.</p>	<p>Our audit procedure in this area included, among others:</p> <ul style="list-style-type: none">• Assessing the consistency of methodologies use for depreciating the assets;• Checking on a sample basis, the accuracy and relevance of the accounting of PPE by management; and• For selected samples, performing physical observation to assess management's determination on whether the equipment is obsolete, and testing the assumptions used in estimating recoverable amount, such as estimated useful life and replacement cost.
Measurement of Deferred Tax (See Note no 2.20 and Note no 16 to the financial statements)	
<p>The Company recognizes deferred taxes relating to property, plant and equipment, right of use assets, lease obligation and employee benefits (Gratuity), which are very complex in nature.</p> <p>As such accounting for deferred taxes involves management judgment in developing estimates of exposures and contingencies in order to assess the adequacy of tax provision.</p>	<p>Our audit procedure in this area included, among others:</p> <ul style="list-style-type: none">• Assessed the design, implementation and operating effectiveness of key controls in respect of the company and the process of recognition of deferred taxes;• Relied upon the Company's tax specialists to evaluate the tax bases and company tax strategy;• Assessed the accuracy and completeness of deferred tax, and• Evaluating the adequacy of the financial statements disclosures, including disclosures of assumptions, judgments and sensitivities.

Other information

Management is responsible for the other information. The other information comprises the information in Director's report included in the annual report but does not include in the financial statements and our auditors' report.

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

Responsibilities of management and those charged with governance for the preparation of the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with applicable IFRSs and IASs, the Companies Act (#18) 1994, the Bangladesh Securities & Exchange Rules 2020 and other applicable laws and regulations. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

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

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

Auditors' responsibilities for the audit of the financial statements

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 a 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 risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting polices 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 relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matters 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 (#18) 1994 and the Bangladesh Securities and Exchange Rules 2020 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report the following:

- i. 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;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books;
- iii. The statement of financial position and statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows dealt with by the report are in agreement with the books of account and returns; and
- iv. The expenditure incurred was for the purposes of the Company's business.

Dhaka, 1 June 2023

For and on behalf of
Hoda Vasi Chowdhury & Co
Chartered Accountants

Showkat Hossain, FCA
Senior Partner
Enrolment No: 0137
DVC: 2306010137AS878915



Berger Paints Bangladesh Limited
Statement of Financial Position

In Thousands Taka	Note (s)	As at 31 March	
		2023	2022
Property, plant and equipment	3	5,168,549	4,738,465
Capital work-in-progress	4	720,438	763,905
Right-of-use assets	5	531,802	536,124
Intangible assets	6	55,675	42,040
		6,476,464	6,080,534
Term deposit - Govt. Securities	11	204,682	204,433
Investment - at cost	7	160,443	157,943
Intercompany loan	13.2	130,000	40,000
Total non-current assets		6,971,589	6,482,910
Inventories	8	4,365,456	4,288,803
Trade and other receivables	9	1,964,662	1,851,694
Advances, deposits and prepayments	10	868,428	264,237
Cash and cash equivalents	12	3,858,136	2,425,971
Inter - company receivables	13.1	573,727	404,978
Total current assets		11,630,409	9,235,683
Total assets		18,601,998	15,718,593
Share capital	14.3	463,779	463,779
Retained earnings	15	11,417,790	9,068,528
Equity attributable to the Company's equity holders		11,881,569	9,532,307
Deferred tax liabilities	16	166,510	185,638
Lease obligations - non current portion	5	480,085	494,135
Total non-current liabilities		646,595	679,773
Lease obligations - current portion	5	99,403	72,889
Trade and other payables	17	5,329,358	4,770,543
Payable for royalty	18	440,728	321,850
Provision for current tax	19	111,213	329,950
Provision for employees' retirement gratuity	20	88,430	5,220
Unclaimed dividend	21	4,702	6,061
Total current liabilities		6,073,834	5,506,513
Total liabilities		6,720,429	6,186,286
Total equity and liabilities		18,601,998	15,718,593
Contingent liabilities	23	666,451	1,501,419
Net asset value per share (Taka)	40	256.19	205.54

These financial statements should be read in conjunction with the annexed notes 1 to 43 and Annexure-A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:



Company Secretary

Dhaka, 1 June 2023


Group CFO & Director

Signed in terms of our separate report of even date annexed


Managing Director

For and on behalf of
Hoda Vasi Chowdhury & Co, Chartered Accountants

Showkat Hossain, FCA, Senior Partner
Enrolment No: 0137; DVC:2306010137AS878915



Berger Paints Bangladesh Limited
Statement of Profit or Loss and Other Comprehensive Income

In Thousands Taka	Note (s)	For the year ended 31 March	
		2023	2022
Revenue-net	24	25,556,664	21,971,036
Cost of sales	25	(18,093,443)	(14,410,290)
Gross profit		7,463,221	7,560,746
Selling, distribution and warehousing expenses	26	(3,019,691)	(3,142,844)
Administrative and general expenses	27	(646,424)	(583,497)
Other operating expenses	28	(127,995)	(125,020)
Other operating income	29	262,877	210,028
		(3,531,233)	(3,641,333)
Operating income		3,931,988	3,919,413
Finance costs	30	(21,548)	(78,169)
Investment income	31	132,653	160,526
Net finance income		111,105	82,357
Other non-operating income	32	13,760	21,403
Income before WPPF and tax		4,056,853	4,023,173
Workers' profit participation and welfare fund		(202,843)	(201,159)
Income before tax		3,854,010	3,822,014
Current tax expenses	19	(909,227)	(1,046,599)
Deferred tax income/(expense)	16.1	(14,818)	677
Income tax expenses	19.3	(924,045)	(1,045,922)
Net profit for the year		2,929,965	2,776,092
Other Comprehensive Income			
Actuarial gain/(loss) on defined benefit plan	20	(150,870)	(5,220)
Deferred tax impact on defined benefit plan	16.1	33,946	1,175
Total Other Comprehensive Income		(116,924)	(4,045)
Total comprehensive income		2,813,041	2,772,047
Basic earnings per share (Taka)	40	63.18	59.86
Diluted earnings per share (Taka)	40	63.18	59.86

These financial statements should be read in conjunction with the annexed notes 1 to 43 and Annexure-A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:


Company Secretary

Dhaka, 1 June 2023



Group CFO & Director

Signed in terms of our separate report of even date annexed


Managing Director



For and on behalf of
Hoda Vasi Chowdhury & Co, Chartered Accountants


Showkat Hossain, FCA, Senior Partner
Enrolment No: 0137; DVC:2306010137AS878915

Berger Paints Bangladesh Limited
Statement of Changes in Equity

In Thousands Taka

Particulars	Share capital	Retained earnings	Total equity
Balance as at 01 April 2022	463,779	9,068,528	9,532,307
Distribution of cash dividend	-	(463,779)	(463,779)
Total comprehensive income			
Net profit for the year	-	2,929,965	2,929,965
Other comprehensive income, net of tax		(116,924)	(116,924)
Balance as at 31 March 2023	463,779	11,417,790	11,881,569

Particulars	Share capital	Retained earnings	Total equity
Balance as at 01 April 2021	463,779	9,426,987	9,890,766
Distribution of cash dividend	-	(3,130,506)	(3,130,506)
Total comprehensive income			
Net profit for the year	-	2,776,092	2,776,092
Other comprehensive income, net of tax		(4,045)	(4,045)
Balance as at 31 March 2022	463,779	9,068,528	9,532,307

Note(s) 14.3 15

These financial statements should be read in conjunction with the annexed notes 1 to 43 and Annexure-A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:


Company Secretary


Group CFO & Director


Managing Director

Berger Paints Bangladesh Limited
Statement of Cash Flows

In Thousands Taka	Note (s)	For the year ended 31 March	
		2023	2022
Cash flows from operating activities (A)			
Cash received from customers		25,449,254	21,826,122
Cash received from other operating income		262,877	210,028
Investment (Finance) income		103,575	143,837
Cash paid to suppliers and employees		(21,604,579)	(18,342,141)
Interest paid on lease obligations		(32,318)	(71,391)
Income tax paid	19	(1,127,964)	(1,055,171)
Net cash flows from operating activities	41	3,050,845	2,711,284
Cash flows from investing activities (B)			
Acquisition of property, plant and equipment, intangible assets and right-of-use assets	3, 4, 5 & 6	(1,035,595)	(1,059,634)
Other non-operating income	32	134	1,397
Investment in Berger Tech Consulting Ltd.	7.3	(2,500)	-
Intercompany loan (BFL)		(90,000)	(40,000)
Investment (Finance) expenses		(8,068)	(8,693)
Dividend received	31	23,520	22,344
Term investment	11	(249)	(104,433)
Proceeds from disposal of assets	3.3	24,903	23,885
Net cash used in investing activities		(1,087,855)	(1,165,134)
Cash flows from financing activities (C)			
Dividend and IPO application money paid	21 & 22	(465,138)	(3,136,612)
Payment of lease liabilities		(84,525)	(85,389)
Net cash used in financing activities		(549,663)	(3,222,001)
Increase / (decrease) in cash and cash equivalents (D) = (A+B+C)		1,413,327	(1,675,851)
Exchange gain/(loss) (E)		18,838	1,915
Opening cash and cash equivalents (F)		2,425,971	4,099,907
Closing net cash and cash equivalents (D+E+F)		3,858,136	2,425,971

These financial statements should be read in conjunction with the annexed notes 1 to 43 and Annexure-A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:


Company Secretary


Group CFO & Director


Managing Director

Berger Paints Bangladesh Limited
Notes to the Financial Statements
As at and for the year ended 31 March 2023

1 Company profile and overview of its operational activities

1.1 Legal form of the Company
Berger Paints Bangladesh Limited (the Company) was incorporated as Jenson & Nicholson (Bangladesh) Limited under the Companies Act, 1913 on 6 June 1973 (later on Companies Act (#18), 1994) as a 'Private' company limited by shares. Subsequently, the company's name was changed to Berger Paints Bangladesh Limited on 1 January 1980. The Company was converted to 'Public' company limited by shares through Extraordinary General Meeting held on 21 June 2005. The company is listed with Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) of Bangladesh since 27 December 2005 and 21 December 2005 respectively.

1.2 Address of the registered and corporate office
The registered office and corporate offices of the Company are located at Berger House, House#8, Road#2, Sector#3, Uttara Model Town, Dhaka 1230.

1.3 Description of the companies and nature of business

Berger Paints Bangladesh Limited
The principal activities of the Company throughout the year continued to be the manufacturing and marketing of liquid and non-liquid paints and varnishes, emulsion and coating and trading of painting tools. The company also provides decorative and painting-related services.

Jenson & Nicholson (Bangladesh) Limited
Berger Paints Bangladesh Limited owns 100% shares of Jenson & Nicholson (Bangladesh) Limited – J&N (B) L. The Company was incorporated under the Companies Act, 1913 (later on Companies Act (#18), 1994) as a 'Private' company limited by shares on 25 January 1990 having its registered office at 43/3 Chattaeswari Road, Chittagong. The Corporate office of the company is located at Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The principal activities of the Company until 12 August 1995 were trading and indenting. It started commercial production and marketing of tin containers and printing of tin sheets from 12 August 1995 and 01 September 1997 respectively in its factory at 70, East Nasirabad Industrial Area, Chattogram - 4209. The Company manufactures metal containers for paints, baby food, lubricating oil, decorative container and other industries.

Berger Tech Consulting Limited
Berger Paints Bangladesh Limited owns 100% shares of Berger Tech Consulting Limited – BTCL. The Company was incorporated under the Companies Act (#18), 1994 as a Private company limited by shares on 21 June 2022 having its registered office at Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The principal activities of the Company is to provide 'IT Enabled Services' including Business Process automation on SharePoint, Robotic Process Automation (RPA), SAP ERP implementation, IT Service Management Solution, Fixed Asset Management Solution, SAP SuccessFactors Implementation etc.

Berger Becker Bangladesh Limited
Berger Paints Bangladesh Limited owns 49% shares of Berger Becker Bangladesh Limited – (BBBL). BBBL was incorporated on 20 December 2011 under the Companies Act (#18), 1994 as a Joint Venture between Becker Industrial Coatings Holding AB, Sweden and Berger Paints Bangladesh Limited. Registered office and Corporate office of the company are located at Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The company commenced commercial production of Coil Coating with effect from 11 September 2012 in its factory located at Plot No - 102, Mouza -Taksur, Nabinagar, Savar, Dhaka -1340.

Berger Fosroc Limited
Berger Paints Bangladesh Limited owns 50% shares of Berger Fosroc Limited – (BFL). Berger Fosroc Limited was incorporated on 19 April 2018 as a 'Private' company limited by shares under the Companies Act (#18), 1994. This is a joint venture between Berger Paints Bangladesh Limited and Fosroc International Limited, United Kingdom for marketing, trading and manufacturing of construction chemicals. The address of the Company's registered office is Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The company commenced its operation through trading with effect from 12 September 2018 and started commercial production at its own factory located at Deaboi, Araihasar, Narayanganj on 22 March 2022.

2 Basis of preparation and summary of significant accounting policies

The accounting policies set out below, which comply with IFRS, have been applied consistently to all periods presented in these financial statements.

2.1 Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), the Companies Act (#18) 1994, the Securities and Exchange Rules 2020, relevant guidelines issued by the Bangladesh Securities and Exchange Commission, Financial Reporting Act, 2015 and other applicable laws in Bangladesh.

The title and format of these financial statements follow the requirements of IFRS which are to some extent different from the requirement of the Companies Act (#18) 1994. However, such differences are not material and in the view of management, IFRS titles and format give better presentation to the shareholders.

Authorization for issue

These financial statements have been authorized for issue by the Board of Directors of the Company on 31 May 2023.

2.2 Basis of preparation and presentation of the financial statements

The financial statements have been prepared and the disclosures of information are made in accordance with the International Financial Reporting Standards (IFRS), the Companies Act (#18), 1994 and Bangladesh Securities and Exchange Rules 2020 and other applicable laws in Bangladesh. The statement of financial position and statement of profit or loss and other comprehensive income have been prepared according to International Accounting Standards (IAS) 1 Presentation of Financial Statements on accrual basis except statement of cash flows of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh. Statement of cash flows is prepared according to IAS 7 Statement of Cash Flows and has been presented under direct method as required by the Bangladesh Securities and Exchange Rules 2020.

2.3 Basis of measurement

These financial statements have been prepared on historical cost basis except for inventories which are measured at lower of cost and net realizable value.

2.4 Principal accounting policies

The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect within the framework for the preparation and presentation of financial statements. Financial statements have been prepared and presented in compliance with IAS 1 Presentation of Financial Statements. Compared to the previous period, there were no significant change in the accounting and valuation policies affecting the financial position and performance of the Company.

Accounting and valuation methods are disclosed for reasons of clarity. The Company classified the expenses using the function of expenses method as per IAS 1 Presentation of Financial Statements.

2.5 Application of standards

The following IASs and IFRSs are applicable for the preparation of Financial Statements for the period under review.

IAS 1	Presentation of Financial Statements
IAS 2	Inventories
IAS 7	Statement of Cash Flows
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
IAS 10	Events after the Reporting Period
IAS 12	Income Taxes
IAS 16	Property, Plant and Equipment
IAS 19	Employee Benefits
IAS 21	The Effects of Changes in Foreign Exchange Rates
IAS 23	Borrowing Costs
IAS 24	Related Party Disclosures
IAS 28	Investments in Associates and Joint Ventures
IAS 33	Earnings Per Share
IAS 36	Impairment of Assets
IAS 37	Provisions, Contingent Liabilities and Contingent Assets
IAS 38	Intangible Assets
IFRS 3	Business Combinations
IFRS 7	Financial Instruments: Disclosures
IFRS 8	Operating Segments
IFRS 9	Financial Instruments
IFRS 10	Consolidated Financial Statements
IFRS 15	Revenue from Contracts with Customers
IFRS 16	Leases

2.6 Use of estimates and judgments

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are stated in the following notes:

Note : 3.1	Depreciation
Note : 5.1	Amortization
Note : 9	Trade and other receivables
Note : 17	Trade and other payables
Note : 19	Provision for current tax
Note : 20	Provision for employees retirement gratuity

2.7 Reporting period

The reporting period of the company covers the period from 01 April to 31 March and is followed consistently. These financial statements covers period from 01 April 2022 to 31 March 2023.

2.8 Going concern

The company has adequate resources to continue its operation for foreseeable future. As per management assessment there is no material uncertainty related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. For this reason the financial statements have been prepared on going concern basis.

2.9 Functional and presentational currency

These financial statements are presented in Taka (BDT/Tk.), which is also the company's functional currency.

2.10 Previous period's figures and phrases and level of precision

- i) Wherever considered necessary, previous year's figures and phrases have been re-arranged to conform to the current year's presentation.
- ii) Indicated figures have been rounded off to nearest thousand Taka.

2.11 Property, plant and equipment

i. Recognition and measurement

Tangible fixed assets are capitalized at cost of acquisition and subsequently stated at cost less accumulated depreciation in compliance with of IAS 16 Property, Plant and Equipment. The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner.

ii. Subsequent costs

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

iii. Depreciation of property, plant & equipment

Depreciation on property, plant and equipment is provided on a straight-line basis over their estimated useful life. Depreciation for addition to property, plant and equipment, is charged from the month in which the asset comes into use or being capitalized and depreciation continues to be provided until such time as the written down value is reduced to Taka one. Depreciation on disposals of property, plant and equipment ceases from the month in which the deletion thereof takes place.

The depreciation rate(s) are as follows:

Category of property, plant and equipment	Rate (%)
Long lease hold land:	
Chattogram factory	2
Corporate office - Dhaka	1
Buildings – on freehold and leasehold lands	2
Buildings – other construction	10
Plant and machinery	10
Factory and laboratory equipment	20
Other machinery & equipment	12.5
Office equipment	15
Furniture, fixtures and fittings	12.5
Computer	20
Motor vehicles	25 & 20
Loose tools	50

iv. Gain or loss on disposal

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in the statement of profit or loss and other comprehensive income.

2.12 Capital work-in-progress

Capital work-in-progress is stated at cost of acquisition and also subsequently stated at cost, until the construction is completed or the assets are being ready to use. No depreciation is charged on capital-work-in progress.

2.13 Leases

i. IFRS 16: Leases

IFRS 16 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Short-term leases and leases of low-value assets :

The Company does not apply the recognition and measurement requirements of IFRS 16 to short-term leases (leases of less than 12 months maximum duration). It also does not apply the recognition and measurement requirements of IFRS 16 to leases for which the underlying asset is of low value (i.e. less than USD 5,000 when new). Lease payments on short-term leases and leases of low-value assets shall be recognized as expenses on a straight-line basis over the lease term.

ii. Definition of a lease

Previously, the Company determined at contract inception whether an arrangement is or contains a lease under IFRIC 4. Under IFRS 16, the Company assesses whether a contract is or contains a lease based on the definition of a lease.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease.

Application of Leases

The Company has applied IFRS 16 using the modified retrospective approach.

2.14 Intangible assets

Intangible assets includes Software and Trademarks.

i. Recognition and measurement

Intangible assets that are acquired by the Company and have finite useful lives are measured initially at cost. After initial recognition, it is carried at its cost less accumulated amortization. Intangible assets are recognized as per IAS 38: Intangible Assets if, and only if :

- a. it is probable that future economic benefits that are attributable to the asset will flow to the entity; and
- b. the cost of the asset can be measured reliably.

The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes, after deducting trade discounts and rebates and any directly attributable cost of developing the asset for its intended use.

Day to day maintenance charge, if any are charged to profit or loss and other comprehensive income as incurred.

Internally generated intangible assets (excluding capitalized development costs) are recognized as expenses in the statement of profit or loss and other comprehensive income for the period in which the expenditure is incurred.

ii. Subsequent costs

Subsequent costs are capitalized only when it is probable that the future economic benefit will flow to the Company and such cost can be measured reliably. All other costs are charged to the statement of profit or loss and other comprehensive income as incurred.

iii. Amortization

Amortization is recognized in the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful life of each item of intangible assets from the month they are available for use.

The amortization rates based on the estimated useful life of the intangible assets are presented below:

Category of intangible assets	Rate (%)
Software	20
Trade marks	10 and 20

Amortization methods and useful life is reviewed at each year-end and adjusted, if appropriate.

iv. Derecognition

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the derecognition of intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognized in the statement of profit or loss and other comprehensive income.

2.15 Inventories

i. Recognition and measurement

Inventories are measured at the lower of cost and net realizable value (NRV) in compliance with the requirements of IAS 2: Inventories. Where the NRV falls below the cost of inventory, the inventory is written down to its recoverable amount and the fall in value is charged to the statement of profit or loss and other comprehensive income.

Category of stocks	Basis of valuation
Raw and packing materials	At weighted average cost
Semi finished goods	At standard cost
Finished goods	At standard cost
Stores and consumable items	At weighted average cost
Promotional items	At weighted average cost

Standard cost comprises the value of materials, standard activity cost, and overheads.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of the business, less the estimated costs of completion and selling expenses.

ii. Inventory write off

It includes the cost of written off or written down values of redundant, damaged or obsolete items that are dumped and/or old stocks. However, “slow-moving” items are considered immaterial and capable of being used and/or disposed of at least at their carrying book value. The amount of any write-down of inventory is recognized as an expense.

iii. Goods in transit (GIT)

Goods in transit (GIT) has been recognized at the cost of materials boarded by suppliers at the port of shipment against LCs.

2.16 Financial instruments

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

a. Financial assets

The Company initially recognizes receivables and term deposits on the date that they are originated. All other financial assets are recognized initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The entity derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability. Non-derivative financial assets comprise of investments in associates, trade and other receivables, and cash and cash equivalents.

i. Investment in associate

Investment in associates is recognized initially at cost.

ii. Trade and other receivables

Trade receivables have been recognized based on the invoice value.

iii. Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at the bank including short term deposits which are held and available for use by the Company without any restriction. There is an insignificant risk of change in value of the same. Operational overdraft that is repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of the cash flows.

b. Financial liabilities

Financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument. The company derecognizes a financial liability when its contractual obligations are discharged, canceled or expired. Non-derivative financial liabilities comprise trade and other payables, and interest-bearing borrowings.

i. Trade and other payables

Trade and other payables are recognized at the amount payable for settlement in respect of goods and services received by the Company.

ii. Interest-bearing borrowings

Interest-bearing borrowings comprise short-term loans and operational overdrafts.

2.17 Advances, deposits and prepayments

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

2.18 Provisions, contingent liabilities and contingent assets

i. Provisions

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

In accordance with para 14 of IAS 37 provisions are recognized in the following situations:

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

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

Other provisions are valued in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets and, if required, in accordance with IAS 19 Employee Benefits. Other provisions comprise all recognizable risks from uncertain liabilities and anticipated losses from pending transactions.

ii Contingent liability

In accordance with IAS 37: Provisions, Contingent Liabilities and Contingent Assets, Contingent liability is a possible obligation that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. A provision is recognised in the period in which the recognition criteria of provision is met.

The Company discloses Contingent Liabilities in the financial statements under note-23.

iii Contingent asset

Contingent asset is a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

A contingent asset must not be recognised. Only when the realisation of the related economic benefits is virtually certain should recognition take place provided that it can be measured reliably because, at that point, the asset is no longer contingent.

2.19 Employee benefits

i. Defined benefit plan (Employees' retirement Gratuity Fund)

The Company established Gratuity Fund through Board of Directors resolution # 2(a) of 21 June 2005. The Fund was approved by the National Board of Revenue through order # 6(12)/KAMAPRO/2006/601 of 19 October 2006. Details of the transactions for Gratuity is presented in Note 20.

The Company introduced gratuity scheme in 1978 (effective from 6 June 1973). In terms of the scheme, on completion of a minimum five years of uninterrupted service with the Company, all permanent employees are entitled to gratuity equivalent to two months basic (latest) pay for each completed year or major part of a year of their respective services. The fund as mentioned above has replaced the scheme and enacted similar benefits for the employees.

ii. Defined contribution plan (Staff Provident Fund)

The Company, through the trustees, has been maintaining recognized contributory provident funds for all eligible permanent employees.

Notification of Financial Reporting Council (FRC) on the distribution of forfeited amount among members of the provident fund dated 7 July 2020 has been complied with.

iii. Workers' profit participation and welfare fund

Provision for workers' profit participation and welfare fund has been made @ 5% of profit as per provision of the Bangladesh Labor Act 2006 (Amended in 2013, 2015 & 2018) and payable to these Funds and Bangladesh Sramik Kallyan Foundation.

2.20 **Taxation**

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in statement of profit or loss and other comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

i. Current tax:

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. The tax rate used for the reporting periods is 22.50%.

ii. Deferred tax:

Deferred tax has been recognized in accordance with IAS 12. Deferred tax is provided using the liability method for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amount used for taxation purposes. Deferred tax is determined at the rate of 22.50%.

a. Deferred tax assets

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

b. Deferred tax liabilities

Provision is made at the rate applied on the amount of temporary difference between accounting and fiscal written-down value of fixed assets.

2.21 **Revenue recognition policy**

Revenue is recognized when invoices for products are made and the significant risk and reward of ownership are transferred to the customers, recovery of the consideration is probable, associated costs and the possible return of goods can be estimated reliably, and there is no continuing management involvement with the control of the goods, and the amount of revenue can be measured reliably. As per IFRS 15 Revenue from Contract with Customers, Value Added Tax (VAT), Supplementary Duty (SD), Turnover Commission and other variable considerations e.g. trade discounts, early settlement discounts and volume rebates and discounts are excluded from revenue.

Specific policies regarding the recognition of revenue are as follows:

i. Revenue from sales of goods

Revenue from the sale of goods shall be recognized when all the following conditions have been satisfied:

- a. the entity has transferred to the buyer the significant risks and rewards of ownership of the goods and customer obtains control of the goods;
- b. it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur;
- c. the amount of revenue can be measured reliably; and
- d. it is probable that the economic benefits associated with the transaction will flow to the entity.

ii. Rendering of services

Under IFRS 15, the total consideration in the service contracts is allocated to all services based on their stand-alone prices. The stand-alone prices are determined based on the list prices at which the Group sells the services in separate transactions.

- a. service (or a bundle of services) that is distinct-customer can get the benefit from the good or service either on its own or together with readily available resources.
- b. a series of distinct services that are substantially the same and that have the same pattern of transfers to the customer-promise to transfer the service is separately identifiable from other promise in the contract.

iii. Income derived from color bank operation

Income is recognized after the execution of services according to the terms and conditions of agreement between the dealer and Berger Paints Bangladesh Limited.

iv. Income derived from management services

Revenue from management services is recognized in Statement of profit or loss and other comprehensive income when:

- a) the amount of revenue can be measured reliably;
- b) it is probable that the economic benefits associated with the transaction will flow to the entity;
- c) the stage of completion of the transaction at the end of the reporting period can be measured reliably; and
- d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

v. Income derived from dividend

Income from dividend is recognized when the shareholders' right to receive payment is established. This is usually when the dividend is declared.

vi. Income derived from interest

Finance income comprises interest income on fixed deposits, Short Notice Deposit (SND), and amounts due from related parties. Interest income is recognized in the statement of profit or loss and other comprehensive income when it accrues, using the effective interest rate method and considering the time proportion basis.

Finance costs comprise interest expense on operational overdrafts, LTR, term loans, short-term borrowings and lease interest. All finance expenses are recognized in the statement of profit or loss and other comprehensive income.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis.

2.22 **Borrowing costs**

In compliance with the requirements of IAS 23 Borrowing Costs, borrowing costs of operational period on short term loan and operational overdraft facility is charged off as revenue expenditure as they were incurred.

2.23 **Repairs, upkeep and maintenance charges**

These are charged as revenue expenditures in the period in which these are incurred.

2.24 **Bad and doubtful debts**

Bad debts provision has been recognized as per IFRS 9, based on the assessment of risk-based receivables.

2.25 **Advertising and promotional expenses**

All costs associated with advertising and promotional activities are charged out in the period incurred.

2.26 **Foreign currency transaction**

Transactions in foreign currencies are translated to Taka at the foreign exchange rates prevailing on the date of the transaction. All monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Taka at the rates of exchange prevailing on that date. Resulting exchange differences arising on the settlement of monetary items or on translating monetary items are recognized in the statement of profit or loss and other comprehensive income as per IAS 21 The Effects of Changes in Foreign Exchange Rates.

2.27 **Related party transactions**

As per IAS 24 Related party transaction, parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business at an arm's length basis at commercial rates with related parties.

2.28 **Events after the reporting period**

Events after the reporting period that provide additional information about the Company's position at the reporting date are reflected in the financial statements. Material events after the reporting period that are not adjusting events are disclosed by way of note.

2.29 **Comparatives and reclassification**

Comparative information has been disclosed for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding the current period financial statements. To facilitate comparison, certain relevant balances pertaining to the previous period have been rearranged/reclassified wherever considered necessary to conform to the current year's presentation.

2.30 Earnings per share (EPS)

The Company presents basic and diluted (when dilution is applicable) earnings per share (EPS) in accordance with IAS 33 Earnings Per Share.

i. Basic earnings per share (BEPS)

This has been calculated by dividing the profit or loss attributable to the ordinary share holders with the weighted average number of ordinary shares outstanding at the end of the year.

ii. Diluted earning per share (DEPS)

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares. However, dilution of EPS is not applicable to these financial statements as there were no dilutive potential ordinary shares during the relevant years.

iii. Weighted average numbers of ordinary shares

The weighted average number of ordinary shares outstanding during the year is the number of ordinary shares outstanding at the beginning of the year, adjusted by the number of ordinary shares issued during the year multiplied by a time-weighting factor. The time-weighted factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year. The weighted average number of shares is calculated by assuming that the shares have always been in issue. This means that they have been issued at the start of the year and presented as comparative figures.

2.31 Information about segments

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns. A segment is a distinguishable component of the entity that is engaged in providing products or services within a particular economic environment. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating decision-maker. The entity regards its Board of Directors as its Chief Operating decision maker, as the Board is responsible for allocating resources, assessing performance, and making strategic decisions.

The entity is primarily engaged in the manufacturing and sale of paints, varnishes, and coatings. This forms the focus of the Company's internal reporting system. While the Company has clearly differentiated brands, segmentation within a wide portfolio of brands is not part of the regular internally reported financial information to the Chief Operating decision maker. Therefore, it is not possible to segment the Company's results by brand without a high degree of estimation.

2.32 Offsetting

Financial assets and liabilities are offset and the net amount is reported in the financial statements only when there is legally enforceable right to set-off the on a net basis, or to realize the assets and to settle the liabilities simultaneously.

2.33 Materiality and Aggregation

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

In Thousands Taka	As at 31 March	
	2023	2022
3 Property, plant and equipment - notes 2.6, 2.11, 3.1 and 3.3		
At cost		
Opening balance	8,633,343	7,775,335
Addition during the year	1,046,944	963,797
Adjustment/disposal during the year - note 3.3	(61,298)	(105,789)
Closing balance	9,618,989	8,633,343
Accumulated depreciation		
Opening balance	3,894,878	3,464,849
Charged for the year - note 3.1	605,583	531,938
Adjustment/disposal during the year - note 3.3	(50,021)	(101,909)
Closing balance	4,450,440	3,894,878
Written down value as at 31 March	5,168,549	4,738,465

Note: Schedule of property, plant and equipment and depreciation thereon is presented in Annexure-A.

3.1 Segregation of depreciation amount to manufacturing, selling and administrative units - notes 2.6, 2.11 (iii) and 3

Manufacturing overhead - note 25.3	329,221	299,401
Selling, distribution and warehousing expenses - note 26	203,216	182,268
Administrative and general expenses - note 27	73,146	50,269
	605,583	531,938

3.2 Fully depreciated items - cost thereof

	2,233,273	1,959,183
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3.3 Following items were disposed off during the year - note 32

Particulars	Cost (note 3)	Acc. Dep (note 3)	WDV	Sale proceeds	Mode of sales
Buildings	12,473	5,831	6,642	752	Quotation
Plant and machinery	30,091	29,730	311	18,164	Quotation
Office equipment	2,610	2,516	94	136	Quotation
Computer	4,110	3,900	270	336	Quotation
Furniture & fixtures	1,533	1,430	93	36	Quotation
Motor vehicles	10,230	6,363	3,867	5,378	Quotation/Policy
Loose tools	251	251	-	101	Quotation
Total for the year ended 31 Mar 2023	61,298	50,021	11,277	24,903	
Total for the year ended 31 Mar 2022	105,789	101,909	3,879	23,885	

In Thousands Taka		As at 31 March	
		2023	2022
4	Capital work in progress - notes 2.12 and 4.1		
	Opening balance	763,905	639,820
	Addition during the year	779,156	623,146
	Transferred to property, plant and equipment	(822,623)	(499,061)
	Closing balance	720,438	763,905
4.1	Details of capital work in progress - note 4		
	Building	321,803	434,630
	Plant & Machinery	199,849	117,706
	Factory & Lab Equipment	161,612	163,008
	Software	22,228	35,406
	Others	14,946	13,155
	Total	720,438	763,905
5	Leases		
	Right-of-use assets		
	At cost		
	Opening balance	875,487	807,924
	Adjusted during the year	(93,093)	-
	Addition during the year	106,917	87,575
	Lease terminated during the year	(14,773)	(20,012)
	Closing balance	874,538	875,487
	Accumulated amortization		
	Opening balance	339,363	235,338
	Adjusted during the year	(97,584)	-
	*Charged for the year - note 5.1	115,730	119,944
	Terminated during the year	(14,773)	(15,919)
	Closing balance	342,736	339,363
	Written down value as at 31 March	531,802	536,124
	Lease liabilities		
	Lease liabilities - non-current portion	480,085	494,135
	Lease liabilities - current portion	99,403	72,889
	Balance as at 31 March	579,488	567,024

*Actual payment of rent on lease assets during 2022-2023 is Tk. 133,748 thousand.

			As at 31 March		
In Thousands Taka			2023	2022	
5.1	Segregation of amortization				
	Manufacturing overhead - note 25.3		26,376	15,562	
	Selling, distribution and warehousing expenses - note 26		81,094	97,124	
	Administrative and general expenses - note 27		8,260	7,258	
	Total		115,730	119,944	
6	Intangible assets - notes 2.6, 2.14 and 6.1				
	Particulars	Software	Trade marks	Total	Total
	At cost				
	Opening balance	263,051	2,284	265,335	256,167
	Addition during the year	29,847	-	29,847	9,168
	Disposal during the year	-	-	-	-
	Closing balance	292,898	2,284	295,182	265,335
	Accumulated amortization				
	Opening balance	221,790	1,504	223,294	205,165
	Charged during the year - note 6.1	16,031	182	16,213	18,130
	Closing balance	237,821	1,686	239,507	223,295
	Carrying amount	55,077	598	55,675	42,040
6.1	Segregation of amortization amount to selling and administrative units				
	- notes 2.6, 2.14 (iii) and 6				
	Manufacturing overhead - note 25.3		1,138	-	
	Selling, distribution and warehousing expenses - note 26		3,296	205	
	Administrative and general expenses - note 27		11,779	17,925	
			16,213	18,130	
7	Investments - at cost				
7.1	Make-up:				
	Jenson & Nicholson (Bangladesh) Limited - note 7.2		50,100	50,100	
	Berger Tech Consulting Limited -note 7.3		2,500	-	
	Berger Becker Bangladesh Limited - note 7.4		39,200	39,200	
	Berger Fosroc Limited - note 7.5		68,643	68,643	
	Total		160,443	157,943	
7.2	The Company owns 100% paid-up ordinary share capital of Tk 50,100 thousand (501,000 shares of Taka 100 each) of Jenson & Nicholson (Bangladesh) Limited, which is a wholly owned and managed subsidiary of the Company.				
7.3	The Company owns 100% paid-up ordinary share capital of Tk 2,500 thousand (249,999 shares of Taka 10 each) of Berger Tech Consulting Limited, which is a wholly owned and managed subsidiary of the Company.				
7.4	The Company owns 49% paid-up ordinary share capital of Tk 39,200 thousand (3,920,000 shares of Tk 10 each) of Berger Becker Bangladesh Limited, which is a joint venture with Becker Industrial Coatings Holding AB, Sweden.				
7.5	The Company owns 50% paid-up ordinary share capital i.e. Tk 68,643 thousand (686,425 shares of Tk 100 each) of Berger Fosroc Limited, which is a joint venture with Fosroc International Limited, United Kingdom.				

In Thousands Taka		As at 31 March	
		2023	2022
8	Inventories - notes 2.15 and 25		
	Raw materials	2,044,636	2,070,734
	Semi - finished products	256,874	235,648
	Packing materials	63,289	57,926
	note - 25.1	2,364,799	2,364,308
	Finished goods - notes 25 and 25.4		
	Own manufactured items	1,099,389	1,099,269
	Imported items	62,619	46,239
		1,162,008	1,145,508
	Store, consumables and promotional items		
	Stores and consumables	50,080	49,614
	Promotional items	73,187	19,504
		123,267	69,118
	Inventories in transit - GIT - note 2.15 (iii)	715,382	709,869
		4,365,456	4,288,803
9	Trade and other receivables - notes 2.6, 2.16 a (ii) and 34 (iii)		
9.1	Trade receivables		
	Unsecured - note 9.2	2,072,241	1,947,944
	General provision for bad and doubtful debts - notes 2.24 and 16	(120,764)	(103,877)
	Considered to be good	1,951,477	1,844,067
	Other receivables- notes 9.3	13,185	7,627
		1,964,662	1,851,694
9.2	Maturity wise presentation of trade receivable-unsecured:		
	Outstanding over 360 days	162,648	149,121
	Outstanding 181 days to 360 days	105,895	66,100
	Outstanding upto 180 days	1,803,698	1,732,723
	note 9.1	2,072,241	1,947,944
9.3	Other receivables include interest accrued on investments - note 9.1	13,185	7,627

In Thousands Taka		As at 31 March	
		2023	2022
10	Advances, deposits and prepayments - note 2.17		
	Advances - note 10.1	755,867	171,188
	Security deposits	77,247	47,421
	Prepayments for insurance and others	35,314	45,628
		868,428	264,237
10.1	Advances		
	Advance to employees - note 10.1.1	98,213	90,581
	Advance to suppliers and others - note 10.1.2	657,654	80,607
		755,867	171,188
10.1.1	Advance to employees - note 10.1		
	House building loan	97,146	88,267
	Other advance	1,067	2,314
		98,213	90,581
10.1.2	Advance to suppliers and others - note 10.1		
	Goods and services	6,528	29,395
	Outsource and others	37,958	51,212
	LC margin	613,168	-
		657,654	80,607
11	Term deposit - Govt Securities		
	Investment in Treasury Bond - more than 1 year	204,682	204,433
		204,682	204,433
<p>Note: As per IFRS 9, BPBL initially measures Treasury Bonds at their fair values (i.e., cost price) plus transaction costs that are directly attributable to the acquisition. Further, the company subsequently measures the Treasury Bonds at Amortized Cost if the following two conditions are met:</p> <p>a. it is held within a business model whose objective is to hold assets to collect contractual cash flows; and</p> <p>b. its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.</p> <p>Amortized Cost is calculated using the Effective Interest method.</p>			
12	Cash and cash equivalents - note 2.16 a (iii)		
	Term deposit accounts (FDR)	2,150,000	600,000
	Current and collection accounts	783,572	536,630
	Dividend account	4,702	15,479
	Operational account	876,882	1,218,518
	Foreign currency current accounts - notes 2.26 and 34 (ii)(a)	42,980	51,524
	Cash in hand	-	3,820
		3,858,136	2,425,971

In compliance with Finance Act-2022, the Company is making all its financial transactions through banking channel. Since there is no cash transaction in the Company, there is no cash-in-hand balance at the end of the year.

In Thousands Taka		As at 31 March	
		2023	2022
13	Inter- company receivables - note 42		
13.1	Due from / (to) J&N (B) L	459,294	357,908
	Due from / (to) BBBL	286	1,152
	Due from / (to) BFL	114,147	45,918
		573,727	404,978
13.2	Intercompany Loan to BFL	130,000	40,000
14	Share capital		
14.1	Authorized share capital		
	100,000,000 ordinary shares of Taka 10 each	1,000,000	1,000,000
14.2	Issued, subscribed and paid-up share capital		
	46,377,880 ordinary shares of Taka 10 each	463,779	463,779

The company issued 100% bonus share, recommended at the Board meeting held on 21 May 2018 and approved by the members at the Annual General Meeting held on 17 July 2018. The bonus share (Tk 231,890 thousand) was issued by utilizing Tk 10,000 thousand from General Reserve, Tk 115,068 thousand from Share Premium and Tk 106,822 thousand from Retained Earnings. The impact of issuing the bonus share increased the number of Issued, subscribed and paid-up share to 46,377,880 from 23,188,940 - notes 14 & 15.

The Company became public listed through initial public offer (IPO) as per consent letter of Bangladesh Securities and Exchange Commission ref SEC/CI/IPO-71/2005/168 dated 10 October 2005.

14.3 Composition of shareholding

Shareholders	Number of share	% of share holding	Value	Value
J & N Investments (Asia) Limited - Group	44,058,740	95.00	440,587	440,587
Institutions & General public	93,279	0.20	933	586
Foreign shareholders	44,152,019	95.20	441,520	441,173
Institutions (financial & others)	1,706,069	3.68	17,061	17,314
General public	519,792	1.12	5,198	5,292
Bangladeshi shareholders	2,225,861	4.80	22,259	22,606
Total	46,377,880	100.00	463,779	463,779

14.4 Classssification of shareholders by range

Shareholding range	Type of share-holders	31 March 2023			31 March 2022
		Number of shares	% of share holding	Number of share-holders	Number of share-holders
Less than 501 shares	G. Public& Inst	200,635	0.43	2,973	3,187
501 to 5,000 shares	G. Public& Inst	297,691	0.64	187	197
5,001 to 10,000 shares	G. Public& Inst	165,053	0.36	24	18
10,001 to 20,000 shares	G. Public& Inst	149,328	0.32	11	12
20,001 to 30,000 shares	Institution	226,782	0.49	9	7
30,001 to 40,000 shares	Institution	172,440	0.37	5	2
40,001 to 50,000 shares	Institution	140,704	0.30	3	3
50,001 to 100,000 shares	G. Public& Inst	216,338	0.47	3	5
100,001 to 1,000,000 shares	Institution	750,169	1.62	2	2
Over 1,000,000 shares	Group	44,058,740	95.00	1	1
Total		46,377,880	100.00	3,218	3,434

14.5 Market price per share

Traded stock exchanges	Last trade date		In Taka	
	2023	2022	2023	2022
Dhaka Stock Exchange	30-Mar-23	31-Mar-22	1,733.40	1,753.60
Chittagong Stock Exchange	29-Mar-23	30-Mar-22	1,717.10	1,750.00

In Thousands Taka		As at 31 March	
		2023	2022
15	Retained earnings		
	Opening balance	9,068,528	9,426,987
	Net profit for the year	2,929,965	2,776,092
		11,998,493	12,203,079
	Distribution of dividend - note 21		
	Final Dividend	(463,779)	(1,739,170)
	Interim Dividend	-	(1,391,336)
		(463,779)	(3,130,506)
	Actuarial gain/(loss) on gratuity valuation, net of tax	(116,924)	(4,045)
	Closing balance	11,417,790	9,068,528

15.1 Dividends and capital management

Final dividend distribution to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders at the Annual General Meeting, while interim dividend distributions are recognised in the period in which the dividends are declared.

16 Deferred tax liabilities - notes 2.20 (ii) and 16.1

Particulars	Carrying amount	Tax base	Taxable/ (deductible) temporary difference	Taxable/ (deductible) temporary difference
Property, plant and equipment	3,561,125	2,564,199	996,926	965,057
Right-of-use (ROU) Asset	531,802	-	531,802	536,124
Lease obligation	(579,488)	-	(579,488)	(567,024)
Provision for bad debts	(120,764)	-	(120,764)	(103,877)
Provision for employee benefit plan	(88,430)	-	(88,430)	(5,220)
Net temporary difference	3,304,245	2,564,199	740,046	825,060
Effective tax rate			22.50%	22.50%
Deferred tax liabilities as at 31 March			166,510	185,638

16.1 Deferred tax income

	Opening balance	185,638	187,490
	Closing balance	166,510	185,638
	Deferred tax income	(19,128)	(1,852)
	Deferred tax on actuarial gain directly attributable to equity	(33,946)	(1,175)
	Deferred tax (income)/expense recognized directly in profit or loss and other comprehensive income	14,818	(677)

In Thousands Taka		As at 31 March	
		2023	2022
17	Trade and other payables - notes 2.6, 2.16 (b) (i) and 34 (i)		
17.1	The make-up		
	For revenue expenses - note 17.2	2,293,655	2,156,113
	For trading supplies - note 34 (ii) (a)	2,566,035	2,045,509
	For other finance - note 17.3	196,208	309,294
	For capital expenditure	70,617	58,468
		5,126,515	4,569,384
	Workers' profits participation and welfare funds - note 2.19 (iii)	202,843	201,159
		5,329,358	4,770,543
17.2	For revenue expenses - note 17.1		
	Accrued charges	2,075,424	1,952,193
	Payable for turnover rebate	216,384	202,073
	Training and consultancy fee	1,847	1,847
		2,293,655	2,156,113
17.3	Creditors for other finance - note 17.1		
	Clearing account	6,487	46,534
	Security deposits	39,015	50,159
	Tax deduction at source	42,896	46,095
	Staff income tax	8,591	7,514
	VAT, Supplementary duty and others	99,219	158,992
		196,208	309,294
18	Payable for royalty		
18.1	Opening balance	321,850	296,768
	Addition for the year - notes 28, 34(ii)(a), 36.1 and 42	124,903	121,784
		446,753	418,552
	Payment during the year	(6,025)	(96,702)
	Closing balance	440,728	321,850
18.2	Payable for royalty-Intercompany- note 18.2.1	439,175	318,812
	Payable for royalty-Other- note 18.2.2	1,553	3,038
		440,728	321,850

In Thousands Taka		As at 31 March	
		2023	2022
18.2.1 Payable for royalty-Intercompany			
i) J&N Investments (Asia) Limited			
Opening balance		317,336	293,946
Addition during the year		119,338	117,798
Payment during the year		-	(94,408)
Closing balance		436,674	317,336
ii) Berger Paints India Limited			
Opening balance		1,476	544
Addition during the year		1,025	1,306
Payment during the year		-	(374)
Closing balance		2,501	1,476
Total		439,175	318,812
18.2.2 Payable for royalty-Other			
Opening balance		3,038	2,278
Addition during the year		4,540	2,680
Payment during the year		(6,025)	(1,920)
Closing balance		1,553	3,038
The service provider-wise break down of current charge is as follows:			
Name of the trade marks provider	Name of the product		
J&N Investments (Asia) Limited	Robbialac, Colorizer, Apexior 1 & 3 and Protection	119,338	117,798
Chugoku Marine Paints Ltd	Seven marine paint products	4,540	2,680
Berger Paints India Limited	Anti Microbial Paints	1,025	1,306
		124,903	121,784

A) As per the agreement between J & N Investments (Asia) Limited and Berger Paints Bangladesh Limited, an amount is required to be paid as Royalty @ 1.00% on net sales of the products under the technical categories Robbialac, Colorizer, Apexior 1 & 3 and Protection for using the trademarks owned by J & N Investments (Asia) Limited. The agreement was renewed from 1 January 2022 till 31 March 2027. Net sales price of the products sold under the above Brand Names and Trade Marks amounts to BDT 11,933,776 thousand for 2022-23.

B) As per the agreement between Chugoku Marine Paints Limited and Berger Paints Bangladesh Limited, an amount is required to be paid as Royalty @ 3.00% on net sales of the products under the agreement for the use of trademarks and technical know-how owned by Chugoku Marine Paints Ltd. The agreement was initially executed for three years from 1 January 2020 till 31 December 2022 and subsequently renewed for another three years with effect from 01 January 2023.

C) As per the agreement dated 1 November 2020 valid till 31 October 2025 signed between Berger Paints India Limited and Berger Paints Bangladesh Limited, annual royalty @ 2% on the net sales of the licensed products is payable to Berger Paints India Limited.

In Thousands Taka		As at 31 March									
		2023	2022								
19	Provision for current tax - notes 2.6 and 2.20 (i)										
	Opening balance	329,950	338,522								
	Provision made for the year-note 19.4	909,227	1,046,599								
		1,239,177	1,385,121								
	Tax deducted at source and paid in advance - note 19.1	(1,127,964)	(1,055,171)								
	Closing balance	111,213	329,950								
19.1	Breakup of tax deducted at source and paid in advance - note 19										
	Tax deducted at source	709,229	593,231								
	Tax paid in advance	418,735	461,940								
		1,127,964	1,055,171								
19.2	Assessment of tax										
	The assessment of the company's tax returns till the financial year 2021-2022 (corresponding assessment year 2022-23) has been completed. There is no pending tax liability of the company.										
19.3	Reconciliation of effective tax rate	<table> <tr> <th colspan="2">2022-2023</th><th colspan="2">2021-2022</th></tr> <tr> <th>Percentage</th><th>BDT '000</th><th>Percentage</th><th>BDT '000</th></tr> </table>		2022-2023		2021-2022		Percentage	BDT '000	Percentage	BDT '000
2022-2023		2021-2022									
Percentage	BDT '000	Percentage	BDT '000								
	Profit before tax excluding export and dividend income	3,809,373	3,799,670								
	Export income	21,117	-								
	Dividend income	23,520	22,344								
	Profit Before Tax	3,854,010	3,822,014								
	Tax using the company's tax rate	22.50% 857,109	22.50% 854,925								
	Tax on export income	12.00% 2,534									
	Tax on dividend income	20.00% 4,704	20.00% 4,469								
		864,347	859,394								
	Tax effect of:										
	Provision for non-deductible expenses	1.16% 44,880	5.02% 191,899								
	Export rebate	-	(4,694)								
		44,880	187,205								
	Deferred tax income	0.38% 14,818	-0.02% (677)								
	Income tax expenses	23.98% 924,045	27.37% 1,045,922								

In Thousands Taka		As at 31 March	
		2023	2022
19.4	Tax provision for the year		
	i. Tax liability as per computation-note-19	909,227	1,046,599
	ii. Minimum tax under 82C- 19.5	209,003	176,968
	iii. Tax deducted at source under 82C(b)	95,116	73,813
	Tax liability will be higher of the above three.	909,227	1,046,599
19.5	Minimum tax 0.60%		
	Gross revenue- note 24	34,424,470	29,102,773
	Other operating income- note 29	262,877	210,028
	Investment income- note 31	132,653	160,526
	Other non-operating income -note 32	13,760	21,403
		34,833,760	29,494,730
	Minimum tax under 82.C @0.6%	209,003	176,968
20	Provision for employees' retirement gratuity - notes 2.6, 2.19 (i) and 16		
	Opening balance	5,220	(2,540)
	Provision/Charge for the year	40,376	35,321
	Actuarial (gain)/loss on actuarial valuation	150,870	5,220
		196,466	38,001
	Transferred to gratuity fund	(108,036)	(32,781)
	Closing balance (note 20.1 and 20.5)	88,430	5,220
20.1	Surplus/(deficit) of defined benefit obligation and fair value of plan assets		
	Defined benefit obligation (note 20.2)	(559,740)	(401,860)
	Fair value of plan assets (note 20.3)	591,720	409,050
	Net surplus/(deficit)	31,980	7,190
20.2	Movement in Defined Benefits Obligation (DBO)		
	Opening balance	401,860	365,970
	Current service costs	26,030	26,660
	Interest on the DBO	24,310	21,710
	Actuarial (gain)/loss-experienced	215,260	13,520
	Actuarial (gain)/loss-financial assumptions	(65,460)	(17,580)
	Benefits paid	(42,260)	(8,420)
	Defined Benefits Obligation as at 31 March	559,740	401,860
20.3	Movement in Fair Value of Assets		
	Opening balance	409,050	368,510
	Interest income on plan assets	25,620	22,920
	Employer contributions	200,380	35,320
	Return on plan assets greater/(lesser) than discount rate	(1,070)	(9,280)
	Benefits paid	(42,260)	(8,420)
	Fair Value of Assets as at 31 March	591,720	409,050

In Thousands Taka		As at 31 March	
		2023	2022
20.4 Fair Value of Planned Assets			
Investment in Treasury Bonds		418,300	377,300
Interest accrued thereon		4,677	4,680
Liability to separated member		(2,452)	(2,453)
Due from company		92,340	-
Cash at bank		78,855	29,523
		591,720	409,050
20.5 Components of Defined Benefits Cost			
(i) Defined Benefit Cost			
Service cost		26,030	26,660
Net interest on net defined benefit liability / (asset)		(1,310)	(1,210)
Actuarial (gains)/ losses recognized in OCI		1,50,870	5,220
		175,590	30,670
(ii) Actuarial (gain)/loss shown in OCI			
Actuarial (gain)/loss due to liability experience		215,260	13,520
Actuarial (gain)/loss due to liability assumption changes		(65,460)	(17,580)
Return on plan assets greater/(less) than discount rate		1,070	9,280
		150,870	5,220
20.6 Reconciliation of net Balance Sheet Position			
Net defined benefit asset/ (liability) at end of prior period		7,190	2,540
Service cost		(26,030)	(26,660)
Net interest on net defined benefit liability/ (asset)		1,310	1,210
Amount recognized in OCI		(150,870)	(5,220)
Employer contributions		200,380	35,320
Net defined benefit asset/ (liability) at end of current period		31,980	7,190
20.7 Significant characteristics of plan			
(i) Plan sponsor : Berger Paints Bangladesh Limited			
(ii) Nature of benefits : Final salary defined benefit plan			
(iii) Risks associated with the plan : Plan sponsor bears all the risks associated with the plan			
(iv) Vesting criteria : 5 years of continuous service			
(v) Applicable salary : Last drawn monthly basic salary			
(vi) Maximum limit of benefit paid : No upper limit on benefit			
(vii) Basis of gratuity : Accrued benefit			
(viii) Normal retirement age : 60 years			
(ix) Benefit calculation: Two months basic (latest) pay for each completed year or major part of a year of their respective services.			

In Thousands Taka		As at 31 March	
		2023	2022
21 Unclaimed dividend/payable			
Opening balance		6,061	12,020
Distribution of dividend for the year- note 15		463,779	3,130,506
		469,840	3,142,526
Payment during the year		(465,138)	(3,136,465)
Closing balance (note 21.1)		4,702	6,061
21.1 Year-wise summary of unclaimed dividend			
Final dividend for the year 2017-18		-	269
Final dividend for the year 2018-19		-	903
Final dividend for the year 2019-20		2,184	2,194
Final dividend for the year 2020-21		1,319	1,472
Interim dividend for the year 2021-22		932	1,223
Final dividend for the year 2021-22		267	-
Total		4,702	6,061
As per directive of BSEC, the company deposited unclaimed dividend amounting BDT 8,569 thousand (unclaimed dividend since IPO till 2016-17) to Capital Market Stabilization Fund (CMSF) on 31 August 2021. Subsequently, BDT 259 thousand and BDT 889 thousand were paid to CMSF on 31 May 2022 and 31 March 2023. The company does not have any unclaimed/undistributed bonus share.			
22 Liability for unclaimed IPO application money			
Opening balance		-	147
Deposited to Capital Market Stabilization Fund		-	(147)
Closing balance		-	-
As per directive of BSEC, the company deposited unclaimed dividend amounting BDT 147 thousand (unclaimed IPO application money) to Capital Market Stabilization Fund on 31 August 2021.			
23 Contingent liabilities - note 2.18 (ii)			
Contingent liabilities of the Company that relate to issue of letter of credit and bank guarantee to third parties as presented below:			
i Letter of Credit			
Commercial Bank of Ceylon PLC		57,293	286,276
Standard Chartered Bank		48,105	51,811
Citi Bank NA		68,448	-
Eastern Bank Limited		139,687	223,973
Woori Bank		1,108	655,272
Mutual Trust Bank Limited		116,121	-
BRAC Bank Limited		114,070	23,112
For raw material		544,832	1,240,444
For capital expenditure		67,886	114,727
		612,718	1,355,171
ii Bank guarantee			
The Hongkong and Shanghai Banking Corporation Limited for BFL		-	137,000
Others		53,733	9,248
Bank guarantee		53,733	146,248
		666,451	1,501,419

24 Revenue - notes 2.21 (i), 2.29 and 25.4

For the year ended 31 March					
In Thousands Taka	Unit	2023		2022	
		Quantity	Taka	Quantity	Taka
Own manufactured items - Paints & others					
Liquid	KL	106,464	29,855,038	102,591	25,013,702
Non-liquid	MT	40,316	4,349,754	42,437	3,823,143
		34,204,792		28,836,845	
Imported items - Paints & others					
Liquid	KL	257	116,322	91	163,916
Non-liquid	MT	109	86,842	194	68,069
Others			16,514		33,943
		219,678		265,928	
		34,424,470		29,102,773	
Discounts & Rebates		(3,602,467)		(2,634,558)	
Value added tax - VAT		(4,446,371)		(3,769,676)	
Supplementary duty - SD		(818,968)		(727,503)	
		(8,867,806)		(7,131,737)	
		25,556,664		21,971,036	
Thereof, exports sales amounted to - note 36.2		133,903		197,008	

		For the year ended 31 March	
In Thousands Taka		2023	2022
25	Cost of sales		
Opening stock of finished goods - notes 8 and 25.4			
Own manufactured items		1,099,269	647,902
Imported items		46,239	60,519
		1,145,508	708,421
Purchases - imported - note 25.4		192,711	149,620
		1,338,219	858,041
Cost of production			
Material consumed - notes 25.1, 25.5 and 25.6		16,644,793	13,551,949
Manufacturing overheads - note 25.3		1,272,439	1,145,808
		17,917,232	14,697,757
Cost of finished goods available for sale		19,255,451	15,555,798
Closing stock of finished goods - notes 8 and 25.4			
Own manufactured items		(1,099,389)	(1,099,269)
Imported items		(62,619)	(46,239)
		(1,162,008)	(1,145,508)
Cost of sales		18,093,443	14,410,290
25.1	Materials consumed		
Opening stock - note 8			
Raw materials		2,070,734	1,434,440
Semi - finished products		235,648	154,226
Packing materials		57,926	53,512
		2,364,308	1,642,178
Purchase for the year - note 25.2			
Raw materials		14,280,439	12,111,043
Packing materials		2,364,845	2,163,036
		16,645,284	14,274,079
		19,009,592	15,916,257
Closing stock - note 8			
Raw materials		(2,044,636)	(2,070,734)
Semi - finished products		(256,874)	(235,648)
Packing materials		(63,289)	(57,926)
		(2,364,799)	(2,364,308)
Notes - 25, 25.5 and 25.6		16,644,793	13,551,949

In Thousands Taka	For the year ended 31 March	
	2023	2022
25.2 Materials purchase - cost and direct charges - note 25.1		
Raw materials		
Imported	12,074,594	10,878,228
Indigenous	2,205,845	1,232,815
	14,280,439	12,111,043
Packing materials - indigenous	2,364,845	2,163,036
	16,645,284	14,274,079
25.3 Manufacturing overheads - note 25		
Salary and wages *	453,113	414,892
Welfare expenses	20,144	17,782
Third party and casuals	48,559	45,268
Depreciation and amortization - note 3.1, 5.1 and 6.1	356,735	314,963
Fuel, water and power	105,311	82,260
Repairs and maintenance - note 2.23	52,132	60,816
Raw materials shifting charges	34,077	29,131
Stores and spares consumed	13,730	13,990
Insurance	9,747	7,332
Training and recruitment expenses	2,326	3,298
Security and cleaning service	6,814	7,034
Third party production charges	90,775	82,308
Outsourcing employee cost	32,997	25,338
Entertainment	1,810	1,918
Other overhead	13,652	14,712
Travelling and conveyance	5,366	1,426
Production incentive	4,617	6,446
Research, development and experimental costs	5,973	6,053
Process development	798	45
Rent, rates and other taxes	12,986	9,582
L/C and bank charges	777	1,214
	1,272,439	1,145,808

* The amount has been arrived after crediting Tk 1,200 thousand (2021-22: Tk 1,200 thousand) from JNBL, Tk 1,398 thousand (2021-22: Tk 1,630 thousand) from BBBL and Tk 1,722 thousand (2021-22: Tk 2,394 thousand) from BFL being realization of management charges.

25.4 Particulars in respect of stocks, sales and purchases of finished goods									
Figures in Thousands	Unit	Opening Stock		Closing Stock		Sales during the year		Purchase	
		Qty	Taka	Qty	Taka	Qty	Taka	Qty	Taka
Own manufactured items - Paints & others									
Liquid	Ltr	6,517	908,363	5,974	944,540	106,464	29,855,038	105,921	
Non-Liquid	KG	2,002	190,906	1,643	154,849	40,316	4,349,754	39,957	
			1,099,269		1,099,389		34,204,792		-
Imported items - Paints & others									
Liquid	Ltr	26	23,876	15	25,482	257	116,322	247	79,022
Non-Liquid	KG	27	11,790	84	24,791	109	86,842	166	98,814
Others			10,573		12,346		16,514		14,875
			46,239		62,619		219,678		192,711
For the year ended 31 March 2023	Taka	1,145,508		1,162,008		34,424,470		192,711	
For the year ended 31 March 2022	Taka	708,421		1,145,508		29,102,773		149,620	
	Notes	25 & 8		25 & 8		24		25	

25.5

Analysis of materials consumed

Figures in Thousands	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Qty - KG	Taka	Qty - KG	Taka
Raw materials				
Resin	1,801	458,813	1,685	393,797
Pigments	12,755	3,974,537	13,557	3,173,086
Extenders and white cements	588	67,965	648	67,143
Solvents and oils	73,607	2,618,823	72,825	1,695,719
Additives and chemicals	92,039	7,165,173	94,652	6,063,582
	180,790	14,285,311	183,367	11,393,327
Packing materials		2,359,482		2,158,622
notes - 25, 25.1 and 25.6		16,644,793		13,551,949

25.6 Consumption of imported and indigenous materials and stores and spares and the percentage of each to the total consumption				
Figures in Thousands	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Taka	%	Taka	%
Imports	12,114,776	85	10,219,920	90
Indigenous	2,170,535	15	1,173,407	10
note 25.5	14,285,311	100	11,393,327	100
Check - consumption				
Raw materials	14,285,311	86	11,393,327	84
Packing materials	2,359,482	14	2,158,622	16
notes 25, 25.1 and 25.5	16,644,793	100	13,551,949	100

In Thousands Taka		For the year ended 31 March	
		2023	2022
26	Selling, distribution and warehousing expenses		
	Advertising expenses - note 2.25	583,430	541,760
	Promotional expenses	316,591	716,693
	Salary and wages *	580,917	534,772
	Third party and casuals	140,857	124,413
	Welfare expenses	21,293	17,482
	Training and recruitment expenses	9,437	4,530
	Security and cleaning service	32,749	29,820
	Outsourcing employee cost	65,832	59,965
	Production incentive	1,379	1,994
	Other overhead	26,247	19,643
		1,778,732	2,051,072
	Distribution and warehousing expenses		
	Transportation and handling charges **	341,679	300,818
	Repairs and maintenance - note 2.23	32,177	25,196
	Rent, rates and fees	16,137	9,626
	Electricity, water and gas	16,940	14,173
	Insurance	5,798	4,492
		412,731	354,305
	Selling expenses		
	Paint delivery expenses	279,193	247,048
	Salesmen travelling	142,969	108,444
	Postage and telecommunication	10,997	9,855
	Rent, rates and fees	28,214	14,318
	Product demonstration	12,217	17,444
	Entertainment	11,795	10,431
	Sales incentive	15,605	11,566
	General survey and studies	6,537	3,845
	Bad debts - note 2.24	20,000	21,181
	Color Bank operational expenses - notes 2.21 (iii)	3,182	3,128
	Illusion expense	2,191	3,080
	Others	7,379	7,104
		540,279	457,444
	Depreciation and amortization - notes 3.1, 5.1 and 6.1	287,606	279,597
	Cost of free issue	343	426
		287,949	280,023
		3,019,691	3,142,844

* This amount has been arrived after crediting Tk 233 thousand (2021-22: Tk 272 thousand) from BBBL and Tk 287 thousand (2021-22: Tk 399 thousand) from BFL being earning of management fees.

** This amount has been arrived at after netting off Tk 446 thousand (2021-22: Tk 2,696 thousand) recoveries from carrying contractor as loss in transit.

In Thousands Taka		For the year ended 31 March	
		2023	2022
27	Administrative and general expenses		
	Salary and wages *	374,345	330,270
	Welfare expenses	7,696	8,568
	Third party and casuals	5,771	2,908
	Training and recruitment expenses	7,300	11,641
	Employee engagement	7,698	17,261
	Security and cleaning service	6,079	5,170
	Outsourcing employee cost	6,546	5,473
	Production incentive	264	380
	Postage and telecommunication	9,430	9,874
	Depreciation and amortization - notes 3.1, 5.1 and 6.1	93,185	75,452
	Travelling, haulage and passage	6,472	3,608
	Repairs and maintenance - note 2.23	37,004	35,226
	Share department expenses	2,963	3,261
	Bank charges	17,280	13,306
	Vehicle expenses	14,782	11,595
	Electricity, fuel and water	7,699	6,182
	Printing and stationery	4,810	5,104
	Rent, rates and fees	4,513	3,312
	Subscription and donation	1,138	474
	CSR activity	2,097	8,642
	Entertainment	5,355	7,024
	Corporate affairs department's expenses	1,400	1,349
	Insurance	598	460
	Legal and professional charges	16,049	11,195
	Auditors' remuneration	1,240	1,202
	Newspaper and periodicals	304	155
	Directors fees	842	630
	Other overhead	3,564	3,775
		646,424	583,497
	28 Other operating expenses		
	Royalty - notes 18 and 36.1	124,903	121,784
	Training, consultancy and technical know how fees - note 36.1	3,092	3,236
		127,995	125,020

* The amount has been arrived after crediting Tk 1,800 thousand (2021-22: Tk 1,800 thousand) from JN(B)L, Tk 3,028 thousand (2021-22: Tk 3,530 thousand) from BBBL and Tk 3,730 thousand (2021-22: Tk 5,186 thousand) from BFL being realization of management charges.

In Thousands Taka		For the year ended 31 March	
		2023	2022
29	Other operating income		
	Service charges from house building loans	1,142	912
	Scrap sales and sundry recoveries	45,936	40,804
	Color Bank operational income - notes 2.21 (iii)	116,851	120,676
	Insurance claim and other realizations	2,583	-
	Income from illusion	23,159	20,602
	Income from interior decoration service	6	-
	Rental income from JNBL, BBBL & BFL - notes 7 and 13	51,669	8,862
	Marketing service fee from BFL - note 7	21,531	18,172
		262,877	210,028
30	Finance costs		
	Interest expense	40,386	80,084
	Exchange gain-Net	(18,838)	(1,915)
		21,548	78,169
31	Investment income		
	Dividend income	23,520	22,344
	Term deposits, operational and other	76,089	104,726
	Loan to subsidiary - J & N (Bangladesh) Limited - note 7.2	33,044	33,456
		132,653	160,526
32	Other non-operating income		
	Income on sale of property, plant and equipment - note 3.3	13,626	20,006
	Gain on terminated lease	-	712
	Others	134	685
		13,760	21,403

33 Capacity & production

33.1 Own manufacture

Figures in Thousands

Line of Business	Unit	Installed capacity - Single shift		Actual production -Multiple shifts as applicable	
		For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022
Liquid	LT	139,535	136,799	105,921	104,722
Non-liquid	KG	54,322	54,304	39,957	42,780

33.2 Licensed capacity is no more applicable and the regulatory authority does not exercise any direct control over the procurement, production or sale.

34 Financial risk management

The Company has exposures to the following risks from its use of financial instruments:

- i. Liquidity risk
- ii. Market risk
- iii. Credit risk

The management is responsible for the establishment and oversight of the company's risk management policies that are established to identify and analyze the risks faced by the company, to set appropriate risks limits and controls, and to monitor risks and adherence to limits. Management discloses the exposures to risk and how they arise as well as its objectives, policies and processes for managing the risk and the methods used to measure the risk. The company has exposures to the following risks from its use of financial instruments:

i. Liquidity risk

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

The Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, prepared based on timeline of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

The following are the contractual maturities of financial liabilities of the Company:

Financial liabilities	As at 31 March 2023			
	Carrying amount	Contractual cash flows	Within 12 months or less	Above 12 months *
Trade and other payables - notes 17 and 21	5,334,060	5,334,060	5,329,625	4,435
Financial liabilities	As at 31 March 2022			
	Carrying amount	Contractua cash flows	Within 12 months or less	Above 12 months *
Trade and other payables - notes 17 and 21	4,776,604	4,776,604	4,771,766	4,838

* only unclaimed dividend

ii. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

a. Currency risk

The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company experiences currency risks on export sales and purchases of raw materials, spare parts, accessories and capital items. Most of the foreign currency purchases of the Company are denominated in USD and EURO.

The Company's exposures to foreign currency risk was as follows based on notional amounts:

In Thousands Taka	As at 31 March	
	2023	2022
Foreign currency denominated assets		
Receivable from customers - inland export	18,949	46,792
Cash and cash equivalents - note 12	42,980	51,524
Foreign currency denominated liabilities		
Trade payables - note 17.1	2,566,035	2,045,509
Royalty - note 18	-	170

The foreign exchange gain was Taka 18,838 thousand for the year ended 31 March 2023 and Taka 1,915 thousand for the year ended 31 March 2022- note 30.

The company has applied the following significant foreign exchange rates:

US Dollar	105.06	86.25
EURO	113.81	98.45
GBP	129.36	115.09

b. Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

At the reporting date, the financial assets and financial liabilities are as follows:

Financial instruments		
Financial assets		
Term deposit - note 11	204,682	204,433
Cash and cash equivalents - note 12	3,858,136	2,425,971
Financial liabilities	-	-

iii. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Company has written credit policies with terms and conditions allowed to debtors and the exposure to credit risk is monitored on an ongoing basis to ensure collection within stipulated time. Debtors are categorized according to their risk profile-i.e. frequency of payment, legal status, financial condition etc. Trade and other debtors consist of domestic receivable, inland export receivable and interest receivable.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

The maximum exposure to credit risk at the reporting date was as follows:

In Thousands Taka	As at 31 March	
	2023	2022
Local receivable	2,053,292	1,901,152
Inland export receivable	18,949	46,792
Trade receivable	Note - 9.2	2,072,241
Accrued interest	Note- 9.1	13,185
Inter-company receivable	Note- 13	573,727
Other receivables		586,912

In Thousands Taka	For the year ended 31 March	
	2023	2022
35 Value of imports - at CIF basis		
Raw materials	11,577,769	10,829,749
Capital goods	211,064	267,996
Stores and spares	4,763	8,200
	11,793,596	11,105,945

36 Transactions in equivalent foreign currency

36.1 Expenses

Royalty - notes 18, 28 and 34 (ii) (a)	124,903	121,784
Training and consultancy fee - note 28	3,092	3,236
	127,995	125,020

36.2 Earnings

Inland export sales - note 24	133,903	197,008
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37 Dividend remitted in terms of foreign currency to

J & N Investments (Asia) Limited - Net of TDS 2022-23: Final Dividend for 2021-22, 2021-22: Final for 2020-21 and Interim Dividend for 2021-22;	396,529	2,676,568
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In number

38 Expenditure incurred on employees

Salaries, wages and benefits - notes 25.3, 26 & 27 *		
a. Employment throughout the year in receipt of remuneration aggregating Tk 36,000 or more per annum	613	558
b. Employment for a part of the year and in receipt of remuneration aggregating Tk 3,000 or more per month	60	94
	673	652

* Includes all types of benefits paid and provided both in cash and kind other than the re-imbursement of expenses incurred for the Company's business.

In Thousands Taka		For the year ended 31 March	
		2023	2022
39	Remuneration of Directors, Executives, Managers & Officers - notes 25.3, 26, 27 and 38		
39.1	Managerial remuneration for managers and officers only		
	Salary, allowances and benefits	1,150,684	1,052,341
	Contributions to employees' benefit scheme - note 2.19	55,522	46,800
	Reimbursable expenses	74,612	67,901
	Post employment benefit	-	-
	Other long-term benefit	-	-
	Termination benefit	-	-
	Share-based payment	-	-
	Taka	1,280,818	1,167,042
	Number	513	493
39.2	Managing director, executive director, managers and officers, based upon respective employment terms having specified limits, are provided following benefits:		
a.	Rental: Managing director is provided free-furnished accommodation and others are provided cash allowances.		
b.	Residential telephone/cellphone mainly for the Company's business.		
c.	Transportation: Company's car with chauffeur or cash allowance for chauffeur.		
39.3	Board meeting fee		
	Only the local independent directors are entitled to Tk 2,500 as board meeting fee for attending each board meeting.		
40	Earnings per share (EPS) - Basic - note 2.30		
	The computation of EPS is given below:		
	Net profit attributable to the ordinary shareholders - Taka in '000	2,929,965	2,776,092
	Net cash inflow from operating activities (NOCF) - Taka in '000	3,050,845	2,711,284
	Net asset value (NAV) - Taka in '000	11,881,569	9,532,307
	Number of ordinary shares outstanding during the year	46,377,880	46,377,880
	Weighted average number of ordinary shares outstanding	46,377,880	46,377,880
	Basic Earnings per share (EPS) for the year	Taka 63.18	59.86
	Diluted earnings per share (DEPS) for the year	Taka 63.18	59.86
	Net operating cash flow per share (NOCFPS)	Taka 65.78	58.46
	Net asset value per share (NAVPS)	Taka 256.19	205.54

40.1 Diluted earning per share

No diluted earnings per share is required to be calculated for the period as there was no scope for dilution during these years.

41 Cash flows from operating activities under indirect method

In Thousands Taka		For the year ended 31 March	
		2023	2022
	Note (s)		
Net profit for the year		2,929,965	2,776,092
Tax expenses		924,045	1,045,922
Profit before tax		3,854,010	3,822,014
Non cash items:			
Depreciation	3.1 & 5.1	721,313	651,882
Amortization of intangible assets	6.1	16,213	18,130
Actuarial gain/(loss) on defined benefit plans	20	(150,870)	(5,220)
		586,656	664,792
Operating and non operating items			
Investment (Finance) expenses	30	40,386	80,084
Dividend income	31	(23,520)	(22,344)
Other non-operating income	32	(134)	(1,397)
Income on sale of property, plant and equipment	3.3	(13,626)	(20,006)
Non operating expenses (income)		3,106	36,337
Changes in working capital			
Inventories	8	(76,653)	(1,162,994)
Trade and other receivables	9	(112,968)	(139,259)
Advances, deposits and prepayments	10	(604,191)	73,927
Inter - company receivables	13	(168,749)	(213,093)
Trade and other payables	17	546,666	725,195
Provision for royalty	18	118,878	25,082
Provision for employees' retirement gratuity	20	83,210	7,760
		(213,807)	(683,382)
Income tax paid	19	(1,127,964)	(1,055,171)
Exchange (gain)/loss- Net	30	(18,838)	(1,915)
Interest paid on lease obligations		(32,318)	(71,391)
Net cash flows from operating activities		3,050,845	2,711,284

42 Related party transactions - notes 2.27, 7, 13 and 20

During the period under review, the Company carried out a number of transactions with related parties in the normal course of business and on "arms' length basis". The names of the related parties, nature of these transactions and their closing balance have been set out below in accordance with the provision of IAS 24 Related Party Disclosures.

In Thousands Taka

Name of the related party	Nature of relationship	Nature of transaction	Net Transactions	As at 31 March 2023	As at 31 March 2022
Jenson & Nicholson (Bangladesh) Ltd.	Subsidiary	Material and Service	101,386	459,294	357,908
Berger Becker Bangladesh Limited	Associate	Service	(866)	286	1,152
Berger Fosroc Limited	Associate	Material, Service	68,229	114,147	45,918
Intercompany receivable	Note-13.1			573,727	404,978
Berger Fosroc Limited	Associate	Interest bearing Loan	90,000	130,000	40,000
Intercompany Loan	Note-13.2			130,000	40,000

Name of the related party	Nature of relationship	Nature of transaction	Net Transactions	As at 31 March 2023	As at 31 March 2022
J&N Investments (Asia) Limited	Group	Royalty	119,338	436,674	317,336
Berger Paints India Limited	Fellow Subsidiary	Royalty & Tech. assistance fees	1,025	2,501	1,476
Total inter-company payables	Note-18.2.1			439,175	318,812

43 Events after the reporting period - note 2.28

i) Subsequent to the date of statement of financial position, the Board of Directors recommended 400% cash dividend at the Board meeting held on 31 May 2023. The dividend is subject to approval by the shareholders in the 50th Annual General Meeting.

The recommended dividend is not recognized at the statement of financial position in accordance with IAS 10: Events after the reporting period.

ii) Berger Paints Bangladesh Limited has decided to enter into o loan agreement with its parent company J&N Investments (Asia) Limited, UK to facilitate to opening of Letter of Credit for the import of raw materials. As per the agreement, Berger Paints Bangladesh Limited will receive a shareholder's loan amounting to USD 60 million only in phases as per company's business requirement. The matter is subject to the approval of relevant statutory authorities. The matter was proposed by the Directors in their meeting of Board of Directors held on 12 April 2023. The matter was also communicated to the concerned authorities through PSI (price sensitive information) published on 12 April 2023.

Annexure - A

Berger Paints Bangladesh Limited
Schedule of Property, plant and equipment and depreciation thereon

Category of assets	Cost			Accumulated depreciation			Written down value as at 31 March 2023
	Opening balance	Addition during the year	Adjustment/ disposal during the year	Opening balance	Charged for the year	Adjustment/ disposal during the year	
Land	1,535,178	-	-	19,453	9,804	-	1,505,921
Building	1,840,744	306,373	(12,473)	396,879	54,794	(5,831)	1,688,802
Plant and machinery	2,066,892	223,290	(9,042)	1,279,017	165,203	(8,682)	1,435,538
Office equipment	284,607	26,556	(2,610)	308,553	28,994	(2,516)	226,277
Factory and laboratory equipment	1,957,438	313,884	(21,049)	2,250,273	205,595	(21,049)	1,597,968
Computer	233,779	52,957	(4,110)	282,626	25,801	(3,899)	195,715
Furniture and fixtures	174,020	38,193	(1,533)	210,680	16,285	(1,430)	126,266
Motor vehicles	517,900	83,231	(10,230)	590,901	93,991	(6,363)	370,277
Loose tools	22,785	2,460	(251)	24,994	5,116	(251)	23,300
Total	8,633,343	1,046,944	(61,298)	9,618,989	605,583	(50,021)	4,450,440
				3,894,878			5,168,549

Category of assets	Cost			Accumulated depreciation			Written down value as at 31 March 2022
	Opening balance	Addition during the year	Adjustment/ disposal during the year	Opening balance	Charged for the year	Adjustment/ disposal during the year	
Land	1,490,923	44,255	-	9,658	9,795	-	1,515,725
Building	1,495,791	347,314	(2,361)	355,145	43,382	(1,648)	1,443,865
Plant and machinery	2,035,994	46,898	(16,000)	1,135,940	157,758	(14,681)	1,279,017
Office equipment	261,737	25,725	(2,855)	174,874	27,492	(2,567)	199,799
Factory and laboratory equipment	1,700,857	256,581	-	1,237,531	175,891	-	544,016
Computer	215,204	29,459	(10,884)	159,708	24,481	(10,376)	59,966
Furniture and fixtures	154,645	20,632	(1,257)	98,637	13,748	(974)	62,609
Motor vehicles	402,820	186,984	(71,904)	277,252	76,532	(71,135)	235,251
Loose tools	17,364	5,949	(528)	16,104	2,859	(528)	18,435
Total	7,775,335	963,797	(105,789)	3,464,849	531,938	(101,909)	4,738,465
				3,894,878			4,738,465



BRIGHT YELLOW
ILLUMINATING
JOYFUL FRIENDLY
ENLIGHTENING
ENERGETIC
SUNSHINE
STIMULATING
INNOVATIVE
RADIATING
AWARENESS
SURPRISE

AUDITORS’ REPORT AND
AUDITED FINANCIAL STATEMENTS
(CONSOLIDATED)

Independent Auditors’ Report
To the Shareholders of Berger Paints Bangladesh Limited

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Berger Paints Bangladesh Limited (the Group) where financial statements of its subsidiaries and associated companies were audited by other auditors as mentioned in “Other Matter” section of this report, which comprise the consolidated statement of financial position as at 31 March 2023, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion the accompanying consolidated financial statements give a true and fair view of the state of Group's affairs in all material respects of the consolidated financial position of the Group as at 31 March 2023, its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Companies Act (#18) 1994, Bangladesh Securities & Exchange Rules 2020, and Other rules and regulations applicable for this Group in Bangladesh.

Basis for opinion

We conducted our audit in accordance with International Standard on Auditing (ISAs). Our responsibilities under those standards are further described in “Auditors' responsibilities for the audit of the consolidated financial statements” section of our report.

We believe that, the audit evidence we have obtained are sufficient and appropriate to provide a basis for our audit opinion.

Independence

We are independent of the Group 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 consolidated financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

To the best of our knowledge and belief, we declare that, non-audit services as prohibited by the ethical requirements were not provided by us to the Group.

Key Audit Matters

Key matters are those matters that, in our professional judgments, were of most significant in the audit of the Group's financial statements of the current period. These matters and any comments we make on the result of our procedure thereon, 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 of these matters. This is not a complete list of all risks identified by our audit.

Key Audit Matters	Our response to the Key Audit Matters
Revenue Recognition (See Note no 3.12 and Note no 23 to the financial statements)	
At year-end the Group reported net revenue of Tk. 25,898,700 thousand. Revenue is measured net of VAT & SD and discounts, commissions and rebates allowed to the dealers, customers, institutions of the Group which is material and considered to be complex and judgmental. As described in the accounting policy 3.12 to the financial statements, the Group recognizes revenue upon selling of goods and rendering of services to the dealers, customers and institutions as per IFRS 15- Revenue from Contract with Customers.	We have tested the design and operating effectiveness of key controls focusing on the following: <ul style="list-style-type: none">• Calculation of VAT, SD, discounts, incentives and rebates;• Segregation of duties in invoice creation and modification; and• Timing of revenue recognition. Our substantive procedures in relation to the revenue recognition comprises the following: <ul style="list-style-type: none">• We tested the sale of goods and services rendered and recognized shortly before and after the reporting date, including the discounts given recorded after that date, to examine whether revenue transactions were recorded in the correct recording periods;• We conducted substantive testing of revenue recorded over the year using sampling techniques, by examining the relevant supporting documents including invoices and challans. In addition, we confirmed certain customers' receivable balances at the reporting date, selected on a sample basis by considering the amounts outstanding with those customers.• Within a number of the Group's markets, comparing current year rebate accruals to the prior year and, where relevant, completing further inquiries and testing;• Agreeing a sample of claims and rebate accruals to supporting documentation;• Critically assessing adjustments posted to revenue to identify unusual or irregular items; and• Finally assessed the appropriateness and presentation of disclosures of Revenue against relevant accounting standards.

Valuation of Inventory (See Note no 3.6 and Note no 10 to the financial statements)	
<p>The Group had inventory of Tk.4,754,185 thousand at 31 March 2023, held in factories and depots situated at different locations.</p> <p>Inventories are valued at the lower of cost or net realizable value. As a result, the management apply judgment in determining the appropriate values for slow-moving, damaged and obsolete items.</p>	<p>We verified the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by:</p> <ul style="list-style-type: none">evaluating the design and implementation of key inventory controls operating across the Group, including those at a sample of distribution centers and warehouses;attending inventory counts and reconciling the count results to the inventory listings to test the completeness of data;comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete;reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year; andreviewing the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow-moving/ obsolete stock are valid and complete.
Property, Plant and Equipment (See Note no 3.2 and Note no 4 to the financial statements)	
<p>The Group has a large number of Property, Plant and Equipment items amounting Tk. Tk. 5,759,462 thousand. In view of availability of latest machinery due to improve technology, the obsolescence & impairment may be noticed in existing machineries.</p> <p>Management has concluded that there is no impairment in respect of all assets. This conclusion required significant management judgment.</p>	<p>Our audit procedure in this area included, among others:</p> <ul style="list-style-type: none">Assessing the consistency of methodologies use for depreciating the assets;Checking on a sample basis, the accuracy and relevance of the accounting of PPE by management; andFor selected samples, performing physical observation to assess management's determination on whether the equipment is obsolete, and testing the assumptions used in estimating recoverable amount, such as estimated useful life and replacement cost.
Measurement of Deferred Tax (See Note no 3.11 and Note no 16 to the financial statements)	
<p>The Group recognizes deferred taxes relating to property, plant and equipment, right of use assets, lease obligation and employee benefits (Gratuity), which are very complex in nature.</p> <p>As such accounting for deferred taxes involves management judgment in developing estimates of exposures and contingencies in order to assess the adequacy of tax provision.</p>	<p>Our audit procedure in this area included, among others:</p> <ul style="list-style-type: none">Assessed the design, implementation and operating effectiveness of key controls in respect of the Group and the process of recognition of deferred taxes;Relied upon the Group's tax specialists to evaluate the tax bases and Group tax strategy;Assessed the accuracy and completeness of deferred tax, andEvaluating the adequacy of the financial statements disclosures, including disclosures of assumptions, judgments and sensitivities.

Other information

Management is responsible for the other information. The other information comprises the information in Director’s report included in the annual report but does not include in the consolidated financial statements and our auditors’ report.

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

Responsibilities of management and those charged with governance for the preparation of the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with applicable IFRSs and IASs, the Companies Act (#18) 1994, the Bangladesh Securities & Exchange Rules 2020 and other applicable laws and regulations. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

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

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

Auditors’ responsibilities for the audit of the consolidated financial statements

We conducted our audit in accordance with International Standards on Auditing (ISA). Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 consolidated financial statements.

As a 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 consolidated 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 risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting polices 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 relating to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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 matters 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.

Other Matter

The financial statements of Subsidiary Companies: (i) Jenson & Nicholson (Bangladesh) Ltd. - J&N(B)L for the year ended 31 March 2023 were audited by Snehasish Mahmud & Co (ii) Berger Tech Consulting Limited for the year ended 31 March 2023 were audited by Atik Khaled Chowdhury & Co. The financial statements of Berger Fosroc Limited (BFL) for the year ended 31 December 2022 was audited by A. Qasem & Co and the financial statements of Berger Becker Bangladesh Limited (BBBL) for the year ended 31 December 2022 was audited by Nurul Faruq Hasan & Co. However, in order to align with the year-end of the BPBL, we accepted management certified accounts for the period ended 31 March 2023 of both BFL and BBBL for consolidation purposes.

Report on other legal and regulatory requirements

In accordance with the Companies Act (#18) 1994 and the Bangladesh Securities and Exchange Rules 2020 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report the following:

- i. 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;
- ii. In our opinion, proper books of account as required by law have been kept by the Group so far as it appeared from our examination of these books;
- iii. The consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows dealt with by the report are in agreement with the books of account and returns; and
- iv. The expenditure incurred was for the purposes of the Group's business.

Dhaka, 1 June 2023

For and on behalf of
Hoda Vasi Chowdhury & Co
Chartered Accountants




Showkat Hossain, FCA
Senior Partner
Enrolment No: 0137
DVC: 2306010137AS878915

Berger Paints Bangladesh Limited
Consolidated Statement of Financial Position

In Thousands Taka	Notes	As at 31 March	
		2023	2022
Property, plant and equipment	4	5,759,462	5,361,063
Capital work-in-progress	5	1,273,843	1,012,612
Right-of-use assets	6	531,802	536,124
Intangible assets	7	61,180	47,223
		7,626,287	6,957,022
Term deposit	8	204,682	204,433
Investment in associate	9	318,608	344,554
Loan receivables		130,000	40,000
Total non-current assets		8,279,577	7,546,009
Inventories	10	4,754,185	4,670,343
Trade and other receivables	11	2,193,902	1,984,115
Advances, deposits and prepayments	12	896,256	304,913
Cash and cash equivalents	13	3,876,914	2,441,687
Total current assets		11,721,257	9,401,058
Total assets		20,000,834	16,947,067
Share capital	14	463,779	463,779
Retained earnings	15	12,511,722	10,081,976
Equity attributable to the Company's equity holders		12,975,501	10,545,755
Deferred tax liabilities	16	234,301	267,621
Lease liabilities	6	480,085	494,135
Provision for employees' retirement gratuity	20	23,509	20,201
Total non-current liabilities		737,895	781,957
Lease liabilities	6	99,403	72,889
Trade and other payables	17	5,539,167	4,878,305
Provision for royalty	18	440,728	321,850
Provision for current tax	19	115,008	335,030
Provision for employees' retirement gratuity	20	88,430	5,220
Dividend payable	21	4,702	6,061
Total current liabilities		6,287,438	5,619,355
Total liabilities		7,025,333	6,401,312
Total equity and liabilities		20,000,834	16,947,067
Contingent liabilities	22	764,465	1,692,642
Net asset value per share (NAVPS) - Taka		279.78	227.39

These financial statements should be read in conjunction with the annexed notes 1 to 36 and annexure A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:


Company Secretary


Group CFO & Director
Signed in terms of our separate report of even date annexed


Managing Director

Dhaka, 1 June 2023

For and on behalf of
Hoda Vasi Chowdhury & Co Chartered Accountants




Showkat Hossain FCA Senior Partner
Enrolment No: 0137; DVC:2306010137AS878915

Berger Paints Bangladesh Limited
Consolidated statement of profit or loss and other comprehensive income

In Thousands Taka	Notes	For the year ended 31 March	
		2023	2022
Revenue	23	25,898,700	22,194,761
Cost of sales	24	(18,245,566)	(14,444,291)
Gross profit		7,653,134	7,750,470
Selling, distribution and warehousing expenses	25	(3,060,523)	(3,178,342)
Administrative and general expenses	26	(691,414)	(624,650)
Other operating expenses	27	(127,995)	(125,020)
Other operating income	28	337,007	271,018
Total operating expenses		(3,542,925)	(3,656,994)
Income from operation		4,110,209	4,093,476
Finance cost	29	(21,629)	(78,179)
Investment income	30	76,089	126,247
		54,460	48,068
Other non-operating income	31	12,679	21,403
Share of profit of associate	9	(2,426)	45,909
		10,253	67,312
Profit before WPPF and Tax		4,174,922	4,208,856
Workers' profit participation and welfare fund (WPPF)		(209,849)	(209,130)
Net profit before tax		3,965,073	3,999,726
Current tax expense	32	(953,998)	(1,095,742)
Deferred tax (expense)/income	32	(626)	2,975
Income tax expenses		(954,624)	(1,092,767)
Net profit for the year		3,010,449	2,906,959
Other Comprehensive Income			
Actuarial gain/(loss) on defined benefit plan	20	(150,870)	(5,220)
Deferred tax impact on defined benefit plan	16.1	33,946	1,175
Total other comprehensive income		(116,924)	(4,045)
Total comprehensive income		2,893,525	2,902,914
Basic Earnings per share (EPS) - Taka	34	64.91	62.68

These financial statements should be read in conjunction with the annexed notes 1 to 36 and annexure A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:


Company Secretary


Group CFO & Director
Signed in terms of our separate report of even date annexed


Managing Director

Dhaka, 1 June 2023


For and on behalf of
Hoda Vasi Chowdhury & Co Chartered Accountants

Showkat Hossain FCA Senior Partner
Enrolment No: 0137; DVC:2306010137AS878915

Berger Paints Bangladesh Limited
Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

In Thousands Taka			
Particulars	Share capital	Retained earning	Total
Balance as at 01 April 2022	463,779	10,081,976	10,545,755
Distribution of cash dividend	-	(463,779)	(463,779)
Net profit for the year	-	3,010,449	3,010,449
Other comprehensive income, net of tax	-	(116,924)	(116,924)
Balance as at 31 March 2023	463,779	12,511,722	12,975,501

Particulars	Share capital	Retained earning	Total
Balance as at 01 April 2021	463,779	10,309,568	10,773,347
Distribution of cash dividend	-	(3,130,506)	(3,130,506)
Net profit for the year	-	2,906,959	2,906,959
Other comprehensive income, net of tax	-	(4,045)	(4,045)
Balance as at 31 March 2022	463,779	10,081,976	10,545,755

Notes	14.3	15
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These financial statements should be read in conjunction with the annexed notes 1 to 36 and annexure A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:


Company Secretary


Group CFO & Director


Managing Director

Berger Paints Bangladesh Limited
Consolidated Statement of Cash Flows

In Thousands Taka	Notes	For the year ended 31 March	
		2023	2022
Cash flows from operating activities			
Cash received from customers		25,761,834	22,036,134
Cash received from other operating income		355,845	272,933
Investment (finance) income		3,168	119,643
Cash paid to suppliers and employees		(21,468,579)	(18,311,196)
Interest paid on lease obligations		(32,318)	(71,391)
Income tax paid	19	(1,174,020)	(1,109,701)
A. Net cash flows from operating activities		3,445,930	2,936,422
Cash flows from investing activities			
Acquisition of property, plant and equipment, intangible assets and right-of-use assets		(1,397,970)	(1,290,711)
Other non-operating income		134	1,397
Investment in BTCL		(2,500)	-
Dividend income		23,520	22,344
Loan receivables		(90,000)	(40,000)
Investment (finance) expenses		(25,359)	(8,703)
Term deposit	8	(249)	(104,433)
Proceeds from sale of property, plant and equipment		12,545	20,006
B. Net cash used in investing activities		(1,479,879)	(1,400,100)
Cash flows from financing activities			
Dividend paid	21	(465,138)	(3,136,465)
Payment of lease liabilities		(84,524)	(85,389)
C. Net cash used in financing activities		(549,662)	(3,221,854)
Net increase/(decrease) in cash and cash equivalent D=(A+B+C)			
		1,416,389	(1,685,532)
Exchange gain/(loss) (E)		18,838	1,915
Opening cash and cash equivalents (F)		2,441,687	4,125,304
Closing cash and cash equivalents (D+E+F)	13	3,876,914	2,441,687

These financial statements should be read in conjunction with the annexed notes 1 to 36 and annexure A which were approved by the Board of Directors on 31 May 2023 and were signed on its behalf by:


Company Secretary


Group CFO & Director


Managing Director

Berger Paints Bangladesh Limited
Notes to the Consolidated Financial Statements

As at and for the year ended 31 March 2023

1 Company profile and overview of its operational activities

1.1 Company profile

Berger Paints Bangladesh Limited (the Company) was incorporated under the Companies Act, (#18) 1994 on 6 June 1973 as a 'Private' company, limited by shares. Subsequently, the Company was converted to 'Public' company limited by shares through Extraordinary General Meeting held on 21 June 2005. The company is listed with Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) of Bangladesh from 27 December 2005 and 21 December 2005 respectively.

Berger Paints Bangladesh Limited owns 100% shares of Jenson & Nicholson (Bangladesh) Limited, 49% shares of Berger Becker Bangladesh Limited and 50% shares of Berger Fosroc Limited. The consolidated financial statements of the company as at and for the period ended 31 March 2023 comprise the company, its subsidiaries and the Group's interest in associate as a jointly controlled entity.

1.2 Address of the registered and corporate office

The registered office and corporate office of the Company are located at Berger House, House#8, Road#2, Sector#3, Uttara Model Town, Dhaka 1230.

1.3 Description of the companies and nature of business

Berger Paints Bangladesh Limited

The principal activities of the Company throughout the period continued to be manufacturing and marketing of liquid and non-liquid paints and varnishes, emulsion and coating.

Jenson & Nicholson (Bangladesh) Limited

Berger Paints Bangladesh Limited owns 100% shares of Jenson & Nicholson (Bangladesh) Limited – J&N (B) L. The Company was incorporated under the Companies Act (#18), 1994 as a 'Private' company limited by shares on 25 January 1990 having its registered office at 43/3 Chattaeswari Road, Chittagong. The Corporate office of the company is located at Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The principal activities of the Company until 12 August 1995 were trading and indenting. It started commercial production and marketing of tin-containers and printing of tin sheets from 12 August 1995 and 01 September 1997 respectively in its factory at 70, East Nasirabad Industrial Area, Chittagong - 4209. The Company manufactures metal containers for paints, baby food, lubricating oil, decorative container and other industries.

Berger Tech Consulting Limited

Berger Paints Bangladesh Limited owns 100% shares of Berger Tech Consulting Limited – BTCL. The Company was incorporated under the Companies Act (#18), 1994 as a 'Private' company limited by shares on 21 June 2022 having its registered office at Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The principal activities of the Company is providing 'IT Enabled Services' including Business Process automation on SharePoint, Robotic Process Automation (RPA), SAP ERP implementation, IT Service Management Solution, Fixed Asset Management Solution, SAP SuccessFactors Implementation etc.

Berger Becker Bangladesh Limited

Berger Paints Bangladesh Limited also owns 49% shares of Berger Becker Bangladesh Limited – (BBBL). BBBL was incorporated on 20 December 2011 as a Joint Venture of Becker Industrial Coatings Holding AB, Sweden and Berger Paints Bangladesh Limited. Registered office and Corporate office of the company are located at Berger House, House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The company commenced commercial production of Coil Coating with effect from 11 September 2012.

Berger Fosroc Limited

Berger Paints Bangladesh Limited also owns 50% shares of Berger Fosroc Limited – (BFL). Berger Fosroc Limited was incorporated on 19 April 2018 as a Private company limited by shares under the Companies Act (#18), 1994. This is a joint venture between Berger Paints Bangladesh Limited and Fosroc International Limited, United Kingdom for marketing, trading and manufacturing of construction chemicals. The address of the Company's registered office is Berger House, House #8, Road # 2, Sector # 3, Uttara Model Town, Dhaka 1230. The company commenced its operation through trading with effect from 12 September 2018 and started commercial production at own factory located Deaboi, Araihaazar, Narayanganj from 22 March 2022.

2 Basis of preparation and summary of significant accounting policies

The accounting policies set out below, which comply with IFRS, have been applied consistently to all periods presented in these consolidated financial statements.

2.1 Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), the Companies Act (#18), 1994, the Securities and Exchange Rules 2020, relevant guidelines issued by the Bangladesh Securities and Exchange Commission, Financial Reporting Act, 2015 and other applicable laws in Bangladesh.

The title and format of these consolidated financial statements follow the requirements of IFRS which are to some extent different from the requirement of the Companies Act (#18), 1994. However, such differences are not material and in the view of management, IFRS titles and format give better presentation to the shareholders.

Authorization for issue

These consolidated financial statements have been authorized for issue by the Board of Directors of the Company on 31 May 2023.

2.2 Basis of preparation and presentation of the consolidated financial statements

The consolidated financial statements have been prepared and the disclosures of information are made in accordance with the International Financial Reporting Standards (IFRS), the Companies Act (#18), 1994 and Bangladesh Securities and Exchange Rules 2020 and other applicable laws and regulations. The consolidated statement of financial position and statement of profit or loss and other comprehensive income have been prepared according to International Accounting Standards (IAS) 1 Presentation of Financial Statements on accrual basis of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh and consolidated statement of cash flows is prepared according to IAS 7 Statement of Cash Flows and has been presented under direct method as required by the Bangladesh Securities and Exchange Rules 2020.

2.3 Basis of measurement

These consolidated financial statements have been prepared on historical cost basis except for inventories which are measured at lower of cost and net realizable value.

2.4 Principal accounting policies

The specific accounting policies have been selected and applied by the Group's management for significant transactions and events that have a material effect within the framework for preparation and presentation of financial statements. Consolidated financial statements have been prepared and presented in compliance with IAS 1, Presentation of Financial Statements. The previous period's figures were re-arranged according to the same accounting principles. Compared to the previous period, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Group.

Accounting and valuation methods are disclosed for reasons of clarity. The Group classified the expenses using the function of expenses method as per IAS 1 Presentation of Financial Statements.

2.5 Application of standards

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

IAS 1	Presentation of Financial Statements
IAS 2	Inventories
IAS 7	Statement of Cash Flows
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
IAS 10	Events after the Reporting Period
IAS 12	Income Taxes
IAS 16	Property, Plant and Equipment

IAS 19	Employee Benefits
IAS 21	The Effects of Changes in Foreign Exchange Rates
IAS 23	Borrowing Costs
IAS 24	Related Party Disclosures
IAS 28	Investments in Associates
IAS 33	Earnings Per Share
IAS 36	Impairment of Assets
IAS 37	Provisions, Contingent Liabilities and Contingent Assets
IAS 38	Intangible Assets
IFRS 3	Business Combinations
IFRS 7	Financial Instruments, disclosures
IFRS 8	Operating Segments
IFRS 9	Financial Instruments
IFRS 10	Consolidated Financial Statements
IFRS 15	Revenue from Contract with Customers
IFRS 16	Lease

2.6 Use of estimates and judgments

The preparation of consolidated financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are stated in the following notes:

Note : 4.1	Depreciation
Note : 6.1	Depreciation on ROU assets
Note : 11	Trade and other receivables
Note : 17	Trade and other payables
Note : 19	Provision for current tax
Note : 20	Provision for employees retirement gratuity

2.7 Reporting period

The reporting period of the company covers the period from 01 April to 31 March and is followed consistently. These financial statements covers period from 01 April 2022 to 31 March 2023.

2.8 Reporting and comparative figures and phases

Wherever considered necessary, previous Period's figures and phrases have been re-arranged to conform to the current Period presentation. The revised figures of the Group and Subsidiaries financial statements have been considered for preparation of consolidated financial statements.

2.9 Going concern

The Group has adequate resources to continue its operation for foreseeable future. As per management assessment there is no material uncertainty related to events or conditions which may cast significant doubt upon the Group's' ability to continue as a going concern. For this reason the financial statements have been prepared on going concern basis.

2.10 Functional and presentational currency and level of precision

These consolidated financial statements are presented in Taka, which is also the Group's functional currency. Indicated figures have been rounded off to nearest thousand Taka.

3 Significant accounting policies

The accounting policies set out below, which comply with IFRS, have been applied consistently to all periods presented in these consolidated financial statements.

3.1 Consolidation of financial statements

These consolidated financial statements comprise the consolidated statement of financial position, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the results of operations and total assets and liabilities of its subsidiary is included in the consolidated financial statements on a line by line basis.

i. Basis of consolidation

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Group's separate financial statements.

IFRS-10 "Consolidated Financial Statements" introduces a new control model that focuses on whether the Group has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. An investor has power over an investee when the investor has existing rights that gives it the current ability to direct the relevant activities that significantly affect the investee's returns.

Power arises from rights. An investor is exposed, or has rights, to variable returns from its involvement with the investee when the investor's returns from its involvement have the potential to vary as a result of the investee's performance. An investor controls an investee if the investor not only has the power over the investee and exposure or rights to variable returns from its involvement with the investee, but also has the ability to use its power to affect the investor's return from its involvement with the investee.

ii. Investment in Subsidiary

Subsidiary is the entity, controlled by the Berger Paints Bangladesh Limited (BPBL). Control exists when BPBL has the power to govern the financial and operating policies of an entity so as to obtain benefit from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The consolidated financial statements of subsidiary have been included in the consolidated financial statements from the current year until the date that it ceases.

iii. Loss of control

Upon the loss of control, the Group derecognizes the assets and liabilities of the subsidiary and other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognized in consolidated statement of profit or loss and other comprehensive income. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

iv. Investment in Associate

Associate is the entity in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity. Investment in associate is accounted for using the equity method and are recognized initially at cost. The consolidated financial statements include the Group's share of the consolidated comprehensive income of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, including any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

v. Intra-Group transactions

Intra-Group balances and transactions, and any unrealized income and expenses arising from intra-Group transactions are eliminated in preparing consolidated financial statements.

vi. Non-controlling interest

Non-controlling interest is the net assets of consolidated subsidiary consists of the amount of equity attributable to the non-controlling shareholders at the time on which investments were made by the Group in its subsidiary company and further movements in their share in equity, subsequent to the dates of investment. However, the Group is holding 100% share of subsidiary companies, so no non-controlling interest is presented in the consolidated financial statements.

vii. Companies considered in consolidated financial statements

Name of company	% of holding	Relationship with the Group
Jenson and Nicholson (Bangladesh) Limited	100	Subsidiary
Berger Tech Consulting Limited	100	Subsidiary
Berger Becker Bangladesh Limited	49	Associate
Berger Fosroc Limited	50	Associate

3.2 Property, plant and equipment

i. Recognition and measurement

Tangible fixed assets are capitalized at cost of acquisition and subsequently stated at cost less accumulated depreciation in compliance with of IAS 16 Property, Plant and Equipment. The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner.

ii. Subsequent costs

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

iii. Depreciation of property, plant & equipment

Depreciation on property, plant and equipment is provided on a straight line Basis over the estimated useful lives of each item of property, plant and equipment.

Depreciation for addition to property, plant and equipment, is charged from the month in which the asset comes into use or being capitalized and Depreciation continues to be provided until such time as the written down value is reduced to Taka one. Depreciation on disposals of property, plant and equipment, ceases from the month in which the deletion thereof takes place.

The depreciation rate(s) are as follows:

Category of property, plant and equipment	Rate (%)
Land	1-2
Building	2 - 2.5
Buildings – other construction	10-33.33
Plant and machinery	7.5 - 10
Office equipment	15 - 20
Factory and laboratory equipment	20
Computer	20
Electrical installation	12.5
Furniture, fixtures and fittings	12.5
Motor vehicles	20 & 25
Loose tools	50

iv. Gain or loss on disposal

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in the consolidated statement of profit or loss and other comprehensive income.

3.3 Capital work-in-progress

Capital work-in-progress is stated at cost of acquisition and also subsequently stated at cost, until the construction is completed or the assets are being ready to use. No depreciation is charged on capital-work-in progress.

3.4 Application of lease

i. IFRS 16: Leases

IFRS 16 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Short-term leases and leases of low-value assets :

The Company does not apply the recognition and measurement requirements of IFRS 16 to short-term leases (leases of less than 12 months maximum duration). It also does not apply the recognition and measurement requirements of IFRS 16 to leases for which the underlying asset is of low value (i.e. less than USD 5,000 or equivalent BDT 400 thousand when new). Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term.

ii. Definition of a lease

Previously, the Company determined at contract inception whether an arrangement is or contains a lease under IFRIC 4. Under IFRS 16, the Company assesses whether a contract is or contains a lease based on the definition of a lease.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease.

Application of Leases

The Company has applied IFRS 16 using the modified retrospective approach.

3.5 Intangible assets

Intangible assets includes IT Software and Trademarks.

i. Recognition and measurement

Intangible assets that are acquired by the Group and have finite useful lives are measured initially at cost. After initial recognition, it is carried at its cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized as per IAS 38 if, and only if :

- a. it is probable that future economic benefits that are attributable to the asset will flow to the entity; and
- b. the cost of the asset can be measured reliably.

The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes, after deducting trade discounts and rebates; and any directly attributable cost of preparing the asset for its intended use.

Day to day maintenance charge, if any are charged to profit or loss and other comprehensive income as incurred.

Development activities involve the design, construction and testing of preproduction of new and substantially improved products and process-es. Development expenditures are recognized as an intangible asset when the Group can demonstrate all of the following:

- a. the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- b. its intention to complete the intangible asset and use or sell it;
- c. its ability to use or sell the intangible asset;
- d. how the intangible asset will generate probable future economic benefits. Among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset;
- e. the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset;
- f. its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Other development expenditure is recognized in the consolidated statement of profit or loss and other comprehensive income as incurred. Development cost once recognized as an expense, are not recognized as an asset in a subsequent period.

Internally generated intangible assets (excluding capitalized development costs) are recognized as expenses in the consolidated statement of profit or loss and other comprehensive income for the period in which the expenditure is incurred.

ii. Subsequent costs

Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relates and it is probable that the future economic benefit will follow to the Group and such cost can be measures reliably. All other costs are charged to the statement of profit or loss and other comprehensive income as incurred.

iii. Amortization

Amortization is recognized in the consolidated statement of profit or loss and other comprehensive income on a straight line basis over the estimated useful life of each items of intangible assets from the date they are available for use. No amortization is charged on corporate membership.

The amortization rates based on the estimated useful life of the intangible assets are presented below:

Category of intangible assets	Rate (%)
Software	20
Trade marks	10-20

Amortization methods and useful lives are reviewed at each period -end and adjusted, if appropriate.

iv. Derecognition

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use of it disposal. Gains or losses arising from derecognition of intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognized in the consolidated statement of profit or loss and other comprehensive income.

3.6 Inventories

i. Recognition and measurement

Inventories are measured at the lower of cost and net realizable value (NRV) in compliance with the requirements of IAS 2: Inventories. Where the NRV falls below the cost of inventory, the inventory is written down to its recoverable amount and the fall in value is charged to the statement of profit or loss and other comprehensive income.

Standard cost comprises value of materials, standard activity cost and overheads.

The cost of inventories comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of the business, less the estimated costs of completion and selling expenses.

ii. Inventory write off

It includes the cost of written off or written down values of redundant, damaged or obsolete items which are dumped and/or old stocks. However, “slow-moving” items are considered as immaterial and capable of being used and/or disposed of at least at their carrying book value. The amount of any write-down of inventory is recognized as an expense.

iii. Goods in transit (GIT)

Goods in transit (GIT) has been recognized at the cost of materials boarded by suppliers at the port of shipment against LCs.

3.7 Financial instruments

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

a. Financial assets

The Group initially recognizes receivables and term deposit on the date that they are originated. All other financial assets are recognized initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability. Non-derivative financial assets comprise, investment in associates, trade and other receivables, and cash and cash equivalents.

i. Investment in associate

Investment in associate is recognized initially at cost. Subsequent to initial recognition, investment in associate is measured at original cost after adjusting share of post acquisition change in net assets, less any impairment losses. However, the losses recognized in respect of the associate are limited to the carrying amount of the investment in associate.

ii. Trade and other receivables

Trade & other receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at original invoice amount less an estimate made for doubtful debts based on a review.

iii. Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at bank including short term deposits which are held and available for use by the Group without any restriction. There is an insignificant risk of change in value of the same. Bank overdraft that is repayable on demand and form an integral part of the companies cash management are included as a component of cash and cash equivalents for the purpose only of the statement of the cash flows.

b. Financial liabilities

Financial liabilities are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument. The Group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired. Non-derivative financial liabilities comprise trade & other payables, and interest bearing borrowings.

i. Trade and other payables

Trade and other payables are recognized at the amount payable for settlement in respect of goods and services received by the Group.

ii. Interest-bearing borrowings

Interest-bearing borrowings comprise short term bank loan/operational overdraft. These are initially recognized at fair value.

3.8 Advances, deposits and prepayments

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

3.9 Provisions, contingent liabilities and contingent assets

i. Provisions

The preparation of consolidated financial statements in conformity with IAS 37 Provisions, Contingent Liabilities and Contingent Assets requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements. In accordance with para 14 of IAS 37 provisions are recognized in the following situations:

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

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

Other provisions are valued in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets and, if required, in accordance with IAS 19 Employee Benefits. Other provisions comprise all recognizable risks from uncertain liabilities and anticipated losses from pending transactions.

ii. Contingent liability

In accordance with IAS 37: Provisions, Contingent Liabilities and Contingent Assets, Contingent liability is a possible obligation that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. A provision is recognised in the period in which the recognition criteria of provision is met.

The Company discloses Contingent Liabilities in the financial statements under note-22.

iii. Contingent asset

Contingent asset is a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

A contingent asset must not be recognised. Only when the realisation of the related economic benefits is virtually certain should recognition take place provided that it can be measured reliably because, at that point, the asset is no longer contingent.

3.10 Employee benefits

i. Defined benefit plan (Employees’ retirement gratuity fund)

The Group operates a funded gratuity scheme recognized by the National Board of Revenue for Group “BPBL” and unrecognized & unfunded gratuity scheme for subsidiary - Jenson & Nicholson (Bangladesh) Limited, provision for which has been made in respect of all eligible employees and reflected in these consolidated financial statements. No gratuity fund has been operated for Berger Tech Consulting Limited during the year.

ii. Defined contribution plan (Staff provident fund)

The Group, through the trustees, has been maintaining recognized contributory provident funds for all eligible permanent employees. No provident fund has been operated for Berger Tech Consulting Limited during the year.

Notification of Financial Reporting Council (FRC) on provident fund dated 7 July 2020 has been properly complied with.

iii. Workers’ profit participation and welfare fund

Provision for workers’ profit participation and welfare fund has been made @ 5% of profit of Berger Paints Bangladesh Limited and Jenson & Nicholson (Bangladesh) Limited as per provision of the Bangladesh Labor Act 2006 (Amended in 2013, 2018).

3.11 Taxation

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

i. Current tax:

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous year. The tax rates used for the reporting periods is 22.5%.

ii. Deferred tax:

Deferred tax has been recognized in accordance with IAS 12. Deferred tax is provided using the liability method for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amount used for taxation purpose. Deferred tax is determined at the effective income tax rate prevailing at the reporting date.

a. Deferred tax assets

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

b. Deferred tax liabilities

Provision is made at the effective tax rate applied on the amount of temporary difference between accounting and fiscal written down value of fixed assets.

3.12 Revenue recognition

Revenue is recognized when invoice for products are made and the significant risk and reward of ownership are transferred to the customers, recovery of the consideration is probable, associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the control of the goods, and the amount of revenue can be measured reliably. As per IFRS 15 Revenue from Contract with Customers, Value Added Tax (VAT), Supplementary Duty (SD), Turnover Commission and other variable considerations e.g. trade discounts, early settlement discount and volume rebates and discounts are excluded from revenue.

Specific policies regarding the recognition of revenue are as follows:

i. Revenue from sales of goods

Revenue from the sale of goods shall be recognized when all the following conditions have been satisfied:

- a) the entity has transferred to the buyer the significant risks and rewards of ownership of the goods and customer obtains control of the goods;
- b) it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur;
- c) the amount of revenue can be measured reliably; and
- d) it is probable that the economic benefits associated with the transaction will flow to the entity.

ii. Rendering of services

Under IFRS 15, the total consideration in the service contracts is allocated to all services based on their stand-alone prices. The stand-alone prices are determined based on the list prices at which the Group sells the services in separate transactions.

- service (or a bundle of services) that is distinct-customer can get the benefit from the good or service either on its own or together with readily available resources.
- a series of distinct services that are substantially the same and that have the same pattern of transfers to the customer-promise to transfer the service is separately identifiable from other promise in the contract.

iii. Income derived from color bank operation

Income is recognized after the execution of services according to the terms and conditions of agreement between the dealer and Berger Paints Bangladesh Limited.

iv. Income derived from management services

Revenue from management services is recognized in Statement of profit or loss and other comprehensive income when:

- a) the amount of revenue can be measured reliably;
- b) it is probable that the economic benefits associated with the transaction will flow to the entity;
- c) the stage of completion of the transaction at the end of the reporting period can be measured reliably; and
- d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

v. Income derived from dividend

Income from dividend is recognized when the shareholders' right to receive payment is established. This is usually when the dividend is declared.

vi. Income derived from interest

Finance income comprises interest income on fixed deposits, Short Notice Deposit (SND) and amounts due from related parties. Interest income is recognized in statement of profit or loss when it accrues, using the effective interest rate method and considering the time proportion basis.

Finance costs comprises interest expense on operational overdraft, LTR, term loan and short term borrowings. All finance expenses are recognized in the statement of profit or loss.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis.

3.13 Borrowing costs

In compliance with the requirements of IAS 23 Borrowing Costs, borrowing costs of operational period on short term loan and overdraft facilities are charged off as revenue expenditure as they were incurred.

3.14 Repairs, upkeep and maintenance charges

These are charged out as revenue expenditure in the period in which these are incurred.

3.15 Bad and doubtful debts

Bad debts provision has been recognized as per IFRS 9, based on the assessment of risk base receivable.

3.16 Advertising and promotional expenses

All costs associated with advertising and promotional activities are charged out for the period incurred.

3.17 Foreign currency transaction

Transactions in foreign currencies are translated to Taka at the foreign exchange rates prevailing on the date of transaction. All monetary assets and liabilities denominated in foreign currencies at reporting date are translated to Taka at the rates of exchange prevailing on that date. Resulting exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognized in the consolidated statement of profit or loss and other comprehensive income as per IAS 21 The Effects of Changes in Foreign Exchange Rates.

3.18 Related party transactions

As per IAS 24 Related party transaction, parties are considered to be related if one of the party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Group carried out transactions in the ordinary course of business at an arm's length basis at commercial rates with related parties.

3.19 Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the reporting date are reflected in the financial statements. Material events after the reporting period that are not adjusting events are disclosed by way of note.

3.20 Comparatives and reclassification

Comparative information has been disclosed for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current period's financial statements. To facilitate comparison, certain relevant balances pertaining to the previous period have been rearranged/reclassified whenever considered necessary to confirm to current period's presentation. Dividend income from associates has been presented as per IAS 28 for the year 2022-2023 and necessary rearrangement is made for comparative year.

3.21 Earnings per share (EPS)

The Group presents Earnings Per Share (EPS) in accordance with IAS 33 Earning Per Share, which has been shown on the face of consolidated statement of profit or loss and other comprehensive income.

i. Basic Earnings per share (BEPS)

This has been calculated by dividing the profit or loss attributable for the period by number of ordinary shares outstanding at the end of the period.

ii. Diluted earning per share (DEPS)

No diluted EPS is required to be calculated for the period as there is no dilutive potential ordinary shares during the period under review.

iii. Weighted average numbers of ordinary shares

The weighted numbers average number of ordinary shares outstanding during the year is the number of ordinary shares outstanding at the beginning of the year, adjusted by the number of ordinary shares issued during the year multiplied by a time-weighting factor. The time-weighted factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year. The weighted average number of shares is calculated by assuming that the shares have always been in issue. This means that they have been issued at the start of the year presented as the comparative figures.

3.22 Offsetting

Financial assets and liabilities are offset and the net amount is reported in the financial statements only when there is legally enforceable right to set-off the on a net basis, or to realize the assets and to settle the liabilities simultaneously.

3.23 Materiality and Aggregation

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

		As at 31 March	
In Thousands Taka		2023	2022
4	Property, plant and equipment		
	At cost		
	Opening balance	9,766,643	8,847,207
	Addition during the year	1,104,850	1,025,225
	Disposal during the year	(83,853)	(105,789)
	Closing balance	10,787,640	9,766,643
	Accumulated depreciation		
	Opening balance	4,405,580	3,892,017
	Charged for the year	694,092	615,470
	Adjustment on disposal during the year	(71,494)	(101,907)
	Closing balance	5,028,178	4,405,580
	Written down value	5,759,462	5,361,063
Note: Schedule of consolidated property, plant and equipment is presented in Annexure-A.			
4.1	Segregation of depreciation to manufacturing, selling and administrative unit		
	Manufacturing overhead	409,211	374,283
	Selling, distribution and warehousing expenses	203,215	182,269
	Administrative and general expenses	81,666	58,918
		694,092	615,470
5	Capital work-in-progress		
	Opening balance	1,012,612	755,258
	Addition during the year	1,101,737	760,838
	Transferred to property, plant and equipment	(840,506)	(503,484)
	Closing balance	1,273,843	1,012,612
5.1	Details of capital work-in-progress		
	Building	641,736	675,030
	Plant and machinery	431,108	124,441
	Factory and lab equipment	163,516	163,591
	Software	22,229	35,406
	Other	15,254	14,144
		1,273,843	1,012,612

In Thousands Taka		As at 31 March	
		2023	2022
11	Trade and other receivables		
	Trade receivables-unsecured	2,187,048	2,033,295
	Provision for bad and doubtful debt on unsecured trade receivables	(120,764)	(103,877)
	Considered to be good	2,066,284	1,929,418
	Other receivables	13,185	7,627
	Receivables with associate	114,433	47,070
		2,193,902	1,984,115
	Maturity wise presentation of trade receivables-unsecured:		
	Outstanding over 360 days	162,648	149,121
	Outstanding 181 days to 360 days	105,970	66,100
	Outstanding up to 180 days	1,918,430	1,818,074
		2,187,048	2,033,295
12	Advances, deposits and prepayments		
	Advance - note 12.1	776,001	207,280
	Security deposits	84,532	51,284
	Prepayments for Insurance and other	35,723	46,349
		896,256	304,913
12.1	Advance		
	Advance to employees - note 12.1.1	100,251	93,419
	Advance to suppliers and others - note 12.1.2	675,750	113,861
		776,001	207,280
12.1.1	Advance to employees		
	House building loans	98,788	89,404
	Others	1,463	4,015
		100,251	93,419
12.1.2	Advance for goods and services		
	Goods and services	10,212	29,656
	VAT and Supplementary Duty	14,412	32,993
	Advances for service and others	37,958	51,212
	LC margin	613,168	-
		675,750	113,861

In Thousands Taka		As at 31 March			
		2023	2022		
13	Cash and cash equivalents				
	Current accounts:				
	Term deposit accounts (FDR)	2,150,000	600,000		
	Current and collection accounts	802,350	551,970		
	Foreign currency operational account	42,980	51,524		
		2,995,330	1,203,494		
	Short term deposit accounts (STD)				
	Operational account	876,882	1,218,518		
	IPO and dividend account	4,702	15,479		
		881,584	1,233,997		
	Cash in hand	-	4,196		
	Cash and cash equivalents	3,876,914	2,441,687		
14	Share capital				
14.1	Authorized share capital				
	100,000,000 ordinary shares of Taka 10 each	1,000,000	1,000,000		
14.2	Issued, subscribed and paid-up share capital				
	46,377,880 ordinary shares of Taka 10 each	463,779	463,779		
	The Company became public listed through initial public offer (IPO) as per consent letter of Bangladesh Securities and Exchange Commission ref SEC/C/IPO-71/2005/168 dated 10 October 2005.				
14.3	Composition of shareholding				
		In Thousands Taka			
	Shareholders	Number of share	% of share holding	2023	2022
	J & N Investments (Asia) Limited - Group	44,058,740	95.00	440,587	440,587
	Institutions & General public	93,279	0.20	933	586
	Foreign shareholders	44,152,019	95.20	441,520	441,173
	Institutions (financial & others)	1,706,069	3.68	17,061	17,314
	General public	519,792	1.12	5,198	5,292
	Bangladeshi shareholders	2,225,861	4.80	22,259	22,606
	Total	46,377,880	100.00	463,779	463,779

In Thousands Taka		As at 31 March			
		2023		2022	
14.4 Classification of shareholders by range					
Shareholding range	Type of shareholders	31 March 2023		31 March 2022	
		Number of shares	% of share holding	Number of shareholders	Number of share holders
Less than 501 shares	G. Public& Inst	200,635	0.43	2,973	3,187
501 to 5,000 shares	G. Public& Inst	297,691	0.64	187	197
5,001 to 10,000 shares	G. Public& Inst	165,053	0.36	24	18
10,001 to 20,000 shares	G. Public& Inst	149,328	0.32	11	12
20,001 to 30,000 shares	Institution	226,782	0.49	9	7
30,001 to 40,000 shares	Institution	172,440	0.37	5	2
40,001 to 50,000 shares	Institution	140,704	0.30	3	3
50,001 to 100,000 shares	G. Public& Inst	216,338	0.47	3	5
100,001 to 1,000,000 shares	Institution	750,169	1.62	2	2
Over 1,000,000 shares	Group	44,058,740	95.00	1	1
Total		46,377,880	100.00	3,218	3,434
14.5 Market price per share					
Traded stock exchanges	Last trade date		In Taka		
	2023	2022	2023	2022	
Dhaka Stock Exchange	30-Mar-23	31-Mar-22	1,733.40	1,753.60	
Chittagong Stock Exchange	29-Mar-23	30-Mar-22	1,717.10	1,750.00	
15 Retained earnings					
Opening balance			10,081,976	10,309,568	
Net profit for the year			3,010,449	2,906,959	
Distribution of cash dividend			(463,779)	(3,130,506)	
Actuarial gain/(loss) on defined benefit plans			(116,924)	(4,045)	
Closing balance			12,511,722	10,081,976	
16 Deferred tax liabilities					
		Carrying amount	Tax base	Taxable/ (deductible) temporary difference	Taxable/ (deductible) temporary difference
Property, plant and equipment		4,084,553	2,817,604	1,266,949	1,258,536
Right-Of-Use (ROU) Asset		508,293	-	508,293	536,124
Lease obligation		(579,488)	-	(579,488)	(567,024)
Provision for bad debts		(120,764)	-	(120,764)	(103,878)
Provision for employee benefit plan		(88,430)	-	(88,430)	(25,421)
Net temporary difference		3,804,164	2,817,604	986,560	1,098,337
Deferred tax liabilities as at 31 March				234,301	267,621

In Thousands Taka		As at 31 March	
		2023	2022
16.1 Deferred tax expenses			
Opening balance		267,621	271,771
Closing balance		234,301	267,621
		(33,320)	(4,150)
Deferred tax expense on actuarial gain directly attributable to equity		(33,946)	(1,175)
Deferred tax expenses/(income) recognized directly in profit or loss and OCI		626	(2,975)
		(33,320)	(4,150)
17 Trade and other payables			
For revenue expenses - note 17.1		2,302,782	2,172,197
For trading supplies		2,743,386	2,113,646
For other finance - note 17.2		212,533	324,864
For capital expenditure		70,617	58,468
		5,329,318	4,669,175
Workers' profit participation and welfare fund (WPPF)		209,849	209,130
		5,539,167	4,878,305
17.1 Payable for revenue expenses			
Accrued charges		2,084,550	1,968,277
Provision for trade rebate		216,385	202,073
Training and consultancy fee		1,847	1,847
		2,302,782	2,172,197
17.2 Payable for other finance			
Clearing account		6,487	46,534
Security deposits		46,975	54,704
Tax and VAT deduction at source		46,162	47,248
Staff provident fund and income tax		13,690	17,386
Others		99,219	158,992
		212,533	324,864
18 Provision for royalty			
Opening balance		321,850	296,768
Charged during the year		124,903	121,784
Adjustment during the year		-	-
		446,753	418,552
Payment during the year		(6,025)	(96,702)
Closing balance		440,728	321,850

a) As per the agreement between J & N Investments (Asia) Limited and Berger Paints Bangladesh Limited, an amount is required to be paid as Royalty @ 1.00% on net sales of the products under the technical categories Robbialac, Colorizer, Apexior 1 & 3 and Protection for using the trademarks owned by J & N Investments (Asia) Limited. The agreement was renewed from 1 January 2022 till 31 March 2027. Net sales price of the products sold under the above Brand Names and Trade Marks amounts to BDT 11,933,776 thousand for 2022-23.

b) As per the agreement between Chugoku Marine Paints Limited and Berger Paints Bangladesh Limited, an amount is required to be paid as Royalty @ 3.00% on net sales of the products under the agreement for the use of trademarks and technical know-how owned by Chugoku Marine Paints Ltd. The agreement was initially executed for three years from 1 January 2020 till 31 December 2022 and subsequently renewed for another three years with effect from 01 January 2023.

c) As per the agreement dated 1 November 2020 valid till 31 October 2025 signed between Berger Paints India Limited and Berger Paints Bangladesh Limited, annual royalty @ 2% on the net sales of the licensed products is payable to Berger Paints India Limited.

		As at 31 March	
In Thousands Taka		2023	2022
19	Provision for current tax		
	Opening balance	335,030	348,989
	Provision made for the year	953,998	1,095,742
		1,289,028	1,444,731
	Payment and adjustment made during the year	(1,174,020)	(1,109,701)
	Closing balance	115,008	335,030
	Breakup of tax deducted at source and paid in advance		
	Tax deducted at source	755,285	647,761
	Tax paid in advance	418,735	461,940
		1,174,020	1,109,701
20	Provision for employees' retirement gratuity		
	Opening balance	25,421	14,848
	Provision made during the year	43,982	38,393
	Actuarial gain on actuarial valuation	150,870	5,220
		220,273	58,461
	Transferred to gratuity fund during the year	(108,334)	(33,040)
	Closing balance	111,939	25,421
	Employees' retirement gratuity- Non current	23,509	20,201
	Employees' retirement gratuity- current	88,430	5,220
		111,939	25,421
21	Dividend payable		
	Opening balance	6,061	12,020
	Distribution during the year - note 15	463,779	3,130,506
		469,840	3,142,526
	Payment during the year	(465,138)	(3,136,465)
	Closing balance	4,702	6,061

		As at 31 March	
In Thousands Taka		2023	2022
22	Contingent liabilities		
	Contingent liabilities of the Group that relate to issue of letter of credit and bank guarantee to third parties as presented below:		
	i. Letter of Credit		
	Commercial Bank of Ceylon PLC	57,293	286,276
	Standard Chartered Bank	146,013	242,928
	Citi Bank NA	68,448	-
	Eastern Bank Limited	139,687	223,973
	Woori Bank	1,108	655,272
	Mutual Trust Bank Limited	116,121	-
	BRAC Bank Limited	114,070	23,112
	Raw Material	642,740	1,431,561
	ii. Capital expenditure	67,886	114,727
	Letter of Credit (total)	710,626	1,546,288
	iii. Bank guarantee		
	Standard Chartered Bank	106	106
	The Hongkong and Shanghai Banking Corporation Limited	-	137,000
	Others	53,733	9,248
	Bank guarantee	53,839	146,354
		764,465	1,692,642
		For the year ended 31 March	
In Thousands Taka		2023	2022
23	Revenue		
	Net revenue of group-BPBL	25,556,664	21,971,036
	Net revenue of subsidiaries	1,177,540	949,860
		26,734,204	22,920,896
	Inter-company sales	(835,504)	(726,135)
		25,898,700	22,194,761
24	Cost of sales		
	Opening stock of finished goods	1,152,509	715,436
	Purchases of finished goods for the year	195,734	149,620
		1,348,243	865,056
	Raw material consumed - notes 24.1	16,583,757	13,390,357
	Manufacturing overhead - note 24.2	1,484,863	1,341,387
	Cost of goods manufactured	18,068,620	14,731,744
		19,416,863	15,596,800
	Closing stock of finished goods	(1,171,297)	(1,152,509)
	Cost of sales	18,245,566	14,444,291

In Thousands Taka		For the year ended 31 March	
		2023	2022
24.1 Raw materials consumed			
Opening stock:			
Raw materials		2,283,325	1,541,072
Semi finished goods		350,800	216,676
Packing materials		57,926	53,512
		2,692,051	1,811,260
Purchase for the year			
Raw materials		15,050,811	12,834,247
Packing materials		2,364,844	2,163,036
Intercompany sales		(835,504)	(726,135)
		16,580,151	14,271,148
Closing stock:			
Raw materials		(2,230,551)	(2,283,325)
Semi finished goods		(394,605)	(350,800)
Packing materials		(63,289)	(57,926)
		(2,688,445)	(2,692,051)
		16,583,757	13,390,357
24.2 Manufacturing overhead			
Salary and wages		500,654	457,912
Welfare expenses		25,394	22,293
Third party and casuals		76,561	70,708
Depreciation		436,724	389,846
Fuel, water and power		122,875	98,580
Repairs and maintenance		77,175	84,489
Raw material shifting charge		38,182	33,322
Stores and spares consumed		13,730	13,990
Insurance		13,809	10,288
Training and recruitment expenses		2,326	3,298
Security and cleaning service		6,814	7,034
Third party production charge		90,931	82,415
Outsourcing employee cost		32,997	25,338
Entertainment		1,810	1,918
Printing charge and other overhead		13,810	14,778
Travelling and conveyance		5,366	1,426
Production incentive		4,617	6,446
Research, development and experimental costs		5,973	6,053
Process development		798	45
Rent, rates and other taxes		13,538	9,995
L/C and bank charges		779	1,213
		1,484,863	1,341,387

In Thousands Taka		For the year ended 31 March	
		2023	2022
25 Selling, distribution and warehousing expenses			
Advertising expenses		583,430	541,760
Promotional expenses		317,031	716,693
Salary and wages		580,917	534,772
Third party and casuals		140,857	124,413
Welfare expenses		21,293	17,482
Training and recruitment expenses		9,437	4,530
Security and cleaning service		32,749	29,820
Outsourcing employee cost		65,832	59,965
Production incentive		1,379	1,994
Other overhead		26,247	19,643
		1,779,172	2,051,072
Distribution and warehousing expenses			
Transportation and handling charges		382,071	336,316
Repair & maintenance		32,177	25,196
Rent, rates and fees		16,137	9,626
Electricity, water and gas		16,940	14,173
Insurance		5,798	4,492
		453,123	389,803
Selling expenses			
Paint delivery expenses		279,193	247,048
Salesmen travelling		142,969	108,444
Postage and telecommunication		10,997	9,855
Rent, rates and fees		28,214	14,318
Product demonstration		12,217	17,444
Entertainment		11,795	10,431
Sales incentive		15,605	11,566
General survey and studies		6,537	3,845
Bad debts		20,000	21,181
Color Bank operational expenses		3,182	3,128
Illusion expense		2,190	3,080
Others		7,379	7,104
		540,278	457,444
Depreciation and amortization		287,607	279,598
Cost of free issue		343	425
		287,950	280,023
		3,060,523	3,178,342

In Thousands Taka		For the year ended 31 March	
		2023	2022
26	Administrative and general expenses		
	Salary and wages	389,886	344,385
	Welfare expenses	12,301	12,499
	Third party and casuals	8,602	5,884
	Training and recruitment expenses	7,300	11,641
	Employee engagement	7,698	17,261
	Security and cleaning service	6,079	5,170
	Outsourcing employee cost	6,546	5,473
	Production incentive	264	380
	Postage and telecommunication	9,982	10,665
	Depreciation and amortization	102,235	84,217
	Travelling, haulage and passage	8,342	4,837
	Repair and maintenance - others	38,558	36,946
	Share department expenses	2,963	3,261
	Bank charges	17,489	13,357
	Vehicle expenses	16,212	12,491
	Electricity, fuel and water	7,699	6,182
	Printing and stationery	5,185	5,454
	Rates and fees	4,513	3,312
	Subscription and donation	1,279	599
	CSR activity	2,097	8,642
	Entertainment	6,244	7,836
	Corporate affairs department's expenses	1,400	1,349
	Insurance	598	460
	Legal and professional charges	17,212	11,902
	Auditors' remuneration	1,418	1,330
	Newspaper and periodicals	304	155
	Directors fees	840	630
	Other overhead	8,168	8,332
		691,414	624,650
27	Other operating expenses		
	Royalty fees	124,903	121,784
	Training and consultancy fees	3,092	3,236
		127,995	125,020
28	Other operating income		
	Service charges from house building loans	1,142	912
	Scrap sales and sundry recoveries	45,936	40,804
	Color Bank operational income	116,851	120,676
	Insurance claim and other realizations	2,583	-
	Income from illusion	23,159	20,602
	Income from interior decoration service	6	-
	Rental income	48,851	6,044
	Marketing service fee	21,531	18,172
	Indenting commission and scrap sales	76,948	63,808
		337,007	271,018

In Thousands Taka		For the year ended 31 March	
		2023	2022
29	Finance cost		
	Finance cost	73,511	92,029
	Exchange loss / (gain)	(18,838)	(1,915)
		54,673	90,114
	Inter-company transaction	(33,044)	(11,935)
		21,629	78,179
30	Investment income		
	Dividend income from associates	23,520	22,344
	Term deposits, operational and other	76,089	104,726
	Loan to subsidiary	33,044	33,456
		132,653	160,526
	Inter-company transaction	(56,564)	(34,279)
		76,089	126,247
31	Other non-operating income		
	Income on sale of property, plant and equipment	12,545	20,006
	Gain on terminated lease	-	712
	Others	134	685
		12,679	21,403
32	Income tax expenses		
	Current tax expenses	953,998	1,095,742
	Deferred tax expenses	626	(2,975)
		954,624	1,092,767
33	Financial risk management		
	The Group has exposures to the following risks from its use of financial instruments:		
	i. Liquidity risk ii. Market risk iii. Credit risk		
	The management is responsible for the establishment and oversight of the company's risk management policies that are established to identify and analyze the risks faced by the Group, to set appropriate risks limits and controls, and to monitor risks and adherence to limits. Management discloses the exposures to risk and how they arise as well as its objectives, policies and processes for managing the risk and the methods used to measure the risk. The Group has exposures to the following risks from its use of financial instruments.		
	i. Liquidity risk		
	Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.		
	The Group ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, prepared based on timeline of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Group seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.		

The following are the contractual maturities of financial liabilities of the Group:

In Thousands Taka	As at 31 March 2023			
	Carrying amount	Contractual cash flows	Within 12 months or less	Above 12 months
Financial liabilities				
Trade and other payables including dividend payable and payable for IPO application money	5,543,869	5,543,869	5,543,869	-

In Thousands Taka	As at 31 March 2022			
	Carrying amount	Contractual cash flows	Within 12 months or less	Above 12 months
Financial liabilities				
Trade and other payables including dividend payable and payable for IPO application money	4,884,366	4,884,366	4,884,366	-

ii. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

a. Currency risk

The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group experiences currency risks on export sales and purchase of raw material, spare parts, accessories and capital items. Most of Group's foreign currency purchases are denominated in USD and EURO.

The Group's exposures to foreign currency risk was as follows based on notional amounts (in thousands Taka)

In Thousands Taka	As at 31 March	
	2023	2022
Foreign currency denominated assets		
Receivable from customers-Export	18,949	46,792
Cash at bank	42,980	51,524
Foreign currency denominated liabilities		
Trade payables	2,743,386	2,113,646
Royalty and technical fees	440,728	321,850

The foreign exchange gain was Taka 18,838 thousand for the year ended 31 March 2023 and Taka 1,915 thousand for the year ended 31 March 2022.

The Group has applied the following significant foreign exchange rates:

US Dollar	105.06	86.25
EURO	113.81	98.45
GBP	129.36	115.09

b. Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

At the reporting date, the financial assets and financial liabilities are as follows:

Financial instruments	As at 31 March	
	2023	2022
Financial assets		
Term deposit	204,682	204,433
Cash at bank	3,876,914	2,441,687
Financial liabilities		
Operational overdraft	-	-

iii. Credit risk:

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Group has a written credit policies with terms and conditions allowed to debtors and the exposure to credit risk is monitored on an ongoing basis to ensure collection within stipulated time. Debtors are categorized according to their risk profile-i.e. frequency of payment, legal status, financial condition etc. Trade and other debtors consist of domestic receivable, export receivable, inland export debtors and interest receivable.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

The maximum exposure to credit risk at the reporting date was as follows:

Financial instruments	As at 31 March	
	2023	2022
Trade receivable		
Local receivable	2,168,099	1,986,503
Export receivable	18,949	46,792
	2,187,048	2,033,295
Other receivables:		
Accrued interest	13,185	7,627
Inter-company receivable	114,433	47,070
	127,618	54,697

34 Basic Earnings per share (EPS)

In Thousands Taka	For the year ended 31 March	
	2023	2022
Net profit attributable to ordinary shareholders	3,010,449	2,906,959
Net cash inflow from operating activities (NOCF)	3,445,930	2,936,422
Net asset value (NAV) - In Thousands Taka	12,975,501	10,545,755
Number of ordinary shares outstanding during the year	46,377,880	46,377,880
Weighted average number of ordinary shares outstanding	46,377,880	46,377,880
Basic Earnings per share (EPS) - Taka	64.91	62.68
Diluted earning per share (DEPS) - Taka	64.91	62.68
Net operating cash flow per share (NOCFPS) - Taka	74.30	63.32
Net asset value per share (NAVPS) - Taka	279.78	227.39

In Thousands Taka		For the year ended 31 March	
		2023	2022
34.1	Statements of cash flows (operating activities) under indirect method		
	Net profit before tax	3,965,073	3,999,726
	Depreciation	710,836	633,715
	Amortization	115,730	119,944
	Actuarial gain on defined benefit plans	(150,870)	(5,220)
	Non cash items:	675,696	748,439
	Income on sale of property, plant and equipment	(12,545)	(20,006)
	Other non-operating income	(134)	(1,397)
	Investment (Finance) expenses	40,466	80,094
	Share of associates	2,426	(45,909)
	Non operating income	30,213	12,782
	Inventories	(83,842)	(1,323,608)
	Trade and other receivables	(209,787)	(165,231)
	Advances, deposits and prepayments	(591,343)	46,498
	Trade and other payables	660,862	763,253
	Provision for royalty	118,878	25,082
	Provision for employees' retirement gratuity	86,518	10,573
	Changes in working capital	(18,714)	(643,433)
	Income tax paid	(1,174,020)	(1,109,701)
	Interest paid on lease obligations	(32,318)	(71,391)
	Net cash flows from operating activities	3,445,930	2,936,422

35 Name of the auditors of companies

Name of the company	Relationship	Auditors for the statutory financial statements
Jenson & Nicholson (Bangladesh) Limited	Subsidiary	Snehasish Mahmud & Co
Berger Tech Consulting Limited	Subsidiary	Atik Khaled Chowdhury & Co
Berger Becker Bangladesh Limited	Associate	Nurul Faruq Hasan & Co, Deloitte
Berger Fosroc Limited	Associate	A. Qasem & Co., ECOVIS

36 Events after the reporting period - note 3.18

- i. Subsequent to the date of statement of financial position, the Board of Directors recommended 400% cash dividend at the Board meeting held on 31 May 2023. The dividend is subject to approval by the shareholders in the 50th Annual General Meeting.

The recommended dividend is not recognized at the statement of financial position in accordance with IAS 10: Events after the reporting period.
- ii. Berger Paints Bangladesh Limited has decided to enter into o loan agreement with its parent company J&N Investments (Asia) Limited, UK to facilitate to opening of Letter of Credit for the import of raw materials. As per the agreement, Berger Paints Bangladesh Limited will receive a shareholder's loan amounting to USD 60 million only in phases as per company's business requirement. The matter is subject to the approval of relevant statutory authorities. The matter was proposed by the Directors in their meeting of Board of Directors held on 12 April 2023. The matter was also communicated to the concerned authorities through PSI (price sensitive information) published on 12 April 2023.

Berger Paints Bangladesh Limited
Schedule of consolidated property, plant and equipment and depreciation thereon

As at and for the year ended 31 March 2023

Category of assets	Cost				Accumulated depreciation				Written down value as at 31 March 2023
	Balance as at 01 April 2022	Addition during the year	Disposal during the year	Balance as at 31 March 2023	Balance as at 01 April 2022	Addition during the year	Disposal during the year	Balance as at 31 March 2023	
Land	1,604,869	-	-	1,604,869	19,454	9,804	-	29,258	1,575,611
Building	1,998,348	338,070	(13,906)	2,322,512	445,078	61,024	(6,615)	499,487	1,823,025
Plant and machinery	2,749,114	239,401	(12,851)	2,975,664	1,601,021	223,946	(12,486)	1,812,481	1,163,183
Office equipment	293,421	26,615	(3,520)	316,516	205,910	29,983	(3,412)	232,481	84,035
Factory and laboratory equipment	2,147,256	320,693	(35,995)	2,431,954	1,528,134	225,996	(35,604)	1,718,526	713,428
Computer	239,948	55,718	(4,895)	290,771	178,495	26,480	(4,669)	200,306	90,465
Furniture and fixtures	178,264	38,662	(1,909)	215,017	114,684	16,567	(1,798)	129,453	85,564
Motor vehicles	523,739	83,231	(10,230)	596,740	286,884	94,748	(6,363)	375,269	221,471
Loose tools	23,162	2,460	(262)	25,360	18,796	5,134	(262)	23,668	1,692
Electrical installation	8,522	-	(285)	8,237	7,124	410	(285)	7,249	988
Total	9,766,643	1,104,850	(83,853)	10,787,640	4,405,580	694,092	(71,494)	5,028,178	5,759,462

As at and for the year ended 31 March 2022

Category of assets	Cost				Accumulated depreciation				Written down value as at 31 March 2022
	Balance as at 01 April 2021	Addition during the year	Disposal during the year	Balance as at 31 March 2022	Balance as at 01 April 2021	Addition during the year	Disposal during the year	Balance as at 31 March 2022	
Land	1,560,614	44,255	-	1,604,869	9,658	9,796	-	19,454	1,585,415
Building	1,652,766	347,943	(2,361)	1,998,348	397,595	49,130	(1,647)	445,078	1,553,270
Plant and machinery	2,683,378	81,736	(16,000)	2,749,114	1,401,292	214,409	(14,680)	1,601,021	1,148,093
Office equipment	270,551	25,725	(2,855)	293,421	180,985	27,492	(2,567)	205,910	87,511
Factory and laboratory equipment	1,864,787	282,469	-	2,147,256	1,332,942	195,192	-	1,528,134	619,122
Computer	221,373	29,459	(10,884)	239,948	164,389	24,482	(10,376)	178,495	61,453
Furniture and fixtures	158,816	20,705	(1,257)	178,264	101,628	14,030	(974)	114,684	63,580
Motor vehicles	408,659	186,984	(71,904)	523,739	280,396	77,623	(71,135)	286,884	236,855
Loose tools	17,741	5,949	(528)	23,162	16,465	2,859	(528)	18,796	4,366
Electrical installation	8,522	-	-	8,522	6,667	457	-	7,124	1,398
Total	8,847,207	1,025,225	(105,789)	9,766,643	3,892,017	615,470	(101,907)	4,405,580	5,361,063

পরিচালনা পর্ষদের প্রতিবেদন



কোম্পানির পরিচালকবৃন্দ আনন্দের সাথে আপনাদের সামনে তাদের ৫০তম প্রতিবেদন এবং তার সাথে ৩১ মার্চ ২০২৩ তারিখে সমাপ্ত বছরের নিরীক্ষিত আর্থিক প্রতিবেদনসমূহ ও নিরীক্ষকের প্রতিবেদন পেশ করছেন। পরিচালকবৃন্দের এই প্রতিবেদন মূলত বছরজুড়ে কোম্পানির বার্ষিক ফলাফলে প্রধান ভূমিকা রাখা উল্লেখযোগ্য কর্মকান্ড নিয়ে আলোচনা করে এবং আদর্শ কর্পোরেট সুশাসনের জন্য প্রয়োজনীয় তথ্য উপস্থাপন করে।

রং শিল্পের সার্বিক অবস্থা ও সম্ভাব্য ভবিষ্যত পরিস্থিতি

সম্প্রতি বছরগুলোতে বাংলাদেশের অর্থনীতি, উন্নয়নের পথে বেশ অগ্রগামী। মধ্য আয়ের দেশ হিসেবে ক্রমবিকাশ এবং উন্নয়নে বাংলাদেশের রয়েছে অভিতুত হওয়ার মতো অর্জন। তবে, বৈদেশিক মুদ্রা রিজার্ভ নিয়ে বাংলাদেশের অর্থনীতি বেশ চাপে আছে। রিজার্ভের হ্রাস নিয়ন্ত্রণে নেওয়া বেশ কিছু কঠোর ব্যবস্থা চলতি অর্থবছরে অর্থনীতির জিডিপি বৃদ্ধি বাধাগ্রস্ত করতে পারে। জ্বালানি ও খাদ্য সামগ্রীর নিরবিচ্ছিন্ন সরবরাহকে অগ্রাধিকার দিয়ে অপ্রয়োজনীয় পণ্য আমদানি সম্পূর্ণ নিরুৎসাহিত করা হচ্ছে। আন্তর্জাতিক মুদ্রা তহবিল চলতি অর্থবছরের (২২-২৩) জন্য বাংলাদেশের মোট দেশীয় পণ্য বৃদ্ধির পূর্বাভাস প্রাক্কলন করেছে ৫.৫%।

অন্যদিকে, উচ্চ মূল্যফীতির হার ভোক্তাদের ক্রয় ক্ষমতা কমিয়ে এনেছে। নির্মাণ সামগ্রীর ক্রমবর্ধমান ব্যয় এবং অবকাঠামোগত প্রকল্পগুলোর মন্থরতা রং শিল্পে প্রভাব ফেলেছে। আন্তর্জাতিক বাজারে আমদানি মূল্য বৃদ্ধি, মার্কিন ডলারের তুলনায় দ্রুত অবমূল্যায়ন, ক্রমবর্ধমান পরিচালনা ব্যয়, এল/সি সীমাবদ্ধতা এবং সরবরাহে বাধার কারণে রং শিল্প গুরুতর চ্যালেঞ্জের মুখোমুখি হয়েছিলো ২০২২-২৩ সালে। রঙ শিল্পের প্রবৃদ্ধি ২০২২-২৩ সালে এক শতাংশেরও কম ছিলো।

রঙ কোম্পানিগুলো মনোযোগ দিচ্ছে বৈচিত্র্যসম্পন্ন পণ্যের প্রস্তাব, উন্নত বৈশিষ্ট্যের প্রিমিয়াম পণ্যের প্রবর্তন, প্রযুক্তি নির্ভর সমাধান এবং হাই প্রটেক্টেড কোটিং-এর উপর।

বিক্রয় প্রবৃদ্ধি

৩১ মার্চ ২০২৩ তারিখে সমাপ্ত বছরে কোম্পানি ১৬.৩২% বিক্রয় প্রবৃদ্ধি অর্জন করেছে। এই সময়ে ভলিউম বৃদ্ধির হার ছিল প্রায় ৩.৭%। ২০২২-২০২৩ সালেও আমরা মার্কেট লিডার হিসেবে অবস্থান করেছি। নিরলস পরিশ্রমের মাধ্যমে দেশের সংকটময় পরিস্থিতিতে এই প্রবৃদ্ধি অর্জনের জন্য আমাদের কর্মীদেরকে সাধুবাদ জানাই। অন্য সব অংশীজনকেও আমাদের কোম্পানির এই গুরুত্বপূর্ণ অর্জনে সহযোগিতার জন্য ধন্যবাদ জানাই।

১৬.৩২% বিক্রয় প্রবৃদ্ধির বিপরীতে কোম্পানির করপূর্ব মুনাফা ০.৮৪% বৃদ্ধি পেয়েছে। ২০২২-২০২৩ এ করপূর্ব আয় ছিল নিট বিক্রয়ের ১৫.০৮%, যা গত বছর ছিল ১৭.৪০%। এই সময় কস্ট অব সেলস্ নিট বিক্রয়ের ৬৫.৫৯% থেকে বৃদ্ধি পেয়ে ৭০.৮০% হয়। মূল্যফীতির চাপ কমানোর জন্য আলোচ্য বছরে কোম্পানি এবারও মূল্যবৃদ্ধি করেছে। পাশাপাশি, প্রতিযোগিতামূলক বাজারে টিকে থাকার জন্য কোম্পানি ব্যয় সংকোচনের জন্য সর্বাঙ্গীণ প্রচেষ্টা চালিয়েছে। এসকল কারণে গত বছরের তুলনায় করপূর্ব মুনাফা ০.৮৪% বৃদ্ধি পেয়েছে।

বাজারে নেতৃস্থানীয় অবস্থান ধরে রাখতে উজ্জবনী বিপণন কৌশলসহ উপ-শহর ও গ্রামপ্রধান এলাকায় আমাদের কর্মকাণ্ডের প্রসার অব্যাহত থাকবে।

নতুন পণ্য এবং নতুন উদ্যোগ

গ্রাহকদের বিভিন্ন চাহিদার কথা মাথায় রেখে এবং নিজেদের পণ্যসম্ভার আরও সমৃদ্ধ করে তুলতে ২০২২-২০২৩ সালে বার্জার পেইন্টস্ বাংলাদেশ লিমিটেড নিয়ে এসেছে বেশ কিছু নতুন পণ্য।

সম্প্রতি বার্জার পেইন্টস্ বাজারে এনেছে “রবিয়াল্যাক সিনথেটিক এনামেল প্রাটিনাম”। আরএসই প্রাটিনাম একটি প্রিমিয়াম কোয়ালিটির সিনথেটিক এনামেল পেইন্ট। এতে আছে টু ইন ওয়ান কোটিং (প্রাইমার+এনামেল) যাতে আছে জং বা ক্ষয়রোধী বৈশিষ্ট্য।

বার্জার পেইন্টস্ সম্প্রতি বাজারে এনেছে ‘মিস্টার এক্সপার্ট ড্যান্স গার্ড’, নতুন এই পণ্যটি ওয়াটারপ্রুফিং ক্যাটাগরির মধ্যে আসে যা দেয়ালকে রক্ষা করে স্যান্ডসাঁতে ও অর্দ্র পরিবেশ থেকে। মিস্টার এক্সপার্ট ড্যান্স গার্ড ভিতর এবং বাহির উভয় দেয়ালের জন্য নিশ্চিত করে ওয়াটারপ্রুফিং সমাধান। এতে আছে ওয়াটারপ্রুফিং দক্ষতা যা যেকোনো সাধারণ রঙের তুলনায় দেয়ালে দশগুণ বেশি ওয়াটারপ্রুফিং ক্ষমতা প্রদান করে। এটি দেয়ালকে স্যান্ডসাঁতে হওয়া এবং নোনা হওয়া থেকে রক্ষা করে। মিস্টার এক্সপার্ট ড্যান্স গার্ড থেকে দীর্ঘ এক দশক দেয়ালের এমন সুরক্ষা প্রত্যাশিত।

গ্রাহকদের এডভান্স সলিউশন দিতে বার্জার বিভিন্ন নন-ডেকোরেটিভ এবং বিশেষ রাসায়নিক ব্যবসায়িক লাইনের অধীনে বেশ কয়েকটি নতুন পণ্য বাজারে এনেছে। বার্জারের পক্ষ থেকে বাজারজাতকৃত নতুন কিছু পণ্য হলো: থ্রি-কোট ইপক্সি এবং মেরিন পেইন্টের অধিনে বিভিন্ন টপকোট পেইন্ট, ইন্ডাস্ট্রিয়াল সলিউশনের অধীনে থার্মোপ্রাস্টিক প্রাইমার এবং জেনসোথেন পিইউ কোটিং থ্রিটিং-ইঙ্ক বিভাগের অধীনে পিইউ ইঙ্ক।

বার্জার পেইন্টস্ এর ওয়াটারপ্রুফিং এবং কোটিং সলিউশন ভবন এবং অন্যান্য অবকাঠামোকে ক্ষয় থেকে রক্ষা করে। এভাবেই বার্জারের অবদান দেশের অর্থনীতি উন্নয়নে অবদান রাখে।

‘বার্জার ডিজাইন স্টুডিও’ নামের আওতায় বার্জার বাজারে এনেছে কমপ্লিট ইন্টেরিয়র ডেকোরেশন সলিউশনস। এই সার্ভিসের আওতায় অন্তর্ভুক্ত আছে বাড়ির সাজসজ্জা, ২ডি এবং ৩ডি মকআপ এবং ইন্টেরিয়র ডিজাইনের আগাগোড়া সব।

নতুন সহায়ক: বার্জার টেক কনসাল্টিং লিমিটেড

বার্জার পেইন্টস্’ বাংলাদেশ লিমিটেডের আইটি দক্ষতার সুবিধা নেয়ার জন্য, বার্জার টেক কনসাল্টিং লিমিটেড ২০২২ সালের জুন মাসে প্রতিষ্ঠিত হয় এবং বার্জার পেইন্টস্ বাংলাদেশ লিমিটেডের সম্পূর্ণ মালিকানাধীন সহযোগী হিসাবে ২০২২ সালের অক্টোবরে বাণিজ্যিক কার্যক্রম শুরু করে। এই কোম্পানির প্রধান কার্যক্রম হলো ইআরপি দ্বারা (এসএপি এন্ড মাইক্রোসফট ইআরপি ইমপ্লিমেন্টেশন, মেইন্টেনেন্স, আপগ্রেশন এন্ড এডভাইজরি) আইটি এনাবেলড সার্ভিস প্রদান করা, সাথে উন্নয়নমূলক পরিসেবা (বিজনেস প্রসেস অন শেয়ারপয়েন্ট, ওয়েব এপ্লিকেশন, মোবাইল এপ্লিকেশন এবং এনালাইটিক্স), ক্লাউড ভিত্তিক পরিসেবা (আরজি এবং এডব্লুএস), পরিকাঠামোগত পরিসেবা, আটোমেশন পরিসেবা, (আরপিএ, আইআইওটি, ব্লকচেইন ইত্যাদি), আইটি সুরক্ষা এবং আইটি অডিট, প্রথম বছরেই কোম্পানিটি প্রশংসনীয় আয় দেখিয়েছে এবং উজ্জ্বল ভবিষ্যতের সম্ভাবনা দেখিয়েছে।

ঝুঁকিসমূহ

কোম্পানির সাথে সংশ্লিষ্ট ঝুঁকিসমূহ নিম্নরূপ:

সামগ্রিক অর্থনীতি

সামগ্রিক অর্থনীতির কর্মকাণ্ড কোম্পানির জন্য অত্যন্ত গুরুত্বপূর্ণ। কারণ এর দ্বারা নির্মাণশিল্প ও শিল্পায়ন প্রভাবিত হয় যা রং উৎপাদন-শিল্পের মূল বাজার।

বাহ্যিক বিষয়াবলি

রাজনৈতিক অস্থিরতা, ধর্মঘট, গণ-আন্দোলন, মহামারি ও সন্ত্রাসী কর্মকাণ্ডের মতো বিষয়ের কারণে কোম্পানির ফলাফল প্রভাবিত হয়।

আয়কর ও মূল্য সংযোজন করে পরিবর্তন

আয়কর ও মূল্য সংযোজন কর আইনে পরিবর্তন, করের হার বৃদ্ধি এবং বাণিজ্য বিষয়ক আইনে আকস্মিক পরিবর্তনের কারণে কোম্পানির মুনাফা ও অর্থ প্রবাহের উপর বিরূপ প্রভাব পড়তে পারে।

পরিবেশ, স্বাস্থ্য ও নিরাপত্তা সংক্রান্ত আইনে পরিবর্তন

আন্তর্জাতিক পরিমণ্ডলের সাথে তাল মিলিয়ে সরকার বিভিন্ন সময়ে পরিবেশ, স্বাস্থ্য ও নিরাপত্তা সংক্রান্ত আইন ও বিধিতে পরিবর্তন এনে থাকে যার পরিপালন নিশ্চিত করতে কোম্পানিকে অতিরিক্ত বিনিয়োগ ও ব্যয় করতে হতে পারে।

মুদ্রার বিনিময় হারে পরিবর্তন

যেহেতু বার্জারের কাঁচামালের বড় অংশই আমদানি নির্ভর, বৈদেশিক মুদ্রার বিনিময় হারের পরিবর্তনের কারণে কোম্পানির মুনাফা প্রভাবিত হয়।

ঝুঁকি বিষয়ে ব্যবস্থাপনা কর্তৃপক্ষের মূল্যায়ন

যদিও বেশিরভাগ ঝুঁকি কোম্পানি বিশেষের আয়ন্তের বাইরে, এরপরও এমন প্রত্যেক ঝুঁকির বিষয়ে বার্জার পেইন্টস্ সর্বদা সতর্ক দৃষ্টি রাখে এবং পণ্য ও বাজার বহুমুখীকরণ, দক্ষভাবে কাঁচামাল সংগ্রহ, সর্বাধুনিক প্রযুক্তি ব্যবহার এবং গবেষণা কার্যক্রমে বিনিয়োগের মাধ্যমে এসব ঝুঁকির মোকাবিলা ও কোম্পানির প্রতিযোগিতামূলক অবস্থান অর্জন করে। পরিবেশ বিধিমালার একনিষ্ঠ অনুসারী হিসেবে বার্জার পেইন্টস্ আন্তর্জাতিক মানের এক্স্‌য়েন্ট ট্রিটমেন্ট প্লান্ট এবং ইনসিনারেটর স্থাপন করে এক্ষেত্রে পথপ্রদর্শকের ভূমিকা পালন করেছে।

আর্থিক ফলাফল

পরিচালকগণ আনন্দের সাথে ৩১ মার্চ, ২০২৩ তারিখে সমাপ্ত বছরের আর্থিক প্রতিবেদন পেশ করছেন এবং নিম্নলিখিত পদ্ধতিতে মুনাফা বণ্টনের সুপারিশ করছেন:

টাকা ’০০০	৩১ মার্চ ২০২৩ তারিখে সমাপ্ত বছরের জন্য	৩১ মার্চ ২০২২ তারিখে সমাপ্ত বছরের জন্য
নিট বিক্রয়	২৫,৫৫৬,৬৬৪	২১,৯৭১,০৩৬
বিক্রিত পণ্যের ব্যয়	(১৮,০৯৩,৪৪৩)	(১৪,৪১০,২৯০)
মোট লাভ	৭,৪৬৩,২২১	৭,৫৬০,৭৪৬
কর-পূর্ব মুনাফা	৩,৮৫৪,০১০	৩,৮২২,০১৪
কর সঞ্চিতি	(৯০৯,২২৭)	(১,০৪৬,৫৯৯)
বিলম্বিত কর সঞ্চিতি	(১৪,৮১৮)	৬৭৭
কর-পরবর্তী মুনাফা	২,৯২৯,৯৬৫	২,৭৭৬,০৯২
যোগ: অন্যান্য কমপ্রিহেনসিভ ইনকাম /(এক্সপেন্স), নিট অফ ট্যাক্স	(১১৬,৯২৪)	(৪,০৪৬)
যোগ: পূর্ববর্তী বছরের অবশি্ত মুনাফা	৮,৬০৪,৭৫০	৭,৬৮৭,৮১৭
বিতরণযোগ্য মুনাফা	১১,৪১৭,৭৯০	১০,৪৫৯,৮৬৩
অন্তর্বর্তীকালীন লভ্যাংশ	-	(১,৩৯১,৩৩৪)
চূড়ান্ত লভ্যাংশ	(১,৮৫৫,১১৬)	(৪৬৩,৭৭৯)
অবশি্ত মুনাফায় স্থানান্তর	৯,৫৬২,৬৭৪	৮,৬০৪,৭৫০

মৌলিক শেয়ার প্রতি আয় (টাকা)	৬৩.১৮	৫৯.৮৬
শেয়ার প্রতি নিট পরিচালন অর্থ প্রবাহ (টাকা)	৬৫.৭৮	৫৮.৪৬
শেয়ার প্রতি নিট সম্পদের মূল্য (টাকা)	২৫৬.১৯	২০৫.৫৪
মোট লাভের হার (%)	২৯.২০	৩৪.৪১
নিট লাভের হার (%)	১১.৪৬	১২.৬৪

কোম্পানির অন্তর্বর্তীকালীন ফলাফল এবং বার্ষিক ফলাফলের মধ্যে উল্লেখযোগ্য বিচ্যুতি লক্ষ্য করা যায় না।

লভ্যাংশ

কোম্পানিটি পণ্য ও ব্যবসার বহুমুখীকরণের পাশাপাশি সক্ষমতা বৃদ্ধির জন্য ক্রমাগত বিনিয়োগ করে যাচ্ছে। লভ্যাংশের সিদ্ধান্ত নেয়ার সময় বঙ্গবন্ধু শেখ মুজিব শিল্প নগর, মিরসরাই-তে তৃতীয় কারখানার জন্য নির্ধারিত বিনিয়োগ এবং ভবিষ্যৎ ব্যবসার বৃদ্ধি নিশ্চিত করতে তহবিলের প্রয়োজনীয়তার বিষয়টি বিবেচনা করা হয়েছে। পরিচালনা পর্ষদ ৪০০% নগদ টাকা লভ্যাংশ অর্থাৎ প্রতি ১০ টাকা মূল্যের প্রতিটি সাধারণ শেয়ারে ৪০ টাকা নগদ লভ্যাংশ ঘোষণার সুপারিশ করছেন।

কোম্পানির ডিভিডেন্ড ডিস্ট্রিবিউশন পলিসি পরিচালনা পর্ষদ কর্তৃক অনুমোদিত এবং শেয়ারহোল্ডার ও সর্গশ্রষ্ট সকলের অবগতির জন্য কোম্পানির ওয়েব সাইটে প্রদর্শিত রয়েছে। বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন-এর নিয়ম অনুসারে কোম্পানির ডিভিডেন্ড ডিস্ট্রিবিউশন পলিসি বার্ষিক প্রতিবেদনের সাথে সংযুক্ত রয়েছে।

সামাজিক দায়বদ্ধতা

দায়িত্বশীল কর্পোরেট প্রতিষ্ঠান হিসেবে বার্জার বছ বছর ধরে বিভিন্ন সামাজিক কর্মকাণ্ডে অবদান রেখে চলেছে।

২০০৯ সাল থেকে বার্জার অটিস্টিক শিশুদের উন্নয়নে কাজ করে এমন ১০-১২টি বিভিন্ন প্রতিষ্ঠানকে আর্থিক এবং অন্যান্য সহযোগিতা করে আসছে। এই শিশুদের জন্য বার্ষিক চিত্রাঙ্কন প্রতিযোগিতা এবং চিত্র প্রদর্শনীও আয়োজন করা হচ্ছে। ২০২২-২০২৩ সালে ২৭তম বার্জার ইয়াং পেইন্টার্স আর্ট কম্পিটিশন উদযাপিত হয়। ঢাকা বিশ্ববিদ্যালয়ের চারুকলা বিভাগের মেধাবী শিক্ষার্থীদের মাঝে পুরস্কার বিতরণ করা হয়। বিএফএ অনার্স প্রোগ্রামে সর্বোচ্চ সিজিপিএ অর্জনকারী আট জন শিক্ষার্থীকে এই পুরস্কার দেয়া হয়, যার মধ্যে একজন ‘বার্জার স্টুডেন্ট অব দি ইয়ার’ পুরস্কার লাভ করে। এছাড়াও বার্জার দশম বারের মত আয়োজন করেছে ‘বার্জার অ্যাওয়ার্ড ফর এক্সেলেন্স ইন আর্কিটেকচার’।

বার্জার পেইন্টস ক্রমাগত অবদান রেখেছে এক টেকসই উন্নয়নে- বার্জার পেইন্টার্স ট্রেইনিং ইন্সটিটিউটের মাধ্যমে। ২০১৬ সাল থেকে রঙের কারিগরদের দক্ষতা বাড়াতে গঠিত এই প্লাটফর্ম তাদের কর্মসংস্থান এবং অর্থনৈতিক উন্নতি ঘটাচ্ছে। ইতিমেধ্য ৫,৮০০ জনেরও বেশি রঙের কারিগরদের প্রশিক্ষণ ও প্রত্যাগিত করা হয়েছে। প্রধানমন্ত্রীর অধীনে জাতীয় দক্ষতা উন্নয়ন কর্তৃপক্ষ থেকে লেভেল ২ সার্টিফিকেশন প্রদান করা হয়েছে। এই সার্টিফিকেশনের মাধ্যমে রঙের কারিগররা তাদের দক্ষতার প্রসার ঘটাতে পারে এবং দেশ-বিদেশের উচ্চ বেতন ও আরও মর্যাদাপূর্ণ চাকরির জন্য যোগ্যতা অর্জন করে।

‘বার্জার ক্লাব সুপ্রিম এবং সম্পর্ক ক্লাব’-এর আওতায় ডিলার এবং রঙের কারিগরদের মেধাবী সন্তানদের পুরস্কার দেয়া হয়। একটি অনুষ্ঠানের মাধ্যমে যেসব বাচ্চারা এইচএসসি এবং এসএসসি পরীক্ষায় গোল্ডেন এ প্লাস পেয়েছে তাদের পুরস্কৃত করা হয়েছে।

প্রতিষ্ঠানটি দেশের বিভিন্ন প্রান্তে দরিদ্র মানুষের মাঝে কঞ্চল ও শীতবস্ত্র বিতরণ করেছে।

জাতীয় কোষাগারে অবদান

আবগারি শুদ্ধ, আয়কর, মূল্য সংযোজন কর এবং সম্পূ্রক শুদ্ধ বাবদ এ বছর কোম্পানি ৭২০ কোটি ৪৫ লক্ষ ৫২ হাজার টাকা প্রদান করেছে।

সাবসিডিয়ারি কোম্পানি

জেনসন অ্যান্ড নিকোলসন (বাংলাদেশ) লিমিটেড বার্জার পেইন্টস্ বাংলাদেশ লিমিটেডের একটি সাবসিডিয়ারি কোম্পানি। কোম্পানিটি ১৯৯৫ সাল থেকে ৭০, পূর্ব নাসিরাবাদ শিল্প এলাকা, চট্টগ্রামে অবস্থিত নিজস্ব কারখানায় টিন-কন্টেইনার ও প্রিন্টেড টিন শীট উৎপাদন ও বাজারজাত করে আসছে।

‘বার্জার টেক কনসাল্টিং লিমিটেড’ বার্জার পেইন্টস বাংলাদেশের আরও একটি সহযোগী মালিকানাধীন প্রতিষ্ঠান। কোম্পানিটির কার্যক্রম হলো আইটি সেবা দেওয়া। এই সার্ভিসের মাধ্যে আরো আছে বিজনেস প্রসেস, অটোমেশন অন শেয়ারপয়েন্ট, রোবটিক প্রসেস অটোমেশন (আরপিএ), এসএপি ইআরপি ইমপ্লিমেন্টেশন, আইটি সার্ভিস ম্যানেজমেন্ট সলিউশন, ফিক্সড এসেট ম্যানেজমেন্ট সলিউশন, এসএপি সাকসেস ফ্যাক্টর ইমপ্লিমেন্টেশন ইত্যাদি। কোম্পানিটি গঠিত হয়েছিলো ২০২২ সালের জুন মাসে।

কোম্পানি আইনের ১৮৬ ধারার ১ উপধারা অনুসারে, কোম্পানিটির সাবসিডিয়ারি কোম্পানি জেনসন অ্যান্ড নিকোলসন (বাংলাদেশ) লিমিটেড এবং বার্জার টেক কনসাল্টিং লিমিটেডের আর্থিক বিবরণী এই প্রতিবেদনের সাথে সংযুক্ত করা হলো।

পুরস্কার ও সম্মাননা

ব্র্যান্ড ফোরামের আয়োজনে পেইন্ট ক্যাটাগরিতে “সর্বাধিক প্রিয় ব্র্যান্ড” হিসেবে টানা ১২ বার পুরস্কৃত হয়েছে বার্জার।

বার্জার পেইন্টস বাংলাদেশ লিমিটেড সিঙ্গাপুরের প্যান প্যাসিফিক, মেরিন স্কয়ারে অনুষ্ঠিত ওয়াল্ট এইচআরডি কংগ্রেস-এ এশিয়ার বেস্ট এমপ্লয়ার ব্র্যান্ড ২০২২ খেতাব অর্জন করেছে।

বার্জার পেইন্টস ৯ম বারের মতো জিতেছে আইসিএমএবি বেস্ট কর্পোরেট এওয়ার্ড। ইন্সটিটিউট অফ কস্ট এন্ড ম্যানেজমেন্ট অ্যাকাউন্টস অফ বাংলাদেশ (আইসিএবি) আইসিএমএবি-এর সাথে যুক্ত হয়ে বার্জার পেইন্টস বাংলাদেশ লিমিটেডকে মাল্টিন্যাশনাল মেন্যুফেকচারিং-এর আওতায় আইসিএমএবি বেস্ট কর্পোরেট এওয়ার্ড প্রদান করে।

আন্তর্জাতিক পরিবেশ দিবস উপলক্ষে ডিয়াইটিএফ আগারগাঁও-এ জুন ২০২২-এ পরিবেশ অধিদপ্তর কর্তৃক আয়োজিত পরিবেশ মেলা ২০২২-এ বার্জার পেইন্টস অংশগ্রহণ করেছিলো এবং পরিবেশে ইতিবাচক অবদানের জন্য দ্বিতীয় অবস্থান অর্জন করেছে। উক্ত আয়োজনে পরিবেশগত সম্মতির জন্য কোম্পানির উদ্যোগ হাইলাইট করা হয়।

বার্জার পেইন্টস্ বাংলাদেশ লিমিটেড ২০২২-২৩ সালে “ভ্যাট সম্মাননা কার্ড” পেয়েছে।

পরিচালক নির্বাচন

ক) ব্যবস্থাপনা পরিচালক রূপালী চৌধুরী আগামী ১২ আগষ্ট ২০২৩ সালে তার কার্যমেয়াদ শেষ করবেন এবং আগামী ৩১ জুলাই ২০২৬ পর্যন্ত তাকে পুনরায় নিয়োগ করার জন্য পরিচালনা পর্ষদ প্রস্তাব করছে। কোম্পানি আইন ১৯৯৪-এর ধারা ১১০(৩) অনুযায়ী এবং এনআরসি কমিটির সুপারিশ অনুসারে পরিচালনা পর্ষদ তাকে ২০২৩ সালের ১৩ আগস্ট থেকে ২০২৬ সালের ৩১ জুলাই পর্যন্ত ব্যবস্থাপনা পরিচালক হিসেবে নিয়োগ করেছেন এবং সদস্যদের অনুমোদনের সুপারিশ করছেন।

খ) সংঘ বিধির অনুচ্ছেদ ১২১ এবং ১২২-এর অনুসারে অবসর নেওয়া পরিচালক অনীল ভান্সা, জাঁ-ক্লদ লুত্রই, রিশমা কৌর এবং সাজ্জাদ রহিম চৌধুরী যোগ্য বিধায় পুনর্নির্বাচিত হওয়ার ইচ্ছা পোষন করেছেন।

পরিচালনা পর্ষদ এসকল নির্বাচন পুনর্নির্বাচনের সুপারিশ করেন।

নিরীক্ষক নিয়োগ

ক) কোম্পানি আইন ১৯৯৪ অনুসারে নিরীক্ষক মেসার্স হোদা ভাসী চৌধুরী এন্ড কোং চার্টার্ড অ্যাকাউন্ট্যান্ট বার্ষিক সাধারণ সভার শেষে অবসর গ্রহণ করবেন। এটি ছিল নিরীক্ষক হিসেবে তাদের দ্বিতীয় বছর এবং বাংলাদেশ সিকিউরিটি এক্সচেঞ্জ কমিশনের আদেশ নং এইইসি/সিএমআরআরসিডি/২০০৯-১৯৩/১০৪/অ্যাডমিন তারিখ ২৭ জুলাই ২০১১ তারা আরো এক মেয়াদের জন্য নিয়োগের যোগ্য। পরিচালনা পর্ষদ অডিট কমিটির সুপারিশ অনুসারে মেসার্স হোদা ভাসী চৌধুরী এন্ড কোং চার্টার্ড অ্যাকাউন্ট্যান্টস্কে বার্ষিক ১,১৪০ হাজার টাকা ও প্রযোজ্য ভ্যাট-এর বিনিময়ে ২০২৩-২০২৪ সালের জন্য পুনরায় নিয়োগের জন্য সুপারিশ করেছেন, যা পরবর্তী বাষিক সাধারণ সভা পর্যন্ত বলবৎ থাকবে।

খ) মেসার্স ম্যাবস অ্যান্ড জে পার্টনার্স ৩১ মার্চ ২০২৩ তারিখে সমাপ্ত বছরের জন্য কর্পোরেট গভর্নেন্স কমপ্লায়েন্স রিপোর্ট নিরীক্ষা করেছেন এবং সনদপত্র প্রদান করেছেন। পুনর্নিয়োগের যোগ্য বিধায় ৩১ মার্চ ২০২৪ তারিখে সমাপ্ত বছরের নিরীক্ষা করার জন্য ইচ্ছা প্রকাশ করেছেন। বাংলাদেশ সিকিউরিটি এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/অ্যাডমিন/৮০ তারিখ ৩ জুন ২০১৮ এর শর্ত ৯(২) অনুসারে কর্পোরেট গভর্নেন্স কমপ্লায়েন্স সার্টিফিকেট নিরীক্ষাকারী প্রতিষ্ঠানের নিয়োগ সাধারণ সভায় অনুমোদিত হবে। পরিচালনা পর্ষদ তাদেরকে বার্ষিক ৭৫ হাজার টাকা ও প্রযোজ্য ভ্যাট-এর বিনিময়ে ২০২৩-২০২৪ সালের জন্য পুনরায় নিয়োগের জন্য সুপারিশ করেছেন।

কর্পোরেট সুশাসন

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং বিএসইসি/সিএমআরসিডি/২০০৬-১৫৮/২০৭/অ্যাডমিন/৮০ তারিখ ৩ জুন ২০১৮ অনুসারে প্রয়োজনীয় ঘোষণা ও প্রতিবেদনসমূহ সংযুক্তি ১, ২, ৩, ৪ ও ৫ আকারে এ প্রতিবেদনের সাথে সংযুক্ত হলো।

মানবসম্পদ

দীর্ঘমেয়াদী সাক্ষ্যোকে লক্ষ্য রেখে এই কোম্পানির কর্মী নিয়োগ দেওয়া হয়। সম্প্রতি কোভিড-১৯ মহামারী চলাকালীন সময়ে কর্মীদের সুস্থতা নিশ্চিত করতে বেশ কিছু পদক্ষেপ নেওয়া হয়েছিলো। হ্যান্ড স্যানিটাইজার এবং সুরক্ষা সরঞ্জাম বিতরণ, ওয়াশ স্টেশন, কর্মক্ষেত্র নতুন করে ডিজাইন করা, সপ্তাহজুড়ে ২৪ ঘন্টা হেলথ কনসাল্টেন্টের সেবা নেওয়া, মানসিক অশান্তি দূর করতে ভার্চুয়াল সেশন নেওয়া, ইমার্জেন্সি সাপোর্টের জন্য অক্সিজেন সিলিন্ডার এবং অক্সিমিটারের ব্যবস্থা রাখা, থার্মাল স্ক্রিন, জীবাণুমুক্ত গাড়ি ও ভ্যান ইত্যাদি বিষয় নিশ্চিত করা হয় কোম্পানির পক্ষ থেকে।

সব সময়ের মতো, কোম্পানিটি সারা বছর ধরে শিল্প ক্ষেত্রে শান্তি ও সম্প্রীতির অভিজ্ঞতা অব্যাহত রেখেছে। কর্মীদের দক্ষতা এবং জ্ঞান বৃদ্ধি করতে দেশ-বিদেশে বিভিন্ন উন্নয়ন কর্মসূচী করা হয়েছে। লকডাউনের সময় ডিজিটাল প্লাটফর্মে কর্মীদের ট্রেনিং করানো হয়েছে। লকডাউনের সেই কঠিন এবং চ্যালেঞ্জিং সময়ে কোন কর্মী চাটাই করা হয়নি। বরং কর্মীদের সকল সুযোগ সবিধা নিশ্চিত করা হয়েছে।

পর্ষদ এই কোম্পানির উন্নয়নে সকল কর্মকর্তা-কর্মচারীর প্রচেষ্টা ও সহযোগিতাকে কৃতজ্ঞচিত্তে স্মরণ করছে।

ব্যবস্থাপনা কর্তৃপক্ষের স্বীকৃতি

পরিচালনা পর্ষদ কোম্পানির সাক্ষ্যে অবদান রাখার জন্য সকল কর্মকর্তা-কর্মচারী, ড্রেফতা, ব্যাংক, বীমা কোম্পানি, সরকারি সংস্থাসমূহ, নিরীক্ষক, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ, চট্টগ্রাম স্টক এক্সচেঞ্জ, সেন্ট্রাল ডিপোজিটরী বাংলাদেশ লিমিটেড, সেবাদাতা এবং সর্বোপরি শেয়ারহোল্ডারগণকে আন্তরিক ধন্যবাদ জানাচ্ছেন।

পরিচালনা পর্ষদের পক্ষ থেকে,
জেরাল্ড কে. গ্র্যাডামস
সভাপতি
৩১ মে ২০২৩

SUBSIDIARY COMPANY PROFILE

TURQUOISE
INFINITY
COMPASSIONATE
PROTECTIVE
FAITHFUL
WATER
COOLNESS
SKY, GEMSTONE
TROPICAL
OCEANS



JENSON & NICHOLSON (BANGLADESH) LIMITED
A subsidiary of Berger Paints Bangladesh Limited

Directors' Report

The Directors of Jenson & Nicholson (Bangladesh) Limited are pleased to present their 33rd report for the year ended March 31, 2023 along with the Audited Financial Statements and the Auditors' Report thereon.

During the period the company's revenue increased by 23.25%. Due to the increase of raw materials prices in global market and unfavorable exchange rate, the cost of sales increased by 29.17%. As a result, gross profit reduced by 1.15%. Gross profit was 15.65% of revenue in 2022-23 compared to 19.52% of revenue in 2021-22. However, due to higher financial charges for interest payments on borrowed funds from Berger Paints Bangladesh Limited, profit before tax decreased by 12.11% compared to the previous year. The company is investing in the enhancement of its production capacity to cater to the gradually expanding customer base and diversification of the product range. In view of the above, the Board of Directors has not recommended any dividend for the year ended March 31, 2023.

Jenson & Nicholson (Bangladesh) Limited is offering the best quality food-grade packaging containers in addition to its existing packaging products for the paint industry. The company's portfolio of third-party businesses is gradually expanding. The company is manufacturing import substitute packaging for infant formula milk for Nestle' Bangladesh.

The company received/renewed the following certifications during the year:

Food Safety System Certification FSSC22000	ISO 22000:2018, ISO/TS22002-4:2013
Quality Management Systems	ISO 9001:2015
Occupational Health and Safety Management Systems	ISO 45001:2018
Environmental Management Systems	ISO 14001:2015
SEDEX (Supplier Ethical Data Exchange)	

The Directors retiring by rotation under Article 32 are Mr. Sazzad Rahim Chowdhury and Mr. Mohammad Nazimuddin Helali who, being eligible, offered themselves for re-election. The Board of Directors recommends these re-elections.

The Board of Directors recommends the reappointment of Messrs Snehasish Mahmud & Co., Chartered Accountants as auditor at the ensuing Annual General Meeting.

The Board acknowledges the continued assistance from the management of Berger Paints Bangladesh Limited to make Jenson & Nicholson (Bangladesh) Limited successful. The Board of Directors would like to put on record their appreciation to all stakeholders; employees, customers, banks, insurance companies, government authorities, auditors and utility providers for their strong support and contribution towards the success of the Company.

On behalf of the Board,

Rupali Chowdhury
Managing Director
May 31, 2023

Independent Auditor's Report to the shareholders of Jenson & Nicholson (Bangladesh) Limited

Opinion

We have audited the financial statements of Jenson & Nicholson (Bangladesh) Limited hereinafter referred to as "the company" which comprise the Statement of Financial Position as at 31 March 2023, Statement of profit and loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 March 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 and other applicable laws and regulations.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for other information. The other information comprises of the information including Director's Report included in annual report, but does not include the financial statements of the company and our Auditor's Report thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the Director's Report and in doing so, consider whether the Director's report is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated, if , based on the work we have performed , we conclude that there is a material misstatement of the Director's Report, we are required to report that fact. We have nothing to report in this regard.

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Company as a whole are free from material misstatement, whether due to fraud and 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 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 a part of audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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

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

Report on other Legal and Regulatory Requirements

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

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof.
- b) in our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of those books; and
- c) the company's financial position and statement of comprehensive income dealt with by the report are in agreement with the books of account.

DVC: 2306081550AS322197

Dated Dhaka, 31 May 2023



Sukanta Bhattacharjee, FCA
Enrolment No. 1550
Partner
Snehasish Mahmud & Co. Chartered Accountants

Jenson & Nicholson (Bangladesh) Limited

Statement of Financial Position

As at 31 March 2023

In Thousands Taka	As at 31 March	
	2023	2022
Assets		
Non- Current Assets		
Property, plant and equipment	590,913	622,598
Intangible assets	5,506	5,183
Capital work-in-progress	553,405	248,707
Total non- current assets	1,149,824	876,488
Current Assets		
Inventories	393,124	387,187
Trade & Other receivables	110,494	85,351
Advances, deposits and prepayments	27,828	40,676
Cash and cash equivalent	14,689	15,716
Total current assets	546,135	528,930
Total Assets	1,695,959	1,405,418
Equity and Liabilities		
Share capital	50,100	50,100
Retained earnings	884,924	782,385
	935,024	832,485
Non-current Liabilities		
Deferred tax liabilities	67,791	81,983
Employees' retirement gratuity	23,509	20,201
Total non-current liabilities	91,300	102,184
Current Liabilities		
Inter-company payable -BPBL	459,294	357,908
Trade and other payables	206,545	107,761
Liabilities for Income tax	3,796	5,080
Total current liabilities	669,635	470,749
Total Liabilities	760,935	572,933
Total equity and liabilities	1,695,959	1,405,418
Contingent Liabilities	98,014	191,223



Managing Director



Director & CFO



Company Secretary

Signed in terms of our separate report of even date annexed

DVC: 2306081550AS322197

Dated Dhaka, 31 May 2023



Sukanta Bhattacharjee,FCA
Enrolment No. 1550
Partner
Snehasish Mahmud & Co.
Chartered Accountants

Jenson & Nicholson (Bangladesh) Limited

Statement of profit or loss and other comprehensive income

For the year ended 31 March 2023

In Thousands Taka	For the year ended 31 March	
	2023	2022
Revenue	1,170,747	949,860
Cost of sales	(987,474)	(764,447)
Gross profit	183,273	185,413
Operating Expenses		
Warehouse and distribution expenses	(40,392)	(35,498)
Administration expenses	(42,498)	(39,353)
Other operating income	76,948	63,808
	(5,942)	(11,043)
Profit from operation	177,331	174,370
Service charges	(3,000)	(3,000)
Financial charges	(33,125)	(11,945)
	(36,125)	(14,945)
Other non-operating income /(loss)	(1,081)	-
Profit before WPPF and tax	140,125	159,425
Workers' profit participation and welfare fund	(7,006)	(7,971)
Income before tax	133,119	151,454
Current tax expense	(44,772)	(49,143)
Deferred tax income/(expense)	14,192	2,298
	(30,580)	(46,845)
Profit for the year	102,539	104,609
Other comprehensive income	-	-
Total comprehensive income	102,539	104,609



Managing Director



Director & CFO



Company Secretary

Signed in terms of our separate report of even date annexed

DVC: 2306081550AS322197

Dated Dhaka, 31 May 2023



Sukanta Bhattacharjee,FCA
Enrolment No. 1550
Partner
Snehasish Mahmud & Co.
Chartered Accountants

Jenson & Nicholson (Bangladesh) Limited

Statement of Cash Flows

For the year ended 31 March 2023

In Thousands Taka	For the year ended 31 March	
	2023	2022
Cash flows from Operating Activities (A)		
Cash received from customers	1,145,604	936,147
Cash received from other income	75,867	63,808
Cash paid to suppliers and employees	(882,328)	(746,667)
Cash received from inter company loan	101,386	
Payment of interest	(33,125)	(11,945)
Income tax paid	(46,056)	(54,530)
Net cash from operating activities	361,348	186,813
Cash flows from Investing Activities (B)		
Capital expenditures	(362,375)	(196,494)
Net cash used in investing activities	(362,375)	(196,494)
Cash flows from Financing Activities (C)		
(Decrease)/Increase in cash and bank balance (D)= (A+B+C)	(1,027)	(9,681)
Cash & cash equivalents at the beginning of the year (E)	15,716	25,397
Cash & cash equivalents at the end of the year (D+ E+F)	14,689	15,716
These comprise the following		
Cash at bank	14,689	15,340
Cash in hand	-	376
	14,689	15,716


Managing Director


Director & CFO


Company Secretary



Directors' Report

The Directors of Berger Tech Consulting Limited are pleased to present their first report for the year ended March 31, 2023 along with the Audited Financial Statements and the Auditors' Report thereon.

Berger Tech Consulting Limited was incorporated on 01 June 2022 as a wholly-owned subsidiary of Berger Paints Bangladesh Limited. A next-generation technology solutions and services company founded with the goal of facilitating companies to expedite their digital and technological transformation processes. The combination of Berger Tech solutions & services with deep domain expertise enables partners to simplify business, lower costs, maximize revenue, and gain a competitive advantage.

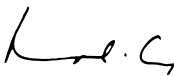
The principal activities of the Company are IT Enabled Services (ITES), such as carrying on business activities relating to banking system migration, software, ERP (Enterprise Resource Planning) software, games software, application software, customization/ configuration of software, system integration re-engineering, internet, e-commerce, web designing, web hosting, data processing, data communication and any hardware related or supporting such business within Bangladesh and abroad.

During the nine-month period of operation, the company's revenue stood at BDT 6,793 thousand and Gross Profit stood at BDT 3,770 thousand. Administrative and Selling & Distribution Expenses were 10.19% and 6.48% of revenue respectively. Net profit was BDT 2,638 thousand with an Earnings Per Share (EPS) of BDT 10.55. The Board of Directors appreciates the management of the company for the impressive result in the first year of operation. The company is focusing on expansion and in view of the above, the Board of Directors has not recommended any dividend for the year ended March 31, 2023.

The Board of Directors recommends the reappointment of Messrs Atik Khaled Chowdhury, Chartered Accountants as auditor at the ensuing Annual General Meeting.

The Board acknowledges the continued assistance from the management of Berger Paints Bangladesh Limited to make the Company successful. The Board of Directors would like to put on record their appreciation to all stakeholders; employees, customers, banks, insurance companies, government authorities, auditors and utility providers for their strong support and contribution towards the success of the Company.

On behalf of the Board,



Rupali Chowdhury
Chairman
May 30, 2023

Independent Auditor's Report To the Shareholders of Berger Tech Consulting Limited

Report on the audit of Financial Statements

Opinion

We have audited the accompanying Financial Statements of **Berger Tech Consulting Limited** (the Company), which comprise the statement of financial position as at 31 March 2023, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion the accompanying financial statements give a true and fair view of the state of Company's affairs in all material respects of the financial position of the Company as at 31 March 2023, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), International Accounting Standards (IASs), Companies Act (#18) 1994, and Other rules and regulations applicable for this Company in Bangladesh.

Basis for Opinion

We conducted our audit in accordance with International Standard on Auditing (ISAs) and applicable law. Our responsibilities under those standards are further described in "Auditor's responsibilities for the audit of the financial statements" section of our report.

We believe that, the audit evidence we have obtained are sufficient and appropriate to provide a basis for our audit opinion.

Independence and Other Ethical Responsibilities

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 and ICAB Bye-laws.

Other information

Management is responsible for the other information. The other information comprises of the information including Director's report included in the annual report, but does not include in the financial statements of the Company and our Auditor's Report thereon.

In connection with our audit of the financial statements, our responsibility is to read the Director's Report and in doing so, consider whether the Director's Report is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated, if, based on the work we have performed, we conclude that there is a material misstatement of the Director's Report, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with applicable IFRSs and IASs, the Companies Act (#18) 1994, and other applicable laws and regulations. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

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

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

Auditor's responsibilities for the audit of the financial statements

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 judgement and maintain professional skepticism throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters 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, we also report the following:

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

Dhaka, 30 May 2023

For and on behalf of
Atik Khaled Chowdhury, Chartered Accountants
Chartered Accountants



N I Chowdhury FCA, Senior Partner
Enrolment No: 0766; DVC No.: 2305300766AS337521

Berger Tech Consulting Limited
Statement of Financial Position

As at 31 March, 2023

Particulars	March 31, 2023
	Amount (Tk. 000)
ASSETS	
Current Assets	
Trade and Other Receivables	4,313
Cash and Cash Equivalents	4,089
Total Current Assets	8,401
TOTAL ASSETS	8,401
EQUITY AND LIABILITIES	
Shareholders Equity	
Share Capital	2,500
Retained Earnings	2,638
Total Shareholders Equity	5,138
Current Liabilities	
Trade and Other Payables	3,263
Total Current Liabilities	3,263
TOTAL EQUITY AND LIABILITIES	8,401


Company Secretary


Director

Signed in terms of our separate report of even date annexed


Chairman

Dhaka, 30 May 2023

For and on behalf of
Atik Khaled Chowdhury, Chartered Accountants
Chartered Accountants



N I Chowdhury FCA, Senior Partner
Enrolment No: 0766; DVC No.: 2305300766AS337521

Berger Tech Consulting Limited
Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2023

Particulars	March 31, 2023
	Amount (Tk. 000)
Net Revenue	6,793
Less: Cost of Sales	3,023
Gross profit	3,770
Less : Operating Expenses	
Less: Administrative Expenses	692
Less: Selling & Distribution Expenses	440
Profit from Operation	2,638
Less: Income Tax Expense	-
Net Profit after tax	2,638
Earnings per Share (EPS) - Basic (Tk)	10.55


Company Secretary


Director

Signed in terms of our separate report of even date annexed


Chairman

Dhaka, 30 May 2023

For and on behalf of
Atik Khaled Chowdhury, Chartered Accountants
Chartered Accountants



N I Chowdhury FCA, Senior Partner
Enrolment No: 0766; DVC No.: 2305300766AS337521

Berger Tech Consulting Limited
Statement of Cash Flows

For the year ended 31 March 2023

Particulars	March 31, 2023
	Amount (Tk. 000)
A. Cash Flows from Operating Activities	
Cash Received from Customers & Others	2,775
Cash Paid to Suppliers & Others	(264)
Cash Paid for Operating Expenses	(922)
Net Cash Inflow/ (Outflow) from Operating Activities	1,589
B. Cash Flows from Investing Activities:	
Net Cash Inflow/ (Outflow) from Investing Activities	-
C. Cash Flow from Financing Activities	-
Proceeds from Issues of Equity Share	2,500
Net Cash Inflow/ (Outflow) from Financing Activities	2,500
D. Net Changes in Cash and Cash Equivalents for the period (A+B+C)	4,089
E. Cash and Cash Equivalents at the beginning of the period	-
F. Cash and Cash Equivalents at the end of the period (D+E)	4,089


Company Secretary


Director

Signed in terms of our separate report of even date annexed


Chairman

Dhaka, 30 May 2023

For and on behalf of
Atik Khaled Chowdhury, Chartered Accountants
Chartered Accountants



N I Chowdhury FCA, Senior Partner
Enrolment No: 0766; DVC No.: 2305300766AS337521



24x7
FREE CALL
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২৪ সক্ষম যেকোনো সমাধানে

EVENTS

PERIWINKLE
GENIAL
LIVELY
SPRIGHTLY, CONVIVIAL
CORDIAL

49TH ANNUAL GENERAL MEETING OF BERGER PAINTS BANGLADESH LIMITED



The 49th Annual General Meeting of Berger Paints Bangladesh Limited was held on August 24, 2022 on digital platform. Gerald K Adams, Chairman, Berger Paints Bangladesh Limited presided over the meeting. Rupali Chowdhury, Managing Director, along with other directors, Anil Bhalla, Masud Khan, Parveen Mahmud, Reazul Islam, Rishma Kaur, Kanwardip Singh Dhingra, Sunil Sharma, Abhijit Roy, Jean-Claude Loutreuil and Sazzad Rahim Chowdhury also attended the meeting.

Gerald K Adams presented the Directors' Report, Auditors' Report and Audited Financial Statements for the year that ended on March 31, 2022 before the shareholders. Rupali Chowdhury replied to the shareholders' queries.

BERGER TECH CONSULTING LIMITED – NEW SUBSIDIARY OF BERGER

Berger has ventured into a new avenue, expanding its business in the field of Information Technology. A wholly owned subsidiary company named Berger Tech Consulting Limited has been established in June 2022. The company provides Information Technology related services and related consultancy services in Bangladesh. Berger Tech Consulting Limited has already obtained 6 work orders from renowned companies in the country and aims to accomplish great strides ahead.



BERGER LAUNCHES NEW PRODUCTS AND SERVICES



Berger brings in Mr. Expert Damp Guard solutions to protect your surface from damp issues

Berger Paints recently launched **Mr. Expert Damp Guard**, a new product range under the waterproofing category to protect your home against any kind of damage caused by damp & efflorescence.

In Bangladesh, Berger Paints is assuring the safety and longevity of paint solutions. Conscious homeowners, therefore, always choose Berger solutions to protect the walls of their houses. Keeping in mind, Berger has come up with Mr. Expert Damp Guard

range to offer a waterproofing solution for both interior and exterior walls. It contains waterproofing properties that provide ten times more water resistance to the walls than any regular paint. It protects the walls from dampness, alkali, and salt efflorescence and is expected to give such protection for a decade.

A launching event was held at Le Méridien Dhaka on November 16, 2022 to highlight Mr. Expert Damp Guard. Arifin Shuvoo, the Brand Ambassador of Mr. Expert Damp Guard; Rupali Chowdhury, Managing Director of Berger Paints Bangladesh Limited; Mohsin Habib Chowdhury, Chief Sales and Marketing Officer; Abul Kasem Mohammad Sadeque Nawaj, Chief Business Officer; Tanzeen Ferdous Alam, Chief Marketing Officer, along with other high officials and dealers of Berger Paints Bangladesh Limited, were present at the event.

BERGER LAUNCHES NEW PRODUCTS AND SERVICES

Berger Launches Robbialac Synthetic Enamel Platinum

Berger Paints has recently introduced **Robbialac Synthetic Enamel Platinum**. RSE Platinum is a premium quality synthetic enamel paint. It is a two-in-one coating (Primer + Enamel) having extremely good anticorrosive properties. RSE Platinum saves time and cost as application of primer is not required.



Berger WeatherCoat Glow – Glossy look for Exterior Wall

Berger introduced **WeatherCoat Glow**-new extension to our WeatherCoat Family!!

WeatherCoat Glow, is a specially formulated flexible gloss coating for exterior walls. Due to its unique shiny appearance, it gives your wall a vibrant look with extra water repellency and resistance properties against fungi, algae, and dampness. This coating maintains a high degree of elasticity over time, which allows the paint film to be free from hairline cracks caused by concrete shrinkage. The product has high sheen with water repellency and water proofing properties.

BERGER WINS BEST BRAND AWARD



Berger Paints Bangladesh Limited has once again been awarded the best brand 2022 in the paint category. The much anticipated accolade in the branding fraternity of Bangladesh was organized in partnership with Nielsen IQ and in association with The Daily Star. On behalf of Berger, Sajuti Saleque Setu, Head Brand and Category Manager Sayed Shorif Russel and Nameeb Itmaam received the award

BERGER PAINTS RECEIVES 'ASIA'S BEST EMPLOYER BRAND 2022' AWARD

Berger Paints Bangladesh Limited has been presented with Asia's Best Employer Brand 2022 by World HRD Congress at Singapore's Pan Pacific, Marina Square with global industry leaders and organizations. On behalf of Berger, Afrina Nazneen, Officer Culture & Employer Branding from HR Department received the award. The event was hosted by World HRD Congress, an independent organization recognizing achievements in human resources management throughout the world.



BERGER RECEIVES ICMAB BEST CORPORATE AWARD



Berger Paints has won the ICMAB Best Corporate Award for the ninth time. The Institute of Cost and Management Accountants of Bangladesh (ICMAB) has honored BPBL with ICMAB Best Corporate Award 2021 under Multinational Manufacturing category in a ceremony at Hotel InterContinental, Dhaka on December 01, 2022. Sazzad Rahim Chowdhury, FCA, Group CFO and Director, BPBL received the award from Tipu Munshi, MP, Honorable Minister, Ministry of Commerce, GOB. Berger previously received the ICMAB award in 2020, 2019, 2018, 2017, 2015, 2013, 2012 and 2010 owing to its financial strength, quality of the annual report, corporate governance, HR Management, and CSR initiatives.

BERGER ILLUSIONS FEST ORGANIZED AT BEZ

Berger Paints has recently arranged Berger illusions Fest at Berger Experience Zones in Gulshan, Dhanmondi and Uttara. Under this campaign, upon online registration, children participated in art camps at BEZ offices under the guidance of Color Consultants and art students of Faculty of Fine Arts. The artworks done by children would be considered for illusions designs in walls for interested customers.



RUPALI CHOWDHURY HONORED AT BANGLADESH C-SUITE AWARDS 2022



Rupali Chowdhury, Managing Director, BPBL, has been honored at the recent Bangladesh Brand Forum (BBF) event "Bangladesh C-Suite Awards 2022". The distinguished "CEO Excellence Award" was handed over to the visionary leader at a gala event that took place at Le Meridien Dhaka on November 05, 2022. Rupali Chowdhury was nominated for her responsible and sincere presence in the industry. She has been acknowledged by BBF to be among the few influential corporate figures who exemplify integrity, insist upon excellence and has earned the trust of millions by ensuring fair and competitive work culture at Berger.

RUPALI CHOWDHURY ELECTED VICE PRESIDENT OF BANGLADESH ECONOMIC ZONE INVESTORS' ASSOCIATION

Ms. Rupali Chowdhury has been elected Vice President of Bangladesh Economic Zone Investor's Association for the 2022-2024 session. Bangladesh Economic Zone Investors' Association (BEZIA) represents the investors' at all economic zones through advocacy on public-private partnership and business-to-government issues.



27TH BERGER YOUNG PAINTERS' ART COMPETITION ORGANIZED



Berger Paints has arranged 27th Berger Young Painters' Art Competition. Over the last 27 years, Berger has recognized many talented artists and highlighted their creativity at the national level through this competition. This year the winners are: Md. Rafiqul Islam (1st), Md. Ariful Islam (2nd), Sima Mondal (3rd), Kamrun Naher Mim (4th), Asif Al Nur (5th), Niharika Awhona Barsaat (6th). An exhibition was held during November 20-26, 2022 showcasing the top 40 paintings of the competition.

BERGER AWARDS ASPIRING YOUNG ARCHITECTS OF BUET

Berger Paints organized a virtual award-giving ceremony, the Berger Award for the Students of Architecture BUET (BASAB), in collaboration with the Department of Architecture, Bangladesh University of Engineering and Technology (BUET) on February 27, 2022.

In the ceremony, a total of 22 awardees from sessions 2016-2017 and 2017-2018 were rewarded in four categories. For 2016-2017 session, the Berger Travel Grant was rewarded to Humaira Binte Hannan, Fakiha Rifat Bushra, Anika Tasnia, Niloy Das & Arifuzzaman Tanvir. Berger Best Portfolio Award went to Md. Tamjid Hasan Khan. Berger Promising Designer Award was given to Md Arafat Rahman Dewan & Berger Best Design Award was won by Saeda Ruaida Islam. For 2017-2018 session, the Berger Travel Grant was rewarded to Amit Krishna Sarker, Md Yafiz Siddiqui & Sudipto Das. Berger Best Portfolio Award went to Shuzaul Islam, Berger Promising Designer Award was given to Nazifa Nawar Subha & Berger Best Design Award was won by Humayra Anan.



BERGER AWARD FOR STUDENTS OF FACULTY OF FINE ART



Berger Paints held the award program of Berger Award for Students of Fine Art, University of Dhaka, on November 20, 2022. The primary focus of the event was to financially assist the most talented students of the FFA in continuing their studies till the final stage of their academic pursuit. In addition, the program was also targeted toward honoring the academic excellence of the students of FFA, DU and encouraging young artists to pursue their studies with keen interest.

Professor Dr. Muhammad Samad, Pro-Vice Chancellor (Admin), University of Dhaka, Professor Nisar Hossain, Dean of FFA, University of Dhaka, Rupali Chowdhury, Managing Director, BPBL and Mohsin Habib Chowdhury, Chief Sales & Marketing Officer, BPBL addressed the students on the occasion.

ANNOUNCEMENT OF 10TH BERGER AWARD FOR EXCELLENCE IN ARCHITECTURE

Berger Paints Bangladesh Limited (BPBL) announced the commencement of 10th Berger Award for Excellence in Architecture – BAEA in association with the Institute of Architects Bangladesh (IAB) through a press conference held at Gulshan Club's Patio Hall on August 10, 2022. In the event, Ar. Qazi M Arif addressed about the process of the award. He also revealed the trophy which has been designed by Eminent Artist Md. Hamiduzzaman. Late Ar. Mubasshar Husain, then President, Institute of Architects Bangladesh and Berger officials including Rupali Chowdhury, Managing Director; Md Mohsin Habib Chowdhury, Chief Sales and Marketing Officer; Shabbir Ahmad, Head - PPEZ; also attended the program.



BERGER REWARDS CLUB MEMBERS' CHILDREN WHO EXCELLED IN HSC AND SSC EXAMINATIONS



Berger Paints Bangladesh Ltd has organized an award-giving ceremony for the children of its Club Supreme and Somporko Club members who achieved Golden GPA 5 in their HSC and SSC examinations. The event was held on October 16, 2022, at Berger Corporate Office. After two years of pause due to Covid, the yearly initiative resumes again for HSC and SSC examinees of 2020 and 2021. This year, a total of six students were awarded crest, certificate, prize money, and books at the event— Afrin Jahan Chowdhury (HSC), Mahmudul Hasan (HSC), Labiba Tasnim (HSC), Fariha Tabassum (HSC), Abrar Shajid (SSC), and Zinat Sultana Tajri (HSC).

BERGER ORGANIZED BERGER ARTISTA CHILDREN'S ART COMPETITION IN SEARCH OF YOUNG ARTISTIC MINDS

With a view to motivate the young artists of the country, Berger Paints organized 'Berger Artista Children's Art Competition' this year in March 2022. Submissions made online in the Berger official Facebook page. The competition had two rounds, where the children were divided into two groups: Group A (5-10 years) and Group B (11-15 years). The first-round winners participated in an Art Camp and exhibition. The second-round winners from both groups were rewarded with gift hampers, certificates, and crests.



BERGER HOME DÉCOR – COMPLETE INTERIOR DECORATION SOLUTIONS



Berger has launched complete interior decoration solutions under the brand name – Berger Home Décor. The service incorporates consultancy on home decoration, 2D and 3D mockups and complete execution. Under the service, customer will send pictures and videos of their home or office. Then the interior design experts of Berger Home Décor will share design options upon discussion with the client. The design approved by the client will be implemented by the architects of Berger Home Décor. Through this service, Berger will create your dream home.

To facilitate customers, Berger is also offering online payment solutions that allows customers to pay via any card (VISA/Mastercard) and any MFS (Mobile Financial Services) and EMI offer that allows payment through monthly installments with 0% Interest in 12 months. This facility is available for painting services under Berger Experience Zone as well as interior decoration services.

NEW BERGER EXPERIENCE ZONES INAUGURATED

With a view to ensure excellence in customer service and reach out to more customers with one-stop painting solutions, Berger Paints expanded its service wing to strengthen its pledge to provide complete painting solutions for valued customers. Three new Berger Experience Zones were opened in Jhenaidah, Sylhet and Chattogram.

Berger Paints inaugurated its latest Berger Experience Zone in Jhenaidah to provide one-stop painting solutions to all painting requirements. It opened this franchised outlet under the dealer “Sourav Traders” at Bangabandhu Road, Ukilbar Market, Jhenaidah. Earlier, Berger Paints launched a new Berger Experience Zone flagship outlet in Sylhet. The establishment was inaugurated in Al-famacha shopping centre, Naya Sarak point, Sylhet. Berger Paints also launched Berger Experience Zone flagship outlet in the country’s commercial capital – Chattogram. A launching ceremony was organized to inaugurate the brand new Experience Zone located at 43/3, Chatterwari Road, Chattagram.



ADVANCED CONSTRUCTION CHEMICALS PLANT OF BERGER FOSROC LIMITED INAUGURATED IN NARAYANGANJ



Berger Fosroc Limited has inaugurated its state-of-the-art construction chemicals plant in Narayanganj. Equipped with latest Cement Grinding Aids, Admixture Products and Joint Sealant among many great new products and technology, Berger Fosroc Limited is determined for the infrastructural development and advancement of Bangladesh.

The plant was inaugurated by M. A. Mannan, MP, Minister, Ministry of Planning, the British High Commissioner to Bangladesh H. E. Robert Chatterton Dickson; Alhaj Nazrul Islam Babu, Member of Parliament; Kuldip Singh Dhingra, Chairman, Berger Paints Group; Rupali Chowdhury, Managing Director, Berger Paints Bangladesh Limited, Dr. James M Hay and Mrs. Fitriani Hay, Chairman, JMH Group; and Ian Watt, CEO, JMH Group, in the presence of distinguished customers, vendors, service providers, contractors, consultants, and Berger Fosroc family.

MILESTONE PROJECTS



Berger, Proud Partner of Dhaka Metro Rail Project!

Berger Paints Bangladesh Limited is a proud partner of the Dhaka Metro Rail project, supplying both industrial and decorative paints to this historic milestone! Starting from the base construction with construction chemicals of Berger Fosroc Limited to the building completion with decorative and protective coatings, Berger has been a part of the entire metro rail construction process.

Berger Solutions in Hazrat Shahjalal International Airport’s 3rd Terminal

Berger Paints has signed an agreement with Amin Mohammad Constructions Ltd (AMCL), which enables the leading paints solution brand to provide all kinds of paints and construction chemical related solutions to the coveted expansion project of Hazrat Shahjalal International Airport (3rd Terminal) through AMCL. Mohsin Habib Chowdhury, Chief Sales & Marketing Officer, BPBL and Md. Ramzanul Haque Nihad, Managing Director, AMCL, signed the agreement on behalf of their respective organizations.



LUCKY PARTICIPANTS OF BERGER’S ‘SMRITIR ANGINA’ CAMPAIGN DINE WITH JAYA

The top 20 participants of “Berger Luxury Silk Emulsion ‘Smritir Angina’” campaign had the opportunity to rejoice themselves at a dinner party with eminent actress Jaya Ahsan. As a part of the unique campaign where participants got to showcase valuable memories through their walls, the leading paints solution brand Berger Paints arranged the event on August 08, 2022, at the capital’s Renaissance Dhaka Hotel. The ‘Smritir Angina’ campaign primarily aimed at emphasizing the unique significance that household walls contain, while inspiring creativity among the participants. Earlier, the top 3 lucky participants of the campaign got the opportunity to host Jaya Ahsan in their house. Top 20 participants received 50 percent discount on Berger Express Painting services, while all the other participants received a discount of 10 percent.



BERGER ARRANGED RADIANCE DEALERS’ NIGHT AND PAINTERS’ NIGHT



Berger has arranged two events to reward the channel partners for their business achievements in driving the growth of Radiance brand. The Radiance Dealers’ Night and Painters’ Night participants were selected from a scheme that was run from February 15 to April 15, 2022.

In the first program, 70 top-performing dealers across the country were invited at Hotel Sheraton. In another event, nationwide 100 top-performing painters were invited at ICCB. Both the events were augmented with enchanting songs and dances, and most importantly, presence of the Radiance Brand Ambassadors, Shakib Khan and Nusrat Faria.

**BERGER ARRANGED SPECIAL CAMPAIGN CELEBRATING
FIFA WORLD CUP 2022**

In celebration of the FIFA World Cup 2022 and in an effort to make football more popular in the nation, Berger Paints ran a special campaign, named "Utshab'er Rong Bisshocup'e" (The Color of Celebration with the World Cup). Under the campaign, Berger is offered its customers the golden opportunity to win a world cup match ticket and watch the game live in Qatar! Customers availing Berger products, full painting services or both, worth minimum of BDT 10,000 from Berger Experience Zone locations were eligible for the campaign. 7 product customers and 3 service customers were chosen as the lucky winners of the campaign.



PARTICIPATION IN FAIR

Berger Awarded For Environmental Campaign:

Berger Paints participated in Environment Fair 2022, organized by Directorate of Environment in June 2022 at DITF Agargaon, on occasion of International Environment Day.

BPBL was awarded second position in the fair for its environmental campaign in which initiatives of the company for environmental compliance in production and operations was highlighted.



15th Dhaka Motor Show 2022

Berger Paints participated in 15th Dhaka Motor Show 2022, held during June 23-25 2022 at ICCB Hall 4.



IAB Build Expo 2022

Berger Paints Bangladesh Limited participated in the "IAB Build Expo 2022", to showcase its different brands. The Expo took place during November 8-20 2022 at BICC, Dhaka.



Bangladesh Apparel Expo

Berger Paints participated in Bangladesh Apparel Expo at ICCB during November 12-18, 2022, to highlight its product range, especially construction chemicals and industrial offerings to clients in apparel industry. BGMEA, in partnership with Bangladesh Apparel Exchange (BAE) organized the apparel expo, titled: Made in Bangladesh week.



Bangladesh Wedding Couture Week 2022

Berger participated in the Bangladesh Wedding Couture Week 2022 in September 2022. A decorated booth was installed to demonstrate stunning shades of Berger Luxury Silk and illusions designs, virtual reality experience and expert advice of color consultants.



Berger Paints Bangladesh Limited

Registered Office: House # 8, Road # 2, Sector # 3, Uttara Model Town, Dhaka-1230
Phone: 02-48953665 (Hunting), Fax: 880-2-48951350
E-mail: info@bergerbd.com, Website: www.bergerbd.com

PROXY FORM

I/We

being a member of Berger Paints Bangladesh Limited do hereby appoint

Mr. / Ms.

as my/our proxy to attend and vote for me/us on my/our behalf at the 50th Annual General Meeting of the Company to be held on

Tuesday, August 22, 2023 at 10.00 a.m. using digital platform and at any adjournment thereof.

As witness my hand this day of 2023.

Affix
Appropriate
Revenue
Stamp

(Signature of the Proxy)

(Signature of the Shareholder)

Dated.....

Dated.....

[illegible]

Note: The proxy form should reach the Corporate Office of the Company not less than 48 hours before the time fixed for the meeting.

Signature Verified

Authorized Signatory
Berger Paints Bangladesh Limited

বাজার
রবিয়াল্যাক

No. 1
PAINT
SELLING
BRAND

রাঙাও জীবন
ইচ্ছেমতন



পাঁচ দশক ধরে দেশজুড়ে
সবার আস্তার শিখরে বাজার রবিয়াল্যাক।
তারুণ্যে ভরা অনন্য এই রঙে রাঙিয়ে যাব দেশ একসাথে।



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