

Empowering
The Nation With
Sustainable Power

ANNUAL 2023
REPORT



DOREEN POWER GENERATIONS
AND SYSTEMS LIMITED



Letter of Transmittal

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

Subject: Annual Report for the year ended 30 June 2023.

Dear Sir(s),

We are pleased to furnish herewith a copy of Annual Report containing Directors' Report and Auditors' Report along with Audited Financial Statements of Doreen Power Generations and Systems Limited for the year ended 30 June 2023 for your reference and record.

Thanking you,

Sincerely Yours,

For and on behalf of Doreen Power Generations and Systems Limited

Muhammad Amzad Shakil FCA
Acting Company Secretary

NOTICE OF THE 16th ANNUAL GENERAL MEETING OF DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

Notice is hereby given that the 16th Annual General Meeting (AGM) of Doreen Power Generations and Systems Ltd. will be held on Thursday, 07 December 2023 through virtual Platform (Link: <https://doreenpower.bdvirtualagm.com>) at 11:00 AM to transact the following businesses:

: AGENDA :

01. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2023 together with the Report of the Auditors thereon and the Report of the Directors
02. To declare Dividend for the year ended 30 June 2023
03. To elect/ re-elect Director(s) of the Company
04. To appoint/ re-appoint Auditors for the year ending 30 June 2024 and fix their remuneration
05. To appoint/ re-appoint Corporate Governance Auditors for the year ending 30 June 2024 and fix their remuneration
06. To consider approval for mutual transactions of temporary loans and corporate guarantee with subsidiaries and/or sister concerns

Dated:
Dhaka, Bangladesh
13 November 2023

By Order of the Board


Muhammad Amzad Shakil FCA
Acting Company Secretary

: NOTES :

1 The 'Record Date' in lieu of Book Closure was Thursday, November 09, 2023. The Shareholders whose names appeared in the Members Register of the Company under CDS on Record Date (09 November 2023) will be eligible to attend the 16th AGM and would be qualified to receive dividend.

2. A member eligible to attend and vote at the AGM may appoint a proxy to attend the meeting and take part in the proceedings thereof on his/her behalf. The scanned copy of "Proxy Form", duly signed and affixed with revenue stamp of BDT 100 must be sent through email to info@doreenpower.com or deposit at the Registered Office of the Company not later than 72 hours before commencement of the AGM.

3. Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/94-231/25 dated 08 July 2021, the AGM will be held virtually, which will be conducted via live webcast by using digital platform. For login into the system, the shareholders need to put their 16-digit Beneficial Owner (BO) Number and other credentials as a proof of their identity. Link (<https://doreenpower.bdvirtualagm.com>) of the meeting and login details will be notified to the respective **Member's email address and phone number**. Full login/participation process for the Digital Platform will also be available on the Company's website: www.doreenpower.com.

4. Pursuant to the Bangladesh Securities & Exchange Commission Notification No. BSEC/CMRRCD/ 2006-158/208/Admin/81 dated 20 June 2018, we will send the Annual Report of the Company in soft form to the e-mail address of the shareholders available in their Beneficial Owners (BO) accounts maintained with the Depository. Shareholders may also collect the printed copy of the Annual Report from the registered office address of the Company. Soft copy of the Annual Report-2023, Notice of AGM and Proxy Form will also be available at the Company website. i.e. www.doreenpower.com.

5. The brokerage houses and merchant bankers concerned are requested to provide us with a statement with the details (shareholders name, BO ID number, e-TIN number, gross dividend receivable, applicable tax rate, and net dividend receivable) of their margin loan holders who hold shares of the Company as on the Record Date, along with the name of the person to contact in this connection. They are also requested to provide us with their Bank Account Details (name, number, routing number etc.) on or before November 30, 2023.

6. The Trustee Board concerned of approved superannuation fund or pension fund or gratuity fund or recognized provided fund or workers' profit participation fund are requested to provide us with update tax rebate certificate on or before November 30, 2023.

SPECIAL NOTE

No gift or benefit in cash or kind shall be paid / distributed to the shareholders for attending the AGM of the Company in compliance with Clause (c) of the Notification No. SEC/SRMI/2000-953/1950 dated 24 October 2000.

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CHAPTER-1

OVERVIEW

1.1 VISION, MISSION, CORE VALUES & MAIN OBJECTIVE



VISION

To be a modern and environmental hygiene power provider in the country to meet the huge demand of electricity.

MISSION

To become the largest power generating Company in private sector in Bangladesh.

CORE VALUES

- Maintain highest level of Honesty, Integrity and Sincerity in conducting business
- Maintain Transparency and Accountability in all aspects of business
- Satisfy Customers by providing uninterrupted Cost-effective Power
- Equity and Justice for all Stakeholders
- Provide equal employment opportunity, attract, develop and retain best talent and build high performing team
- Ensure best possible utilization of natural resources by adoption of innovative technologies
- Minimize environmental impact, reduce emission and promote sustainable practice

MAIN OBJECTIVE

To generate and provide uninterrupted electricity to the nation by effective utilization of capital machineries, modern technologies and human resources and to ensure continuous improvement of customer satisfaction and resource management.

1.2 RECOGNITION & AWARDS

The Company has been Awarded “ICMAB Best Corporate Award” for five consecutive years in 2018, 2019, 2020, 2021 and 2022 for ensuring good Corporate Governance.

The Company has also been Awarded “ICSB National Award” for last two consecutive years in 2021 and 2022 for Corporate Governance Excellence.



ICMAB Best Corporate Award 2021



ICMAB Best Corporate Award 2022



9th ICSB National Award 2021



10th ICSB National Award 2022



ICMAB Best Corporate Award 2018



ICMAB Best Corporate Award 2019



ICMAB Best Corporate Award 2020

1.3 SUCCESS MILESTONES

2007	20 August 11 October	Incorporated as Private Limited Company Signing of two PPA agreement with BPDB Signing of one PPA agreement with BREB Signing of two GSA agreement with TITAS Signing of one GSA agreement with Bakhrabad Signing of one LLA agreement with BREB
2008	12 November 21 December	Start Commercial operation of 22MW Power Plant at Tangail Start Commercial operation of 22MW Power Plant at Narsingdi
2009	16 February	Start Commercial operation of 22MW Power Plant at Feni
2011	30 October 22 December	Conversion into Public Limited Company Accomplished credit rating by CRAB (Rating long term loan by AA2)
2012	25 July 29 July 25 June 25 June	Appointment of Issue Manager Submission of Prospectus to BSEC Formation of Dhaka Southern Power Generations Limited Formation of Dhaka Northern Power Generations Limited
2013	07 January 07 January 05 August	PPA for implementing a 55MW power plant signed by its subsidiary DSPGL PPA for implementing a 55MW power plant signed by its subsidiary DNPGL Getting sanction letter for loan of BDT 2,775.00 Million for financing a 55MW power plant of its subsidiary DSPGL
2014	09 April	Getting sanction letter for loan of BDT 2,932.00 Million for financing a 55MW power plant of its subsidiary DNPGL
2015	30 November	Approval of the Prospectus from BSEC

1.3 SUCCESS MILESTONES

2016	07 January	Issuance of Consent letter by BSEC
	13 January	Issuance of Prospectus of the Company
	22 February	Subscription of Shares
	10 March	Allotment of Shares to General investors
	30 March	Listing with DSE and CSE
	06 April	First trading in Both Stock Exchanges
	17 June	Started commercial operation of 55 MW Power Plant of its subsidiary DSPGL
	17 August	Started commercial operation of 55 MW Power Plant of its subsidiary DNPGL
2017	15 May	BPDB has issued a Letter of Intent (LOI) vide Memo No: 27.11.0000.101.14.021.17-1424 the Consortium of DPGSL and DPHTL
	18 June	A subsidiary company was formed by the name of Chandpur Power Generations Limited (CPGL) as per Consortium agreement. DPGSL had ownership of 60% shares of CPGL at inception
	26 October	Land purchase agreement for CPGL
2019	11 April	Increased ownership in CPGL from 60% to 99.90%
	15 December	Achieved the ICMAB Best Corporate Award 2018 (3rd Position) in Power Sector
2021	25 February	Achieved the ICMAB Best Corporate Award 2019 (3rd Position) in Power Sector
	30 December	Achieved the ICMAB Best Corporate Award 2020 (2nd Position) in Power Sector
2022	11 February	Started commercial operation of 115 MW Power Plant of its subsidiary Chandpur Power Generations Limited (CPGL)
	01 December	Achieved the ICMAB Best Corporate Award 2020 (3rd Position) in Power Sector
	17 October	Achieved the ICSB National Award 2021 (3rd Position) in Fuel & Power Sector
2023	14 October	Achieved the ICSB National Award 2022 (3rd Position) in Fuel & Power Sector
	07 November	Achieved the ICMAB Best Corporate Award 2022 (3rd Position) in Power Sector

1.4 CORPORATE DIRECTORY

BOARD OF DIRECTORS	<p>Mrs. Anjabeen Alam Siddique Nominated by: Asian Entech Power Corporation Ltd.</p> <p>Mr. Tahzeeb Alam Siddique Mr. Md. Abul Hasnat Nominated by: Asian Entech Power Corporation Ltd.</p> <p>Mr. Md. Ali Akbar Nominated by: Asian Entech Power Corporation Ltd.</p> <p>Dr. Muhammad Shahin Miah, CPA</p>	<p>Chairman (Non Executive)</p> <p>Managing Director</p> <p>Director (Non Executive)</p> <p>Director (Non Executive)</p> <p>Independent Director</p>
AUDIT COMMITTEE	<p>Dr. Muhammad Shahin Miah, CPA Independent Director</p> <p>Mr. Md. Abul Hasnat, Director</p> <p>Mr. Md. Ali Akbar, Director</p>	<p>Chairman</p> <p>Member</p> <p>Member</p>
NOMINATION AND REMUNERATION COMMITTEE	<p>Dr. Muhammad Shahin Miah, CPA Independent Director</p> <p>Mr. Md. Abul Hasnat, Director</p> <p>Mr. Md. Ali Akbar, Director</p>	<p>Chairman</p> <p>Member</p> <p>Member</p>
COMPANY SECRETARY & Secretary of Audit Committee and NRC	<p>Mr. Muhammad Amzad Shakil, FCA</p>	
EXECUTIVE COMMITTEE	<p>Mr. Tahzeeb Alam Siddique, Managing Director</p> <p>Mr. Mostafa Moin, Chief Executive Officer</p> <p>Mr. Abul Hossain, Chief Development Officer</p> <p>Mr. Md. Wahiduzzaman Khan, Chief Operating Officer (HFO Plants)</p> <p>Mr. Md. Mostafizur Rahman, Chief Operating Officer (Gas Based Plants)</p> <p>Mr. Iqbal Hossain, Chief Administrative Officer</p> <p>Mr. Afroz Alam, Chief Financial Officer</p> <p>Major Md. Salimur Rahman (retd.) GM (Oil & Shipping)</p> <p>Mr. Sultan Reza Bin Mahmud, Sr. GM (Plant In-charge)</p> <p>Mr. Md. Taimur Alam, FCMA, Head of Internal Audit & Compliance</p> <p>Mr. Muhammad Amzad Shakil FCA, GM-F&A and Acting Company Secretary</p>	<p>Chairman</p> <p>Member</p> <p>Member</p> <p>Member</p> <p>Member</p> <p>Member</p> <p>Member</p> <p>Member</p> <p>Member</p> <p>Member</p> <p>Secretary</p>
OPERATION AND MAINTANANCE COMMITTEE	<p>Mr. Mostafa Moin, Chief Executive Officer</p> <p>Mr. Md. Wahiduzzaman Khan, Chief Operating Officer</p> <p>Mr. Md. Mostafizur Rahman, Chief Operating Officer (Gas Based Plants)</p> <p>All Plant In-charge</p>	<p>Chairman</p> <p>Member</p> <p>Member</p> <p>Member</p>
INTERNAL AUDIT TEAM	<p>Mr. Md. Taimur Alam, FCMA, Head of Internal Audit & Compliance</p> <p>Mr. Khandokar Aluddin Al Kowser, Deputy Manager</p> <p>Mr. Shayad Redwan Ahmed, Executive</p>	

1.4 CORPORATE DIRECTORY

REGISTERED OFFICE

Walsow Tower, 21 Kazi Nazrul Islam Avenue,
Dhaka-1000, Bangladesh.

CORPORATE OFFICE

192/A, Eastern Road, Lane-1, New DOHS Mohakhali, Dhaka-1206
Phone: +88-02222260744, Fax: +88-02222260766
E-mail: info@doreenpower.com, Website: www.doreenpower.com

STATUTORY AUDITORS

ACNABIN Chartered Accountants
(Member of BAKER TILLY INTERNATIONAL)
BDBL Bhaban (Level-13 & 14) 12 Karwan Bazar Commercial Area
Dhaka-1215, Bangladesh. Phone: +8802-410 20030 to 35, Fax: +8802-410 20036
E-mail: acnabin@bangla.net; Web: www.acnabin.com

LEGAL ADVISOR

VERTEX CHAMBERS
Millennium Castle (5th Floor), Plot 47, Road 27
Block A, Banani, Dhaka 1213, Bangladesh.
Office: +8802 555034815-16, www.vertexchambers.com

CORPORATE GOVERNANCE AUDITOR

SARashid & Associates
Chartered Secretaries
Noakhali Tower (12th Floor, 13-D), 55/B Purana Paltan, Dhaka-1000, Bangladesh.
Phone: +88 02 9556595, +88 02 9558796, +880-1755944966

CREDIT RATING COMPANY

Credit Rating Information and Services Limited (CRISL)
Nakshi Homes (4th & 5th Floor), 6/1A, Segun Baghicha, Dhaka-1000, Bangladesh.
Phone: +880-2-9515807, +880-95714767-8

LOCATIONS OF POWER PLANTS

Elenga, Tangail	Daulatpur, Nawabganj
Chinispur, Narsingdi	Singair, Manikganj
Debipur, Feni	Icholi, Chandpur

MAIN BANKERS

Mutual Trust Bank Limited	Islami Bank Bangladesh Limited
Trust Bank Limited	The City Bank Limited
NCC Bank Limited	Dhaka Bank Limited

1.5 ABOUT THE COMPANY

INTRODUCTION

Doreen Power Generations and Systems Limited (DPGSL) was incorporated in Bangladesh on 20 August 2007 as a private limited company. The Company was converted into public limited company on 29 October 2011 and thereafter its securities (shares) was listed with both Stock Exchanges of Bangladesh i.e. Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited. Trading of shares of the Company started on 06 April 2016.

DPGSL has setup 3 power plants for generating and supplying 66 MW of electricity to Bangladesh Power Developments Board (BPDB) and Bangladesh Rural Electrification Board (BREB) under 3 power purchase agreements (PPAs). These PPAs have been signed by the Company with BPDB for selling 22 MW from Tangail plant and 22 MW from Feni plant and with BREB for selling 22 MW from Narshingdi plant for a period of 15 years each. The Commercial Operation Dates (CODs) of Tangail plant, Narsingdi plant and Feni plant were 12 November 2008, 21 December 2008 and 16 February 2009 respectively.



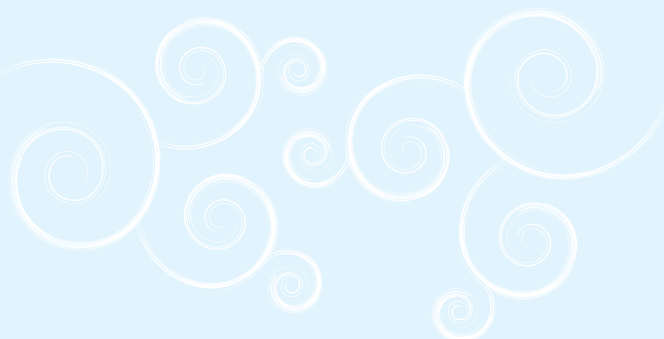
DPGSL through its three subsidiaries Dhaka Southern Power Generations Limited (DSPGL), Dhaka Northern Power Generations Limited (DNPGL) and Chandpur Power Generations Limited (CPGL) have implemented 03 (three) HFO based power plants of total 225 MW capacity. Southern Power has started commercial operation on 17 June 2016, Northern Power has started commercial operation on 17 August 2016 and Chandpur Power has started commercial operation on 11 February 2022. All power plants were commissioned with MAN Diesel and Turbo, Germany engines. Every plant will generate and supply electricity to BPDB for 15 years from CODs as per Power Purchase Agreements (PPA).

DPGSL owns 99.15% stake of Dhaka Southern Power Generations Limited, 99.40% stake of Dhaka Northern Power Generations Limited and 99.90% stake of Chandpur Power Generations Limited.

NATURE OF BUSINESS

Electricity is the principal product of the Company. The Company is selling electricity to the Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) through the national grid in accordance with private sector power generation policy of Bangladesh. Details of the power plants are as below:

Name of the Company	Name of the Projects	Capacity	Date of Commercial Operation	Ownership of DPGSL
Doreen Power Generations and Systems Ltd. (DPGSL)	Tangail Power Plant	22 MW	12.11.2008	100%
	Narshingdi Power Plant	22 MW	21.12.2008	100%
	Feni Power Plant	22 MW	16.02.2009	100%
Dhaka Southern Power Generations Ltd. (DSPGL)	Daulatpur, Nawabganj	55 MW	17.06.2016	99.15 %
Dhaka Northern Power Generations Ltd. (DNPGL)	Singair, Manikganj	55 MW	17.08.2016	99.40 %
Chandpur Power Generations Limited (CPGL)	Icholi Ghat, Chandpur	115 MW	11.02.2022	99.90%





1.6 MESSAGE FROM CHAIRMAN

Dear Shareholders,

Assalamu Alaikum Warahmatullah.

We are pleased to welcome you all to the 16th Annual General Meeting (AGM) of Doreen Power Generations and Systems Limited (DPGSL). I am happy to present before you the Annual Report and Audited Financial Statements of the Company for the year ended 30 June 2023.

You are well aware that, most of the business organization of our country are passing tough time due to several adverse macroeconomic factors. Our Company is not exceptional in this case, as the demand for our only product (electricity) is directly linked with country's economic situation and doing business with Government entity. As a result, performance of the Company was not satisfactory compared to the performance of previous years, due to the adverse impact of Russia-Ukraine war on the economy and depreciation of local currency against US Dollar and other foreign currencies. Company's progress over the last few years, especially in terms of electricity generation, revenue growth, profitability and exploration of new investment opportunities was remarkable except reporting year 2022-2023.

However, you will be happy to know that your company along with its three subsidiaries (Group) has generated 1,305.45 million kWh of electricity at average capacity utilization of 51.21% in last year, despite of facing difficulties in opening L/C to import furnace oil and spare parts for shortage of foreign currency reserve and adverse impact of exchange loss.

The Group has generated total revenue of Tk.18,429.49 million during the year 2022-23 to generate a gross profit of Tk.3,962.56 million and net profit of Tk. 649.51 million compared to total revenue of Tk. 15,024.10 million, gross profit Tk.3,094.02 million and net profit Tk.1,677.66 million during the year 2021-22. Revenue has increased by 22.67% mainly for increase in sale revenue of Chandpur Power Generations Limited for generating electricity during whole year (12 months) compared to 4.5 months in last year. As a result, gross profit has increased by 28.10% which is higher than revenue increase because of positive impact of exchange rate on capacity payment portion of the revenue bill. However, profit after tax has decreased by 61.33% for incurring huge amount exchange loss in foreign procurement due to significant devaluation of Bangladeshi Taka against US Dollar and other foreign currencies as well as incurring additional interest on increased amount of short-term loan compared to last year.

At the end of 2022-23, total equity of the company stood Tk.9,141.93 million out of which Tk. 6,401.93 million is accumulated profit (retained earnings). Company is facing difficulties in working capital management because of abnormal delay in revenue bill payment by BPDB. However, directors have recommended to declare 11% cash dividend only for general shareholders (not for Directors/Sponsors). I hope you would happily approve the recommended dividend.

World economy is suffering for higher inflation, higher energy and commodity price, loss of income, high interest rates and depreciation of local currencies in emerging markets and developing economies. Our economy is also suffering for energy crisis, depreciation of Taka against US Dollar and other foreign currencies and rapid decline of foreign currency reserves. As a major contributor of the economy, power sector is also badly affected by these negative economic conditions of the country. Government including Central Bank, NBR and other related authorities have taken some strict initiatives to overcome the situation of the overall economy of the country. Our management has taken different initiatives to overcome or minimize the negative impacts of the economy and hope we will be able to improve our operating performance in coming years.

As a development partner of the country, we are organizing available resources for making meaningful contribution towards the economic development of the country. We are very much thankful to you for joining your hands with us.

I sincerely show my immense gratitude to our Board Members for their continued guidance and active engagement and to the Government, regulators and shareholders for their co-operation and support. I am humbled by the trust that our customers have placed on our services. I also want to extend my sincere thanks to our management team and our employees for the dedication, commitment and contributions made to bring the success of the company. I sincerely look forward to welcoming you at our 17th AGM in 2024.

Thank you very much ladies and gentlemen for joining the AGM.



Anjabeen Alam Siddique
Chairman

1.7 KEY OPERATING AND FINANCIAL HIGHLIGHTS

Amount in Million (BDT)

PARTICULARS		30.06.2023	30.06.2022	30.06.2021	30.06.2020	30.06.2019
		Taka	Taka	Taka	Taka	Taka
Operating Data						
Turnover		18,429.49	15,024.10	6,656.73	4,746.32	7,021.68
Cost of Sales		14,466.93	11,930.07	5,000.97	3,419.20	5,516.27
Gross Profit		3,962.56	3,094.03	1,655.76	1,326.32	1,505.41
General & Admin Expenses		509.49	309.11	142.01	139.36	116.95
Operating Profit		3,453.09	2,784.91	1,513.75	800.58	1,388.46
Financial Expenses		2,804.71	1,111.33	344.09	386.38	464.65
Net Profit Attributable to Owners		643.98	1,667.94	1,168.59	797.80	918.27
Balance Sheet Data						
Paid up Capital		1,811.12	1,617.13	1,443.87	1,312.61	1,161.6
Shareholders' Equity		9,141.93	8,595.14	6,989.88	5,865.11	5,133.26
Non-Current Assets		14,743.76	15,724.16	15,923.37	10,249.74	10,319.12
Non-Current Liabilities		6,602.14	7,556.90	7,803.73	4,218.56	4,755.91
Current Assets		12,142.05	12,952.90	5,600.08	3,640.47	3,904.99
Current Liabilities		11,089.43	12,477.44	6,692.14	3,778.07	4,311.24
Total Assets		26,885.81	28,677.06	21,523.45	13,890.21	14,224.11
Total Liabilities		17,691.56	20,034.34	14,495.87	7,996.64	9,067.15
Profitability Ratios						
Gross Profit Ratio		21.50%	20.59%	24.87%	27.93%	21.44%
Operating Profit Ratio		18.74%	18.54%	22.74%	25.01%	19.77%
Net Profit Ratio		3.52%	11.17%	17.67%	16.90%	13.15%
Return on Total Assets		2.34%	6.68%	6.64%	5.71%	6.64%
Return on Capital Employed		21.58%	17.95%	12.14%	11.92%	14.04%
Return on Equity		7.27%	21.41%	18.20%	14.52%	19.50%
Price Earnings Ratio (Times)		17.16	7.44	8.02	9.39	9.89
Other Data						
Earning Per Share (EPS)		3.56	10.31	8.09	6.08	7.91
Operatin Cash Flow Per Share		17.98	(32.22)	6.46	15.12	7.25
Dividend	Cash	11%	18%	13%	10%	17%
	Stock	-	12%	12%	10%	13%
Dividend Payout Ratio		30.90%	29.10%	30.90%	32.89%	37.93%

1.8 PERFORMANCE INDICATORS

Amount in Million (BDT)

PARTICULARS	2023		2022		2021		2020		2019	
	Consol.	Indiv.	Consol.	Indiv.	Consol.	Indiv.	Consol.	Indiv.	Consol.	Indiv.

LIQUIDITY RATIOS AS ON 30 JUNE

Current Ratio (Times)	1.10	0.51	1.04	0.38	0.94	0.19	0.96	0.84	0.91	0.65
Quick Ratio (Times)	0.98	0.49	0.91	0.35	0.71	0.16	0.82	0.77	0.66	0.57
Times Interest Earned Ratio (Times)	1.23	1.90	2.51	1.87	4.40	2.10	3.07	2.56	2.99	2.35
Debt to Equity Ratio (Times)	1.79	0.05	2.21	0.14	1.92	0.20	1.28	0.29	1.69	0.32
Debt to Total Assets Ratio (Times)	0.61	0.02	0.67	0.06	0.63	0.11	0.55	0.21	0.61	0.23

OPERATING RATIOS (TIMES) FOR THE ENDED 30 JUNE

Accounts Receivable Turnover Ratio	2.14	2.09	1.61	2.91	3.94	4.43	3.97	3.10	4.66	3.94
Inventory Turnover Ratio (Times)	11.24	17.62	7.52	9.25	5.93	14.65	6.20	19.72	5.15	13.41
Asset Turnover Ratio (Times)	0.69	0.22	0.52	0.19	0.31	0.20	0.34	0.25	0.49	0.23
Debt Service Coverage Ratio (Times)	0.36	1.44	0.27	0.93	0.34	1.12	0.44	0.83	0.44	0.83
Operating Cash Flow to Sales Ratio (%)	17.67	18.36	-34.68	6.98	14.01	31.20	45.99	27.13	11.99	35.18

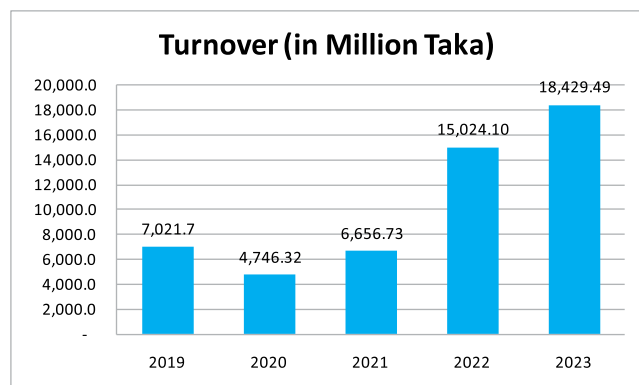
PROFITABILITY RATIOS FOR THE YEAR ENDED 30 JUNE

Gross Margin Ratio	21.50	20.27	20.59	26.53	24.87	27.00	27.93	30.05	21.44	33.35
Operating Income Ratio	18.74	17.89	18.54	23.29	22.74	23.67	25.01	26.42	19.77	29.33
Net Income Ratio	3.52	8.48	11.17	10.98	17.67	12.39	16.90	16.22	13.15	16.86
Return on Assets Ratio	2.34	2.09	6.68	2.18	6.64	2.82	5.71	4.11	6.64	3.90
Return on Equity Ratio	7.27	3.92	21.41	3.95	18.20	4.39	14.52	5.64	19.50	5.51
Earnings Per Share (EPS) (Tk.)	3.56	0.83	10.31	0.93	8.09	1.13	6.08	1.54	7.91	1.63

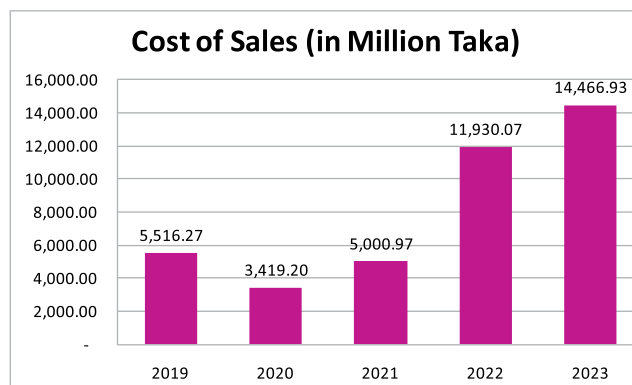
NET ASSETS VALUE (NAV) PER SHARE (TK.) AS ON 30 JUNE

NAV per Share (Tk.)	50.47	21.58	47.46	21.28	38.59	20.80	32.38	20.14	28.34	19.39
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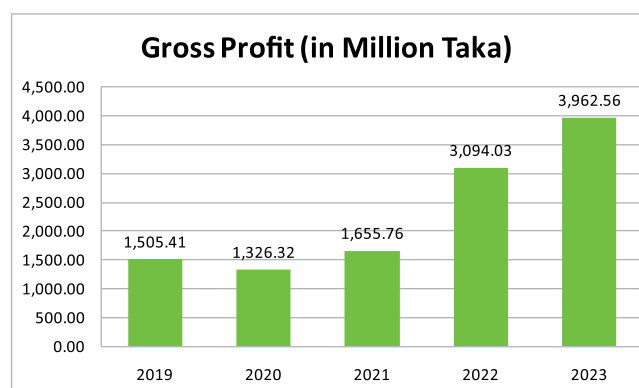
Bar Diagrams of Performance Indicators



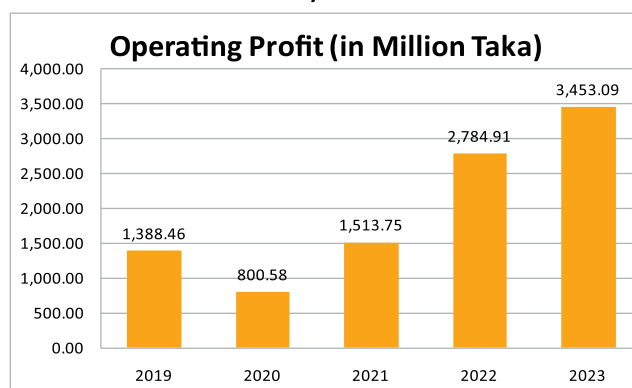
Turnover for the year 2018-19 to 2022-23



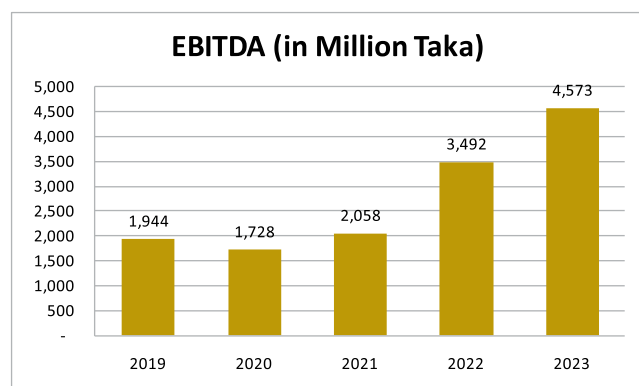
Cost of Sales for the year 2018-19 to 2022-23



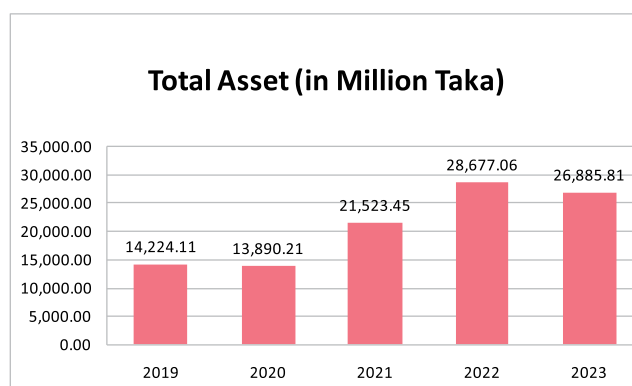
Gros Profit for the year 2018-19 to 2022-23



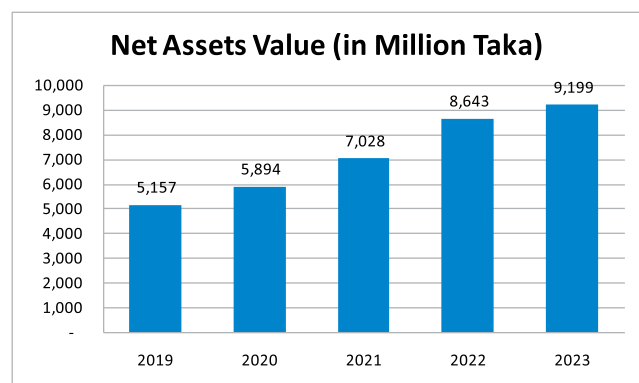
Operating Profit for the year 2018-19 to 2022-23



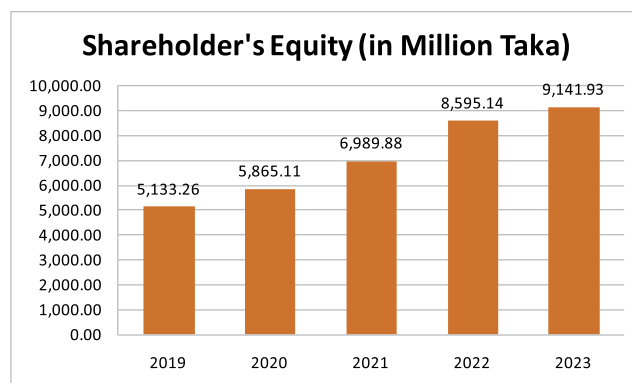
EBITDA for the year 2018-19 to 2022-23



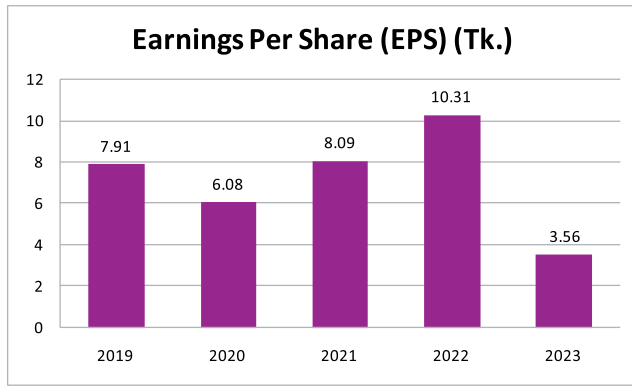
Total Asset for the year 2018-19 to 2022-23



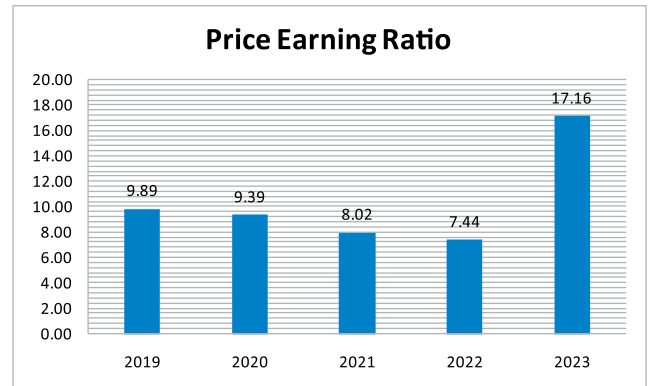
Net Assets for the year ended 30 June 2019 to 30 June 2023



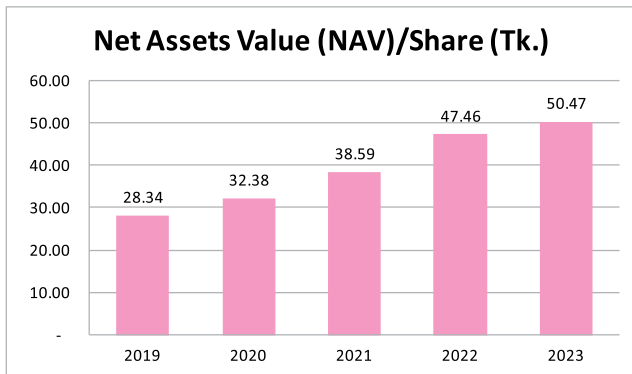
Shareholder's Equity for the year 2018-19 to 2022-23



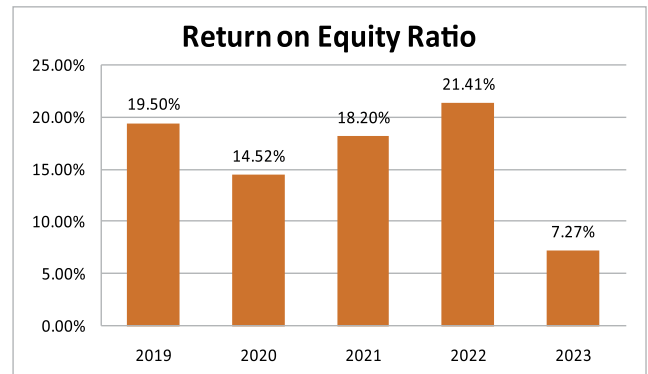
Earnings Per Share (EPS) for the year 2018-19 to 2022-23



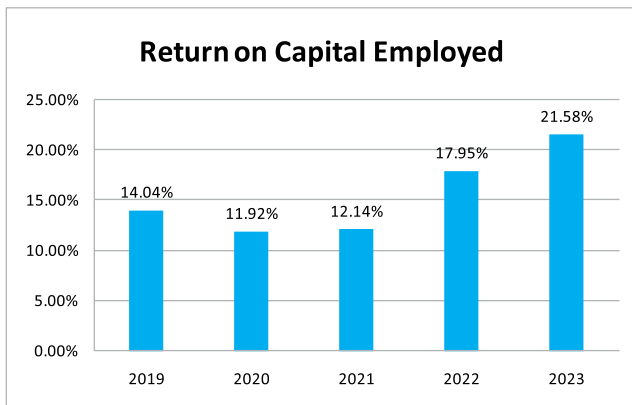
Price Earning Ratio for the year 2018-19 to 2022-23



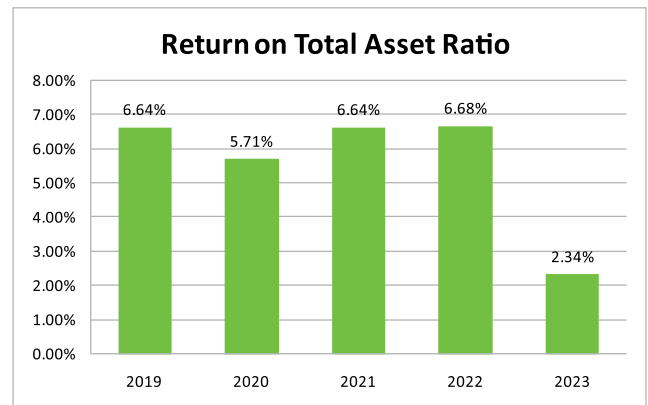
Net Assets for the year ended 30 June 2019 to 30 June 2023



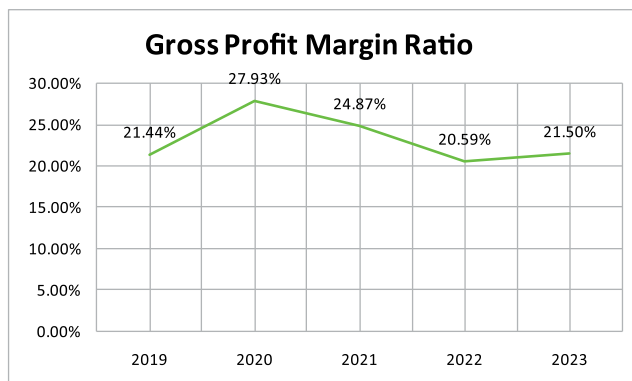
Return on Equity Ratio for the year 2018-19 to 2022-23



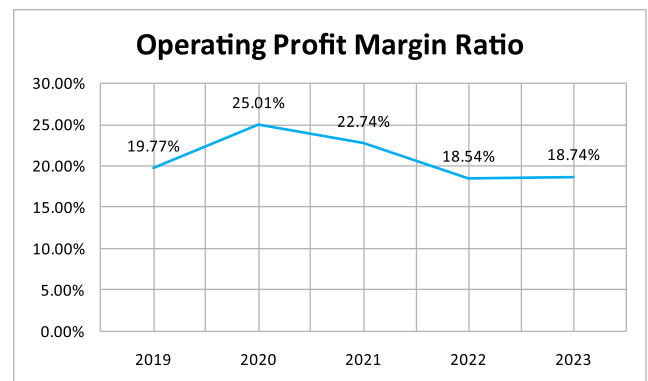
Consolidated Return on Capital Employed for the year 2018-19 to 2022-23



Return on Total Asset Ratio for the year 2018-19 to 2022-23

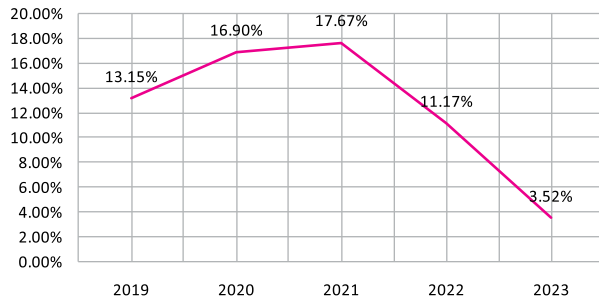


Consolidated Gross Profit for the year 2018-19 to 2022-23



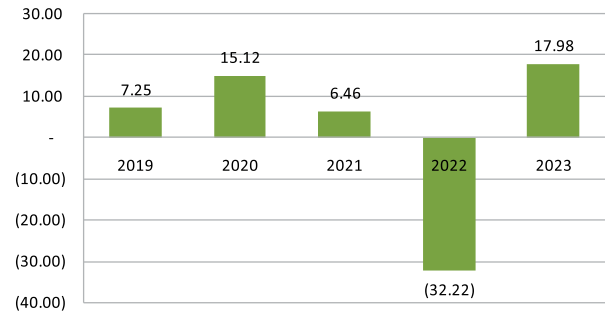
Consolidated operating Profit for the year 2018-19 to 2022-23

Net Profit Margin Ratio



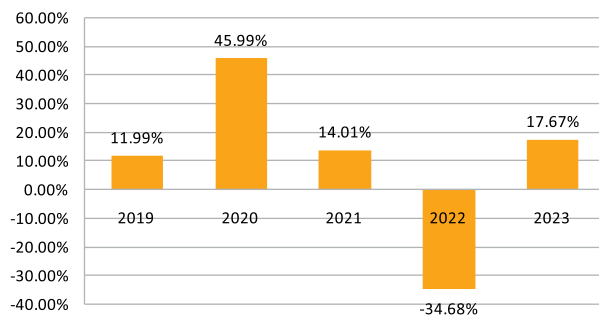
Consolidated Net Profit for the year 2018-19 to 2022-23

Operating Cash Flow per Share (Tk.)



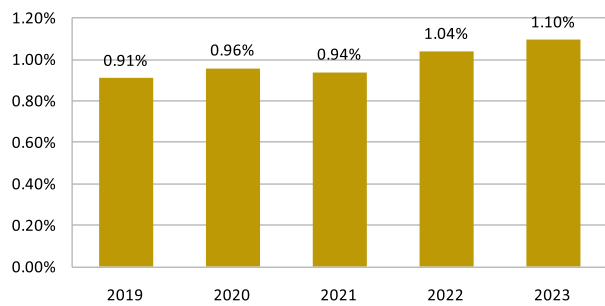
Operating Cash Flow per Share for the year 2018-19 to 2022-23

Operating Cash Flow to Sales Ratio



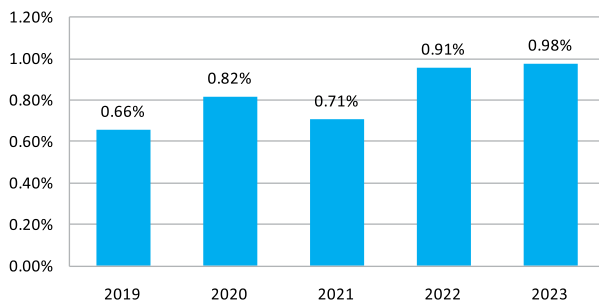
Operating Cash Flow to Sales Ratio for the year 2018-19 to 2022-23

Current Ratio



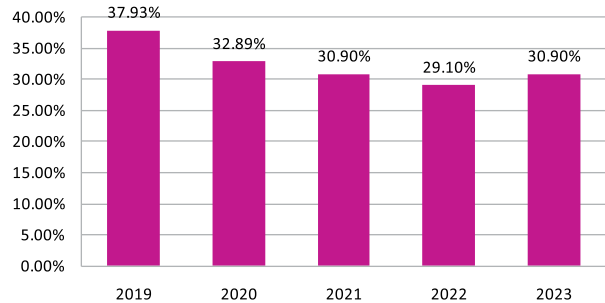
Current Ratio for the year 2018-19 to 2022-23

Quick Ratio



Quick Ratio for the year 2018-19 to 2022-23

Dividend Payout Ratio



Dividend pay out ratio for the year 2018-19 to 2022-23



CHAPTER-2

ORGANIZATION AND PROCESSES

2.1 BOARD OF DIRECTORS



Mrs. Anjabeen Alam Siddique
Chairman



Mr. Tahzeeb Alam Siddique
Managing Director



Mr. Md. Abul Hasnat
Director



Mr. Md. Ali Akbar
Director



Dr. Muhammad Shahin Miah, CPA
Independent Director

2.2 AUDIT COMMITTEE

Dr. Muhammad Shahin Miah, CPA, Independent Director (Chairman)

Mr. Md. Abul Hasnat, Non-Executive Director (Member)

Mr. Md. Ali Akbar, Non-Executive Director (Member)

2.3 NOMINATION AND REMUNERATION COMMITTEE (NRC)

Dr. Muhammad Shahin Miah, CPA, Independent Director (Chairman)

Mr. Md. Abul Hasnat, Non-Executive Director (Member)

Mr. Md. Ali Akbar, Non-Executive Director (Member)

2.4 COMPANY SECRETARY AND SECRETARY OF AUDIT COMMITTEE & NRC

Mr. Muhammad Amzad Shakil, FCA
GM (F&A) and Acting Company Secretary



2.5 BRIEF PROFILE OF DIRECTORS

Mrs. Anjabeen Alam Siddique Chairman

Mrs. Anjabeen Alam Siddique is a nominee director of Asian Entech Power Corporation Limited, wife of Mr. Tahzeeb Alam Siddique, has completed Bachelors of Business Administration (Finance) from North South University, Dhaka. She worked in Bank Asia before joining as a Chairman in Doreen Power Generations & Systems Ltd. She also holds the director position in other subsidiary and sister concerns, which are shown under title “Disclosures of Directors’ Interest”.

Mr. Tahzeeb Alam Siddique Managing Director

Mr. Tahzeeb Alam Siddique, a Master in Public Administration from Cornell University, USA aged 47 years, is the Managing Director of the company. He is a highly experienced in trade & industrial arena and a renowned person in the society. He is very dynamic in performing and executing business activities. He has acquired vast experience and knowledge in diversified industrial ventures. He is a goal-oriented man with broader vision.

Under the leadership of Mr. Tahzeeb Alam Siddique the company enhanced its capacity from 66 MW to 291 MW. He has established himself as sound and dynamic businessman of the country. Mr. Tahzeeb Alam Siddique is a renowned political leader, currently he is serving as MP of Jhenaidah-2. He also holds the director position in other subsidiary and sister concerns, which are shown under title “Disclosures of Directors’ Interest”.

Mr. Md. Abul Hasnat Director

Mr. Abul Hasnat is a nominee director of Asian Entech Power Corporation Limited, a Master of Arts from Dhaka University, aged 64 years. He is highly experienced in trade & industrial arena and a renowned person in the society. He is very dynamic in performing and executing business activities. Mr. Hasnat is an ardent social worker. He also holds the director position in other subsidiary and sister concerns, which are shown under title “Disclosures of Directors’ Interest”.

Mr. Md. Ali Akbar Director

Mr. Ali Akbar is a nominee director of Asian Entech Power Corporation Limited, born on 01 December 1972, is a post graduate. He is a nominated Director of the company. He is very dynamic in performing and executing business activities. He has acquired vast experience and knowledge in diversified industrial ventures. He is a goal-oriented man with broader vision. He also holds the director position in other subsidiary and sister concerns, which are shown under title “Disclosures of Directors’ Interest”.

Dr. Muhammad Shahin Miah, CPA Independent Director

Dr. Muhammad Shahin Miah, PhD, CPA, Associate Professor of Accounting, Department of International Business, University of Dhaka has been appointed as an Independent Director of the Board on December 18, 2022 in compliance with Corporate Governance Code. Dr. Shahin has completed his BBA & MBA in Accounting & Information Systems (A&IS) from University of Dhaka. He has obtained his PhD from Massey University - New Zealand and CPA from Australia. He has about 12 years of experience in teaching profession at home and abroad. As a student, teacher and researcher, he has vast knowledge on Accounting, Finance, Economics and Business arena of the country and the world.

2.6 DISCLOSURES OF DIRECTORS' INTEREST

Name of Directors & their position in DPGSL	Entities where they have interests	Position
Anjabeen Alam Siddique Chairman	Doreen Power House & Technologies Ltd.	Director
	Asian Entech Power Corporation Ltd.	Director
	Dhaka Northern Power Generations Limited	Director
	Dhaka Southern Power Generations Limited	Director
	Banco Energy Generation Ltd.	Director
	Chandpur Power Generations Ltd.	Director
	Manikgonj Power Generations Ltd.	Director
	Doreen Trading Limited	Director
	Pacific Dredging Limited	Director
Tahzeeb Alam Siddique Managing Director	Doreen Fashions Ltd.	Director
	Doreen Washing Plant Ltd.	Director
	Doreen Apparels Ltd.	Director
	Nurun Nahar Textile Ltd.	Director
	Eastern Cement Industries Ltd.	Director
	Doreen Garments Limited	Director
	Doreen Power House and Technologies Ltd.	Managing Director
	Asian Entech Power Corporation Ltd.	Managing Director
	Dhaka Northern Power Generations Limited	Managing Director
	Dhaka Southern Power Generations Limited	Managing Director
	Banco Energy Generation Ltd.	Managing Director
	Chandpur Power Generations Ltd.	Managing Director
	Manikgonj Power Generations Ltd.	Managing Director
	Doreen Trading Limited	Managing Director
	Pacific Dredging Limited	Managing Director
Md. Abul Hasnat Director	Dhaka Northern Power Generations Limited	Director
	Dhaka Southern Power Generations Limited	Director
	Banco Energy Generation Ltd.	Director
	Doreen Power House and Technologies Ltd.	Director
	Chandpur Power Generations Ltd.	Director
	Asian Entech Power Corporation Ltd.	Shareholder
Md. Ali Akbar Director	Dhaka Northern Power Generations Limited	Director
	Dhaka Southern Power Generations Limited	Director
	Chandpur Power Generations Ltd.	Director
	Asian Entech Power Corporation Ltd.	Shareholder
Dr. Muhammad Shahin Miah, CPA Independent Director	Dhaka Northern Power Generations Limited	Independent Director
	Dhaka Southern Power Generations Limited	Independent Director
	Chandpur Power Generations Ltd.	Independent Director



2.7 MANAGEMENT TEAM

Mr. Tahzeeb Alam Siddique
Managing Director

Mr. Mostafa Moin
Chief Executive Officer

Mr. Abul Hossain
Chief Development Officer

Mr. Md. Wahiduzzaman Khan
Chief Operating Officer (HFO Based Plants)

Mr. Md. Mostafizur Rahman
Chief Operating Officer (Gas Based Plants)

Mr. Iqbal Hossain
Chief Administrative Officer

Mr. Afroz Alam
Chief Financial Officer

Major Md. Salimur Rahman (Retd.)
General Manager (Oil & Shipping)

Mr. Sultan Reza Bin Mahmud
Senior General Manager (Plant In-Charge)

Mr. Md. Abul Kalam Azad
General Manager (Plant in Charge)

Mr. Muhammad Amzad Shakil, FCA
General Manager (F&A) and Acting Company Secretary

Mr. Md. Taimur Alam, FCMA
Head of Internal Audit & Compliance

Mr. Mohammad Salah Uddin
Head of HR & Admin

Mr. Monjurul Nasim
Head of Civil Engineering

Mr. Shah Mohammad Mahedi Raza
Deputy General Manager & Plant In-Charge

Mr. Md. Kafiul Masud
Assistant General Manager (Plant In-Charge)

2.8 BRIEF PROFILE OF THE SENIOR EXECUTIVES



Mr. Mostafa Moin
Chief Executive Officer

Mostafa Moin has obtained Bachelor of Business Administration (BBA) degree from California State University, USA. After completing his BBA, he came back to home and joined Eastern Cement industry Limited, a sister company of Doreen Power. He is directly involved with the business from the very beginning of the Doreen Power. He gathered vast knowledge on the power generating gen set through attending different technical workshop organized by our world recognized machine supplier MAN- Diesel and Turbo and GE Jenbacher at Germany and Austria. He has been directly supervising the company's overall operation since 2011 and has a proven track record. He has been to many countries i.e: USA, Germany, Switzerland, Sweden, Austria, Italy, France, England, Malaysia, Singapore, Indonesia, Bangkok, Dubai, Nepal, India for business purpose.



Mr. Md. Abul Hossain, PEng.
Chief Development Officer

Md. Abul Hossain has joined in Doreen Power in 2018. He is a Life Fellow (M. no-F-11239, IEB) & Professional Engineer (Reg. no- 03/0050, BPERB) in Power Sector (Gas, HFO, Solar etc.) as well as Heavy Industrial Sectors. He started his career from 1990 for BPDB, RPCL, DEWA, QEW, RRPV, AKG, UAEL, CPGCBL and BSRM Group with successful role in Power Generation (GTG, STG, GEG and Solar etc.) and Industrial sector (Pharmaceutical, Cement & Steel). He is focused on implementation of new projects and subsequent development of existing Power Projects. He has successfully completed several gas fired Engine, HFO fired Engines & Turbine based CCP Power projects.

Md. Abul Hossain is a B.Sc (Honors) Engg in electrical and electronic engineer from KUET. After that he has completed MBA (F&Mgt.) from India and PGDPM, DPPM and E-CADD etc.

The primary responsibilities of his job include project management, control, projects designing, planning, supervision, coordination, design interface, team building, motivation, goal setting and resolving contractual issues to achieve successful outcome of project.



Mr. Md. Wahiduzzaman Khan
Chief Operating Officer, HFO Based Plants

Mr. Wahiduzzaman Khan completed his graduation in Mechanical Engineering from KUET in 1993. He has completed Post Graduation in personnel management from BIM in addition to MBA in Finance from Dhaka University in 2010. He worked in 124 MW Barge mounted US based Multinational power Company -Covanta Energy from 1999 to 2014. He has very good experience in erection, installation, commissioning, operations & maintenance of HFO and dual fuel based power plant. He is well experienced with both WARTSILA-Finland and MAN-German based Diesel Engine. He has 25 years experience in the power sector prior to joining Doreen Power.



Mr. Md. Mostafizur Rahman
Chief Operating Officer, Gas Based Plants

Md. Mostafizur Rahman completed his graduation degree from Bangladesh University of Engineering & Technologies (BUET) in the field of Naval Architecture & Marine Engineering (NAME) in the year 1991. He started his professional career in Bangladesh Navy & served about 18 years in various capacities & retired as Lieutenant Commander in 2010. He has joined Doreen Power in 2010. He is highly skilled in operations at both gas and oil-based power plants, as well as in the erection, commissioning, operation, and maintenance of engine-based power plants. He enrolled in a variety of professional courses both at home and abroad to broaden his knowledge.



Mr. Iqbal Hossain
Chief Administrative Officer

Mr. Iqbal Hossain has completed his post graduate degree in Business Administration from Belgium. He has 23 years experiences in Electricity Generation Company in Bangladesh. Prior to joining Doreen Power, he worked with Summit Power Limited. He has visited USA, UK, Belgium, Netherland, Luxemburg, Cyprus, France, Germany, Austria, Turkey, UAE, Singapore, Malaysia, Thailand, India, Canada, KSA etc. for business, study and pleasure purposes and gathered practical and theoretical business knowledge.



Mr. Afroz Alam
Chief Financial Officer

Mr. Afroz Alam has completed his post-graduation in Accounting from National University in 1999. He completed his Article-ship of Chartered Accountancy from J.U. Ahmed & Co. Chartered Accountants in 2001 and passed CA-intermediate examination during the course. He has 25 years of professional experience in Finance, Accounts and Audit. Mr. Alam has joined Doreen Power as Manager, Finance and Accounts in 2009 and in 2011 he has been promoted as Chief Financial Officer of the Company. Prior to joining Doreen Power he has worked in Amicus Properties, Opsonin Pharma Limited and Aziz Halim Anowar Khan & Co. Chartered Accountants.

During his professional carrier he has attended several training program and workshop on corporate finance, Tax, VAT, Internal control system and regularities requirement. He also visited several countries i.e. Sweden, Italy, Dubai, Malaysia, Bangkok and India for business purpose.



Major Md. Salimur Rahman (Retd.)
General Manager (Oil & Shipping)

Major Md. Salimur Rahman was commissioned in Bangladesh Army in 1986 in the corps of signals. Then he worked in the various important appoints in this renowned and prestigious organization with direct responsibilities of managing man management, training, administration and security. He had been a Group Testing Officer Inter services Selection Board (ISSB) and also served in DGFI as staff officer. After retirement he has joined Doreen Power as General Manager (Oil & Shipping) in June 2018.

He has completed his MBA from International Islamic University, Chittagong and obtained Post Graduate Diploma in Management from Bangladesh Institute of Management (BIM). He also completed a course on Supply Chain Management under Dhaka Chamber of Commerce & Industry.

Presently he is forecasting the fuel demand with respect to Plants' regular consumption, coordinating mother vessels movement and controlling coastal vessels load in connection with transportation of fuel in different power plants. Furthermore, he is responsible for developing and implementing efficient functioning of Oil & Shipping department as a whole.



Mr. Sultan Reza Bin Mahmud
Sr. General Manager & Plant In-Charge

Mr. Sultan Reza Bin Mahmud is serving in Doreen Power Generations and Systems Limited as General Manager and Plant in charge of Tangail 22 MW Power Plant. He has 32 years of experience in both HFO & Gas based engines. He is working with Doreen Power since 2008 and performed erection, installation, commissioning of all four Gas based power plants. Prior to joining in Doreen Power, he worked in Energis Power Corporation, Summit Power Limited and Merchant Navy.

He participated different training in Caterpillar Asia, Wartsila 34 SG gas engine training by Wartsila India, GE gas engine training, by GE. ISO 9001:2000 certified in internal quality auditing, Oil tanker safety, advanced training in fire fighting and basic sea survival in Marine Academy, Chittagong.



Mr. Md. Abul Kalam Azad
General Manager & Plant In-Charge

Mr. Md Abul Kalam Azad is serving as General Manager and Plant in Charge of Dhaka Northern Power Generations Ltd. He completed his graduation from Dhaka University in 1987. He joined as an Engineering Cadet at Foreign going vessel in 1989. He obtained a Marine Engineering Certificate (COC) from the Department of shipping in 1995. He has also worked as a Marine Engineer Officer and Chief Engineer in many Foreign-going Vessels. He left Sea service and completed MBA degree in Finance from Khulna University. He worked as Marine Transport Manager under Abul Khair Group. He also worked for a long time with Wartsila Power plant as Sr. Superintendent Engineer (O&M) of 110 MW and 115 MW KPCL HFO plant, 102 MW Orion IEL HFO plant and as a Plant Manager of 55 MW Energis HFO power plants. He has a total 30 years of experience (O&M) of Merchant Ship, HFO based power plant of different capacities, Erection, Installation, Commissioning, Operation, Maintenance and General Administration. He obtained Marine Diploma from BIMT, Management Training from BIM, Integrated Management System ISO 9001(Quality Management), ISO 14001(Environmental Management) and ISO 18001 (Occupational Safety and Health) from Bureau Varitas and Foreign Training O&M of 18V48/60 TS diesel engine from Germany and RO system (O&M) from Malaysia.



Mr. Muhammad Amzad Shakil FCA
GM (F&A) & Acting Company Secretary

Mr. Muhammad Amzad Shakil is a Fellow Member of Institute of Chartered Accountants Bangladesh (ICAB). He has completed his Chartered Accountancy Article-ship from ACNABIN Chartered Accountants. Before that he has completed his BBA & MBA in Accounting & Information Systems (A&IS) from University of Dhaka. Prior to joining at Doreen Power he has served ACNABIN Chartered Accountants as Senior Assistant Manager (Audit & Consultancy) and Computer Services Limited as Assistant General Manager (Finance & Accounts). Mr. Shakil has 13 years of professional experience in the field of Finance, Accounts, Corporate Reporting, Corporate & Individual Taxation, Value Added Tax (VAT), Auditing, Corporate Affairs & Secretarial Practice and Management Accounting & Reporting. He has attended many training program and workshop on Corporate Finance and Accounting, Taxation, VAT, Auditing and other regulatory requirements.



Mr. Md. Taimur Alam FCMA
Head of Internal Audit and Compliance

Mr. Md. Taimur Alam completed his Master's degree in Accounting from Dhaka College under the National University. Later he qualified Cost & Management accounting professional qualification from the institute of Cost & Management Accountants of Bangladesh (ICMAB) and also the fellow member of the institute. He started his accountancy career in Delta Life Insurance Company. Later he has worked at Bengal Group of Industries Ltd. He also worked at Radiance Group, a large garments conglomerate in Bangladesh as Assistant Manager Accounts & Internal Audit. Later he joined LG Butterfly as Deputy Manger (Finance) . He has 18 years experiences in various fields of Accounting, Finance and Internal Audit.



Mr. Mohammad Salah Uddin
DGM, Head of HR & Admin

Mr. Mohammad Salah Uddin joined Doreen Power on 01 January 2019. He obtained his MBA from Nottingham University Business School, UK, Masters from North South University and PGD from Bangladesh Institute of Management and LLB from National University. He has distinguished himself being a specialist in Human Resources Management and Development. He worked for several INGOs, United Nation's Organization and local conglomerates in the fields of FMCG, Health Care, Real Estate and Footwear industries. He has attended numerous trainings in Austria, Germany, Italy, and Bangladesh.



Mr. Monjurul Nasim
Head of Civil Engineering

Mr. Monjurul Nasim has obtained Bachelor of Science in Civil Engineering degree from KUET on 1995. He joined Doreen Engineering & Construction Limited (DECL), a sister concern of Doreen Power in 2015. He has 28 years of professional experience in various trades in construction industry with verifiable track record for successful construction management under aggressive timeline through cost optimization processes and innovative techniques. He directly supervises the overall civil construction works of all power plants of Doreen Power. Previously he worked for SIEMENS Bangladesh Ltd., Ericsson Bangladesh Ltd., Concord Group, Edmund Nuttall Bangladesh Ltd. and L&M Pvt. Ltd. in Singapore.



Shah Mohammad Mahedi Raza
DGM & Plant In-Charge

Shah Mohammad Mahedi Raza completed his graduation degree from Bangladesh Marine Fisheries Academy in the field of Marine Engineering. He also has completed MBA professional courses from Northern University Bangladesh. He joined Doreen Power in 2017 as plant in-charge. Before joining Doreen he has served in a fishing vessel, Keppel Shipyard in Singapore and Wartsila Bangladesh Limited in Khulna 110 MW Barge Mounted Power Plant which is the First IPP plant in Bangladesh. He has about 20 years of practical experience in operation of power plants, as well as erection, commissioning and maintenance of power plants.



Mr. Md. Kafiul Masud
AGM & Plant In-Charge

Md. Kafiul Masud has joined in Doreen Power in 2021. He is a Mechanical Engineer by education and a power plant engineer by profession. He has 16 years of profound experience in power plant operation, maintenance, EPC & warranty related works. Prior to his joining in Doreen Power he worked for Wartsila Bangladesh Limited (Khulna Plant), Energypac Power Generations Limited & Energypac Power Venture Chittagong Limited. He has extensive experience working on Wartsila, Rolls-Royce, and MAN engines.

Md. Kafiul Masud has obtained his B. Sc. in Mechanical Engineering degree from Khulna University of Engineering & Technology (KUET). He also obtained an MBA degree in Finance & Banking from the University of Chittagong. In addition to his academic qualification he has participated numerous training on power plant management, operation and maintenance.

2.9 INTERNAL AUDIT AND INTERNAL CONTROL SYSTEM

INTERNAL CONTROL

Internal Control is a process for assuring achievement of an organization's objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulations and policies. Any system of control can only ever provide reasonable and not absolute assurance that control weaknesses or irregularities do not exist or that there is no risk of material errors, losses, fraud or breaches of laws or regulations.

Key features of an internal control system are-

- Monitoring activities and correcting deficiencies
- Risk recognition and assessment
- Management oversight and control culture
- Control activities and segregation of duties

The Board of Directors is primarily responsible to review the adequacy of the system of internal control. As delegated by the Board the Audit Committee ensures that the system of internal control is adequate to protect against any type of fraud. The Audit Committee reviews the corrective measures taken by management relating to fraud-forgery and places report before the Board and regulators and performs all other oversight functions in relation to Internal Control System. Internal Audit Unit of our company has valuable contribution towards improving the effectiveness of its systems of internal control.

INTERNAL AUDIT

An internal audit is the examination, monitoring and analysis of activities related to the company's operations including its business structure, employee behavior and information systems. Internal Audit is a key pillar and cornerstone of good governance. It provides the board of directors, the audit committee, the chief executive officer, the senior executives and the stakeholders with an independent view on whether the organization has an appropriate risk and control environment, whilst also acting as a catalyst for a strong risk and compliance culture within an organization.

All assurance mechanisms are important; co-ordination of various assurance activities provides a holistic assurance environment. Internal audit features prominently in that assurance environment which can play an important role to improve management and accountability.

The main objectives of the Internal Audit are:

- To safeguard assets.
- To ensure that the company's aims and objectives can be met.
- To ensure adherence to management policies and directives.
- To ensure the relevance, reliability and integrity of information, so ensuring as far as possible the completeness and accuracy of records.
- To ensure compliance with statutory requirements.

The Internal Audit Unit of the company has been organized for the smooth operation of the internal audit and internal control system of the company. It ensures that internal controls are in operation and properly managed. It performs throughout all divisions/branches of the company and reports to the Audit Committee. The company has appointed a qualified individual as the Head of Internal Audit with the responsibilities of leading the internal audit and internal control activities.

AUDIT COMMITTEE

The Board has constituted an audit committee as the Bangladesh Securities and Exchange Commission directives. As required the report of Audit Committee is included in this Annual Report. All the members are non-executive directors and the Chairman of the Audit Committee is an independent director. The Company Secretary acts as the Secretary of the Audit Committee.

Access of Head of Internal Audit in the Audit Committee

The Head of Internal Audit reports to the Audit Committee for his activities and attends the meetings of the Audit Committee as and when required. The Head of Internal Audit places the internal audit reports to the Audit Committee and gets the internal audit plans approved by the Audit Committee.

Audit Committee's review to ensure that internal controls are well conceived, properly administered and satisfactorily monitored

The Audit Committee ensures that internal controls of the company are well conceived, properly administered and satisfactorily monitored. It reviews the internal audit reports and provides feedbacks. It guides the Internal Audit Team how to properly monitor internal control and ensures that internal controls are being correctly managed throughout the company.

Audit Committee's role in ensuring compliance with Laws, Regulations and timely settlements of statutory dues

The Audit Committee ensures that the company complies with all applicable laws, rules and regulations and that all statutory dues are being settled timely.

Audit Committee's involvement in selection of appropriate accounting policies that are in line with applicable accounting standards and annual review

The Audit Committee annually reviews and decides whether appropriate accounting policies have been selected and they are in line with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) and reports to the Board accordingly.

Audit Committee's involvement in the review of annual and interim financial releases and recommending to the Board of Directors

The Audit Committee assists the Board of Directors in certifying that the financial statements reflect a true and fair view of the company. It reviews periodical and annual financial releases, whether audited or unaudited, prior to placing them before the Board for approval. The Audit Committee has discussion on financial statements with the management before recommending them to the Board for consideration / approval.

Audit Committee's role to ensure reliability of management information used for computation in the financials

The Audit Committee ensures that the management information used for computation in the financials is reliable, true and fair. In order to ensure reliability of the information, the Audit Committee has an extensive discussion with management regarding the issues of the financial statements that are material and ensures a proper response from the management.

DIRECTORS' ROLE IN INTERNAL CONTROL

Directors' role to establish appropriate system of internal controls

The Directors of the company seek to establish appropriate systems of internal control and promote a sound and strong internal control system inside the company. The Directors always appreciate the internal controls that have been set up by the management and give advice on any matters as and when required.

Directors' role to review the adequacy of the system of internal controls

The Board of Directors entrusts upon the Audit Committee to ensure that the system of internal controls is adequate to protect against any type of fraud or irregularity or material infringement and to report to the Board on a timely basis. The Audit Committee reviews the measures taken by the management relating to deficiencies in internal control and performs all necessary oversight functions. In this way, the Directors review the adequacy of the system of internal controls.

Dissemination of the statement of ethics and business practices to all directors and employees and their acknowledgement of the same

In DPGSL, there is a Code of Ethics and Business Conduct applicable for all employees. The Board and the Management ensure that the code is communicated to every employee and they comply with it in true sense.

CONCLUSION

Internal control plays a critical role in protecting the interest of all stakeholders. The company intends to establish and carry on a system that remains adequate to focus on assessing enterprise risk as well as evaluating performance through a holistic approach that encompasses internal audit, internal controls, risk management and a culture of transparency, efficiency and effectiveness based on ethics.

2.10 RISK MANAGEMENT FRAMEWORK

Strategies adopted to manage and mitigate the risks

- Setting Targets for Capital Ratios and Capital Composition
- Managing the Funding Structure
- Determining the Overall Investment Strategy
- Developing Risk Policies for Business Units
- Determining General Principles for Measuring, Managing and Reporting the Company's risks
- Identifying, Monitoring and Managing the Company's Current and Potential Operational Risk Exposures
- Handling "Critical Risks" (risks that require follow-up and further reporting)
- Following up on Reports prepared by Internal Audit and informing the Board through Audit Committee of Unusual Circumstances
- Preparing Management Information on Issues such as IT Security, Physical Security, Business Continuity and Compliance





CHAPTER-3

Transparency & Stakeholders' Corner

3.1 COMMUNICATION AND RELATIONSHIP WITH STAKEHOLDERS

Communication with the shareholders and stakeholders is an important aspect of corporate governance. In DPGSL, we strongly believe that all stakeholders should have access to complete information on its activities, performance and product initiatives. The company is committed to open and timely disclosure of information regarding any major development that has considerable impact on the business and that may have significant impact on investors' decision with all shareholders.

It is the Company's policy that all external communication by the Company will:

- Be factual and subject to internal vetting and authorization before issue;
- Not omit material information; and
- Be expressed in a timely, clear and objective manner.

All disclosures required by Rules and Regulations of BSEC and Listing Regulations of DSE and CSE are made adequately and promptly. In addition to ensuring timely compliance, this also enables dissemination of information to all stakeholders and the public through print and online media.

The Company communicates to shareholders in the following ways:

- Sending Annual Report to shareholders (Dual medium – English and Bangla)
- Publishing Final Results through the newspapers (Dual medium – English and Bangla)
- Publishing Interim Reports through the newspapers (Dual medium – English and Bangla)
- Publishing PSI through the newspapers (Dual medium – English and Bangla)
- Communication through Annual General Meeting (AGM)

Communication through Quarterly Reports

The Company reports to its shareholders four times a year through quarterly and half-yearly reports and a detailed Annual Report.

Communication through AGM

All shareholders have the right to attend the Annual General Meeting where they can meet and communicate with the Directors and express their views regarding the Company's business, its future prospects and other matters of interest. The shareholders are always encouraged to attend the meetings or, if they are unable to attend, to appoint proxies.

The Board provides a full explanation of the effects of resolutions to be proposed and encourages participation of the public shareholders in discussion on different agenda in the general meetings. The results of all decisions taken at shareholders' meetings are disseminated by way of written minutes to ensure that all shareholders are informed.

Communication through Website

The Company's website <http://www.doreenpower.com> displays, inter-alia, the Financial Highlights including Half Yearly Reports, Quarterly Reports, Shareholding Information, Price Sensitive Information (PSI), Directors' Report, etc.

3.2 FINANCIAL CALENDAR TO THE SHAREHOLDERS AND OTHER STAKEHOLDERS

Doreen Power Generations and Systems Limited is very much concern of the interests of all Shareholders and other stakeholders and potential investors. The following Historical Information/ Calendar will help our present and potential investors for their decision making:

Events for the Year	2022-2023	2021-2022
Publication of Financial Statements for the 1st Quarter	14.11.2022	14.11.2021
Publication of Financial Statements for the 2nd Quarter	30.01.2023	19.01.2022
Publication of Financial Statements for the 3rd Quarter	25.04.2023	17.04.2022
Publication of Financial Statements for the Year-End	12.10.2023	25.09.2022
Record Date for AGM	09.11.2023	06.11.2022
Dispatch of Notice for the AGM along with Annual Report	16.11.2023	24.11.2022
Date of AGM	07.12.2023	18.12.2022

3.3 REDRESSAL OF INVESTORS' COMPLAINTS

DPGSL is strongly committed to equitable treatment of every shareholder, whether they are majority or minority shareholders, institutional investors or foreign shareholders. To ensure equal treatment of all shareholders, the Company has created various mechanisms.

For those Shareholders who are unable to attend the shareholders' meetings, the company provides proxy forms which allow shareholders to exercise their votes on each agenda.

The shareholders' meetings proceed according to the order of agenda, without adding new and uninformed agenda, in order to give the opportunity to shareholders to study the information on the given agenda before making a decision.

The company sees the importance of the consideration of transactions which may have conflict of interest or may be connected or related party transactions, and abides by good corporate governance principles and all applicable corporate and securities laws; and directors, management and those who are related persons do not participate in the consideration to approve such transactions.

The company provides a channel for minority shareholders to propose issues deemed important and appropriate to include in the agenda of the Company's annual general meeting of shareholders and to nominate candidates with appropriate knowledge, abilities and qualifications to be considered for the position of director.

The company continues to have regular communication with the shareholders through periodic updates of performance and at any other time when it believes it to be in the best interest of shareholders generally.

3.4 Communication of Investors' Queries

Any queries relating to shareholdings for example transfer of shares, changes of name and address, and payment of dividend should be sent to the following address:

Share Department
Doreen Power Generations and Systems Limited
192/A, Eastern Road, Lane-01, New DOHS, Mohakhali, Dhaka-1206
or
Email: info@doreenpower.com

3.5 Website of the Company

<http://www.doreenpower.com>

CHAPTER-4

ENVIRONMENTAL SOCIAL AND GOVERNANCE (ESG) REPORT

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) APPROACH AND FOCUS AREAS

ESG considerations are becoming increasingly important in modern times, as people are becoming more aware of the impact on wellbeing and the environment. ESG criteria are a set of standards for conscientious investors to evaluate potential investments based on their sustainability and environmental impacts. Doreen Power is committed to creating a better and sustainable world, and as such, our vision and strategies are focused on long-term sustainability to leave a better world for future generations.

Our sustainable progress strategy builds on our years-long track record in sustainability and environmental risk mitigation. We ensure the highest standards of ethical conduct, reporting with accuracy and transparency and complying with the laws, rules and regulations that govern our business.

We are determined to integrate ESG policies in building and running our business, and to establish our prominence as leaders in ESG parameters in Bangladesh.

Key Operations Data of Doreen Power and its Subsidiaries during 2022-2023:

Particulars	Unit	Gas based plant			HFO based plant		
		Tangail	Feni	Narsingdi	DNPGL	DSPGL	Chandpur
Electricity Generation	MWh	126,435	152,950	132,296	219,073	208,141	466,547
Gas consumption	Cubic Meter	34,827,743	44,193,966	36,481,431	-	-	-
HFO consumption	Metric Tons	-	-	-	43,688	41,865	91,232
Water consumption	Cubic Meter	9.35	9.60	9.40	60,702	66,925	12,104
Quantity of hazardous waste generated	Ltr.	5,423	5,621	5,537	149,741	113,439	371,048
Quantity of Waste Water Treated	Ltr.	-	-	-	197,784	37,165	931,000
No. of Fire Drill	Nos.	4	4	4	13	12	12
Fire Hydrant	Nos.	-	-	-	10	10	16

4.1 Environmental Approach

Doreen Power has prioritized projects that emphasize environmental benefits and currently, we are investing in those projects that involve providing environment friendly products and services. Our environmental initiatives are comprised of minimizing direct and indirect impacts on emissions, pollutions and waste.

Efficient use of Fuel, Chemical and Water

We implement different preservation techniques and encourage our people to make it a daily practice and habit to conserve resources. Our conservation approach comprises of the following:

- We have implemented several initiatives to optimize energy consumption throughout our operations. We introduced new MAN Engine “Game Changer” the latest technology that uses less fuel compare to traditional MAN Engine in our Chandpur Power Plant.
- We have invested in the latest energy-efficient office equipment that is environment friendly.
- **Reduced Energy Consumption:** For healthy preservation system, we have to maintain a specific temperature of our system by Steam. This Steam is produced by the Exhaust Gas of running Engines through Exhaust Heat Recovery Boiler. Otherwise, we had to produce this Steam by burning additional Fuel.
- **Reduced Chemical Consumption:** Engine Cooling and Plant Steam system are close loop type which require minimum amount of Chemicals to maintain the quality of Water within the recommended operating range.
- **Co-generation System:** DPGSL’s subsidiaries i.e. DNPGL and DSPGL have Co-generation system where Exhaust Gas of running Engines is used to generate steam through Exhaust Heat Recovery Boiler. This Steam is used to run a Steam Turbine Generator having capacity of 2800 KW each. This amount of electricity is generated without consumption of fuel.

Sound Pollution Control

We use latest technology to reduce sound created from operation of the Engine. To reduce the sound pollution, Engine hall is constructed by using Cavity Wall Insulation and Sandwich Panels.

Cavity Wall Insulation is used to reduce sound through a cavity wall by filling the air space with white corks sheet material that inhibits sound and as well as sound transfer. This immobilizes the air within the cavity (air is still the actual insulator), preventing convection, and can substantially reduce space sound from inside to outside.



Image: Cavity Wall Insulation System

Sandwich Panels are self-supporting panels with excellent noise-insulating and noise-absorbing properties that are extremely suitable for the construction of sound barriers, partition walls, industrial wall coverings and enclosures. The acoustic sandwich panels are made entirely of fire-safe materials.



Image: Sandwich Panel Shed, in Power Plant Industry

As the monitoring authority, the Department of Environment (DoE) of the Government inspects our plants every quarter for collecting samples of sound level during electricity generation for their analysis and compliance. They issue a certificate with analysis report every quarter for maintaining noise level parameter within the tolerance level.

A sample of their analysis report is presented at right side.

Location	Sampling Date	Noise Level (dB)	Remarks
Near side of generator boundary	2023-01-23	78.8	Plant noise is within tolerance
Far side of generator boundary	2023-01-23	77.8	
North side of generator boundary	2023-01-23	78.7	

Proper Water Management

We are committed to use the water in efficient way in both of our plants and corporate office. We have Effluent Treatment Plant (ETP) at our HFO plants as a part of our Zero Liquid Discharge (ZLD) policy. ETP is a specialized facility designed to treat and purify industrial waste water before its safe discharge into the ground. This strategic waste water management system ensures that there will be recycling and no discharge of industrial untreated waste water into the environment. ETP employs various physical, chemical, and biological processes to remove contaminants and enhance water quality for ensuring compliance with environmental regulations and minimizing negative impacts on ecosystems and public health.

As shown in the flow diagram given below, waste water is transferred from pit to a plastic tank. Oily water is then transferred through Carbon Filter (either filter no. 01 or 02) to Interceptor Tank. During transferring oily water, chemical dosing system is started simultaneously. After using chemicals, around 10-12 hours is given for settling time and then treated water is transferred through Charcoal Filters. This treated water is then passed through three chambers in Interceptor Tank sequentially and finally drained into Soak Pit.

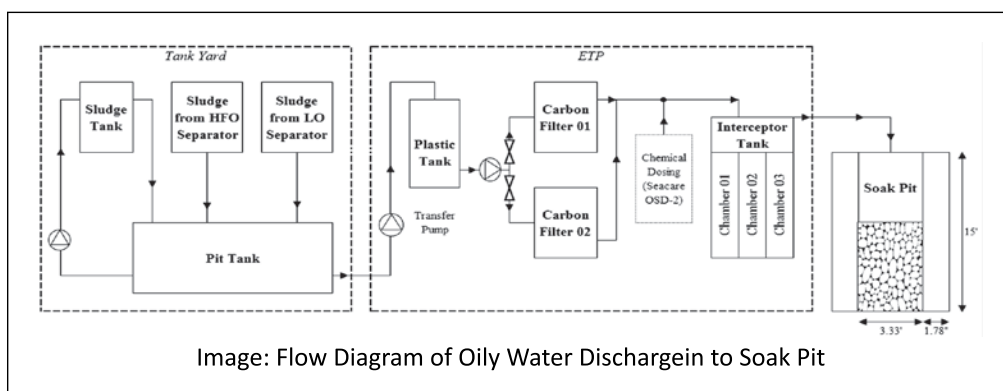


Image: Front View of ETP



Image: Inside Soak Pit



গণপ্রজাতন্ত্রী বাংলাদেশ সরকার
পরিবেশ অধিদপ্তর
চট্টগ্রাম গবেষণাগার কার্যালয়
পরিবেশ ভবন, জাকির হোসেন রোড
ফয়েজ লেক এলাকা, খুলশী, চট্টগ্রাম - ৪২০
www.doe.gov.bd

স্মারক নং- ২৮৯৫

তারিখ- ০৪-০৬-২০২৩

প্রাপক: Managing Director, Chandpur Power Generations Ltd, Icholi Ghat, Chandpur Pourashava, Chandpur Sadar, Chandpur.

বিষয়: সংগৃহীত তরল বর্জ্য নমুনার বিশ্লেষিত ফলাফল।; ফাইল নং : ২৮৯৫

সূত্র: অনলাইন আবেদনের তারিখ - ১৩-০৪-২০২৩; ফাইল নং : ২৮৯৫

সংগৃহীত তরল বর্জ্য নমুনার বিশ্লেষিত ফলাফল নিম্নরূপ:

Location	Sampling Date	Lab code	P ^H	COD mg/L	Oil & Grease mg/L	Remarks
Outlet of oil separator	2023-05-24	L-493	8.95	82	1.8	
Bangladesh Standard of Waste Water for Industrial Units. Discharge to inland surface water as per ECR'2023			6-9	≤ 200	≤ 10	

বি: দ্র: বিগুডি ৫দিন/২০° সে:

Remarks: The P^H, COD & Oil & Grease Parameters of the Oil separator outlet water of power plant are within the acceptable limit of ECR'2023.

Md. Shafiqul Islam
জুনিয়র কেমিস্ট

Jahanara Yasmin
সহকারী পরিচালক

Md. Kamrul Hassan
উপপরিচালক

Nasim Farhana Shireen
পরিচালক

Image: Quarterly liquid waste analysis report of DoE of Chandpur Power

Precaution of HFO Spills

Because of the hazardous issues, the safe transportation of HFO is of the utmost concern for Doreen Power. Three subsidiaries consume approximately 1.77 lac MT of HFO last year. In order to minimize environmental risk, we maintain necessary precautions so that no HFO is spilled during transportation. Doreen Power uses its own shipping line to carry out inland HFO transportation and our vessels are certified by world renowned RINA Class Vessel. Well trained employees are engaged at every step of the HFO transport operation to ensure safety and does not cause any harm to the environment as well as to water.

Proper Waste Management and Paper Use Reduction

Our waste management strategy is centered on the 3 Rs: Reduce, Reuse and Recycle.

We sale out our all sludge, used lube oil and other scraps to third party who recycles or reuse these wastes for further energy generation or production work. Before selecting a vendor, we collect and verify their trade license, fire license, e-TIN and environmental clearance certificate etc.

We are focusing on a paper-less operation. Where necessary, our practice is to use recycled paper or to use both sides of the paper to print. By taking these steps, we are committed to managing our waste in an environment friendly manner. Our efforts reflect our commitment to sustainable practices and minimizing impact on the environment.



Image: Printer with instruction signs at Corporate Office

Tree Plantation Program

Our tree plantation program is an ambitious initiative aimed at improving the environment quality by planting over 4,500 trees in our plants. This program has not only had a positive impact on greenhouse gas emissions but has also helped us build and strengthen our social and relationship status. This demonstrates our dedication to sustainable practices and environmental conservation.



Green and Eco-Friendly Premises of DPGSL's Narsingdi-22MW plant

4.2 Social & Communities- Building Better Connections by Empowering

Doreen Power's social goals and actions are comprised of activities that has direct and indirect impacts on societal well-being, social justice and equity, and creating opportunities for societal development, including managing relationships with employees, suppliers, and the communities where we operate in.

Rural Community Development through CSR Initiatives

Our commitment is to ensure the sustainable and holistic development of our rural communities, i.e. the areas where we operate in. As part of its Corporate Social Responsibility, Doreen Power supports and contributes to a variety of social and humanitarian activities. However, the ongoing war between Russia-Ukraine is posing a significant challenge to our efforts, as it has created uncertainty and put pressure on the economy of Bangladesh. Doreen Power and its three subsidiaries donated warm clothes and dry food following a natural disaster, spending a total of Tk 4,500,000 through 04 number of CSR initiatives.



Image: Warm Clothes distribution at local community



Image: Clothes distribution among local poor People



Image: Food distribution at local community



Image: Clothes distribution among local poor People

Training and Development of Employees

Training and development are considered as one of the top priorities of Doreen Power. Our aim is to create technical knowhow on power plants through educating the employees in various aspects. We conduct regular training on mechanical, operation, electrical and workplace safety to create skilled employees who can commission and overhauling the power plant and reduce outward remittance in hiring foreign engineers. In last fiscal year we have conducted following training for our employees:

Sl. #	Name of Training	Man-Hours
1	Mechanical	695
2	Operational	556
3	Electrical	662
4	Safety	452
Total		2,365

We ensure that every equipment used for the operation are secure and fit for the job. Supervisors make sure that there is no damaged equipment and tools are being used properly. They inspect each and every equipment and tools before use and ensure the fitness and the employees operating the machine must wear PPE and head protection at all times.

As electricity is the main product of our Group, it is very important for the employees to know about electrical safety. Electrically powered equipment can pose a severe hazard to the employees if not handled properly and with caution. DPGSL follow some basic safety guidelines for electrical safety in our premises:

- There is specialized symbol on the electrical equipment
- The electrical equipment is located in a non-hazardous environment
- There is emergency shut off switch at all electrical equipment



Image: Operational safety training at Chandpur plant



Image: Electrical safety training at Southern plant

Fire Drill Training

Doreen Power conducted total 12 fire drill sessions at our plant and corporate office in order to educate the employees how to response in emergency case of fire. Fire extinguishers and other firefighting equipment are installed at every premises for preventing fire ignition and spreading. We have well-trained and well-equipped team of dedicated firefighters with approved fire safety plan from Bangladesh Fire Service & Civil Defense. They check all the fire equipment regularly and update us as



Image: Routine Fire drill at Power plant

“Safety First” is our commitment at workplace and to ensure it all employees at plants are provided with safety shoes, boiler suit, ear plug, safety helmet and other necessary tools and equipment to wear and use during working hours.



Image: Induction session of PPE dressed employees

Employee Health & Well Being

Our employees are covered by Group Insurance facilities to address medical expenses and life coverage of employees. We have a well-equipped gym facility with gym instructor to help our employee’s good ergonomics and better physical health. All of our plants are also having such facilities along with badminton court, billiard board, table tennis, etc. for recreation of the employees.



Image: Employees are using gym and recreational facilities after office hour.

Annual Picnic and Family Day of Employees

A family fun day is a fantastic opportunity to foster employee relationships and reward their hard work. It’s about everyone enjoying a day out alongside their families and pass a great time. Employees are encouraged to bring their family members for a daylong fun and recreational activities. During the event, they can participate in a number of activities and give the opportunity to meet their co-worker’s family. Through this daylong program, management try to create a closely-knit community which is very much important for better business performance.



Image: Few snapshots of annual picnic and family day activities for employees



Image: Few snapshots of annual picnic and family day activities for employees

Workforce Diversity, Inclusion and Equal Opportunity

We endeavor to create and maintain a diversified and inclusive work environment with equal opportunity for all our employees, irrespective of age, gender, religion, or sexual orientation. We also provide equal and fair remuneration, irrespective of gender. With this objective, we are working simultaneously on talent acquisition as well as talent retention. We understand the importance and potential of providing a supportive ecosystem for women to enable them to build successful careers.

Woman at our Workplace

We are committed to support women in our workplace and providing them with a healthy environment that nurtures their careers while being mindful of their unique challenges in the competitive workplace. Currently, our workforce comprises of 3% women and we are working towards increasing their participation further in the coming days.



Image: Female Employees of Doreen Power

Adherence to Labor Law regarding employment of Child Labor

Doreen Power strictly adheres to the law of the country while recruiting employees in order to comply with human rights and environmental standards. Doreen Power does not, at any level of the organization, employ any children in accordance with the Labor Law Act of Bangladesh. Average age of our employees is 35 years, which indicates that the Group has employed adult individuals in workplace.

4.3 Governance-Enhancing the Bar

The Board of Directors of Doreen Power have consistently emphasized upon good governance and compliance to promote quality decision-making and the execution of those decisions within a disciplined framework of policies and procedures. Doreen Power works continuously to maintain and develop its governance framework. The Board exercises independent judgment on all issues reserved for its review and approval, while simultaneously considering the needs and expectations of all stakeholders and takes full responsibility for the superintendence, direction and performance of the Company.

In line with the robust emphasis placed on applied governance at Doreen, the Company has complied with the conditions as stipulated in the Corporate Governance Code issued on 03 June 2018 by Bangladesh Securities and Exchange Commission (BSEC). In this connection, the status of compliance has been annexed to this report as Annexure-XI. Furthermore, a Certificate of Compliance from SA Rashid & Associates, Chartered Secretaries, confirming compliance to conditions of Corporate Governance Code, as stipulated under condition 9(i) of the BSEC Code is also annexed to this report as Annexure-X.

Corporate Governance Facilitating Value Creation

Good corporate governance contributes to value creation by securing accountability through financial reporting and disclosure, effective risk management, clear performance management, transparency, and ethical and effective leadership. In addition, the diversity of our Board in terms of professional background facilitates an environment conducive for constructive dialogue and enables the Board to effectively consider the needs of a wide range of stakeholder interests.

The Board believes that the spirit and qualities of governance, which are aligned with the principles of the CGC 2018, enable the Company to create value for stakeholders on sustainable basis over the short, medium and long-term.

Board of Directors and Board Competence

Doreen Power is helmed by an effective Board of Directors whose roles and responsibilities are clearly defined. The Company also has a skilled and experienced leadership team that ensures that the business remains agile to opportunities and resilient to change. Thus, under the stewardship of our Board and the leadership team, the Company has been able to carve a unique niche for itself in a competitive market, while also securing and preserving its reputation as one of the largest power producers in Bangladesh.

Board Involvement initiative

The Board's Nomination and Remuneration Committee (NRC) oversees many of the activities of the Company which, together, underpin the effectiveness of the Board. The NRC takes the lead in succession planning, taking into account the size and structure of the Board, while also evaluating the balance of skills, experience and independence and reviewing output from the annual effectiveness assessment exercise of the Board.

Transparency and Accountability

The Board's Audit Committee plays a substantive role in supporting the Board's compliance mandate, embracing the principles of responsibility and accountability. It takes full ownership for assessing whether the Company's position and prospects are fair, balanced and understandable, monitoring the integrity of corporate reporting and ensuring that the necessary safeguards are in place through effective risk management and internal control systems, while advising the Board in this regard. Over and above, the Audit Committee coordinates and engages with the external auditor through various policies and procedures to ensure that best-in-class internal control and systems are fully operational at the company.

Relations with stakeholders

As a listed entity the Company is aware of its obligations to shareholders and disclose quarterly financial results and performance through Company's website, daily printed and online newspapers as well as through exchanges websites over its financial year (July-June). The Investor Relations page on our website consists of financial results, quarterly financial statements, price sensitive information disclosures, important policies pertaining to its business and contact information of relevant individuals that are listed for anyone interested in reaching out to the company with their queries.

Doreen Power ensures continuous and effective communication with its relevant stakeholders and this is accomplished through a range of channels to maximize information dissemination. Some of the modes of communication are:

- **Annual Report:** Doreen Power publishes Annual Report every year that provides detailed information on the company's financial performance, business strategy, and future outlook.
- **Investor Relations:** The company has a dedicated Investor Relations web page on its corporate website where shareholders and stakeholders can access financial reports, press releases, policies and other important information.
- **News Releases:** The company regularly issues press releases to provide updates on material business activities and to address any relevant issues.
- **Direct Communication:** The company also encourages shareholders and stakeholders to contact it directly with any questions or concerns they may have. The queries may be emailed to the Company Secretariat at cs@doreenpower.com or can call at +88 01730709671.

These channels allow Doreen Power to effectively communicate with its shareholders and stakeholders and to provide them with the information they need to make informed decisions about their investment in the company.

Audit Committee of the Board

The Audit Committee (AC) assist the Board to ensure that the financial statements reflect a true and fair view of the state of affairs of the Company and in ensuring sound surveillance system within the business. AC will review the financial statements and financial reporting process, the audit process, the adequacy and effectiveness of systems for internal controls, risk management and governance and the process for monitoring compliance with laws and regulations including Bangladesh Securities and Exchange Commission requirements and the company's own Code of Conduct. Some of the major responsibilities of the Audit Committee are as follows:

- Review the annual, half-yearly and quarterly financial statements and other financial results and upon its satisfaction of the review, recommend the same to the Board for approval.
- Recommend appointment, termination and determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of statutory auditors.
- Monitor the extent of non-audit work to be performed by the External Auditors to ensure that the provision of non-audit services does not impair their independence or objectivity.
- Propose best practices on disclosure in financial results and Annual Report of the Company, in line with the principles set out in the Bangladesh Code on Corporate Governance and other applicable laws, rules, directives and guidelines.
- Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review the Internal Audit and Compliance Report.
- Review the adequacy and effectiveness of internal controls, risks management and governance systems as well as systems for compliance with applicable laws.
- Review related party transactions to ensure compliance with relevant statutory rules and regulations

Minutes of the meetings of the Committee containing all relevant issues along with the suggestions and recommendations were placed consistently before of the Board of Directors for its approval.

Nomination and Remuneration Committee (NRC) of Board

The NRC shall assist the Board in the formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as policy for formal process of considering remuneration of directors and top-level executives. The Nomination and Remuneration Committee comprises of two (2) Non-Executive Directors and one (1) Independent Director. All members possess adequate qualifications, as determined in the Corporate Governance Code circulated by the Bangladesh Securities and Exchange Commission (BSEC).

The purpose, authority, composition, duties and responsibilities of the Nomination and Remuneration Committee are expressed in its Terms of Reference ("ToR"). Some of the major roles and responsibilities of the NRC are as follows:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of directors and top-level executives.
- Identify persons who are qualified to become directors and who may be appointed in top-level executive positions, in accordance with the criteria laid down and recommend their appointment and removal to the Board.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board
- Identify the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- Developing, recommending and reviewing annually the Company's human resources and training policies.

Board of Directors of Doreen Power

The composition of the Board of Directors of Doreen Power who held office during the year 2022-2023 is as below:

Name	Position	Remarks
Ms. Anjabeen Alam Siddique	Chairman	Nominated By: Asian Entech Power Corporation Ltd.
Mr. Tahzeeb Alam Siddique	Managing Director	
Mr. Md. Abul Hasnat	Director	Nominated By: Asian Entech Power Corporation Ltd.
Mr. Md. Ali Akbar	Director	Nominated By: Asian Entech Power Corporation Ltd.
Dr. Mohammad Shahin Miah, CPA	Independent Director	

Independent Director

The Board has appointed Dr. Mohammad Shahin Miah CPA, Associate Professor of Accounting, Department of International Business, University of Dhaka as Independent Director of Doreen Power, with effect from 19 December 2022. He is also serving as the Chairman of the Audit Committee and Nomination and Remuneration Committee. As per the Corporate Governance Code 2018, the tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term.

Policy for the Induction of Directors

All new Directors appointed to the Board attend a formal induction program to familiarize themselves with the Group's strategy and aspiration, understanding of the line of businesses and corporate functions, key financial highlights, audit, compliance and risk management.

Training and Development of Directors

The Board recognizes the importance of ensuring that Directors are continuously being developed to acquire or enhance the requisite knowledge and skills to discharge their duties effectively. The Board, together with the Board members of the subsidiaries would also attend offsite Strategy Meeting to have an in-depth understanding and continuous engagement with Management pertaining to the Group's strategic direction. In addition, the Directors are constantly updated on information relating to the Group's development and industry development through discussion at Board meetings with the Senior Management team.

The Board ensures that a structured Director Learning and Education program is in place for its members. This program shall ensure members have access to an appropriate continuing education program and are kept up to date with current business, industry, regulatory and legislative developments and trends that will affect the Company's business operations. The program is conducted by the CEO / CFO as well as Senior Management. The Company Secretary also provides the new Directors with an information kit regarding disclosure obligations of a Director, Board Charter, Code of Ethics, and the Constitution of the Company and Board Committees' Terms of Reference amongst others.

Whistleblowing Policy

A whistleblowing mechanism allows employees to report illegal, unethical or inappropriate behavior within an organization without fear of retaliation. Doreen Power's whistleblowing policy applies to all employees and suppliers, customers and distributors. The policy outlines the channels through which employees can report their concerns, such as a dedicated hotline, an email address, or other channels. Doreen Power does not tolerate retaliation of any kind against those who speak up in good faith.

Any employee can report a concern internally to their manager, their manager's manager or directly to the Ethics and Compliance function. All reports are treated confidentially and appropriately investigated and concluded. Any person can report through any channel without fear of retaliation. Doreen Power's policy also specifies the procedures for investigating and addressing the reports, including the protection of the confidentiality of the whistleblower and timely resolution of reported concerns.

Anti-Bribery and Anti-Corruption Policy

Anti-bribery and anti-corruption policy aims to reduce corruption and unethical behavior within Doreen Power and its subsidiaries. It shows "Zero Tolerance" to any types of bribery and corruption. The Company's robust Anti-Corruption policy applies to the Board of Directors, management, all employees, and others with the authority to act on behalf of Doreen Power.

As part of the anti-corruption program, Doreen Power conducts effective corruption risk assessments of its organizational processes. Corruption risk assessment are conducted on a yearly basis with the ambition of safeguarding Doreen Power from all kinds of corruption risks and chances. This risk assessment includes all functions of the Company and helps identify the possibilities of corruption risks, design the best possible mitigating actions, and assists to monitor and report. Through these efforts, we aim to ensure that our Company operates with the highest standards of integrity and accountability, and protect the interests of our stakeholders.

Policies and Frameworks for ethical conduct

We undertake ethical conduct in our day to day operational activities. To ensure pervasive and ethical cultural behavior, we have created an environment and implemented policies and frameworks that encourage appropriate business conduct. These policies are regularly communicated with the management, employees, and other stakeholders.

Our corporate governance policy consists of the following:

- Code of corporate governance
- Policies to prevent insider trading
- Fair disclosure of related party transactions
- Environmental, Social & Governance Policy Framework

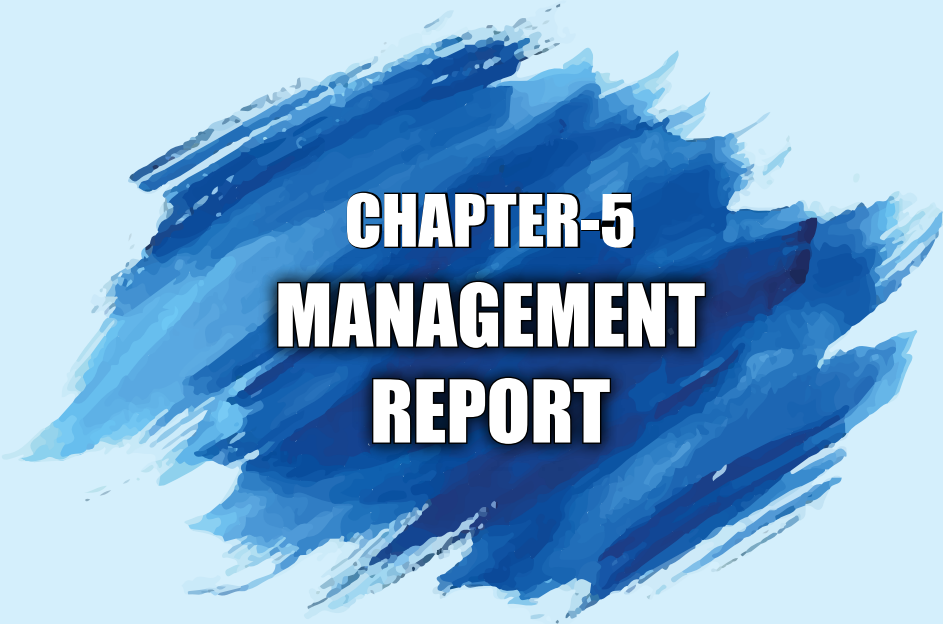
Appointment of Statutory Auditors

ACNABIN Chartered Accountants expressed their interest to be re-appointed as Statutory Auditors of the Company for the year 2023-2024. The Board of Directors has accepted the willingness of ACNABIN, Chartered Accountants for re-appointment as Statutory Auditor for the year ending 30 June 2024, which is being placed in the 16th Annual General Meeting.

Appointment of Compliance Auditors

As a listed Company every year Doreen Power has to obtain the certificate of compliance from a Practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of the Corporate Governance Code.

SARashid& Associates Chartered Secretaries expressed their interest to be re-appointed as Corporate Governance Compliance Auditors of the Company for the year 2023-2024. The Board of Directors has accepted the willingness of SARashid& Associates Chartered Secretaries for re-appointment as Corporate Governance Compliance Auditor for the year ending 30 June 2024, which is being placed in the 16th Annual General Meeting.

A large, expressive blue brushstroke graphic, resembling a paint stroke, is centered on the page. It has a textured, painterly appearance with varying shades of blue and white highlights.

CHAPTER-5 MANAGEMENT REPORT



5.1 MANAGING DIRECTOR'S STATEMENT

Dear Valued Shareholders,

Assalamu Alaikum Warahmatullah.

We are pleased to present before you the Annual Report that explains the financial position, achievement and performance of a toughest financial year of your company for the adverse impact of ongoing Russia-Ukraine war on energy and commodity price after lingering negative impact of COVID-19 pandemic on world economy.

With your co-operation and support, our Group has been able to maintain and enhance its operational efficiency and business performance in last financial years except foreign exchange loss incurred for depreciation of Bangladeshi Taka against US Dollar. We are continuously striving to improve efficiency in operation, maximization of electricity generation and cost effectiveness in all aspects of business.

The management's discussion and analysis representing detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements for the year ended 30 June 2023 has been given separately.

Compared to the performance of last year, consolidated revenue has increased by 22.67% (from Tk.15,024.10 million to Tk.18,429.49 million) mainly for increase in sales revenue of Chandpur Power Generations Limited for generating electricity during whole year (12 months) compared to 4.5 months in last year. For the same reasons cost of sales has increased by 21.26%. As a result, gross profit has increased by 28.10% which is higher compared to revenue increase because of positive impact of exchange rate on capacity payment portion of revenue bill. But for incurring huge foreign exchange loss arisen from significant devaluation of Bangladeshi Taka against US Dollar profit after tax has decreased by 66.33%.

We are going through a challenging time for last one and a half year in facing the negative impact of Russia-Ukraine war on world economy as well as in our country's economy. We are trying our best to minimize the negative financial impact on our Company and hope we will be able to overcome it successfully.

Our six power plants including three plants owned by three subsidiary companies are operating efficiently and effectively as per plan and requirement. Doreen Power is stepping forward with a long term vision in order to achieve excellence in the fuel and power sector of the country by exploring new investment opportunities.

We always value our human resources. We have been continuously trying to build a talented team of professionals motivated by our vision and are committed to our corporate mission, vision and passion of creating the most successful business entity in the country.

I am thankful to our all shareholders, customers, regulators, bankers, business partners and other stakeholders for extending their support and cooperation and to all the employees of the company for their continuous hard work and devotion. I am looking forward to your continuous support in the coming years. We whole heartedly hope and pray to the Almighty Allah to help us achieve our targets and lead us to a profitable and respectable future.

Thank you all for your kind attendance once again.



Tahzeeb Alam Siddique
Managing Director



5.2 DIRECTORS' REPORT

Bismillahir Rahmanir Rahim.

Dear Shareholders,

Assalamu Alaikum.

The Board of Directors of Doreen Power Generations and Systems Limited (DPGSL) has the pleasure of welcoming you all to the 16th Annual General Meeting of the Company. The Directors delightfully presents before you the Audited Financial Statements of the Company for the year ended 30 June 2023 together with the Auditors' Report thereon and the Directors' Report for your consideration and adoption.

The Directors like to furnish a clear picture of the Company to its valued shareholders. The reports on internal audit and internal control system, on risk management framework and on corporate governance annexed hereto and tables, graphs and profiles shown separately will be treated as integral parts of this report.

5.2.1 GLOBAL AND NATIONAL ECONOMY

Despite signs of economic flexibility earlier this year and progress in reducing inflation, economic activity is still generally falling short of pre-pandemic projections. The global economy remains in a precarious state amid the protracted effects of the overlapping negative shocks of the pandemic, the Russia's war in Ukraine, Israel's war in Palestine and the sharp tightening of monetary policy to contain high inflation.

The global economy is projected to slow significantly in the second half of this year, with weakness continuing in 2024. Inflation pressures persist and tight monetary policy is expected to weigh substantially on activity. Lingering impact of Russia's invasion of Ukraine will continue to weigh on growth across regions. The rapid rise in interest rates in the United States poses a significant challenge to Emerging markets and developing economies (EMDEs). Businesses have shown less enthusiasm for expansion and risk taking amid rising interest rates, withdrawal of fiscal support etc.

As per World Bank's Global Economic Prospect, June 2023, the advanced economies will have forecasted growth of 2.4 percent for 2024 and 3.0 percent for 2025. On the other hand, emerging market and developing economies will have forecasted growth of 3.9 percent for 2024 and 4.0 percent for 2025. Countries of South Asia (Bangladesh, Pakistan, and India) will have forecasted growth of 5.1 percent for 2024 and 6.4 percent for 2025.

Bangladesh's economy has been recovering from the economic damages caused by the impact of COVID-19 and the ongoing Russia-Ukraine crisis. However, the crisis driven recent slowdown in the global economy has been affecting the country's economic growth. Due to adverse trade deficit and decreasing overseas remittance, the country's foreign exchange reserve decreases significantly and Bangladeshi currency Taka has experienced an overall 16.47 percent depreciation against US dollar in FY 2022-23 compared to that of the FY 2021-22. As a result, an increase in the prices of all types of commodities including energy has witnessed an upward trend in Bangladesh. Average inflation rate of the current fiscal year (July-April 2023) is 8.85 percent, which was 5.88 percent in the same period of the previous fiscal year.

According to the provisional estimation of Bangladesh Bureau of Statistics (BBS), the GDP growth in FY 2022-23 has stood at 6.03 percent and the per capita national income stood at US\$ 2,765.

As per World Bank's Global Economic Prospect, June 2023, the economic growth of Bangladesh is projected at 5.2 percent in 2023. Forecasted growth is set to reach 6.2 percent and 6.4 percent in 2024 and 2025 respectively in that report.

A policy program supported by the International Monetary Fund (IMF) approved in January aims to pre-emptively address further balance of payments pressures and help unwind import suppression measures. Besides this, the government has taken different initiatives to address the crisis by encouraging more foreign remittance from the wage earners and discouraging import of luxury goods. We expect that with these the country will be able to address the difficult situation.

5.2.2 INDUSTRY SCENARIO AND FUTURE OUTLOOK OF THE INDUSTRY

Electricity is crucial to economic growth, sustainable infrastructure development as well as poverty reduction and security of any country. Future economic growth crucially depends on the long-term availability of uninterrupted and quality electricity supply.

The recent global energy crisis due to geopolitical tensions, such as the ongoing Russia-Ukraine conflict and Israel and Hamas conflict at Gaza, coupled with the wild swing in energy prices and currency devaluation, may affect energy security and hamper Bangladesh's development process.

Private power producers are continuously incurring losses due to volatile energy prices in the global market, exchange rate fluctuation, scarcity of dollar for payment of energy bills and continuing delay receipt of the electricity bill. All the Independent Power Producers (IPP) are suffering for insufficient working capital.

The government has prioritized the power sector right from the beginning and undertaken immediate, short, medium and long-term plans to meet the increasing demand of electricity. At present the installed generation capacity of the country has been increased to 26,700 MW including captive and renewable energy. Per capita power generation has increased to 609 kWh. At present, the total distribution line is 6.29 lakh kilometer and total consumer is 4.45 crore and government has brought all its citizen under 100 percent electricity facility.

As per vision 2041, government is working towards the implementation of power generation capacity of 40,000 MW by 2030 and 60,000 MW by 2041 as per Power System Master Plan (PSMP).

To encourage private sector investment in the power sector of the country, Government has adopted several policies namely Private Sector Power Generation Policy of Bangladesh, 1996 (revised in 2004) and Policy Guideline for Enhancement of Private Participation in the Power Sector, 2008. Some of such benefits for potential investors are as follows:

Facilities and Incentives for Private Power Companies

- Exemption from corporate income tax for 15 years
- Allowed to import plant equipment and spare parts at up to a maximum of ten percent (10%) of the original value of total plant and equipment within a period of twelve (12) years of commercial operation without payment of customs duties, VAT and any other surcharges as well as import permit fee except for indigenously produced equipment manufactured according to international standards.
- Repatriation of equity along with dividends allowed freely.
- Exemption from income tax for foreign lenders to such companies.
- The foreign investors will be free to enter into joint ventures but this is optional and not mandatory.
- Tax exemption on royalties, technical know-how and technical assistance fees, and facilities for their repatriation.
- Tax exemption on interest on foreign loans.
- Tax exemption on capital gains from transfer of shares by the investing company.
- Avoidance of double taxation case of foreign investors on the basis of bilateral agreements.
- Exemption of income tax for up to three years for the expatriate personnel employed under the approved industry.
- Facilities for repatriation of invested capital, profits and dividends.

Facilities and Incentives enjoyed by the Group

Among the above facilities DPGSL has already enjoyed 14.50 years tax exemption period and it's two subsidiaries (DNPGSL and DSPGL) have enjoyed 7 years tax exemption period each and another subsidiary CPGL has enjoyed 1.5 years tax exemption out of it's 13 years exemption period. All the companies of the Group have imported plant equipment without payment of customs duties, VAT and any other surcharges as well as import permit fee. The Group has been enjoying exemption from paying customs duties, VAT and any other surcharges as well as import permit fee in importing spare parts. Impact of availing the above incentives and facilities has been reflected on the profitability of the company, the benefits of which has been ultimately enjoyed by the shareholders.

5.2.3 PERFORMANCE OF THE COMPANY

DPGSL is one of the largest private sector power generation companies in Bangladesh which has started its power generation in November 2008 and proved its ability by successfully completing more than a decade of commercial operation.

The company was incorporated as a private limited company in 2007 and converted into public limited company in 2011 and became listed with the DSE and CSE in 2016. It owns almost 100% shares of its three subsidiaries namely Dhaka Southern Power Generations Ltd. (99.15% owned), Dhaka Northern Power Generations Ltd. (99.40% owned) and Chandpur Power Generations Limited (99.90% owned). Commercial Operation of Dhaka Northern Power Plant and Dhaka Southern Power Plant having 55 MW capacity each has started in mid-2016; and Chandpur Power Plant has started commercial operation in February 2022.

During the year 2022-23, all six power plants were available to generate and supply to the extent required as per the Power Purchase Agreement (PPA), indicating excellent operational performance of your Company. As a result, this year our Group's power plants could deliver total 1,305.45 million Kwh of electricity to the national grid.

Plant-wise performances during the year 2022-23, comparing that of previous year, were as stated below:

Name of Power Plant	Installed Capacity (Mwh)	Net Energy Output (Mwh)		Gas/HFO Consumption (Cubic Feet/MT)		Revenue (in million BDT)	
		2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Feni Plant	192,720	152,950	156,350	44,193,967	46,381,465	618.74	468.64
Narsingdi Plant	192,720	132,296	139,860	36,481,431	39,074,876	570.60	439.03
Tangail Plant	192,720	126,435	161,114	34,827,743	44,511,552	573.86	461.96
Northern Plant	481,800	219,072	297,603	43,688	59,297	4,289.22	4,895.29
Southern Plant	481,800	208,145	307,941	41,865	59,469	4,150.33	4,967.00
Chandpur Plant	1,007,400	466,547	205,353	91,232	39,562	8,215.54	3,789.64

5.2.4 REPORT ON RISKS AND CONCERNS

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

The Board carries out a robust assessment of company's emerging and principal risk continuously and take appropriate action to mitigate or minimize the identified risks. The Company has exposures to the following risks and framework for managing thereof:

Credit Risk: Credit Risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers and investment securities. The company's sales are made to two Government-owned entities i.e. Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) under the conditions of Power Purchase Agreements (PPAs). Therefore, sales are fully secured by Power Purchase Agreement (PPA) with these two state-owned entities. Credit risk does not arise in respect of any other receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position that has been disclosed in note 41.1 of the Financial Statements.

Liquidity Risk: Liquidity Risk is the risk of inability to meet financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or damage to the Company's reputation. Typically, Management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses and financial obligations through cash forecast prepared

based on timeline of payment of the financial obligation and accordingly arranging for sufficient fund and/or maintaining short term lines of credit with scheduled commercial banks to make the expected payment within due date. Financial Liabilities are expected to be repaid in due time from operational cash flows.

The contractual cash flows in terms of bank loan, trade payable, liabilities for expenses and provision for income tax have been disclosed in note 41.2 of the Financial Statements.

Market Risk: Market Risk is the risk associated with changes in market forces such as demand and supply situation, foreign exchange rates and interest rates that may affect the Company's income or the value of its holding of financial instruments. The objective of market risk management frame work is to manage and control market risk exposures within acceptable parameters while optimizing the return.

Currency Risk: Currency Risk is the risk associated with changes in foreign exchange rates that may affect the Company's purchases of spare parts and furnace oil that are denominated in a currency other than the functional currency, primarily Euro and US Dollars. Such risk may be hedged through entering into appropriate derivative financial instruments. However, the Company has not yet entered into any type of derivatives instrument in order to hedge foreign currency risk.

Interest Rate Risk: Interest Rate Risk is the risk that arises due to changes in interest rates on borrowings. Local loans are however not significantly affected by fluctuations in interest rates. Foreign loans and borrowings are affected by fluctuations in interest rates. Such risk may be hedged through entering into appropriate derivative financial instruments. However, the Company has not yet entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

Capital Risk: Capital Risk is the risk associated with maintaining an optimal capital structure and minimal cost of capital. The objective of managing capital risk are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Board of DPGSL is careful to maintain a balance between risks and return that might be possible with a sound capital structure of equity and borrowed funds.

5.2.5 OPERATIONAL AND FINANCIAL RESULTS

The Directors are pleased to present the comparative operational and financial results (consolidated) for the year ended 30 June 2023 based on the year ended 30 June 2022:

Particulars	Amount (Taka)		% of Change
	2022-2023	2021-2022	
Revenue	18,429,490,701	15,024,099,403	Increased by 22.67%
Cost of Sales	14,466,933,286	11,930,074,748	Increased by 21.26%
Gross Profit	3,962,557,415	3,093,316,978	Increased by 28.10%
Profit Before Tax	649,512,190	1,681,209,386	Decreased by 61.36%
Profit After Tax	648,722,716	1,677,664,697	Decreased by 61.33%

Consolidated revenue has increased by 22.67% mainly for increase in sales revenue of Chandpur Power Generations Limited which has resulted from increase in electricity generation by the Plant for whole year (12 months) compared to 4.5 months in last year. For the same reasons the cost of sales has increased by 21.26%. Gross profit has increased by 28.10% which is higher than revenue increase and occurred due to higher capacity revenue received for devaluation of Bangladeshi Taka against US Dollar. However, profit before tax and after tax has decreased by 61.36% and 61.33% respectively for incurring huge amount exchange loss (Tk.1,117.01 million) in foreign procurement due to significant devaluation of Bangladeshi Taka against US Dollar and other foreign currencies as well as incurring additional interest on increased amount of short-term loan compared to last year.

5.2.6 EXTRA-ORDINARY GAIN OR LOSS

As per IAS 1: Presentation of Financial Statements, no item of income and expenses are to be presented as extraordinary gain or loss in the financial statements. Accordingly, no extraordinary gain or loss has been recognized in the financial statements.

5.2.7 RELATED PARTY TRANSACTIONS

During the year, with approval of the Board, some transactions have taken place as temporary loans between the Company and its subsidiaries and/or sister concerns in order to meet emergency business needs by charging/paying interests on outstanding balances at prevailing interest rates. This matter is placed in the AGM for approval of the valued shareholders. These transactions with other related party transactions of the Company during the year have been disclosed in note-43 of the Notes to the Financial Statements complying the requirements of IAS 24 and it is stated that all such transactions have taken place on a commercial basis.

5.2.8 UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES AND/OR THROUGH ANY OTHER INSTRUMENTS

Initial Public Offering (IPO) of Doreen Power Generations and Systems Limited was made in 2016 and the fund raised thereby has already been utilized as reported to the regulators. No further issue of any instrument was made during the year.

5.2.9 SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

No significant variations have occurred between quarterly and final financial results of the Company during the year under report. However, Group had to incur huge amount exchange loss during second quarter compared to other quarters, due to significant devaluation of Bangladeshi Taka against US Dollar for global economic turmoil. As a result, EPS was negative in second quarter and the Group has overcome the situation in next quarters which is reflected in yearly EPS.

5.2.10 REMUNERATION TO DIRECTORS

Remuneration, performance and other related perquisites/benefits of Directors are reviewed by the Nomination and Remuneration Committee (NRC). During the year ended 30 June 2023, only the Managing Director was paid remuneration/ allowance amounting Tk.1,320,000. No other Director (even the Independent Director) did take any remuneration/ allowance from the Company as disclosed in Note - 45 to the financial statements.

5.2.11 FAIR PRESENTATION OF STATE OF AFFAIRS AND COMPLIANCE OF ACCOUNTING POLICIES, STANDARDS ETC.

The members of the Board, in accordance with the Bangladesh Securities and Exchange Commission's Notification no: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, are pleased to make the following declarations in their report:

- i) The financial statements prepared by the management of DPGSL present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- ii) Proper books of account of the company have been maintained.
- iii) 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.
- iv) International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS) as applicable in Bangladesh have been followed in preparation of the financial statements
- v) The system of internal control is sound in design and has been effectively implemented and monitored.
- vi) Minority shareholders have been duly protected as have effective means of redress.
- vii) There is no significant doubt upon the company's ability to continue as a going concern.
- vii) Significant deviations from last year in operating results of the Company are highlighted and the reasons have been explained in Operation and Financial Results section.

5.2.12 KEY OPERATING AND FINANCIAL DATA

Directors are pleased to present the Key Operating and Financial Data for the last year as well as previous 5 (five) years in the table below:

PARTICULARS	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
	Taka	Taka	Taka	Taka	Taka
Revenue	18,429,490,701	15,024,099,403	6,656,732,440	4,746,318,581	7,021,677,166
Cost of Sales	(14,466,933,286)	(11,930,074,748)	(5,000,968,629)	(3,420,871,587)	(5,516,266,139)
Gross profit	3,962,557,415	3,094,024,654	1,655,763,811	1,325,446,993	1,505,411,027
General & Admin. Exp.	(509,468,527)	(309,110,181)	(142,013,064)	(138,484,575)	(116,947,738)
Profit from Operation	3,453,088,888	2,784,914,474	1,513,750,748	1,186,962,418	1,388,463,289
Non-operating Income	1,133,539	7,629,582	10,123,809	2,112,462	1,158,728
Financial Expense	(2,804,710,237)	(1,111,334,669)	(344,095,022)	(386,380,325)	(464,649,986)
Non-operating Loss	(2,803,576,698)	(1,103,705,087)	(333,971,213)	(384,267,863)	(463,491,259)
Net profit before income tax	649,512,190	1,681,209,386	1,179,779,534	802,694,555	924,972,030
Current tax expense	(789,474)	(3,544,689)	(3,643,390)	(431,757)	(1,387,904)
Net profit after income tax	648,722,716	1,677,664,697	1,176,136,144	802,262,798	923,584,126
Dividend	11%	30%	25%	20%	30%
Share Capital	1,811,189,010	1,617,133,050	1,443,868,800	1,312,608,000	1,161,600,000
Net Non-Current Assets	14,743,760,030	15,724,159,815	15,923,373,903	10,249,739,424	10,319,120,396
EPS	3.56	10.31	8.09	6.08	7.91

5.2.13 MANAGEMENT'S DISCUSSION AND ANALYSIS

As per Corporate Governance Code issued by BSEC, a Management's Discussion and Analysis presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements signed by Managing Director has been annexed as Annexure - II

5.2.14 DECLARATION OF DIVIDEND

The Board has recommended 11% cash dividend for all shareholders excluding the Sponsors/ Directors for the year ended 30 June 2023. The Sponsors/Directors hold 120.64 million shares of Tk. 10 each out of total 181.12 million shares of the Company and the amount of cash dividend to be payable to the general shareholders is Tk. 66.53 million. So, the shareholders are entitled to get Tk.1.10 for holding a share of Tk. 10 each. The aforementioned dividend has been recommended being the 'final dividend' for the year and no interim dividend was declared during the year.

Shareholders' whose name will be appearing in the Shareholders' Register as on the Record Date (09 November 2023) shall be eligible to receive the dividends subject to approval by the shareholders in the Annual General Meeting (AGM).

The Directors state that, no bonus share or stock dividend has been declared during the year or shall be declared in future as interim dividend.

5.2.15 DIRECTORS' RETIREMENT & RE-APPOINTMENT/RE-ELECTION

With regard to the appointment/election, retirement and re-appointment/re-election of directors, the company is governed by its Articles of Association, the Companies Act 1994 and other related legislations. Accordingly, at the 16th Annual General Meeting, Mr. Mohammad Abul Hasnat and Mr. Ali Akbar will retire from the office of

Director. They are however eligible for re-appointment/re-election. As required by BSEC's Corporate Governance Code [condition 1.5 (xxii)], their details is disclosed separately under Profiles of Directors and Disclosures of Directors' Interest.

5.2.16 APPOINTMENT OF INDEPENDENT DIRECTOR

Dr. Muhammad Shahin Miah, PhD, CPA, Associate Professor of Accounting, Department of International Business, University of Dhaka was appointed as Independent Director of the Company for term of 3 (three) years with effect from 19 December 2022. The Board has appointed him as Independent Director of the Company with proper recommendation from NRC and approval of BSEC and was approved by shareholders in their 15th Annual General Meeting.

5.2.17 APPOINTMENT OF SAME PERSON AS MANAGING DIRECTOR IN SUBSIDIARIES AND/OR SISTER CONCERNS

For greater benefit of the Group's business, the Directors in their meeting have considered the matter and gave consent to Mr. Tahzeeb Alam Siddique (Managing Director of the Company) to serve as Managing Director of its subsidiaries and sister companies that have been engaged in doing same type of business. This has been approved by the honorable shareholders in the 15th AGM.

5.2.18 APPOINTMENT OF AUDITORS

M/s. ACNABIN, Chartered Accountants, having office at BDBL Bhaban (Level 13), 12 Kawran Bazar Commercial Area, Dhaka, Bangladesh, was appointed as the Auditors by the company in its 15th AGM for a term till the conclusion of 16th AGM of the Company. M/s. ACNABIN, Chartered Accountants have completed assignment of audit and will retire at the 16th AGM and being qualified, has expressed their willingness to be re-appointed as Auditors for the next term. The Audit Committee and the Board have recommended for their re-appointment as Auditors for the next term till conclusion of the 17th AGM. The matter is placed for the consideration of the honorable shareholders.

5.2.19 APPOINTMENT OF CORPORATE GOVERNANCE AUDITORS

M/s. SARashid & Associates, having office at 13-D, 55/B, Noakhali Tower, Purana Paltan, Dhaka, Bangladesh, was appointed as the Corporate Governance Auditors by the company in its 15th AGM to provide the certificate on compliance of the Corporate Governance Code. M/s. SARashid & Associates have completed assignment of certification and will retire at the 16th AGM and being qualified has expressed their willingness to be re-appointed for the next term. The Audit Committee and the Board have recommended for their re-appointment. The matter is placed for due approval by the shareholders.

5.2.20 BOARD MEETINGS AND ATTENDANCE

The Directors meet regularly for smooth operation and management of Company. During the year ended 30 June 2023, a total of 9 (Nine) Board Meetings were held. Attendance of the Directors in the meetings was as follows:

NAME & DESIGNATION OF DIRECTORS	TENURE OF DIRECTORSHIP	NUMBER OF MEETINGS	
		HELD	ATTENDED
Mrs. Anjabeen Alam Siddique, Chairman	Since 23.12.2015	09	09
Mr. Tahzeeb Alam Siddique, Managing Director	Since 17.08.2017	09	09
Mr. Md. Abul Hasnat, Director	Since 18.03.2019	09	09
Mr. Md. Ali Akbar, Director	Since 18.03.2019	09	09
Dr. Muhammad Shahin Miah, CPA Independent Director	Since 19.12.2022	04	02
Barrister Md. Towfiqul Islam Khan	Since 12.12.2021	05	03

The Directors who could not attend the Board Meetings were granted leave of absence.

5.2.21 THE PATTERN OF SHAREHOLDING

As per condition 1(5)(xxiii) of the Corporate Governance Code issued by BSEC, the shareholding pattern as on 30 June 2023 was as follows:

SL	Name of Shareholder	Description	Number of Shares	Amount (Taka)	%
A. Parent/Subsidiary/Associated Companies and other related parties (name wise details)					
1	Asian Entech Power Corporation Limited	Parent Company	115,079,712	1,150,797,120	63.54%
2	OPG Energy Pvt. Ltd.	Sponsor Company	123,497	1,234,970	0.07%
B.(i) Directors and their spouses and minor children (name wise details)					
1	Mrs. Anjabeen Alam Siddique	Chairman [Nominated by Asian Entech Power Corporation Limited]	1,113,448	11,134,480	0.61%
2	Mr. Tahzeeb Alam Siddique	Managing Director	3,833,807	38,338,070	2.12%
3	Mr. Md. Ali Akbar	Director [Nominated by Asian Entech Power Corporation Limited]	6,177	61,770	0.003%
4	Mr. Md. Abul Hasnat	Director [Nominated by Asian Entech Power Corporation Limited]	2,639	26,390	0.001%
5	Dr. Muhammad Shahin Miah, CPA	Independent Director	Nil	Nil	Nil
B.(ii) CEO, CFO, Company Secretary & Head of Internal Audit and their spouses and minor children (name wise details)					
1	Mr. Mostafa Moin	Chief Executive Officer	Nil	Nil	Nil
2	Mr. Afroz Alam	Chief Financial Officer	Nil	Nil	Nil
3	Mr. Muhammad Amzad Shakil, FCA	Company Secretary	2,240	22,400	0.001
4	Mr. Taimur Alam FCMA	Head of Internal Audit	Nil	Nil	Nil
C. Executives [Top 5 salaried employees]					
1	Mr. Md. Wahiduzzaman Khan	Chief Operating Officer (HFO Plants)	Nil	Nil	Nil
2	Engr. Md. Mostafizur Rahman	Chief Operating Officer (Gas Plants)	Nil	Nil	Nil
3	Mr. Iqbal Hossain	Chief Administrative Officer	Nil	Nil	Nil
4	Mr. Sultan Reza Bin Mahmud	Sr. GM & Plant In Charge	Nil	Nil	Nil
5	Mr. Md. Motiur Rahman	AGM & Plant In Charge	Nil	Nil	Nil
D. Shareholders holding ten percent (10%) or more voting interest in the Company					
1	Asian Entech Power Corporation Limited	Parent Company	115,079,712	1,150,797,120	63.54%

5.2.22 CORPORATE SOCIAL RESPONSIBILITY

Doreen Power Generations and Systems Limited supports and contributes towards many social and humanitarian causes as part of its Corporate Social Responsibility. Company along with its three subsidiaries has spent Tk.4,500,000 in CSR activities by donating warm clothes, dry food during natural calamity and different educational institutions and welfare foundation. Doreen Power also recognizes the importance of creating sustainability directly around the power plants that we operate in. This goes to the heart of our CSR initiatives, helping to provide the fundamentals to foster sustainable communities.

5.2.23 NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) was formed on 30 December 2018 as the sub-committee of the Board and was re-constituted on 19 December 2022 to include Dr. Muhammad Shahin Miah, CPA. The NRC consists of three non-executive directors and the chairman of the committee is an independent director. Dr. Muhammad Shahin Miah, CPA is the chairman of the committee and Mr. Md. Ali Akbar and Mr. Md. Abul Hasnat are members of the committee. Mr. Muhammad Amzad Shakil, Company Secretary, is the secretary of the Committee. The NRC was set up with clear terms of reference. The NRC is responsible to assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as a policy for formal process of considering remuneration of directors and top-level executives. The NRC met twice during the year 2022-23. The report of NRC is attached as Annexure-IV of this Report.

5.2.24 CORPORATE GOVERNANCE

Corporate Governance is the system through which a company is directed, guided and controlled by the Board, while keeping in view its accountability to the shareholders. DPGSL strives to ensure full compliance with the laws and regulations that govern its business and to uphold the highest standards. The Status of Compliance of BSEC's Corporate Governance Code is shown at Annexure-XI and a separate Report on Corporate Governance is placed as Annexure-IX. Certificate on Compliance with Corporate Governance Code shall be placed as Annexure-X of this Report.

5.2.26 ACKNOWLEDGEMENT

The Directors like to extend appreciation to the shareholders, government agencies, regulatory authorities, bankers, business constituents, suppliers, auditors, consultants and other stakeholders of the company for their continued co-operation and support. The Directors also express their deep appreciation for the devoted and sincere services rendered by the employees at all levels of the Company and expect that such devotion will continue in future.

The Directors sincerely look forward to welcoming you at our 17th Annual General Meeting. May you all have peaceful and progressive life.

Thank you all.

For and on behalf of the Board of Directors



Anjabeen Alam Siddique

Chairman

Dated: 12 October 2023

5.3 CONTRIBUTION TO THE NATIONAL EXCHEQUER AND ECONOMY

Electricity is a major contributor to a nation's economic development. It is the wheel that drives most aspects of everyday life in society. Electricity is the source of fuel for so many sectors of an economy. This year our Company has supplied 1,305.45 million Kwh of electricity to the national grid. It has contributed remarkably in increasing industrial productions and providing more job opportunities in the country

Your Company along with its' three subsidiaries has contributed a significant amount of money to the national exchequer in the form of different duties, taxes and VAT while importing furnace oil and spare parts for the power plants, deducting & depositing source VAT & tax on suppliers invoices and paying corporate income tax for taxable income. Details of the contribution to the National Exchequer are as follows:

Forms of Contribution to the Exchequer	Amount in Taka	
	2022-2023	2021-2022
Customs duties, RD, SD, AIT and other taxes on import of furnace oil and spare parts	2,380,597,725	2,264,319,266
TDS on dividend on shares	15,202,608	8,996,324
Salary taxes	8,951,146	7,130,295
Corporate income tax	789,474	3,544,689
TDS of suppliers	26,782,994	25,212,096
VDS of suppliers	9,224,395	8,382,597
Total Contribution to National Exchequer	2,441,548,342	2,317,585,267

Status of Tax and VAT payment

Tax assessment and tax payment of all companies of the Group is completed upto last assessment year. We are submitting monthly VAT returns regularly. Our companies are exempted from income tax and VAT. We just have to comply with the source tax and vat deduction rule on suppliers' invoice payment.

No case regarding income tax or value added tax is pending with NBR or other regulatory bodies.

Status of Civil Case or suit

All the companies of the Group try to comply with all laws and regulation of the country in setting up plants and during generation of electricity. No civil suit is pending against any company of the Group till the reporting period.

5.4 VALUE ADDED STATEMENT

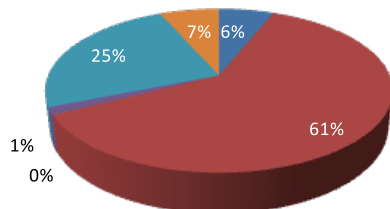
A Value added statement (VAS) is considered as part of social responsibility accounting. A value added statement shows the amount of value created by the Company and its distribution to the stakeholders who have contributed to its creation such as employees, government, creditors, owners and retention by the Company.

Value Addition	2022-23	%	2021-22	%
Revenue	18,429.49		15,024.10	
Other income including interest income	1.13		7.63	
Cost of sales, excluding depreciation	(13,372.67)		(11,236.40)	
Other operating expenses, excluding depreciation	(484.22)		(296.09)	
Total Value Added	4,573.73	100%	3,499.24	100%

Distribution of added value:				
To employees as salaries and allowances	279.03	6.10%	232.34	6.64%
To banks and other lenders	2,804.71	61.32%	1,111.33	31.76%
To National exchequer	0.79	0.02%	3.54	0.10%
To shareholders as dividend	66.53	1.45%	291.26	8.32%
	3,151.06	68.89%	1,638.47	46.82%
Retained for reinvestment & future growth:				
Depreciation	1,119.51	24.48%	706.69	20.20%
Retained earnings	303.16	6.63%	1,154.08	32.98%
	1,422.67	31.11%	1,860.77	53.18%
Total Distribution of Added Value	4,573.73	100%	3,499.24	100%

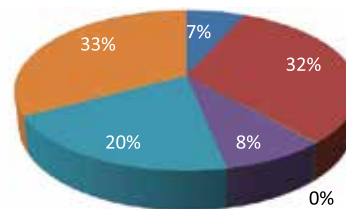
Distribution of Added Value 2022-23

■ Employees ■ Banks & other lenders ■ National exchequer
■ Shareholders ■ Depreciation ■ Retained profit



Distribution of Added Value 2021-22

■ Employees ■ Banks & other lenders ■ National exchequer
■ Shareholders ■ Depreciation ■ Retained profit



5.5 HUMAN RESOURCE ACCOUNTING

Human resource is an asset whose value gets appreciated over the period of time provided placed, applied and developed in the right direction. The main objective of human resource accounting is to facilitate the management to get information on the cost and value of human resources. Doreen Power uses Lev and Schwartz model to assess the value of human resources. As per the model, human resource of a company is the summation of all the net present value of all future expenditure on employees.

The value of human capital is Tk. 2,238.59 million for 2022-2023 and Tk. 1,862.21 for 2021-2022.

Amount in million Taka

Particulars	2022-2023	2021-2022
No. of executives and officers	462	550
No. of non-officer employees	143	149
Total No. of employee	605	699
Revenue	18,429.49	15,024.10
Net Profit after Tax	648.72	1,677.66
Value of Human Resource (VHR)	2,238.59	1,862.21
Revenue per employee	30.46	21.62
Net Profit per employee	1.07	2.40
Revenue/Value of HR	8.23	8.07
Net Profit/ Value of HR	0.29	0.90

* VHR is the NPV of all future expenditure on employees as per Lev and Schwartz model.

Other Relevant Information of Human Capital

Particulars	2022-2023	2021-2022
New employment during the period	33	88
Turnover ratio during the period	18.17%	17.45%
Total promotion during the period	21	20
Employment of qualified professionals	3	3
Employment of part qualified professionals	14	10

CHAPTER-6 ANNEXURE



DECLARATION BY CEO & CFO

Date: 12 October 2023

The Board of Directors
Doreen Power Generations and Systems Limited
House # 192/A, Road-01, Mohakhali DOHS, Dhaka-1206

Subject: Declaration on Financial Statements for the year ended on 30 June 2023

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, we the under signed, do hereby certify that:

- (1) The Financial Statements of Doreen Power Generations and Systems Limited for the year ended on 30 June 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 30 June 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,



(Mostafa Moin)
Chief Executive Officer



(Afroz Alam)
Chief Financial Officer

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements is given below:

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

We have applied accounting policies consistently to all periods presented in preparing the financial statements. We have applied International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) to transactions, other events or conditions to their full extent as applicable. The applicable significant accounting policies and estimation are mentioned details in note 2 and 3 of the financial statements.

In the absence of applicable IFRSs to any particular transactions, other events or conditions, we have used our best judgment in developing and applying an accounting policy that results in information that is relevant to the economic decision-making needs of users and is reliable.

(b) Changes in accounting policies and estimation

We generally change accounting policy only when the change is required by an IFRS or results in the financial statements providing more reliable and relevant information about the effect of transactions, other events or conditions on the financial position, financial performance or cash flows. There was no change in accounting policies and estimation during the reporting period.

(c) Comparative analysis 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

A comparative analysis of financial highlights for current financial year with immediate preceding five financial years is presented in the following table:

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18
Revenue (Mn)	18,429.49	15,024.10	6,656.73	4,746.32	7,021.68	6,660.50
EPS (Tk.)	3.56	10.31	8.09	6.08	7.91	7.14
P/E (Times)	17.13	7.44	8.02	9.39	9.89	12.65
NAV per Share (Tk.)	50.47	47.46	38.59	32.38	28.34	23.53
NOCFPS (Tk.)	17.98	(32.22)	6.46	15.12	7.25	9.86
Net Profit (Mn)	648.72	1,677.67	1,176.14	802.26	923.58	831.69
Net Assets (Mn)	9,141.93	8,595.14	6,989.88	5,865.11	5,133.26	4,260.39
No. of Shares (Mn)	181.12	161.71	144.39	131.26	116.16	105.60
Dividend (%)	11	30	25	20	30	25

Revenue of the Group is increasing every year for last five years except the financial year 2019-2020 which shows that Company is doing very well in revenue generation. However, net profit and EPS have been increasing gradually upto financial year 2021-2022, but decreased drastically in current financial year for incurring huge exchange loss in foreign procurement due to significant devaluation of Bangladeshi Taka against US Dollar and other foreign currencies as well as incurring additional interest on increased amount of short-term loan compared to last year.

Net operating cash flows per share (NOCFPS) increase significantly in current financial year compared to last five years because of abnormal negative operating cash in last financial year (2021-2022) which occurred due to increase in receivable from BPDB and increase in closing inventory in last year.

Net assets of the Group is increasing every year for last six years which is the reflection of better operating performance of the Group in terms of wealth maximization of the shareholders.

The Company has declared and paid dividend to the shareholders 20% to 30% upto financial year 2021-2022 but 11% for current financial year considering current years profitability and working capital shortage due to unusual delay in revenue bill payment by BPDB.

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

As presented in the Key Operating and Financial Highlights, the comparative analysis of financial performance, financial position and cash flows with other relevant financial ratio and other industry performance parameter are as following:

Listed Company	DPGSL	Summit Power	United Power	Baraka Power	Baraka Potenga	Shahjibazar Power	Industry Average
EPS (Tk.)	3.56	2.73	13.83	0.56	(1.06)	1.52	3.52
P/E (Times)	17.13	12.44	16.90	38.04	-	43.09	21.27
NAV per Share (Tk.)	50.47	37.68	53.22	21.99	26.81	36.71	37.81
Dividend (%)	11	20	80	5	5	11	18.67
NOCFPS (Tk.)	17.98	6.00	19.40	(0.11)	22.54	3.23	11.58
Net Profit (Mn)	648.72	2,918.86	8,017.19	131.86	(183.38)	283.68	1,968.83
Net Assets (Mn)	9,142	40,237	30,851	5,178	4,638	6,851	16,150
No. of Shares (Mn)	181.12	1,067.87	579.70	235.47	173.00	186.63	403.96

*Yearly data of Summit Power was not available. Q3 & last year's data is used to get annualized information.

Earnings per share (EPS), NAV per share and NOCF per share of the Company are above the industry average and other parameters are below the industry average as depicted in the above tabular presentation. However, below industry average Price Earning Ratio indicates possibility of further share price hike of the Company's share.

(e) Financial and economic scenario of the country and the globe

The global economy remains in a dangerous state amid the prolonged effects of the overlapping negative shocks of the pandemic, the Russia's invasion of Ukraine and Israel's war with Hamas in Palestine and the sharp tightening of monetary policy to contain high inflation. Significant increase in agricultural commodity prices and depreciation of local currency against US Dollar are escalating food insecurity and extreme poverty in many emerging market and developing economies (EMDEs).

Lingering impact of Russia's invasion of Ukraine will continue to weigh on growth across regions and rapid rise in interest rates in the United States poses significant challenges for developing economies. Bangladesh being an import dependent country, Bangladeshi Taka has experienced significant devaluation and inflation has made a big impact on consumer purchasing power. Balance of Payments (BoP) deficit is widening day by day and foreign currency reserves declining faster than expected. Government is trying to address the situation by encouraging more foreign remittance from the wage earners and discouraging import of luxury goods.

(f) Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company

The risks and concerns related to Company's financial statements are as follows:


- To understand, identify and recognized cross border transactions properly;
- To understand, identify and recognized foreign currency based transaction including its timely currency valuation properly;
- Minimization of currency exchange loss in payment of foreign currency based transactions;
- Recent development in world financial market has boosted the interest rate volatility;
- Extension of Power Purchase Agreements by government for three gas-based plants of 22 MW each which are going to be expired on or before 15 February 2024;

Recognition of revenue and trade receivables in line with contractual provisions has become a concern in preparation and presentation of reliable financial statements. To mitigate the above risk concerns and challenges, the Company has a well set of internal control system including the Internal Audit team under the guidance of Audit Committee. Talented pool of employees is well aware of the risk concerns and they are nominated for training and workshop program for skill development in the challenging areas so that they can identify, measure, recognize and take necessary steps to mitigate risks. We have submitted proposals for extension of the PPAs of three gas-based plants which are under active consideration of government.

(g) Future plan for company's operation, performance and financial position with justification thereof

DPGSL has been stepping forward with a long-term vision in order to achieve excellence in the fuel and power sector of the country.

Our six power plants including three plants owned by three subsidiaries of the Company are operating efficiently and effectively as per plan and requirement. We are planning to expand our business in renewable energy sector in future. Detailed plan for investment in renewable energy sector will be disclosed later on and in the upcoming Annual General Meeting of the Company.



Tahzeeb Alam Siddique
Managing Director

REPORT OF AUDIT COMMITTEE

For the year ended 30 June 2023

Formation of the Committee

Audit Committee of the Company re-constituted on 30 January 2023 comprises the following board members:

Dr. Muhammad Shahin Miah, CPA, Independent Director - Chairman
Mr. Md. Abul Hasnat, Non-Executive Director - Member
Mr. Md. Ali Akbar, Non-Executive Director - Member

Company Secretary acts as the Secretary of the Audit Committee.

Meetings of the Audit Committee

The Committee had its four (04) meetings during the year. Attendance of the Members was as follows :

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Barrister Md. Towfiqul Islam Khan (Ex-Chairman)	01	01
Dr. Muhammad Shahin Miah, CPA (Chairman)	03	03
Mr. Md. Abul Hasnat (Member)	04	04
Mr. Md. Ali Akbar (Member)	04	04

Minutes of the Committee are properly recorded.

Role of the Committee

The TOR specifying the roles and responsibilities of the Committee has been laid down by the board and the same are in line with the Corporate Governance Code. TOR of the Audit Committee has been published on the website.

Major Activities of the Audit Committee

During the year ended 30 June 2023 and during the period till the date of this report, the Audit Committee has-

- overseen the financial reporting process and monitored choice of accounting policies and principles;
- monitored the internal audit plan and compliance process and gave direction to the Internal Auditors to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and reviewed the Internal Audit and Compliance Report;
- reviewed the adequacy of internal audit function, reviewed the work of the Internal Audit Department and recommended where appropriate for carrying out audit in depth to ensure that the Company or its assets are not exposed to undue risk;
- reviewed the quarterly, half-yearly and yearly financial statements, along with the management and recommended to the Board for consideration and approval;
- reviewed the integrity of the annual financial statements of the Company to ensure that these reflect a true and fair view of the Company's state of affairs;
- held meeting with the external/statutory auditors for review of the annual financial statements before recommending to the Board for approval or adoption;
- overseen the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and monitored performance of external auditors before recommending to the Board for re-appointment of external/statutory auditors for the current term;

- h) monitored the hiring of new external/statutory auditors and recommended to the Board for appointment for the next term;
- i) reviewed the Management's Discussion and Analysis for disclosing in the Annual Report;
- j) reviewed statement of all related party transactions submitted by the management;
- k) ensured, while reviewing the financial statements, that proper disclosures required under International Accounting Standards as adopted in Bangladesh have been made and also the Companies Act 1994 and other rules and regulations applicable for the company have been complied with;
- l) reviewed Financial Statements and investments of the subsidiary companies.
- m) reviewed the matters as per requirement from the Bangladesh Securities and Exchange Commission (BSEC) including Corporate Governance Code.

Reporting of the Committee

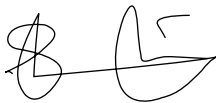
The Audit Committee is primarily responsible to report for its roles and activities to the Board.

Based on the reviews conducted during the period as mentioned above, the Audit Committee reasonably believes and reports that the internal control and compliance procedures are adequate to present a true and fair view of the activities and financial status of the Company.

Pursuant to Condition No. 5.6 of the Corporate Governance Code, the Committee reports that it did not find any conflict of interest or any fraud, irregularity or material defect in the Internal Control System and there was no infringement of laws, rules and regulations also.

The Committee is of the view that the level risks associated with the business of the Company is adequately controlled.

On behalf of the Audit Committee



Dr. Muhammad Shahin Miah, CPA
Chairman of the Committee
12 October 2023

ANNEXURE - IV

REPORT OF NOMINATION & REMUNERATION COMMITTEE

For the year ended 30 June 2023

Formation of the Committee

The Board of Directors of Doreen Power Generations and Systems Ltd. in its meeting held on 30 December 2018 constituted Nomination and Remuneration Committee (NRC) as a sub-committee of the Board pursuant to condition no. 6 of the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission (BSEC).

The NRC was re-constituted on 30 January 2023 to include Dr. Muhammad Shahin Miah, CPA after his appointment as Independent Director. The NRC consists of three members of whom one is an independent director and rests are non-executive directors. The members of the Committee are:

Dr. Muhammad Shahin Miah, CPA, Independent Director - Chairman
Mr. Md. Abul Hasnat, Non-Executive Director - Member
Mr. Md. Ali Akbar, Non-Executive Director - Member

Role of the Committee

The TOR specifying the roles and responsibilities of the Committee has been laid down by the Board and the same are in line with the Corporate Governance Code.

Meetings of the Committee

The Committee had its three (03) meetings during the year ended 30 June 2023. Attendance of the Members was as follows:

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Barrister Md. Towfiqul Islam Khan (Ex-Chairman)	01	01
Dr. Muhammad Shahin Miah, CPA (Chairman)	02	02
Mr. Md. Abul Hasnat (Member)	03	03
Mr. Md. Ali Akbar (Member)	03	03

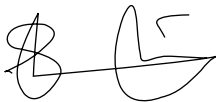
Minutes of the Committee are properly recorded.

Major Activities of the Committee

During the year ended 30 June 2023, the Committee has-

- Reviewed the status of existing policies and processes with regard to the eligibility and qualification of Directors policies and basis of remuneration to Directors and top level executives policy(ies) for selection, transfer, evaluation, promotion and removal of employees and human resource and training policy of the company;
- Taken initiative for formulating the criteria for determining qualifications, positive attributes and independence of Directors;
- Taken initiative for formulating a policy relating to the remuneration of the Directors and top level executives;
- Recommended Code of Conduct for the Chairman, Directors and top level executives of the Company for approval by the Board;
- Recommended appointment of Dr. Muhammad Shahin Miah, CPA as Independent Director; and
- Recommended appointment of Mr. Muhammad Amzad Shakil, FCA as Acting Company Secretary to avoid casual vacancy as the existing Company Secretary has resigned from the post.

On behalf of the Nomination & Remuneration Committee



Dr. Muhammad Shahin Miah, CPA
Chairman of the Committee
12 October 2023

NOMINATION POLICY

Background:

As provided in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 every company listed with any stock exchange in Bangladesh shall have to have nomination policy and disclose the same in its annual report; and the Nomination and Remuneration Committee (NRC) shall assist the Board of Directors in formulation of such policy. Accordingly, based on the recommendation of NRC, the board of directors of Doreen Power Generations and Systems Ltd. has adopted this Nomination Policy applicable for Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

I) General Appointment Criteria:

- a) The NRC shall ensure that the procedure for appointing Directors, Key Managerial Personnel (KMP) and Senior Management Personnel is transparent, unbiased and equitable with ethical standards of integrity & probity. NRC shall consider the qualification, positive attributes, expertise, experience and independence of the person for appointment as Director, KMP or as Senior Management Personnel and accordingly recommend to the Board his/her appointment.
- b) The NRC of the Company should ensure that the person so appointed as Director, Independent Director possess adequate qualification, expertise and experience for being appointed as a Director/Independent Director under the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or any other enactment for the time being in force.
- c) The NRC of the Company shall also evaluate the qualitative factors and appointment criteria regarding the appointment of Directors, KMP and Senior Management Personnel at the time of recommendation to the Board.

II) Other Appointment Criteria:

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Top Level Executive shall be the basis for the NRC to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be:

- a) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;
- b) The appointee acts objectively and constructively, carry outs responsibilities to contribute to the Company's growth and for the best interest of the Company
- c) The area to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/ Senior Management Personnel and enhance the efficiency of the Company;
- d) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- e) The appointment of Independent Directors shall be subject to compliance of provisions of the Condition No.1(2) and (3) of the Code.

III) Removal:

Due to any disqualification mentioned in the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or under any other applicable Act, rules and regulations there under, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations. The removal shall also be based on principles of natural justice.

Amendment and Disclosures:

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Policy, as and when required, to ascertain its appropriateness as per the needs of the Company.

Full version of this Policy will also be available on the company's website.

REMUNERATION POLICY

Background:

As provided in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 every company listed with any stock exchange in Bangladesh shall have to have remuneration policy and disclose the same in its annual report; and the Nomination and Remuneration Committee (NRC) shall assist the Board of Directors in formulation of such policy. Accordingly, based on the recommendation of NRC, the board of directors of Doreen Power Generations and Systems Ltd. has adopted this Remuneration Policy applicable for Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

I) Remuneration to Directors, KMP and Senior Management:

The NRC endeavor to ensure that the remuneration structure for Directors, Key Managerial Personnel (KMP) and Senior Management is fair, competitive (internal and external) under transparent policies and appropriate for the sector in which it operates. The remuneration of Directors, KMP and Senior Management and other employees shall be reviewed annually and the increment shall be recommended to and approved by the Board based on the individual responsibilities, performance, experience, leadership abilities and initiative taking abilities and knowledge base as well as performance of the Company.

The remuneration to be paid to the Directors shall be governed by the provisions of Companies Act, 1994 and in line with Articles of Association which shall be reviewed by the NRC and recommended to the Board subject to the prior/ post approval of the shareholders in the General Meeting.

The remuneration for any executive role, KMP and other Senior Management will be reviewed by the NRC and recommended to the Board for approval in line with the balance between fixed and incentive pay reflecting short and long-term performance for the company and its goals.

II) Remuneration to non-executive / Independent Director:

Non-Executive Director and Independent Director may be remunerated by way of only Board and Committee meeting attendance fees as per the Memorandum and Articles of Association of the Company in compliance with applicable laws and regulations.

Amendment and Disclosures:

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Policy, as and when required, to ascertain its appropriateness as per the needs of the Company.

Full version of this Policy will also be available on the company's website.

BOARD'S DIVERSITY POLICY

Background:

As provided in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 every company listed with any stock exchange in Bangladesh shall have to have a policy on Board's Diversity and disclose the same in its annual report; and the Nomination and Remuneration Committee (NRC) shall assist the Board of Directors in formulation of such policy. Accordingly, based on the recommendation of NRC, the board of directors of Doreen Power Generations and Systems Ltd. has adopted this Board's Diversity Policy.

The Board of Directors of Doreen Power Generations and Systems Ltd. believes that Board diversity enhance the quality of Board's performance and helps to realize the strategic objectives and go for sustainable development. The Board confers its great emphasis on ensuring broader diversity in its membership on the basis of age, gender, experience, ethnicity, educational background, nationality as well as on personal attributes to provide all round perspectives and insights for appropriate decision making.

The NRC shall device the Policy on Board's diversity and make assessments along with recommendations in maintaining a proper mix of Executive, Non-executive and Independent Directors. The Committee shall periodically review the balance in its composition in regards to gender, age and educational background, ethnicity, professional experience, skills, knowledge and any other factor deemed relevant and applicable.

NRC shall ensure that in making its recommendation there will be no discriminate, directly or indirectly, on grounds of religion, ethnicity and cultural background, country of origin, nationality, marital status, gender, age or disability which does not hinder a person's ability to function as a Board member.

NRC shall also ensure that composition of Board meets the requirements of the Code and other Rules and Regulations.

Amendment and Disclosures:

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Policy, as and when required, to ascertain its appropriateness as per the needs of the Company.

Full version of this Policy will also be available on the company's website.

GUIDELINE FOR BOARD EVALUATION CRITERIA

Background:

As provided in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 every company listed with any stock exchange in Bangladesh shall have to have a policy on Board Evaluation Criteria; and the Nomination and Remuneration Committee (NRC) shall assist the Board of Directors in formulation of such criteria. Accordingly, based on the recommendation of NRC, the board of directors of Doreen Power Generations and Systems Ltd. has adopted this Guideline for Board Evaluation Criteria.

This criterion aims to:

- (i) Ensure compliance of the applicable provisions of the Code relating to formulating the criteria for evaluation of performance of independent directors and the Board.
- (ii) Adopt best practices to manage the affairs of the Company in seamless manner.
- (iii) Achieve good corporate governance as well as sustained long-term value creation for stakeholders.

Evaluation Factors:

The NRC of the company is responsible for ensuring the effectiveness of the Board. In terms of the requirements of the Corporate Governance Code of Bangladesh Securities and Exchange Commission, the Board is required to carry out an annual evaluation of its over-all performance relating to monitoring of internal controls, financial reporting and preparation of external financial statements and safeguarding of assets.

The NRC shall approve the criteria for evaluation of performance of the Board and the CEO which is led by the Chair of the Board and assisted by the Company Secretary. While evaluating the performance, it has to be always considered the appropriate benchmarks as per industry standards and the performance of the Company.

Particulars	*Rating
Strongly Agree	4
Agree	3
Disagree	2
Strongly Disagree	1

* If the decimal number of any average rating is more than half it shall be rounded to the nearest whole number.

The evaluation framework shall adopt by the NRC and approve by the Board of Directors. The Committee shall oversee and make report with recommendation to the Board in evaluating performance of all Directors as well as the Board as a whole towards achieving the strategic goals of the organization with a view to identifying areas of governance improvement.

The Company has chosen the following criteria for evaluation of performance of Independent Director and the Board:

Sl.	Assessment Criteria	Rating	Remarks/Comments
1	The Board of Directors of the Company is effective in decision making.		
2	The Board of Directors is effective in developing a Corporate Governance structure that allows and encourages the Board to fulfill its responsibilities.		
3	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4	The Board reviews the company's financial performance on a regular basis.		
5	The Board of Directors is effective in providing necessary advice and suggestions to the Company's management.		
6	Is the Board as a whole up to date with latest developments in the regulatory environment and the market?		
7	The information provided to Directors prior to Board Meetings meets expectations in terms of level of details.		
8	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9	The Board Chairman/Chairperson effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board.		
10	The Board appropriately considers internal audit reports, recommendations, management's responses, steps towards improvement and risk mitigation plan.		
11	The Board oversees the role of the Independent Auditor from selection to termination and has an effective process to evaluate the Independent Auditor's qualifications and performance.		
12	The Board considers the Internal Audit plan and provides recommendation.		
Additional Criteria for Independent Directors			
1	Attendance and participations in the meetings		
2	Raising of concerns to the Board		
3	Safeguard of confidential information		
4	Rendering independent, unbiased opinion and resolution of issues at meetings		
5	Initiative in terms of new ideas and planning for the Company		
6	Safeguarding interest of whistle-blowers under vigil mechanism		

Amendment and Disclosures:

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Guideline, as and when required, to ascertain its appropriateness as per the needs of the Company.

Full version of this Policy will also be available on the company's website.

REPORT ON CORPORATE GOVERNANCE

The term Corporate Governance refers to the processes of making and implementing decisions in accordance with the rules and laws by which businesses are regulated, controlled and operated by the Board and management of the company in order to ensure proper protection of the interests of the valued shareholders and other stakeholders of the company. Corporate Governance philosophy establishes the mechanisms to meet the obligations to all the stakeholders and for achieving transparency, accountability and integrity between the Board, senior management and shareholders while protecting the interests of relevant stakeholders.

To ensure effective implementation and maintenance of good corporate governance the Board put together company's strategic policies to meet the objectives of the company with the frame work of corporate governance. That policy clearly defines the responsibility of the board and management to the shareholders and also to the employees of the company. DPGSL is maintaining full compliance with the laws, rules and regulations.

Bangladesh Securities and Exchange Commission has imposed Corporate Governance Code which are mandatory to comply with by all the issuers of securities listed with the stock exchanges of Bangladesh. DPGSL has ensured compliance of all conditions of the said Code. The steps taken as part of good Corporate Governance are summarized below:

A. Board of Directors

The Board of DPGSL consists of 5 (five) Directors comprising Executive, Non-Executive and Independent Directors. The Directors hold regular meetings to ensure good communication and discussion on matters of importance for smooth operation of the Company. The Board has laid down a Code of Conduct for all Directors.

B. Independent Director(s)

In the Board there is one Independent Director having required qualification as per Corporate Governance Code. The Independent Director is appointed by the Board for a period of 3 (three) years and such appointment is duly approved in the AGM.

C. Chairman, Managing Director and CEO

In DPGSL 3 (three) individuals are performing the functions of the Chairman, the Managing Director and the CEO. The roles of the Chairman, the Managing Director and the CEO have been laid down by the Board.

D. Audit Committee

An Audit Committee is formed with 3 (three) directors headed by the Independent Director. All the members are Non-Executive Directors. The Company Secretary acts as the Secretary to the Committee. A Report of the Audit Committee is prepared annually and disclosed in the Annual Report.

E. Nomination and Remuneration Committee

A Nomination and Remuneration Committee is formed with 3 (three) directors headed by the Independent Director. All the members are Non-Executive Directors. The Company Secretary acts as the Secretary to the Committee. A Report of the Committee is prepared annually and disclosed in the Annual Report.

F. CFO, Head of Internal Audit and Company Secretary

In line with the Code of BSEC, the Board of the Company has ensured appointment of 3 (three) individuals as Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary and has defined their roles, duties and responsibilities.

G. Statutory Auditor

The Auditor of the Company is duly appointed and performs their duties as per relevant laws. As guided by the Corporate Governance Code of BSEC (condition # 7), the Company does not engage its external / statutory auditor to perform any of the services of the Company that are not permissible. Notable that, no partner or employee of the external audit firm or any of their family members possesses any share of the Company during the year.

H. Financial Statements

The Directors confirm, to the best to their knowledge, that-

- (1) The financial statements present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- (2) Proper books of account of the company have been maintained;
- (3) Appropriate accounting policies have been applied consistently in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment;
- (4) International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) have been followed in preparation of the financial statements;
- (5) The systems of internal control are sound and have been implemented and monitored effectively;
- (6) There are no significant doubts upon the company's ability to continue as a going concern; and
- (7) The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) have jointly certified to the Board that-
 - (a) They have reviewed the financial statements of the company for the year ended 30 June 2023 and to the best of their knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (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.
 - (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

I. Subsidiary Company(ies)

As per condition # 2 of BSEC's Corporate Governance Code, all provisions relating to the subsidiary company(ies) have been complied with. The minutes of the Board meeting of the subsidiary companies and also the affairs of the subsidiary companies are reviewed by the Board of the holding company. The Audit Committee of the holding company reviews the financial statements, in particular the investments made by the subsidiary companies.

J. Compliance of Corporate Governance Code

The company is committed to comply with all conditions of Corporate Governance Code as applicable or practicable by the company and any departure or inability to comply with any condition(s) is duly disclosed. A statement on Compliance Status is prepared and published in the Annual Report as per Condition No. 9 (3) of the Code. A Firm of Practicing Chartered Secretary is engaged as Corporate Governance Auditor and for issuing a certificate regarding such compliance and the Certificate is published in the Annual report.



Anjabeen Alam Siddique

Chairman

Dated: Dhaka, 12 October 2023

SARashid & Associates
(Chartered Secretaries)

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S. Abdur Rashid FCS
MBS, MBA (Finance), PGDHRM, LLB, MIPM
Chartered Secretary in Practice
Private Practice Certificate No.: 003

**Report to the Shareholders of
Doreen Power Generations and Systems Ltd.
on
Compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by Doreen Power Generations and Systems Ltd. for the year ended on 30 June 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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



Place : Dhaka
Dated : 08 November 2023

For
SARashid & Associates


S. Abdur Rashid FCS
Chartered Secretary in Practice

Annexure - XI

Report to the shareholders of Doreen Power Generations and Systems Limited on Compliance of Corporate Governance Code

[As per Annexure-C and Condition No. 1(5)(xxvii) of the Corporate Governance Code]

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. 9.00)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1	BOARD OF DIRECTORS			
1(1)	Size of the Board of Directors: [Number of Board Members to be 5–20]	✓		
1(2)	Independent Directors:			
1(2)(a)	Number of Independent Directors [No. of ID(s) to be at least 1 and 1/5 of Total No.]	✓		
1(2)(b)(i)	ID(s) to hold no share or less than 1% shares			
1(2)(b)(ii)	ID(s) not to be a sponsor or connected with any sponsor or director or shareholder holding 1% or more shares on the basis of family relationship	✓		
1(2)(b)(iii)	ID(s) not to be an executive of the company in immediately preceding two financial years	✓		
1(2)(b)(iv)	ID(s) not to have any pecuniary or otherwise relationship with the company or its subsidiary/associated companies	✓		
1(2)(b)(v)	ID(s) not to be member/ TREC holder/ director/ officer (excepting ID) of any stock exchange	✓		
1(2)(b)(vi)	ID(s) not to be shareholder/ director/ officer of any member or TREC holder of stock exchange or intermediary of capital market	✓		
1(2)(b)(vii)	ID(s) not to be partner/ executive at present or during preceding 3 years of the company's statutory audit firm or firm engaged in internal audit or special audit or professional certifying compliance of the Code	✓		
1(2)(b)(viii)	ID(s) not to be ID in more than five listed companies	✓		
1(2)(b)(ix)	ID(s) not having been convicted as a defaulter in payment of any loan of a bank or NBFI	✓		
1(2)(b)(x)	ID(s) not having been convicted for a criminal offence involving moral turpitude	✓		
1(2)(c)	Appointment(s) of ID(s) to be made by the Board and approved in the AGM	✓		
1(2)(d)	Post of ID not to remain vacant for more than 90 days	✓		
1(2)(e)	Tenure of an ID to be 3 years (may be extended for 1 tenure only and may be reappointed after a gap of 1 tenure after completion of 2 tenures)	✓		
1(3)	Qualification of Independent Director:			
1(3)(a)	An ID to be a knowledgeable individual with integrity, being able to ensure compliance with financial laws, regulatory requirements and corporate laws and having ability make meaningful contribution to the business	✓		
1(3)(b)(i)	An ID to be a Business Leader (being present or former promoter / director of a company listed or having paid-up capital of 100 million or a member of chamber/ association)			NA

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(3)(b)(ii)	An ID to be a Corporate Leader (being present or former MD/ CEO/ AMD/ DMD/ COO/ CFO/ CS/ HIAC/ HAHR/ Equivalent of a company listed or having paid-up capital of 100 million)			NA
1(3)(b)(iii)	An ID to be a former official of government or statutory or autonomous or regulatory body in not below 5th Grade having Degree in Economics/ Commerce/ Law			NA
1(3)(b)(iv)	An ID to be a University Teacher having educational background in Economics/ Commerce/ Business/ Law	✓		
1(3)(b)(v)	An ID to be a Professional (Advocate of Bangladesh Supreme Court/ CA/ C&MA/ CFA/ CCA/ CPA/ CMA/ CS or Equivalent)	✓		
1(3)(c)	An ID to have at least 10 (ten) years of experiences	✓		
1(3)(d)	Relaxing Qualifications/Experiences subject to prior approval of the Commission in special cases			NA
1(4)	Duality of Chairperson and MD or CEO:			
1(4)(a)	Positions of Chairperson and MD and/or CEO to be filled by different individuals	✓		
1(4)(b)	MD and/or CEO of a listed company not to hold the same position in another listed company	✓		
1(4)(c)	Chairperson to be elected from among the Non-Executive Directors	✓		
1(4)(d)	Board to clearly define respective roles and responsibilities of Chairperson and MD and/or CEO	✓		
1(4)(e)	In absence of Chairperson in a Board Meeting, to elect an Non-Executive Director as Chairperson for that meeting; and reason of such absence to be duly recorded in the minutes			NA
1(5)	Directors' Report (DR) to Shareholders:			
1(5)(i)	DR to include Statement on Industry Outlook and possible future developments	✓		
1(5)(ii)	DR to include Statement on Segment-wise or Product-wise Performance	✓		
1(5)(iii)	DR to include Statement on risks and concerns	✓		
1(5)(iv)	DR to include Statement on COGS, Gross Profit and Net Profit Margins	✓		
1(5)(v)	DR to include Statement on Continuity of Extra-Ordinary Activities and their implications (gain or loss)			NA
1(5)(vi)	DR to include Statement on nature of related party and amount, nature and basis of related party transactions	✓		
1(5)(vii)	DR to include Statement on utilization of proceeds raised through public issues, rights issues and/or any other instruments			NA
1(5)(viii)	DR to include Explanation, if financial results deteriorate after going for IPO, RPO, Right Offer, Direct Listing, etc			NA
1(5)(ix)	DR to include Explanation about significant variance between Quarterly and Annual Financial Statements	✓		
1(5)(x)	DR to include Statement on Remuneration to Directors including IDs	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xi)	DR to include Disclosure on Preparation of and Fair Presentation in the Financial Statements	✓		
1(5)(xii)	DR to include Disclosure on Maintaining proper books of account	✓		
1(5)(xiii)	DR to include Disclosure on Consistent Application of appropriate accounting policies, and accounting estimates being reasonable and prudent	✓		
1(5)(xiv)	DR to include Disclosure on Following Applicable IAS/IFRS, and adequate disclosure for any departure there-from, if any	✓		
1(5)(xv)	DR to include Disclosure on Soundness in Design and effective implementation and monitoring of Internal Control System	✓		
1(5)(xvi)	DR to include Disclosure on Protection of Minority Shareholders from abusive actions by, or in the interest of, controlling shareholders, and having effective means of redress	✓		
1(5)(xvii)	DR to include Statement on ability of the Company to continue as a going concern or disclosure of inability to be going concern along with facts and reasons thereof	✓		
1(5)(xviii)	DR to include Statement on significant deviations from last year's operating results highlighting reasons thereof	✓		
1(5)(xix)	DR to include summary of key operating and financial data of last 5 years	✓		
1(5)(xx)	DR to include Statement on reasons for non declaration of Dividend (cash or stock) for the year			NA
1(5)(xxi)	DR to include Statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	✓		
1(5)(xxii)	DR to include Statement on Number of Board Meetings held and attendance of each director	✓		
1(5)(xxiii)	DR to include Report on Pattern of Shareholding:			
1(5)(xxiii)(a)	DR to include disclosure of aggregate number of shares held by Parent/ Subsidiary/ Associated Cos. and other related parties (name-wise details)	✓		
1(5)(xxiii)(b)	DR to include disclosure of aggregate number of shares held by Directors, CEO, CS, CFO, HIAC and their spouses & children (name-wise details)	✓		
1(5)(xxiii)(c)	DR to include disclosure of aggregate number of shares held by Top 5 Salaried Employees other than Directors, CEO, CS, CFO and HIAC	✓		
1(5)(xxiii)(d)	DR to include disclosure of aggregate number of shares held by Shareholders holding 10% or more voting interest (name-wise details)	✓		
1(5)(xxiv)	In case of appointment/ re-appointment of a director, disclosure to be made to the shareholders:			
1(5)(xxiv)(a)	DR to include a brief resume of the director, in case of his/her appointment/ re-appointment	✓		
1(5)(xxiv)(b)	DR to include a disclosure regarding nature of expertise in specific functional areas of the director, in case of his/her appointment/ re-appointment	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xxiv)(c)	DR to include a disclosure regarding names of companies in which the director holds directorship and membership of committees of the board, in case of his/her appointment/ re-appointment	✓		
1(5)(xxv)	DR to include Management's Discussion and Analysis (MDA) signed by CEO or MD:			
1(5)(xxv)(a)	DR to include MDA having brief discussion focusing on accounting policies & estimation for preparation of FSs	✓		
1(5)(xxv)(b)	DR to include MDA having brief discussion focusing on changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes	✓		
1(5)(xxv)(c)	DR to include MDA having brief discussion focusing on comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current year with immediate preceding five years explaining reasons thereof	✓		
1(5)(xxv)(d)	DR to include MDA having brief discussion focusing on comparison of financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		
1(5)(xxv)(e)	DR to include MDA having brief discussion focusing on brief explanation of the financial and economic scenario of the country and the globe	✓		
1(5)(xxv)(f)	DR to include MDA having brief discussion focusing on risks and concerns issues related to FSs, explaining such risk and concerns mitigation plan of the company	✓		
1(5)(xxv)(g)	DR to include MDA having brief discussion focusing on future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e. actual position	✓		
1(5)(xxvi)	DR to include disclosure on declaration or certification by CEO and CFO to the Board as required under condition No. 3(3)	✓		
1(5)(xxvii)	DR to include disclosure on the report as well as certificate regarding compliance of conditions of the Code as required under condition No. 9	✓		
1(6)	Meetings of the Board of Directors: To conduct Board Meetings, to record minutes and to keep required books and records in line with BSS	✓		
1(7)	Code of Conduct for Chairperson, other Board Members and CEO:			
1(7)(a)	Code of Conduct (COC) for Chairperson, other board members and CEO to be laid down by the Board based on recommendation of NRC	✓		
1(7)(b)	COC, as recommended by NRC, 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, to be posted on company's website	✓		

Condition No.	Title	Compliance Status (Put V in the appropriate column)		Remarks (if any)
		Complied	Not complied	
2	GOVERNANCE OF BOARD OF DIRECTORS OF SUBSIDIARY COMPANY			
2(a)	Provisions relating to the composition of the Board of the holding company to be made applicable to the composition of the Board of the subsidiary company	√		
2(b)	At least one ID to be common on the boards of both holding and subsidiary companies	√		
2(c)	Minutes of Board Meeting of subsidiary co. to be placed for review at the following Board Meeting of holding co.	√		
2(d)	Minutes of respective Board Meeting of holding co. to state that affairs of subsidiary co. have been reviewed	√		
2(e)	Audit Committee of holding company to review FSs, particularly the investments of subsidiary company	√		
3	MD / CEO, CFO, HIAC and CS			
3(1)	Appointment:			
3(1)(a)	Board to appoint MD/CEO, CS, CFO and HIAC	√		
3(1)(b)	Positions of MD/CEO, CS, CFO and HIAC to be filled by different individuals	√		
3(1)(c)	MD/CEO, CS, CFO and HIAC not to hold any executive position in any other company at the same time	√		MD holds the position of MD in subsidiaries and sister concerns of similar type of business with due permission from MOC, as per sec. 109 of The Companies Act 1994
3(1)(d)	Board to clearly define respective roles, responsibilities and duties of CFO, HIAC and CS	√		
3(1)(e)	MD/CEO, CS, CFO and HIAC not to be removed from their position without approval of the Board as well as immediate dissemination to BSEC and stock exchanges	√		
3(2)	Requirement to attend Board Meetings: MD/CEO, CS, CFO and HIAC to attend the meetings of the Board except such part of a meeting involving consideration of agenda item of their personal matters	√		
3(3)	Duties of MD/CEO and CFO:			
3(3)(a)(i)	MD/CEO and CFO to certify, to the best of their knowledge and belief, that they have reviewed the FSs which omit no material fact or contain no materially untrue or misleading statement	√		
3(3)(a)(ii)	MD/CEO and CFO to certify, to the best of their knowledge and belief, that they have reviewed the FSs which together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	√		
3(3)(b)	MD/CEO and CFO to certify that no transaction is fraudulent, illegal or in violation of company's code of conduct for the company's Board or its members	√		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3(3)(c)	Certification of MD/CEO and CFO to be disclosed in the Annual Report	✓		
4	BOARD's COMMITTEE			
	For ensuring good governance in the company, at least			
4(i)	Board to have Audit Committee as its sub-committee	✓		
4(ii)	Board to have Nomination and Remuneration Committee (NRC) as its sub-committee	✓		
5	AUDIT COMMITTEE			
5(1)	Responsibility to the Board of Directors:			
5(1)(a)	Company to have Audit Committee as a sub-committee of the Board	✓		
5(1)(b)	Audit Committee to assist the Board in ensuring the financial statements to reflect true and fair view of company's affairs and a good monitoring system	✓		
5(1)(c)	Audit Committee to be responsible to the Board; duties of Audit Committee to be clearly set forth in writing	✓		
5(2)	Constitution of the Audit Committee:			
5(2)(a)	Audit Committee to be composed of at least 3 members	✓		
5(2)(b)	Members of Audit Committee to be non-executive directors excepting Chairperson, to be appointed by the Board, to include at least one Independent Director	✓		
5(2)(c)	All Members of Audit Committee to be "financially literate"; at least one to have accounting or related financial management expertise with at least 10 years of corporate management or professional experiences	✓		
5(2)(d)	Vacancy in Audit Committee making the number lower than 3 to be filled up immediately or within one month	✓		
5(2)(e)	CS to act as the secretary of Audit Committee	✓		
5(2)(f)	No quorum in Audit Committee meeting to constitute without at least one ID	✓		
5(3)	Chairperson of the Audit Committee:			
5(3)(a)	Chairperson of Audit Committee to be an ID, to be selected by the Board	✓		
5(3)(b)	In the absence of Chairperson of Audit Committee, one member to be elected as Chairperson for that meeting if there is a quorum and the reason of absence of the regular Chairperson to be duly recorded in the minutes			NA
5(3)(c)	Chairperson of Audit Committee, or in absence of Chairperson any member to be selected, to remain present in AGM, and reason for absence of regular Chairperson to be recorded in the minutes of AGM	✓		
5(4)	Meeting of the Audit Committee:			
5(4)(a)	Audit Committee to conduct at least four meetings in a financial year; and to have authority to convene emergency meeting at the request of any member of the Committee	✓		
5(4)(b)	Quorum of Audit Committee Meeting to be constituted in presence of two members or two thirds of members, whichever is higher, presence of an ID is a must	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(5)	Role of Audit Committee (AC):			
5(5)(a)	AC to oversee the financial reporting process	✓		
5(5)(b)	AC to monitor choice of accounting policies and principles	✓		
5(5)(c)	AC to monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and to review the Internal Audit and Compliance Report	✓		
5(5)(d)	AC to oversee hiring and performance of external or statutory auditors	✓		
5(5)(e)	AC to hold meeting with the auditors or statutory for review of annual FSs before submission to the Board	✓		
5(5)(f)	AC to review along with the management, annual FSs before submission to the Board	✓		
5(5)(g)	AC to review along with the management, quarterly and half yearly FSs before submission to the Board	✓		
5(5)(h)	AC to review the adequacy of internal audit function	✓		
5(5)(i)	AC to review MDA before disclosing in Annual Report	✓		
5(5)(j)	AC to review statement of all related party transactions	✓		
5(5)(k)	AC to review Management Letters or Letter of Internal Control Weakness issued by statutory auditors			NA
5(5)(l)	AC to oversee the determination of audit fees and to evaluate the performance of external auditors	✓		
5(5)(m)	AC to oversee whether the proceeds raised through IPO or RPO or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by BSEC Management to disclose to the AC, on quarterly basis, about uses of the proceeds by major category Company to prepare, on annual basis, a statement of proceeds utilized for the purposes other than those stated in offer document or prospectus for publication in Annual Report along with comments of the AC			NA
5(6)	Reporting of the Audit Committee:			
5(6)(a)	Reporting to the Board of Directors:			
5(6)(a)(i)	Audit Committee to report on its activities to the Board	✓		
5(6)(a)(ii)(a)	Audit Committee to report on conflicts of interests, if any, to the Board immediately			NA
5(6)(a)(ii)(b)	Audit Committee to report on suspected/presumed fraud or irregularity or material defect in internal control process or in FSs, if any, to the Board immediately			NA
5(6)(a)(ii)(c)	Audit Committee to report on suspected infringement of laws, regulatory compliances including securities related laws, rules, regulations, if any, to the Board immediately			NA
5(6)(a)(ii)(d)	Audit Committee to report on any other matter which it deems necessary to disclose to the Board immediately			NA
5(6)(b)	Reporting to the Authorities: Audit Committee to report its findings to BSEC, if it finds that the rectification proposed to the Board has been unreasonably ignored, upon reporting of such matters to the Board for three times or completion six months from the date of first reporting, whichever is earlier			NA

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(7)	Reporting to Shareholders and General Investors: Report on activities of Audit Committee during the year to be signed by its Chairperson of Audit Committee and to be disclosed in the Annual Report	✓		
6	NOMINATION AND REMUNERATION COMMITTEE (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	Company to have NRC as sub-committee of the Board	✓		
6(1)(b)	NRC to assist the Board in formulation of nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executives and policy for formal process of considering their remuneration	✓		
6(1)(c)	ToR of NRC to be clearly set forth in writing covering the areas stated at the condition no. 6(5)(b)	✓		
6(2)	Constitution of the NRC:			
6(2)(a)	NRC to comprise at least 3 members including an ID	✓		
6(2)(b)	All members of NRC to be non-executive directors	✓		
6(2)(c)	NRC Members to be nominated/appointed by the Board	✓		
6(2)(d)	Board to have authority to remove and appoint any member of NRC	✓		
6(2)(e)	Board to fill vacancy in the NRC within 180 days of occurring any vacancy	✓		
6(2)(f)	Chairperson of NRC to have discretion to appoint or co-opt any external expert and/or member(s) of staff as advisor / non-voting member, if advice or suggestion from such person is felt required or valuable for NRC			NA
6(2)(g)	The Company Secretary to act as secretary of NRC	✓		
6(2)(h)	Quorum of NRC meeting not to constitute without an ID	✓		
6(2)(i)	No member of NRC to receive any remuneration, directly or indirectly, for any advisory or consultancy or otherwise, other than Director's Fees or Honorarium	✓		
6(3)	Chairperson of the NRC			
6(3)(a)	Chairperson of NRC to be an ID, selected by the Board	✓		
6(3)(b)	In the absence of Chairperson of NRC, one of the members to be elected as Chairperson for that meeting if there is a quorum and the reason of absence of the regular Chairperson to be duly recorded in the minutes			NA
6(3)(c)	Chairperson of NRC, or in absence of Chairperson any member to be selected, to remain present in AGM to answer the queries of the shareholders, and reason for such absence to be recorded in the minutes of AGM	✓		
6(4)	Meeting of the NRC			
6(4)(a)	NRC to conduct at least one meeting in a financial year	✓		
6(4)(b)	Chairperson of NRC to have discretion to convene any emergency meeting upon request by any member			NA
6(4)(c)	Quorum of NRC meeting to be constituted in presence of two members or two thirds of members, whichever is higher, where presence of an ID is a must	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(4)(d)	Proceedings of each meeting of NRC to be duly recorded in the minutes and such minutes to be confirmed in the next meeting of NRC	✓		
6(5)	Role of the NRC			
6(5)(a)	NRC to be independent and responsible or accountable to the Board and to the shareholders	✓		
6(5)(b)	NRC to oversee, among others, the specified matters and to make report with recommendation to the Board:			
6(5)(b)(i)	NRC to oversee formulating criteria for determining qualifications, positive attributes and independence of a director and to recommend a policy to the Board, relating to remuneration of directors and top level executives			
6(5)(b)(i)(a)	<i>While formulating Nomination & Remuneration Criteria or Policy and making report with recommendation to the Board</i> , NRC to consider the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully			TOR of NRC includes this role
6(5)(b)(i)(b)	<i>While formulating Nomination & Remuneration Criteria or Policy and making report with recommendation to the Board</i> , NRC to consider the relationship of remuneration to performance to be clear and to meet appropriate performance benchmarks			TOR of NRC includes this role
6(5)(b)(i)(c)	<i>While formulating Nomination & Remuneration Criteria or Policy and making report with recommendation to the Board</i> , NRC to consider the remuneration to directors and top level executives to involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals			TOR of NRC includes this role
6(5)(b)(ii)	NRC to oversee devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality, and to make report with recommendation to the Board			TOR of NRC includes this role
6(5)(b)(iii)	NRC to oversee identifying persons who are qualified to become directors and who may be appointed in top level executive positions in accordance with the criteria laid down, and to recommend their appointment and removal to the Board			TOR of NRC includes this role
6(5)(b)(iv)	NRC to oversee formulating the criteria for evaluation of performance of independent directors and the Board, and to make report with recommendation to the Board			TOR of NRC includes this role
6(5)(b)(v)	NRC to oversee identifying the company's needs for employees at different levels and determining their selection, transfer, replacement and promotion criteria, and to make report with recommendation to the Board			TOR of NRC includes this role
6(5)(b)(vi)	NRC to oversee developing, recommending and reviewing annually the company's human resources and training policies, and to make report with recommendation to the Board			TOR of NRC includes this role
6(5)(c)	Company to disclose nomination and remuneration policy, evaluation criteria and the activities of NRC during the year at a glance in the annual report	✓		

Condition No.	Title	Compliance Status (Put V in the appropriate column)		Remarks (if any)
		Complied	Not complied	
7	EXTERNAL OR STATUTORY AUDITORS			
7(1)	External or Statutory Auditors ["Auditors"] not to be engaged to perform certain sevices of the company:			
7(1)(i)	Auditors not to be engaged to perform appraisal or valuation services or fairness opinions	√		
7(1)(ii)	Auditors not to be engaged to perform designing and implementation of Financial Information Systems	√		
7(1)(iii)	Auditors not to be engaged to perform Book Keeping or other services related to the accounting records or FSs	√		
7(1)(iv)	Auditors not to be engaged in Broker-Dealer services	√		
7(1)(v)	Auditors not to be engaged in Actuarial services	√		
7(1)(vi)	Auditors not to be engaged to perform Internal Audit services or special audit services	√		
7(1)(vii)	Auditors not to be engaged to perform any service that the Audit Committee determines	√		
7(1)(viii)	Auditors not to be engaged to perform Audit or Certification Services on Compliance of Corporate Governance as required under condition no. 9(1)	√		
7(1)(ix)	Auditors not to be engaged to perform any other service that creates conflict of interest	√		
7(2)	No partner or employee of the external audit firms or his/her family members to possess any share during the tenure of assignment	√		
7(3)	Representative of external or statutory auditors to remain present in the Shareholders’ Meetings (AGM or EGM) to answer the queries of the shareholders	√		
8	MAINTAINING A WEBSITE BY THE COMPANY			
8(1)	The company to have an official website linked with the website of the stock exchange	√		
8(2)	The company to keep the website functional from the date of listing	√		
8(3)	The company to make available detailed disclosures on the website as required under the listing regulations	√		
9	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE			
9(1)	Company to obtain a certificate from Practicing CA, CMA or CS regarding Compliance of Conditions of the Code and to disclose such certificate in Annual Report	√		
9(2)	The professional providing certificate on compliance of the Code to be appointed by the shareholders in AGM	√		
9(3)	Directors to state in DR, in accordance with Annexure-C of the Code, whether all conditions of the Code have been complied with or not	√		

Annexure - XII

REPORT ON COMPLIANCE WITH BANGLADESH SECRETARIAL STANDARD – 1 [BSS-1] [Secretarial Standard on Meetings of Board of Directors]

Name of the Entity : Doreen Power Generations and Systems Ltd.

Reporting Period : For the Year ended 30 June 2023

No.	Standard	(Put ✓ Mark in Appropriate Column)		Remarks (if any)
		Complied	Not Complied	
1.1.1	Any Director of a company including the Chairman may, and the Secretary on the requisition of a Director shall, at any time, summon a Meeting of the Board unless the Articles of the company provide otherwise.	✓		
1.2.1	Every Director of the Company shall be entitled to get the Notice of every Meeting in writing in any mode including by hand or by post or by facsimile or by e-mail or by any other electronic mode. A director may specify any particular mode to receive such notices. If any of the Directors so specifies, the Notice shall be sent to him by such mode.	✓		
1.2.2	The Notice of the Meeting shall specify the day, date, time and full address of the venue wherein the Meeting be held.	✓		
1.2.3	The Notice of a Meeting shall be given in respect of all meetings including the Meetings which are held on pre-determined dates or at pre-determined intervals.	✓		
1.2.4	Notice shall be given at least seven (7) days before scheduled date of the Meeting unless the Articles of the company denote a longer period for such notice.	✓		
1.2.5	Unless a Notice has not been given to the directors then no business shall be transacted at a Meeting.	✓		
1.2.6	The Agenda as to be transacted at the Meeting along with Notes to the Agenda shall be circulated or sent at least three (3) days before the date of the Meeting.	✓		
1.2.7	Each Agenda to be transacted in the meeting shall be supported by notes, details of the item and, where a Resolution is required to be passed, the draft Resolution shall be attached with the Notice.	✓		
1.2.8	The Notice may be given at shorter period of time than those respectively stated above if the majority of members of the Board or Committee so agree. The proposal to hold the Meeting at a shorter notice shall be stated in the Notice and the fact that consent thereto was obtained shall also be recorded in the Minutes.	✓		
1.2.9	Any supplementary item not originally included in the Agenda may be taken up for consideration with the permission of the Chairman and with the consent of the majority of the Directors present in the Meeting. However, no supplementary item which is of significance or is in the nature of unpublished price sensitive information shall be taken up by the Board without prior written Notice.	✓		
2.1.1	The Board shall meet at least once in every quarter of a calendar year i.e. in three months, and at least four Meetings are to be held in each year. The maximum interval between any two Meetings shall not be more than 90 days.	✓		
2.2.1	Committees shall meet at least as often as stipulated by the Board or as prescribed by any other authority.	✓		
3.1.1	Quorum shall be present throughout the Meeting. No business shall be transacted unless the Quorum is so present.	✓		
3.1.2	Where the number of Directors is reduced below the minimum fixed by the Articles, no business shall be transacted unless the number is first made up by the remaining Director(s) or through a general meeting.	✓		

No.	Standard	(Put ✓ Mark in Appropriate Column)		Remarks (if any)
		Complied	Not Complied	
3.2.1	The presence of all the members of any Committee constituted by the Board is necessary to form the Quorum for Meetings of such Committee unless otherwise stipulated by the Board while constituting the Committee.	✓		
4.1.1	An Attendance Register shall be maintained containing the names and signatures of the Directors present at the Meeting.	✓		
4.2.1	Leave of absence shall be granted to a Director only when a request for such leave has been communicated to the Secretary or to the Board or to the Chairman.	✓		
5.1.1	Every company shall have a Chairman who will preside over the Meetings of the Board.	✓		
5.1.2	It will be the duty of the Chairman to look into that the Meeting is duly convened and constituted as per the provisions of the Act or any other applicable guidelines, Rules and Regulations before it proceeds to transact business.	✓		
5.1.3	The Chairman shall then conduct the proceedings of the Meeting and ensure that only those items of business as have been set out in the Agenda are transacted and ideally in the order in which the items appear on the Agenda.	✓		
5.1.4	The Chairman shall encourage deliberations and debate and assess the sense of the Meeting. The Chairman shall ensure that the proceedings of the Meeting are correctly recorded and, in doing so, he may include or exclude any matter as he deems fit.	✓		
5.2.1	The Board, while constituting any Committee, shall also appoint the Chairman of the Committee so constituted.	✓		
6.1.1	A Resolution proposed to be passed by circulation shall be sent in draft, together with supporting papers to all the Directors separately, and in the case of a Committee, to all the members of the Committee.			N/A
6.1.2	The Resolution as to be passed by circulation and the supporting papers shall be circulated by hand, or by post, or by facsimile, or by e-mail or by any other electronic mode.			N/A
6.2.1	The Resolution shall be deemed to have been passed on the date on which it is signed and dated as approved by all the Directors then in Bangladesh, being not less than the Quorum, or on the date on which it is approved by the majority of the Directors entitled to vote on the Resolution, whichever is earlier			N/A
6.2.2	Resolutions sent for passing by circulation shall be noted along with the decision thereof, at the next Meeting of the Board or Committee, as the case may be, and to be recorded in the Minutes of such Meeting.			N/A
6.3.1	The annual accounts of a company shall be approved at a Meeting of the Board and shall not be by a Resolution by circulation.	✓		
6.3.2	Quarterly or half-yearly financial results shall be approved at a Meeting of the Board or its Committee and shall not be by a Resolution by circulation	✓		
6.3.3	In the case of a listed company, if there is any material variance between un-audited and audited results, the review report of the Auditors shall also be discussed and approved at a Meeting of the Board and not approved by a Resolution by circulation.	✓		
7.1.1	Within fifteen days from the date of the Meeting of the Board or Committee or of an adjourned Meeting, the draft Minutes thereof shall be circulated to all the members of the Board or the Committee, as the case may be, for their necessary comments.			N/A

No.	Standard	(Put √ Mark in Appropriate Column)		Remarks (if any)
		Complied	Not Complied	
7.1.2	The Minutes of proceedings of a Meeting shall be entered in the Minutes Book within thirty days from the conclusion of the Meeting.	√		
7.1.3	The date of entering the Minutes shall be specified in the Minutes Book by the Secretary.	√		
7.1.4	The Chairman shall put his initial on each page of the Minutes, and put his full signature on the last page of the Minutes along with the date of signing of the Minutes.	√		
7.1.5	Minutes shall not be pasted or attached to the Minutes Book.	√		
7.1.6	Minutes, if maintained in loose-leaf form, shall be bound at intervals coinciding with the financial year of the company.	√		
7.1.7	Extracts of the Minutes shall be given only after the Minutes have duly been signed. However, certified copies of any Resolution passed at a Meeting may be issued even pending signing of the Minutes by the Chairman, if the draft of that Resolution had been placed at the Meeting and was duly approved.	√		
7.1.8	Minutes of an earlier Meeting shall be noted at the next Meeting.	√		
7.1.9	Any alteration, other than grammatical, typographical or minor corrections, in the Minutes as entered, shall be made only under the approval taken in the subsequent Meeting in which such Minutes are sought to be altered.	√		
7.1.10	The Minutes of Meetings of any Committee shall be circulated to the Members of the Board along with the Agenda for the Meeting of the Board next following such Meeting of the Committee and shall be noted at the Board Meeting	√		
7.2.1	The names of the Directors present in the Meeting along with the names of persons who were in attendance and the names of invitees in the Meeting, if any, shall be recorded in the Minutes.	√		
7.2.2	Apart from the Resolution or the decision, the Minutes shall mention the brief background of the proposal and the rationale for passing the Resolution or taking of the decision.	√		
7.2.3	The names of the Directors who have dissented or have abstained from the decision shall be recorded. Similarly, the fact that an interested Director who did not participate in the discussion or vote on the agenda shall also be recorded in the Minutes.	√		
7.2.4	Wherever any approval of the Board or of the Committee is taken on the basis of certain papers laid before the Board or the Committee, proper identification by initialing of such papers by the Chairman or any Director shall be made and a reference thereto shall be made in the Minutes.	√		
7.3.1	The Minutes of all Meetings shall be preserved permanently.	√		
7.3.2	If a company has been merged or amalgamated with any other company, the Minutes of all Meetings of the Board and Committees of the transferor company shall be preserved permanently by the transferee company for any future references notwithstanding the fact that the identity of the transferor company may not survive under such arrangement.	√		
7.3.3	All office copies of Notices, Agenda and Notes to Agenda and other related papers shall be preserved in orderly manner for as long as they remain current or for twelve years, whichever is later, and may not be destroyed thereafter without the authority of the Board.	√		
8.1.1	The Annual Report of a company shall disclose the number of Meetings of the Board and Committees held during the year indicating the number of Meetings attended by each Director.	√		

ANNEXURE - XIII

STATUS OF IAS AND IFRS COMPLIANCE OF THE GROUP

Sl. No.	Title	Status
IAS 01	Presentation of Financial Statements	Complied
IAS 02	Inventories	Complied
IAS 07	Statement of Cash Flows	Complied
IAS 08	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	Complied
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant & Equipment	Complied
IAS 19	Employee Benefits	Complied
IAS 20	Accounting of Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS 23	Borrowing Costs	Complied
IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Separate Financial Statements	Complied
IAS 28	Investments in Associates	N/A
IAS 33	Earnings Per Share	Complied
IAS 34	Interim Financial Reporting	Complied
IAS 36	Impairment of Assets	Complied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	N/A
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS 01	First-time adoption of International financial Reporting Standards	N/A
IFRS 02	Share-based Payment	N/A
IFRS 03	Business Combinations	N/A
IFRS 04	Insurance Contracts	N/A
IFRS 05	Non-current Assets Held for Sale and Discontinued Operations	N/A
IFRS 06	Exploration for and Evaluation of Mineral Resources	N/A
IFRS 07	Financial Instruments: Disclosures	Complied
IFRS 08	Operating Segments	N/A
IFRS 09	Financial Instruments	Complied
IFRS 10	Consolidated Financial Statements	Complied
IFRS 11	Joint Arrangements	N/A
IFRS 12	Disclosure of Interest in Other Entities	Complied
IFRS 13	Fair Value Measurement	Complied
IFRS 14	Regulatory Deferral Accounts	N/A
IFRS 15	Revenue from Contracts with Customers	Complied
IFRS 16	Leases	Complied

CHAPTER-7



Auditors' Report and Audited Financial Statements and Brief Disclosures of Subsidiaries

INDEPENDENT AUDITOR'S REPORT**To the Shareholders of Doreen Power Generations and Systems Limited**
Report on the Audit of the Consolidated & Separate Financial Statements**Opinion**

We have audited the consolidated financial statements of Doreen Power Generations and Systems Limited and its subsidiaries (the "Group") as well as the separate financial statements of Doreen Power Generations and Systems Limited (the "Company"), which comprise the consolidated and separate statements of financial position as at 30 June 2023, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated financial position of the Group and the separate financial position of the Company as at 30 June 2023, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to the following facts as disclosed in the financial statements:

- i. In notes # 1.4, 1.5 and 2.5, it is mentioned that the power purchase agreements with Bangladesh Power Development Board (BPDB) regarding Tangail and Feni Power Plant with 44 MW capacity and Bangladesh Rural Electrification Board (BREB) regarding Narsingdi Power Plant with 22 MW capacity expire on 11 November 2023 & 15 February 2024 and 20 December 2023 respectively. Proposals for extension of the PPAs of these plants are under active consideration of the Government of Bangladesh. Considering the extension approval of other similar companies in the industry, management does not foresee any significant uncertainties regarding going concern issue of the company.
- ii. In note 3.7(b), the management describes that Workers' Profit Participation Fund (WPPF) provision is not required according to the Bangladesh Labour Act 2006 (amended in 2013) on the ground that Bangladesh Independent Power Producers Association (BIPPA) has made an application to the Ministry of Labour and Employment ("the Ministry") for exemption from the implementation of the required provision of WPPF on 13 March 2017. Hence, the management has decided not to provide any provision for WPPF since 31 March 2017. This is also supported by the opinion obtained by the management from external legal counsel.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the audit of financial statements are as under:

The key audit matter	How the matter was addressed in our audit
Renewal of Power Purchase Agreements (PPAs)	
<p>The power purchase agreements (PPAs) with Bangladesh Power Development Board (BPDB) vide agreement # 09683 dated 11 October 2007 for 22 MW power from Tangail Plant and agreement # 09681 dated 11 October 2007 for 22 MW power from Feni plant and another agreement was signed with Bangladesh Rural Electrification Board (BREB) regarding Narsingdi Power Plant with 22 MW capacity will expire on 11 November 2023, 15 February 2024 and 20 December 2023. The Company has applied for renewal of these PPAs which are under active consideration of Government of Bangladesh.</p> <p>The above three renewal applications are under consideration as at audit report date. The likelihood of PPA renewals and the terms thereof are significant factors in estimating the going concern of the entity and the recoverable value of these plants and the determination of such factors is inherently subjective. This renders PPA renewals as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> ● Review of underlying PPAs and renewal applications. ● Managements active considerations and status of approval/extension with the respective authorities and other similar companies in the industry. ● Capacity and Performance of the power plants to be usable for further years. ● Review of management's projection of recoverable amounts, including assessing reasonableness of underlying assumptions PPAs renewal and its terms and performing sensitivity analysis thereon. ● Discussions with the management as to progress on renewals. ● Assessing the adequacy of related disclosures
Refer to the note no. 1.4.1, 1.4.2, 1.4.3 and 1.5 to the financial statements	
Recoverability of outstanding receivables	
<p>At reporting date, there was outstanding receivables with Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) amounting to Tk. 849,350,544 for Doreen Power Generations and Systems Limited and Tk. 8,594,962,874 for the Group.</p>	<ul style="list-style-type: none"> ● Review of PPA terms, including undertakings given to the Company therein. ● Vouching of subsequent revenue collection. ● Discussions with management regarding their communications with BPDB and BREB regarding settlement of remaining invoices.

The key audit matter	How the matter was addressed in our audit
<p>As the PPA with Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) for the three-power plant Tangail, Feni and Narsingdi expires on 11 November 2023, 15 February 2024 and 20 December 2023 and there are outstanding receivable of bills.</p> <p>To assess the recoverability of such amounts involves judgement and estimation. The recoverability of these outstanding receivables is hence regarded as a key audit matter.</p>	<ul style="list-style-type: none"> ● Review of management's assessment as to recoverability, including the need for any impairment provision.
Refer to the note no. 8 and 8(a) to the financial statements	
Carrying value (CV) of Property, plant and equipment (PPE) and its impairment	
<p>PPE includes the Group's and the Company's long- term assets, which flow economic benefits to the entities more than one year. PPE is measured at historical cost except land & land development, building & premises and power plant which are carried at revalued amount, being fair values at the date of revaluation. PPE comprises major portion of total assets of the Company, which is amounting to Tk. 1,946,067,862 for Doreen Power Generations and Systems Limited and</p> <p>Tk. 14,701,846,636 for the Group at the reporting date.</p> <p>Apparently, the carrying value of PPE represents significant portion of the Company's and the Group's assets which is a function of depreciation charges that involved estimation. Therefore, it has been considered as a significant area of auditor's judgment and requires special attention. There is also a risk that the impairment charges may not have been recognized.</p>	<p>We have tested the design and operating effectiveness of key controls over PPE. Our audit procedures included, among others, considering the impairment risk of the assets.</p> <p>Followings are our audit procedures on the carrying value and impairment risk of PPE:</p> <ul style="list-style-type: none"> ● Reviewing basis of recognition, measurement and valuation of assets; ● Observing procedures of assets acquisition, depreciation and disposal; ● Checking ownership of the major assets; ● Checking the Capital-Work-in-Progress (CWIP) and its transfer to PPE as well as capital expenditure commitment; ● Performing due physical asset verification at the year-end; ● We critically challenged the Group's assumptions in relation to recoverable amounts of the major PPE to identify if there is any requirement of recognition of impairment; and ● Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards. <p>Our testing did not identify any issues with regard to CV of PPE and any indicators that would trigger impairment.</p>
Refer to the note no. 4 and 4(a) to the financial statements	

The key audit matter	How the matter was addressed in our audit
Current A/C with subsidiaries and sister concerns	
<p>Current Account (Receivable) with subsidiaries and sister concerns represent the account, which are maintained for the transactions between parent and subsidiaries and sister concerns. At the reporting date, the balances of “the Company” and “the Group” were Tk. 1,065,890,039 and Tk. 2,059,318,679 and the Current Account (Payable) with subsidiaries and sister concerns, At the reporting date, the balances of “the Company” and “the Group” were Tk. 3,279,230,570 and Tk. Nil.</p> <p>The significant transactions between Group entities are considered as a key risk area of audit. There is also a risk that the impairment charges haven’t been recognized and therefore, Current Account balance could be misstated.</p>	<p>We assessed the processes and controls put in place by the Group over the Current Accounts with subsidiaries and sister concerns. Our substantive procedures in relation to the Current Accounts comprise the following:</p> <ul style="list-style-type: none"> • Understanding and analyzing the nature and reasons for Current Accounts; • Studying board minutes for the approval of loan to the subsidiaries and sister concerns; • Independently reviewed the financial capabilities of subsidiaries and sister concerns to meet the obligations; • Independently reviewed the financial statements of subsidiaries and sister concerns; • Checked the transactions between the Group entities on sample basis; • Performing impairment test on the receivable and payable balances of parent and subsidiaries & sister concerns; • Confirming major balances with the Group entities; • Recalculating interest portion on the balances of current accounts and recording thereof; and • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards. <p>Based on the evidence obtained, we did not identify any indications that Current Account balances have not been presented fairly or there is any indication of impairment.</p>
Refer to the note no. 10 and 10(a), also 25 and 25 (a) to the financial statements	
Long Term Loans	
<p>At reporting date, the position of long-term loans remains amounting to Tk. 7,506,197,558 for Group and Tk. 170,595,410 for Doreen Power Generations and Systems Limited, the Company and the Group are highly dependent on long term liabilities to operate the business. Therefore, long term loan has been considered as key audit area.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Group’s key controls over the long-term loans. Our audit procedures included, among others, the followings:</p> <ul style="list-style-type: none"> • Understood and reviewed the nature or types of loans;

The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> ● Reviewed the board minutes for arrangements of the loans; ● Obtained the repayment schedules, loan statements and facility offer letters to review terms, debt covenants, interest rates and other conditions associated with the loans; ● Recalculated the interest related to loans; ● Checked the adjustments or repayments of loans through bank statements as per repayment schedule; ● Reviewed the segregation between current and non-current portion of loans; ● Observed whether there is any overdue payment relevant to loans; and ● Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards. <p>The procedures above did not identify any issues with regard to the long-term loans.</p>
Refer to the note no. 17 and 17(a), also 23 and 23(a) to the financial statements	
Revenue	
<p>At reporting period, the revenue of Doreen Power Generations and Systems Limited and Group was Tk. 1,774,404,949 and Tk. 18,429,490,701 respectively.</p> <p>Revenue is recognized when the performance obligation is satisfied by transferring goods or services to a customer, either in a point in time or over time. It is a matter of consideration whether revenue may be misstated due to recognition of sales transaction before performance obligation being satisfied. Therefore, it is a matter of concern that revenue may be misstated.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the followings:</p> <ul style="list-style-type: none"> ● Performing analytical procedures to find the reason of decreasing the revenue; ● Analyzing and assessing the reasonableness for decreasing the revenue in group level; ● Understanding the generating process of revenue; ● Assessing the risks involved in revenue generation process; ● Checking the reasonableness of the calculation of revenue as per PPA (schedule-5); ● Verifying the timing of revenue recognition; ● Critically verifying the recording process of revenue; and ● In overall, assessing the appropriateness and presentation of disclosures against relevant standards. <p>The procedures above did not identify any issues with regard to revenue.</p>

Other Matter

The Group comprises the parent, Doreen Power Generations and Systems Limited, and its three subsidiaries namely Dhaka Northern Power Generations Limited, Dhaka Southern Power Generations Limited and Chandpur Power Generations Limited. The financial statements of two subsidiaries namely, Dhaka Northern Power Generations Limited and Dhaka Southern Power Generations Limited have been audited by Hoda Vasi Chowdhury & Co. and another subsidiary, Chandpur Power Generations Limited, has been audited by Aziz Halim Khair Choudhury, Chartered Accountants. The auditors of subsidiaries have expressed an unmodified opinion on those financial statements on 30 June 2023.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and 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 Group and the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and 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 Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group and the Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate 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 matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.


Report on other Legal and Regulatory Requirements

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

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Group and the Company so far as it appeared from our examination of these books;
- c) the consolidated and the separate statements of financial position and statements of profit or loss and other comprehensive income along with the annexed notes 1 to 47 dealt with by the report are in agreement with the books of account and returns; and
- d) the expenditure incurred was for the purposes of the Group's and the Company's business.

Dhaka,
12 October 2023

Signed for and on behalf of
ACNABIN
Chartered Accountants



Md. Moniruzzaman, FCA
Partner

ICAB Enrollment No. 787
DVC: 2310180787AS516931

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED AND ITS SUBSIDIARIES

Consolidated Statement of Financial Position

As at 30 June 2023

	Notes	30.06.2023 Taka	30.06.2022 Taka
ASSETS			
Non-Current Assets			
Property, plant and equipment	4(a)	14,701,846,636	15,675,344,730
Right of Use (ROU) Assets	5(a)	30,930,205	38,322,483
Investments	6(a)	10,983,188	10,492,602
		14,743,760,030	15,724,159,815
Current Assets			
Inventories	7 (a)	1,287,102,205	1,586,932,236
Trade & other receivables	8 (a)	8,595,522,091	9,341,151,032
Advance, deposit & prepayments	9(a)	115,706,913	166,330,714
Current A/C (Receivable) with Subsidiaries and Sister Concerns	10(a)	2,059,318,679	1,804,919,160
Cash and bank balance	11(a)	84,396,420	53,564,872
		12,142,046,308	12,952,898,014
TOTAL ASSETS		26,885,806,339	28,677,057,830
EQUITY AND LIABILITIES			
EQUITY			
Share capital	12	1,811,189,010	1,617,133,050
Share premium	13	361,849,889	361,849,889
Retained earnings	14(a)	6,401,925,205	6,019,889,192
Revaluation surplus	15	566,963,968	596,271,541
Non- controlling interest	16	52,314,458	47,575,330
Total Equity		9,194,242,529	8,642,719,002
LIABILITIES			
Non-Current Liabilities			
Long term loan net off current maturity	17(a)	6,385,090,672	7,498,440,782
Lease liability	18(a)	26,180,397	33,769,999
Deferred revenue	19(a)	187,288,364	23,606,324
Deferred tax liability	20	1,078,870	1,078,870
Assets retirement obligation	21	2,500,000	-
		6,602,138,303	7,556,895,975
Current Liabilities			
Trade payables	22(a)	541,739,601	208,238,421
Current portion of long term loan	23(a)	1,121,106,887	1,279,108,147
Current portion of lease liability	24(a)	10,757,500	9,550,000
Current A/C (Payable) with Subsidiaries and Sister Concerns	25(a)	-	-
Short term loan	26(a)	8,949,790,484	10,348,301,041
Interest Payable	27	132,279,250	281,725,179
Unclaimed Dividend	28	1,261,281	1,658,027
Liabilities for expenses and others	29(a)	331,926,564	346,403,529
Provision for income tax	30(a)	563,940	2,458,509
		11,089,425,507	12,477,442,853
TOTAL LIABILITIES		17,691,563,810	20,034,338,828
TOTAL EQUITY AND LIABILITIES		26,885,806,339	28,677,057,830
Consolidated Net Assets Value (CNAV) per share	31(a)	50.47	47.46

The annexed notes from 01 to 47 form an integral part of these Consolidated Financial Statements.


Company Secretary

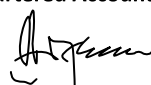

Managing Director


Chairman

This is the Consolidated Statement of Financial Position referred to in our separate report of even date.

Dhaka
12 October 2023

Signed for and on behalf of
ACNABIN
Chartered Accountants


Md. Moniruzzaman, FCA
Partner
ICAB Enrollment No. 787

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED AND ITS SUBSIDIARIES

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2023

	Notes	2022-2023 Taka	2021-2022 Taka
Revenue	32(a)	18,429,490,701	15,024,099,403
Less: Cost of sales	33(a)	14,466,933,286	11,930,782,424
Gross Profit		3,962,557,415	3,093,316,978
Less: General and administrative expenses	34(a)	509,468,527	308,402,505
Gross Operating Profit for the year		3,453,088,888	2,784,914,474
Less: Financial expense	35(a)	2,804,710,237	1,111,334,669
Net Operating Profit for the year		648,378,651	1,673,579,804
Add: Non-operating income	36(a)	1,133,539	7,629,582
Net Profit before income tax		649,512,190	1,681,209,386
Less: Income tax expense	37(a)	789,474	3,544,689
Net Profit after income tax		648,722,716	1,677,664,697
Other Comprehensive income		-	-
Total Comprehensive income		648,722,716	1,677,664,697
Attributable to:			
Shareholders of the Company		643,983,588	1,667,943,749
Non controlling interest		4,739,128	9,720,948
		648,722,716	1,677,664,697
Consolidated Earning per share (CEPS)/restated CEPS	38(a)	3.56	9.21

The annexed notes from 01 to 47 form an integral part of these Consolidated Financial Statements.


Company Secretary



Managing Director


Chairman

This is the Consolidated Statement of profit or loss and other comprehensive income referred to in our separate report of even date.

Dhaka
12 October 2023

Signed for and on behalf of
ACNABIN
Chartered Accountants


Md. Moniruzzaman, FCA
Partner
ICAB Enrollment No. 787

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED AND ITS SUBSIDIARIES

Consolidated Statement of Changes in Equity

For the year ended 30 June 2023

Particulars	(Amount in Taka)					
	Share capital	Share Premium	Revaluation surplus	Retained earnings	Sub-Total	Non controlling interest
Balance as at 01 July 2022	1,617,133,050	361,849,889	596,271,540	6,019,889,192	8,595,143,671	47,575,330
Net profit for the period	-	-	-	643,983,588	643,983,588	4,739,128
Stock dividend for the year 2021-2022	194,055,960	-	-	(194,055,960)	-	-
Cash dividend for the year 2021-2022	-	-	-	(97,199,188)	(97,199,188)	-
Revaluation surplus realized (Depreciation on increased value of assets due to revaluation)	-	-	(29,307,573)	29,307,573	-	-
Balance as at 30 June 2023	1,811,189,010	361,849,889	566,963,968	6,401,925,205	9,141,928,071	52,314,458
9,194,242,529						
Balance as at 01 July 2021	1,443,868,800	361,849,889	625,579,114	4,558,580,163	6,989,877,966	37,704,382
Net profit for the period	-	-	-	1,667,943,749	1,667,943,749	9,720,948
Stock dividend for the year 2020-2021	173,264,250	-	-	(173,264,250)	-	-
Cash dividend for the year 2020-2021	-	-	-	(62,678,044)	(62,678,044)	-
Share issue	-	-	-	-	-	150,000
Revaluation surplus realized (Depreciation on increased value of assets due to revaluation)	-	-	(29,307,573)	29,307,573	-	-
Balance as at 30 June 2022	1,617,133,050	361,849,889	596,271,540	6,019,889,192	8,595,143,671	47,575,330
8,642,719,002						

The annexed notes from 01 to 47 form an integral part of these Consolidated Financial Statements

Dhaka
12 October 2023


Company Secretary


Managing Director


Chairman

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED AND ITS SUBSIDIARIES

Consolidated Statement of Cash Flows

For the year ended 30 June 2023

	2022-2023 Taka	2021-2022 Taka
A. Cash flows from operating activities		
Receipt from customers	19,339,122,104	7,370,745,848
Payment to suppliers and others	(12,703,864,514)	(12,045,907,972)
Payment for direct expenses and administrative expenses	(514,623,149)	(100,634,900)
Cash generated from operating activities	6,120,634,440	(4,775,797,023)
Financial expenses paid	(2,862,029,796)	(428,657,733)
Income tax paid	(1,556,995)	(5,583,969)
Net cash flow/(used in) from operating activities	3,257,047,649	(5,210,038,725)
B. Cash flows from investing activities		
Acquisition of property, plant and equipment	(116,326,529)	(897,400,063)
Encashment of/(investment in) FDR	(490,587)	2,459,145
Interest income received	813,116	8,472,327
Received from/(Paid to) subsidiaries and sister concerns	(254,399,518)	134,130,968
Received from sale of non-current asset	-	2,684,934
Net cash flow from/(used in) investing activities	(370,403,518)	(749,652,689)
C. Cash flows from financing activities		
Received from/(Repayment of) short term loan	(1,486,865,279)	5,048,370,684
Proceeds from share money deposit	-	150,000
Received from/(Repayment of) long term loan	(1,271,351,371)	27,741,678
Dividend paid	(97,595,934)	(62,576,143)
Net cash used in financing activities	(2,855,812,583)	5,013,686,218
D. Net increase/(decrease) in cash and bank balance (A+B+C)	30,831,548	(946,005,196)
E. Effects of exchange rate changes on cash and cash equivalents	-	-
F. Cash and bank balances at beginning of the period	53,564,872	999,570,068
G. Cash and bank balances at the end of the year	84,396,420	53,564,872
Consolidated Net Operating Cash Flow per share (CNOCFPS) [Note: 39(a)]	17.98	(28.77)

The annexed notes from 01 to 47 form an integral part of these Consolidated Financial Statements.

Dhaka
12 October 2023


Company Secretary


Managing Director


Chairman

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

Statement of Financial Position

As at 30 June 2023

	Notes	30.06.2023 Taka	30.06.2022 Taka
ASSETS			
Non-Current Assets			
Property, plant and equipment	4	1,946,067,862	2,132,838,028
Right of Use (ROU) Assets	5	2,918,823	4,086,351
Investments	6	3,919,284,088	3,918,825,918
		5,868,270,773	6,055,750,297
Current Assets			
Inventories	7	80,304,194	109,027,671
Trade and other receivables	8	849,844,378	471,913,060
Advance, deposit and prepayments	9	25,597,046	57,838,462
Current A/C (Receivable) with Subsidiaries and Sister Concerns	10	1,065,890,039	603,578,430
Cash and bank balances	11	4,958,911	8,844,803
		2,026,594,568	1,251,202,425
TOTAL ASSETS		7,894,865,341	7,306,952,722
EQUITY AND LIABILITIES			
Shareholders' Equity			
Share capital	12	1,811,189,010	1,617,133,050
Share premium	13	361,849,889	361,849,889
Retained earnings	14	1,167,989,180	1,279,458,616
Revaluation surplus	15	566,963,968	596,271,541
		3,907,992,046	3,854,713,095
Non-Current Liabilities			
Long term loan net of current maturity	17	-	151,757,839
Lease liability	18	1,792,483	2,919,526
Deferred revenue	19	7,811,234	19,017,927
Deferred tax liability	20	1,078,870	1,078,870
Assets retirement obligation	21	2,500,000	-
		13,182,587	174,774,162
Current Liabilities			
Trade payable	22	471,729,978	179,804,555
Current portion of long term loan	23	170,595,410	317,472,384
Current portion of lease liability	24	1,500,000	1,500,000
Current A/c (Payable) with subsidiaries and sister concerns	25	3,279,230,570	2,677,296,666
Short term loan	26	28,293,221	81,109,900
Unclaimed Dividend	28	1,261,281	1,658,027
Liabilities for expenses and others	29	20,639,450	17,862,623
Provision for income tax	30	440,797	761,311
		3,973,690,708	3,277,465,465
TOTAL LIABILITIES		3,986,873,295	3,452,239,627
TOTAL EQUITY AND LIABILITIES		7,894,865,341	7,306,952,722
Net Assets Value (NAV) per share	31	21.58	21.28

The annexed notes from 01 to 47 form an integral part of these Financial Statements.


Company Secretary



Managing Director


Chairman

This is the Statement of Financial Position referred to in our separate report of even date.

Dhaka
12 October 2023

Signed for and on behalf of
ACNABIN
Chartered Accountants


Md. Moniruzzaman, FCA
Partner
ICAB Enrollment No. 787
DVC: 2310180787AS516931

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED
Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2023

	Notes	2022-2023 Taka	2021-2022 Taka
Revenue	32	1,774,404,949	1,372,178,828
Less: Cost of sales	33	1,414,713,023	1,008,199,388
Gross Profit		359,691,926	363,979,440
Less: General and administrative expenses	34	42,332,191	44,365,900
Gross Operating Profit for the year		317,359,735	319,613,540
Less: Financial expense	35	167,052,813	170,730,261
Net Operating Profit for the year		150,306,922	148,883,279
Add: Non-operating income	36	837,610	2,398,450
Profit before income tax		151,144,532	151,281,729
Less: Income tax expense	37	666,393	676,492
Net Profit after income tax		150,478,139	150,605,237
Other Comprehensive income		-	-
Total Comprehensive income		150,478,139	150,605,237
Earning Per Share (EPS)/Restated EPS	38	0.83	0.83

The annexed notes from 01 to 47 form an integral part of these Financial Statements.


Company Secretary



Managing Director


Chairman

This is the Statement of Profit or Loss and Other Comprehensive Income referred to in our separate report of even date.

Dhaka
12 October 2023

Signed for and on behalf of
ACNABIN
Chartered Accountants


Md. Moniruzzaman, FCA
Partner
ICAB Enrollment No. 787
DVC: 2310180787AS516931

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

Statement of Changes in Equity

For the year ended 30 June 2023

(Amount in Taka)

Particulars	Share capital	Share Premium	Revaluation surplus	Retained earnings	Total Equity
Balance as at 01 July 2022	1,617,133,050	361,849,889	596,271,541	1,279,458,616	3,854,713,095
Net profit for the period	-	-	-	150,478,139	150,478,139
Stock dividend for the year 2021-2022	194,055,960	-	-	(194,055,960)	-
Cash dividend for the year 2021-2022	-	-	-	(97,199,188)	(97,199,188)
Revaluation surplus realized (Depreciation on increased value of assets due to revaluation)	-	-	(29,307,573)	29,307,573	-
Balance as at 30 June 2023	1,811,189,010	361,849,889	566,963,967	1,167,989,180	3,907,992,046


Balance as at 01 July 2021	1,443,868,800	361,849,889	625,579,114	1,335,488,100	3,766,785,902
Net profit for the period	-	-	-	150,605,237	150,605,237
Stock dividend for the year 2020-21	173,264,250	-	-	(173,264,250)	-
Cash dividend for the year 2020-21	-	-	-	(62,678,044)	(62,678,044)
Revaluation surplus realized (Depreciation on increased value of assets due to revaluation)	-	-	(29,307,573)	29,307,573	-
Balance as at 30 June 2022	1,617,133,050	361,849,889	596,271,541	1,279,458,616	3,854,713,095

The annexed notes from 01 to 47 form an integral part of these Financial Statements.

Dhaka

12 October 2023


Company Secretary


Managing Director


Chairman

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

Statement of Cash Flows

For the year ended 30 June 2023

	2022-2023 Taka	2021-2022 Taka
A. Cash flows from operating activities		
Received from customers	1,385,538,691	1,194,212,485
Payment to suppliers and others	(853,312,198)	(881,591,291)
Payment for general and administrative expenses	(39,324,615)	(46,582,307)
Cash generated from operating activities	492,901,878	266,038,886
Financial expenses paid	(166,516,546)	(169,178,289)
Income tax paid	(625,298)	(1,038,614)
Net cash generated from operating activities	325,760,034	95,821,984
B. Cash flows from investing activities		
Acquisition of property, plant and equipment	(20,165,173)	(44,573,058)
Interest received	565,857	468,608
Received from sale of non-current asset	-	2,684,934
Received from/(paid to) subsidiaries and sister concerns	139,622,295	348,554,138
Investment in FDRs	(458,170)	(411,042)
Investment in Chandpur Power Generations Ltd.	-	(147,000,000)
Net cash flow from investing activities	119,564,808	159,723,580
C. Cash flows from financing activities		
Received from/(repayment of) short term loan	(52,979,989)	80,025,861
Repayment of long term loan	(298,634,812)	(271,580,604)
Dividend paid	(97,595,934)	(62,576,143)
Net cash used in financing activities	(449,210,735)	(254,130,886)
D. Net (decrease)/increase in cash and bank balances (A+B+C)	(3,885,892)	1,414,677
E. Effects of exchange rate changes on cash and cash equivalents	-	-
F. Cash and bank balances at beginning of the period	8,844,803	7,430,126
G. Cash and bank balances at the end of the period	4,958,911	8,844,803
Net Operating Cash Flow per share (NOCFPS) (Note: 39)	1.80	0.53

The annexed notes from 01 to 47 form an integral part of these Financial Statements.

Dhaka
12 October 2023


Company Secretary


Managing Director


Chairman

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED AND ITS SUBSIDIARIES

Notes to the Consolidated & Separate Financial Statements

As at and for the year ended 30 June 2023

1. Reporting entity

Doreen Power Generations and Systems Limited ("the Company") was incorporated on 20 August 2007 as a private Company limited by shares and converted into a public limited Company on 29 October 2011. The Company has been listed with Dhaka Stock Exchange (DSE) and Chottagram Stock Exchanges (CSE) since 30 March 2016. The Company has three 22 MW Gas Fired Power Plant at Feni, Tangail and Narsingdi on Build Own and Operate (BOO) basis for a term of 15 years". These plants are supplying electricity to Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) as per PPA signed with these two government bodies. Besides these, the Company holds almost 100% shares of three subsidiary companies of total 225 MW HFO based power plants.

The registered office of the Company is situated at Walsow Tower, 21 Kazi Nazrul Islam Avenue, Dhaka-1000 and the operational Headquarter is located at House # 192/A, Road # 01, Mohakhali DOHS, Dhaka -1206.

1.2 Subsidiaries of the Company

Dhaka Northern Power Generations Limited (DNPGL), Dhaka Southern Power Generations Limited (DSPGL) and Chandpur Power Generations Limited (CPGL) are almost 100% owned three subsidiaries of the Company which are in operation.

a) Dhaka Northern Power Generations Limited (DNPGL)

DNPGL was incorporated on 25 June 2012 as a private Company limited by shares with the Registrar of Joint Stock and Firms (RJSC&F). The Company has signed a power supply agreement with Bangladesh Power Development Board (BPDB) on 07 January 2013 to provide 55 MW net electricity for a term of 15 years. It has started commercial operation on 17 August 2016. Doreen Power Generations and Systems Limited owns 99.40% shares of the Company.

b) Dhaka Southern Power Generations Limited (DSPGL)

DSPGL was incorporated on 25 June 2012 as a private Company limited by shares with RJSC&F. The Company has signed a power supply agreement with Bangladesh Power Development Board (BPDB) on 07 January 2013 to provide 55 MW net electricity for a term of 15 years. It has started commercial operation on 17 June 2016. Doreen Power Generations and Systems Limited owns 99.145% shares of the Company.

c) Chandpur Power Generations Limited (CPGL)

CPGL was incorporated on 18 June 2017 as a private Company limited by shares with RJSC&F. The Company has signed a power supply agreement with Bangladesh Power Development Board (BPDB) dated 17 January 2018 for 115 MW net electricity for a term of 15 years. It has started commercial operation on 11 February 2022. Doreen Power Generations and Systems Limited owns 99.90% shares of the Company.

Information regarding statutory auditors and accounting period of these subsidiary Companies is given below:

SL No.	Name of the Company	Financial year	Statutory Auditor
1	Dhaka Northern Power Generations Limited	July -June	Hoda Vasi Chowdhury & Co. Chartered Accountants
2	Dhaka Southern Power Generations Limited	July -June	
3	Chandpur Power Generations Limited	July -June	Aziz Halim Khair Choudhury Chartered Accountants

1.3 Nature of Business

The principal activity of the Company is to set up power plants for generation and supply of electricity. Operational details of the Company is given below:

Location of Plant	Licensed Capacity by BERC (Net) (MW)	Saleable Capacity by PPA (Net) (MW)	Installed Capacity (MW)	Commissioned Capacity (MW)	Date of Commercial Operation
Feni	23.216	22	23.216 (100%)	22	16 February 2009
Tangail	23.216	22	23.216 (100%)	22	12 November 2008
Narshingdi	23.216	22	23.216 (100%)	22	21 December 2008
Total	69.648	66	69.648	66	

1.4 Power Purchase Agreement (PPA)

The Company has signed two power supply agreements with Bangladesh Power Development Board (BPDB) vide agreement # 09681 dated 11 October 2007 for 22 MW power from Feni plant and agreement # 09683 dated 11 October 2007 for 22 MW power from Tangail Plant. Another agreement was signed with Bangladesh Rural Electrification Board (BREB) on 11 October 2007 for 22 MW for supply of Electricity from Narsingdi plant. All the agreements are for a term of 15 years to provide 44 MW net electricity to BPDB and 22 MW net electricity to BREB.

These agreements are effective upon signing and shall be terminated after 15 years from the date of commercial operation, unless extended or earlier terminated in pursuant of the provision of the agreements. The purpose of these agreements is to supply of electrical power and energy by the Company to BPDB and BREB under the terms and conditions provided in the agreements. For this purpose, the Company will build, operate and maintain the facility, all of its own expenses and responsibility in accordance with the provisions of the agreements and within the technical limits and each of the schedules that are parts of those agreements.

The Power Purchase Agreements (PPA) stipulates two elements of tariff as provided in schedule -5 of the agreements for the purchase of dependable capacity and net energy output which is specific for each year throughout the term. Each annual reference tariff is composed of two components:

- A. Reference capacity price; and
- B. Reference energy price

From and after the date of commercial operation, the capacity payment and energy payment payable to the Company for dependable capacity and net energy output in any period during the term shall be calculated based on the reference capacity price and the reference energy price respectively.

Details of the proposal for Extension of these three Power Purchase Agreements (PPAs) have been explained in note # 1.4.1 & 1.4.2 and 1.4.3 .

1.4.1 Extension of Power Purchase Agreements -Feni Plant

The Company has signed power supply agreements with Bangladesh Power Development Board (BPDB) vide agreement # 09681 dated 11 October 2007 for 22 MW power from Feni plant for a term of 15 years which is due to expire on 15 February 2024. The Company has applied for renewal to Power Division for Feni plant dated 27 February 2023 (ref : DPGSL./FPP/BPDB/IPP-Cell-1 /022 3/01078) of this PPA for another 10 years . It is expected that the extension will be given at least for 5 years .Management believes that the company will get the extension approval, considering the similar extension approval of other similar companies in the industry .

1.4.2 Extension of Power Purchase Agreements -Tangail Plant

The Company has signed another power supply agreements with Bangladesh Power Development Board (BPDB) vide agreement # 09683 dated 11 October 2007 for 22 MW power from Tangail Plant for a term of 15 years which is due to expire on 11 November 2023. The Company has applied for renewal to Power Division for Tangail Plant dated 09 April 2023 (Ref: DPGSL/TPP/BPDB/IPP-Cell/0223/01077.1) of this PPA for another 10 years. It is expected that the extension will be given at least for 5 years. Management believes that the company will get the extension approval, considering the similar extension approval of other similar companies in the industry.

1.4.3 Extension of Power Purchase Agreements -Narsingdi plant

The company has signed another agreement with Bangladesh Rural Electrification Board (BREB) on 11 October 2007 for 22 MW for supply of Electricity from Narsingdi plant for a term of 15 years which is due to expire on 20 December 2023. The Company has applied for renewal to Bangladesh Rural Electrification Board (BREB) dated 07 February 2023 (ref:DPGSL/NPP/BREB/0223/01277) of this PPA for another 10 years. It is expected that the extension will be given at least for 5 years. Management believes that the company will get the extension approval, considering the similar extension approval of other similar companies in the industry.

1.5 Gas Supply Agreements

The Company has signed three gas supply agreements for its three plants with Titas Gas Transmission and Distribution Company Limited (TGTDC) and Bakhrabad Gas Systems Limited (BGSL) for Tangail -22 MW power Plant, Narsingdi- 22 MW Power plant and Feni- 22 MW Power Plant for a term of 15 years.

These agreements are effective upon signing and shall continue subject to the other provisions of those agreements for the period that ends on the expiry date which is the expiration date of the terms of the power purchase agreements. Subject to the terms and condition of those agreements and availability of gas, TGTDC and BGSL shall sell and supply gas to all the plants of the Company's requirements for gas for the facility during the terms hereof to meet start up, commissioning and operation of the plants of the Company shall accept, receive and pay for gas seller at a gas price set by the Government or any authority assigned by it from time to time.

1.5.1 Extension of Gas Supply Agreements

The Company has signed three gas supply agreements for its three plants with Titas Gas Transmission and Distribution Company Limited (TGTDC) and Bakhrabad Gas Systems Limited (BGSL) for Tangail -22 MW power Plant, Narsingdi- 22 MW Power plant and Feni- 22 MW Power Plant for a term of 15 years. Subject to the expiration date of the Power Purchase Agreements (PPAs), these three Gas supply Agreements is also due to expire on 15 February 2024, 11 November 2023 and 20 December 2023. The Company has applied for the renewal of these Gas Supply Agreements along with the PPAs. Management believes that the company will get the extension approval, considering the similar extension approval of other similar companies in the industry.

2. Basis of preparation of the financial statements

2.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), The Companies Act 1994, The Securities and Exchange Rules 1987, The Securities and Exchange Ordinance 1969 and other applicable laws and regulations.

2.2 Other regulatory compliance

In addition to the above, the group entities are also required to comply with the following laws and regulations:

The Income Tax Ordinance, 1984;
The Income Tax Act, 2023;
The Income Tax Rules, 1984;
The Value Added Tax and Supplementary Duty Act, 2012;
The Value Added Tax and Supplementary Duty Rules, 2016;
The Bangladesh Labour Act (Amendment 2013), 2006;
The Bangladesh Labour Rules, 2015; and
The Banking Companies Act, 1991.

2.3 Authorization for issue

These financial statements were authorized for issue by the Board of Directors on 12 October 2023.

2.4 Basis of measurement

These financial statements have been prepared under the historical cost convention except for some classes of property, plant and equipment which are measured at revalued amount assuming that the contract with the Government will be renewed after expiry of the tenure of existing contract.

2.5 Going concern assumption

The financial statements have been prepared on going concern basis. The company has PPAs with BREB and BPDB for a period of 15 years and are going to end between November 2023 and February 2024 which is disclosed in notes 1.4 and 1.5. Considering the same, Management has applied for extension of the PPAs with BREB and BPDB which is under process and active consideration of the Government of Bangladesh. On the other hand, Company has almost 100% owned three subsidiaries of total 225 MW capacity which are fully operational and PPAs has about 8 years and 13 years tenure. Management believes that the company will get the extension approval, considering the similar extension approval of other similar companies in the industry, and as such there is no uncertainty of interruption of the business activities in the foreseeable future. Accordingly, Management does not foresee any significant uncertainties regarding going concern issue within the next twelve months from the date when the financial statements are authorized for issue.

2.6 Components of Financial Statements

The Financial Statements of the Company consist of the following components:

Consolidated & Separate Statement of Financial Position;
Consolidated & Separate Statement of Profit or Loss and Other Comprehensive Income;
Consolidated & Separate Statement of Changes in Equity;
Consolidated & Separate Statement of Cash Flows; and
Notes to the Financial Statements.

2.7 Functional and presentation currency

These financial statements are presented in Bangladeshi Taka (BDT), which is also the functional currency of the Company. The amounts in these financial statements have been rounded off to the nearest integer. Because of these rounding off, in some instances the totals may not match the sum of individual balances.

2.8 Use of estimates and judgments

The preparation of the consolidated financial statements of the group and the separate financial statements of the Company requires management to make and apply consistently the judgments, estimates and assumptions for records and balances 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. Revision 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 amounts recognized in the financial statements is included in the following notes:

Note: 4 Property, plant and equipment
Note: 7 Inventories
Note: 8 Trade and other receivables
Note: 20 Deferred tax liability
Note: 30 Provision for income tax

2.9 Reporting period

These financial period of the Company covers twelve months from 01 July to 30 June and is being followed consistently.

2.10 Applicable accounting standards

The Company's status of compliance with applicable Financial Reporting Standards is as under:

IASs	Title	Remarks
1	Presentation of Financial Statements	Complied
2	Inventories	Complied
7	Statement of Cash Flows	Complied
8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
10	Events after the Reporting Period	Complied
12	Income Taxes	Complied
16	Property, Plant & Equipment	Complied
19	Employee Benefits	Complied
21	The Effects of Changes in Foreign Exchange Rates	Complied
23	Borrowing Costs	Complied
24	Related Party Disclosures	Complied
27	Separate Financial Statements	Complied
33	Earnings Per Share (EPS)	Complied
36	Impairment of Assets	Complied
37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IFRSs	Title	Remarks
3	Business Combinations	N/A
7	Financial Instruments: Disclosures	Complied
9	Financial Instruments	Complied
10	Consolidated Financial Statements	Complied
12	Disclosure of Interest in Other Entities	Complied
13	Fair Value Measurement	Complied
15	Revenue from Contracts with Customers	Complied
16	Leases	Complied

3. Significant accounting policies

The accounting policies and methods set out below have been applied consistently to all periods presented in these financial statements by the Company.

3.1 Basis of consolidation

(a) Subsidiary

Subsidiary is an enterprise controlled by the parent entity. Control exists when the parent entity has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. The financial statements of subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Dhaka Northern Power Generations Ltd. (DNPGL), Dhaka Southern Power Generations Ltd. (DSPGL) and Chandpur Power Generations Ltd. (CPGL) are almost wholly owned (99.40% of DNPGL, 99.145% of DSPGL and 99.90% of CPGL) subsidiaries of Doreen Power Generations and Systems Ltd.

(b) Transactions eliminated on consolidation

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

3.2 Property, plant and equipment

3.2.1 Recognition and measurement

Items of property, plant and equipment are measured at historical cost except land & land development, building and premises and power plant which are carried at revalued amount, being fair values at the date of revaluation less subsequent accumulated depreciation and subsequent impairment losses, if any, in accordance with the requirements of International Accounting Standard 16: Property, Plant and Equipment. Historical cost includes expenditures that are directly attributable to the acquisition of the items of property, plant and equipment.

3.2.2 Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial period in which they incurred.

The cost of overhauling for replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. As the benefits of such major overhauling will be consumed over 5 years, the cost of such has been recognized separately in the carrying amount of respective power plant in accordance with IAS 16: Property, Plant and Equipment. The Company underwent the second phase of its expected major overhauling in 2012-13 of its plant and machinery. However, the carrying amount of the replaced capital spare parts relating to major overhauling has to be derecognized. Previously, the related assets were not segregated and were thus depreciated over the life of the plant which was 30 years. Now the useful life has been changed to 5 years and required adjustments were provided in the financial statements.

3.2.3 Revaluation of assets

Financial statement of the company have been prepared on historical cost basis. However, the prices of assets have been increased substantially during the last few years due to high inflationary trend. In this circumstance, management of Doreen Power Generations and Systems Limited decided to determine fair market value of the assets and liabilities through revaluation. The company revaluated its land and land development, building & premises and power plants as on 30 June 2012 by Rahman Mostafa Alam & Co., Chartered Accountants and the revaluation surplus has been incorporated in the financial statement as on 1 July 2012.

3.2.4 Depreciation

Land is held on a freehold basis and is not depreciated considering the unlimited life. In respect of all other fixed assets, depreciation is provided using straight line method to allocate the costs over their estimated useful lives. Items of Property, Plant and Equipment (PPE) are depreciated from immediately following month in which the asset comes into use or capitalized. In case of disposals, no depreciation is charged for the month of disposal. The annual depreciation rates applicable to different category of PPE are as follows:

Category of PPE	Rate of depreciation (%)
Buildings & Premises	5%
Office Decoration & Renovation	20%
Power Plant	3.33%
Machine Overhauling	20%
Furniture and Fixture	20%
Office Equipment	20%
Office Car /Vehicle	20%

3.2.5 Pre-operating revenue expenses

Pre-operating revenue expense of the subsidiaries have been charged in the statement of profit or loss and other comprehensive income of the subsidiaries and in the consolidated statement of Profit or Loss and Other Comprehensive Income of the Group.

3.2.6 Lease

From the view point of Lessee

Right of use assets

Group has applied IFRS 16: "Leases" for the first time where the Group has measured the lease liability at the present value of the remaining lease payments and recognized a right-of-use asset at the date of the initial application.

In according to IFRS 16 Leases, a contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Control is conveyed where the customer has both the right to direct the identified asset's use and to obtain substantially all the economic benefits from that use.

An asset is typically identified by being explicitly specified in a contract, but an asset can also be identified by being implicitly specified at the time it is made available for use by the customer.

Upon lease commencement the company recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the lease liability plus any initial direct costs incurred by the company. Adjustments may also be required for lease incentives, payments at or prior to commencement and restoration obligations or similar. After lease commencement, the company measures the right-of-use asset using a cost model. Under the cost model a right-of-use asset is measured at cost less accumulated depreciation and accumulated impairment.

Lease Liability

The lease liability is initially measured at present value of the future lease payments discounted using the discount rate implicit in the lease. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others.

From the view point of Lessor

"A lessor shall recognize lease payments from operating leases as income on either a straight-line basis or another systematic basis. The lessor shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished.

Group is recognizing revenue for capacity payment complying IFRS 16 from the view point of lessor.

3.2.6.1 Renewal of Lease Agreement with BREB

In accordance with para (a) of clause 2.1 of Land lease Agreement between Rural Electrification Board and Doreen Power Generations and Systems Limited shall continue in full force and effect until the later of (a) the seventeenth anniversary of the Commercial Operation Date and (b) the second (2nd) anniversary of the expiration or termination of the Power Purchase Agreement.

As the Power Purchase Agreement with Bangladesh Rural Electrification Board (BREB) regarding Narsingdi Power Plant with 22 MW capacity which will expire on 20 December 2023. The company has already applied a proposal for extension of the PPA of this plant. Proposal for extension of the PPA of this plant is under active consideration .It is in line with the PPAs .

3.3 Inventories

3.3.1 Nature of inventories

Inventories comprises of spare parts, lube oil, Furnace Oil etc. These are used in the operation and maintenance of power plants.

3.3.2 Valuation of the inventories

Inventories are stated at the lower of cost or net realizable value in accordance with IAS 2 "Inventories" after making due allowances for any obsolete or slow moving items, if any. Net realizable value is based on estimated selling price in the ordinary course of business less any further costs expected to be incurred to make the sale. Cost is calculated on Weighted Average method.

3.4 Financial Instruments

Classification and measurement of financial assets and financial liabilities

The details of new significant accounting policies and the nature and effect of the changes to previous accounting policies are set out below.

Classification and measurement of financial assets and financial liabilities

IFRS-9 largely retains the existing requirements in IAS-39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS-39 categories for financial assets of held to maturity, loans and receivables and available for sale.

The adoption of IFRS-9 has not had a significant effect on the Company's accounting policies related to financial liabilities. The impact of IFRS-9 on the classification and measurement of financial assets is set out below.

Under IFRS-9, on initial recognition, a financial asset is classified as measured at: amortized cost; Fair Value through Other Comprehensive Income (FVOCI) – debt investment; Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or Fair Value Through Profit or Loss (FVTPL). The classification of financial assets under IFRS-9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL

- i. it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- ii. its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- i. it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- ii. its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost

These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss. Trade receivables are classified as Financial assets measured at amortized cost.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets

IFRS-9 replaces the 'incurred loss' model in IAS-39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments.

The financial assets at amortized cost consist of trade receivables, cash and cash equivalents, and corporate debt securities. the Company measures loss allowances at an amount equal to ECL from trade receivables.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held).

Measurement of Expected Credit Losses (ECL)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of impairment

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is recognized in OCI, instead of reducing the carrying amount of the asset.

Impairment losses related to trade receivables and others, including contract assets, are presented separately in the notes to the financial statement.

3.4.1 Financial assets

The Group initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the trade date, which is the date the group/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 on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Financial assets include, trade and other receivable, advances, deposits and prepayments, loan to related companies and cash and bank balances etc.

a) Trade and other receivables

Trade receivables are carried at original invoice amount less an estimate made for doubtful debts, if any, based on a review of all outstanding amounts at the period end.

b) Cash and bank balance

Cash and bank balance include cash in hand and cash at bank which are held and available for use by the company without any restriction.

3.4.2 Financial liabilities

The group recognizes all financial liabilities on the trade date which is the date 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. Financial liabilities comprise trade creditors and other financial obligations.

a) Trade and other payables

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

b) Loans and borrowings

Borrowings repayable after twelve months from the date of statement of financial position are classified as non-current liabilities whereas the portion of borrowings repayable within twelve months from the date of statement of financial position, unpaid interest and other charges are classified as current liabilities.

c) Provisions

A provision is recognized on the date of financial position if, as a result of past events, the Group has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.5 Impairment

3.5.1 Financial assets

Expected credit loss (ECL) has been calculated applying the simplified approach permitted by IFRS-9, which requires the use of lifetime expected loss provision for all receivables. There is no material change to the bad debt provisioning of the receivables.

On other financial assets, the Company recognizes a loss allowance for expected credit losses where there have been a Significant Increase in Credit Risk (SICR) considering all reasonable and supportable information including that which is forward-looking.

3.5.2 Non financial assets

The recoverable amount of an asset is the greater of its value in use and its fair value cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amount of the assets in the CGU on a pro rata basis. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.6 Contingent liabilities and assets

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company.

3.7 Employee benefits

The Company operates a defined contributory provident fund for its eligible permanent employees. The eligibility is determined according to the terms and conditions set forth in the deed. The details of employee benefits are as under:

a) Provident fund (Defined contribution plan)

The Company has a recognized provident fund scheme (Defined Contribution Plan) for employees of the Company eligible to be members of the fund in accordance with the rules of the provident fund. All permanent employees contribute 7.00% of their basic salary to the provident fund and the Company also makes equal contribution. No valuation was done to quantify actuarial liabilities as per IAS 19: Employee Benefits.

b) Workers' profit participation fund and welfare fund

The Company made a provision for Workers' Profit Participation and Welfare funds @ 5% of net profit before tax till 31 March 2017 as per Bangladesh Labor Act (Amendment 2013), 2006. Bangladesh Independent Power Producers Association (BIPPA) has requested vide their letter # BIPPA/SGO/MoPE&MR /2017/049 dated 13/03/2017 to the Ministry of Power, Energy and Mineral Resources to take up the matter with the Ministry of Labor and Employment to exempt the Power Producers in private sector from implementation of WPPF as per Labor Act 2006 as it is highly capital intensive industry. Accordingly, the Ministry of Power, Energy and Mineral Resources requested vide its letter # 27.00.0000.071.31.002.2013.278 dated 31/05/2017 to the Ministry of Labor and Employment to take necessary steps in this regard. The matter is under consideration of the Ministry. In view of the above, the management has decided to suspend making of further provision for WPPF from 01 April 2017 until the decision of the Ministry of Labor & Employment is known.

3.8 Revenue

Revenue is recognized in the statement of profit or loss and other comprehensive income upon supply of electricity, quantum of which is determined by survey of meter reading at the end of each month. Revenue is measured at fair value of consideration received or receivable. Revenue under Power Purchase Agreement (PPA) comprises capacity payment and energy payments. Capacity component of revenue is recognized according to the terms set out in the PPA. Energy component of revenue is calculated based on electricity delivered. Revenue is recognized as per IFRS 15: Revenue from Contract with Customers.

a) Capacity revenue

Capacity revenue is recognized in "Statement of profit or loss and other comprehensive income" on a straight line basis over the 15 years term of the PPA where the PPA are considered to be or to contain operating leases as IFRS 16 clarifies the basis of computing the fixed element of revenue.

b) Deferred Revenue

Deferred revenue comprises the difference between capacity revenue received from customers (i.e. BREB & BPDB) and capacity revenue recognized in "Statement of profit or loss and other comprehensive income" in relation to the PPA. The amount is recognized in "Statement of profit or loss and other comprehensive income" on a straight line basis over the term of the PPA.

3.9 Taxation

No provision is required for income tax on the Company's profit as the Company is exempted from tax for a period of fifteen years from start of its commercial production on 12 November 2008 vide SRO no.188-AIN/AIKOR/2009 dated 01 July 2009 of NBR. However adequate provision is being calculated for income arising from other source as per the Income Tax Act 2023. The company will remain exempted from tax for the period from 01 July 2023 to 30 June 2024 vide : নথি নং - ৮(১০০) দ্বিঃসং- ১৭ (কঃঅঃ-২) ০৮/১০৯ dated 08 June 2023.

3.10 Deferred tax

The Group is enjoying 15 years tax exemption and there is considerable uncertainty with regard to the taxation of such companies after expiry of the tax exemption period. So, the management feels it is not possible to make a reasonable estimate of deferred tax assets/liabilities at this stage regarding the components which are related to tax exempted business.

3.11 Non-controlling interest

Non-controlling interest is that portion of the profit or loss and net assets of the subsidiaries (Dhaka Northern Power Generations Ltd. and the Dhaka Southern Power Generations Ltd. and Chandpur Power Generations Limited) attributable to equity interests that are not owned, directly or indirectly through subsidiaries by the parent (Doreen Power Generations and Systems Limited).

3.12 Transactions in foreign currencies

Foreign currency transactions are translated into Bangladesh taka at the rates ruling on the date of transaction. All foreign currency monetary assets and liabilities at the date of financial position are retranslated using rates prevailing on that day. Exchange differences at the date of financial position are charged/credited to the statement of profit or loss and other comprehensive income.

3.13 Finance income and expenses

Finance income comprises interest income on funds invested and bank deposits. Interest income is recognized using accrual principle.

Finance expenses comprise interest expenses on loan, overdraft, mortgage charges, bank charge, trustee fees, and commission on bank guarantee. All borrowing costs are recognized in the statement of Profit or Loss and other comprehensive income using effective interest rate method.

3.14 Earnings per share

The Group presents basic and diluted (when dilution is applicable) Earnings Per Share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period, adjusted for the effect of change in number of shares for bonus issue, share split and reverse split. 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 for these financial statements as there was no dilutive potential ordinary shares during the relevant periods.

3.15 Events after the reporting period

Events after the reporting period that provide additional information about the Company's positions at the date of statement of financial position or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. There are no material events that had occurred after the reporting period to the date of issue of these financial statements, which could affect the figures stated in the financial statements.

3.16 Comparative information

Comparative information has been disclosed in respect of the period in accordance with IAS-1: Presentation of Financial Statements, for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.

3.17 General

Previous year's figures have been rearranged where required.

		30.06.2023 Taka	30.06.2022 Taka
4. Property, plant and equipment			
A. Cost/revaluation			
Opening Balance		3,708,878,754	3,667,928,375
Add: Addition during the year		22,665,173	44,573,058
		3,731,543,927	3,712,501,433
Less: Disposal during the year		-	3,622,679
		3,731,543,927	3,708,878,754
(B) Accumulated depreciation			
Opening Balance		1,576,040,726	1,370,340,134
Add: Charged during the year		209,435,339	208,650,592
		1,785,476,065	1,578,990,725
Less: Adjustment for disposal during the period		-	2,949,999
		1,785,476,065	1,576,040,726
(C) Written down value (A-B)		1,946,067,862	2,132,838,028
(Schedule of property, plant and equipment is given in Annexure-A)			
4(a) Consolidated Property, plant and equipment			
Doreen Power Generations and Systems Limited (Note: 4)		1,946,067,862	2,132,838,028
Dhaka Northern Power Generations Limited		3,259,833,187	3,434,363,337
Dhaka Southern Power Generations Limited		2,965,694,261	3,156,918,188
Chandpur Power Generations Limited		6,530,251,327	6,951,225,177
		14,701,846,636	15,675,344,730
5. Right of Use (ROU) Assets			
(A) Valuation			
Opening balance		7,588,936	7,588,936
Add: Addition during the year		-	-
		7,588,936	7,588,936
(B) Accumulated depreciation			
Opening Balance		3,502,585	2,335,057
Add: Charged during the year		1,167,528	1,167,528
		4,670,113	3,502,585
(C) Written down value (A-B)		2,918,823	4,086,351
5(a) Right of Use (ROU) Assets			
Doreen Power Generations and Systems Limited		2,918,823	4,086,351
Dhaka Southern Power Generations Limited		28,011,382	34,236,132
		30,930,205	38,322,483
6. Investments			
Investment in Rupali Engineers and Traders Ltd.		26,000	26,000
Investment in Subsidiaries (Note: 6.1)		3,908,950,000	3,908,950,000
Investment in FDR		10,308,088	9,849,918
		3,919,284,088	3,918,825,918
6.1 Investments in subsidiaries			
Dhaka Northern Power Generations Limited		977,100,000	977,100,000
Dhaka Southern Power Generations Limited		684,100,000	684,100,000
Chandpur Power Generations Limited		2,247,750,000	2,247,750,000
		3,908,950,000	3,908,950,000
6(a) Consolidated investments			
Doreen Power Generations and Systems Limited (Note: 6)		3,919,284,088	3,918,825,918
Dhaka Northern Power Generations Limited		-	-
Dhaka Southern Power Generations Limited		649,100	616,684
Chandpur Power Generations Limited		-	-
		3,919,933,188	3,919,442,602
Less: Investment in subsidiaries (Note: 6.1)		3,908,950,000	3,908,950,000
		10,983,188	10,492,602

7. Inventories

Spare parts
Lube oil

30.06.2023 Taka	30.06.2022 Taka
77,003,542	97,587,029
3,300,652	11,440,642
80,304,194	109,027,671

All the items are fast moving and used in the plant regularly in normal course of business.

Movement of Inventory items is given below:

(Amount in Taka)

Inventory	Balance as at 01 July 2022	Purchase during the period	Consumption during the period	Balance as at 30 June 2023
Spare parts	97,587,029	64,504,659	85,088,146	77,003,542
Lube Oil	11,440,642	33,790,681	41,930,671	3,300,652
	109,027,671	98,295,340	127,018,817	80,304,194

As the Company deals in large number of items which vary in units, item-wise quantity statement of inventories could not be given.

7(a) Consolidated inventories

Doreen Power Generations and Systems Limited (Note: 7)
Dhaka Northern Power Generations Limited
Dhaka Southern Power Generations Limited
Chandpur Power Generations Limited

80,304,194	109,027,671
422,055,622	489,109,040
452,953,561	583,467,256
331,788,828	405,328,270
1,287,102,205	1,586,932,236

8. Trade and other receivables of the Company

Bangladesh Power Development Board (BPDB)
Bangladesh Rural Electrification Board (REB)
Interest income receivables

728,829,284	392,085,847
120,521,260	79,605,132
493,834	222,081
849,844,378	471,913,060

In accordance with para (iii) (a) of clause 13.3 of Power Purchase Agreement, "Late payment shall bear interest at a rate per annum equal to the bank rate and shall be computed for the actual number of days on the basis of a three hundred sixty five (365) Day year".

The Company did not charge any interest for the time being on the receivables to BPDB and BREB considering the strategic reasons but the Company is actively considering applying the clause to charge interest on the receivables. Upon realization of the principal amount, the Company shall pursue collection of interest separately.

I. Debt considered good in respect of which the Company is fully secured

Trade receivables have been stated at their nominal value. Trade receivables are accrued in the ordinary course of business. All the receivables from BPDB and BREB were subsequently received by the Company.

II. Debt considered good for which the Company hold no security

Receivables are unsecured but considered good.

III. Debt due by directors or other officers of the Company

There is no such trade debtors due by or to directors or other officers of the Company.

IV. Debt considered doubtful or bad

Management considered the trade debtors are collectable and thus no provision had been made for any doubtful receivable.

V. The maximum amount due by directors or other officers of the Company

There are no such debt in this respect as at 30 June 2023.

	30.06.2023 Taka	30.06.2022 Taka
The aging of above trade and other receivables as at the statement of financial position date was:		
Past due 0-30 days	224,856,797	113,938,891
Past due 31-90 days	324,420,785	189,030,614
Past due more than 90 days	300,566,796	168,943,555
	849,844,378	471,913,060

8(a) Consolidated Trade and other receivables

Doreen Power Generations and Systems Limited (Note: 8)	849,844,378	471,913,060
Dhaka Northern Power Generations Limited	1,848,383,332	2,503,045,934
Dhaka Southern Power Generations Limited	1,832,713,891	2,571,952,244
Chandpur Power Generations Limited	4,064,580,491	3,794,239,794
	8,595,522,091	9,341,151,032

The Power Purchase Agreements (PPAs) with Bangladesh Power Development Board (BPDB) vide agreement # 09681 dated 11 October 2007 for 22 MW power from Feni plant and agreement # 09683 dated 11 October 2007 for 22 MW power from Tangail Plant and Bangladesh Rural Electrification Board (BREB) on 11 October 2007 for 22 MW from Narsingdi plant is due to expire on 15 February 2024 and 11 November 2023 and 20 December 2023. The Company has applied for renewal of this PPAs. The proposal for extension of the PPA of these plant is under active consideration of the government of Bangladesh. As the company has outstanding receivables with Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) amounting to Tk. 849,350,544 for Doreen Power Generations and Systems Limited and Tk. 8,594,962,874 for the Group, with whom the PPA of the three-power plant Feni, Tangail and Narsingdi is due to expire on 15 February 2024, 11 November 2023 and 20 December 2023. The outstanding receivables with BPDB and BREB will be recoverable in accordance with para (iii) (a) of clause 13.3 of Power Purchase Agreement.

9. Advance, deposit and prepayments of the Company

Advance (Note: 9.1)	4,433,160	36,824,909
Deposits (Note: 9.2)	17,682,533	16,355,924
Prepayments (Note: 9.3)	3,481,353	4,657,629
	25,597,046	57,838,462

a) All the advances & deposits are considered goods and recoverable.

b) There is no amount due from directors of the company.

9.1 Advance

Advances to staff & others	2,090,226	3,026,184
Advance income tax	1,204,657	1,566,266
Advance against LC for spare parts	162,976	31,973,803
LC Margin for spare parts	975,301	258,656
	4,433,160	36,824,909

Advance against LC for spare parts includes LC commissions, marine insurance charges, others LC opening expenses.

9.2 Deposits

Falcon Securities Limited	133,733	133,733
Margin on bank guarantee	17,048,800	15,722,191
Security deposit to Central Depository Bangladesh Limited (CDBL)	500,000	500,000
	17,682,533	16,355,924

9.3 Prepayment

BERC license fee
Bank guarantee commission
Prepayments for C&F and EIA expenses
Advance to other suppliers
Insurance premium

30.06.2023 Taka	30.06.2022 Taka
28,200	197,400
509,660	1,508,018
-	170,190
902,120	407,830
2,041,373	2,374,191
3,481,353	4,657,629

9(a) Consolidated advance, deposits and prepayments

Doreen Power Generations and Systems Limited (Note: 9)
Dhaka Northern Power Generations Limited
Dhaka Southern Power Generations Limited
Chandpur Power Generations Limited

25,597,046	57,838,462
10,766,440	19,203,647
18,837,056	17,546,660
60,506,371	71,741,944
115,706,913	166,330,714

The aging of Advances, Deposits & Prepayments as at the statement of financial position date was as follows:

Past due 0-30 days
Past due 31-90 days
Past due 91-180 days
Past due more than 180 days

2,090,226	3,196,374
3,179,650	34,606,650
1,714,317	3,074,284
18,612,853	16,961,154
25,597,046	57,838,462

The details breakup of Advance, Deposit and Prepayments as per requirement of Schedule XI of the Companies Act. 1994 stated below:

Advance, Deposit and Prepayments exceeding 6 months
Advance, Deposit and Prepayments not exceeding 6 months
Other Advance, Deposits & Prepayments less provision
Advance, Deposits and Prepayments considered Good and Secured
Advance, Deposits and Prepayments considered Good without Security
Advance, Deposits and Prepayments considered Doubtful or Bad
Advance, Deposits and Prepayments due by Directors
Advance, Deposits and Prepayments due by Other Officers (against Salary)
Advance, Deposits and Prepayments due from Companies under same mgt
Maximum Advance, Deposits & Prepayments due by Directors

18,612,853	16,961,154
6,984,193	40,877,308
21,163,886	21,013,553
23,506,820	54,812,278
2,090,226	3,026,184
-	-
-	-
-	-
-	-
-	-

10. Current A/C (Receivable) with Subsidiaries and Sister Concerns

Asian Entech Power Corporations Limited
Chandpur Power Generations Limited
Doreen Power House and Technologies Ltd.

11,720	-
-	263,588,296
1,065,878,319	339,990,134
1,065,890,039	603,578,430

10.1

The Board of Directors presenting in the meeting of Doreen Power Generations and Systems Limited held on 06 July 2021 decided to give or take temporary loan up to Tk. 160 crore through current account maintained with its subsidiaries and sister concerns namely Dhaka Northern Power Generations Limited, Dhaka Southern Power Generations Limited and Chandpur Power Generations Limited, Banco Energy Generation Limited, Doreen Power House and Technologies Limited, Manikgonj Power Generations Limited, Doreen Garments Limited and Asian Entech Power Corporation Limited for emergency business need and charged/paid interest on outstanding balance at prevailing interest rate.

10(a) Consolidated Current A/C with Subsidiaries & Sister Concerns

Doreen Power Generations and Systems Limited (Note:10)
Dhaka Northern Power Generations Limited
Chandpur Power Generations Ltd.
Dhaka Southern Power Generations Limited

Less: Inter-company balances

11. Cash and bank balance

Cash in Hand
Cash at Bank

11.1 Cash at bank

Name of the Bank	Account Name
BRAC Bank Limited	CD # 1501202461190001
Dhaka Bank Limited	CD A/C 218-100-6625 (Dividend)
Dhaka Bank Limited	CD A/C 218-100-2671
Islami Bank BD Ltd.	AWCA # 205021301001818
Mutual Trust Bank Ltd.	CD # 0034-0210009319
Mutual Trust Bank Ltd.	SND # 0034-0320000922
NCC Bank Limited	CD A/C 0210014963
NCC Bank Limited	STD A/C 0002-0325000902
Prime Bank Limited	CD # 11011080011964
The City Bank Ltd.	CA#1101823203005 (Dividend)
The City Bank Ltd.	CA#1101823203004 (Dividend)
The City Bank Ltd.	CA#1101823203006 (Dividend)
The City Bank Ltd.	SND#3101823203002 (Dividend)
The City Bank Ltd.	CA#1101823203002 (Dividend)
The City Bank Ltd.	CA # 1101823203001
The City Bank Ltd.	SND# 3101823203001

30.06.2023 Taka	30.06.2022 Taka
1,065,890,039	603,578,430
2,397,958,083	1,922,285,869
670,295,867	577,400,270
1,204,405,260	1,378,951,258
5,338,549,249	4,482,215,826
3,279,230,570	2,677,296,666
2,059,318,679	1,804,919,160
182,947	296,701
4,775,964	8,548,102
4,958,911	8,844,803

-	20,834
459,565	-
1,384,553	340,105
54,858	105,840
561,525	55,943
53,061	691,409
456,115	583,333
3,045	3,574
186,883	187,723
-	382,131
3,014	257,382
333,846	347,378
578,913	650,943
4,371	4,716
694,058	4,913,164
2,158	3,626
4,775,964	8,548,102

11(a) Consolidated cash and bank balance

Doreen Power Generations and Systems Limited (Note: 11)
Dhaka Northern Power Generations Limited
Dhaka Southern Power Generations Limited
Chandpur Power Generations Limited

4,958,911	8,844,803
47,882,448	13,226,901
1,398,708	7,455,499
30,156,353	24,037,669
84,396,420	53,564,872

12. Share capital**Authorized capital**

200,000,000 ordinary shares of Taka 10 each

Issued, Subscribed and Paid up Capital

60,000,000 ordinary shares issued for cash
20,000,000 ordinary shares issued through IPO
16,000,000 ordinary shares issued as Stock dividend for year 2015-16
9,600,000 ordinary shares issued as Stock dividend for year 2016-17
10,560,000 ordinary shares issued as Stock dividend for year 2017-18
15,100,800 ordinary shares issued as Stock dividend for year 2018-19
13,126,080 ordinary shares issued as Stock dividend for year 2019-20
17,326,425 ordinary shares issued as Stock dividend for year 2020-21
19,405,596 ordinary shares issued as Stock dividend for year 2021-22

2,000,000,000	2,000,000,000
600,000,000	600,000,000
200,000,000	200,000,000
160,000,000	160,000,000
96,000,000	96,000,000
105,600,000	105,600,000
151,008,000	151,008,000
131,260,800	131,260,800
173,264,250	173,264,250
194,055,960	-
1,811,189,010	1,617,133,050

12.1 A distribution schedule of the above shares is given below:

Name of shareholders	% of Holding	No. of shares		Amount in Taka	
		30.06.2023	30.06.2022	30.06.2023	30.06.2022
Asian Entech Power Corporation Ltd.	63.538%	115,079,712	102,749,745	1,150,797,120	1,027,497,450
OPG Energy Pvt. Ltd.	0.068%	123,497	110,266	1,234,970	1,102,660
Ms. Parveen Alam Siddique	0.258%	467,765	417,648	4,677,650	4,176,480
Mr. Tahzeeb Alam Siddique	2.117%	3,833,807	3,423,042	38,338,070	34,230,420
Ms. Anjabeen Alam Siddique	0.615%	1,113,448	994,150	11,134,480	9,941,500
Mr. Md. Ali Akbar	0.003%	6,177	5,516	61,770	55,160
Ms. Hamida Matin	0.003%	6,177	5,516	61,770	55,160
Ms. Afza Hasnat	0.003%	6,177	5,516	61,770	55,160
Md. Abul Hasnat	0.001%	2,639	2,357	26,390	23,570
General Investors	33.392%	60,479,502	53,999,549	604,795,020	539,995,490
	100%	181,118,901	161,713,305	1,811,189,010	1,617,133,050

The shares are listed with the Dhaka & Chittagong Stock Exchanges and quoted at Taka 61.00 and Taka 60.80 respectively on closing date.

12.2 A distribution schedule of the shares at the reporting date is given below following the requirement of listing regulation:

Share holding range	% of holding 2023	% of holding 2022	30.06.2023	30.06.2022
			No of shares	No of shares
Up to 499	0.50%	0.42%	897,811	674,049
500-5,000	3.55%	2.64%	6,436,438	4,272,520
5,001-10,000	1.94%	1.75%	3,517,518	2,828,936
10,001-20,000	2.44%	1.84%	4,416,545	2,980,831
20,001-30,000	1.39%	1.43%	2,524,913	2,309,610
30,001-40,000	1.04%	1.01%	1,885,305	1,631,900
40,001-50,000	0.56%	0.94%	1,014,086	1,515,301
50,001-100,000	2.09%	2.94%	3,782,971	4,761,608
100,001-1,000,000	8.72%	10.74%	15,795,557	17,371,376
Above 1,000,000	77.77%	76.29%	140,847,757	123,367,174
	100%	100%	181,118,901	161,713,305

13. Share Premium

20,000,000 shares issued @ Tk 19 premium in 2015-16
Less: IPO Expenses

30.06.2023 Taka	30.06.2022 Taka
380,000,000	380,000,000
18,150,111	18,150,111
361,849,889	361,849,889

14. Retained earnings

Opening Balance
Net Profit for the Year
Add: Revaluation surplus realized (Note:15)
Less: Stock dividend declared for the year (12% & 12%)
Cash dividend declared for the year (18 & 13%)

1,279,458,616	1,335,488,100
150,478,139	150,605,237
29,307,573	29,307,573
(194,055,960)	(173,264,250)
(97,199,188)	(62,678,044)
1,167,989,180	1,279,458,616

14(a) Consolidated retained earnings

Opening Balance
Add: Net Profit for the period
Revaluation surplus realized (Note:14.1)
Less: Stock dividend declared for the year (12 % & 12%)
Cash dividend declared for the year (18% & 13%)

6,019,889,192	4,558,580,163
643,983,588	1,667,943,749
29,307,573	29,307,573
(194,055,960)	(173,264,250)
(97,199,188)	(62,678,044)
6,401,925,205	6,019,889,192

- 14.1** Revaluation surplus amounting Tk.29,307,573 has been transferred to retained earnings for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the assets original cost as per the requirement of IAS-16. " Property, Plant and Equipment"

15. Revaluation surplus

Land and land development, building & premises and power plant was revalued at 01 July 2012 by an independent valuer named Rahman Mostafa Alam and Co., Chartered Accountants. Market value approach of valuation was used for land and land development and replacement cost approach of valuation was used for building & premises and power plant. Since then there was no significant change in the fair value of assets and hence, no revaluation or impairment was required.

		30.06.2023 Taka	30.06.2022 Taka
Opening Balance		596,271,541	625,579,114
Transfer to retained earnings for depreciation on revalued value of assets		(29,307,573)	(29,307,573)
		566,963,968	596,271,541
16. Non- Controlling Interest			
Dhaka Southern Power Generations Limited (Note: 16.1)		28,487,855	25,282,558
Dhaka Northern Power Generations Limited (Note: 16.2)		21,555,538	19,863,021
Chandpur Power Generations Limited (Note: 16.3)		2,271,066	2,429,752
		52,314,458	47,575,330
16.1 Dhaka Southern Power Generation Limited			
Paid up capital		793,500,000	793,500,000
Retained earnings		2,538,045,306	2,163,200,621
Total net assets		3,331,545,306	2,956,700,621
Non-controlling interest @ 0.8551%		28,487,855	25,282,558
16.2 Dhaka Northern Power Generation Limited			
Paid up capital		1,130,450,000	1,130,450,000
Retained earnings		2,462,139,638	2,180,053,431
Total net assets		3,592,589,638	3,310,503,431
Non-controlling interest @ 0.60%		21,555,538	19,863,021
16.3 Chandpur Power Generation Limited			
Paid up capital		2,250,000,000	2,250,000,000
Retained earnings		21,065,538	179,751,852
Total net assets		2,271,065,538	2,429,751,852
Non-controlling interest @ 0.10%		2,271,066	2,429,752
17. Long term loan net off current maturity			
MTB TL A/C # 00341113000135		166,141,594	439,472,770
MTB TL A/C # 00340178000210		4,453,816	29,757,452
		170,595,410	469,230,222
Less: Current portion of long term loan (Note: 23)		170,595,410	317,472,384
		-	151,757,839

The above loan facilities are taken under the following terms and conditions:

Particulars	Sanctioned Limit	Tenor	Nature	Purpose
MTB TL A/C # 00341113000135	94 Crore	3.4 Years	Term loan	Takeover existing short & long term loan & UPAS liabilities of TCBL
MTB TL A/C # 00340178000210	6.00 Crore	3 Years	Term loan	To takeover existing overdraft facility of TCBL

Security details

The loans are secured by:

- 1) Registered Mortgage of Project Land measuring 131.64 decimal(approx.) in Feni Plant.
- 2) Registered Mortgage of Project Land measuring 241 decimal(approx.) in Tangail Plant.
- 3) First ranking charge with RJSC over fixed and floating assets of the Company covering total limits.
- 4) Personal guarantee from all the Directors.
- 5) Corporate guarantee from sister concerns;
- 6) Post dated cheques.

	30.06.2023 Taka	30.06.2022 Taka
17(a) Consolidated long term loan-net off current maturity		
Doreen Power Generations and Systems Limited (Note: 17)	-	151,757,839
Dhaka Northern Power Generations Limited	848,504,728	1,052,621,950
Dhaka Southern Power Generations Limited	1,067,553,751	1,229,874,176
Chandpur Power Generations Limited	4,469,032,193	5,064,186,817
	6,385,090,672	7,498,440,782
18. Land Lease liability - net off current maturity		
Opening Lease liability	4,419,526	5,451,593
Add: Interest charged during the year	372,957	467,934
	4,792,483	5,919,526
Less: Payment made during the year	1,500,000	1,500,000
Closing lease liability	3,292,483	4,419,526
Less: Current portion of lease liability	1,500,000	1,500,000
	1,792,483	2,919,526
18(a) Consolidated lease liability		
Doreen Power Generations and Systems Limited	1,792,483	2,919,526
Dhaka Southern Power Generations Limited	24,387,914	30,850,473
	26,180,397	33,769,999
19. Deferred revenue		
Tangail Plant	1,806,257	5,730,575
Narshingdi Plant	2,644,150	6,368,488
Feni Plant	3,360,827	6,918,865
	7,811,234	19,017,927

Movement of deferred revenue is given below:

Plant Name	Balance as on 01 July 2022	Adjustment during the period	Balance as on 30 June 2023	Balance as on 30 June 2022
Tangail Plant	5,730,575	(3,924,318)	1,806,257	5,730,575
Narshingdi Plant	6,368,488	(3,724,338)	2,644,150	6,368,488
Feni Plant	6,918,865	(3,558,037)	3,360,827	6,918,865
Total	19,017,927	(11,206,693)	7,811,234	19,017,927

Deferred revenue is the difference between capacity revenue received from customers and capacity revenue recognized in "Statement of profit or loss and other comprehensive income" in relation to the PPA as per IFRS 16.

19(a) Consolidated deferred revenue		
Doreen Power Generations and Systems Limited	7,811,234	19,017,927
Chandpur Power Generations Limited	179,477,130	4,588,397
	187,288,364	23,606,324

20. Deferred Tax Liability

Deferred tax relating to profit and loss account components

The Company is exempted from tax for a period of fifteen (15) years from the start of its commercial production. So there is considerable uncertainty with regard to the taxation of such companies after expiry of the tax exemption period and management feels it is not possible to make a reasonable estimate of deferred tax assets/liabilities at this stage.

Deferred tax relating to component of other comprehensive income

Revaluation reserve on Building & Premises and Power Plant are related to exempted business of the Company and are realized through usage of these assets with the passes of time. So, no deferred tax is recognized on these components as there is reasonable uncertainties about future taxation of the Company. But, the management has decided to recognize deferred tax on revaluation reserve of Land and Land Development as it should pay advance income tax @ 3.00% (final settlement of tax), if it wishes to realize the gain through sale.

	30.06.2023 Taka	30.06.2022 Taka							
Deferred tax relating to component of other comprehensive income	<u>1,078,870</u>	<u>1,078,870</u>							
Deferred tax calculation details:									
	<table><tr><td>Carrying amount</td></tr><tr><td>Taka</td></tr></table>	Carrying amount	Taka	<table><tr><td>Tax base</td></tr><tr><td>Taka</td></tr></table>	Tax base	Taka	<table><tr><td>Taxable temporary difference</td></tr><tr><td>Taka</td></tr></table>	Taxable temporary difference	Taka
Carrying amount									
Taka									
Tax base									
Taka									
Taxable temporary difference									
Taka									
As at 30 June 2023									
Revaluation reserve of Land	35,962,317	-	35,962,317						
Applicable tax rate			3.00%						
Deferred tax liability			<u>1,078,870</u>						
As at 30 June 2022									
Revaluation reserve of Land & Land Development	35,962,317	-	35,962,317						
Applicable tax rate			3.00%						
Deferred tax liability			<u>1,078,870</u>						

Deferred tax (asset)/liability has been recognized and measured as per IAS 12 'Income taxes' and as per Rule 17II clause C of Income Tax Rule 1984 and accordingly capital gain tax has been charged on the Revaluation Reserve of Land and Land Development @ 3.00%.

21. Assets retirement obligation

Opening balance	-	-
Add: Addition during the period	2,500,000	-
	<u>2,500,000</u>	<u>-</u>

22. Trade payables of the Company

Gas bill payable to Titas Gas Transmission Limited	273,067,984	94,843,922
Gas bill payable to Bakhrabad Gas Systems Limited	181,542,321	65,239,233
Lubricant bill payable	17,119,673	19,721,400
	<u>471,729,978</u>	<u>179,804,555</u>

Aging of the above payables is given below:

Past due 0-30 days	126,539,205	49,718,520
Past due 31-90 days	250,855,658	42,815,302
Past due over 91 days	94,335,115	87,270,733
	<u>471,729,978</u>	<u>179,804,555</u>

All the trade payables are regular in payments.

		30.06.2023 Taka	30.06.2022 Taka
22(a)	Consolidated trade payables		
	Doreen Power Generations and Systems Limited (Note: 22)	471,729,978	179,804,555
	Dhaka Northern Power Generations Limited	15,437,153	11,824,834
	Dhaka Southern Power Generations Limited	7,541,697	6,333,592
	Chandpur Power Generations Limited	47,030,773	10,275,440
		541,739,601	208,238,421
23.	Current portion of long term loan of the Company		
	MTB TL A/C # 00341113000135	166,141,594	296,138,378
	MTB TL A/C # 00340178000210	4,453,816	21,334,006
	Loan from IPDC	-	-
		170,595,410	317,472,384
23(a)	Consolidated current portion of long term loan		
	Doreen Power Generations and Systems Limited (Note: 23)	170,595,410	317,472,384
	Dhaka Northern Power Generations Limited	315,051,483	342,955,414
	Dhaka Southern Power Generations Limited	193,014,654	187,421,158
	Chandpur Southern Power Generations Limited	442,445,339	431,259,191
		1,121,106,887	1,279,108,147
24.	Current portion lease liability of the Company	1,500,000	1,500,000
24(a)	Consolidated current portion of lease liability		
	Doreen Power Generations and Systems Limited	1,500,000	1,500,000
	Dhaka Southern Power Generations Limited	9,257,500	8,050,000
		10,757,500	9,550,000
25.	Current A/c (Payable) with subsidiaries and sister concerns		
	Chandpur Power Generations Limited	666,633,163	-
	Dhaka Northern Power Generations Limited	1,845,093,931	1,600,929,669
	Dhaka Southern Power Generations Limited	767,503,476	1,076,366,997
		3,279,230,570	2,677,296,666
25(a)	Consolidated current A/c (Payable) with subsidiaries and sister concerns		
	Doreen Power Generations and Systems Limited	3,279,230,570	2,677,296,666
	Dhaka Northern Power Generations Limited	-	-
	Chandpur Power Generations Ltd.	-	-
	Dhaka Southern Power Generations Limited	-	-
		3,279,230,570	2,677,296,666
	Less: Inter-Company Balances	3,279,230,570	2,677,296,666
		-	-
26	Short term loan of the Company		
	Accepted Liabilities against UPAS L/Cs	18,966,185	81,109,900
	Mutual Trust Bank- STL-2406000412677	9,327,036	-
		28,293,221	81,109,900
26(a)	Consolidated short term loan		
	Doreen Power Generations and Systems Limited	28,293,221	81,109,900
	Dhaka Northern Power Generations Limited	3,173,752,238	3,517,334,972
	Dhaka Southern Power Generations Limited	1,826,164,242	3,286,316,137
	Chandpur Power Generations Limited	3,921,580,784	3,463,540,033
		8,949,790,484	10,348,301,041

		30.06.2023 Taka	30.06.2022 Taka
27.	Consolidated interest payable		
	Doreen Power Generations and Systems Limited	-	-
	Dhaka Northern Power Generations Limited	21,542,914	37,977,166
	Dhaka Southern Power Generations Limited	19,455,495	30,703,334
	Chandpur Power Generations Limited	91,280,842	213,044,679
		132,279,250	281,725,179
28.	Unclaimed Dividend Account		
	Payable for 2018	-	382,131
	Payable for 2019	-	257,382
	Payable for 2020	333,846	367,572
	Payable for 2021	601,088	650,943
	Payable for 2022	326,347	-
		1,261,281	1,658,027
29.	Liabilities for expenses and others		
	Salary and allowances payable	8,883,285	7,822,844
	Land lease rent payable to BREB	375,000	375,000
	Withholding Tax & VAT payable	1,631,015	1,438,315
	Service bill payable to Clark Energy & MAN Energy	349,882	475,302
	Audit fee payable	575,000	575,000
	Internet and Telephone bill payable	69,533	75,407
	Payable to Bhai Bhai & Nahan Enterprise	488,000	375,000
	Dormitory expense payable	161,300	167,800
	Spare parts bill payable to Khaja Ajmeri	4,122,900	2,784,400
	C & F bill payable	1,292,971	3,115,000
	Coolant bills payable to Aquacare & JTZ Engineering	262,274	262,274
	Payable to Active Energy & Feather Line	166,551	92,526
	Office rent payable	749,789	-
	Payable to Adex Power, Salina Metal & others	1,511,950	303,755
		20,639,450	17,862,623
	a) All accrued expenses are paid on regular basis; and		
	b) Salary and Allowances for the month of June 2022 has been paid in subsequent month.		
29(a)	Consolidated liabilities for expenses		
	Doreen Power Generations and Systems Limited (Note: 29)	20,639,450	17,862,623
	Dhaka Northern Power Generations Limited	19,971,175	107,848,267
	Dhaka Southern Power Generations Limited	25,703,477	14,770,121
	Chandpur Power Generations Limited	265,612,461	205,922,518
		331,926,564	346,403,529
30	Provision for income tax		
	Opening balance	761,311	508,976
	Provision made during the year (Note: 37)	188,462	252,335
		949,773	761,311
	Less: Settlement during the year	508,976	-
		440,797	761,311
30(a)	Consolidated provision for income tax		
	Doreen Power Generations and Systems Limited (Note: 30)	440,797	761,311
	Dhaka Northern Power Generations Limited	29,784	168,694
	Dhaka Southern Power Generations Limited	39,183	124,308
	Chandpur Power Generations Limited	54,176	1,404,197
		563,940	2,458,509

		30.06.2023 Taka	30.06.2022 Taka
31. Net Asset Value (NAV) Per Share			
Net Assets (Total Assets- Liabilities)		3,907,992,046	3,854,713,095
Number of ordinary shares outstanding (Denominator) (Note: 38.1)		181,118,901	181,118,901
		21.58	21.28

31(a) Consolidated Net Asset Value (CNAV) Per Share			
Net Assets (Total Assets- Liabilities)		9,141,928,071	8,595,143,671
Number of ordinary shares outstanding (Denominator) (Note: 38.1)		181,118,901	181,118,901
		50.47	47.46

		2022-2023 Taka	2021-2022 Taka
32. Revenue			
Bangladesh Power Development Board (BPDB)		1,192,594,631	930,596,427
Bangladesh Rural Electrification Board (BREB)		570,603,625	439,030,078
		1,763,198,256	1,369,626,505
Add/less: Deferred revenue (Impact of straight-lining by IFRS-16)		11,206,693	2,552,323
		1,774,404,949	1,372,178,828

** Revenue has increased significantly in reporting period compared to the same period in last year because of significant increase in energy payment for increase in per unit gas bill from Tk.5.02 to Tk.14.00.

Plant wise details:

Feni Plant	618,736,645	468,635,878
Narsingdi Plant	570,603,625	439,030,078
Tangail Plant	573,857,986	461,960,548
	1,763,198,256	1,369,626,505

Unit/Quantity wise schedule of sales relating to the financial statements for the year ended 30 June 2023 as required under Schedule XI, Part-II of the Companies Act 1994 is given:

Particulars	From 01.07.22 to 30.06.23		From 01.07.21 to 30.06.22	
	Kilowatt	Amount (Tk.)	Kilowatt	Amount (Tk.)
Bangladesh Power Development Board	279,385,057	1,192,594,631	317,464,631	930,596,427
Bangladesh Rural Electrification Board	132,296,220	570,603,625	139,859,856	439,030,078
Total	411,681,277	1,763,198,256	457,324,487	1,369,626,505

32 (a) Consolidated Revenue

Doreen Power Generations and Systems Ltd. (Note: 32)	1,774,404,949	1,372,178,828
Dhaka Northern Power Generations Limited	4,289,217,505	4,895,285,903
Dhaka Southern Power Generations Limited	4,150,333,150	4,966,997,163
Chandpur Power Generations Limited	8,215,535,097	3,789,637,509
	18,429,490,701	15,024,099,403

** Revenue of DNPGL and DSPGL has decreased significantly for decrease in energy payment for significant decrease in fuel (Furnace Oil) price in international market compared to last year. Revenue of CPGL includes full 12 months revenue compared to 4.5 months revenue in last year.

33. Cost of sale

		2022-2023 Taka	2021-2022 Taka
Gas consumption		1,003,289,533	595,239,252
Direct expenses	(Note: 33.1)	411,423,491	412,960,136
		1,414,713,023	1,008,199,388

** Gas consumption has increased significantly in reporting period compared to the same period in last year because of significant increase in per unit gas bill from Tk.5.02 to Tk.14.00 effective from February 2023.

Plant wise details of gas consumption

Feni Plant	378,452,851	211,887,531
Narsingdi Plant	309,214,415	179,502,111
Tangail Plant	315,622,266	203,849,610
	1,003,289,533	595,239,252

Disclosure as per requirement of Schedule XI, Part II, Para 8 of the Companies Act 1994:

Consumption during the year	From 01.07.22 to 30.06.23		From 01.07.21 to 30.06.22	
	Cubic meter	Amount (Tk.)	Cubic meter	Amount (Tk.)
Feni Power Plant	44,193,967	378,452,851	46,381,465	211,887,531
Narshingdi Power Plant	36,481,431	309,214,415	39,074,876	179,502,111
Tangail Power Plant	34,827,743	315,622,266	44,511,552	203,849,610
Total=	115,503,141	1,003,289,533	129,967,893	595,239,252

33.1 Direct Expenses

Lubricants Expenses	41,930,671	37,708,708
Direct labor charge	74,506	162,607
Spare parts	85,088,146	88,652,620
Salaries and allowances	61,536,334	61,174,875
Operational and maintenance expense	11,715,936	14,888,508
Depreciation of right of use of lease land	1,167,528	1,167,528
Dormitory expense	705,779	779,128
Depreciation	209,204,591	208,426,163
	411,423,491	412,960,136

33 (a) Consolidated Cost of sale

Doreen Power Generations and Systems Ltd.	(Note: 33)	1,414,713,023	1,008,199,388
Dhaka Northern Power Generations Limited		3,239,800,208	3,867,717,412
Dhaka Southern Power Generations Limited		3,083,351,042	3,938,883,571
Chandpur Power Generations Limited		6,729,069,012	3,115,982,053
		14,466,933,286	11,930,782,424

** Cost of sales of DNPGL and DSPGL has decreased significantly in reporting period for decrease in HFO price in international market compared to last year. Cost of sales of CPGL has increased because of increase in electricity generation compared to last year.

34. General and administrative expenses

	2022-2023 Taka	2021-2022 Taka
Salaries and allowances	9,938,850	9,805,393
Director's remuneration	1,320,000	1,320,000
Audit fee	598,000	632,500
Utility bills	570,574	750,254
Advertisement expense	507,495	1,715,113
AGM Expenses	315,000	315,000
BERC license Fee	169,200	168,600
BIDA approval fee	172,500	-
Car fuel expenses	1,302,453	1,320,421
Car insurance premium	28,142	-
Car maintenance expense	306,356	136,520
Carrying expenses	591,030	1,452,270
Common stock for official use	191,083	91,159
Corporate social responsibility	450,000	4,141,000
Credit Rating fee	75,250	75,250
DSE, CSE and CDBL annual fee	2,509,729	2,551,651
Entertainment expenses	185,184	-
Environment compliance cost	401,110	537,050
Fooding expense	4,064,281	3,957,263
Gardening expense	24,476	26,428
Group insurance premium	390,923	-
Insurance premium-Plant operation	4,303,317	4,235,689
Internet bill	311,717	387,215
Land rates and taxes	211,359	104,045
Legal and professional fee	195,500	226,500
Licenses and other fees	152,513	366,730
Medical expense	12,463	196,138
Mobile and telephone bill	585,959	606,837
Office maintenance	613,521	639,531
Office rent	1,380,000	1,380,000
Overtime	218,333	243,150
Postage	116,138	64,075
Printing expense	97,350	374,850
Repair and maintenance	26,400	268,214
Software expense	69,500	72,500
Surcharge on gas bill	9,230,807	5,155,659
Travelling and conveyance allowance	441,230	440,296
Uniform allowance	23,700	384,170
Depreciation	230,748	224,428
	42,332,191	44,365,900

34(a) Consolidated General & Administrative Expenses

Doreen Power Generations and Systems Ltd.	(Note: 34)	42,332,191	44,365,900
Dhaka Northern Power Generations Limited		43,241,233	49,308,634
Dhaka Southern Power Generations Limited		57,724,308	60,898,009
Chandpur Power Generations Limited		366,170,795	153,829,962
		509,468,527	308,402,505

** General and admin expenses of CPGL has increased significantly as the plant was in operation for 12 months in current year compared to 4.5 months in last year.

	2022-2023 Taka	2021-2022 Taka
35. Finance expenses		
Bank guarantee commission	1,015,477	714,502
Bank charge	410,837	454,638
Interest on loan	158,444,318	168,009,149
Foreign exchange gain/ (loss)	6,809,225	1,084,039
Unwinding discount on lease arrangement	372,957	467,934
	167,052,813	170,730,261

35(a) Consolidated Finance Expenses		
Doreen Power Generations and Systems Ltd. (Note: 35)	167,052,813	170,730,261
Dhaka Northern Power Generations Limited	724,101,342	324,175,884
Dhaka Southern Power Generations Limited	634,462,443	313,963,586
Chandpur Power Generations Limited	1,279,093,640	302,464,939
	2,804,710,237	1,111,334,669

** Finance expense of subsidiary companies has increased significantly for incurring huge exchange loss in foreign procurement due to significant devaluation of BDT against USD and charging additional interest on increased amount of short term loan compared to last year.

36. Non-operating income		
Gain on sale of an office car	-	99,999
Gain on land acquired by government	-	1,912,255
Interest income from deposit with bank	837,610	386,196
	837,610	2,398,450

36(a) Consolidated Non-Operating Income		
Doreen Power Generations and Systems Ltd. (Note: 36)	837,610	2,398,450
Dhaka Northern Power Generations Limited	44,846	59,379
Dhaka Southern Power Generations Limited	70,495	65,582
Chandpur Power Generations Limited	180,589	5,106,171
	1,133,539	7,629,582

37 Income tax expense		
Taxable income	837,610	2,398,450
Provision for tax on interest income & gain on car sale @ 22.50%	188,462	97,239
Provision for tax on govt. compensation for land @ 6%	-	155,096
Shortfall/(excess) in provision for last year	477,931	424,157
	666,393	676,492

37.1 Reconciliation of effective tax rate		
Profit before tax	151,144,532	151,281,729
Income tax expense	666,393	676,492
Effective tax rate	0.44%	0.45%
Regular tax rate of the company	22.50%	20.00%
Effect of exemption	-22.38%	-19.93%
Effect of specific rate on compensation from govt.	0.00%	0.10%
Effect of disallowances and others adjustment	0.32%	0.28%
Effective tax rate	0.44%	0.45%

		2022-2023 Taka	2021-2022 Taka
37(a) Consolidated income tax expense			
Doreen Power Generations and Systems Ltd. (Note: 37)		666,393	676,492
Dhaka Northern Power Generations Limited		33,362	165,359
Dhaka Southern Power Generations Limited		21,167	1,218,730
Chandpur Power Generations Limited		68,552	1,484,108
		789,474	3,544,689

38. Earning per share			
Net Profit attributable to the ordinary shareholders (Tk.)		150,478,139	150,605,237
Weighted average number of shares (Nos.) (Note: 38.1)		181,118,901	181,118,901
Basic Earning per share (EPS)/Restated EPS (Tk.)		0.83	0.83

38.1 Weighted Average Number of Shares Outstanding			
No. of shares before bonus share issued in 2022 for IY 2021-22		161,713,305	161,713,305
Bonus shares issued in 2022 for Income Year (IY) 2021-22		19,405,596	19,405,596
Weighted average number of shares outstanding(Restated)		181,118,901	181,118,901

** Weighted average number of shares outstanding has been restated/adjusted (as per Para-64 of IAS-33) by the number of Stock Dividend 19,405,596 issued during 2022 for income year 2021-2022.

38.2 Diluted earnings per share			
No diluted earnings per share is required to be calculated for the periods presented as there has no dilutive potential ordinary shares.			

38(a) Consolidated earning per share			
Net Profit attributable to the ordinary shareholders (Tk.)		643,983,588	1,667,943,749
Weighted average number of shares (Nos.) (Note: 38.1)		181,118,901	181,118,901
Earning Per Share (EPS)/Restated EPS (Tk.)		3.56	9.21

** EPS has decreased for incurring significant amount of exchange loss in foreign currency transactions incurred by subsidiary companies for significant devaluation of BDT against USD.

39. Net Operating Cash Flow Per Share (NOCFPS)			
Net operating cash flows		325,760,034	95,821,984
Weighted average number of ordinary shares (Note: 38.1)		181,118,901	181,118,901
		1.80	0.53

39(a) Consolidated Net Operating Cash Flow Per Share (CNOCFPS)			
Net operating cash flows (Note: 38.1)		3,257,047,649	(5,210,038,725)
Weighted average number of ordinary shares		181,118,901	181,118,901
		17.98	(28.77)

**CNOCF has increased remarkably because of significant recovery of receivable from BPDB and decrease in payment to suppliers for efficient inventory management compared to last year.

	2022-2023 Taka	2021-2022 Taka
40. Reconciliation of net profit with cash flow from operating activities		
Net profit after income tax	150,478,139	150,605,237
Adjustment for:		
Depreciation	209,435,339	208,650,592
Depreciation of right of use of lease land	1,167,528	1,167,528
Interest income from bank deposits	(565,857)	(468,608)
Gain on sale of non-current asset	-	(2,012,254)
Finance expense-Unwinding discount on lease arrangement	372,957	467,934
Unrealized foreign exchange loss	163,310	1,084,039
Changes in:		
Inventories	28,723,477	(43,557,912)
Trade and other receivables	(377,931,318)	(175,331,608)
Advance, deposit and prepayments	32,241,416	(27,013,892)
Deferred revenue	(11,206,693)	(2,552,323)
Lease liabilities	(1,500,000)	(1,500,000)
Trade payable	291,925,423	(11,528,247)
Liabilities for expenses and others	2,776,827	(2,440,836)
Provision for income tax	(320,514)	252,335
Net cash flow from operating activities	325,760,034	95,821,984

40(a) Consolidated reconciliation of net profit with cash flow from operating activities

Net profit after income tax	648,722,716	1,677,664,697
Adjustment for:		
Depreciation	1,119,507,949	706,691,825
Depreciation of right of use of lease land	7,392,278	7,392,278
Interest income from bank deposits	(813,116)	(8,472,327)
Gain on sale of non-current asset	-	(2,012,254)
Finance expense-Unwinding discount on lease arrangement	3,771,648	4,258,591
Unrealized foreign exchange loss	88,354,722	543,359,480
Changes in:		
Inventories	299,830,031	(767,172,803)
Trade and other receivables	745,628,940	(7,652,534,630)
Advance, deposit and prepayments	40,153,665	(38,554,120)
Deferred revenue	163,682,040	2,036,074
Lease liabilities	(10,153,750)	(5,525,000)
Trade payable	333,501,180	(12,254,645)
Interest Payable	(149,445,929)	135,058,866
Liabilities for expenses and others	(31,190,156)	201,341,156
Provision for income tax	(1,894,569)	(1,315,913)
Net cash flow from operating activities	3,257,047,649	(5,210,038,725)

41. Financial risk management

International Financial Reporting Standard (IFRS-7): Financial Instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the companies policies for controlling risks and exposures. The company has exposure to the following risks from its use of financial instruments.

- Credit risk
- Liquidity risk
- Market risk
- Currency risk
- Interest rate risk

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the company.

41.1 Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers and investment securities. The company's sales are made to Government entity, Bangladesh Rural Electrification Board (BREB) and Bangladesh Power Development Board (BPDB) under the conditions of 15 years Power Purchase Agreement (PPA).

Exposure to credit risk

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

Trade and other receivables

Advance, deposit & prepayments

Current A/C with Subsidiaries & Sister Concerns

Cash and bank balance

	2022-2023 Taka	2021-2022 Taka
Trade and other receivables	849,844,378	471,913,060
Advance, deposit & prepayments	25,597,046	57,838,462
Current A/C with Subsidiaries & Sister Concerns	1,065,890,039	603,578,430
Cash and bank balance	4,958,911	8,844,803
	1,946,290,374	1,142,174,754

(a) Aging of trade and other receivables

Past due 0-30 days

Past due 31-90 days

Past due more than 90 days

Past due 0-30 days	224,856,797	113,938,891
Past due 31-90 days	324,420,785	189,030,614
Past due more than 90 days	300,566,796	168,943,555
	849,844,378	471,913,060

As at 30 June 2023	
Amount	(%)

(b) Credit exposure by credit rating

Trade receivables

Advance, deposit & prepayments

Current A/C with Subsidiaries & Sister Concerns

Cash and bank balance:

Cash in hand

Cash at bank:

Dhaka Bank Limited

Islami Bank Bangladesh Limited

Mutual Trust Bank Limited

NCC Bank Limited

The City Bank Limited

Prime Bank Limited

Trade receivables	849,844,378	43.66%
Advance, deposit & prepayments	25,597,046	1.32%
Current A/C with Subsidiaries & Sister Concerns	1,065,890,039	54.77%
Cash and bank balance:		
Cash in hand	182,947	0.01%
Cash at bank:	4,316,399	0.22%
Dhaka Bank Limited	1,384,553	0.07%
Islami Bank Bangladesh Limited	54,858	0.00%
Mutual Trust Bank Limited	614,586	0.03%
NCC Bank Limited	459,160	0.02%
The City Bank Limited	1,616,360	0.08%
Prime Bank Limited	186,883	0.01%

41.2 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 due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line 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 as at 30 June 2023:

Particulars	Carrying Amount	Maturity period	Nominal interest rate	Within 6 months or less	Within 6 -12 months	More than 1 year
	Taka	Taka	%	Taka	Taka	Taka
Lease liability	1,792,483	Dec-25	9.00	-	-	1,792,483
Deferred revenue	7,811,234	N/A	-	-	-	7,811,234
Deferred tax liability	1,078,870	N/A	-	-	-	1,078,870
Trade payable	471,729,978	Oct-23	-	471,729,978	-	-
Current portion of long term loan	170,595,410	Jun-24	9.00	146,941,450	23,653,960	-
Current portion of lease liability	1,500,000	Jun-24	9.00	750,000	750,000	-
Current A/c (Payable) with subsidiaries and sister concerns	3,279,230,570	Jun-24	6.00	2,131,499,871	655,846,114	491,884,586
Liabilities for expenses	20,639,450	Dec-23	-	20,639,450	-	-
Provision for Income Tax	440,797	Jan-24	-	-	440,797	-
	3,954,818,793			2,771,560,749	680,690,871	502,567,172

41.3 Market risk

Market risk is the risk that changes in market prices such as foreign exchange rate and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

41.4 Currency risk

The Company is exposed to currency risk on purchases of spare parts of plant and machinery that are denominated in a currency other than the functional currency primarily Euro and U. S. Dollars. The effects of foreign purchase are insignificant to the Company. The Company has not entered into any type of derivatives instrument in order to hedge foreign currency risk as at 30 June 2023.

41.5 Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. Local currency loans are however not significantly affected by fluctuations in interest rates as the rate is below from market rate. The company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

42. Contingent liabilities/ off balance sheet items

42.1 Commitments

Letter of credit -MTBL

2022-2023
Taka

2021-2022
Taka

9,753,010

2,586,560

42.2 Contingent liabilities

Bank guarantee

The City Bank Limited
Islami Bank Bangladesh Limited
NCC Bank Limited
Mutul Trust Bank Limited

94,610,784

55,890,000

39,161,920

76,944,635

266,607,339

94,610,784

55,890,000

39,161,920

76,944,635

266,607,339

(See Annexure-C for details)

Corporate Guarantee Issued

In favor of	Given to	Guarantee amount (Tk.)	Outstanding loan amount
Dhaka Northern Power Generations Limited	Trust Bank Limited	3,670,000,000	3,670,000,000
	Islami Bank Bangladesh Limited	450,000,000	300,000,000
Dhaka Southern Power Generations Limited	NCC Bank Limited	4,270,000,000	4,270,000,000
	Islami Bank Bangladesh Limited	450,000,000	300,000,000
Chandpur Power Generations Limited	Sonali Bank Limited	1,500,000,000	-
	SABINCO	300,000,000	-
	Dhaka Bank Limited	5,000,000,000	4,000,000,000

All the three companies are almost 100% owned subsidiary of the company. No provision is required as per paragraph 4.2.1(C) of IFRS 9: Financial Instruments since no company has failed to repay the required loan amount which may make the company a party to the loan agreement.

43. i) Related party transactions

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

a) Transactions with key management personnel

Loans to directors

During the period/year, no loan was given to the directors of the Company.

Key management personnel compensation

Key management personnel compensation comprised the following:

2022-2023
Taka

2021-2022
Taka

Remuneration (Short-term benefit)

1,320,000

1,320,000

Key management personnel includes the Company's directors. Compensation includes salaries and other non- cash benefits.

b) Other related party transactions of the Company:

Name of Parties	Relationship	Nature of transaction	Net transaction during the period	Outstanding as on 30.06.2023	Outstanding as on 30.06.2022
Asian Entech Power Corp. Ltd.	Parent Company	Temporary Loan	11,720	11,720	-
Chandpur Power Generations Ltd.	Subsidiary Company	Temporary Loan	(930,221,459)	(666,633,163)	263,588,296
Dhaka Northern Power Generations Limited	Subsidiary Company	Temporary Loan	(244,164,262)	(1,845,093,931)	(1,600,929,669)
Dhaka Southern Power Generations Ltd.	Subsidiary Company	Temporary Loan	308,863,521	(767,503,476)	(1,076,366,997)
Doreen Power House & Technologies Ltd.	Sister Concern	Temporary Loan	725,888,185	1,065,878,319	339,990,134
Total			(139,622,295)	34,409,469	174,031,764

* Positive figure indicates debit balance(receivable) and negative figure indicates credit balance(payables) of current A/c.

ii) Particulars of Directors of Doreen Power Generations and Systems Limited (DPGSL) as at 30 June 2023:

Name of Directors	BOD of Doreen Power Generations and Systems Ltd.	Entities where they have interests
Tahzeeb Alam Siddique	Managing Director	Doreen Fashions Ltd. Doreen Washing Plant Ltd. Doreen Apparels Ltd. Nurun Nahar Textile Ltd. Eastern Cement Industries Ltd. Doreen Hotel and Resorts Ltd. Doreen Power House & Tech. Ltd. Doreen Garments Limited Asian Entech Power Corp. Ltd. Dhaka Northern Power Generations Limited Dhaka Southern Power Generations Limited Banco Energy Generation Ltd. Chandpur Power Generations Ltd. Manikgonj Power Generations Ltd. Doreen Trading Limited Pacific Dredging Limited
Anjabeen Alam Siddique	Chairman	Doreen Power House & Tech. Ltd. Asian Entech Power Corp. Ltd. Dhaka Northern Power Generations Limited Dhaka Southern Power Generations Limited Banco Energy Generation Ltd. Chandpur Power Generations Ltd. Manikgonj Power Generations Ltd. Doreen Trading Limited Pacific Dredging Limited
Dr. Muhammad Shahin Miah, CPA	Independent Director	Dhaka Northern Power Generations Limited Dhaka Southern Power Generations Limited Chandpur Power Generations Ltd.
Md. Ali Akbar	Director	Dhaka Northern Power Generations Limited Dhaka Southern Power Generations Limited Chandpur Power Generations Ltd.
Md. Abul Hasnat	Director	Dhaka Northern Power Generations Limited Dhaka Southern Power Generations Limited Doreen Power House & Tech. Ltd. Banco Energy Generation Ltd. Chandpur Power Generations Ltd.

44. Disclosure as per Schedule XI, Part II, Para 3 of the Companies Act 1994:

The company had 182 permanent employees as at 30 June 2023 and 194 permanent employees and as at 30 June 2022 and a varying number of seasonal and temporary workers as required. All permanent employees receive remuneration in excess of Tk. 36,000 per annum each.

	2023 No.	2022 No.
Number of Employee:		
Head Office Staff	22	24
Plant Staff	160	170
	182	194

45. (i) Disclosure as per Schedule XI, Part II, Para 4 of the Companies Act 1994:

Managing Director remuneration and benefit	1,320,000	1,320,000
--	------------------	------------------

No Board Meeting attendance fees have been provided to the director of the company.

(ii) Disclosure as per Schedule XI, Part II, Para 7 of the Companies Act 1994:

Name of Plant	Capacity (Kwh)	Actual Production (Kwh)		Capacity Utilization	
		2022-2023	2021-2022	2022-2023	2021-2022
Tangail Plant	192,720,000	126,435,014	161,114,240	66%	84%
Narshingdi Plant	192,720,000	132,296,220	139,859,856	69%	73%
Feni Plant	192,720,000	152,950,043	156,350,391	79%	81%

46. Events after the reporting period

The financial statements (both consolidated and separate financial statements) were authorized by Board of Directors on 12 October 2023 for publication. The Board of Directors recommended 11% cash dividend for the shareholders excluding the sponsors/Directors for the year ended on 30 June 2023 on their board meeting held on 12 October 2023. Therefore, the amount of cash dividend to be payable to the general shareholders is Tk. 66.53 million.

47. Comparative information

No significant rearrangement is made in the comparative information of separate financial statements of the Company to conform to current year's presentation.

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

Schedule of Property, Plant and Equipment

As at 30 June 2023

(Amount in Taka)

Category of assets	Cost			Rate (%)	Depreciation			Written Down Value as at 30 June 2023
	Balance as at 01 July 2022	Addition during the year	Disposal/ adjustment		Balance as at 30 June 2023	Addition during the year	Disposal/ adjustment	
a. Freehold Assets								
Land & land development	83,928,307	-	-	-	-	-	-	83,928,307
Building and premises	145,465,124	-	-	5%	72,622,519	7,273,256.20	-	65,569,349
Office decoration & renovation	194,387	-	-	20%	77,755	38,877.40	-	77,755
Power plant	1,778,189,065	2,500,000	-	3.33%	563,496,824	61,713,696	-	1,155,478,545
Machine overhauling	786,497,135	20,133,573	-	20%	622,973,838	110,910,065	-	72,746,804
Furniture and fixture	206,001	16,700	-	20%	74,180	44,540.20	-	103,980
Office and electrical equipment	721,754	14,900	-	20%	469,048	147,330.80	-	120,275
Office car/vehicle	12,463,583	-	-	20%	12,463,573	-	-	10
Sub Total	2,807,665,356	22,665,173	-		1,272,177,738	180,127,766	-	1,378,025,025
b. Revalued Assets								
Land & land development	35,962,317	-	-	-	-	-	-	35,962,317
Building & premises	29,623,482	-	-	5%	14,811,741	1,481,174.10	-	13,330,567
Power plant	835,627,599	-	-	3.33%	289,051,247	27,826,399	-	518,749,953
Sub Total	901,213,398	-	-		303,862,988	29,307,573	-	568,042,837
Grand Total as of 30 June 2023	3,708,878,754	22,665,173	-		1,576,040,726	209,435,339	-	1,946,067,862

a) Depreciation of Building & premises, Power plant and Machine overhauling have been charged as direct expenses

b) Other depreciation has been charged as administrative expenses

209,204,591
230,748
209,435,339

** Addition to power plant during the year Tk.2,500,000 is the value of provision made for assets retirement obligation against the land lease agreement of Narshingdi Plant.

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

Schedule of Property, plant and Equipment

As at 30 June 2022

(Amount in Taka)

Category of assets	Cost			Rate (%)	Depreciation			Written Down Value as at 30 June 2022
	Balance as at 01 July 2021	Addition during the year	Disposal/ adjustment		Balance as at 30 June 2022	Addition during the year	Disposal/ adjustment	
a. Freehold Assets								
Land & land development	84,600,986	-	672,679	83,928,307	-	-	-	83,928,307
Building and premises	145,465,124	-	-	145,465,124	5%	7,273,256	-	72,622,519
Office decoration & renovation	194,387	-	-	194,387	20%	38,877	-	77,755
Power plant	1,778,189,065	-	-	1,778,189,065	3.33%	59,213,696	-	563,496,824
Machine overhauling	742,055,977	44,441,158	-	786,497,135	20%	112,631,638	-	622,973,838
Furniture and fixture	164,901	41,100	-	206,001	20%	41,200	-	74,180
Office and electrical equipment	630,954	90,800	-	721,754	20%	144,351	-	469,048
Office car/vehicle	15,413,583	-	2,950,000	12,463,583	20%	15,413,572	2,949,999	12,463,573
Sub Total	2,766,714,977	44,573,058	3,622,679	2,807,665,356		179,343,018	2,949,999	1,535,487,618
b. Revalued Assets								
Land & land development	35,962,317	-	-	35,962,317	-	-	-	35,962,317
Building & premises	29,623,482	-	-	29,623,482	5%	1,481,174	-	14,811,741
Power plant	835,627,599	-	-	835,627,599	3.33%	27,826,399	-	546,576,352
Sub Total	901,213,398	-	-	901,213,398		29,307,573	-	597,350,410
Grand Total as of 30 June 2022	3,667,928,375	44,573,058	3,622,679	3,708,878,754	-	208,650,592	2,949,999	2,132,838,028
Grand Total as of 30 June 2021	3,613,033,942	54,894,434	-	3,667,928,375		196,045,872		2,297,588,242

a) Depreciation of Building & premises, Power plant and Machine overhauling have been charged as direct expenses

b) Other depreciation has been charged as administrative expenses

208,426,163
224,428
208,650,592

Doreen Power Generations and Systems Limited
Statement of land and land development

As at 30 June 2023

Annexure-B

SL. No.	Deed No.	Date of Registration	Land Area (Decimals)	Deed Value of Land (Taka)	Mutation status	Mutation (Area)	Location
1	10324	31.12.07	16.00	600,000	✓	16.00	Feni
2	333	13.01.08	17.00	340,000	✓	17.00	Feni
3	306	15.01.08	17.00	340,000	✓	17.00	Feni
4	1799	25.02.08	15.00	1,950,000	✓	15.00	Feni
5	1798	25.02.08	11.00	1,320,000	✓	11.00	Feni
6	3397	07.04.08	15.00	450,000	✓	15.00	Feni
7	9196	01.11.09	8.00	760,000	✓	8.00	Feni
8	9575	19.11.09	10.00	360,000	✓	10.00	Feni
9	9574	19.11.09	16.00	1,520,000	✓	16.00	Feni
10	10726	30.12.12	6.64	1,460,000	✓	6.64	Feni
11	5756	14.08.16	13.00	3,560,000	✓	13.00	Feni
12	2693	29.04.08	164.57	2,000,000	✓	164.57	Tangail
13	3511	05.06.08	53.54	778,764	✓	53.54	Tangail
14	4896	05.08.08	5.00	142,857	✓	5.00	Tangail
15	7325	13.10.11	21.43	1,500,000	✓	21.43	Tangail
Sub Total			389.18	17,081,621		389.18	
Add: Registration, development and other cost				66,846,686			
Total				83,928,307			

All the lands are subject to mortgage against loans from Mutual Trust Bank Limited.

DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

List of Outstanding Bank Guarantee

As at 30 June 2023

Annexure-C

SL. No.	Bank Guarantee No.	Date	Expiry Date	In favor of	Guarantee Issuing Bank	Purpose	Name of Plant	BG Amount (TK.)	Cash Margin (TK.)
1	186SD0007318	20.11.2018	19.11.2023	Titas Gas Transmission & Distribution Company Limited Bakhrabad Gas Systems Ltd. Rural Electrification Board	The City Bank Ltd. NCC Bank Ltd.	As "security deposit" to gas supplying authority for taking gas connection to Power Plant	Tangail	16,449,160	822,458
2	186SD0008318	18.12.2018	17.12.2023				Narsingdi	16,449,160	822,458
3	186SD0003519	02.07.2019	01.01.2024			As "Operational Bond"	Feni	16,449,160	822,458
4	241/2009	20.07.2009	20.07.2010			For repairing Cylinder Head	Narsingdi	36,677,920	1,833,546
5	67/2015	27.05.2015	26.11.2015			For repairing of failed Short Block	Head Office	62,500	62,500
6	112/2015	23.09.2015	22.03.2016					391,000	39,100
7	139/2015	23.11.2015	22.05.2016					400,500	400,500
8	53/2016	02.05.2016	01.11.2016	The Chief Controller of Import & Export	NCC Bank Ltd.	Goods for repairing of Alternator Stator and Rotor		463,500	463,500
9	182/2016	19.12.2016	17.09.2017			Export & re-import of repaired Alternator Rotor	Narsingdi	470,000	470,000
10	192/2016	26.12.2016	25.06.2017			For repairing of two Short Block	Head Office	696,500	696,500
11	IBBLHOC/DOREEN /BID/16/03	04.08.2016	07.11.2017	Secretary, Bangladesh Power Development Board	Islami Bank Bangladesh Ltd.	Tender security for a HFO based 100+/- 15% MW Power Plant	Bagerhat	55,890,000	5% in FDR Form
12	186SD0000217	22.01.2017	21.07.2017	The Commissioner of Customs, Customs House, Ctg.	The City Bank Ltd.	For repairing of two Short Block	Narsingdi	693,166	693,166
14	186SD0000717	19.02.2017	25.07.2017	The Manager, NCCBL, Motijheel main Branch	The City Bank Ltd.	Counter Guarantees against BG given to REB, Customs Benapole, The Chief controller of IMP-Exp	Head Office	38,303,000	1,915,150
15	186SD0004117	29.11.2017	28.05.2018	The Chief Controller of Import & Export	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	414,960	20,748
16	186SD0000218	08.01.2018	07.07.2018	The Commissioner of Customs, Customs House, Ctg.	The City Bank Ltd.	Export & re-import of repaired Shortblock	Head Office	410,910	20,546
17	186SD0000418	18.01.2018	07.07.2018	The Chief Controller of Import & Export	The City Bank Ltd.	Export & re-import of repaired Shortblock	Head Office	416,000	20,800
18	186SD0000918	14.02.2018	13.08.2018	The Chief Controller of Import & Export	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	416,000	20,800
19	186SD00005518	13.09.2018	12.03.2019	The Commissioner of Customs, Customs House, Ctg.	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	732,812	36,641

Sl. No.	Bank Guarantee No.	Date	Expiry Date	In favor of	Guarantee Issuing Bank	Purpose	Name of Plant	BG Amount (TK.)	Cash Margin (TK.)
20	186SD0005818	03.10.2018	02.04.2019	The Commissioner of Customs, Customs House, Ctg.	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	732,812	36,641
21	186SD0008018	17.12.2018	17.12.2023	The Chief Controller of Import & Export	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	732,812	36,641
22	186SD0000219	10.01.2019	09.07.2019	The Commissioner of Customs, Customs House, Ctg.	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	734,562	36,728
23	186SD0003419	13.06.2019	12.12.2019	The Chief Controller of Import & Export	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator		544,000	27,200
24	186SD0003919	16.07.2019	Continuous	The Commissioner of Customs, Customs House, Ctg.	The City Bank Ltd.	Export & re-import of repaired Short block	Head Office	540,769	540,769
25	186SD0005319	23.09.2019	22.03.2020	The Chief Controller of Import & Export	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	295,750	14,788
26	186SD0006119	15.10.2019	22.03.2020	The Commissioner of Customs, Customs House, Ctg.	The City Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	295,750	295,750
27	MTB/Banani/BG/Doreen Power/178/2020	29.06.2020	01.11.2020	The City Bank Ltd.	Mutual Trust Bank Ltd.	Take over of all non-funded liabilities under L/C	Head Office	21,539,073	-
28	MTB/Banani/BG/Doreen Power/179/2020	29.06.2020	31.07.2024	The City Bank Ltd.	Mutual Trust Bank Ltd.	Counter Guarantees against BG given to Titas Gas, Customs Benapole, The Chief controller of IMP-Exp	Head Office	51,058,200	2,552,910
29	0010821IOF000299	05.09.2021	Continuous					406,125	406,125
30	MITS/CGU/IBG/0128/2020	29.10.2021	29.04.2021	The Chief Controller of Import & Export	Mutual Trust Bank Ltd.	Export & re-import of repaired Rotor & Stator	Head Office	392,894	392,894
31	0010822IOF000068	22.03.2022	Continuous					600,094	600,094
32	00108201ICG000098	23.06.2021	23.12.2021					392,894	392,894
33	0010821ICG000129	16.11.2021	Continuous					406,410	406,410
34	0010822ICG000016	07.04.2022	Continuous	The Commissioner of Customs, Customs House, Ctg.	Mutual Trust Bank Ltd.	Export & re-import of repaired Alternator & Stator	Head Office	596,972	596,972
35	0010822ICG000091	13.11.2022	Continuous					735,695	735,695
36	0010823ICG000027	14.05.2023	Continuous					816,280	816,280
TOTAL									17,048,800



7.2 Brief Disclosures of Subsidiaries

DIRECTOR'S REPORT

To The Shareholders of Dhaka Northern Power Generations Ltd.

For the Year Ended 30 June 2023

DEAR SHAREHOLDERS, COLLEAGUE, LADIES & GENTLEMEN

ASSALAMU ALAIKUM,

The directors are pleased to present their report on the activities of the company together with the Audited Financial Statements of the company for the year ended 30 June 2023.

REFERRAL:

In terms of provisions of section 184 of the Companies Act, 1994, rule 12 (and the schedule there under) of the Securities and Exchange Rules 1987 and International Accounting Standards-1, it is the pleasure for the Board of Directors to submit its report to the Shareholders for the year ended 30 June 2023 in the following paragraphs:

BACKGROUND:

Dhaka Northern Power Generations Ltd. was incorporated on 25 June 2012 as a private company limited by shares. The company has signed Implementation Agreement with Power Division, The Ministry of Power, Energy and Mineral Resources, Power Purchase Agreement with Bangladesh Power Development Board (BPDB) and Land Lease Agreement with Bangladesh Rural Electrification Board (BREB) on 07 January 2012 for developing a 55 MW HFO Fired Power Plant at Singair, Manikgonj on BOO basis for a term of 15 years". This power plant has started commercial operation on 17 August 2016 and continued its operation throughout the year successfully.

The registered office of the company is situated at Walsow Tower, 21, Kazi Nazrul Islam Avenue, Dhaka-1000. The Authorized Capital is Tk. 1,500,000,000 (One Hundred and Fifty Crore) divided into 15,000,000 shares of Tk.100 each. The paid-up capital as on 30 June 2023 stood at Tk 1,130,450,000 consisting of 11,304,500 ordinary shares of Tk. 100 each.

SHAREHOLDING:

The Shareholding status as on 30 June 2023 of the company is as under:

Name of Shareholder	Number	Value	Percentage
Doreen Power Generations and Systems Ltd.	11,236,650	1,123,665,000	99.40%
Rupali Engineers and Traders Ltd.	67,850	6,785,000	0.60%
Total	11,304,500	1,130,450,000	100%

COMPANY'S OPERATIONS:

The position of its performance for the year ended 30 June 2023 is given below:

Particulars	30 June 2023
	Taka
Shareholders' Equity	1,130,450,000
Retained Earnings	2,462,139,638
Non-current Liabilities	848,504,728
Current Liabilities	3,545,784,746
Total Equity & Liabilities	7,986,879,112
Non-current Assets	3,259,833,187
Current Assets	4,727,045,925
Total Assets	7,986,879,112
Net Sales	4,289,217,505
Gross profit	1,049,417,297
Net profit after tax	282,086,207

APPOINTMENT OF AUDITORS:

Hoda Vasi Chowdhury & Co. Chartered Accountants was the auditor for last year and will retire at this Annual General Meeting and being eligible, offered themselves for re-appointment as external auditors for the year 2023-2024.

APPOINTMENT OF INDEPENDENT DIRECTOR:

Dr. Muhammad Shahin Miah, CPA -Independent Director of our holding company (Doreen Power Generations and Systems Limited) has been appointed as Independent Director by the Board of Director's Meeting held on 19 December 2022 and was approved by the shareholders in the AGM.

BOARD MEETINGS:

During the year (01 July 2022 to 30 June 2023) 07 (number of) Board Meetings were held. The attendance record of the Directors is as follows:

Name of the Directors	Position	Number of the Meetings held	Number of attendance
MS. Mahbuba Alam, Nominated By Rupali Engineers & Traders Ltd.	Chairman	7	7
Tahzeeb Alam Siddique, Nominated By Doreen Power Generations & Systems Ltd.	Managing Director	7	7
Anjabeen Alam Siddique, Nominated By Rupali Engineers & Traders Ltd.	Director	7	7
Mr. Md. Ali Akbar, Nominated By Doreen Power Generations & Systems Ltd.	Director	7	7
Mr. Towfiqul Islam Khan, Barrister at-Law Independent Director of Holding Company (DPGSL)	Independent Director	4	3
Dr. Muhammad Shahin Miah, CPA Independent Director of Holding company (DPGSL)	Independent Director	3	2

ACKNOWLEDGEMENT:

The Directors are pleased to record with appreciation and gratitude the co-operation and support provided by Shareholders, Customers, Bankers, Suppliers, Workers and Employees of the company without whose active support the result would not have been possible.

Looking forward for a bright future for all of us.

Thanking you,



Tahzeeb Alam Siddique
Managing Director

Hoda Vasi Chowdhury & Co

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Dhaka Northern Power Generations Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Dhaka Northern Power Generation Limited (“the Company”), which comprise the statement of financial position as at June 30, 2023 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2023 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters

We draw attention to Note # 3.7.1 of the financial statements, which describes that the management of the Company decided not to make any further provision for Workers Profit Participation Fund (WPPF) as the decision of Ministry of Power, Energy and Mineral Resources on request of Bangladesh Independent Power Producers Association (BIPPA) approached the Ministry of Labour and Employment to exempt the power producers in private sector from implementation of WPPF as required by the Labour Act 2006 (amended in 2013) is yet to be formed.

Our opinion is not modified in respect of this matter.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, the Companies Act, 1994 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.

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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.

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 explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books; and
- c) the statement of financial position and statement of profit or loss and other comprehensive income along with the annexed notes 1 to 32 dealt with by the report are in agreement with the books of account.



**Sk Md Tarikul Islam, FCA
Partner**

Membership no.: 1238
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2310031238AS858841

Dhaka, 03 October 2023

DHAKA NORTHERN POWER GENERATIONS LIMITED

Statement of Financial Position

As at 30 June 2023

	Notes	2023 Taka	2022 Taka
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	4	3,259,833,187	3,434,363,337
Current Assets			
Inventories	5	422,055,622	489,109,040
Trades Receivables	6	1,848,383,332	2,503,045,934
Current A/C with Parent and Sister Concerns	7	2,397,958,083	1,922,285,869
Advance, Deposit and Prepayments	8	10,766,440	19,203,647
Cash and cash equivalents	9	47,882,448	13,226,901
TOTAL ASSETS		7,986,879,112	8,381,234,728
Shareholders' Equity			
Share Capital	10	1,130,450,000	1,130,450,000
Retained Earnings	11	2,462,139,638	2,180,053,431
Non-Current Liabilities			
Long term loan	12	848,504,728	1,052,621,950
Current Liabilities			
Trade Payables	13	15,437,153	11,824,834
Current Portion of Long Term Loan	14	315,051,483	342,955,414
Short Term Loan	15	3,173,752,238	3,517,334,972
Interest Payable	16	21,542,914	37,977,166
Liabilities for Expenses	17	19,971,175	107,848,267
Provision for Income Tax	18	29,784	168,694
TOTAL EQUITY AND LIABILITIES		7,986,879,112	8,381,234,728

The annexed notes from 1 to 32 form an integral part of these Financial Statements.



Company Secretary



Director



Managing Director

This is the Statement of Financial Position referred to in our separate report of even date.



Sk Md Tarikul Islam, FCA
Partner

Membership no.: 1238
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2310031238AS858841

Dhaka, 03 October 2023

DHAKA NORTHERN POWER GENERATIONS LIMITED
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2023

	Notes	2023 Taka	2022 Taka
Revenue	19	4,289,217,505	4,895,285,903
Less: Cost of Sales	20	3,239,800,208	3,867,717,412
Gross Profit		1,049,417,297	1,027,568,491
Less: Operating Expenses			
General and Administrative Expenses	21	43,241,233	49,308,634
Gross Operating Profit for the year		1,006,176,064	978,259,857
Less: Financial Expenses	22	724,101,342	324,175,884
Net Operating Profit for the year		282,074,723	654,083,973
Add: Non- Operating Income			
Finance Income	23	44,846	59,379
Net Profit before Income Tax		282,119,569	654,143,352
Less: Income tax expense	24	33,362	165,359
Net Profit after Income Tax		282,086,207	653,977,993
Other comprehensive income		-	-
Total comprehensive income		282,086,207	653,977,993
Earnings per share			
Basic and diluted earnings per share	25	24.95	57.85

The annexed notes from 1 to 32 form an integral part of these Financial Statements.



Company Secretary



Director



Managing Director

This is the Statement of Profit or Loss and Other Comprehensive Income referred to in our separate report of even date.



Sk Md Tarikul Islam, FCA
Partner

Membership no.: 1238
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2310031238AS858841

Dhaka, 03 October 2023

DHAKA NORTHERN POWER GENERATIONS LIMITED

Statement of Changes in Equity

For the year ended 30 June 2023

AMOUNT IN TAKA

Particulars	Share Capital	Retained Earnings	Total
Balance as at 01 July 2022	1,130,450,000	2,180,053,431	3,310,503,431
Net Profit for the period	-	282,086,207	282,086,207
Balance as at 30 June 2023	1,130,450,000	2,462,139,638	3,592,589,638

Balance as at 01 July 2021	1,130,450,000	1,526,075,438	2,656,525,438
Net Profit for the period	-	653,977,993	653,977,993
Balance as at 30 June 2022	1,130,450,000	2,180,053,431	3,310,503,431

The annexed notes from 1 to 32 form an integral part of these Financial Statements.

Dhaka, 03 October 2023



Company Secretary



Director



Managing Director

DHAKA NORTHERN POWER GENERATIONS LIMITED

Statement of Cash Flows

For the year ended 30 June 2023

	2023 Taka	2022 Taka
A. Cash Flows From Operating Activities		
Receipt from customers	4,943,880,107	2,809,755,139
Payment to Suppliers and others	(2,992,207,777)	(3,779,806,650)
Payment for General and Administrative Expenses	(119,909,960)	38,790,956
Cash generated from operating activities	1,831,762,370	(931,260,554)
Financial Expenses Paid	(725,994,620)	(128,672,300)
Income tax Paid	(172,272)	(255,991)
Net cash flow from/used in operating activities	1,105,595,478	(1,060,188,845)
B. Cash Flows From Investing Activities		
Acquisition of Property, Plant and Equipment	(5,167,702)	(7,147,515)
(Payment to)/Received from Parent and Sister Concerns	(475,672,215)	(348,491,629)
Encashment of/(investment in) FDR	-	2,897,438
Interest received	44,846	59,379
Net cash flow used in investing activities	(480,795,071)	(352,682,326)
C. Cash Flows From Financing Activities		
Repayment of Long Term Loan	(232,021,154)	(278,350,238)
Receipt from/(Repayment of) Short Term Loan	(358,123,707)	1,424,977,102
Net cash flows from financing activities	(590,144,861)	1,146,626,864
D. Net increase/(decrease) in cash and bank balance (A+B+C)	34,655,546	(266,244,307)
E. Effects of exchange rate changes on cash and cash equivalents	-	-
F. Cash and cash equivalents at beginning of the year	13,226,901	279,471,208
G. Cash and cash equivalents at the end of the year	47,882,448	13,226,901

The annexed notes from 1 to 32 form an integral part of these Financial Statements.

Dhaka, 03 October 2023


Company Secretary


Director


Managing Director

DIRECTOR'S REPORT

To The Shareholders of Dhaka Southern Power Generations Limited

For the Year Ended 30 June 2023

DEAR SHAREHOLDERS, COLLEAGUE, LADIES & GENTLEMEN

ASSALAMU ALAIKUM,

The directors are pleased to present their report on the activities of the company together with the Audited Financial Statements of the company for the year ended 30 June 2023.

REFERRAL:

In terms of provisions of section 184 of the Companies Act, 1994, rule 12 (and the schedule there under) of the Securities and Exchange Rules 1987 and International Accounting Standards-1, it is the pleasure for the Board of Directors to submit its report to the Shareholders for the year ended 30 June 2023 in the following paragraphs:

BACKGROUND:

Dhaka Southern Power Generations Ltd. was incorporated on 25 June 2012 as a private company limited by shares. The company has signed Implementation Agreement with Power Division, The Ministry of Power, Energy and Mineral Resources, Power Purchase Agreement with Bangladesh Power Development Board (BPDB) and Land Lease Agreement with Bangladesh Rural Electrification Board (BREB) on 07 January 2012 for developing a 55MW HFO Fired Power Plant at Daulatpur, Nababganj on BOO basis for a term of 15 years". The 55 MW power plant has started commercial operation on 17 June 2016 and continued its operation throughout the year successfully.

The registered office of the company is situated at Walsow Tower, 21 Kazi Nazrul Islam Avenue, Dhaka-1000. The Authorized Capital is Tk. 1,000,000,000 (One Hundred Crore) divided into 10,000,000 Shares of Tk. 100 each. The paid-up capital as on 30 June 2023 stood at Tk. 793,500,000/- consisting of 7,935,000 ordinary shares of Tk. 100/- each.

SHAREHOLDING:

The Shareholding status as on 30 June 2023 of the company is as under:

Name of Shareholder	Number	Value	Percentage
Doreen Power Generations and Systems Ltd.	7,867,150	786,715,000	99.14%
Rupali Engineers and Traders Ltd.	67,850	6,785,000	0.86%
Total	7,935,000	793,500,000	100%

COMPANY'S OPERATIONS:

The position of its performance for the year ended 30 June 2023 is given below:

Particulars	30 June 2023
	Taka
Shareholders' Equity	793,500,000
Retained Earnings	2,538,045,306
Non-current Liabilities	1,091,941,665
Current Liabilities	2,081,176,248
Total Equity & Liabilities	6,504,663,219
Non-current Assets	2,994,354,743
Current Assets	3,510,308,475
Total Assets	6,504,663,219
Net Sales	4,150,333,150
Gross profit	1,066,982,108
Net income after tax	374,844,684

APPOINTMENT OF AUDITORS:

Hoda Vasi Chowdhury & Co. Chartered Accountants was the auditor for last year and will retire at this Annual General Meeting and being eligible, offered themselves for re-appointment as external auditors for the year 2023-2024.

APPOINTMENT OF INDEPENDENT DIRECTOR:

Dr. Muhammad Shahin Miah, CPA -Independent Director of our holding company (Doreen Power Generations and Systems Limited) has been appointed as Independent Director by the Board of Director's Meeting held on 19 December 2022 and was approved by the shareholders in the AGM.

BOARD MEETINGS:

During the year (01 July 2022 to 30 June 2023) 07 (number of) Board Meetings were held. The attendance record of the Directors is as follows:

Name of the Directors	Position	Number of the Meetings held	Number of attendance
MS. Mahbuba Alam, Nominated By Rupali Engineers & Traders Ltd.	Chairman	7	7
Tahzeeb Alam Siddique, Nominated By Doreen Power Generations & Systems Ltd.	Managing Director	7	7
Anjabeen Alam Siddique, Nominated By Rupali Engineers & Traders Ltd.	Director	7	7
Mr. Md. Ali Akbar, Nominated By Doreen Power Generations & Systems Ltd.	Director	7	7
Mr. Towfiqul Islam Khan, Barrister at-Law Independent Director of Holding Company (DPGSL)	Independent Director	4	3
Dr. Muhammad Shahin Miah, CPA Independent Director of Holding company (DPGSL)	Independent Director	3	2

ACKNOWLEDGEMENT:

The Directors are pleased to record with appreciation and gratitude the co-operation and support provided by Shareholders, Customers, Bankers, Suppliers, Workers and Employees of the company without whose active support the result would not have been possible.

Looking forward for a bright future for all of us.

Thanking you,



Tahzeeb Alam Siddique
Managing Director

Hoda Vasi Chowdhury & Co

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Dhaka Southern Power Generations Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Dhaka Southern Power Generation Limited ("the Company"), which comprise the statement of financial position as at June 30, 2023 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2023 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Emphasis of Matters

We draw attention to Note # 3.7.1 of the financial statements, which describes that the management of the Company decided not to make any further provision for Workers Profit Participation Fund (WPPF) as the decision of Ministry of Power, Energy and Mineral Resources on request of Bangladesh Independent Power Producers Association (BIPPA) approached the Ministry of Labour and Employment to exempt the power producers in private sector from implementation of WPPF as required by the Labour Act 2006 (amended in 2013) is yet to be formed.

Our opinion is not modified in respect of this matter.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, the Companies Act, 1994 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.

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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.

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 explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books; and
- c) the statement of financial position and statement of profit or loss and other comprehensive income along with the annexed notes 1 to 34 dealt with by the report are in agreement with the books of account.



**Sk Md Tarikul Islam, FCA
Partner**

Membership no.: 1238
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2310031238AS847243

Dhaka, 03 October 2023

DHAKA SOUTHERN POWER GENERATIONS LIMITED

Statement of Financial Position

As at 30 June 2023

	Notes	2023 Taka	2022 Taka
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	2,994,354,743	3,191,771,004
Right of Use (ROU) Assets	4.1	2,965,694,261	3,156,918,188
Investments	5	28,011,382	34,236,132
		649,100	616,684
Current Assets			
Inventories	6	3,510,308,475	4,559,372,917
Trade and other receivables	7	452,953,561	583,467,256
Current A/C with parent & sister concerns	8	1,832,713,891	2,571,952,244
Advances, deposits and prepayments	9	1,204,405,260	1,378,951,258
Cash and cash equivalents	10	18,837,056	17,546,660
		1,398,708	7,455,499
TOTAL ASSETS		6,504,663,219	7,751,143,921
EQUITY AND LIABILITIES			
Shareholders' Equity			
Share capital	11	3,331,545,306	2,956,700,621
Retained earnings	12	793,500,000	793,500,000
		2,538,045,306	2,163,200,621
Non-Current Liabilities			
Long term loan	13	1,091,941,665	1,260,724,649
Lease liability net of current portion	14	1,067,553,751	1,229,874,176
		24,387,914	30,850,473
Current Liabilities			
Trade Payable	15	2,081,176,248	3,533,718,650
Current Portion of Long Term Loan	16	7,541,697	6,333,592
Current Portion of Lease Liability	14	193,014,654	187,421,158
Short Term Loan	17	9,257,500	8,050,000
Interest Payable	18	1,826,164,242	3,286,316,137
Liabilities for Expenses	19	19,455,495	30,703,334
Provision for income tax	20	25,703,477	14,770,121
		39,183	124,308
TOTAL EQUITY AND LIABILITIES		6,504,663,219	7,751,143,921

The annexed notes from 1 to 34 form an integral part of these Financial Statements.



Company Secretary



Director



Managing Director

This is the Statement of Financial Position referred to in our separate report of even date.



Sk Md Tarikul Islam, FCA
Partner

Membership no.: 1238
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2310031238AS847243

Dhaka, 03 October 2023

DHAKA SOUTHERN POWER GENERATIONS LIMITED
Statement of Profit or Loss and other Comprehensive Income
For the year ended 30 June 2023

	Notes	2023 Taka	2022 Taka
Revenue	21	4,150,333,150	4,966,997,163
Less: Cost of Sales	22	3,083,351,042	3,938,883,571
Gross Profit		1,066,982,108	1,028,113,592
Less: Operating Expenses			
General and Administrative Expenses	23	57,724,308	60,898,009
Gross Operating Profit for the year		1,009,257,800	967,215,583
Less: Financial Expenses	24	634,462,443	313,963,586
Net Operating Profit for the year		374,795,357	653,251,997
Add: Non- Operating Income			
Financial Income	25	70,495	65,582
Net Profit before Tax		374,865,852	653,317,579
Less: Income tax expense	26	21,167	1,218,730
Net Profit after Tax		374,844,684	652,098,849
Other comprehensive income		-	-
Total comprehensive income		374,844,684	652,098,849
Earnings per shares (EPS)			
Basic and diluted earnings per share	27	47.24	82.18

The annexed notes from 1 to 34 form an integral part of these Financial Statements.



Company Secretary



Director



Managing Director

This is the Statement of Profit or Loss and other Comprehensive Income referred to in our separate report of even date.



Sk Md Tarikul Islam, FCA
Partner

Membership no.: 1238
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2310031238AS847243

Dhaka, 03 October 2023

DHAKA SOUTHERN POWER GENERATIONS LIMITED

Statement of Changes in Equity

For the year ended 30 June 2023

AMOUNT IN TAKA

Particulars	Share Capital	Retained Earnings	Total
Balance as at 01 July 2022	793,500,000	2,163,200,621	2,956,700,621
Net Profit for the year	-	374,844,684	374,844,684
Balance as at 30 June 2023	793,500,000	2,538,045,306	3,331,545,306

Balance as at 01 July 2021	793,500,000	1,511,101,772	2,304,601,772
Net Profit for the year	-	652,098,849	652,098,849
Balance as at 30 June 2022	793,500,000	2,163,200,621	2,956,700,621

The annexed notes from 1 to 34 form an integral part of these Financial Statements.

Dhaka,
03 October 2023


Company Secretary


Director


Managing Director

DHAKA SOUTHERN POWER GENERATIONS LIMITED

Statement of Cash Flows

For the year ended 30 June 2023

	2023 Taka	2022 Taka
A. Cash Flows From Operating Activities		
Receipt from customers	4,889,573,636	3,366,778,224
Payment to Suppliers and others	(2,769,699,996)	(3,991,737,583)
Payment for General and Administrative Expenses	(40,796,141)	(53,164,556)
Cash generated from operating activities	2,079,077,498	(678,123,914)
Financial Expenses Paid	(622,655,382)	(122,796,014)
Income tax Paid	(106,292)	(1,228,369)
Net cash (used in)/flows operating activities	1,456,315,824	(802,148,297)
B. Cash Flows From Investing Activities		
Acquisition of Property, Plant and Equipment	(419,526)	(106,496,622)
Received from/(paid to) Parent & Sister Concerns	174,545,998	(181,714,743)
Investment in FDR	(32,417)	(27,251)
Interest income received	68,362	66,685
Net cash (used in)/flows from investing activities	174,162,418	(288,171,931)
C. Cash Flows From Financing Activities		
Repayment of Long Term Loan	(156,726,929)	(182,764,289)
Receipt from /(payment of) Short Term Loan	(1,479,808,103)	1,279,200,649
Net cash (used in)/flows from financing activities	(1,636,535,033)	1,096,436,360
D. Net (decrease)/increase in cash and bank balances (A+B+C)	(6,056,791)	6,116,132
E. Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at beginning of the year	7,455,499	1,339,367
F. Cash and Bank balances at end of the year	1,398,708	7,455,499

The annexed notes from 1 to 34 form an integral part of these Financial Statements.

Dhaka,
03 October 2023


Company Secretary


Director


Managing Director

DIRECTOR'S REPORT
To The Shareholders of Chandpur Power Generations Limited
For the Year Ended 30 June 2023

DEAR SHAREHOLDERS, COLLEAGUE, LADIES & GENTLEMEN

ASSALAMU ALAIKUM,

The directors are pleased to present their report on the activities of the company together with the Audited Financial Statements of the company for the year ended 30 June 2023.

REFFERAL:

In terms of provisions of section 184 of the Companies Act, 1994, rule 12 (and the schedule there under) of the Securities and Exchange Rules 1987 and International Accounting Standards-1, it is the pleasure for the Board of Directors to submit its report to the Shareholders for the year ended 30 June 2023 in the following paragraphs:

BACKGROUND:

Chandpur Power Generations Limited was incorporated under the Companies act 1994 on 18 June 2017 with incorporation number C-138420/2017 as a private company limited by shares. The company has signed Implementation Agreement with Power Division, The Ministry of Power, Energy and Mineral Resources, Power Purchase Agreement with Bangladesh Power Development Board (BPDB) on 17 January 2018 for developing a 115 MW HFO Fired Power Plant at Icholi Ghat, Chandpur on BOO basis for a term of 15 years". DPGSL owns 99.90% shares of the company. This power plant has started commercial operation on 11 February 2022 and continued its operation throughout the year successfully.

The registered office of the company is situated at Walsow Tower, 21, Kazi Nazrul Islam Avenue, Dhaka-1000. Authorized Capital is TK. 2,300,000,000 divided into 23,000,000 ordinary shares of TK.100 each. Paid-up capital as on 30 June 2023 stood at Tk.2,250,000,000 consisting of 22,500,000 ordinary shares of Tk. 100 each.

SHAREHOLDING:

The Shareholding status as on 30 June 2023 of the company is as under:

Name of Shareholder	Number	Value	Percentage
Doreen Power Generations and Systems Ltd.	22,477,500	2,247,750,000	99.90%
Doreen Power House & Technologies Limited	22,500	2,250,000	0.10%
Total	22,500,000	2,250,000,000	100%

COMPANY'S OPERATIONS:

The position of its performance for the year ended 30 June 2023 is given below:

Particulars	30 June 2023
	Taka
Shareholders' Equity	2,250,000,000
Retained Earnings/(loss)	21,065,538
Non-current Liabilities	4,648,509,323
Current Liabilities	4,768,004,375
Total Equity & Liabilities	11,687,579,236
Non-current Assets	6,530,251,327
Current Assets	5,157,327,909
Total assets	11,687,579,236
Net Sales	8,215,535,097
Gross profit	1,486,466,084
Net income/(loss) after tax	(158,686,314)

APPOINTMENT OF AUDITORS:

Existing Auditor, Aziz Halim Khair Choudhury, Chartered Accountants will retire at this Annual General Meeting and being eligible, offered themselves for re-appointment as external auditors for the year 2023-2024.

APPOINTMENT OF INDEPENDENT DIRECTOR:

Dr. Muhammad Shahin Miah, CPA -Independent Director of our holding company (Doreen Power Generations and Systems Limited) has been appointed as Independent Director by the Board of Director's Meeting held on 19 December 2022 and was approved by the shareholders in the AGM.

BOARD MEETINGS:

During the year (01 July 2022 to 30 June 2023) 07 (number of) Board Meetings were held. The attendance record of the Directors is as follows:

Name of the Directors	Position	Number of the Meetings held	Number of attendance
MS. Mahbuba Alam, Nominated By Rupali Engineers & Traders Ltd.	Managing Director	7	7
Tahzeeb Alam Siddique, Nominated By Doreen Power Generations & Systems Ltd.	Director	7	7
Anjabeen Alam Siddique, Nominated By Rupali Engineers & Traders Ltd.	Director	7	7
Mr. Md. Ali Akbar, Nominated By Doreen Power Generations & Systems Ltd.	Director	7	7
Mr. Towfiqul Islam Khan, Barrister at-Law Independent Director of Holding Company (DPGSL)	Independent Director	4	3
Dr. Muhammad Shahin Miah, CPA Independent Director of Holding company (DPGSL)	Independent Director	3	2

ACKNOWLEDGEMENT:

The Directors are pleased to record with appreciation and gratitude the co-operation and support provided by Shareholders, Customers, Bankers, Suppliers, Workers and Employees of the company without whose active support the result would not have been possible.

Looking forward for a bright future for all of us.

Thanking you,



Tahzeeb Alam Siddique
Managing Director



AZIZ HALIM KHAIR CHOUDHURY

CHARTERED ACCOUNTANTS

Exclusive Correspondent Firm of PKF International

Independent Auditor's Report

To the Shareholders of Chandpur Power Generations Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Chandpur Power Generations Limited (the Company), which comprise the Statement of Financial Position as at 30 June 2023, and the Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying Financial Statements present fairly, in all material respects, the Financial Position of the company as at 30 June 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 Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. Those matters were addressed in context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is produced in the context.

Corporate Office: House # 75/A, Abasar Bhaban (2nd Floor), Road # 5/A, Dhanmondi, Dhaka-1209.
Tel: +8809613339090-92, E-mail: ahkc@ahkcbd.com, www.ahkcbd.com

1. Revenue recognition	
See note # 20 & 6 to the financial statements	
Key audit matters	How the matters were addressed in our audit
<p>At year end of the Company reported total revenue of BDT. 8,215,535,097.</p> <p>Revenue recognition is a key area of judgement, particularly in relation to the following fact:</p> <ul style="list-style-type: none"> ● Energy revenue is made on the survey of the meter reading. The customers (or the government authority in this context) would verify the electrical energy output through physical inspection of meter and/ or review of relevant reports generated from the meter. Upon agreement by both parties, the electrical energy delivered for the month is evidenced by the approvals of the professional engineers representing the group and the customer. The meter is calibrated and certified by independent professional engineers on a regular basis; ● Capacity payments are recognized according to the terms set out in the Power Purchase Agreement (PPA); 	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> ● Assessed whether revenue recognition policies are applied through comparison with relevant accounting standards and industry practice, including the policy of not recognizing revenue where it is not probable that cash will be received. ● Tested the Group's controls over revenue recognition, including reconciliations between sales and cash receipts system and general ledger; ● Re-calculated the invoice amount as per Power Purchase Agreement (PPA); ● Assessed the reasonableness of revenue as per Power Purchase Agreement (PPA) (schedule 5); ● Assessed whether the implication of straight lining impact on revenue has been considered and reported accordingly; ● Assessed the calculation of capacity or rental revenue, fuel revenue and variable & operation maintenance revenue by ensuring that inputs used to the calculation have been derived properly; and ● Assessed the Group's disclosure of its revenue recognition policies, including the estimation and uncertainty involved in recording revenue provisioning.

Property, plant and equipment (PPE)	
See note # 4 to the financial statements	
Key audit matters	How the matters were addressed in our audit
<p>At the reporting date, the carrying value of the Company's property, plant and equipment amounted to Taka 6,530,251,327 which is 55.87% of total assets. The company capitalized PPE of BDT 117,757,454 in the current year.</p> <p>There are a number of areas where management judgment impacts the carrying value of Non-Current Assets, and the related depreciation. These include:</p> <ul style="list-style-type: none"> • Determining which costs meet the criteria for capitalization; • The estimation of economic useful lives and residual values assigned to property, plant and equipment. <p>The valuation of property, plant, and equipment was identified as a key audit matter due to the significance of management's judgments in determining its valuation.</p>	<p>Our audit procedures to assess the carrying value of PPE included the following:</p> <ul style="list-style-type: none"> • We assessed the design, implementation and operating effectiveness of key internal controls over the completeness, existence and accuracy of property, plant and equipment, including the key internal controls over the estimation of useful economic lives and residual values; • We assessed, on a sample basis, costs capitalized during the year by comparing the costs capitalized with the relevant underlying documentation, which included purchase agreements and invoices, and assessing whether the costs capitalized met the relevant criteria for capitalization;

Reporting on Other Information

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

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As a 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, misrepresentation, 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 doubts on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the 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 matter 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 matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would be reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and other applicable laws and regulations. We, as required by law, further report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts, records and other statutory books are required by law have been kept by the Company so far as it appeared from our examinations of those books;
- c) The information and explanations required by us have been received and found satisfactory;
- d) The Statement of Financial Position, and the Statement of Profit or Loss and Other Comprehensive Income and Statement of Changes in Equity and Statement of Cash Flows of the Company dealt with by the report are in agreement with the books of account and returns; and
- e) The expenditure was incurred for the purpose of the Company's business.

Signed for & on behalf of
Aziz Halim Khair Choudhury
 Chartered Accountants



Signed by
Golam Fazlul Kabir FCA
 Partner

ICAB Enrolment #: 1721
 DVC # 2309041721AS394104

Dhaka
 04 September 2023

CHANDPUR POWER GENERATIONS LIMITED

Statement of Financial Position

As at 30 June 2023

	Notes	AMOUNT IN TAKA	
		30.06.2023	30.06.2022
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	6,530,251,327	6,951,225,177
Current Assets			
Inventories	5	331,788,828	405,328,270
Trade and other receivable	6	4,064,580,491	3,794,239,794
Advance, Deposit and Prepayments	7	60,506,371	71,741,944
Current A/C with Parent & Sister Concerns	8	670,295,867	577,400,270
Cash and Cash Equivalents	9	30,156,353	24,037,669
TOTAL ASSETS		11,687,579,236	11,823,973,124
EQUITY AND LIABILITIES			
Shareholders' Equity			
Issued, Subscribed and Paid up Capital	10	2,250,000,000	2,250,000,000
Retained Earnings	11	21,065,538	179,751,852
Non-current Liabilities			
Long Term Loan	12	4,648,509,323	5,068,775,214
Deferred revenue	13	4,469,032,193	5,064,186,817
		179,477,130	4,588,397
Current Liabilities			
Trade Payable	14	47,030,773	10,275,440
Current Portion of Long Term Loan	15	442,445,339	431,259,191
Short term loan	16	3,921,580,784	3,463,540,033
Interest Payable	17	91,280,842	213,044,679
Liabilities for Expenses	18	265,612,461	205,922,518
Provision for income tax	19	54,176	1,404,197
TOTAL EQUITY AND LIABILITIES		11,687,579,236	11,823,973,124

The annexed notes 1 to 28 are an integral part of the these financial statements.



Company Secretary



Director



Managing Director

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

Signed for & on behalf of
Aziz Halim Khair Choudhury
Chartered Accountants



Signed by

Golam FazlulKabir FCA
Partner

ICAB Enrolment #: 1721
DVC # 2309041721AS394104

Dhaka
04 September 2023

CHANDPUR POWER GENERATIONS LIMITED
Statement of Profit or Loss And Other Comprehensive Income
For the year ended 30 June 2023

	Notes	AMOUNT IN TAKA	
		2022-2023	2021-2022
Revenue	20	8,215,535,097	3,789,637,509
Less: Cost of Sales	21	6,729,069,012	3,115,982,053
Gross Profit		1,486,466,084	673,655,456
Operating Expenses			
General and Administrative Expenses	22	366,170,795	153,829,962
Profit/(Loss) Before Interest and Income Tax		1,120,295,289	519,825,494
Financial Expenses	23	1,279,093,640	302,464,939
Net Operating profit/(loss) for the year		(158,798,351)	217,360,555
Finance Income	24	180,589	5,106,171
Net Profit/(Loss) Before Tax		(158,617,763)	222,466,726
Less: Income Tax Expense	25	68,552	1,484,108
Net Profit/(Loss) After Tax		(158,686,314)	220,982,618

The annexed notes 1 to 28 are an integral part of the these financial statements.


Company Secretary


Director


Managing Director

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

Signed for & on behalf of
Aziz Halim Khair Choudhury
Chartered Accountants



Signed by
Golam Fazlul Kabir FCA
Partner

ICAB Enrolment #: 1721
DVC # 2309041721AS394104

Dhaka
04 September 2023

CHANDPUR POWER GENERATIONS LIMITED

Statement of Changes In Equity

For the year ended 30 June 2023

AMOUNT IN TAKA

Particulars	Share Capital	Retained Earnings	Total
Balance as on 01 July 2022	2,250,000,000	179,751,852	2,429,751,852
Net Loss during the period	-	(158,686,314)	(158,686,314)
Balance as at 30 June 2023	2,250,000,000	21,065,538	2,271,065,538

Balance as on 01 July 2021	2,102,850,000	(41,230,766)	2,061,619,234
Share issue	147,150,000	-	147,150,000
Net Profit during the period	-	220,982,618	220,982,618
Balance as on 30 June 2022	2,250,000,000	179,751,852	2,429,751,852

The annexed notes 1 to 28 are an integral part of the these financial statements.

Dhaka
04 September 2023


Company Secretary


Director


Managing Director

CHANDPUR POWER GENERATIONS LIMITED

Statement of Cash Flows

For the year ended 30 June 2023

	AMOUNT IN TAKA	
	2022-2023	2021-2022
A. Cash Flows From Operating Activities	369,376,313	(3,441,469,492)
Receipt from customers	8,120,129,670	-
Payment to suppliers and others	(6,088,644,544)	(3,393,480,124)
Payments for General and Administrative Expenses	(314,592,432)	(36,917,242)
Financial expenses paid	(1,346,863,248)	(8,011,130)
Income Tax Paid	(653,133)	(3,060,996)
B. Cash Flows From Investing Activities	(183,335,673)	(417,576,087)
Acquisition of Property, Plant and Equipment	(90,574,128)	(741,236,944)
Received from/(paid to) Parent & Sister Concerns	(92,895,597)	315,783,201
Interest income received	134,052	7,877,655
C. Cash Flows From Financing Activities	(179,921,955)	3,171,753,880
Received from Share Capital	-	147,150,000
Received from/(Payment of) Term Loan	(583,968,476)	760,436,808
Received from/(Payment of) Short Term Loan	404,046,521	2,264,167,072
D. Net Inflows/(Outflows) of Cash and Bank balance	6,118,684	(687,291,699)
E. Unrealized foreign exchange gain/(loss)	-	-
Add: Cash and Bank Balance at beginning of the period	24,037,669	711,329,368
F. Cash and Bank Balance at the end of the period	30,156,353	24,037,669

The annexed notes 1 to 28 are an integral part of the these financial statements.

Dhaka
04 September 2023


Company Secretary


Director


Managing Director



Doreen Power Generations and Systems Limited has been awarded "ICSB National Award 2022". Mr. Muhammed Amzad Shakil, GM & CS and Mr. Md. Nizam Uddin, AGM are receiving trophy and Certificate from Mr. Tapan Kanti Ghosh, Senior Secretary, Ministry of Commerce, GoB.



Senior officials of Doreen Power at "ICMAB Best Corporate Award" receiving program.

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NOTES

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Doreen Power Generations and Systems Ltd.

Walsow Tower, 21 Kazi Nazrul Islam Avenue, Dhaka-1000

PROXY FORM

I/We

of

being a member of Doreen Power Generations and Systems Ltd. and entitled to vote, hereby appoint

Mr./Ms.

of

as my/our proxy to attend and vote for me/us and on my/our behalf at the 16th Annual General Meeting (AGM) will be held on Thursday, 07 December 2023 , through Digital Platform with the **Link: <https://doreenpower.bdvirtualagm.com>** at 11:00 AM at or at any adjournment thereof or at any ballot to be taken in consequence hereof.

As witness my hand this..... day of December 2023

Revenue
Stamp of
Tk. 100/-

.....
(Signature of the Proxy)

Date:

.....
(Signature of the Shareholder)

Date:

Register BO ID:

E-mail:

Phone:

NOTE :

- (1) This form of proxy, duly completed and signed and stamped at BDT 100 must be sent by e-mail to info@doreenpower.com or cs@doreenpower.com at least 72 hours before the meeting.
- (2) Proxy is invalid if not signed and stamped as explained above.
- (3) Signature of the Shareholder must be in accordance with Specimen Signature recorded with the Company through CDBL.



CORPORATE OFFICE: House # 192/A, Lane-1, Mohakhali DOHS , Dhaka-1206
REGISTERED OFFICE: Walsow Tower, 21 Kazi Nazrul Islam Avenue, Dhaka-1000
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