



Unilever
Consumer Care
Limited

PREPARING TODAY FOR A POSITIVE FUTURE

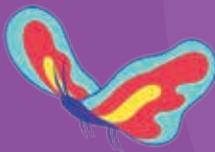
ANNUAL REPORT 2022





Unilever
Consumer Care
Limited

ANNUAL REPORT 2022



GENERAL INFORMATION

Board of Directors

Mr. Masud Khan, Chairman
Mr. Khan Salahuddin Mohammad Minhaj, Managing Director
Mr. Md. Zaved Akhtar, Non-Executive Director
Ms. Zinnia Tanzina Huq, Non-Executive Director
Mr. S.O.M. Rashedul Quayum, Non-Executive Director
Mr. Md. Abul Hossain, Non-Executive Director
Mr. Mohsin Uddin Ahmed, Independent Director
Mr. Reazul Haque Chowdhury, Independent Director

Audit Committee

Mr. Mohsin Uddin Ahmed, Chairman
Mr. Reazul Haque Chowdhury, Member
Mr. Md. Abul Hossain, Member
Ms. Zinnia Tanzina Huq, Member

Nomination and Remuneration Committee

Mr. Reazul Haque Chowdhury, Chairman
Mr. Mohsin Uddin Ahmed, Member
Mr. Md. Abul Hossain, Member
Ms. Zinnia Tanzina Huq, Member

Company Secretary

Mr. Md. Naharul Islam Molla

Leadership Team

Mr. Khan Salahuddin Mohammad Minhaj, Managing Director
Mr. Aditya Kumar, Marketing Director
Mr. Md. Naharul Islam Molla, Company Secretary and Regulatory Affairs Head
Mr. Md. Humayoun Kabir, Head of Finance
Ms. Shamima Akhter, Director - Corporate Affairs, Partnerships and Communications
Mr. Md. Tafizul Islam Pial, Head of Sales
Mr. Nabil Imran Siddiquee, Supply Chain Lead
Ms. Ishrat Ahmed, Senior Legal Counsel and Compliance Manager
Mr. Ahmed Inam, Human Resources Lead

Head of Internal Audit

Mr. Probal Raha

Factory and Registered Office

Fouzderhat Industrial Area
North Kattali, Chattogram - 4217

Corporate Office

Shanta Forum
10th Floor
187-188/B, Bir Uttam Mir Shawkat Sarak,
Dhaka-1208
Contact : +88 09610999190

Website

www.unilever.com/UCL-bd.html

Investors' Relations

Contact : +88 01324438744
E-mail: UCL.Bangladesh-info@unilever.com

Statutory Auditors

Rahman Rahman Huq
Chartered Accountants

Compliance Auditors

MABS & J Partners
Chartered Accountants

Credit Rating Company

Emerging Credit Rating Limited

Bankers

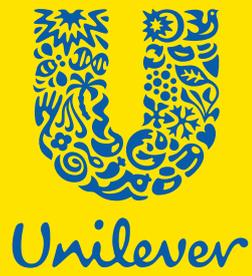
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank Limited
Sonal Bank Limited
BRAC Bank Limited

Insurers

Peoples Insurance Company Limited
Reliance Insurance Limited
Metlife Bangladesh

Legal Advisors

Syed Ishtiaq Ahmed and Associates
Tanjib-Ul Alam and Associates
Legal Counsel
Dr. Kamal Hossain and Associates
Rahman & Rabbi Legal
Vertex
Farooq & Associates



Unilever Consumer Care Limited



OUR LOGO



25 Symbols of Sustainable Living

Unilever is committed to making sustainable living commonplace and our logo is a visual expression of that commitment. Naturally, the big blue 'U' of our logo stands for Unilever. But look a little closer and you will see there is much more to it. Each icon within the logo has a rich meaning at its core, representing an aspect of our business and our purpose to make sustainable living commonplace. Learn more about them all below.

Sun



An infinite source of light and renewable energy. It represents our work to find innovative ways to reduce the greenhouse gas impact of our products across the lifecycle.

Dove



A symbol of freedom, empowerment, and self-esteem.

Plant



A symbol of the natural world we inhabit. It represents our commitment to reducing environmental impact across our value chain – from how we source raw materials, to our manufacturing operations, to the way consumers cook, clean, and wash with our products.

Spark



Represents Unilever's role as a catalyst for change, aiming to enhance the livelihoods of the people we work with around the world – our suppliers, distributors, and farmers.

Chilli pepper



One of the many fresh ingredients in our products. It represents our commitment to sourcing the agricultural raw materials for our products sustainably.

Spoon



A symbol of nutrition, tasting, and cooking. It represents our commitment to continually improving the taste and nutritional quality of all our food products, helping millions of people enjoy delicious food and achieve a healthier diet.

Bowl



A bowl of great smelling food symbolises our commitment to great ingredients and healthy mealtimes.

Flower



A symbol of sensitivity, care, and our respect for beauty; the beauty of our consumers, and the beauty of nature.

Ice cream



A treat, pleasure and enjoyment.

Hand



A symbol of sensitivity, care and need. It represents our commitment to helping people improve their everyday health and hygiene habits through our brands and health improvement programmes.



Hair

A symbol of beauty, looking good and feeling confident.



Lips

A symbol of communication, openness and transparency.



Swirl

Represents our passion for great flavours and taste.



Fish

Represents fresh food, sea and nature's resources.



Clothes

A symbol of fresh laundry, looking good and feeling confident.



Bee

Represents the community spirit of our people and our commitment to find innovative ways of working to reduce our environmental footprint.



Particles

A reference to science and our ongoing commitment to find new innovative ways to improve the lives of our consumers.



Waves

A symbol of cleanliness, freshness and vigor.



Transformation

A symbol of positive change or transformation. Our commitment to find new sustainable ways of doing business.



DNA

The double helix, the genetic blueprint of life and a symbol of Unilever's strong heritage of positive change that still lies at the heart of our business today.



Palm tree

A nurtured resource, symbolising our respect for the natural world tree, forests, growth, and environment.



Heart

A symbol of love, care and health. It represents our commitment to helping people take small everyday actions to improve their health and wellbeing.



Virtuous cycle

A continuous, virtuous circle that represents our work to reduce the waste associated with the disposal of our products.



Packaging

Symbolises our dedication to the consumer experience and our commitment to finding new and innovative packaging that is better for the consumer and the planet.



TABLE OF CONTENTS



OUR COMPANY AT A GLANCE

10

Our Story	10
Our Stance - Positive Nutrition	11
Growing with Purpose	12
Our Strategy	14
Our People	15
Notice of 50th Annual General Meeting	16
49th Annual General Meeting Moment	17
Message from the Chairman in English	18
Message from the Chairman in Bangla	20
Message from the Managing Director & CEO	21



BUSINESS ACTIVITIES

26

Our Products	27
Taking Nutrition to Everyone	29
Reaching Every Household	32
Operating with Agility	34
Safe and Responsible Workplace	35
People, Purpose and Progress	36
Growing with Bangladesh	38
Our Plastic Neutralisation Advancements	41



CORPORATE GOVERNANCE

44

Corporate Governance Framework	45
Report of Corporate Governance	46
Dividend Distribution Policy	56
Risk Management at Unilever	57
Internal Control Framework and Control Assurance	66
Useful Information for Shareholders	70
Board of Directors	76

Representation of Directors in Other Companies	87
Statement of Directors' Responsibility	88
Audit Committee Report	89
Nomination and Remuneration Committee Report	93
Leadership Team	96
Awards and Achievements	100



BUSINESS REVIEW

104

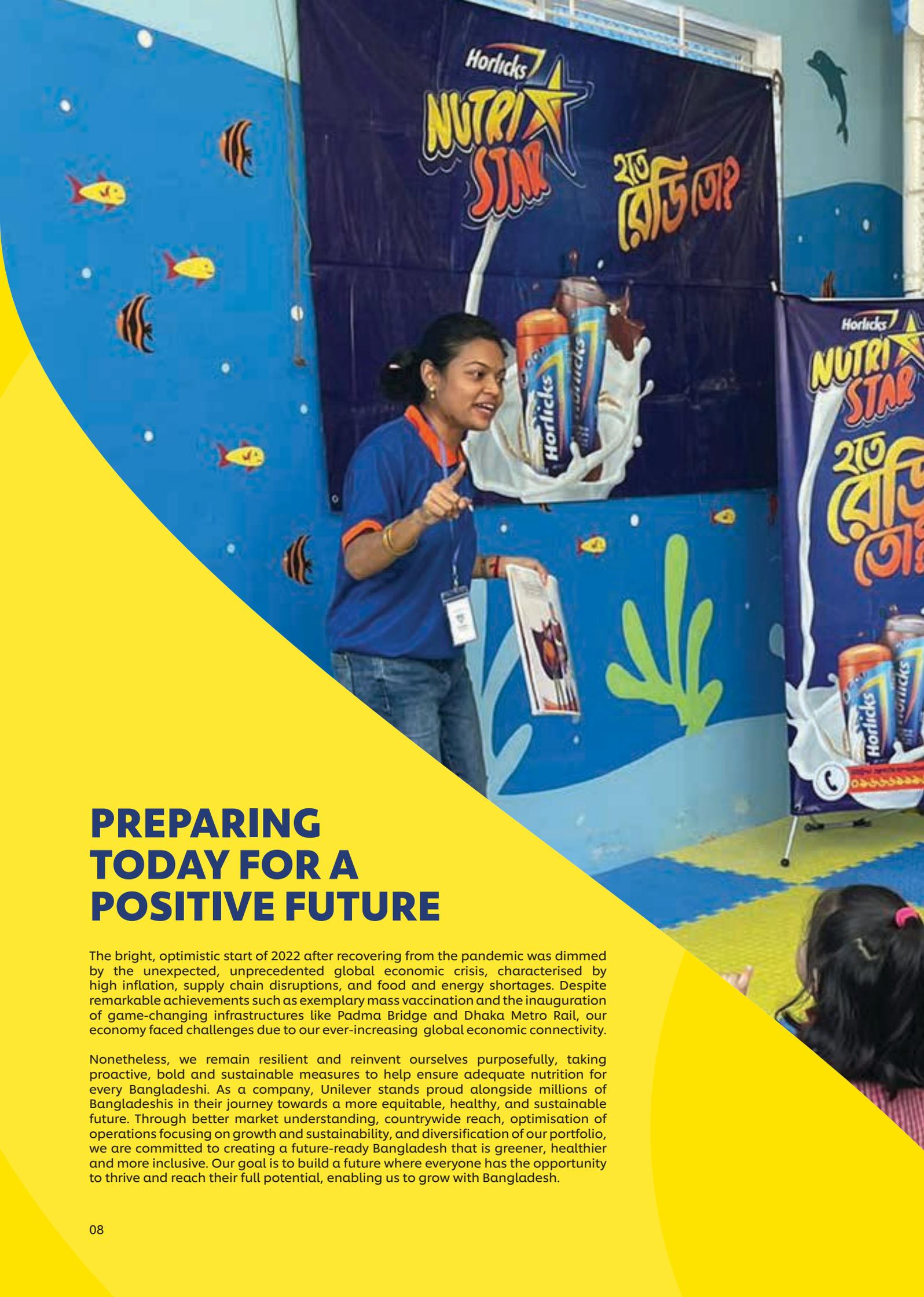
Directors' Report to the Shareholders in English	105
Directors' Report to the Shareholders in Bangla	114
Management Discussion and Analysis	123
Key Operating and Financial Data	125
Key Performance Indicators	127
Analysis of Revenue	129
Value Added Statement	130
Distribution of Value Addition	131
Shareholding Information	132
Certificate of Compliance	133
Corporate Governance Compliance Status	134
CEO and CFO Certification	149



FINANCIAL STATEMENTS

152

Independent Auditor's Report to the Shareholders	153
Statement of Financial Position	156
Statement of Profit or Loss and Other Comprehensive Income	157
Statement of Changes in Equity	158
Statement of Cash Flows	159
Notes to the Financial Statements	160



PREPARING TODAY FOR A POSITIVE FUTURE

The bright, optimistic start of 2022 after recovering from the pandemic was dimmed by the unexpected, unprecedented global economic crisis, characterised by high inflation, supply chain disruptions, and food and energy shortages. Despite remarkable achievements such as exemplary mass vaccination and the inauguration of game-changing infrastructures like Padma Bridge and Dhaka Metro Rail, our economy faced challenges due to our ever-increasing global economic connectivity.

Nonetheless, we remain resilient and reinvent ourselves purposefully, taking proactive, bold and sustainable measures to help ensure adequate nutrition for every Bangladeshi. As a company, Unilever stands proud alongside millions of Bangladeshis in their journey towards a more equitable, healthy, and sustainable future. Through better market understanding, countrywide reach, optimisation of operations focusing on growth and sustainability, and diversification of our portfolio, we are committed to creating a future-ready Bangladesh that is greener, healthier and more inclusive. Our goal is to build a future where everyone has the opportunity to thrive and reach their full potential, enabling us to grow with Bangladesh.



Our Story



We believe that good food with balanced nutrition should be available to everyone, everywhere. To help build a healthier nation and make nutrition accessible and affordable, Unilever Consumer Care Limited (formerly GlaxoSmithKline Bangladesh Limited) has been operating in Bangladesh since 1974. With international brands like Horlicks, Maltova, Boost, and GlucoMax D (previously known as Glaxose D), we have been enriching people's lives and partnering to build a healthy, sustainable future for Bangladesh. Since our inception, we have been introducing high-quality products with international standards and winning consumers' hearts. Harboring lovable popular brands, Unilever Consumer Care Limited (UCL) has fostered a positive corporate image. The company has a strong leading position in the Health Food Drink (HFD) Category of Bangladesh that we have been proudly maintaining. We take pride in our brands that always touch the lives of people, including Horlicks, which is one of the top brands in Bangladesh, among all categories. Since integrating with Unilever, a global leader in the Fast-Moving Consumer Goods (FMCG) industry, we have renewed our commitment to fighting malnutrition in Bangladesh through our purpose-led brands and initiatives. Guided by the sustainable living principles of our Unilever Compass, UCL is committed to ensuring "Positive Nutrition" and contributing to achieving the Sustainable Development Goals (SDG) of Zero Hunger (SDG 2) and Good Health and Wellbeing (SDG 3).



Our Stance Positive Nutrition

As an integral part of the Unilever family, Unilever Consumer Care Limited (UCL) remains steadfast in its commitment to ensuring “Positive Nutrition” and promoting the wellbeing of our consumers. At Unilever, we believe that everyone deserves the right to good nutrition. With our vision to ensure wellbeing for all, we foster our brands to aspire to be the best in delivering the superior-most value. And with every step we take with this vision, we unlock newer possibilities and potential for the world. Our portfolio of food and refreshment brands aim at making food more nutritious, attainable, and convenient by offering customers healthy and affordable options. We, as a company, proudly take a stand for “Positive Nutrition” and as a commitment towards the planet and society, we advocate for it. We are giving power to the people by offering more nutritious food and drink choices with our wide range of products. We are also taking action to encourage people to make better food choices, for example through our evidence-based, behaviour-change programmes and responsible marketing. We recognise the importance of advocacy in promoting broader changes, and we are partnering with like-minded organisations to make our food behaviour more sustainable.





Growing with Purpose

With around 170 million people and a per capita income of over USD 2800, Bangladesh is one of the most attractive FMCG growth markets due to its market potential, size and proximity. Despite economic progress, malnutrition is still a problem in Bangladesh and the government of Bangladesh is taking progressive measures to improve the situation as part of their Vision 2041 strategy. We also believe that everyone should have access to balanced nutrition and making nutrition affordable and accessible is also a priority for our growing global nutrition portfolio.

Unilever expanded and diversified its business in Bangladesh by incorporating nutrition into its already high-growth portfolio as per their growth strategy.

Unilever's primary goal is to establish a viable and long term nutrition business in Bangladesh and help the government's national strategy to eradicate malnutrition in all forms. With purpose-led brands like Horlicks

and Boost, and a product portfolio backed by strong nutritional claims, we know we have an influence on people's diet. Therefore, we always ensure that our food is a force for good.

To ensure a prosperous future, we want to invest in Bangladesh's biggest asset— people.

Thus, ensuring the nutritional wellbeing of all in a sustainable and lasting way is at the heart of everything we do. To build a future-fit enterprise, we are integrating technology into all of our processes. To satisfy changing consumer needs, we are continually innovating across the purpose-led portfolio. We are focusing on building our capabilities in channels of the future that are growing fast and driving profitability for the business. We manage our business with agility and resilience to deliver consistent, competitive, profitable and responsible growth.

Convenience

We want to make it easier for people to live well by eating delicious, better-for-you food. Our health drinks are all fortified with critical micronutrients – the much-loved Horlicks Classic, for instance, contains 23 vital nutrients. These are scientifically proven to support an individual’s growth and development and to help reduce micronutrient insufficiency in the diet. Horlicks continues to be one of the top brands in Bangladesh across all categories, due to the brand’s consistent delivery of its promise of nutrition to the consumers. The Horlicks range caters to the nutrition needs of different consumers, from children to adults. In addition, we provide our products across a full range of prices and pack sizes, from small sachets to larger family packs. The convenience of introducing variation in packaging, such as sachets, allows us to continue to provide consumers with the options to buy quality products in small amounts.



Affordable and Accessible Options

For many people in Bangladesh, proper nutrition is still out of reach. Cheaper food products are often associated with less healthy offerings. We want to break this paradigm and ensure all have access to affordable, tasty, and nutritious food. This is critical as incomes become more and more polarised and inequalities still exist in terms of accessibility. Using our insight-driven, region-specific go-to-market strategy, we aim to make our products more accessible, for all.

Reaching the ‘last mile’

Conflicting and contradictory health issues like malnourishment on one hand, and social and environmental issues like food poverty on the other – are part of a complex, interdependent system. We are working with governments, NGOs and others to improve the situation and advocating transformational change. From leveraging our retailer development initiative “Pallydut” to accelerating eCommerce platforms like Ushop, we are driving leadership through insight and intelligence. We are also continuing to innovate and amplify different distribution channels to help us increase access to quality, affordable products.



Responsible Marketing

We are committed to promoting healthy diets, not just by providing more nutritious products. We are partnering with stakeholders like Bangladesh Food Safety Authority (BFSA) and Bangladesh Standards and Testing Institution (BSTI), Foreign Investors’ Chamber of Commerce and Industries (FICCI), Metropolitan Chamber of Commerce and Industries (MCCI), and Global Alliance for Improved Nutrition (GAIN) to aware, engage and advocate on issues like nutrition labeling, product reformulation, and responsible advertising.

Our Strategy

Unilever's compelling strategy (the compass) is driven by the purpose to make sustainable living commonplace. Every action we take, guided by the compass, is to create value for all of our stakeholders. This strategy has three pillars.



The compass aims to: shape customer behaviour change, embed sustainability into every part of our business, and bring others along. This compass capitalises on people's desire to see more progress than perfection. The compass has embedded targets of health and wellbeing, human rights, gender equity, climate change, fair value, reducing packaging and waste, driving innovation, and empowering people.

Underpinned by our values

Integrity

We do the right thing in every decision we make, supporting Unilever's long-term success

Respect

We treat people with dignity, honesty and fairness, and celebrate the diversity of people

Responsibility

We take care of the people, we serve and the world in which we operate

Pioneering

We have a passion for leading our industry, winning in the market, and intelligent risk-taking

For the benefit of our stakeholders



Consumers



Our people



Society



Planet



Customers



Shareholders

Our People

When we take care of our people, our people take care of the business. We want our people to be the best they can be at Unilever; rewarding them fairly for the work they do, whilst helping them to find their purpose. We give them a sense of belonging and the support they need to feel empowered, resourceful and healthy. As the landscape of work changes, we are equipping each of our employees to adapt and grow – and ultimately thrive – whether this means pursuing a new skill or different way of working or retraining. By doing so, we are helping everyone keep pace with change and continue to work with purpose.

We examine the future of work via three lenses: work, workplace, and workforce. Each role at UCL is viewed as a combination of capabilities rather than a job title. We strive to make sure that our employees have the skills and understanding they need to seek meaningful work. At Unilever our people are upskilled in specific skills such as quality, manufacturing, sales and marketing processes, new eras skills such as digital and data analytics, and leadership ethics in line with Unilever Standards of Leadership (SOL). To bring about more widespread and lasting change for our people and the future of employment, we are steering with progressive policies and continuing to ensure equality and diversity.



NOTICE OF 50TH ANNUAL GENERAL MEETING

Notice is hereby given that the 50th Annual General Meeting ("AGM") of Unilever Consumer Care Limited ("Company") will be held on Tuesday, 16th May 2023 at 11:00 a.m. The AGM will be conducted virtually by using **Digital Platform** through the link <https://unilevercl.bdvirtualagm.com> to transact the following businesses:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st December 2022 together with the Directors' Report and the Auditors' Report thereon.
2. To approve dividend for the year ended on 31st December 2022.
3. To elect or re-elect Directors in the vacancies caused under Article 85 and 89 of the Articles of Association of the Company.
4. To appoint Statutory Auditors for the year 2023 and to fix their remuneration.
5. To appoint Corporate Governance Compliance Auditors for the year 2023 and to fix their remuneration.

By order of the Board



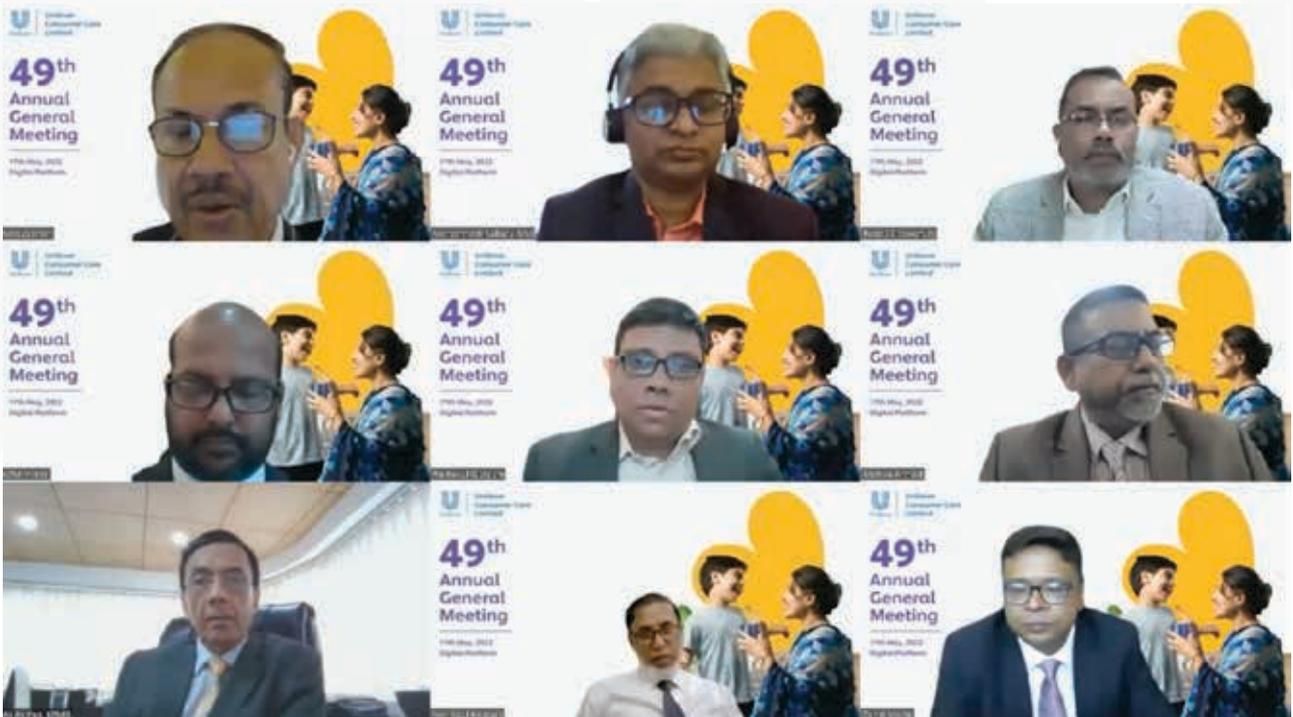
Md. Naharul Islam Molla
Company Secretary

Dhaka, 09 March 2023

Notes:

1. The Shareholders whose names appeared on the Member or Depository Register as on "Record Date" i.e. 03rd April 2023 are eligible to participate in the AGM and receive dividend.
2. Pursuance to Article 70 of Articles of Association of the Company, Corporate Shareholder of the Company, by resolution of its Directors or other governing body authorise such person as is thinks fit, to act as its representative at the AGM.
3. Pursuance to Article 71 of Articles of Association of the Company, a Shareholder entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his or her stead. The "Proxy Form", duly filled, signed and stamped at BDT 20 must be sent through email at UCL.Bangladesh-info@unilever.com not later than 48 hours before commencement of the AGM.
4. The Shareholders will be able to submit their questions or comments and also vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the Shareholders need to put their 16-digit Beneficial Owner ("BO") account number or Folio number as proof of their identity by visiting the link <https://unilevercl.bdvirtualagm.com>
5. The detailed procedures to participate in the virtual AGM along with link will be emailed to the Shareholders' email address as available in their BO account maintained with the Depository and also be available in Company's website at www.unilever.com/UCL-bd.html
6. For any technical difficulties may experience in joining the virtual AGM, Shareholders may contact cell number +8801678006132.
7. The soft form of Annual Report 2022 containing necessary statements and reports will be emailed to the Shareholders' email address in due course and also be available in Company's website.

49TH ANNUAL GENERAL MEETING MOMENT





Message from The Chairman

Dear Shareholders,

In 2022, we found ourselves in one of the most volatile and challenging times for conducting business in modern times. The ongoing global geopolitical crisis led to a disruptive chain of events at the heart of the global food and energy supply line, leaving businesses and consumers struggling with an unexpected surge in inflation. Despite challenging circumstances, I am delighted that our company showed exemplary resilience to ride out the storm. It gives me great pleasure to present the performance summary of Unilever Consumer Care Limited (UCL) for the year 2022, on behalf of the Board.

The year held great promise for global economic recovery, and in the early months of 2022, we witnessed hopeful signs of progress. But the escalation of geo-political conflicts in Europe resulted in commodity cost escalation, supply line gridlocks, and currency depreciation. As a food and nutrition company reliant on global supply chains for raw materials and commodities, the inflationary environment presented a unique set of challenges for us. In the later half of the year, inflation affected consumption, leading to volume decline and higher production costs, resulting in price increases across essential categories that dented consumers' purchasing power and consumer offtake.

Despite our best efforts in implementing cost-saving measures and improving operational efficiency, we experienced a 1.1% decline in revenue. In 2022, we faced a significant increase in the cost of goods sold due to rising input costs, which unfortunately could not be fully offset through price increases. However, we increased our gross profit by 1.4% thanks to well-thought investment decisions. As a result, we saw an improvement in our gross margin and increased interest income, which ultimately led to an increase in our profit margin for the year 2022.

According to the latest Global Economic Perspectives report released by the World Bank in January 2023, Bangladesh's GDP growth rate is expected to decrease from 7.2% to 5.2% for the Financial Year (FY) 2023. In light of these developments, we recognise the importance of conserving cash to maintain financial stability and prepare for future uncertainty of the global economic environment. As such, the Board of Directors has recommended a final dividend of 300%, with 240% being a cash dividend and 60% being a stock dividend, subject to your approval at the 50th Annual General Meeting.

In the midst of a challenging macroeconomic landscape with rising inflation affecting disposable incomes, we remained steadfast in our commitment to ensuring accessibility and affordability of our products through innovative sales channels, awareness initiatives, and pricing strategies. We have broadened our distribution channels and introduced more convenient and economical pack sizes to our consumers. However, we recognise that there is a need to increase consumer awareness of nutrition. Our company has upscaled the door-to-door campaign to raise awareness and to reach more consumers, particularly those in lower socio-economic classifications. These activities resulted in the rise of Horlicks' household penetration from 15.9% in 2020 to 26.3% in 2022, led by double-digit growth in small pack volumes.

Aligned with the Unilever Compass, we are driven by a shared responsibility to protect the planet's health, ensure consumer wellbeing, and empower communities. In recent years, we have taken significant strides to reduce our

carbon footprint by using better, recyclable plastic and green technologies at our production sites. Our unwavering commitment to sustainability has also led us to focus on advocating for the responsible use of plastic packaging and driving behavioural change through awareness to build a circular model for plastic waste. I am very proud to share that your company is the first company in Bangladesh to achieve plastic neutrality- which refers to the fact the company collects and processes more plastic waste than the plastic used for our production and packaging.

As a company, we believe in growing alongside Bangladesh and contributing to a brighter, healthier, and prosperous future. Our nation has overcome numerous challenges and emerged stronger and more resilient than ever before. In 2022, the successful completion of two mega-projects - the Padma Bridge and metro rail - signified significant improvements in the country's communication network, and we look forward to more development in 2023.

We want to grow in line with Bangladesh's economic progress and have reopened a part of our production facility in Chattogram while continuing to invest in technological innovation and market development. Through a relentless focus on innovation, sustainability, and excellence, we aim to create a brighter, healthier, and more prosperous Bangladesh.

As a Consumer Healthcare Company, our strategic framework revolves around Positive Nutrition, a global principle that prioritises the provision of high-quality, nutritious, and affordable food products. Our approach resonates with the SDGs Zero Hunger and Good Health and Wellbeing targets. We are committed to supporting the government's objectives of eradicating malnutrition by 2030 and achieving the Vision 2041 Healthcare Goal. By leveraging Horlicks, our leading nutritional brand, we intend to increase awareness and knowledge of proper diet and daily nutrition. Our overarching goal is to empower individuals to make informed decisions about their health and contribute to a healthier, more sustainable future for all.

None of our successes would have been possible without the unwavering dedication and tireless efforts of our team, who have gone above and beyond to deliver on our promises. I am deeply grateful for their hard work and commitment to our shared vision. I would also like to express my heartfelt appreciation to our customers, partners, regulators, and the Government, whose support has been vital to our continued growth and success. Finally, I extend my sincere gratitude to you, our esteemed shareholders, for your unwavering faith in us and your invaluable contributions to our journey. Together, we will continue to shape the future of our great nation and realise its full potential.

Sincerely,



Masud Khan
Chairman

চেয়ারম্যান মহোদয়ের বিবৃতি

প্রিয় শেয়ারহোল্ডার,

২০২২ সালে আমরা ব্যবসা পরিচালনায় স্বরণকালের অন্যতম কঠিন এবং অস্থিতিশীল সময়ের সম্মুখীন হয়েছি। চলমান বৈশ্বিক ভূ-রাজনৈতিক সংকটের কারণে বৈশ্বিক খাদ্যপণ্য ও জ্বালানির মূল সরবরাহ ব্যবস্থা ব্যহত হয়েছে। তাই ভোক্তা ও ব্যবসা উভয় পর্যায়েই এক নিজিরবিহীন মূল্যস্ফীতির দেখা দিয়েছে। তারপরও আমাদের কোম্পানি এই বিরূপ পরিস্থিতিতেও দৃষ্টান্তমূলক সহনশীলতা প্রদর্শনের মাধ্যমে এই দুর্ঘোষময়, প্রতিকূল সময় অতিক্রম করেছে। ২০২২ সালে ইউনিলিভার কনজুমার কেয়ার লিমিটেড (ইউসিএল)-এর কার্যক্রমের সংক্ষিপ্ত বিবরণী পরিচালনা পর্ষদের পক্ষ থেকে আপনাদের সামনে উপস্থাপন করতে পেরে আমি আনন্দিত।

বৈশ্বিক অর্থনীতিতে কোভিড-১৯ পরবর্তী প্রবৃদ্ধি পুনরুদ্ধারে ২০২২ সন্তাবনাময় একটি বছর ছিলো এবং বছরের শুরুতে আমরা সেরকম আশাব্যঞ্জক অর্থনৈতিক সূচকই দেখতে পাই। কিন্তু ইউরোপে ভূ-রাজনৈতিক সংকটের কারণে গুরুত্বপূর্ণ পণ্য এবং কাঁচামালের সরবরাহ বাধাগ্রস্ত হয়, এবং পরবর্তীতে এর প্রভাবে গোটা বিশ্বে দ্রব্যমূল্যের দাম বৃদ্ধি পায় এবং মুদ্রার অবমূল্যায়ন হয়। আমাদের কোম্পানিও কাঁচামাল ও ভোগ্যপণ্য আমদানির জন্য বৈশ্বিক বাজারের উপর নির্ভরশীল হওয়ায় কারণে অপ্রত্যাশিত এই মুদ্রাস্ফীতি আমাদের জন্যও এক প্রতিকূল পরিস্থিতি সৃষ্টি করেছে। একইসাথে বছরের দ্বিতীয় ভাগে মূল্যস্ফীতির কারণে ভোক্তা পর্যায়ে ভোগ্যপণ্যের ব্যবহার হ্রাস পাওয়ায় উৎপাদনের চাহিদা কমে আসে এবং উৎপাদন খরচ বৃদ্ধি পায়। এর ফলস্বরূপ, প্রায় সবগুলো ক্যাটাগরির পণ্যের দাম বৃদ্ধি পায় যা, ভোক্তাদের ক্রয়ক্ষমতাকে বিরূপভাবে প্রভাবিত করে।

কৃচ্ছতা সাধন এবং অপারেশনাল দক্ষতা বৃদ্ধিতে আমাদের সর্বোচ্চ প্রচেষ্টার স্বত্বেও ২০২২ সালে কোম্পানির আয় ১.১% হ্রাস পেয়েছে। যদিও উৎপাদন খরচ বৃদ্ধির কারণে আমাদের পণ্যের দামও উল্লেখযোগ্য ভাবে বৃদ্ধি পেয়েছে, তবুও উৎপাদন খরচ বৃদ্ধির প্রভাব বিক্রিত পণ্যের মূল্য বৃদ্ধির মাধ্যমে প্রশমিত করা সম্ভব হয়নি। তাসত্ত্বেও সুপারিকম্প্লিট বিনিয়োগের সিদ্ধান্তের কারণে আমাদের মোট মুনাফা ১.৪% বৃদ্ধি পেয়েছে। মূলত, আমাদের প্রান্তিক মুনাফা এবং আর্থিক বিনিয়োগ থেকে আয় বৃদ্ধি পেয়েছে, যা ২০২২ সালে আমাদের মোট মুনাফা বৃদ্ধিতে অবদান রেখেছে।

জানুয়ারি ২০২৩-এ প্রকাশিত সর্বশেষ গ্লোবাল ইকোনমিক প্রাসপেক্টিভ প্রতিবেদনে বিশ্বব্যাপক পূর্বাভাস দিয়েছে যে ২০২৩ অর্থবছরে বাংলাদেশের জিডিপি প্রবৃদ্ধি ৭.২% থেকে ৫.২%-এ নেমে আসবে। এইসব পরিস্থিতির বিবেচনায় অর্থনৈতিক স্থায়িত্ব বজায় রাখতে এবং বৈশ্বিক অর্থনীতির ভবিষ্যত অনিশ্চয়তায় প্রস্তুত থাকতে তারল্য সংরক্ষণ আমাদের জন্য খুবই গুরুত্বপূর্ণ। উল্লেখিত ব্যবসায়িক কার্যক্রম এবং অর্থনৈতিক অবস্থা বিবেচনা করে, পরিচালনা পর্ষদ ৩০০% ছুডান্ত লভ্যাংশ প্রস্তাব করেছে, এরমধ্যে ২৪০% নগদ লভ্যাংশ এবং ৬০% শেয়ার লভ্যাংশ। প্রস্তাবিত লভ্যাংশ শেয়ারহোল্ডারদের দ্বারা কোম্পানির ৫০তম বার্ষিক সভায় অনুমোদনের উপর নির্ভরশীল।

ক্রমবর্ধমান মুদ্রাস্ফীতি প্রভাব ফেলেছে আমাদের ভোক্তাদের ব্যবহারযোগ্য আয়ে। তবুও উদ্ভাবনী বিক্রয় পদ্ধতি, পণ্যের দাম নির্ধারণের প্রক্রিয়া এবং সতর্কতার সাথে নতুন উদ্যোগ গ্রহণের মাধ্যমে আমাদের পণ্যগুলিকে ভোক্তাদের ক্রয়ক্ষমতার মধ্যে রেখে প্রাপ্যতা নিশ্চিত করতে আমরা অবিরাম কাজ করে যাচ্ছি। আমাদের পণ্যের প্রাপ্যতা বৃদ্ধির জন্য আমরা আমাদের ডিসট্রিবিউশন নেটওয়ার্ক সম্প্রসারণ করেছি এবং ভোক্তাদের সুবিধার্থে সাশ্রয়ী মূল্যে ছোট, সুবিধাজনক ও উদ্ভাবনী প্যাক বাজারে নিয়ে এসেছি। আমরা বিশ্বাস করি যে, নিয়মিত পুষ্টিপণ্য ব্যবহারের প্রয়োজনীয়তা ও সুফল সম্পর্কে ভোক্তাদের সচেতনতা বৃদ্ধি করা প্রয়োজন। গত বছর সীমিত আয়ের মানুষদের হরলিব্র-এর পুষ্টিগুণ সম্পর্কে জানাতে ডোর টু ডোর ক্যাম্পেইনের মাধ্যমে, এক্সেস প্যাক নিয়ে বাড়ি বাড়ি গিয়ে সচেতনতা বৃদ্ধির কাজ করা হয়েছে। এইসব কার্যক্রমের ফলস্বরূপ, ছোটো প্যাক বিক্রিতে অঙ্কের প্রবৃদ্ধির পাশাপাশি হরলিব্রের হাউজহোল্ড পেনেট্রেশন ২০২২ সালে বৃদ্ধি পেয়ে ২৬.৩% হয় যা ২০২০ সালে ১৫.৯% ছিলো।

ইউনিলিভার কম্পাসের লক্ষ্য এবং অঙ্গীকার অনুযায়ী আমরা পরিবেশ সংরক্ষণ, ভোক্তাদের সুস্বাস্থ্য নিশ্চিতকরণ এবং একটি শক্তিশালী সমাজ গড়ে তোলার জন্য কাজ করে যাচ্ছি। সাম্প্রতিক সময়ে আমাদের উৎপাদন সাইটে, উন্নতমানের পুনঃব্যবহারযোগ্য প্লাস্টিক এবং পরিবেশবান্ধব প্রযুক্তির ব্যবহারের মাধ্যমে কার্বনের ফুটপ্রিন্ট হ্রাস করতে সক্ষম হয়েছি। একটি টেকসই ভবিষ্যত বাংলাদেশ তৈরির প্রতি আমাদের অঙ্গীকারের অংশ হিসেবে আমরা প্লাস্টিক প্যাকেজিং এর দায়িত্বশীল ব্যবহারে অ্যাডভোকেসি করছি এবং সচেতনতা বৃদ্ধি প্রোগ্রামের মাধ্যমে ভোক্তাদের আচরণগত পরিবর্তনের মাধ্যমে প্লাস্টিক বর্জ্যের জন্য একটি সার্কুলার ব্যবসায়িক মডেল তৈরিতে কাজ করে যাচ্ছি। আমি আপনাদের জানাতে পেরে গর্বিত যে বাংলাদেশের প্রথম কোম্পানি হিসেবে আমরা উৎপাদন এবং মোডকে ব্যবহৃত প্লাস্টিকের তুলনায় অধিক প্লাস্টিক সংগ্রহ এবং প্রক্রিয়াজাতকরণ করার মাধ্যমে প্লাস্টিক নিউট্রালিটি বা প্লাস্টিক নিরপেক্ষতা অর্জন করতে সক্ষম হয়েছি।

কোম্পানি হিসেবে, আমরা বাংলাদেশের সাথে একত্রে বেড়ে উঠায় এবং একটি স্বাস্থ্যকর এবং সমৃদ্ধ ভবিষ্যত নির্মাণে বিশ্বাসী। আমাদের দেশ এর আগেও অনেক প্রতিকূল পরিস্থিতি অতিক্রম করে পূর্বের তুলনায় আরও শক্তিশালী এবং সুদৃঢ় রাষ্ট্র হিসেবে আত্মপ্রকাশ করেছে। ২০২২ সালে উদ্বোধন হওয়া দুইটি মেগা উন্নয়ন প্রকল্প- পদ্মা সেতু এবং মেট্রোরেল বাংলাদেশের যোগাযোগ ব্যবস্থায় যুগান্তকারী পরিবর্তন নিয়ে এসেছে। ২০২৩ সালে আমরা আরও নতুন আকর্ষনীয় উন্নয়নের বিষয়ে আশাবাদী। উদ্ভাবনী প্রযুক্তি এবং বাজার উন্নয়নে বিনিয়োগ অব্যাহত রেখে বাংলাদেশের অর্থনৈতিক উন্নতির সাথে একত্রে বেড়ে উঠতে আমরা চট্টগ্রামে উৎপাদন কারখানার একটি অংশ পুনরায় চালু করেছি। দৃঢ়তা, সৃজনশীলতা এবং নৈপুণ্যের দিকে দৃষ্টি রেখে একটি, স্বাস্থ্যকর, সমৃদ্ধ এবং টেকসই ভবিষ্যত বাংলাদেশ গড়ে তেলাই আমাদের লক্ষ্য।

কনজুমার হেলথকেয়ার কোম্পানি হিসেবে আমাদের আমাদের কৌশলগত ব্যবসায়িক কাঠামো গড়ে উঠেছে পজিটিভ নিউট্রিশনকে কেন্দ্র করে। উচ্চমানের পুষ্টিপণ্য, মূলত মূল্যে সরবরাহ করা আমাদের এই বৈশ্বিক নীতির প্রধান উদ্দেশ্য। ক্ষুধা মুক্ত পৃথিবী এবং সুস্বাস্থ্য অর্জন, এই দুইটি সার্টাইনেবল ডেভলপমেন্ট গোল (এসডিজি), সরকারের ভিশন ২০৪৯ অনুযায়ী সুস্বাস্থ্য অর্জন এবং ২০৩০ সালের মধ্যে অশুষ্টি দূরীকরণে অবদান রাখতে আমরা অঙ্গীকারবদ্ধ। আমাদের উদ্দেশ্য, আমাদের প্রধান নিউট্রিশনাল ব্র্যান্ড হরলিব্রের মাধ্যমে দৈনন্দিন খাদ্যতালিকায় পুষ্টির এবং সুস্বাস্থ্যের প্রয়োজনীয়তা সম্পর্কে সচেতনতা বৃদ্ধি। স্বাস্থ্য সম্পর্কে তথ্যভিত্তিক সিদ্ধান্ত গ্রহণে ভোক্তাদের ক্ষমতায়নের মাধ্যমে আরও স্বাস্থ্যকর এবং সুদৃঢ় ভবিষ্যৎ গড়ে তেলাই আমাদের সামগ্রিক লক্ষ্য।

আমাদের সকল কর্মীদের অক্লান্ত প্রচেষ্টা এবং অপরিমিত দৃঢ়তা ব্যতীত আমাদের কোনো সাফল্য অর্জনই সম্ভব ছিলো না। আমাদের সম্মিলিত লক্ষ্য অর্জনে অঙ্গীকারবদ্ধ। কঠোর পরিশ্রমের জন্য সকলের প্রতি আমি কৃতজ্ঞ। আমাদের প্রতিনিয়ত উন্নয়ন এবং সাফল্য অর্জনে সার্বিক সহযোগিতার জন্য আমি ধন্যবাদ জানাতে চাই ভোক্তা, অংশীদার, নিয়ন্ত্রক এবং সরকারকে। সবশেষে আমি কৃতজ্ঞতা জানাতে চাই আমাদের শেয়ারহোল্ডারদেরকে যারা আমাদের প্রতি অটুটি বিশ্বাস রেখেছেন এবং আমাদের যাত্রায় অমূল্য অবদান রেখেছেন। একসাথে আমরাই পারবো দেশের পূর্ণ সন্তাবনা অর্জনের সাথে সাথে সুন্দর ভবিষ্যত গড়ে তুলতে।

ধন্যবাদান্তে,



মাসুদ খান
চেয়ারম্যান



Message from The Managing Director & CEO

"When written in Chinese, the word crisis is composed of two characters -- one represents danger, and the other represents opportunity." - John F. Kennedy

Dear Shareholders,

Since the emergence of digital technology and the internet, the world has been transforming faster than ever, which further escalated after the era defining global pandemic outbreak. The post pandemic world is the place of new learning, unlearning and relearning. That is why, we, as businesses, are trying to be more agile and adaptive so that we can better manage the dynamic and volatile business challenges. These challenges are more common now as the economies and societies are more

connected, interrelated and dependent. Bangladesh too, as one of the fastest growing economies of the world with increasing global business interest, is more connected with the global economic mainstream. That is why the global economic waves are now felt more directly and frequently in the local business environment. For example, the year 2022 will not only be remembered for remarkable achievements like the inauguration of mega infrastructure projects like the Padma Bridge and

Dhaka Metro Rail, but will also be remembered as a year of economic struggle due to exogenous factors.

The year started with optimism as we were witnessing post pandemic recovery trends across all sectors. Bangladesh has demonstrated extraordinary agility in executing an exemplary and successful COVID-19 vaccination programme, boasting a cohesive effort to inoculate a vast population. This has served as profound inspiration for me throughout the year. There were many achievements, such as 100% electrification of the country or crossing the 50 billion USD export earning milestone. However, 2022 will also be remembered for the global inflation and economic recession which impacted the whole world, including Bangladesh. The global recession was initiated due to the supply chain gridlock and shortage of essential energy and commodities that occurred as the aftermath of the Russia-Ukraine conflict.

This has not only caused shortage of crude oil, food grain and fertiliser, but also has sparked record inflation in all major economies. As a result, 2022 proved to be one of the most challenging years for businesses worldwide, characterised by unprecedented global inflation. Bangladesh's heavy reliance on import and higher import costs in this scenario caused a shortage in foreign reserves and currency devaluation. The national inflation rate, average consumer prices, rose to 9.1 in October 2022 according to the International Monetary Fund (IMF).

These challenges made the post-pandemic recovery difficult for us and other businesses, increasing food and energy insecurity. Our business, too, also suffered last year as the majority of our raw materials are imported. As the local currency weakened against the US Dollar, our raw material cost increased significantly. However, despite these obstacles, we remain committed to making



our products affordable for all as our product is a critical source of nutrition for our consumers. Therefore, we have made every effort to avoid passing on all the costs due to inflationary pressures on our consumers, even though we had to adjust prices. I am tremendously proud of our people's resilience and perseverance in facing these challenges with remarkable agility and fortitude.

By effectively managing our entire supply chain and scaling our consumer development programmes, we were able to navigate through a difficult year. We demonstrated resilience through careful inventory planning to avoid stock-outs and agility by delivering innovations ahead of schedule. Horlicks is the most loved Health Food Drink (HFD) brand in Bangladesh and has amplified its persistent campaign to educate people about healthy eating and improving their nutrition habits and cooking skills. After the successful pilot in 2021, we have scaled up our door-to-door awareness

programme last year, reaching 4.3 million households. Besides awareness, we have expanded our distribution network, with a one-third growth in the number of stores under our direct distribution. All of these persistent activities have resulted in Standard Horlicks penetration, increasing from 16.5% to 24.1% last year and by 2025, we aim to reach 60% of all Bangladeshi households. With a growing affluent middle class, there is significant potential for an increase in the consumption of our HFDs as convenient and affordable nutrition commodities. To meet this anticipated volume demand in years to come, we reopened part of our production facility in Fouzdarhat, Chattogram.

We had also been working on the insight that there is a market gap for affordable, specialised nutrition products for children under 5 years. To help parents further, we introduced Junior Horlicks Stage 1 in 2022, focusing on children between the ages of 2-5. We also improved the

formulation of Mothers Horlicks based on our research on the nutrition needs of the people of Bangladesh.

Throughout the year, our employees showed amazing dedication and agility to adapt to the volatility of the global economic crisis. As we did not have much control on the external factors, we focused on managing the health of the business by improving processes to drive efficiency and introducing new measures to optimise cost. As an outcome, we were able to improve our gross margin, and had more additional finance income. Along with the employees, I would like to also thank the leadership team for standing strong and steering the respective teams with courage and contemplation.

At Unilever, our business strategy centres around The Compass, a guiding force that prioritises the planet's health, consumer well-being, and community empowerment. Aligned with our commitment to work for a waste-free world, we have taken pioneering initiatives to reduce plastic waste in Bangladesh since 2019. We have initiated the largest municipal-backed plastic waste management initiative in Bangladesh to strengthen the post-consumer plastic waste value chain. In 2022, we have already achieved a significant milestone by collecting 1000 tonnes of post-consumer plastic waste, making us the first company in Bangladesh to achieve plastic neutrality. In 2022, we also continued our partnership with the Centre for the Rehabilitation of the Paralysed (CRP) as a testament to our commitment to leaving no one behind.

I am deeply moved by the fortitude and optimism of the people of my country amidst economic volatility. Even during this year of crisis, Bangladesh's per capita income increased to USD 2824, which is an increase of USD 233 from last year's figure. This achievement reminds us about the much talked about resilience of our economy and gives us confidence that we are on track to achieve our development vision by 2041. Access to positive and balanced nourishment is a part of that vision which till now is not an inherent entitlement for all communities. I take pride in our ongoing endeavours to transform this vision into a reality across Bangladesh. As we continue our fight against challenges such as malnutrition, we are proud to be part of this extraordinary journey to thrive for a future where every Bangladeshi has the opportunity to thrive and reach their full potential.

Thank you.

Yours sincerely,



Khan Salahuddin Mohammad Minhaj
Managing Director and CEO





Reinventing with purpose - embracing growth

We believe in offering healthier options that are affordable and accessible to all, and we are continuously improving the nutritional portfolio to ensure affordable and accessible nutrition products. We are continuously working to create a food system that gives people access to quality nutrition. By listening closely to our customers, we are able to leverage the latest cutting-edge technology to create innovative products that not only support healthier eating habits, but also help to safeguard our planet for future generations. By doing so, we are ensuring positive nutrition for Bangladesh.





BUSINESS ACTIVITIES

- 27 Our Products
- 29 Taking Nutrition to Everyone
- 32 Reaching Every Household
- 34 Operating with Agility
- 35 Safe and Responsible Workplace
- 36 People, Purpose and Progress
- 38 Growing with Bangladesh
- 41 Our Plastic Neutralisation Advancements

OUR PRODUCTS



Horlicks

Horlicks is the market leader when it comes to the Health Food Drinks category in Bangladesh. Enriched with 23 vital nutrients, Horlicks is clinically proven to help support children's immunity, healthy weight gain, healthy blood, better concentration, more muscles and more bone area. Thus, ensuring the proper growth of a child. Horlicks Classic Malt's tasty malt flavor is equally loved by children and adults. Chocolate Horlicks is another variant of Horlicks.

**Junior
Horlicks**

Junior Horlicks focuses on children between the age of 2-7 years. Stage 1 focuses on children between the age 2-5 and Stage 2 focuses on children between age 6-7. It is enriched with vital nutrients such as Vitamins, Iron, Protein, Calcium and other required minerals. These nutrients along with regular diet helps in completing A-Z nutrition of growing children. It is also fortified with DHA –which is known to help in brain development and function.



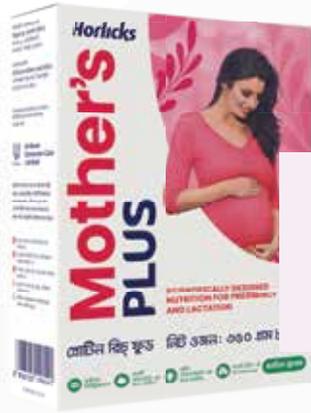
**lite
Horlicks**

Horlicks Lite is specially designed as a health food drink which ensures nourishment for active adults. Enriched with goodness of malted barley, it has zero cholesterol, high protein and no added sugar. Lite Horlicks contains a wide range of vital nutrients and minerals, including 6 antioxidant nutrients, it is a complete drink that will keep young adults going.

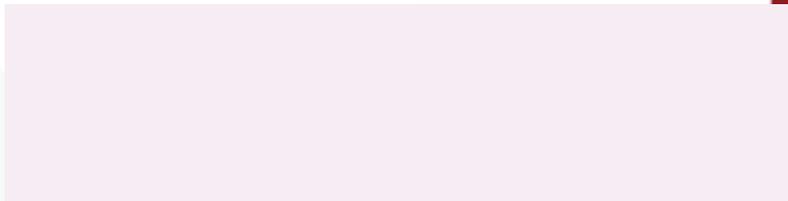
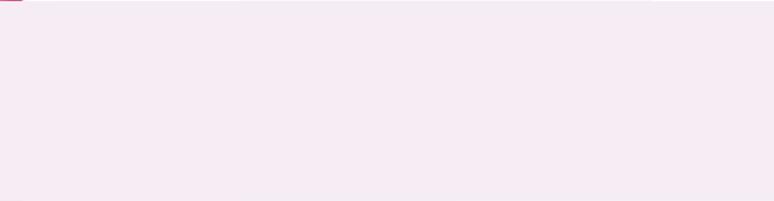
**Women's
PLUS**



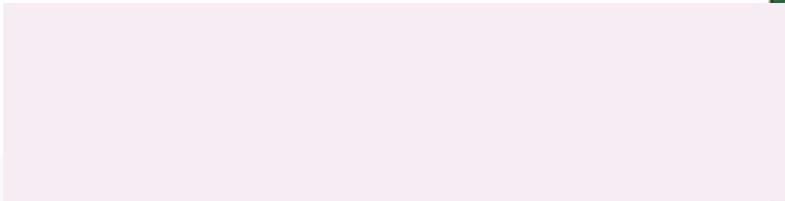
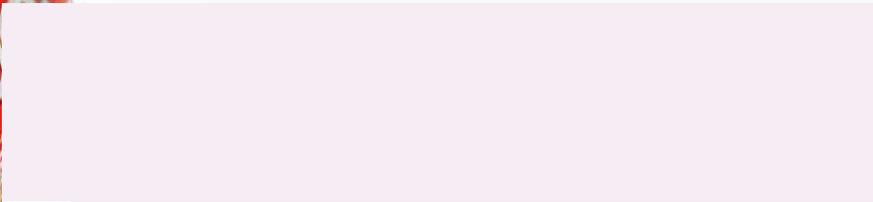
Horlicks Women's Plus aims to bring a solution for women in their 30s having issues with nutrition for good bone health. It is specially formulated for women as a nourishing beverage that provides 100% daily Calcium and Vitamin D. It has no added sugar, to support women's good bone health with the creative ideation of inspiring women to stand strong.



**Mothe
PLUS**



Boost





TAKING NUTRITION TO EVERYONE

Our mission is to make a positive impact by addressing malnutrition and stunting, and we believe we have a crucial responsibility to contribute in this regard. Through targeted outreach to parents, teachers, and practitioners, we aim to raise awareness about the nutritional needs of individuals, particularly children, and empower them to make informed choices that promote better health and wellbeing.

Standard Horlicks

Horlicks is a popular health food drink brand in Bangladesh that has been focused on educating consumers about the importance of a balanced diet, particularly for children. This year, the company launched a new TV commercial aimed at building product awareness. The commercial highlighted the nutritional benefits of Horlicks and its similarity to other nutritious foods like milk, spinach, and oranges. The company's objective of providing essential nourishment for everyone were reinforced by the commercial. Additionally, the company increased its door-to-door campaign to reach millions of parents and raise awareness about the importance of proper nutrition, and how Horlicks can help meet their child's nutritional needs. Under the "NutriStar" campaign, the company ran activities in schools to educate children and parents about maintaining proper nutrition for growth. To increase customer engagement and brand awareness for immunity, energy, and health, Horlicks also used digital media extensively. Finally, the company employed other marketing techniques like wall paintings, consumer promotions, and Outbound Dialer (OBD) calls to keep the brand top of mind for mothers across different segments. Overall, Horlicks has been focused on promoting proper nutrition and positioning itself as a trusted brand that can help meet the nutritional needs of children.



Junior Horlicks

Junior Horlicks has focused on consumer acquisition as part of its business strategy, targeting mothers with children under the age of 5 or 6. The brand has launched initiatives to increase consumer awareness, including door-to-door campaigns to thousands of families. The company introduced Junior Horlicks Stage 1 to focus on children between the ages of 2-5. To expand coverage even in remote regions of Bangladesh, the brand was supported by an expert marketing team that detailed rural medical practitioners. Junior Horlicks addresses the challenge of picky eaters among young children, which can make it difficult for mothers to ensure a balanced and healthy diet. To address this challenge, the brand received ample support on TV and digital media, with films focusing on children's fussiness around food. As a result, Junior Horlicks has become the largest health food drink brand for toddlers in Bangladesh.



GlucoMax D

GlucoMax D recently launched its largest campaign to date by changing its name from Galxose D to GlucoMax D. To support this campaign, the brand launched a new TV commercial featuring their brand ambassador Shakib Al Hasan with the core message "Galxose D is Now GlucoMax D." In addition, the brand also utilised Interactive Voice Response (IVR) calls to thousands of traders using Shakib Al Hasan's voice. GlucoMax D also collaborated with influencers in the digital space, which resulted in fantastic results for the brand.

The brand also maintained a stable presence on digital media and TV with its Ramadan and summer campaigns to drive brand awareness and engage consumers. Additionally, the brand launched wet sampling campaigns (giving consumers samples that they can consume immediately) and in-season consumer promotions to further increase consumer engagement.



Horlicks Plus Range

Horlicks Mother's Plus is focused on ensuring every child gets a head start in life by providing the right nutrition from the start for maternal health and the child's healthy birth weight and brain development. The brand launched a new TV commercial highlighting the importance of proper nutrition for young mothers and their children. The brand also conducted an extensive doctor detailing programme to educate nutritionists and doctors on the potential benefits of the product.

Digital campaigns and activations were carried out across different touch points throughout the country, and the brand was also present on e-commerce and in superstores. Women's Horlicks was also consistently present on digital media throughout the year with consumer activations focused on the bone density issues faced by women in Bangladesh. The Expert Marketing team has played a key role in detailing the benefits of both Horlicks Mother's Plus and Women's Plus to medical practitioners in both rural and urban areas, driving awareness and adoption of the products.



Boost

Boost is a very strategic product in our portfolio as it is trendy, sporty and youth focused. The brand is very popular among the youth and is associated with Bangladeshi sports icon Shakib Al Hasan, who is the brand ambassador. Boost was present at key sporting events in the country reminding consumers of the excellent product. Throughout 2022, Boost continued to communicate with their target group through digital media with a focus on highlighting the brands' delicious taste to consumers. The brands' social media accounts shared Do It Yourself (DIY) videos featuring recipes for healthy chocolate drinks, demonstrating that great taste and nutrition can coexist. Additionally, seasonal communications were released throughout the year, leveraging Boost's strong association with sports and energy.



Maltova

Maltova has a proud heritage of being in Bangladesh households for decades. The choco-caramel taste profile of this health food drink makes it unique, helping it carve out its own niche among home-chefs and children alike. The brand continues to be a small jewel in the business and sustains itself through its rich equity built up over decades.

REACHING EVERY HOUSEHOLD



Physical Reach Optimisation

In 2021, we had already extended our direct coverage up to 319,000 outlets which earlier used to be around 150,000. In 2022, in pursuit of steering the category growth through several price increases, key priorities were strengthening the direct coverage with last mile quality of control, in-store or market demand generation and enhancing footprints of our access packs at scale. In 2022, our directly covered universe size was 405,755, and the number of nutrition stores was 17,000. Key enablers and outcomes of the 2022 journey are highlighted below:



- **Ready Stock Delivery System:**

To ensure stronger last mile reach, along with ensuring distributors adequate return against the cost to serve, we deployed Ready Stock Delivery System (RSDS) model in 34 towns nationally. With the RSDS model and its newly deployed salesforce, we could include 55,000 grocery outlets in our direct coverage.

- **Expansion of Nutrition Stores:**

To build both salience at the point of purchase and stronger trade relationship, Nutrition Store has been acting as a key catalyst for the high contributing outlets with high shopper traffic. In 2022, we

onboarded 17,000 such outlets in the Nutrition Store programme which in 2021 was 12,000.

- **In market demand generation:**

For on-ground demand generation, we also deployed dedicated Shopper Activation programmes in 260 clusters along with “Laabher Bazar” where we deployed Brand Promoters to generate advocacy for Horlicks large packs.

- **Assortment:**

IQ is our outlet-level products suggestion model for the order collection wing. With multiple inputs in IQ, we delivered 10% assortment growth in 2022.

Stretching Value Packs Distribution

Amidst several rounds of price increases, in 2022, we maintained increasing distribution of our key strategic value packs.

- **Highest Penetration of Horlicks Sachet:**

As of standard Horlicks sachet direct coverage, we recruited 72,000 more outlets in 2022 on top of the 259,000 outlets that sachet reached in 2021. Also, with regular interventions in Alternative Route To Market, sachet also gained considerable last-mile coverage and reached 387,000 more outlets indirectly. The total store number for standard Horlicks sachet stands now as high as 750,000. After the launch of the Junior Horlicks sachet in 2022, we also reached 96,000 outlets with the Junior Horlicks sachet, along with strong Point of Sales Materials (POSM) deployment.

- **Horlicks 500g Pouch Distribution:**

Considering the upsurge in value-seeking consumer base, we reached more than 115,000 outlets with our pouch pack, which in 2021 was 75,000 outlets.



Bolstering Key Projects

- **In-Store Product Display (IPD) name change with amplified distribution and display:**

During the name change project, Glaxose D to GlucoMax D, we amplified the distribution of our IPD portfolio and added 38,000 more outlets in the universe of IPD. Also, we accelerated the number of outlets participating in in-store display programmes from only 1500 outlets in 2021 to 8000 outlets in 2022.

- **Junior Horlicks Stage -1 Launch:**

The launch of Junior Horlicks Stage-1 was crucial for the business to generate additional revenue from the Junior Horlicks segment. Within just 5 months of its national launch, Junior Horlicks Stage-1 was made available in 104,635 outlets through consistent efforts from the field forces. In compliance with the Breastmilk Substitutes (BMS) Act, we refrained from offering any trade discounts, activities, or Point of Sale Materials (POSM) for stage-1.



OPERATING WITH AGILITY



Despite external challenges in 2022, UCL Supply Chain (SC) has collaborated closely with the larger supply chain and category team to prioritise growth. The SC team has also focused on process and Standard operating procedure (SOP) harmonisation across Planning, Procurement, Logistics, and Quality departments to ensure supply to the market.

In line with the supply network simplification agenda, SC has optimised its depot in Gazipur and ramped up its own site in Chattogram to reduce distribution costs. Capacity augmentation projects have also been executed for growing pack formats and new penetration powerhouse packs while prioritising product quality and sachet supply continuity. SC has also made significant strides in environmental sustainability by overhauling its packaging material design, specification, sourcing, and operations. The company has also implemented operational efficiency improvement initiatives to reduce wastage, improve Overall Equipment Effectiveness (OEE) through preventive maintenance and hotspot management, and minimise downtime.



Stringent quality and operational controls have been put in place through QCM, PACE, CODEX, monthly cycle counts, and internal audits to pass multiple audits from Bangladesh Standard and Testing Institute (BSTI) for Package Commodity Rule (PCR) and Certification Marks (CM) licences and Department of Environment (DoE) as an authority. APR and regular Quality Council meetings help to maintain a Quality Mindset and fulfil the agenda of people and capability development. As a result of these efforts, SC has maintained a track record of zero safety incidents at manufacturing and zero market recall in 2022, building trust and satisfying consumers with the best quality products.

SAFE AND RESPONSIBLE WORKPLACE



Safety has always been paramount to Unilever and remains to be the utmost priority across its end-to-end operations. Unilever Consumer Care Limited (UCL) continues to promote a Zero Accident culture. UCL as a new organisation is able to deal with COVID-19 by following Unilever's own and Bangladesh Government protocols with great determination.

In pursuit of 'VISION ZERO', UCL has started embracing the Unilever Occupational Health, Safety standards. Behavioral Safety Excellence in short BeSafe is one of the most prestigious training in Unilever which talks about the behaviour part of safety. This year UCL management has been trained on BeSafe. Not only that, BeSafe training was conducted for contractors of the UCL units for the first time in Unilever Bangladesh to ensure that our partners are valuing safe behaviour to the same standard.

To inculcate safety behaviour as a culture through basic education of every employee, any person

joining is undergoing training before getting posted in their respective field. Also, several pieces of training were conducted on Emergency Rescue, Road Safety, Housekeeping, First Aid, Conveyor Safety, Machinery Safety, Lock Out Tag Out (LOTO), etc. In addition, at the end of the year, a self-audit was conducted following Unilever's framework standards, from which we can develop a complete roadmap for 2023.

UCL has continued the risk-management programmes, eliminating unsafe conditions, promoting safe behaviours, health and wellbeing support for employees, service providers, and contract manufacturers & partners.

Also, travel safety has been one of the focus points in UCL. UCL has already elevated the Safe Travel Standard by providing functional vehicles to field employees, installing telematics, and arranging behind-the-wheel driving training for chauffeurs.



PEOPLE, PURPOSE AND PROGRESS

As we transitioned into 2022, it was a time of great joy and enthusiasm for the employees of UCL. After two years of adapting to new ways of working in the midst of the pandemic, the team was thrilled to come back to the workplace and reunite with their colleagues. Despite the challenges of the past year, Unilever has continued to prioritise the wellbeing of its employees, encouraging them to blend their ways of work and providing the necessary resources to facilitate this. The employees involved in Sales and Manufacturing worked tirelessly from the field and factory throughout the pandemic to ensure the supply of UCL products in the market, and their efforts have only grown stronger since then. We are proud of the resilience and dedication displayed by our team and look forward to achieving new heights together in the years to come.



Inspiring Nest

After a few changes to its Corporate Office since its acquisition, UCL moved to its new corporate office this year. Located at the heart of the business capital and in the first twin tower of the country, the new office has been built based on modern workplace principles that will facilitate more connection and collaboration among the employees. The aesthetics and design have been the talk of the town since its inauguration on August 22.

Towards A Future-Fit Organisation

Throughout the pandemic, UCL kept its employees engaged through different learning and engagement initiatives and 2022 was no different. To ensure our employees always stay relevant in terms of skills, the HR department has arranged various learning initiatives for them. The overall learning agenda was a balanced mix of organisational and functional-level training programmes which include both leadership training and relevant job skills development.

To get the organisation together on a learning journey, "Learning Carnival" was arranged including seven sessions that were led by both local and international facilitators. The sessions covered important and relevant topics such as Growth mindset, data-driven decision-making, understanding the economy during challenging times, etc. which gave a strong perspective to the employees on how to navigate the business in a different situation and make the right decision. To develop functional skills, employees in Customer Development and Marketing went through Unilever's signature learning programmes Brilliant Basics, and Marketing Foundation respectively. These have surely equipped them to do their work more efficiently.

While these were classroom sessions, UCL also ensured that learning enthusiasts get a constant source of learning through online self-learning modules such as Degreed and LinkedIn Learning. Unilever as a group provides these platforms to its employees and employees have used them quite extensively throughout the year. The certification programmes of LinkedIn Learning enabled them not only to learn but also to add certificates to enrich their personal talent profiles.

Equity, Diversity and Inclusion (ED&I)

As the No. 1 employer of Choice, Unilever always stays ahead of the curve through ground-breaking policies, and initiatives. In 2022, it relaunched the iconic cross-industry forum "inspirit" which was led by the Equity, Diversity and Inclusion (ED&I) Council of Unilever. The members of the council have committed to creating a more suitable environment and facilities for women especially the ones who work outdoors. As part of its continuous effort to make the organisation gender-balanced, it has recruited more than 200 female salespersons in Distribution Field Force (DFF), again a first in the country. It has also relaunched "Stride", an initiative that strives to bring back aspiring female professionals back to work who took a career break for personal reasons.

Health and Wellbeing

UCL values the wellbeing of its employees, and 2022 was no exception. The company was dedicated to ensuring that its wellbeing initiatives were aligned with Unilever Group's wellbeing principles: Physical, Mental, Emotional, and Purposeful wellbeing. Various programmes were organised under each category to cater to the employees' unique needs.

Regarding physical wellbeing, UCL organised activities such as Walkathon, Online Yoga sessions, and exercise classes to help employees maintain a healthy lifestyle despite their busy schedules. The company also provided sessions and communications that enhanced employees' knowledge of how to ensure proper nutrition for their bodies.

For mental wellbeing, UCL already had Employee Assistance Programmes (EAP) in place, and this year, the company introduced Mental Health Champions (MHC). Professional mental health service providers trained

fifteen employees to become MHC and were available to provide mental health support to their colleagues when needed. This initiative was highly effective as it created a safe and supportive environment for employees to talk about their mental health.

To improve emotional wellbeing, UCL introduced the Buddy programme and better habit-building sessions. These initiatives helped employees engage in activities that promoted emotional balance and productivity.

Finally, UCL organised multiple Purpose Workshops where employees redefined their purpose in life and committed to working towards it. The Purpose Workshop is a signature wellbeing initiative of Unilever and has been very successful and popular among the participants. UCL's commitment to the wellbeing of its employees is truly inspiring, and the company's efforts to create a safe and supportive environment for its employees are commendable.



Engagement and Team Building

In 2022, UCL took employee engagement to the next level by investing heavily in outdoor sessions and activities. The company wanted to ensure that its employees could connect, collaborate, and build stronger relationships with one another in person. After two years of virtual engagement, the Annual Conference brought the entire company together under one roof for two days of fun and bonding in Cox's Bazar. In addition to the Annual Conference, each department within UCL, including Marketing, Customer Development, Supply Chain, Finance, and more, organised its functional conferences to generate focused engagement. The company also introduced its first-ever Family Day at the Corporate Office, which created a lot of positive feelings among the employees and their loved ones. Thanks to all these initiatives, Unilever's Annual Employee Engagement Score soared to an impressive 90% in 2022. The employees truly appreciated the efforts made by the company and felt renewed energy and a stronger connection with their workplace. UCL's commitment to its employees' wellbeing, both physically and emotionally, has led to a positive and inspiring atmosphere throughout the organisation.



GROWING WITH BANGLADESH

For over four decades, Unilever has been dedicated to supporting and improving the health and wellbeing of the people of Bangladesh. We are proud to be a part of Bangladesh's effort to achieve Sustainable Development Goals (SDGs) and the government's Nutrition and Healthcare Goals.

As per the Unilever Compass, we have realigned our sustainability activities to fit our global stances as Unilever is a company of brands and people with a focused purpose: to make sustainable living commonplace. We believe in the power of our brands and people to make a positive impact through purpose and innovation. Our focus is on three key objectives: improving the health of our planet, enhancing the health, confidence, and wellbeing of our consumers, and promoting a more socially inclusive world. We are dedicated to achieving these goals and making a meaningful difference in the lives of the people we serve.

OUR SUSTAINABILITY APPROACH



In Bangladesh, as per our global philosophy, we work to save and protect the environment, help our consumers to stay healthy and support the community.

To help improve the health of the planet, we are working to decarbonise our business. Along with using green production technology and achieving zero landfill, we have identified plastic waste to be a critical threat for Bangladesh, especially cities.

According to the World Bank, of the 646 tonnes of plastic waste collected daily in Dhaka, only 37.2 percent is recycled. The rest ends up in landfills, water bodies, playgrounds, roads and sea beaches, among other places. At Unilever, we believe this has to stop. As a consumer goods company, we are taking responsibility for the impact our business has, and we want to help shape a better waste-free Bangladesh. To make this a reality, we are taking a multi-pronged approach. First, we are continuously working to reduce the negative impact of plastic on the environment in our operations. This includes using better, recyclable plastic, reducing plastic waste, and innovating our packaging. We are continuously working on the packaging of our products and as part of this, we have introduced refill stations at modern trade and supermarkets to help drive consumer-level behaviour change.

However, plastic pollution is too big for us to solve alone. We are proactively working to improve the waste management system, including the infrastructure and capability development, new business models, and creating a circular economy for plastic waste. As pioneers of taking bold action, we have initiated the largest municipal-backed plastic waste management initiative in Bangladesh to strengthen the plastic waste value chain. At Unilever, we take pride in being pioneers of taking bold action, and we have initiated the largest municipal-backed plastic waste management initiative in Bangladesh to strengthen the plastic waste value chain. Our intervention consists of three steps. First, we assess the situation through a baseline study and stakeholder mapping to identify bottlenecks within the system and critical elements that need addressing. Second, we engage with the community and value chain actors to activate the full potential of the existing infrastructure and systems through awareness generation, capability development, and livelihood improvement of waste workers. Finally, we design our interventions to provide practical, smart, adaptive, scalable, and inclusive solutions to achieve the long-term goal of reaching plastic circularity.



In 2022, we collected more than 1000 tonnes of plastic and became the first company in Bangladesh to collect 100% of our total plastic footprint. We take pride in being a partner of the Government of Bangladesh to achieve its goals of recycling 50% of plastics by 2025, phasing out single-use plastic by 90% by 2026 and 2030, and reducing plastic waste generation by 30% based on the 2020-21 baseline according to the National Action Plan on plastic waste management.

As per the company's mission to ensure nutrition for every Bangladeshi, in 2022 we have scaled up our country-wide awareness programme to increase nutritional awareness and change the attitude towards nutrition-related issues. According to UNICEF in Bangladesh, 28% of children under 5 are stunted while 10% suffer from wasting. Children who are malnourished have low immunity to disease and are more susceptible to infections. They often struggle with concentration and focus, which makes it difficult for them to learn. The combination of low birth weight and poor infant and young child feeding practices increases the chances of both stunting and wasting. The Government of Bangladesh is also focused on eradicating malnutrition by 2030 and is considering Nutrition to be a critical pillar of Vision 2041.

After the successful piloting this year we have amplified its Door-to-Door campaign, reaching millions of people across the country. Parents were made aware of the importance of proper nutrition and how Horlicks can help ensure that children do not face any nutritional deficiencies. Moreover, the company has reached doctors and nutrition practitioners throughout the country through an extensive doctor detailing programme, ensuring that they know the product's potential benefits for young mothers and their offspring. Through our awareness program, we have been able to reach 4.3 million people across the nation.

It is recommended that newborns are put to the breast within the first hour of life but in Bangladesh, early initiation of breastfeeding is only 47%. Just 63% of children under six months are exclusively breastfed, and only 28 % of children older than six months receive an appropriate diet. In alignment with International Breastfeeding Week, Horlicks Mother's Plus, one of the most popular brands of Unilever Consumer Care Limited, has successfully completed its month-long campaign by raising awareness among mass people on the importance of breastfeeding and the benefits of better nutrition for lactating mothers. Horlicks Mother's Plus has redesigned its formulation in the context of the nutritional needs of the mothers of this country.



As part of its commitment to Positive Nutrition and achieving Sustainable Development Goals (SDGs) of Zero Hunger and Good Health and wellbeing, Unilever continues to build on its partnership with the Centre for the Rehabilitation of the Paralyzed (CRP), which hosts a unique, inclusive school called William & Marie Taylor School (WMTS) on its premises. This school offers primary education to children with and without disabilities in the same classroom, with 42% of the total students being people with disabilities. Unilever has contributed to ensure the nutritional needs of young residential students at the WMTS school, which facilitates the residence of specially-abled students and provides meals and education.



OUR PLASTIC NEUTRALISATION ADVANCEMENTS

Plastic pollution is a global problem and we are committed to fighting it.

Our Commitments By 2025

50%
Virgin plastic reduction

25%
Recycled plastic usage in packaging

Collect and Process More Plastic
than we sell

Maintain **Zero Landfill** from our factories

100% Reuseable, recyclable or compostable plastic use in packaging

Leading The Change

We recognise the importance of taking action towards a waste-free future. That is why we are leading the change and taking 3 progressive measures in Bangladesh. Here is what we have done to play our part-



Tackling manufacturing waste

Recycling Plastic Waste since 2020

Saved 150 Tonnes of Plastic every year since 2020



Rethinking Plastic Packaging

25 SKUs redesigned to reduce plastic waste



Building a Circular Plastic Economy

Partnered with the **largest municipal backed** waste management initiative of the country

1st Bangladeshi company to achieve **100% plastic neutrality**

How we empower the value chain actors to establish plastic circularity







Reaching every household, making nutrition affordable & available

We believe that everyone should have access to healthy and nutritious food options, regardless of where they live or their income level. That is why we are committed to making our products more accessible to people in Bangladesh. Through our efforts, we strive to promote affordable and varied products that are rich in nutrients, and to make them convenient for everyone. We are working to raise awareness, engaging with parents, teachers and practitioners to encourage positive behavioural changes that support a healthy lifestyle for people of all income levels.



CORPORATE GOVERNANCE

45	Corporate Governance Framework
46	Report of Corporate Governance
56	Dividend Distribution Policy
57	Risk Management at Unilever
66	Internal Control Framework and Control Assurance
70	Useful Information for Shareholders
76	Board of Directors
87	Representation of Directors in other Companies
88	Statement of Directors' Responsibility
89	Audit Committee Report
93	Nomination and Remuneration Committee Report
96	Leadership Team
100	Awards and Achievements

CORPORATE GOVERNANCE FRAMEWORK



REPORT OF CORPORATE GOVERNANCE

Company's Corporate Governance Philosophy

At Unilever Consumer Care Limited ("Company/UCL"), the principles of Corporate Governance are based on transparency, accountability, integrity and focus on the sustainable success of the Company over long-term. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At UCL, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and in compliance with all applicable legislations. Our Code of Business Principles (the Code) is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. These Code inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

To succeed, we believe, requires highest standards of corporate behavior towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people, and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors ('the Board') are responsible for and committed to sound principles of corporate governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

Corporate Governance Outline

At UCL, corporate governance framework has been established and developed based on the core principles and best practices as outlined in the following:

- The Companies Act, 1994 including its modifications or replacements
- Corporate Governance Code as mandated by the Bangladesh Securities and Exchange Commission including its modifications or replacements
- Dhaka Stock Exchange (Listing) Regulations, 2015
- Other applicable laws of the land
- Memorandum and Articles of Association of the Company
- Corporate Governance Charter of the Company
- Code of Business Principles, Standard Operating Procedures, Policies and Guidelines of the Company
- A robust set of Internal Controls

- Operative Process of Risk and Compliance Management

- Local and global best practices

Corporate Governance Charter

The Board has adopted a codified Corporate Governance Charter ("Charter"), which is in line with the best practices and fully compliant with the relevant legal and regulatory requirements and has been complied with throughout the year. The purpose of this Charter is to codify the Company's system of corporate governance so as to assist the top management of the Company in the efficient conduct of its business and in meeting its obligations to the shareholders. The Board will, at least once in each year, assess the adequacy of the Charter and make any necessary or desirable amendments to ensure it remains consistent with the Company's objectives, applicable laws and best practices. The Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission ("BSEC"), including its modification or replacement, has been complied with throughout the year and shall prevail in case of any inconsistency with the Charter.

The Charter Specifics:

- The Role of the Board of Directors
- Board Procedures
- Matters requiring the attention of the Company's Board
- Responsibilities of the Chairman
- Responsibilities of the Managing Director
- Responsibilities of the Company Secretary
- Responsibilities of the Head of Finance
- Responsibilities of the Head of Internal Audit
- Control of Expenditure
- Relationships with other Unilever Group Companies

The Board of Directors

The Board of Directors have ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole. The Board has delegated the operational conduct of the business to the Managing Director. The Leadership Team, headed by the Managing Director, has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

Composition of the Board

The composition of the Board represents an optimal mix of professionalism, knowledge and experience that enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board as part of its succession planning exercise, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company. The Board has a good and diverse combination of Executive and Non-Executive Directors and the same is also in line with the applicable provisions

of the Companies Act, 1994; Articles of Association of the Company and Corporate Governance Code issued by BSEC. The Board consists of 8 (eight) Directors comprising:

- 5 (five) Non-Executive Nominee Directors
- 2 (two) Non-Executive Independent Directors and
- The Managing Director

The details of Board composition have been presented on Directors' Report, page 109.

Role of the Board

The role of the Board is that of a guardian and trustee of the Company's interests. It ensures that the policies and activities conform to Company's mission, key goals and core values. The Board has the final responsibility for the management, direction and performance of the Company and its business. In all its dealings and decision making, the Board shall consider the interests of the Company as a whole, the interest of its shareholders, employees, consumers, customers, suppliers, Government and all other stakeholders together with Company's social and legal responsibilities in the communities, in which it operates and to the responsibility towards the environment. The Board shall exercise objective and independent judgment and shall be collectively responsible for the long-term success of the Company.

Board Procedures

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board businesses. The Board/Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution by circulations, as permitted by the Articles of Association of the Company, which are noted and confirmed in the subsequent Board Meeting.

The notice of Board/Committee Meetings are given well in advance to all the Directors. The Agenda of the Board/Committee Meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director. The agenda is circulated a week prior to the date of the Meeting. The agenda for the Board and Committee Meetings includes detailed notes on the items to be discussed at the Meeting to enable the Directors to take an informed decision.

The Board meets at least once a quarter. The number of Board Meetings that were held during the financial year ended on 31st December 2022 was 06 (six). Out of which 05 (five) meetings were conducted through audio visual means as per the directives/orders issued by BSEC from time to time, for conduct of meetings during pandemic. During the year, the Board also transacted some of the businesses under its terms of reference by passing resolution by circulations.

The details of attendance by each member at the Board Meetings have been presented on Directors' Report, page 109.

Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the

Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the agenda and convening of the Board and Committee Meetings. The Company Secretary attends all the Meetings of the Board and its Committees. The Company Secretary advises/assures the Board and its Committees on Compliance and Governance principles and ensures appropriate recording of minutes of the Meetings.

Code of Business Conduct and Ethics for Board Members

The Board, based on the recommendation of the Nomination and Remuneration Committee, has adopted a "Code of Business Conduct and Ethics" for its members which is also readily available at Company's website www.unilever.com/UCL-bd.html. This Code is intended to focus the Board and each Director on areas of ethical risk, provide guidance to the Directors to help them recognise and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. The Code, among others, requires members of the Board to avoid any conflict of interest in contracts entered into by the Company. If such interest exists, the members shall disclose to the Board and shall abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest.

Each Director must comply with the letter and spirit of this Code. All Directors signed an annual declaration for the year 2022, confirming their compliances with this Code.

Appointment to the Board

Shareholders shall elect the Directors of the Company in General Meeting. Moreover, The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with the Articles of Association of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors shall consider the candidate for appointment to the Board. Any Director so appointed shall hold office only until the following Annual General Meeting and shall then be eligible for re-election. In accordance with the Articles of Association of the Company and provisions of the Companies Act, 1994 and the Corporate Governance Code issued by BSEC, one-third of the Directors, except the Managing Director and Independent Directors, are liable to retire by rotation at every Annual General Meeting ("AGM") and, if eligible, offer themselves for re-election.

In the event of appointment/re-appointment of Independent Directors, Nomination and Remuneration Committee recommends to Board, upon considering the integrity, qualification, expertise, positive attributes, experience, and independence of the person identified for appointment/re-appointment. Based on the recommendation, the Board shall appoint/re-appoint the Independent Directors which is subject to satisfactions of necessary regulatory approvals including Shareholders' approval.

The Board has maintained the procedures for nomination and appointment/re-appointment of Directors are taken place in transparent, rigorous, and nondiscriminatory way. The Company entirely complied with the applicable laws/rules/regulations issued by the respective regulatory

bodies with regards to nomination and appointment/re-appointment of the Directors including the Independent Directors.

During the course of the year 2022, the Board at its meeting held in February 2022 and following the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Reazul Haque Chowdhury as Non-Executive Independent Director for another tenure of three years (second term) with effect from 10th April 2022 which later on approved by the Shareholders in Company's 49th Annual General Meeting held on 17th May 2022.

Furthermore, one Director namely Mr. Md. Zahidul Islam Malita has stepped down from the Board with effect from 01st February 2023. The Board at its meeting held in December 2022 and following the recommendation of the Nomination and Remuneration Committee, appointed Ms. Zinnia Tanzina Huq as nominated Non-Executive Director in place of Mr. Md. Zahidul Islam Malita effective from 01st February 2023.

Brief resumes of Directors including their expertise in specific functional areas and membership in other Companies as Director/Board Committee member have been presented from pages 78 to 87 of this Annual Report.

Directors' Induction

The provision of organising an appropriate induction programme for new Directors is a major contributor to the maintenance of high corporate governance standards of the Company. The Company Secretary is responsible for ensuring that such induction programme is provided to new Directors. All new Independent Directors and Non-Executive Directors excluding Directors who are in the employment of the Unilever Group Companies are taken through a detailed induction programme when they join the Board. The induction programme is an exhaustive one that covers, among other followings:

- The history, background, culture, values and purpose of the Company
- Its growth over the last several decades and various milestones in the Company's existence since its incorporation
- The current composition of the Board, profile of the Board members, Board procedures and matters reserved for the Board
- The present structure and an overview of the Businesses, Brands, Categories and Functions
- The Unilever Sustainability Compass
- Internal Controls Framework
- Business risk assessment and mitigation programme

Apart from the above, the Directors are also given an update on the corporate governance, regulatory developments and investor relations matters. The Company Secretary keeps the Board briefed on legal and regulatory development relevant to the Company and the Directors.

Board Evaluation

The performance of the Board and Independent Directors shall be evaluated on an annual basis. Performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. The evaluation process involves obtaining viewpoints from the Directors on the performance of the Board and Independent Directors through the use of pre-set questionnaire.

During the course of the year 2022, Board Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole and Evaluation of the Independent Directors. This exercise was led by the Chairman and supported by the Company Secretary. The Board Evaluation process focused on various aspects of the functioning of the Board such as composition of the Board, Board effectiveness and oversight, Board meetings and procedures, Board strategy, Board skills and structure, etc. Independent Directors' performance evaluation exercise was carried out on parameters such as knowledge and skill, personal attributes, participation at Board/Committee meetings, independent judgement and contribution.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities and deliberations in the Board and Committee Meetings are enriched by such diversity and complementarities.

It was further noted that the Independent Directors are functioning well to bring independent judgements in Board deliberations and met normal job requirements.

Board Committees

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by Corporate Governance Code issued by BSEC which concern the Company. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

During the year 2022, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

To ensure good governance in the Company, the Board has constituted following Sub-Committees:

- Audit Committee
- Nomination and Remuneration Committee

Audit Committee

The Audit Committee comprises of 4 (four) Non-Executive Directors, headed by an Independent Director. Mr. Mohsin Uddin Ahmed, Independent Director acts as Chairman and Mr. Reazul Haque Chowdhury, Independent Director; Mr. Md. Abul Hossain and Ms. Zinnia Tanzina Huq act as members of the Committee. The Company Secretary functions as the Secretary of the Committee. Meetings of the Committee are attended by the Head of Finance, Internal Audit Manager and the External Auditors on invitation. All members of the Committee are financially literate and out of whom one member has the accounting background with 22 years of experience.

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Corporate Governance Code issued by BSEC. The Audit Committee is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter-alia, performs the following functions:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements reflect true and fair view of the state of affairs of the Company
- Reviewing and examining with management the quarterly and annual financial statements and the auditors' report thereon before submission to the Board for approval
- Reviewing management discussion and analysis before publishing in the Annual Report
- Reviewing statement of all Related Party Transactions submitted by the management
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company
- Overseeing performance of Statutory Auditors
- Reviewing management letters/letters of internal control weaknesses issued by the Statutory Auditors
- Reviewing with management, the adequacy of internal control systems
- Reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues
- Reviewing quarterly the internal audit reports submitted by head of internal audit
- Evaluating internal financial controls and risk management systems

Details of the Audit Committee's responsibilities and activities performed during the year 2022 are included in the Audit Committee Report from pages 89 to 92.

The Audit Committee met 4 (four) times during the year 2022. The minutes of the Committee meetings were presented at the next Board meeting following the Committee meeting.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of 4 (four) Non-Executive Directors, headed by an Independent Director. Mr. Reazul Haque Chowdhury, Independent Director acts as Chairman and Mr. Mohsin Uddin Ahmed, Independent Director; Mr. Md. Abul Hossain and Ms. Zinnia Tanzina Huq act as members of the Committee. The Company Secretary functions as the Secretary of the Committee. On invitation, representatives from Human Resources Department were attended the meetings to give clarifications on agenda of the meetings.

The Nomination and Remuneration Committee is governed by the terms of reference which are in line with the regulatory requirements of the Corporate Governance Code issued by BSEC. The Committee is responsible for assisting 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. Details of the Nomination and Remuneration Committee's responsibilities and activities performed during the year 2022 are included in the Nomination and Remuneration Committee Report from pages 93 to 95.

Board membership criteria and list of core skills/expertise/competencies:

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee recommending candidates for election as a Director on the Board. The criteria for appointment to the Board includes:

- Composition of the Board
- Diversity on the Board
- Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of legislation
- Professional qualifications, expertise and experience in specific area of relevance to the Company
- Balance of skills and expertise in view of the objectives and activities of the Company
- Avoidance of any present or potential conflict of interest
- Availability of time and other commitments for proper performance of duties
- Positive attributes such as integrity, honesty, transparency, pioneering mindset
- Independence in case of Independent Director

The Nomination and Remuneration Committee met 1 (one) time during the year 2022. The minutes of the Committee meetings were presented at the next Board meeting following the Committee meeting.

Chairman

Subject to Articles of Association of the Company and applicable laws and regulations, the Board of Directors shall elect any non-executive Director as the Chairman of the Company. Accordingly, the Board of Directors of the Company is headed by a non-executive Director. Mr. Masud Khan, a seasoned professional is the Chairman of UCL, a role he has been assumed since April 2019.

Chairman and Managing Director Distinguished

Accordance with Corporate Governance Code, the positions of the Chairman and the Managing Director and/or Chief Executive Officer of the Company shall be filled by different individuals. At UCL, the positions of the Chairman and the Managing Director are filled by different individuals. The Chairman leads the Board and is responsible for ensuring the effectiveness of the Board and its governance processes, while the Managing Director is responsible for day-to-day management of the Company. Roles and responsibilities of the Chairman and the Managing Director are clearly defined by the Board and set forth in this report.

Roles and Responsibilities of the Chairman

In implementation of the system of Corporate Governance, the Chairman's general and specific responsibilities cover:

- Providing entrepreneurial leadership to the Board and ensuring that it operates effectively in relation to all aspects of its role
- Planning and directing Board and General meetings effectively and monitoring the effective implementation of Board decisions
- To regularly act as "Chair" at meetings of the Directors and Shareholders and sign Minutes of meetings
- Ensuring that the members of the Board receive accurate, timely and clear information, in particular about the Company's performance, to enable the Board to make sound decisions, monitor effectively and provide advice to promote the success of the Company
- Liaise with the Company Secretary in advance of the meeting to fix agenda and to ensure that the Directors are properly informed and that sufficient documents such as notice, agenda along with supporting papers are to be circulated in sufficient time before the meeting, to enable the Directors to form appropriate judgments at Board meeting and also to ensure that adequate time is available for discussion on strategic issues at Board meeting
- Encouraging active engagement by all the members of the Board taking full account of the issues and the concerns of all Directors
- Promoting effective relationships and open communication, both inside and outside the Boardroom, between Non-Executive Directors and Executive Directors

- Work with Company Secretary to meet local statutory requirements
- Ensuring clear structure for and the effective running of Board Sub-Committees
- Liaise with the Nomination and Remuneration Committee to assess the effectiveness of the Board as a whole, the Sub-Committees of the Board and Independent Directors
- Addressing the development needs of the Board as a whole to enhance its overall effectiveness as a team
- Acting where appropriate as the Company's representative on corporate aims and policies including environmental and corporate social responsibility matters
- Guarding the corporate reputation and relations with relevant stakeholders.

Managing Director

At UCL, the Managing Director is responsible for the day to day management of the Company and enjoys substantial powers of Management to discharge the responsibilities in managing the affairs of the Company on a day to day basis in relation to the running of the Company. The Managing Director of the Company does not hold the same position in other listed Companies.

Roles and Responsibilities of the Managing Director

The Managing Director is entrusted with all the Board's powers, authorities and discretions (including the power to sub-delegate any of those powers, authorities, decision-making powers and discretions) about the operational running of the Company and specifically all the Board's powers, authorities and discretions in relation to the following matters:

A) Strategy and Maintaining the Corporate Portfolio

- Proposing for approval by the Board, the strategies for the shaping of the portfolio and direction of the Company, Corporate Financial Plan and priorities in corporate resource allocation
- Ensuring that business plans and strategies are aligned with corporate objectives and priorities agreed with the Board
- Agreeing geographical markets, products and places of operation of the business of the Company with the Board
- Monitoring the development of the markets in which the Company operates, testing future economic scenarios against growth objectives and making proposals to the Board for the corporate strategic priorities
- Ensuring delivery of the Company's agreed strategy, business plans and financial performance
- Preparing for approval by the Board periodic business performance report including quarterly and annual results

B) Financial

- Setting financial and treasury strategies for the Company and implementing them
- Overseeing efficient functioning of the operating framework, the accounting and reporting policies, planning and reporting processes (including internal control measures and authority levels) and implementing and maintaining such framework, policies and processes
- Certify to the Board that he has reviewed the financial statements for the year and that to the best of his knowledge and belief, the financial statements do not contain any materially untrue statement and together present a true and fair view of the Company's affairs

C) Governance

- Appointing and removing members of the Leadership Team of the Company and other functional heads who report, directly or indirectly, to the Managing Director, subject to obtaining necessary approvals, as may be applicable
- Supervising and determining the roles, activities and responsibilities of the Leadership Team and delegate powers to enable them to perform their roles
- Ensuring that the performance of members of the Leadership Team and other Functional/Business Heads is systematically assessed and adequately rewarded
- Ensuring a continual supply of leadership of the quality necessary to meet the strategic needs of the business
- Establishing value leadership and expected norms of conduct, including implementation of and compliance with the Code of Business Principles
- To provide, in conjunction with the Company Secretary, a properly constructed induction to new Directors
- Preparing for approval by the Board, and implementing and managing, Company's risk management approach
- Notify the Board of any issues, projects or transactions that in his judgment have the capacity to impact the reputation of the Company

D) Communication with Stakeholders

- Interacting with the media and approving any press release in relation to any matter within the ambit of the Managing Director
- Preparing all public filings, reports and statements relating to the business and representing the Company within trade and professional bodies

E) Contracts

- Power to enter into commitments, agreements, contracts, instruments or other documents on behalf of the Company in relating to day to day functioning of the business.

Roles and Responsibilities of the Company Secretary

Core responsibilities of the Company Secretary includes assisting the Board on discharging its duties and responsibilities. He is the primary link of communication between shareholders and the Board. In implementation of the system of Corporate Governance, the Company Secretary is responsible:

- To provide to the Directors of the Company, collectively and individually, such guidance as they may require, with regard to their duties, responsibilities and powers
- To arrange meetings of the Board and its Sub-Committees and to take the minutes, and ensuring that Board procedures are followed and that applicable Rules and Regulations are complied with
- To arrange Shareholder meetings and taking the minutes
- To prepare the agenda for such meetings and ensuring that the papers provided for these meetings are in accordance with the appropriate procedures
- To obtain approvals from the Board, Shareholders at the General Meeting, the Government and such other authorities as required under the provisions of the applicable local Laws and Regulations
- To represent before various regulators, and other authorities under the applicable local Laws and Regulations in connection with the discharge of various duties under the applicable local Laws and Regulations
- To monitor changes in relevant legislations and the regulatory environment, and taking appropriate actions
- To oversee and address Shareholders' queries and complaints in line with applicable local Laws and Regulations and the Articles of Association of the Company
- To assist the Board in the conduct of the affairs of the Company
- To assist and advise the Board in ensuring good Corporate Governance and in complying with the Corporate Governance requirements and best practices
- Disclosures of price sensitive information, material information and other capital market related issues
- For matters relating to share capital and shareholding structures
- To file statutory returns/reports/statements to regulatory authorities under the applicable local Laws and Regulations
- For the arrangement of induction, training/development and performance evaluations for the Boards, its Sub-Committees and Independent Directors

- To ensure that the compliance status across the Organisation is monitored and reported to the Board
- Such other duties as may be assigned by the Board from time to time.

Roles and Responsibilities of the Head of Finance

In implementation of the system of Corporate Governance, general and specific responsibilities of the Head of Finance cover:

- Overseeing internal financial control and identifying and reporting to the Board the financial consequences of failures of internal control in its wider context
- Ensuring that proper financial, management and statutory accounts are maintained and prepared and that all necessary returns and reports are filled with competent authorities
- Ensuring that the accounting reports properly describe, classify and authorise the transactions undertaken by the Company
- Preparing for approval by the Board periodic business performance report including quarterly and annual financial results
- Ensuring delivery of the Company's agreed strategy, business plans and financial performance
- Setting financial and treasury strategies for the Company and implementing them
- Overseeing efficient functioning of the accounting and reporting policies, including internal control measures and authority levels and implementing and maintaining such policies and processes
- Certify to the Board that he has reviewed the financial statements for the year and that to the best of his knowledge and belief, the financial statements do not contain any materially untrue statement and together present a true and fair view of the Company's affairs.

Roles and Responsibilities of the Head of Internal Audit

The Head of Internal Audit ensures the independence and credibility of the internal audit process. All Directors, and in particular the Chairman and members of the Audit Committee and the Statutory Auditors, have open access to the Head of Internal Audit at any time and vice versa. In implementation of the system of Corporate Governance, the Head of Internal Audit is responsible:

- To assist the Board and/or its Audit Committee in discharging its governance responsibilities
- To formulate the scope, functioning, periodicity and methodology for conducting the internal audit, after consulting with Audit Committee
- For providing independent reassurance to the Boards, through the Managing Director and the Audit Committee, that all major risks affecting the achievement of Company's objectives are adequately understood and managed

- To perform an objective evaluation of the existing risk and internal control framework
- To perform a systematic analysis of business processes and associated controls
- To deliver a source of information on major frauds and irregularities
- To review the compliance framework and specific compliance issues
- To review operational and financial performance through annual audits
- To review and recommend the standard operating procedures and processes flow documentation
- Such other duties as may be assigned by the Board and Audit Committee from time to time.

Leadership Team

The Leadership Team is responsible for the day-to-day running of the business and the execution of corporate business strategies. The Leadership Team comprises of functional heads, headed by the Managing Director. Once in every two weeks the Leadership Team engages in meeting in discharging its duties and responsibilities to run the business smoothly. While Leadership Team members (other than the Managing Director) are not part of the Board decision-making process, to provide the Board with deeper insights, often attend those parts of the Board meetings which relate to the operational running of the Company.

For details of each Leadership Team member, please refer to Leadership Team Profile in this Annual Report.

Financial Reporting Process

The Company has a robust financial reporting system in place. The financial reporting team ensures preparation of financial statements that gives a true and fair view according to applicable financial reporting standards; along with ensuring adequate internal control mechanisms to enable preparing the financial statements that are free from material misstatements, whether due to fraud or error.

At UCL, all the financial transactions are recorded in SAP Enterprise Resource Planning (ERP) systems. Financial reports are extracted from the ERP systems, which are then used to prepare the financial statements in accordance with International Accounting Standard (IAS) / International Financial Reporting Standards (IFRS) as applicable in Bangladesh, the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations in Bangladesh. These financial statements are reviewed by respective authorities on a regular basis. On a quarterly basis, the financial statements are placed to the Audit Committee for their review and recommendation. Following the endorsement of the Audit Committee, the financial statements are placed before the Board for its final review and approval. The annual statutory audit is conducted by the external auditors. The annual audited financial statements are adopted by the shareholders in Company's Annual General Meeting.

Internal Audit

The Company has an independent internal audit department under the control of Audit Committee. The scope of internal auditing encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the organisation's governance, risk management, and internal controls as well as the quality of performance in carrying out assigned responsibilities to achieve the organisation's stated goals and objectives.

Internal Controls and Risk Management

The Company has robust systems for Internal Audit and Business Risk assessment and mitigation. The Internal Audit plan is approved by Audit Committee at the beginning of every year. The conduct of Internal Audit is oriented towards the review of internal controls and risks in the Company's operations and covers third-party (3P) manufacturing site, sales offices, warehouses and centrally controlled businesses and functions. Every quarter, the Audit Committee is presented with a summary of significant audit observation and follow-up actions thereon.

The Company perceives business risks both at local and global perspective. Business Risk Assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Policies/ Standard Operating Procedures. There is an ongoing process to track the evolution of risks and delivery of mitigating action plans.

This annual report further encloses a detailed discussion on the Internal Control Framework as well as Risk Management framework under the Corporate Governance section from pages 57 to 69.

Business Integrity

At UCL, we have 24 Codes of Business Principles and Policies ranging from *inter alia* prevention of insider trading to anti-bribery, anti-money laundering and respect, dignity and fair treatment. These core value along with many others form the foundation of the work in Unilever. Our Code of Business Principles is a simple ethical statement of how we should operate. We expect everyone who works for Unilever to set themselves equally high principles.

Code of Business Principles and Code Policies provides a framework of simple 'musts' and 'must nots', designed to be respected and applied by employees in their day-to-day work. They are mandatory for all employees and others working for Unilever.

We also aim to have a positive influence across our value chain, working with suppliers, distributors and all third parties to raise the bar on issues such as human rights and anti-bribery and corruption. As a purpose-led and future-fit Company, our values are the foundation of our success and essential to achieving our ambition of making sustainable living commonplace. Living the Code means putting our values into practice and reiterate our commitment to doing good, this helps us to deliver value with values.

We expect every employee to be an ambassador for our high ethical standards – what we call 'Business Integrity'.

We want to create an environment where employees not only live our values in their own work – integrity, respect, responsibility and pioneering – but are vigilant in identifying potential concerns, and confident about speaking up in such situations. Over the course of last year, several sessions on the Code of Business Principles and Policies were held with the employees and new joiners. Our employees undertake mandatory annual training on these Codes via online training modules and an annual Business Integrity Pledge. Materials target not only office-based employees, but also those working in factories and more remote areas. Our Business Integrity programme brings our values to life for all employees and helps them apply our ethical standards day-to-day. In addition to our Code of Business Principles, it includes clear policies, guidelines and related learning materials, as well as robust procedures and controls to help us prevent, detect and respond to any inappropriate behaviour. We are committed to eradicate any practices or behaviors that are not in line with our Code and Code Policies through our zero-tolerance approach to such practices. Our Responsible Partner Policy helps to give us visibility of our third parties to ensure their business principles are consistent with our own.

Breach of the Code of Business Principles and Policies could have very serious consequences for Company and for the individuals involved. To ensure proper adherence to the Codes and Policies, we have kept in place sufficient and effective reporting channels/whistle blowing mechanism through which employees can promptly raise concerns of possible misconduct, potential conflicts, or known breaches of the Code of Conduct, Company policies, and procedures. Confidentiality and zero tolerance toward retaliation are the cornerstones of the reporting mechanism. We ensure employees can raise such concerns without the risk of any kind of reprisal. Process of incident reporting is shared with employees so that all employees know the mechanism of whistle blowing.

Prevention of Sexual Harassment at Workplace

The Company has Prevention of Sexual Harassment Policy ("POSH Policy") in place, under which an internal Sexual Harassment Complaint Committee ("Committee") is fully functional for redressal of Sexual Harassment complaints or grievances. The Committee consists of five members, where majority of the members are women and the Committee has a women Chairman. We have expanded the scope of our POSH Policy to make it more inclusive and gender neutral, detailing the governance mechanisms for prevention of sexual harassment issues relating to employees across all genders including third parties working closely with the Company.

While maintaining the highest governance norms, the Company has appointed two external independent counsels who are experienced in areas of women empowerment and prevention of sexual harassment at workplace as part of the Committee. To build awareness in this area, the Company has conducted induction or refresher sessions in the organisation. In addition, to ensure effective management and execution of the POSH Policy and to safeguard the privacy of the involved parties, the members of the Committee have been trained to value confidentiality and sensitivity of all complaints that are reviewed under the POSH Policy.

Share Dealing Code

The Company has framed a Share Dealing Code which instituted a mechanism to avoid Insider Trading activities and abusive self-dealing in the securities of the Company. The Share Dealing Code, which is in accordance with Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022, prohibits the Insiders dealing in the securities of the Company on the basis of any Unpublished Price Sensitive Information ("UPSI"), available to them by virtue of their position in the Company. The objective of this Share Dealing Code is to prevent misuse of any UPSI and prohibit any insider trading activity, in order to protect the interest of the shareholders at large.

Copy of the Share Dealing Code is made available to all employees of the Company and compliance of the same is ensured. The Share Dealing Code prescribes sanction framework and guidance to the Company's employees on pre clearance/notification procedures to be followed before or at the time of dealing in shares of the Company.

Policy on Dividend Distribution

The Board of Directors has adopted Dividend Distribution Policy in terms of the requirements of BSEC's directive. The Policy is available on the website of the Company at www.unilever.com/UCL-bd.html. The Dividend Distribution Policy forms a part of this Annual Report.

Communication to Shareholders

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as financial results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers. These results are also made available on the website of the Company. The annual report is made available to shareholders in advance for ensuring detailed and constructive discussions at AGM.

All price sensitive information and matters that are material to shareholders are disclosed to the Bangladesh Securities and Exchange Commission and the Dhaka Stock Exchange Limited ("DSE") where the securities of the Company are listed. The quarterly, half yearly and annual results and all other reports/corporate communications to the DSE are filed through "Digital Submission and Dissemination Platform" of DSE and in hard copy form as well, for dissemination on its website.

Shareholders'/Investors' Complaints

A preemptive and reliant shareholders' grievances and queries redressal mechanism is in place at the Company. During the financial year 2022, all complaints have been redressed to the satisfaction of the shareholders and none of them were pending.

Ensuring Participation of Shareholders at the AGM

One of the primary objectives of the Company is ensuring maximum participation of shareholders at the AGM. Despite of Covid related challenges, the Company ensuring all applicable legal requirements and prevailing shareholders' rights, held its 49th AGM through digital platform with the virtual presence of shareholders. Prior to AGM, respective shareholders were given 21 days' notice. Annual Report were circulated to the Shareholders well in advance so that they may attend the AGM to get them well informed regarding Company's affairs. The date, time and link for join in AGM are communicated to shareholders by means of text message and e-mail also. Furthermore, the Company ensured publication of AGM notice in two widely circulated newspapers aiming to reach maximum shareholders.

Statutory Auditors

Appointment of the Statutory Auditors is regulated by the Companies Act, 1994; the Securities and Exchange Rules, 2020; BSEC's Corporate Governance Code and the Dhaka Stock Exchange (Listing) Regulations, 2015. Pursuance to these regulations and following the recommendation of Audit Committee, the Board endorses the appointment of Statutory Auditors subject to shareholders' approval at the AGM. Shareholders not only approve the appointment of the Statutory Auditors, but also fix their remuneration thereof. At UCL, appropriate structure is in place as per corporate governance best practices to ensure independence of Statutory Auditors. Audit Committee meets the Statutory Auditors to ensure that auditors are acting independently and reviews the financial statements before submission to the Board for approval. Rahman Rahman Huq, Chartered Accountants is the Statutory Auditors of the Company. They conducted systematic examination of Company's financial statements, records, and other documents and ascertained, verified and reported upon the facts regarding the financial results of the Company. To ensure compliances with BSEC's Corporate Governance Code, the Company did not engage its Statutory Auditors to perform any of the following services:

- Appraisal or valuation services or fairness opinions
- Financial information systems design and implementation
- Book-keeping or other services related to the accounting records or financial statements
- Broker-dealer services
- Actuarial services
- Internal audit services or special audit services
- Any service that the Audit Committee determines
- Audit or certification services on compliance of BSEC's Corporate Governance Code and
- Any other services that creates conflict of interest.

Rahman Rahman Huq declares that none of their partners or other members of the audit team responsible to carry out the audit work or any family members of any partners or members of the audit team hold any shares in the Company.

Corporate Governance Certification

As part of its corporate policy, the Company always strives to maintain high standards of compliance in Corporate Governance. The Company has complied with all necessary guidelines in accordance with the requirements of Corporate Governance Code as mandated by BSEC. The Status of Compliance on Corporate Governance Code for the year 2022 is presented as annexure # IV of Directors' Report 2022, along with the Certificate of Compliance required under the said code.

Conclusion

Compliance to various laws, rules and regulations is one of the core fundamentals for good corporate governance. UCL delivers accurate and periodic reporting on issues/events and certifications, wherever necessary under the local legislations. Furthermore, the Company always embraces the highest levels of compliance with all the applicable legal and regulatory obligations through the establishment of an effective governance regime, which facilitates to ensure the practice of the highest levels of corporate governance within the Company. Being a fully compliant Company, it strives to remain the same, not only in letters but in its real spirit.

DIVIDEND DISTRIBUTION POLICY

1. Introduction

In compliance with the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2021-386/03 dated 14th January 2021, the issuers of listed securities are required to formulate and disclose its Dividend Distribution Policy. Accordingly, the Board of Directors of Unilever Consumer Care Limited (herein after referred to as "the Company") has formulated and approved this Dividend Distribution Policy (herein after referred to as "the Policy").

2. Objective

The objective of this Policy is to provide clarity to stakeholders on the dividend distribution framework to be adopted by the Company. The Board of Directors shall recommend dividend in compliance with this Policy, the Articles of Association of the Company, the provisions of the Companies Act, 1994, relevant Directives / Orders published by the Bangladesh Securities and Exchange Commission and other applicable legal provisions.

3. Dividend Payout

The Company's Dividend Distribution Policy shall ensure that it returns cash from operations that is more than its immediate and foreseeable needs back to the shareholders over the long-term. The Company believes in continuous shareholder value enhancement and seeks to pay an attractive, sustainable and growing dividend to the shareholders of the Company.

The Board of Directors may, after considering the situation prevalent at the relevant point in time, propose if the dividend needs to be declared and if so, the rate at which it needs to be declared. The Board of Directors may consider declaration of both interim dividend and final dividend where interim dividend will be based on the performance of the Company during the period and final dividend will be based on the performance of the full year.

The Dividend recommended by the Board of Directors shall be subject to approval of the shareholders at the Annual General Meeting. Provided that no dividend shall be approved at the Annual General Meeting more than the amount recommended by the Board of Directors.

Dividend will be recommended out of the current year's Profit after Tax of the Company. In certain circumstances including but not limited to loss after tax in any particular financial year, the Board of Directors may consider utilising retained earnings for recommendation of dividends, subject to applicable legal provisions.

In general the actual quantum of dividend pay-out on a yearly basis will be dependent on the following factors:

3.1. Internal Factors

- I. Existing and expected underlying financial performance
- II. Cash flow and liquidity position

III. Capital expenditure and investment plans

IV. Acquisitions and Disposals

V. Restructuring activities

VI. Interim Dividend, if any, already declared during the year and

VII. Future requirement of funds

3.2. External Factors

I. Macro-economic environment

II. Market conditions and consumer trends

III. Changes in regulatory requirements

IV. Shareholder expectations

As such, any amount retained will be utilized for securing the long-term growth objectives of the Company, as may be approved by the Board of Directors, including but not limited to

I. Issuance of Bonus Shares

II. Inorganic growth opportunities, including Merger and Acquisition

III. Any other factors the Board of Directors deems proper, just and ensuring the law of the land.

4. Dividend Pay Out Method and Timing

The Company shall distribute declared and duly approved dividend to all shareholders in a timely manner and in line with Bangladesh Securities and Exchange Commission directions (as issued time to time) and any other applicable local laws, rules, and regulations.

5. Unclaimed Dividend

Any unclaimed or unsettled dividend shall be managed in line with Bangladesh Securities and Exchange Commission directions (as issued time to time) and any other applicable local laws, rules, and regulations.

6. Review

This Policy is issued with the consent of the Board of Directors of the Company and can be amended only with the authority of the Board of Directors as may be deemed appropriate by the Board of Directors of the Company.

7. Disclosure

This Dividend Distribution Policy (as amended from time to time) will be available on the Company's website and in the annual report.

RISK MANAGEMENT AT UNILEVER

Risk management is integral to Unilever’s strategy to achieve the Unilever’s long-term goals. Our success as an organisation depends on our ability to identify and utilise the opportunities generated by our business and the markets we are in. In doing this we take an embedded approach to risk management which puts risk and opportunity assessment as the core of the agenda while we are, which is where we believe it should be.

- Our behaviours must be in line with our Code of Business Principles and Code Policies.
- Our ambition to continuously improve our operational efficiency and effectiveness.

Our approach to risk management is designed to provide reasonable, but not absolute, assurance that our assets are safeguarded, the risks facing the business are being assessed and mitigated.

Unilever’s appetite for risk is driven by the following:

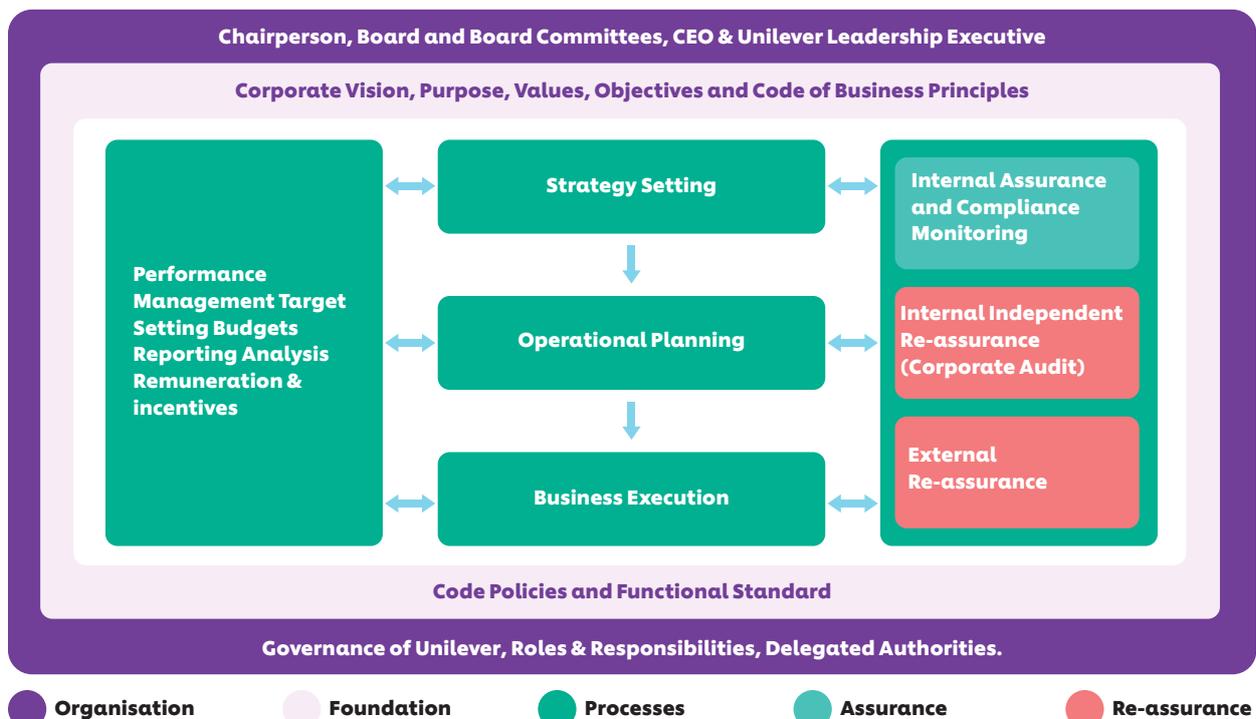
- Our growth should be consistent, competitive, profitable and responsible.
- Our actions on issues such as plastic and climate change must reflect their urgency, and not be constrained by the uncertainty of potential impacts.

Board of Directors of Unilever Consumer Care Limited has delegated accountability to its Audit Committee for assessing the effectiveness of management controls for significant legal, operational or compliance risks facing the company. The detailed activities of the Audit Committee are described separately in this report.

Embedded Risk Management Approach

At Unilever, we believe that effective risk management is fundamental to good management. Our risk management approach is embedded in the normal course of business. Risk management is part of everyone’s job, everyday, from country level operations to the Unilever Board. It is not managed as a separate standalone activity that is ‘delegated to others’.

The diagram below summarises the structural elements of the embedded approach.



Organisation

Unilever’s organisation is designed to respond to all the key risks that we face in the short, medium and longer term and reflects all relevant external requirements in relation to good corporate governance.

Foundation

Our Corporate Mission & Purpose frame our objectives and strategy setting while our Code of Business Principles sets out the standards of behaviour that we expect all employees to adhere to. Day to day responsibility for ensuring these principles are applied throughout Unilever rests with senior management across clusters, categories, functions and operating companies.

Processes

This is about the day to day activities of all employees which contribute to the success of our area of the business - short, medium and long term. In some areas of our business, formal (including automated) processes / procedures have been laid down in order to manage/exploit risk and optimise our business performance. In other areas, the processes are less formalised and rely more on the judgement of individual employees and managers to manage risk.

Assurance

In Unilever the key internal assurance elements of our risk management approach include self-certification checklists or independent verification processes, independent third-party assurance and Group Controller's Quarterly Risk and Control Status report that provides an updated picture of accounting and control. Internal Audit function is also very much pivotal in providing an independent assessment of processes.

Re-assurance

Corporate Audit provides an 'independent' perspective on the effectiveness of Unilever's systems of internal control and risk management. External assurance is also sought from 'specialist' third parties on certain areas of our business - normally as a result of regulatory requirement or our desire to meet generally accepted international standards.

3 Principles of Risk Management

All Managers at Unilever are required to implement the following principles in the normal course of how they operate their parts of the business. This means that they must be embedded in all our everyday operations and activities throughout the year.

All leadership teams of operational units must complete an annual holistic risk discussion during which:

- Key business risks for which they are responsible are identified;
- How those risks are being managed is reviewed;
- Any gaps to their desired risk appetite identified;



Accountability

All managers must identify and manage the risks that relate to their role.

Risk Appetite

All managers must determine the level of risk, after the implementation of controls, that they are prepared to accept such that there is not a significant threat to achieving their objectives.

Risk Mitigation

All managers must put adequate controls in place, and ensure that they are operational in order to deliver their objectives.

Principal or Key Business Risks and Opportunities

Our business is subject to risks and uncertainties. For each Key Business Risk, we have a Risk & Control Framework which includes the key control activities required to manage the risk. Globally, each Risk & Control Framework has an individual owner to do the following:

- Identify the Key Risks faced by the business.
- Set out the 'Key Controls' that should be operating in order to ensure the Key Business Risks are managed effectively and, as a result, the business has the best opportunity of achieving its objectives and maintaining its reputation.
- Identify the teams and individuals responsible for ensuring that the Key Controls are operating as required.
- Provide a useful means of reflecting on the Key Business Risks and Key Controls and assessing whether they remain relevant, effective and efficient.

Senior Management and Leadership teams are responsible for using the Risk & Control Frameworks periodically to support and facilitate discussions and reflection so that no important risks are missing and that all key business controls have been identified and are being operated as intended. The objective of the risk assessment process is to ensure that high quality discussions take place and that actions are identified and implemented in the normal course of business.

KEY BUSINESS RISK	RISK DEFINITION	KEY BUSINESS RISK	RISK DEFINITION
Brand Equity	Brands that are indistinct in the marketplace or do not generate profitable business	Product Pricing and Trade Terms	Significant loss of profitability caused by inappropriate product pricing or trade terms
Business Portfolio & Resource Allocation	A portfolio balance and allocation of resources that does not support the business strategy	Distributor Operations	Significant loss of sales and/or profit through inefficient management of distributor operations
M&A	An M&A deal that destroys shareholder value (including disposals)	Changing Customer Landscape	Significant loss of sales opportunities caused by lack of product availability in emerging and growing channels (e.g. e-commerce, Discounters)
Sustainability	Lack of ideas or implementation thereof to achieve the USLP ambition and/or inaccurate reporting of progress	IT Availability, Capability & Resilience	Critical Information and/or IT systems are not available, negatively affecting business operations
Safe & High Quality Products	Withdrawal of a product from the market due to a serious compromise of product integrity	Information Protection	Business impact due to inappropriate use, disclosure, falsification of business or personal information, or malicious disruption of IT services
Continuity of Operations	An interruption to product supply due to a disruption in supply chain operations	Business Transformation	The failure to deliver a key business transformation in terms of timescales, cost or realisation of business benefits
Security	A security breach resulting in the compromise of company assets, including the risk of harm to people	Treasury	Inability to finance Corporate objectives at any time while mitigating financial, market and credit risk
Safety	A serious safety incident that leads to loss of life or undermines confidence in work plan safety	Tax	Insufficient provisions against tax exposures or tax planning that could damage Unilever's reputation
Commodities	Commodity exposure that results in a material loss of shareholder value (beyond the benchmark for the industry)	Pensions Funding & Investment	A significant negative impact on the Group's Financial Plan from our Pension and benefits commitments
Capabilities	Securing, developing and embedding capabilities to drive our speed of response, the digital transformation and new business models	Accurate Financial Records & Reporting	Material inaccuracy in financial reporting
Code Compliance	A significant breach of our Code of Business Principles and/or Code Policies by employees or our business partners or that our Code is insufficient to instill the right behaviors	Climate Change	Environmental changes and governmental actions to reduce carbon emissions may disrupt our operations and/or reduce consumer demand for our products
		Regulatory Product Compliance	Withdrawal of a product from the market due to regulatory non-compliance

In the following pages we have shared the outcome which comes after the Business Risk Assessment exercise. Part of this exercise leadership team has re-assessed the past identified risks, their likelihood and impact against the mitigatable actions thereto.

In addition to that, risks categorization has also been updated by addressing the current foreseen business challenges that we regard as the most relevant to our business. These are the risks that we see as most material to UCL's business and performance at this time. There may be other risks that could emerge in the future.

We set out below our principal risks, certain mitigating actions and movement of risks that we believe help us to manage our risks and the measure of future impact corresponding to each of these.

Nature of risk	Management of risk	Level of risk
<p>Continuity of Operations</p> <p>Our business depends on purchasing materials, efficient manufacturing and the timely distribution of products to our customers.</p> <p>Considering the forex volatility and country reserve level, import of DMI and bulk might be impacted badly in coming days, which may result in sales loss and hamper supply of nutrition to the nation.</p>	<p>Considering the impact of forex crisis the issue remained one of the major risk agendas of management during the year. Following actions have been taken at various capacity to remain up to our goals and expectations:</p> <ul style="list-style-type: none"> • Continuous liaison with MNC and local banks • Quota allocation for nutrition from overall business in the country • Increase the allotment of HSBC offshore loan limit/preference to Unilever • Build business case to obtain support from global treasury or other avenues to ensure business continuity • Stock Keeping Unit (SKU) prioritization in case of crisis • DMI localization to reduce import dependency 	<p style="text-align: center;">↑</p> <p style="text-align: center;">Increase</p>

Nature of risk	Management of risk	Level of risk
<p>Distributor Operations</p> <p>Insufficient strategy, management and execution may lead to deviation from standard of customer service resulting to loss of sales and/or profit.</p> <p>Higher trend in trade return since 2022 due to decreased Shopper offtake compared to earlier years impacting business performance.</p>	<p>We are reinforcing our initiatives to reduce financial implications from trade returns:</p> <ul style="list-style-type: none"> • FIFO (first in first out) reinforcement through DFFs (distributor field force) • Distribution rationalization for Plus Range • Initiatives on Shelf-life increment • Planogram revision for removal of high trade return contributing SKUs in nutrition stores • Detailed study on market demand to understand the current market size and potential to grow in foreseeable future. • Set SKU level trade stock norms • Governance for regular audit of outlet to ensure trade stock hygiene 	<p style="text-align: center;"> Increase</p>
<p>Product Pricing and Trade Terms</p> <p>Lack of appropriate product pricing and trade terms can lead to loss of profitability considering the impact of inflation on the portfolio.</p> <p>Higher trend of inflation in consumer market has led to down gradation and lapse among discretionary categories. HFD is ranked 20/20 in a wallet study of relevant categories. If the environment continues as is, there might be further lapse and loss in consumer franchises and significant losses in volume.</p>	<p>To manage the relevant risks, we stick to our principles and kept leading the market. We also ensured continuous engagement with our trade partners in different channels to build resilience against any difficult situation. Our overall efforts are summarised as follows:</p> <ul style="list-style-type: none"> • Continuous monitoring of pricing in packaged foods & FCMP (full cream milk powder) categories • Launch marketing initiatives to convert HFD from discretionary to essential in consumer minds following value-specific communications. • Launch consumer promotions to improve the value perception of Horlicks. • Launch further access packs & bridge packs to enable upgradation & slow down lapse/down gradation. 	<p style="text-align: center;"> Increase</p>
<p>Tax</p> <p>Unilever is exposed to a variety of external financial risks in relation to Treasury and Tax.</p> <p>Due to incorrect interpretation of provisions in Customs Act, Customs Authority imposes additional duty by increasing the assessed value on which duty rates are applied. This is increasing our cost up to 30% of invoice value.</p>	<p>We actively contribute and respect national laws and regulations and do business in compliance with all relevant codes. We keep our active engagement with relevant stakeholders and regulatory bodies to create awareness on importance of nutrition products and impact of additional duties and taxes on the affordability for end consumers. Also, we are reviewing the latest development quarterly.</p>	<p style="text-align: center;"> No change</p>
<p>Commodities</p> <p>The cost of our products can be significantly affected by the cost of the underlying commodities and materials from which they are made. Fluctuations in these costs cannot always be passed on to the consumer through pricing.</p> <p>Unforeseen price volatility of DMI from Q2 2022 resulting to potential impact on the pricing decisions.</p>	<p>In response to these risks, we have initiated many action-based programmes such as:</p> <ul style="list-style-type: none"> • Implement more rigorous review process where commodity and component wise inflation trend being reviewed. • Embed stronger governance and around transfer pricing review process. 	<p style="text-align: center;"> No change</p>

Nature of risk	Management of risk	Level of risk
<p>Regulatory Product Compliance</p> <p>Unfavourable regulatory environment may cause higher cost and more complexity</p> <p>Discussion is ongoing to introduce High Fat, Salt and Sugar (HFSS) regulation. Such regulations may have restrictive impact on some of our Nutrition portfolios since such regulation may put restrictions on CP, advertisement and other form of promotional activities.</p> <p>Government is likely to introduce Extended Producer's Responsibility (EPR) that would significantly impact business in terms of cost of compliance.</p> <p>Unfavorable changes in duties and taxes may have negative financial impact. As most of our RM are import based, any increase in duties and taxes will increase our COGS.</p>	<p>In relation to HFSS, we will revisit our existing products considering the international regulations and check what preventive action needs to be taken to reduce impact. Further, we will engage with the regulators to give our inputs at the time of drafting the same.</p> <p>For EPR, we will continue discussions with different chambers and work with reputed developmental organisations to pilot plastic waste management project.</p> <p>Continued engagement with NBR, other regulatory bodies and influential groups to create awareness on importance of Nutrition products and impact of additional duties and taxes on the affordability for end consumers.</p>	<p style="text-align: center;"></p> <p style="text-align: center;">No change</p>
<p>Business Portfolio & Resource Allocation</p> <p>Unilever's strategic investment choices will affect the long-term growth and profits of our business.</p> <p>We have single third-party manufacturer doing mainly packaging for local market may cause higher dependency risk along with less flexibility in operations.</p>	<p>To have a smooth operation we have chalked out a detailed plan which includes:</p> <ul style="list-style-type: none"> • Develop relationship with existing vendor through higher value addition input incentive. • Explore alternative vendor in case of increased risk. • Assess feasibility for packaging at own site. 	<p style="text-align: center;"></p> <p style="text-align: center;">No change</p>
<p>Security</p> <p>Site security and other physical threats need to be managed to protect business assets and ensure secure work environment.</p> <p>Due to limited operations at Fouzdarhat factory, there are several risks around site security such as -</p> <ul style="list-style-type: none"> • Land excavation from back side of factory site leading to boundary wall weakening and unwanted water with residue flowing inside. • New residential buildings are being constructed adjacent to factory site where water discharge and sewerage may flow inside making the associated area marshland. • Furthermore, residents of that area might raise complaints about manufacturing activities in future. • Right front side next to highway has temporary fencing which leads to frequent breakage by trucks, occupied by temporary shops or making fire on waste/garbage. 	<p>We have taken following relevant steps in response to this risk:</p> <ul style="list-style-type: none"> • Comprehensive security risk assessment to identify risk and mitigating actions • Beef up security at factory site • Strengthening boundary concrete walls and prevent water or sewerage flowing from outside • Optimise site utilization/ production to ensure higher people movement • Stakeholder mapping & engagement on rapport buildup for emergency and contingency support 	<p style="text-align: center;"></p> <p style="text-align: center;">No change</p>

Nature of risk	Management of risk	Level of risk
<p>Pensions Funding & Investment</p> <p>Being in new modality many transformations in business statutory compliance regarding funds remain a vital issue for our business.</p> <p>Name change of PF Rules after harmonization with Unilever is yet to be completed causing fund investment could not be made and employees are losing investment benefits.</p>	<p>We have already taken Board approval on the rules and ready for submission to NBR for approval.</p>	<p style="text-align: center;"> No change</p>
<p>Changing Customer Landscape</p> <p>Successful customer relationships in terms of right product availability in different channels are vital to our business and continued growth.</p> <p>Grey products, lookalikes and counterfeits impact our sales and confuses the consumers in the market, resulting in bad consumer experience and loss of sales.</p>	<p>We have taken many initiatives to reach our customers with safe and original products such as:</p> <ul style="list-style-type: none"> • We have filed Writ Petition and obtained Rule and Direction in our favour. • Filed Notice to Customs Authority under Intellectual Property (import & Export) Enforcement Rules 2019. • Started engagement with Customs Authorities. • Raid at market and factory premises. • Intel base established through C&F Agents and engagement with NBR and Customs to create the awareness and have further intel base. • Structured process developed for market raids and market sweeping is ongoing. • Get the Writ Petition heard before the High Court and obtain a favorable Judgment. • Exploring option to file writ to prevent Retail Sale. 	<p style="text-align: center;"> No change</p>
<p>Business Transformation</p> <p>Successful execution of business transformation projects is key to delivering their intended business benefits and avoiding disruption to other business activities.</p> <p>a) 256 cases filed by ex-pharma employees and anticipating more to be filed. Any adverse order would have significant financial impact as well as impact on company reputation. b) Land ownership at Khulna may be disputed as title of the land has been recorded in the name of local Deputy Commissioner. Also, the land was in possession of a third party.</p>	<p>We actively contribute and respect national laws and regulations and do business in compliance with all relevant codes. We have taken following relevant steps in response to this risk:</p> <p>For Lawsuits:</p> <ul style="list-style-type: none"> • Monitoring the cases. • Preparing the evidences and replies. • Contingency plan in place for any adverse order. <p>For Land ownership:</p> <ul style="list-style-type: none"> • Took possession of land. • Established boundary wall and fixed Company Board. • Process initiated for record correction. 	<p style="text-align: center;"> No change</p>

Nature of risk	Management of risk	Level of risk
<p>Brand Equity</p> <p>Our success depends on the value and relevance of our brands and products to our consumers and on our ability to innovate and remain competitive.</p> <p>Standard Horlicks has introduced a new thematic campaign in 2023 with the objective of pivoting its proposition into the benefit space. Misinterpretation of product / brand claims and communications by external stakeholders may lead to potential damage to brand image.</p>	<p>We strictly adhere to Unilever media policy and engage in right forums upholding our brand equity. Any claim or consumer-facing communication / artwork goes for vetting to CRC (Copy Review Committee consisting of representatives from Legal, Regulatory, global Medical team). All claim is based on CSS (Claim Support Sheet) issued by global Medical team. Media monitoring by our digital agencies and internal media team to pick up any negative consumer comments that has potential to damage brand image and activate our local Legal, Regulatory and Comms team for mitigation plan.</p>	<p style="text-align: center;"> Decrease</p>
<p>Safe & High Quality Products</p> <p>The quality and safety of our products are of paramount importance for our brands and our reputation.</p> <p>Mothers Horlicks has garnered consumer complaints across e-commerce and social media platforms regarding red precipitation, indicating major consumer concerns about product quality. However, as per subsequent tests, nothing harmful was found.</p>	<p>We placed a robust end to end system to ensure quality of our products as well as driving following actions:</p> <ul style="list-style-type: none"> • Product quality has been checked in lab for assessing potential risks/scope of improvement; the results indicate no issue in product. • CEC (Consumer Engagement Centre) team has reverted to the consumers with assurance on product quality. • Removal of circumin (the ingredient leading to red precipitation) is currently being explored. 	<p style="text-align: center;"> Decrease</p>
<p>Code Compliance</p> <p>Compliance with laws and regulations is an essential part of Unilever's business operations.</p> <p>Bangladesh Breastmilk Substitutes (BMS) Act has become relevant for UCL since JHlx Stage-1 has launched. If any mandates of the BMS Act are violated by Expert Marketing team, it may lead to penalties by Govt. as well as create reputation risk. Since Scientific Engagement (SE) activities involve financial investment, there is possibility of fraud which can also create reputational risk for the company. Sampling misuse of MHlx can be interpreted as influencing the doctor to generate irrelevant prescriptions.</p>	<p>In response to these risks, we have initiated many action-based programmes such as:</p> <ul style="list-style-type: none"> • Training and awareness on regulations and codes, both on-job and classroom sessions. • EM SOP training on annual basis. • Refresher training every 6 months for Exp. Mkt. team members. • Scientific Activities are run by EM team however financial involvement lies with third party to mitigate the risks. • Bi-annual Departmental audit by Exp. Mkt. team for SE activities. • Quarterly Departmental audit by EM team on scientific activities 	<p style="text-align: center;"> Decrease</p>

Our Thrives towards Opportunities

Opportunities	What we are doing to respond to opportunities
<p>Future-fit Portfolio</p> <p>UCL's strategic investment choices in keeping with changing consumer demographics, aspirations and spending power will bring about an opportunity for growth and improved margins. There is a huge headroom to grow through building our product portfolio in high growth super premium segments.</p>	<p>Our strategy and our business plans are designed to ensure that resources are prioritised towards high growth segments. UCL is focused on making the core brands aspirational and driving premiumization across the breadth of the product portfolio with investments in robust pipeline of innovations designed to meet the premiumization trend. UCL has significantly enhanced brand propositions and marketing investments to increase adoption in under-penetrated categories.</p>
<p>Growing in Channels of the Future</p> <p>With advent of technology enabled distribution models, there has been a hyper fragmentation of channels. Accelerated growth of e-Commerce and Modern Trade has brought about a huge opportunity to tap into these channels and drive business growth.</p>	<p>While UCL continues to drive growth in the traditional trade and route to market, it is also critical to increase its footprint in emerging channels such as e-Commerce and Modern Trade. Several new initiatives have been piloted to strengthen our capability in channels of the future. UCL continues to collaborate with key players in e-Commerce to drive strategic priorities</p>
<p>Digital Transformation</p> <p>Opportunities arising from rapidly emerging digital technologies, analytics and big data present a chance to make meaningful interventions and develop capabilities across the value chain redefining the way we do business.</p>	<p>UCL has been a leader in using big data and analytics as a tool to drive sustainable growth. We continue to drive organisation wide digital transformation agenda under the umbrella of 'Bangladesh Rise with U' to capture the digital opportunity and full fill the dream of 'Smart Bangladesh'. Pre-empting the imminent disruption, we have established a sharp digital innovation portfolio in each Function and continue investments in Innovation. These innovations include those around our core ERP platform using Cloud, Artificial Intelligence and other digital technologies. Each day, we build new capabilities in Systems, Workforce and Business Models.</p>
<p>Environmental Social & Governance (USG) focus</p> <p>The effects of climate change and nature loss are becoming ever more apparent and increasingly urgent. Our stakeholders recognise that responsible business practices are critical to generating long term value. UCL is committed to operate and grow the business in a responsible way. Our Compass commitments guide our purpose and vision. We have the opportunity to leverage ESG credentials for a consumer perception benefit.</p>	<p>UCL is a frontrunner in sustainable business practices. Through the Compass we have integrated our sustainability and business strategies. We aim to demonstrate that robust financial results are not contrary to sustainable business; in fact, they are complementary. The Company has a strong governance mechanism in place consisting of cross functional steering committees to action our ESG commitments. We are constantly driving advocacy around sustainability and getting broader industry participation to lead the change.</p>

Risk Management Activities 2022



INTERNAL CONTROL FRAMEWORK AND CONTROL ASSURANCE

A Control Framework structures the basis of internal control. It is the process that ensures we comply with laws and regulations, that our financial reporting is reliable and that our operations are run efficiently and effectively. Furthermore, a Control Framework provides the basis on which we assess our control systems and identify how to enhance them. Control Frameworks also enable us to develop our systems of internal control in a structured and effective way. They ensure that we operate within applicable legislation and enhance our ability to deliver our strategic aims and adapt to the evolving nature of our business environment.

Entity Level Controls

Entity Level Controls (ELCs) are internal controls that help to ensure that management directives pertaining to the entire entity are carried out. ELCs provide assurance that entity has effective internal controls over financial reporting. They establish guidelines for an organisation's governance, financial analysis and integrity, and adherence to applicable laws and professional standards. They set forth an organisation's values and, through policies and procedures, clarify the desired behaviour of our employees, management team, and board members.

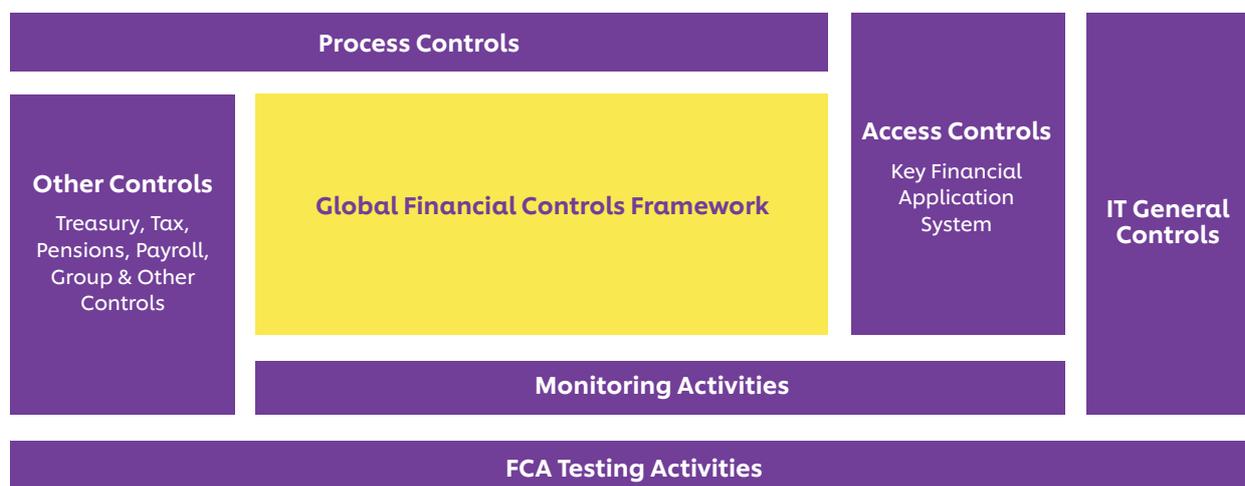
COSO (Committee of Sponsoring Organisations') principles on Integrated Internal Control Framework are widely used as a standard to manage/implement the function of internal control, and as a best practice, an organisation should follow these principles to maintain a sound internal control environment, and which also form basis of forming the ELCs. We have following 25 ELCs in 8 areas:

Area	Controls
Board & Committees	<ul style="list-style-type: none"> • Composition and Independence • Terms of Reference (ToR) • Performance Evaluation • Audit Committee Reporting - <ul style="list-style-type: none"> • External Audit • Reporting • Corporate Audit
Code of Business Principles	<ul style="list-style-type: none"> • Code of Business Principles and Code Policies – Approval and Communication • Code Breaches Reporting Process • Training
Risk and Controls Management	<ul style="list-style-type: none"> • Risk Management • Control Framework - Global Financial Controls Framework • Controls Reporting • FCA Process and Guidelines • FCA / KFAS Scoping • Control Health Meetings • System configuration monitoring • Changes to Global Schedule of Authorities
Accounting	<ul style="list-style-type: none"> • Changes to Accounting Policy Manual
Significant and unusual transactions	<ul style="list-style-type: none"> • Identification of significant and unusual transactions • Approval of significant and unusual transactions
Human Resources	<ul style="list-style-type: none"> • Annual Performance Evaluation • Approval of Annual Bonus Targets
Information Technology	<ul style="list-style-type: none"> • ITGC / Access Controls • Cyber Security Incident Reporting
Process and Controls Documentation	<ul style="list-style-type: none"> • Periodic Review of Process Documentation

What is Unilever's Control Framework?

The Company has a robust internal control and risk management system in place which remained effective throughout the year. The Unilever control universe is made up of various control frameworks. There are following six components of the Unilever Financial Reporting Controls Model -

- Process Controls – under Global Financial Controls Framework (GFCF)
- Other Process Controls - Treasury, Tax (GTCF), Pensions, Payroll (GPCF), Group & others
- Access Controls – under Global Access Controls Framework (GACF)
- IT General Controls – under IT General Controls (ITGC) Framework
- Monitoring Activities
- FCA Testing Activities



Process Controls

Global Financial Controls Framework (GFCF)

GFCF contains the financial reporting controls that operate across the core processes of our business. It sets out one set of consistent global controls which applies to all Unilever subsidiaries using SAP ERP platforms. GFCF is the mapping of specific controls to the various financial risks faced by the business. The framework is designed to establish and enhance our internal controls, setting the minimum standards that must be achieved across the business.

The GFCF allows Unilever to establish, assess and enhance our internal controls which in turn allows for more accurate financial reporting, prevention of fraud and the protection of Unilever's assets. Specifically, the framework:

- provides clarity on roles and responsibilities across the business
- enables a reduction and standardization of controls globally, creating efficiencies and cost savings
- is designed to maximise the use of automated controls
- facilitates a greater level of monitoring to enable identification of control observations

Financial Control Assurance Testing

An annual assessment of our controls is carried out through the Financial Control Assessment (FCA) exercise. The objective of FCA process is to provide assurance over design and operational effectiveness of key financial controls. The FCA provides comfort to Unilever's management that our controls over financial reporting are operating as intended. The Financial Controls Assessment (FCA) process ensures assurance over financial reporting controls each year which

FCA Governance



has five steps namely scoping, self-assessment, testing activities (both design (DEA) and operating effectiveness (OEA) testing), deficiencies, rectification and remediation. Testing as per Global Financial Controls Framework (GFCF) has been carried out throughout the year in two phases and submitted to Group Chief Accountant's Department (GCAD). In addition to that, Unilever Control Service Center (CSC) monitors a set of Control Health Indicators (CHI) on monthly basis and share the same with country team.

Detailed FCA process steps are as follows:

S. No.	Key activities	Performed by	Brief Description	
1	Scoping	GCAD (Financial Risk and Control)	Scoping determines what will be assessed	
Phase 1	2	Process documentation	Process owner	Process flowcharts and narratives are mandatory as they document and help understand the process
	3	Risk and Control Matrix (RACM)	Process owner	RACMs document relevant risks, together with the key and non-key controls to GFCF defined controls
	4	Self-assessment	Process and Control owner	Opportunity to assess and document alternate controls to GFCF defined controls
	5	Talk through or Walkthrough	Assessor	Assess the accuracy of the process documentation and the adequacy of the controls
	6	Test plan	Assessor	Test plans help efficient testing of the key controls and adequate documentation
	Phase 1 and 2	7	Design and operational testing	Assessor
8		Deficiency assessment	Process owner and assessor	To assess the potential impact of control failures
9		Deficiency remediation	Process owner	The identified deficiencies must be corrected and re-tested
10		V8000 sign-off	Unit Head	This document confirms compliance to the FCA process

Controls Hub is being used as IT tool (Corestream) in the documentation of FCA process. To support and manage all elements of the FCA methodology the tool is used. Controls Hub must be kept up to date throughout the process and all new users should be trained accordingly. Global Control Service Center (GCSC) are responsible for the daily management of the Controls Hub tool.

Access and IT General Controls

Global Access Controls Framework (GACF)

At Unilever, the GACF specifies a framework for access controls to counter the threat of unauthorised operations involving our key financial application systems. The GACF includes controls for processes such as new user access provisioning, removal of access for leavers, periodic user access reviews and user role management.

IT General Controls (ITGC) Framework

Our ITGC framework is designed to address the risks of key financial systems not meeting business requirements, unauthorised usage of systems and data loss from systems by prescribing appropriate IT-based controls.

Control Deficiency Reporting & Remediation

All deficiencies have to be documented in a Control Deficiency Report ('CDR') through the Controls Hub Tool and the same will be reported to the Audit Committee. Gross and Net Potential impact of the deficiencies must be quantified. A high level rectification plan along with specific actions, timelines and action owners must be documented and rectification status updated regularly. Responsibility for rectification rests with the Process Owner, responsibility for re-testing and for recording the remediation rests with the Assessor. To assess the implementation of rectification plan Internal Audit team performs testing as per continuous testing model till the CDR being declared as remediated. The country risk manager updates the GCSC quarterly on the status of deficiencies logged on Controls Hub.

In addition to GFCF, there are other locally implemented controls which are documented in the form of Standard Operating Procedures and guidelines. Monitoring and testing of these controls are managed by the Internal Audit function and reported to both Management and the Audit Committee.

Control Assurance

Internal Audit function carries out various process and controls audit by the function as well as engaging third parties throughout the year with the support from Control Assurance Department (CAD), findings and actions of which are shared with management and Audit Committee. Continuous follow up is also held to ensure corrective and preventive actions are taken on due time.

During 2022, there were process audit held in following areas such as Statutory Compliance Review, CODEX (third party manufacturing site) controls Review and CDR remediation review etc.

Following FCA guideline, we have implemented two new control frameworks (GTCF and GPCF) in 2022 and made effective from Q1 2022. A holistic review has been carried out as part of control self assessment being a full scope country for FCA 2022. Furthermore, control operators (preparers, reviewers, and approvers) were guided for operating and documenting controls as per the control frameworks.

As part of FCA test during phase 1 and phase 2 of 2022, there were 51 key manual controls were in scope. After due scoping, those controls were tested and reported in the Controls Hub accordingly. Upon completion of the control testing a FCA test report is also in circulation consisting of improvement areas.

Access controls were duly exercised by LAC (Local Authorization Controller) triggering periodic reviews for Fire Fighter Log review, Role Content Review, User Access Review, Master Data Review, Leavers Review to maintain hygiene of the control environment and systems throughout the year. Checked and ensured by LAC that there is proper approval available as per Schedule of Authority for all kinds of user access provisioning in Unilever's Key Financial Application systems and Segregation of Duty (SOD) conflicts are properly mitigated by consulting with the country Risk Manager and his approval.

Business user accounts and the roles granted to users, were reviewed by the Access Management Team (Country Risk Manager, LAC and CPLs (Country Process Lead)) on timely basis to ensure that they remain valid (e.g., does the user require the same level of access) and SOD (Segregation of Duty) risk free. Right people were updated as Approvers and Controllers in GRC workflows; users were valid and correctly mapped as approvers or owners against the said roles in GRC system. Also, any exceptions noted were addressed with appropriate measure.

USEFUL INFORMATION FOR SHAREHOLDERS

Share Capital

Authorised Capital	BDT 200,000,000
Issued and Fully Paid -up Capital	BDT 120,464,490
Class of Shares	Ordinary
Face Value of Shares	BDT 10
Number of Shares Outstanding	12,046,449

Stock Exchange Information

Listed on	Dhaka Stock Exchange Limited (DSE)
Listing Year	1976
Trading Code	UNILEVERCL
Scrip Code	18454
ISIN	BD0454GLAXO1
Category	A
Sector	Food and Allied

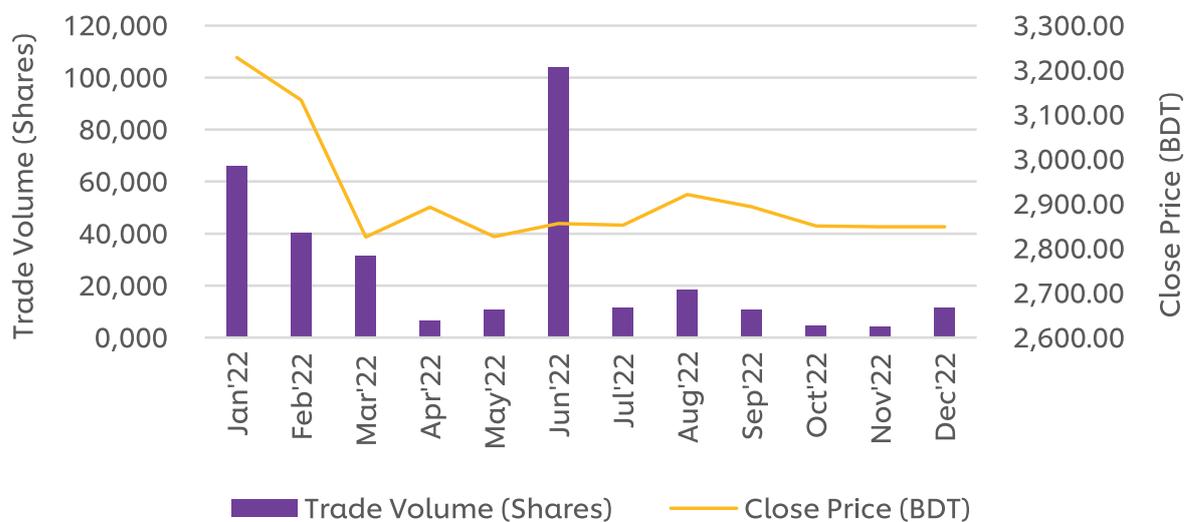
Share Performance at DSE (In 2022)

Month	High (BDT)	Low (BDT)	Close (BDT)	Volume (Nos.)	DSEX Index (Point)
January	3,302.70	2,920.00	3,228.00	65,931	6,926.29
February	3,365.00	3,031.00	3,132.50	40,251	6,739.45
March	3,050.00	2,765.00	2,826.20	31,643	6,757.84
April	2,963.50	2,770.00	2,892.80	6,414	6,655.67
May	2,949.00	2,755.00	2,826.70	10,621	6,392.86
June	2,929.00	2,785.50	2,855.70	104,065	6,376.94
July	2,940.00	2,801.10	2,852.20	11,664	6,133.96
August	2,936.00	2,849.00	2,921.10	18,629	6,457.22
September	2,993.90	2,860.00	2,893.30	10,730	6,512.89
October	2,950.00	2,849.00	2,850.20	4,548	6,307.34
November	2,900.00	2,849.00	2,849.00	4,099	6,235.95
December	2,939.00	2,849.00	2,849.00	11,495	6,206.81

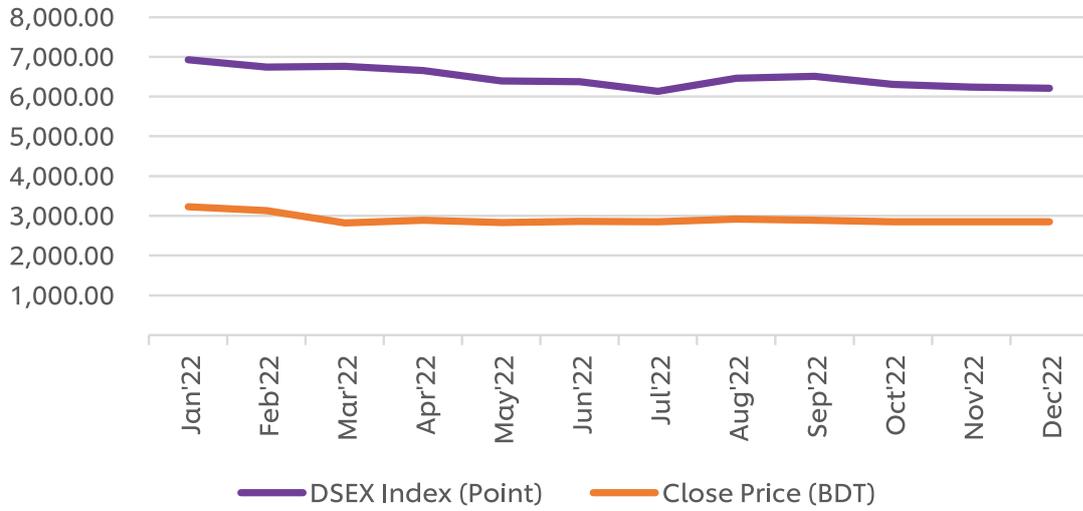
Monthly High Low Share Prices (BDT)



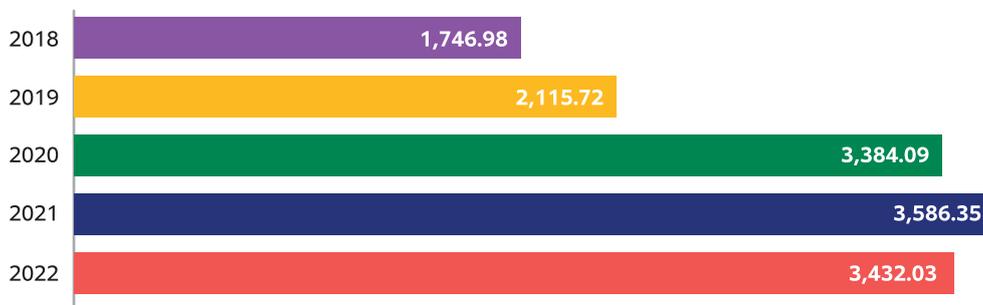
Monthly Trade Volume (Shares) vs Close Price (BDT)



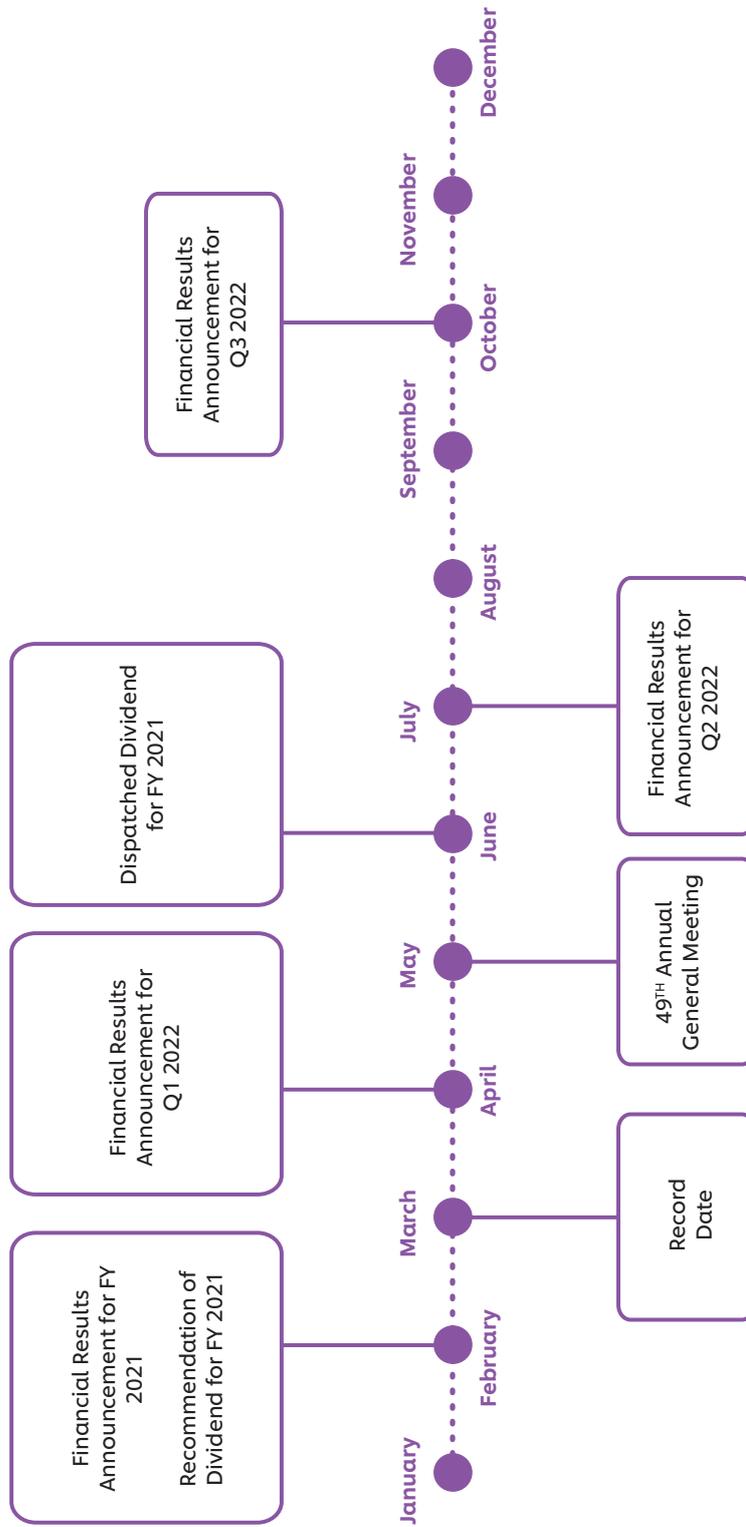
Monthly DSEX Index (Point) vs Close Price (BDT)



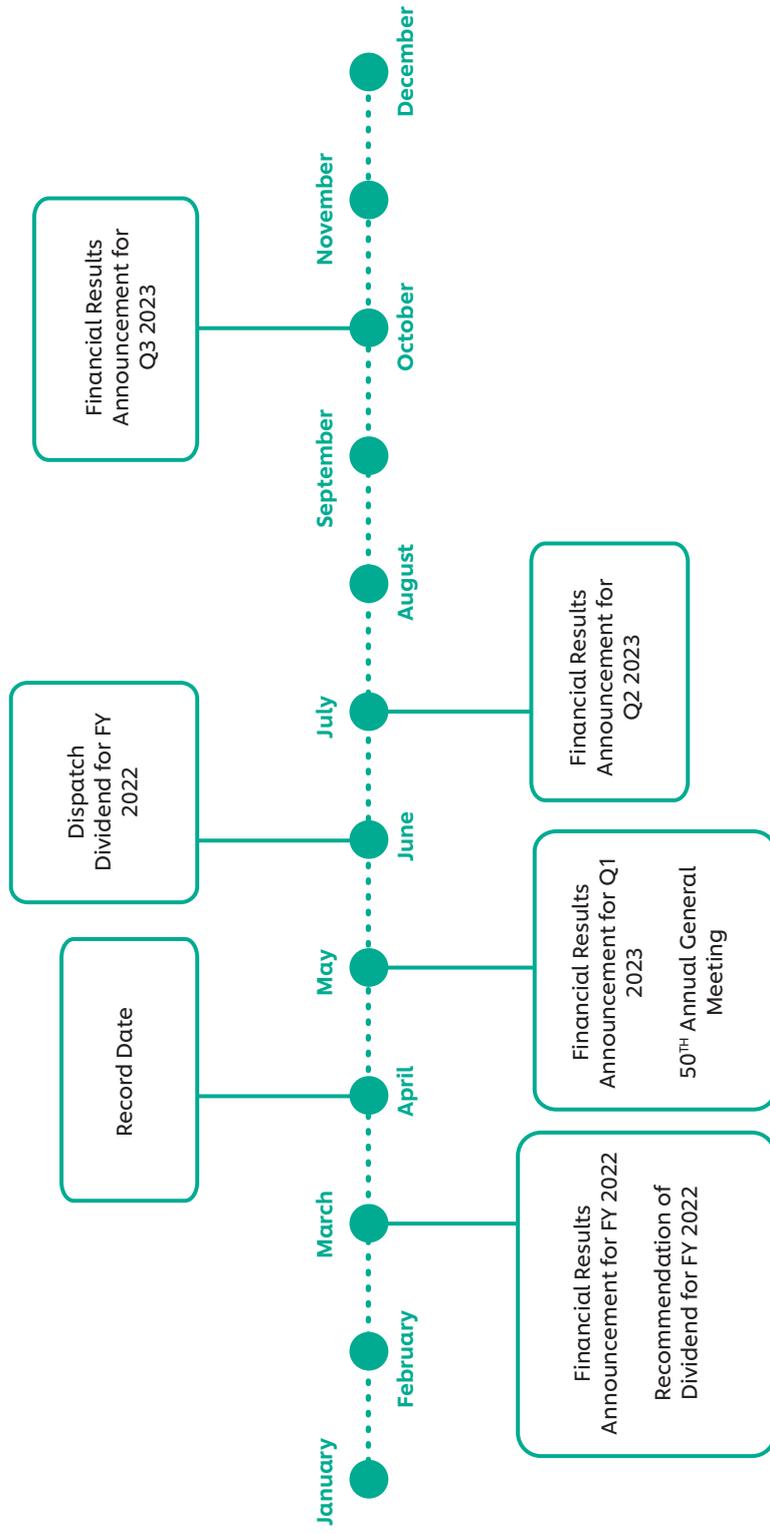
Market Capitalisation at Year-End (BDT Crore)



Calendar of Financial Year 2022



Tentative Calendar for Financial Year 2023



Company Website

The Company's website is a comprehensive reference source of information with regards to the Company's activities, Board of Directors, top management, financial statements, price sensitive information, annual reports, notices of general meetings, investor relations, dividend, Code of Business Conduct and Ethics etc. It is also considered as the authoritative channel to release of any archived publications. To comply and conform at all times with and to all applicable laws and regulations relating to the website, the Company consistently publishes regulatory information on its website.

Investor Relations

An effective investor relations arrangement is in place at the Company which confirms transparency, openness and timeliness in information disclosure and in responding to our valued shareholders. The Company in a routine manner communicates with its shareholders and investors through publishing periodic updates on financial results, disclosing price sensitive information and material information on recent developments and changes in Company's business/affairs, annual report, media releases and any other relevant communications. Furthermore, anyone requires additional information concerning Company's affairs and financial performance, may send an email to UCL.Bangladesh-info@unilever.com or contact at **+88 01324438744** or visit the website of the Company at www.unilever.com/UCL-bd.html.

Grievance Redressal Mechanism

At UCL, a preemptive and reliant shareholders' grievances and queries redressal mechanism is in place to deal with due care. The Company Secretary, along with his extended secretariat, is delegated with the responsibility of delivering equitable treatment to our valued shareholders on their queries and grievances, aligned with their well-defined rights, as articulated in the applicable laws and the Articles of Association of the Company. The Company maintains a designated e-mail address for shareholders to address their queries and grievances. The Investors' Relation Department regularly engages with the shareholders to resolve their queries and grievances with care in an effective, fair and expeditious manner and provides guidance to them for any Company-related matters. The Company's grievances redressal mechanism is furnished below:



Investors are encouraged to lodge their queries through e-mail at UCL.Bangladesh-info@unilever.com or via a phone call or e-mail at Mohammad-Naharul.Molla@unilever.com to the Company Secretary.

Investors may also contact the Company's Investors' Relation Department in person. Designated team member will attend to Investors individually.



Investors' Relations team acknowledges the queries and contacts the Investors to confirm their identity to proceed further.



After confirming the Investors identity, Investor Relations Team addresses their queries and delivers necessary information/documents as pursued in an expeditious manner.

BOARD OF DIRECTORS







Masud Khan

Chairman

Masud Khan joined the Board in April 2013 as Independent Director and became the Chairman of the Board in April 2019. He is currently working as the Chief Advisor of the Board of Crown Cement Group Bangladesh. He is a seasoned professional with 43 years' work experience in leading multinational and local companies in Bangladesh. Prior to joining Crown Cement Group, he worked in LafargeHolcim Bangladesh as Chief Financial Officer for 18 years. Earlier, he worked for British American Tobacco in finance and related fields for 20 years both at home and abroad.

He is also an Independent director and Chairman of Audit Committee of Singer Bangladesh Limited and Community Bangladesh Bank Limited. His articles on professional and industry issues regularly feature in newspapers and international and local magazines. He regularly features on electronic

media on talk shows and interviews and is often in the news for comments on industry and professional issues. He also does public speaking on professional issues in educational institutions and all the Professional Institutes such as Institute of Chartered Accountants of Bangladesh, ACCA and ICMA Bangladesh. He is also a lecturer in the Institute of Chartered Accountants of Bangladesh for the past 43 years.

He did his Bachelor of Commerce with Honours from St Xaviers' College under University of Kolkata. Thereafter, he qualified with distinction both as a Chartered as well as a Cost and Management Accountant from the Indian Institutes being a silver medalist at all India level in the Chartered Accountancy Examination in the year 1977. He is also a Fellow member of CMA (Australia and NZ).



Khan Salahuddin Mohammad Minhaj

Managing Director and CEO

KSM Minhaj was inducted to the UCL Board as the Managing Director in June 2020. Minhaj brings with him two decades of rich FMCG experience across multiple categories in Foods, Home and Personal Care, while leading both Marketing and Sales Functions as member of the Management Committee of Unilever Bangladesh Limited over a period of 10 years.

Minhaj started his career at Nestle Bangladesh before joining Unilever in 2006. He had exposure to Supply Chain and then worked in Marketing as the Brand Executive of NESCAFE, before joining Unilever as the Senior Brand Manager for Wheel. He was one of the youngest Marketing Directors of the Country in 2011. In 2014, Minhaj was appointed as Director, Sales and Customer Development of Unilever Bangladesh Limited. Over the last 8 years, he has successfully transformed the function, making it

future-fit by driving execution excellence, expanding distribution base, and creating a fine blend of Go-to-Market talent. He has been instrumental in driving the Customer Development (CD) transformation agenda in Unilever Bangladesh as the function drives Digitisation in Demand Generation, Demand Capture and Demand Fulfilment.

Minhaj is credited for building the country's best in class talent and establishing the winning culture that Unilever is so proud of. Earlier Minhaj did his Business Graduation from Faculty of Business Studies and MBA from IBA, Dhaka University.



Zaved Akhtar

Non-Executive Director

Zaved Akhtar joined the UCL Board as non-executive Director in October 2021. He is the CEO and Managing Director of Unilever Bangladesh Limited and joined Unilever in 2000 after 3.5 years in British American Tobacco.

He has worked in multiple business units across Bangladesh, India, Philippines, and Southeast Asia and demonstrated the ability to thrive across different cultures. He has rich international experience in brands, innovation, communication development and business management. In his immediate past role as Vice President, Digital

Transformation and Growth, Zaved led a comprehensive end-to-end digital transformation program with impact. He has also institutionalised Market Development and drove Net Revenue Management in Unilever's business in South Asia.

Zaved is a graduate from the Institute of Business Administration (IBA), University of Dhaka. He is also a Director of Foreign Investors' Chamber of Commerce and Industries.



Zinnia Tanzina Huq

Non-Executive Director

Zinnia was inducted to the UCL Board in February 2023. She has over 20 years of experience in the FMCG and Pharmaceuticals industry. She has worked across core Financial Reporting, Treasury, Controls and Governance, Commercial Finance Partnering and has led Regional Supply Chain Finance projects (based in Singapore).

From thereon, she has moved on to roles in leading transformations and driving organisational strategy through shaping desired financial growth model. She joined Unilever Bangladesh in 2019 as the Head of Financial Controls and M&A (Mergers and Acquisitions) and led the historic acquisition of the GSK Consumer Healthcare business. After 2 years of leading performance management across the

business and directly supporting the Beauty and Wellbeing and Personal Care business groups, she assumed the role of CFO and Finance Director in 2023.

Zinnia is a Fellow Chartered Management Accountant from CIMA, UK. She is also a member of ICMA, Bangladesh. Zinnia has been a strong advocator of Diversity and Inclusion in all the organisations she represented and is an active participant at various professional platforms to promote female leadership. Zinnia was awarded the Inspiring Women Award from Bangladesh Brand Forum in 2015.



S.O.M. Rashedul Quayum

Non-Executive Director

S.O.M. Rashedul Quayum is an UK qualified Barrister from Lincoln's Inn and Advocate of the Supreme Court of Bangladesh, who joined the Board in June 2020. He is an experienced General Counsel worked for leading multinational companies / law firms as Legal Director/General Counsel/Head of Compliance/Head of Corporate Affairs/Company Secretary. Presently he is the Legal Director and Company Secretary of Unilever Bangladesh Limited.

He has Completed his LLB (Hons) and Postgraduate Diploma in Law from the University of Northumbria, U.K. and holds BBA and MBA degree from North

South University. He is life member of the Honorable Society of Lincoln's Inn, UK, member of Bar Council of U.K., Bangladesh Supreme Court Bar Association, Dhaka Bar Association, Dhaka Tax Bar, Bangladesh Bar Council, standing committee member of FBCCI for Intellectual Property and Manpower, executive committee member of IPAB, member of Legal sub-committee of FICCI and Commercial Legislation committee of MCCI.



Md. Abul Hossain

Non-Executive Director

Md. Abul Hossain was joined on the UCL Board in August 2019 as nominated Director by the Investment Corporation of Bangladesh (ICB). He has been serving as the Managing Director of ICB since 21 August 2019, the core public sector investment bank of the country. Mr. Hossain has more than 32 years of diversified experience in investment banking, specialised and commercial banking, Islamic banking, Asset management and ICT works. He started his career as a System Analyst (Senior Principal Officer) of ICB in 1998 and served in different positions in the same organisation. Prior to his joining in ICB, he acted as the Managing Director of Karmasangsthan Bank. He also served as the Managing Director (Additional Charge) and Deputy Managing Director of Bangladesh Krishi Bank.

Currently, he is contributing his professional expertise as a Board member of British American Tobacco Bangladesh Co. Ltd. (BATBC), Standard Bank Limited, National Tea Company Limited (NTC), Apex Tannery Limited, United Power Generation & Distribution Company Limited (UPGDCL), Apex Footwear Limited, Heidelberg Cement Bangladesh Limited and Padma Bank Limited. In addition to perform his professional duties, Mr. Hossain is actively involved in different philanthropic activities of various national, social, cultural, religious and volunteer organisations.



Mohsin Uddin Ahmed

Independent Director

Mohsin Uddin Ahmed joined the Board in February 2018 as Independent Director. Mohsin has over 29 years of experience primarily in FMCG sector. Mohsin is currently the Chief Executive Officer (CEO) of New Zealand Dairy Bangladesh Limited.

He was the Managing Director of LINDE Bangladesh Limited. Prior to joining LINDE Bangladesh, Mohsin was the President at Emami Group for its SAARC Countries' business operations. He started his career with British American Tobacco Bangladesh Company Limited (BATBC) where he spent about five years in various roles under Trade Marketing and Distribution function. He was also the Sales Director of Nestle Bangladesh from 2003 to 2011.

He was expatriated to Nestle Maghreb region (Morocco, Algeria & Tunisia) as Regional Sales Development Manager in Morocco. He started his early career in Unilever and worked in various capacities under Sales Operations and later in 2011 rejoined Unilever as Customer Development Director. He was also the Member of Unilever Bangladesh Board of Directors. Currently he sits in the Board of Berger Paints Bangladesh Limited as Independent Director.

Mohsin holds a Master's degree in Applied Physics and Electronics from the University of Dhaka.



Reazul Haque Chowdhury

Independent Director

Reazul Haque Chowdhury was inducted to the Board as an Independent Director in April 2019. Currently he is the Group Managing Director IFAD Group, prior to which, he was the Group Managing Director of Runner Automobile PLC. He was also the Managing Director of Reckitt Benckiser Thailand Cluster (Thailand, Philippines & Indo-China) and Regional Director of Avery Dennison RBIS South Asia.

Mr. Chowdhury started his career at British American Tobacco as Territory Sales Manager. As a Business Manager, he has more than 30 years of wide experience in General Management, Sales, Brand Marketing, Trade Marketing and Shopper Marketing in FMCG industry in South Asia and East Asia. He gathered significant experience in FMCG business management by working in increasingly senior positions in British American Tobacco, Customer Management Director in Unilever and Managing

Director, Reckitt Benckiser Bangladesh, Reckitt Benckiser Sri Lanka Cluster and Reckitt Benckiser Thailand Cluster. He is also the member of multiple boards as Independent Director and member of Audit Committee and NRC. Currently he sits in the Board of Hemas Bangladesh Limited, Berger Paints Bangladesh Limited and Singer Bangladesh Limited as Independent Director.

Mr. Chowdhury has a Bachelor (Hons.) and Master's degree in Marketing from Dhaka University. He also is a graduate in Advanced Management from INSEAD, Fontainebleau, France.



Md. Naharul Islam Molla

Company Secretary and Regulatory Affairs Head

Md. Naharul Islam Molla is the Company Secretary and Regulatory Affairs Head of Unilever Consumer Care Limited. He has 26 years of professional experience in Food, Nutrition, Cosmetics, OTC drugs and Consumer Health Care sector. He joined UCL (ex GSK) in May 2016 and lead Regulatory and Corporate Affairs function of Bangladesh, Myanmar & Nepal for the Consumer Healthcare business as Director - Regulatory and Corporate Affairs. Prior to UCL, he spent 19 years in Nestlé Bangladesh Limited in various role including Manager - Expert Marketing, Senior Manager - Business Excellence, Public Relations and Compliance.

During his professional journey, Nahar has accomplished multiple critical assignments to unlock and safeguard business.

Also, Nahar served as a Director of GSK Bangladesh Board from December 2018 to June 2020.

He completed graduation and post-graduation from Department of Geology, University of Dhaka. Outside his professional duties, Nahar is passionate to participate in different social activities and involved in multiple associations.

REPRESENTATION OF DIRECTORS IN OTHER COMPANIES

Companies (other than UCL) in which UCL Directors hold Directorship and Committee membership

SL #	Name	Designation in UCL Board	Directorship in other Companies	Types of Directorship	Membership in Board Committees
1	Masud Khan	Chairman	Singer Bangladesh Limited	Independent Director	Audit Committee and Nomination & Remuneration Committee
			Community Bank Bangladesh Limited	Independent Director	Audit Committee
			Edge Ventures Limited	Director	-
			Kultprit Private Limited	Director	-
			Excelsior Restaurants and Conference Private Limited	Director	-
2	KSM Minhaj	Managing Director	Unilever Bangladesh Limited	Non-Executive Director	-
3	Zaved Akhtar	Non-Executive Director	Unilever Bangladesh Limited	Managing Director & CEO	-
4	Zinnia Tanzina Huq	Non-Executive Director	Unilever Bangladesh Limited	Director	-
5	S.O.M. Rashedul Quayum	Non-Executive Director	-	-	-
6	Md. Abul Hossain	Non-Executive Director	British American Tobacco Bangladesh Company Limited	Nominee Director	Audit Committee and Corporate Social Responsibility Committee
			Standard Bank Limited	Nominee Director	-
			National Tea Company Limited	Nominee Director	Audit Committee and Nomination & Remuneration Committee
			Apex Tannery Limited	Nominee Director	Audit Committee
			United Power Generation & Distribution Company Limited	Nominee Director	-
			Apex Footwear Limited	Nominee Director	-
			Heidelberg Cement Bangladesh Limited	Nominee Director	-
			Padma Bank Limited	Nominee Director	Audit Committee
7	Mohsin Uddin Ahmed	Independent Director	Berger Paints Bangladesh Limited	Independent Director	Audit Committee and Nomination & Remuneration Committee
8	Reazul Haque Chowdhury	Independent Director	Berger Paints Bangladesh Limited	Independent Director	Audit Committee
			Singer Bangladesh Limited	Independent Director	Audit Committee and Nomination & Remuneration Committee
			Hemas Bangladesh Limited	Independent Director	-

STATEMENT OF DIRECTORS' RESPONSIBILITY

Directors' statement of responsibility in relation to the Financial Statements and Internal Controls

The Directors of Unilever Consumer Care Limited ("Company") are:

- responsible for ensuring the maintenance of proper accounting records, which disclose with reasonable accuracy the financial position of the Company at any time and from which financial statements can be prepared to comply with the Companies Act, 1994; the Securities and Exchange Rules, 2020; the Dhaka Stock Exchange (Listing) Regulations, 2015; International Accounting Standard (IAS) / International Financial Reporting Standards (IFRS) as applicable in Bangladesh; Financial Reporting guidelines as issued by Bangladesh Securities and Exchange Commission and Financial Reporting Council and other applicable financial legislations
- responsible to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss for that period
- responsible also for ensuring the operation of systems of internal controls and for taking reasonable steps to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities

The Directors confirm that suitable accounting policies have been consistently applied in the preparation of financial statements, supported by reasonable and prudent judgements and estimates as necessary; applicable accounting standards have been followed, and the financial statements have been prepared on the going concern basis.

The financial statements along with the notes to the financial statements and the Directors' report for the year ended on 31 December 2022, are set forth in this annual report, which has been approved by the Board of Directors in its meeting dated 09 March 2023 and 21 March 2023 respectively.

The responsibilities of the Auditors in relation to the financial statements are presented in the Independent Auditors' Report, signed by the Auditor and included in this annual report.

Internal Controls

The Board, through the Audit Committee, has reviewed the assessment of Company's emerging and principal risks and internal control framework that operates in the Company and has considered the effectiveness of the process of risk management and system of internal control in operation in the Company.

On behalf of the Board



Masud Khan
Chairman

AUDIT COMMITTEE REPORT

The Audit Committee (the “Committee” hereafter), appointed by and responsible to the Board of Directors (the “Board” hereafter) of Unilever Consumer Care Limited (the “Company” hereafter), is constituted according to the Corporate Governance Code of the Bangladesh Securities and Exchange Commission (BSEC).

Composition of the Committee

The Committee comprises of four members, all of whom are non-executive directors. The Chairman of the Committee is appointed by the Board and is a non-executive independent director. The Company Secretary functions as the Secretary of the Committee. Meetings of the Committee are attended by the Head of Finance, Internal Audit Manager and the External Auditors on invitation. All members of the Committee are financially literate and able to interpret financial statements and assess the adequacy of the internal control processes out of whom one member has the accounting or related financial management background with 22 years of experience.

Changes in the Committee

Mr. Md. Zahidul Islam Malita has resigned from the Board and subsequently his membership in the Committee has been discontinued effective from 1 February 2023. Ms. Zinnia Tanzina Huq has been appointed as Nominated Non-Executive Director as well as member of the Committee in place of Mr. Md. Zahidul Islam Malita effective from 1 February 2023.

The terms of reference of the Committee have been determined by the Board in accordance with the Audit Committee Charter.

Role of the Committee

The Audit Committee’s role flows directly from the Board’s oversight function and it is authorised by the Board to investigate any activity within its terms of reference. The Committee reports regularly to the Board on the performance of the activities it has been assigned. The Committee’s main responsibilities include:

Financial Reporting

To review the quarterly, half-yearly and annual financial statements of the Company along with management representatives, focusing particularly on any significant changes to accounting policies and practices before submission to the Board for approval. Particular focus is given on:

- Any significant changes to accounting policies and practices;
- Significant adjustments arising from audits;
- Compliance with applicable Financial Reporting Standards and other legal and regulatory requirements; and
- The going concern assumption.



Related Party Transactions

To review any related party transactions and conflict of interest situations that may arise within the Company, including any transaction, procedure or course of conduct that may raise questions of management integrity.

Management Discussion & Analysis (MDA)

To review the Management's Discussion and Analysis (MDA) report and made the necessary recommendation before disclosing in the Annual Report.

Audit Reports

- To prepare the annual Audit Committee report and submit to the Board which includes summary of its activities and review the Board's statements on compliance with the BSEC Codes of Corporate Governance for inclusion in the Annual Report.
- To review the internal Audit Committee Charter and make necessary revisions for the year. The Committee should determine that all responsibilities outlined in the charter have been carried out. In addition, the charter is reviewed, and proposed updates presented to the Board for approval.

Internal Control and Risk Management

- To consider annually the Risk Management Framework adopted within the Company and to be satisfied that the methodology deployed allows the identification, analysis, assessment, monitoring and communication of risks in a regular and timely manner.
- To consider whether internal control strategies recommended by internal and external auditors have been implemented timely by the management thereby ensuring that the system of internal control is soundly embedded, effectively administered and regularly monitored.
- To review the extent of compliance with established internal policies, standards, plans and procedures.
- To recommend to the Board steps to improve the system of internal control derived by the Committee from the findings of the internal and external auditors.

Internal Audit

- Review and approve the internal audit activity charter for the company annually.
- Monitor / evaluate whether internal audit functions are conducted independently from the management and ensure that Internal Auditors have open access to all activities, records, property and personnel necessary to perform its duties.
- Review and approve the annual internal audit plan and evaluate its consistency with the Risk Management Framework used.
- Review the findings and recommendations made by the Internal Auditors for removing the irregularities and ensure that appropriate action is being taken from the management.
- Recommend any broader reviews deemed necessary as a consequence of the issues or concerns identified and raise/ensure special audit where necessary.
- Review the efficiency and effectiveness of internal audit function. Evaluate status reports from the

Internal Audit and ensure that appropriate tracking is maintained on the action points agreed upon in order to implement the audit recommendations.

External Audit

- To recommend the appointment or hiring process of external auditor and oversee their performance.
- To review the external auditor's findings arising from audits, particularly any comments and responses in management letters as well as the assistance given by the employees of the Company in order to be satisfied that appropriate action is being taken.
- To review any matters concerning the appointment and re-appointment, audit fee and resignation or dismissal of the external auditor.
- To review and evaluate factors related to the independence of the external auditor and assist them in preserving their independence.
- To be advised of and decide to or not to make significant use of the external auditor in performing non-audit services within the Company, considering both the types of services rendered and the fees, so that its position as auditor is not deemed to be compromised.

Other matters

To act on any other matters as may be directed by the Board.

Activities Performed during the Year

In accordance with the Audit Committee Charter, governed by the BSEC notification on Corporate Governance, the Committee carried out its duties to work upon areas that were raised for consideration and discussed to evaluate issues related to key events of annual financial reporting cycle.

During the year 2022, the Committee carried out the following activities:

1. Financial Reporting Assurance

- Reviewed the quarterly, half yearly and annual financial statements of the Company, in light of the financial performance.
- Assessed compliance with applicable Financial Reporting Standards and other legal and regulatory requirements.
- Assessed the external auditor's report on all critical accounting policies, significant judgment and practices used by the company in producing the financial statements.

2. Internal Control and Risk Management Process

- The Committee reviewed the robust assessment of Company's emerging and principal risks during the year as and when required to discuss.
- Reviewed the implementation status of internal financial controls that address risks related to business processes.
- Reviewed the Financial Controls Assessment (FCA) test results conducted as per Unilever Global Financial Controls Framework (GFCF) guidelines during the year and took update on the recommendation or remediation of any identified control deficiency.

3. Internal Audit and Compliance

- Reviewed the Audit Committee Charter of the Company.
- Appraised and approved the Internal Audit Activity Charter.
- Assessed and endorsed the annual Internal Audit Plan 2022 in consideration of major risks of the Company.
- Reviewed all Internal audit reports submitted by Internal auditor and overseen all major findings arising from internal audit throughout the year and monitored the corresponding management actions to improve the performance of the controls.

4. External Audit

- Evaluated the eligibility for appointment of statutory (external) auditor's and recommended the selection to the Board.
- Reviewed the scope of the services to be provided by the external auditors and did not approve any non-audit services to the external auditors.
- Reviewed the external auditor's findings, areas of concerns and the management's response thereto and is satisfied that the external auditors remain independent and that appropriate action is being taken on time.

5. Reporting to the Board

The minutes of the Committee meetings are placed subsequently to the Board for their intimation on regular basis which contains all issues along with various suggestions and recommendations to the Management and the Board. Following incidents were not raised during the year those be reportable to the Board.

- Any conflicts of interests.
- Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements.
- Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations.

The Committee is of the opinion that adequate risk management and controls are in place to provide reasonable assurance that the company's assets are safeguarded and that the financial position of the Company is adequately managed.

Meetings and Attendance

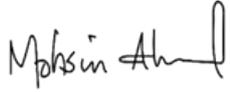
In the year 2022, the Committee met four times. The details of attendance of each member of the Committee meetings in 2022 are as follows:

Name	Representation in Board	Representation in Committee	Date of joining the Committee	No. of meetings in 2022	
				Held	Attended
Mr. Mohsin Uddin Ahmed	Independent Non-Executive Director	Chairman	1 st December 2018	4	4
Mr. Reazul Huq Chowdhury	Independent Non-Executive Director	Member	10 th April 2019	4	3
Mr. Md. Abul Hossain	Non-Executive Director	Member	21 st August 2019	4	4
Mr. Md. Zahidul Islam Malita	Nominated Non-Executive Director	Member	01 st October 2020	4	4

Mr. Md. Humayoun Kabir, Head of Finance has attended all the meetings to provide clarifications on all Company's financial matters.

Mr. Probal Raha, Internal Audit Manager has also attended all the meetings in 2022 as Head of Internal Audit function during the year. Also, as other invitees External Auditor (s) attended in one meeting to present the statutory Audit report and Management Letter for 2021 to the Committee.

Mr. Md. Naharul Islam Molla, Company Secretary, attended all meetings in 2022 in the role of Secretary of the Committee.



Mohsin Uddin Ahmed
Chairman
Audit Committee

Dhaka, 09 March 2023

NOMINATION AND REMUNERATION COMMITTEE REPORT

The Nomination and Remuneration Committee ("Committee") constituted by the Board of Directors ("Board") of Unilever Consumer Care Limited ("Company") as a Sub-Committee of the Board which is in pursuance with the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3rd June 2018 (Corporate Governance Code), issued by Bangladesh Securities and Exchange Commission ("BSEC").

The Committee comprises of four members, headed by an Independent Director and all of whom are Non-Executive Directors. The Company Secretary functions as the Secretary of the Committee.

The Committee is independent and responsible or accountable to the Board and to the Shareholders.

Major Responsibilities of the Committee

The "Terms of Reference" of the Committee has been determined by the Board in accordance with the Corporate Governance Code. The roles and responsibilities of the Committee are clearly defined in the "Terms of Reference". The major responsibilities of the Committee, among others, are as follows:

- i. Oversee and recommend a policy to the Board relating to the nomination criteria for determining qualifications, positive attributes, experiences and Independence of Directors and top-level executives.
- ii. Assist the Board as required to identify individuals who are qualified to become Directors and who may be appointed in top level executive position in accordance with the nomination criteria laid down and recommend their appointment/re-appointment and removal to the Board.
- iii. Oversee and recommend to the Board the policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.
- iv. Review the Code of Conduct of Board on a periodic basis and recommend any amendments for Board consideration.
- v. Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- vi. Developing, recommending and reviewing annually the company's human resources and training policies.



- vii. Oversee and recommend a policy to Board relating to the remuneration of the Directors and top-level executive, considering the following:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the company successfully,
 - b. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to Directors and top-level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- viii. Assist the Board to formulate the criteria for evaluation of performance of the Board and Independent Directors.
- ix. Recommend a report to the Board on activities of the Committee carried out during the financial year.

Nomination of Directors and Top-Level Executives

The Committee ensures that the procedures for nomination and appointment of Directors and Top-Level Executives are taken place in transparent, rigorous, and nondiscriminatory way. The Committee recommends the appointment of Directors and Top-Level Executives to Board, upon considering the integrity, qualification, expertise, positive attributes, experience, and independence (in case of Independent Director) of the person identified for appointment.

As an equal employment opportunity employer, the Company takes pride in actively promoting diversity. The Board places great emphasis on ensuring its membership reflecting diversity in broader sense. The Committee assess the appropriate mix of age, gender, experience, ethnicity, educational background, nationality and other relevant personal attributes, skills, experience, and expertise required on the Board.

Remuneration for Directors and Top-Level Executives

The reward philosophy of the Company is to provide market competitive total reward opportunity that has a strong linkage to and reinforces the performance culture of the Company. The intent of Company's compensation policy is to ensure that the principles of reward philosophy are followed in entirety, thereby facilitating the Company to recruit, retain and motivate the best talent. The ultimate objective is to gain competitive advantage by creating a reward proposition that inspires employees to deliver Company's promise to shareholders and consumers and to achieve superior operational results.

Executive Directors' and Top-Level Executives' compensation are benchmarked externally to ensure their total rewards package is competitive. Company's compensation policy defines the composition of Executive Directors' and Top-Level Executives' compensation package which comprises with fixed and incentive pay. The incentives are also tied in with Company's business performance.

Non-Executives Directors and Independent Directors are offered to receive reasonable remuneration from the Company as attendance fees.

No member of the Committee receives, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.

Evaluation of the Board and Independent Directors

The performance of the Board and Independent Directors shall be evaluated on an annual basis, compiled on the reviews / feedback from the Directors themselves. The Board as a whole shall discuss and analyse its own performance during the year together with suggestions for improvement thereon. The evaluation process involves obtaining viewpoints from the Directors on the performance of the Board and Independent Directors through the use of pre-set questionnaire.

Activities Carried Out during the Year

In line with "Terms of Reference", the Committee carried out the following activities during the year 2022:

- i. Reviewed and recommended to the Board a report on activities of the Committee carried out during the financial year 2021.
- ii. Reviewed and recommended to the Board the re-appointment of an Independent Director in accordance with the nomination criteria.
- iii. Reviewed and recommended to the Board the appointment of Director in accordance with the nomination criteria.
- iv. Reviewed a report on annual performance assessment of the Board and Independent Directors for the year 2021.
- v. Reviewed the Company's existing Human Resources and Training policies.
- vi. Reviewed the "Code of Business Conduct and Ethics for Members of the Board of Directors" and recommended it to the Board for approval with required amendments.
- vii. Reviewed the "Terms of Reference" of the Committee and recommended it to the Board for approval with required amendments.

Meeting and Attendance

During the year 2022, the Committee met for one time. The following table shows the composition of the Committee and members attendance at the Committee meeting:

Name	Representation in Board	Representation in Committee	Date of joining in the Committee	No. of Meeting in 2022	
				Held	Attended
Mr. Reazul Haque Chowdhury	Non-Executive Independent Director	Chairman	10 th April 2019	1	1
Mr. Mohsin Uddin Ahmed	Non-Executive Independent Director	Member	01 st December 2018	1	1
Mr. Md. Abul Hossain	Nominated Non-Executive Director	Member	21 st August 2019	1	1
Mr. Md. Zahidul Islam Malita	Nominated Non-Executive Director	Member	01 st October 2020	1	1

Mr. Md. Zahidul Islam Malita has resigned from the Board and subsequently his membership in the Committee has been discontinued effective from 01st February 2023. Ms. Zinnia Tanzina Huq has been appointed as Nominated Non-Executive Director as well as member of the Committee in place of Mr. Md. Zahidul Islam Malita effective from 01st February 2023.

Mr. Md. Naharul Islam Molla, Company Secretary attended the meeting held in 2022 in the role of Secretary of the Committee.

On invitation, representative from Human Resources department was attended the meeting held in 2022 to provide clarifications on agenda of that meeting.

The minutes of the Committee meetings were presented at the next Board meeting following the Committee meeting.



Reazul Haque Chowdhury
Chairman
Nomination and Remuneration Committee

Date: 09 March 2023

LEADERSHIP TEAM



Khan Salahuddin Mohammad Minhaj

Managing Director and CEO

KSM Minhaj was inducted to the UCL Board as the Managing Director in June 2020. Minhaj brings with him two decades of rich FMCG experience across multiple categories in Foods, Home and Personal Care, while leading both Marketing and Sales Functions as member of the Management Committee of Unilever Bangladesh Limited over a period of 10 years.

Minhaj started his career at Nestle Bangladesh before joining Unilever in 2006. He had exposure to Supply Chain and then worked in Marketing as the Brand Executive of NESCAFE, before joining Unilever as the Senior Brand Manager for Wheel. He was one of the youngest Marketing Directors of the Country in 2011. In 2014, Minhaj was appointed as Director, Sales and Customer Development of Unilever Bangladesh Limited. Over the last 8 years, he has successfully transformed the function, making it future-fit by driving execution excellence, expanding distribution base, and creating a fine blend of Go-to-Market talent. He has been instrumental in driving the Customer Development (CD) transformation agenda in Unilever Bangladesh as the function drives Digitization in Demand Generation, Demand Capture and Demand Fulfilment.

Minhaj is credited for building the country's best in class talent and establishing the winning culture that Unilever is so proud of. Earlier Minhaj did his Business Graduation from Faculty of Business Studies and MBA from IBA, Dhaka University.

Md. Naharul Islam Molla

Company Secretary and Regulatory Affairs Head

Md. Naharul Islam Molla is the Company Secretary and Regulatory Affairs Head of Unilever Consumer Care Limited. He has 26 years of professional experience in Food, Nutrition, Cosmetics, OTC drugs and Consumer Health Care sector. He joined UCL (ex GSK) in May 2016 and lead Regulatory and Corporate Affairs function of Bangladesh, Myanmar & Nepal for the Consumer Healthcare business as Director Regulatory and Corporate Affairs. Prior to UCL, he spent 19 years in Nestlé Bangladesh Limited in various role including Manager Expert Marketing, Senior Manager - Business Excellence, Public Relations and Compliance.

During his professional journey, Nahar has accomplished multiple critical assignments to unlock and safeguard business.

Also, Nahar served as a Director of GSK Bangladesh Board from December 2018 to June 2020.

He completed graduation and post-graduation from Department of Geology, University of Dhaka. Outside his professional duties, Nahar is passionate to participate in different social activities and involved in multiple associations



Aditya Kumar

Marketing Director

As Marketing Head, Aditya is responsible for the overall marketing activities of the Company. Aditya joined Unilever in Bangladesh to lead the integration of GSK-CH with Unilever and post that joined in 2020 as Marketing lead of the Company.

Aditya joined Unilever in India in 2009 and started his career in sales in General Trade and Modern Trade. Post that he led marketing in various foods brands of Unilever in South Asia countries. Aditya has completed his MBA (post-graduation) from XLRI Jamshedpur, India.



Shamima Akhter

Director of Corporate Affairs, Partnerships and Communications

As Director of Corporate Affairs for Unilever in Bangladesh, Shamima looks after corporate affairs, partnerships for sustainability initiatives and company communications.

Shamima joined Unilever in 2019 with 17 years of work experience, she has worked at global brands like Coca-Cola, Grameenphone, technology start-up QUBEE, USAID and UNDP.

Shamima holds a Master's Degree in Development Studies from North South University and Masters of Arts (Gender Studies) from The University of Dhaka.

Md. Humayoun Kabir

Head of Finance

Md. Humayoun Kabir is the Head of Finance of the Company. He is a qualified Chartered Accountant by profession having MBA in Finance from Rajshahi University.

He has thirteen years of professional experience in different industries, including Pharmaceuticals, Oil and Gas, IT and Foods, working in all disciplines in Finance function throughout his career. Md. Humayoun Kabir joined the Company (ex GSK) in September 2015 as Management Reporting Manager of the MyBaN (Myanmar, Bangladesh, and Nepal) cluster and became the Head of Finance in 2021.



Md. Tafizul Islam Pial

Head of Sales

Md. Tafizul Islam Pial joined Unilever Bangladesh Limited as a Territory Manager in 2006. He has 16 years of experience in Unilever, both locally and internationally in Field Sales, Customer and Brand Marketing. During this journey, Pial has bagged success in various business critical assignments and gathered a holistic and rich experience.

After a successful stint as the Regional Manager, followed by Channel Development & Shopper Marketing Lead, he assumed responsibilities as the General Sales Operations Manager where Pial has successfully established future-fit and compliant RTM Partners which is a non-negotiable to establish competitive edge for sustainable growth. Thereafter, he was appointed as the Head of Sales for the Nutrition business, post the successful CD integration of GSK operations.

Pial holds a bachelor's degree in Business Administration discipline from Khulna University.



Ishrat Ahmed

Senior Legal Counsel and Compliance Manager

Ishrat joined Unilever as Lead Counsel for the acquisition of GSK Bangladesh Limited by Unilever. Ishrat has been leading Legal and Compliance department of UCL from the successful completion of the acquisition.

Ishrat is a Barrister-at-Law (UK), a lawyer in Australia and Advocate of Supreme Court of Bangladesh and she comes with 13+ years of experience as Senior Legal Counsel of British American Tobacco, HSBC and she was the Head of Legal for Siemens Bangladesh Limited.

She has received various awards for her outstanding performance as a contributor to the business that she served. In Unilever she was awarded with various recognition for her contribution in leading and implementing data privacy process, tea-business carve out, combatting counterfeit and grey products. Ishrat completed her Bar Vocational Course and LLM from City University, London.



Nabil Imran Siddiquee

Supply Chain Lead

Nabil joined the Company in 2016. In his current role, he is responsible for end-to-end Supply Chain management in UCL. Prior that, he successfully managed the role of Manufacturing Operations and Quality here.

Nabil comes with over 18 years' experience both in Factory and Corporate in Food, Nutrition and Consumer Healthcare sector. Before joining UCL, he spent 12 years with Nestlé Bangladesh Ltd. (including 4 years in Nestlé Lanka Ltd as expat) in various management positions of Manufacturing, R&D, Strategic Projects, TPM and Quality Management.

Nabil is a Chemical Engineer graduated from Bangladesh University of Engineering and Technology (BUET).



Ahmed Inam

Human Resources Lead

Inam joined Unilever in Bangladesh in 2017 and joined the UCL Leadership team in July 2021. Before that, he was a part of the Unilever-GSK integration team as the HR Integration Manager - HR.

Inam comes with over 14 years of experience in HR in different multinational & local companies including Banglalink, Rahimafrooz, and Huawei where he worked in various pillars of HR e.g., Recruitment, Learning & Development, Reward and HR Operations.

He completed both his graduation and post-graduation from North South University.

AWARDS AND ACHIEVEMENTS







Gearing towards a sustainable future through plastic waste management

Human activity is having an immense toll on nature and it is creating mountains of waste material. This has to stop. As a responsible Consumer Care company, we are committed to taking action to address this issue and help create a more sustainable future. To make a real difference in plastic waste management, we have formed partnerships with government agencies, NGOs, and others across the value chain to develop a circular economic model for plastic waste collection and recycling. Together, we are dedicated to finding innovative solutions to reduce waste and create a cleaner, healthier planet for generations to come.





BUSINESS REVIEW

- 105 Directors Report to the Shareholders in English
- 114 Directors Report to the Shareholders in Bangla
- 123 Management Discussion and Analysis
- 125 Key Operating and Financial Data
- 127 Key Performance Indicators
- 129 Analysis of Revenue
- 130 Value Added Statement
- 131 Distribution of Value Addition
- 132 Shareholding Information
- 133 Certificate of Compliance
- 134 Corporate Governance Compliance Status
- 149 CEO & CFO Certification

DIRECTORS' REPORT TO THE SHAREHOLDERS FOR THE YEAR ENDED 2022

Dear Shareholders,

The Board of Directors has the pleasure of presenting the Directors' Report and Auditor's Report together with the audited Financial Statements of Unilever Consumer Care Limited ("Company" or "UCL") for the year ended 31 December 2022.

The Directors' Report has been prepared in accordance with the Corporate Governance Code issued by Bangladesh Securities & Exchange Commission ("BSEC") vide its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3rd June 2018 and Section 184 of the Companies Act 1994. This report is being presented to the Shareholders at the 50th Annual General Meeting of the Company scheduled on 16 May 2023.

Our Business and Activities

Unilever Consumer Care Limited (erstwhile known as GlaxoSmithKline Bangladesh Limited) was incorporated on 25 February 1974 as a public limited Company and has been listed with Dhaka Stock Exchange Limited since 1976. On 30 June 2020, 81.98% of shares of the Company were acquired by Unilever Overseas Holdings B.V., as part of the Share Purchase Agreement signed between SETFIRST Limited and Unilever NV (Unilever NV nominated Unilever Overseas Holdings B.V. as the buyer of the shares). Consequently, the Company became a subsidiary of Unilever Overseas Holdings B.V. The name of the Company subsequently changed to Unilever Consumer Care Limited (UCL) effective from 24 August 2020, upon securing necessary approvals from the shareholders and relevant regulatory bodies of the Country.

The principal activities of the Company include manufacturing and marketing of consumer healthcare products under the brands' names Horlicks, Boost, Maltova, and GlucoMaxD.

Industry Outlook and Possible Future Developments

2022 had been one of the most turbulent years Bangladesh has experienced, as the country navigated through unprecedented commodity cost escalation, supply line gridlocks, currency depreciation, and heavy flash floods in the north. The second half of 2022 was especially challenging as the inflationary environment impacted consumption, leading to volume decline and higher production costs. Unprecedented inflation led to price increases in every essential categories and impacted every level of consumers and impacted their purchasing power negatively.

In the latest Global Economic Perspectives report published in January 2023, the World Bank predicts that Bangladesh's GDP growth rate is likely to decrease from 7.2% to 5.2% for the Financial Year (FY) 2023. This decrease is attributed to growing inflation and its negative impact on household incomes and businesses' input costs, as well as energy shortages, import restrictions, and tightening of monetary policy. In FY 2024, the growth rate is projected to increase to 6.2%.

Bangladesh's annual inflation rate was recorded at 8.5% in January 2023. This high inflation rate is mostly the result of growing domestic demand and rising prices of oil, gas, and other commodities due to supply disruptions caused by the Russia-Ukraine war. Moreover, the devaluation of Bangladeshi currency against the US dollar also fuelled inflation. This has further led to complications around international trade and sourcing of business raw materials.

The successful completion of two mega projects - Padma bridge and metro rail - in 2022 signifies a significant improvement in the Country's communications network. 2023 will also witness the emergence of at least a few other initiatives that will accelerate the Country's economic growth. The completion of significant infrastructure projects like the Karnaphuli Tunnel, Dohazari-Ghundum Railway, Dhaka Elevated Highway, and BRT from the Airport to Gazipur is anticipated for 2023 in addition to energy sector projects like the Rampal and Matarbari Power Plants.

Business Performance Through Sustainable Value Creation

Unilever's operational principle is to create sustainable long-term value while achieving superior business performance. Through its well-known brands, the Company continued to focus on offering high-quality food and nutrition products. To better serve the consumers, the Company has adopted a variety of innovations in packaging, product, price, and communication over the year 2022.

The Company identified availability and affordability alongside consumer awareness as key intervention areas to address. The distribution width was broadened significantly to improve availability, and smaller, more convenient, and innovative packs were launched at affordable prices to improve the value offered to consumers. Throughout the year, consumer awareness was driven by rolling out contextually relevant communications on online and offline platforms. The door-to-door campaign continued with the access pack to educate low socio-economic classification consumers about the value of nutrition that Horlicks provides. Key periods of the year like Holy Ramadan, summer, and exam season were identified for thematic communication to build relevance. Several partnerships were formed with key opinion leaders from different occupations to advocate Horlicks' usage among relevant consumer segments, which paid dividends in convincing consumers about the long-term benefits of Horlicks' nutrition. The activities resulted in the rise of Horlicks' household penetration from 15.9% in 2020 to 26.3% in 2022, led by double-digit growth in small pack volumes.

However, in early 2022, while Bangladesh was gradually recuperating from the effects of COVID-19, the globe witnessed the catastrophic effects of the Russia-Ukraine war in the form of economic sanctions, commodity price increases, and supply-chain disruptions, particularly the price of crude oil. The global economy had a domino effect having a level of unheard-of inflation. Bangladesh also felt the heat of inflation. The urea fertiliser price hiked by 37.5%, petroleum products' prices increased by

up to 51.7%, and diesel prices increased by 23%. Consumer prices, which were below 6.5% until April 2022, crossed 8.75%, non-food being 9.58% and food being 8.50% in October 2022. This high level of inflation was mainly triggered by rising import costs, which started eating up Bangladesh's foreign currency reserves. The inter-bank exchange rate of the US dollar against Bangladeshi taka crossed the Tk 102-mark in December 2022. A slower-than-expected inflow of remittances became a headache for the banking sector. Diminished purchasing power forced the consumer to make choice between essential and non-essential products. The demand of products across all industries have been impacted in 2022 and is expected to continue in the foreseeable future. The Company also got impacted and closed the year with a 1% top-line degrowth.

Manufacturing

UCL completed the year 2022 keeping the commitment of ramping up its Chattogram site commencing GlucoMaxD production on 28 December in presence of Bangladesh Standard and Testing Institute (BSTI) and submitting the samples for Package Commodity Rule (PCR) and Certification Marks (CM) license. This capacity is expected to support volume growth in 2023.

So far, the Company has ensured all its supply from Mutual Food Products Limited (MFPL), the third party (3P) manufacturing site, located at Konabari, Gazipur. MFPL has been UCL's sole manufacturing partner since 2002. With its state-of-the-art manufacturing setup, MFPL ensured uninterrupted supply in 2022. MFPL is compliant with the most stringent safety and quality regimen set by Unilever global and local regulatory bodies and entities. The site is FSSC 22000 certified with the safest food manufacturing facilities according to Global Food Safety Initiative (GFSI) standards. In addition, all our products are PCR registered after a physical site audit by BSTI, which is a testimony of our compliance practices as per local regulations.

To complement Safety and Quality Assurance, a skill matrix and training calendar are in place. The site ensures the adherence of those including organising trainings and workshops on a regular basis. Further, the production site is fully compliant with Bangladesh Labor Law and does not appoint child labour for any of its activities.

MFPL is an environmentally responsible manufacturing site with ETP usage, carbon-efficient transportation, energy efficient electrical and material handling. In terms of Health and Safety practices, MFPL is equipped with a fire detection and combat system, which is centrally monitored, keeping the operation safe.

While driving efficiency across manufacturing setups at the Chattogram site and MFPL, UCL will continue its focus to deliver safe and quality products at optimised cost to satisfy consumers.

Financial Performance

The Directors are pleased to report the financial results of the Company for the year ended 31 December 2022.

	BDT Crore		
Particulars	2022	2021	Vs 2021
Revenue	409.9	414.4	-1.1%
Cost of sales	215.0	222.3	-3.3%
Gross profit	194.8	192.1	1.4%
% to turnover	47.5%	46.4%	1.1%
Profit from operations	97.6	73.3	33.1%
% to turnover	23.8%	17.7%	6.1%
Profit before tax	97.8	71.7	36.4%
Income tax expenses	24.7	18.9	30.8%
Profit after tax	73.0	52.8	38.4%
% to turnover	17.8%	12.7%	5.1%

Revenue

The decline in the revenue of the Company is attributed to the prevailing economic conditions in 2022. Drop in off-take has been observed which resulted from the reduced purchasing power of the consumer. Increases in foreign exchange rate, fuel price and commodity price decreased the disposable income of the households. Like most categories in Bangladesh, the demand for our products has also decreased during 2022.

Cost of Sales

Cost of goods sold has increased significantly in 2022 resulting from increased input costs. Cost of the raw and packing material have observed unprecedented inflation driven by prevailing world economic conditions. The cost of imported raw materials has further increased due to the highest ever foreign exchange rate.

Gross Profit Margin

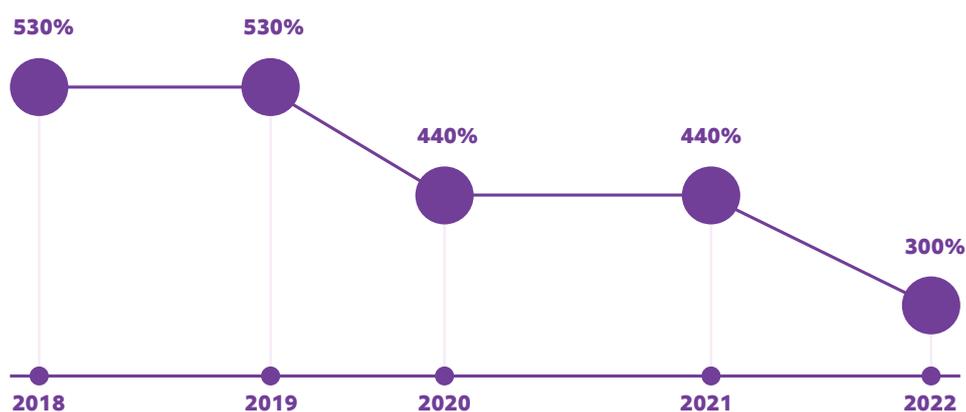
In 2022, the business saw a significant increase in raw and packing material costs that impacted the overall business performance. While increased cost could not be covered up through price increase, Gross Margin shows an improvement mainly due to a one-off benefit coming out of the reassessment of past liabilities and obligations in light of the current business challenges.

Net Profit Margin

The profit margin of the Company for the year 2022 has improved compared to that in 2021. This improvement has resulted from the improved gross margin, a significant reduction in Operating expenses as well as increased interest income.

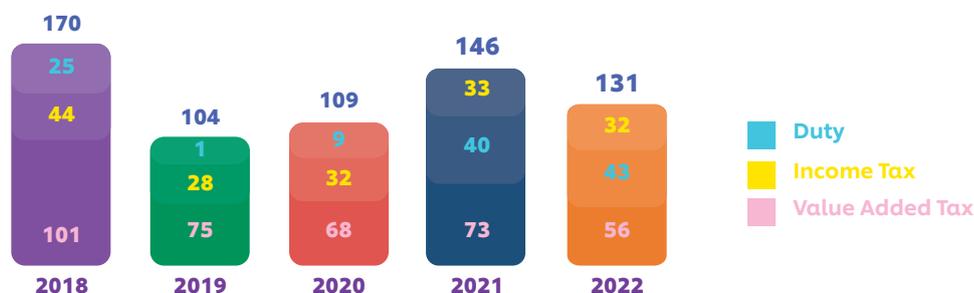
Distribution to Equity Shareholders

In consideration of the above business and financial performance, the Board of Directors recommended a final dividend of 300%, 240% being cash dividend and 60% being stock dividend. The recommended dividend, if approved by the Shareholders at the 50th Annual General Meeting, will involve a cash outflow of BDT 28.9 Crore.



Contribution to National Exchequer

Since its incorporation in Bangladesh, the Company has always made a significant contribution to the National Exchequer in the form of duties and taxes. All dues and applicable taxes were paid, collected, and deposited in time. During the year 2022, the Company contributed to the National Exchequer a sum of BDT 131 Crore.



Key Operating and Financial Data

The summarised key operating and financial data for the five years (2018-2022) is presented below: (The detailed version is presented in Annexure-II).

	BDT Crore				
Particulars	2022	2021	2020	2019	2018
Revenue	409.9	414.4	346.9	404.2	481.7
Cost of sales	215.0	222.3	187.6	181.1	256.7
Gross profit	194.8	192.1	159.3	223.1	225.0
Operating expenses	97.2	118.7	103.9	116.0	106.6
Profit from operations	97.6	73.4	55.4	107.1	118.4
Net finance income	5.1	1.6	16.9	16.9	11.6
Other income/(expenses)	0.3	0.5	(1.9)	-	-
Profit before WPPF & taxation	102.9	75.5	70.4	123.9	130.0
Contribution to WPPF	5.1	3.8	3.7	6.0	-
Profit before tax	97.8	71.7	66.7	117.9	130.0
Income tax expenses	24.7	18.9	17.0	16.2	(9.7)
Profit from continuing operations	73.0	52.8	49.7	101.7	139.7
Profit/(Loss) from discontinued operation	-	-	3.2	(3.1)	(203.2)
Profit after tax	73.0	52.8	52.9	98.6	(63.5)

Event Subsequent to the Statement of Financial Position

The Board of Directors recommended a final cash dividend at the rate of 240% and stock dividend of 60% per share for the year ended 31 December 2022 at the 312th Board meeting held on 09th March 2023. There are no other material events identified after the closure of the Statement of Financial Position.

Credit Rating Report

The Emerging Credit Rating Limited has assigned initial rating to the Company as AA- in the long term and ST-2 in the short term with a stable outlook on the basis of the audited financial statements of the Company for the year ended on 31st December 2022 and other relevant quantitative as well as qualitative information up to the date of rating.

Board of Directors

The composition of the Board represents an optimal mix of professionalism, knowledge, and experience that enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board has a good and diverse combination of Executive and Non-Executive Directors, and the same is also in line with the applicable provisions of the Companies Act, 1994; Articles of Association of the Company and Corporate Governance Code issued by BSEC. As of the date of this report, the Board consists of eight Directors comprising seven Non-Executive Directors, out of which two are Independent Directors and the Managing Director.

Brief resumes of Directors including their expertise in specific functional areas and membership in other Companies as Director/Board Committee members have been presented from pages 78 to 87 of this Annual Report.

Board of Directors Meeting and Attendance

During the year 2022, 06 (Six) meetings were held. The following table shows the composition of the Board and members' attendance at the Board meetings:

Name of Directors	Number of Meetings	Meetings Attended	Remarks
Mr. Masud Khan (Chairman)	06	06	Existing
Mr. Khan Salahuddin Mohammad Minhaj (Managing Director)	06	06	Existing
Mr. Zaved Akhtar (Non-Executive Director)	06	05	Existing
Mr. Md. Zahidul Islam Malita (Non-Executive Director)	06	06	Resigned with effect from 01 February 2023
Mr. S.O.M. Rashedul Quayum (Non-Executive Director)	06	06	Existing
Mr. Md. Abul Hossain (Non-Executive Director)	06	06	Existing
Mr. Mohsin Uddin Ahmed (Independent Director)	06	06	Existing
Mr. Reazul Haque Chowdhury (Independent Director)	06	05	Re-appointed with effect from 10 April 2022

The member who could not attend the meeting was granted leave of absence.

Appointment/Reappointment of Directors

According to section 91(2) of the Companies Act, 1994 and Article 85 of The Articles of Association of the Company, one-third of the Directors excluding the Managing Director shall be retiring by rotation at every Annual General Meeting and if eligible, qualify for re-election.

Accordingly, the Directors retiring by rotation are Mr. Masud Khan and Mr. Md. Abul Hossain, who being eligible, offer themselves for re-election.

Pursuance to the Article 89 of The Articles of Association of the Company, Directors appointed at Casual Vacancy or as Additional Director shall be retiring in the ensuing Annual General Meeting and, if eligible, qualify for re-election.

Accordingly, Ms. Zinnia Tanzina Huq, having been appointed to the Board effective from 01 February 2023, shall retire, and being eligible, offer herself for re-election.

The brief resumes of re-electing / re-appointing Directors are given below:

Mr. Masud Khan

A brief resume of Mr. Masud Khan has been presented on page 78.

Mr. Md. Abul Hossain

A brief resume of Mr. Md. Abul Hossain has been presented on page 83.

Ms. Zinnia Tanzina Huq

A brief resume of Ms. Zinnia Tanzina Huq has been presented on page 81.

Remuneration of Directors, Including Independent Directors

During the year, the Company has paid a total of Tk. 744,000 as Board meeting attendance fees including AIT and VAT to two Independent Directors and one Non-Executive Director excluding Directors who are in the employment of the Unilever Group Companies (disclosed in note 24 of the Financial Statements). Another Non-Executive Director who is not part of the employment of Unilever Group Companies is given remuneration for his advisory role as Chairman, which is disclosed in note 34 of the Financial Statements along with the remuneration of Key Management Personnel.

Code of Conduct

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, has laid down a "Code of Business Conduct and Ethics" for the members of the Board of Directors of the Company which is also readily available at Company's website www.unilever.com/UCL-bd.html. All Directors signed an annual declaration for the year 2022, confirming their full compliance with such Code.

Directors' Declaration on Financial Reporting

The full financial statements are presented in a later section of the annual report, along with the full notes of disclosures. The Directors confirm the following in accordance with the requirements of the Corporate Governance Code issued by BSEC:

- a. The financial statements prepared by the management of the Company presents fairly its state of affairs, the result of its operations, cash flows, and changes in equity;
- b. Proper books of accounts of the Company have been maintained;
- c. Appropriate accounting policies have been consistently applied in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgement;
- d. International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in the preparation of the financial statements, and any departure therefrom has been adequately disclosed;
- e. There is no significant variance between Quarterly Financial Performance and Annual Financial Statements;
- f. All deviations from the last year's operating results of the Company have been highlighted under the above point (Financial Performance).

Certification by the Managing Director and Head of Finance

Certification by the Managing Director and Head of Finance on the financial statements is presented in Annexure-V.

Other Regulatory Declarations by Directors

- a. Utilization of proceeds from public issues is not applicable;
- b. Explanation of financial results after IPO is not applicable;
- c. Explanation for not declaring the dividend for the year is not applicable;
- d. No bonus share or stock dividend has been declared as interim dividend during the year;

- e. During the year, the Company has not received any reportable complaints from its Shareholders;
- f. During the year, the Company conducted its Board meetings and recorded the minutes of the meetings as well as kept required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of Corporate Governance Code issued by BSEC.

Management's Discussion and Analysis

In accordance with condition no. 5(xxv) of Corporate Governance Code as issued by BSEC, Management's Discussion and Analysis which was reviewed by the Audit Committee has been duly signed by the Managing Director and Head of Finance of the Company and is set out in Annexure-I.

Shareholding Pattern

The shareholding information as of 31 December 2022 and other related information are set out in Annexure-III.

Minority Shareholder Protection

The minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress. The Company regularly interacts with its shareholders and investors through financial results announcements, disclosure of price-sensitive information and material information, annual reports, media releases, and the Company's website. The Annual General Meeting gives the shareholders an opportunity to come in direct communication with the Board of Directors and the Management. During such meeting, the Board engages with shareholders and respond to their queries on varied topics.

Compliance with BSEC Directive – Capital Market Stabilization Fund

Pursuance to regulatory requirements mandated by the Bangladesh Securities and Exchange Commission (Capital Market Stabilization Fund) Rules, 2021, all publicly listed Companies are directed by BSEC to transfer the amounts to the Capital Market Stabilization Fund ("CMSF") held against unclaimed or undistributed or unsettled dividend in cash or non-refunded public subscription money or others for a period of 3 (three) or more years from the date of declaration or approval or record date, as the case may be. In 2022, securing all applicable legal obligations, the Company has deposited the amount of Tk. 644,429.65 to CMSF, which was held in Company for 3 (three) or more years against unclaimed or undistributed or unsettled cash dividend for the Financial Year 2018 ended on 31 December 2018.

Related Party Transaction

All related party commercial transactions were made on the basis of "Arm's Length Transactions". Related party transactions have been presented in note 34 of the Financial Statements.

Going Concern

The Directors believe that the Company is a going concern and there are no significant doubts upon the Company's ability to continue as a going concern. Accordingly, Financial Statements are prepared on a Going Concern basis.

Risks and Concerns

The Company aims at ensuring business integrity through rigorous processes and systems. The Company follows an Embedded Risk Management Approach based on 3 principles which help to identify, measure, and manage internal and external key business risks and opportunities. The Risk Management framework and relevant activities performed during the year are detailed out in the Corporate Governance chapter from pages 57 to 65.

Internal Control

The Company has a robust internal control and risk management system in place. The design of internal control is sound and has been effectively implemented and monitored throughout the year. The Unilever control universe is made up of various control frameworks. There are six components of the Unilever Financial Reporting Controls Model, allowing it to establish, assess, and enhance its internal controls for more accurate financial reporting, prevention of fraud, and protecting Company's assets. Besides, control frameworks for access to our systems and other IT-based operations are also in place to address data security risks.

The Financial Controls Assessment (FCA) process ensures assurance over financial reporting controls each year. As per Global Financial Controls Framework (GFCF), testing has been carried out throughout the year in two phases and submitted the outcome of the testing to Group Chief Accountant's Department (GCAD). The Unilever Control Service Center (CSC) monitors a set of Control Health Indicators (CHI) monthly and shares the same with the Country team.

The Audit Committee appraises the adequacy and effectiveness of the internal control framework of the Company periodically. The outcomes from both internal and external audit findings are considered to assess the state of key controls. The audit observations and necessary corrective actions are presented and reviewed by the Audit Committee on a quarterly basis.

As per the annual audit plan approved by the Audit Committee, the internal audit function conducted periodic process audits throughout the year to assess the effectiveness of controls. The activities of internal audit are oriented towards the assurance over company's internal controls and risks from an independent eye. Based on the internal audit reports, process owners undertook necessary actions in their respective areas and thereby strengthened the controls.

This annual report further encloses a detailed discussion on the internal control framework as well as activities of

the Audit Committee under the Corporate Governance section.

People Update

2022 was a significant year for the employees of UCL. As the country came back to normalcy post-Covid, the employees also came back to the workplace after two years of hybrid ways of work. However, the employees of Sales and Manufacturing were operating from field and factory respectively throughout the pandemic to ensure an uninterrupted supply of UCL products in the market.

One of the biggest milestones of Human Resources (HR) team was to provide the new corporate office of UCL after a few changes of location since the acquisition. The new office design and aesthetics have been appreciated by both the employees and stakeholders since its inauguration in August'22.

Unilever has always been known for its market-leading and path-breaking initiatives to create equal employment opportunities for everyone across gender, race, and ethnicity. This year HR department along with the Unilever Equity, Diversity & Inclusion (D&I) team has relaunched the iconic cross-industry forum "inspirit" which will work toward creating infrastructure and facilities for women, especially the ones who work outdoors. It has also recruited more than 200 female salespersons in Distribution Field Force (DFF), again a first in the country.

Throughout the pandemic, UCL kept its employees engaged through different learning and engagement initiatives and 2022 was no different. To get the organisation together on a learning journey, "Learning Carnival" was arranged including sessions that were led by local and international facilitators. The sessions covered important and relevant topics to give a strong perspective to the employees on how to navigate the business in a different situation and make the right decision. Other functional and online learning initiatives continued throughout the year.

The HR team also ensured that the wellbeing of the employees remains on the top agenda. In 2022, all the wellbeing initiatives were divided according to Unilever Group's Wellbeing principles i.e., Physical, Mental, Emotional, Purposeful wellbeing, and specific programmes organised under each category. Different face-to-face events were organised to help employees remain physically active and develop good habits that keep up their holistic wellbeing.

In 2022, UCL HR team heavily invested on outdoor engagement sessions for its employees. After two years of break, the Annual Conference was arranged where the entire company came under one roof. In addition to that, all the functional connects were arranged for more focused engagement. The first ever Family Day at Office was also arranged this year which created a lot of positive feeling among the employees. The cumulative effort of all the activities led to building a positive feeling in the company and led to Unilever's Annual Employee Engagement Score of 90% this year.

Governance, Compliance, and Business Integrity

The Company believes in growing with purpose and in a future-fit manner, resulting in responsible and sustainable growth. The Code of Business Principles (Code) and 24

related Code Policies are at the heart of the Company's Business Integrity framework. These Codes help us put the values of integrity, respect, responsibility and pioneering into practice and play a key role in setting out how the Company seeks to ensure compliance with laws and regulations, protect its brands and reputation, and prevent harm to people and the environment. Having a strong set of values that respects people, society, and the planet has always been at the heart of the Company. The Codes are simple and mandatory ethical statements of how the Company should operate and acts as the guidebook for putting these values into practice. The Codes define the ethical behaviours that everyone at the Company needs to demonstrate. Several sessions on Code and Business Integrity were held with the employees and new joiners during the year. The Company ensured 100% of the employees undertook and signed the yearly business integrity pledge.

The Code and Code Policies provide a framework designed to be readily applied by the employees in their day-to-day work. The Company has robust processes to ensure that the product claims are right and compliant. Additionally, there are structured processes in place to manage contracts, litigations, and regulatory compliance. As Bangladesh has strong and robust digitalization movements planned, new regulations are being formulated for data privacy and security. As a result, ensuring data security and privacy is a vital checkpoint for the Company. The Company is continuing to ensure it has an appropriate framework and standards to safeguard the data privacy of its employees and consumers.

The Company is continuing to combat the menace of counterfeits, and unauthorised or illegal import of the Company's products via various legal steps and measures, like litigation against the vested quarters and working closely with the regulators. The Company works with leading industry associations, regulators, and key opinion leaders to develop a progressive regulatory environment in the best interest of all stakeholders and for ensuring a level playing field. This in turn ensures that only original and safe products are made available to the consumers.

Over the last year, the Company has been working with different regulatory authorities to form progressive policies and regulations that will allow innovative and world-class products and business in the country. The Company believes that what is good for the country is good for Unilever.

Our Responsibilities for Sustainable Bangladesh

Our global business strategy is driven by the purpose to make sustainable living commonplace. As a company, we believe that we have a responsibility to take care of our consumers and that is reflected in our company ethos as 'Whatever is good for Bangladesh is good for Unilever'.

Throughout 2022, we continued our endeavour to take initiatives strategically to improve the health of the planet, improve the health and wellbeing of our consumers and contribute to a more inclusive society as per our global Compass commitment by aligning and localising the initiatives to complement Bangladesh's growth journey and SDG attainment.

Unilever is committed to ensuring that its products are accessible to people of all income levels and to raising awareness in communities about nutritious, affordable, and diverse diet. Throughout the year, consumer awareness was driven by rolling out contextually relevant communications on online and offline platforms. To further enhance its communication, Unilever amplified its Door-to-Door campaign, reaching millions of people across the country. Parents were made aware of the importance of proper nutrition and how Horlicks can help ensure that children do not face any nutritional deficiencies.

As part of its commitment to Positive Nutrition and achieving Sustainable Development Goals (SDGs) of Zero Hunger and Good Health and wellbeing, Unilever continues to build on its partnership with the Centre for the Rehabilitation of the Paralysed (CRP), which hosts a unique, inclusive school called William & Marie Taylor School (WMTS) on its premises. This school offers primary education to children with and without disabilities in the same classroom, with 42% of the total students being people with disabilities. Unilever has contributed to improving the nutritional needs of young residential students at the WMTS school, which facilitates the residence of specially-abled students and provides meals and education.

Unilever recognises the devastating effects of plastic pollution on our planet and its inhabitants. It is important that the Company comes together as a global community to address this issue with urgency and find sustainable solutions for a better future. As a lightweight and cost-effective material, plastic is very difficult to replace. The main challenge of the plastic loop is the collection of waste plastic for recycling. Collection of flexible packaging waste is even more difficult as it has less recycling value compared to rigid plastic waste.

In 2022 we have proactively worked to improve the waste management system, including infrastructure and capability development, new business models, and creating a circular economy for plastic waste. As pioneers in taking bold action, we have initiated the largest municipal backed plastic waste management initiative in Bangladesh to strengthen the plastic waste value chain. As part of our global commitment to collect more plastics than we sell, UCL is the first Company in Bangladesh that collected 100% of our plastic footprint by collecting 1000 tonnes of post-consumer plastic waste by working with an NGO partner at Chattogram City Corporation. Out of the collected plastic, 60% is Single-Use Plastic and flexible packaging, and 84% of the plastic got circularity. While collecting the plastic, we are working to raise consumer awareness and improve the livelihood of the waste pickers. Our plastic sustainably initiative has gained positive feedback from companies and the government.

Our initiatives are detailed further on pages 38 to 41.

Awards and Achievements

At UCL, principles of Corporate Governance are built on accountability, transparency, fairness, and focus on the sustainable success of the Company over the long term. We are committed to doing things in the right way, which means taking business decisions and acting in a way that is ethical and in compliance with applicable legislations. In recognition of such governance practices, the Institute of Chartered Secretaries of Bangladesh awarded the Gold Award to the Company at the ICSB National Award for Excellence in Corporate Governance for the year 2021.

Corporate Governance Compliance Report

As part of its corporate policy, the Company always strives to maintain high standards of compliance in Corporate Governance. The Company's Corporate Governance Charter, outlined in the Corporate Governance section, defines how the Company will be operated and managed and the process in place to ensure high standards of transparency, accountability, and integrity.

We are pleased to confirm that the Company has complied with all necessary guidelines in accordance with the requirements of the Corporate Governance Code. The Status of Compliance on Corporate Governance Code for the year 2022 is attached in Annexure-IV, along with the Certificate of Compliance required under the said Code.

Statutory Auditors

The present auditors, Rahman Rahman Huq, Chartered Accountants (KPMG in Bangladesh), shall retire from their office in the ensuing 50th Annual General Meeting, and being eligible, offer themselves for re-appointment. Following the recommendation of the Audit Committee, the Board has endorsed the re-appointment of Rahman Rahman Huq, Chartered Accountants as the Auditors of the Company for the year 2023 subject to the approval of Shareholders in the ensuing 50th Annual General Meeting.

Compliance Auditors

As per stipulation of the BSEC's Corporate Governance Code, Board has recommended the re-appointment of MABS & J Partners, Chartered Accountants as Compliance Auditors for the year 2023 subject to the approval of Shareholders in the ensuing 50th Annual General Meeting.

Independent Scrutiniser to the 50th AGM

The Board has appointed Mohammad Sanaulah & Associates, represented by Mr. Mohammad Sanaulah FCS, as the Independent Scrutiniser for the 50th Annual General Meeting of the Company. The Independent Scrutiniser shall authenticate the due process of election and detailed information of voting results, and such authenticated report shall be submitted to the BSEC within 48 (forty-eight) hours of the conclusion of the 50th Annual General Meeting.

Acknowledgement

The Board of Directors would like to thank all employees of the Company who have been championing Unilever's purpose of making sustainable living commonplace and demonstrating the values of the Company every day.

We are deeply grateful for the trust and confidence in your Company from consumers and business partners who continue to inspire us. We are honour-bound to continue to uphold the trust that we hold so dear.

The Company would like to express its heartfelt thanks to all its stakeholders, including The Prime Minister's Office, Ministry of Home Affairs, Bangladesh Police, Ministry of Public Administration, Local District and Upazila Administration, The Bangladesh Securities and Exchange Commission ("BSEC"), The Dhaka Stock Exchange Limited ("DSE"), the Bangladesh Investment Development Authority ("BIDA"), the Ministry of Health and Family Welfare, the Ministry of Labour, the Ministry of Food, Ministry of Commerce (MoC) Bangladesh Food Safety Authority ("BFSA"), Ministry of Industries, Bangladesh Standard and Testing Institute ("BSTI"), the Central Depository Bangladesh Limited ("CDBL"), Financial Institutions, Insurance Companies, National Board of Revenue ("NBR"), Customs Excise and VAT Commissionerate, Custom Houses, Utility Providers, various Government authorities and other individuals and agencies for their support during the year 2022, especially during the period of the pandemic.

On behalf of the Board



Masud Khan
Chairman

21 March 2023

শেয়ারহোল্ডারদের জন্য পরিচালনা পর্ষদের প্রতিবেদন - ২০২২

প্রিয় শেয়ারহোল্ডার

পরিচালনা পর্ষদ, ২০২২ সালের ৩৯ ডিসেম্বর সমাপ্ত বছরের ইউনিলিভার কনজিউউমার কেয়ার লিমিটেড ('কোম্পানি' বা 'ইউসিএল') এর নিরীক্ষিত আর্থিক বিবরণী, পরিচালকদের প্রতিবেদন এবং নিরীক্ষকের প্রতিবেদন আপনাদের কাছে উপস্থাপন করতে পেরে আনন্দিত।

পরিচালনা পর্ষদের এ প্রতিবেদনটি বাংলাদেশ সিকিউরিটিস অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি) জারি করা কর্পোরেট গভর্নেন্স কোড নোটিফিকেশন নং বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/ ২০৭/অ্যাডমিন/৮০, ৩ জুন ২০১৮ এবং কোম্পানি আইন-১৯৯৪ সালের ১৮৪ ধারা অনুসারে প্রস্তুত করা হয়েছে। প্রতিবেদনটি ১৬ মে ২০২৩ তারিখে নির্ধারিত কোম্পানির ৫০ তম বার্ষিক সভায় শেয়ারহোল্ডারদের কাছে উপস্থাপন করা হচ্ছে।

আমাদের ব্যবসায়িক কার্যক্রম

ইউনিলিভার কনজিউউমার কেয়ার লিমিটেড (পূর্বে গ্ল্যাক্সোস্মিথক্লাইন বাংলাদেশ লিমিটেড) ১৯৭৪ সালের ২৫ ফেব্রুয়ারি পাবলিক লিমিটেড কোম্পানি হিসেবে যাত্রা শুরু করে এবং ১৯৭৬ সাল থেকে ঢাকা স্টক এক্সচেঞ্জ লিমিটেড-এ তালিকাভুক্ত রয়েছে। সেটফার্স্ট লিমিটেড এবং ইউনিলিভার এনভি (ইউনিলিভার এনভি, ইউনিলিভার ওভারসিস হোল্ডিংস বিত্তিক্রেতা হিসেবে মনোনীত করে) এর মধ্যে সম্পাদিত শেয়ার ক্রয় চুক্তির অংশ হিসেবে ৩০ জুন, ২০২০ তারিখে ইউনিলিভার ওভারসিস বিত্তি কোম্পানির ৮১.৯৮% শেয়ার ক্রয় করে। এর ফলস্বরূপ, কোম্পানি ইউনিলিভার ওভারসিস হোল্ডিংস বিত্তির সাবসিডিয়ারি বা অধীনস্থ কোম্পানিতে পরিণত হয় এবং নিয়ন্ত্রক সংস্থা ও শেয়ারহোল্ডারদের কাছ থেকে প্রয়োজনীয় অনুমোদন লাভের পর ২৪ আগস্ট, ২০২০ থেকে কোম্পানির নাম পরিবর্তন করে ইউনিলিভার কনজিউউমার কেয়ার (ইউসিএল) করা হয়।

কোম্পানির প্রধান কার্যক্রম হচ্ছে হরলিব্র, কুস্ট, মাস্টোডা ও গ্লুকোম্যাক্স ডি (গ্লুকোজ ডি নামে পূর্বে পরিচিত) ব্র্যান্ডের অধীনে ভোক্তাদের জন্য হেলথ ফুড ড্রিংক (এইচ এফ ডি) উৎপাদন ও বাজারজাতকরণ।

ব্যবসার বর্তমান পরিস্থিতি ও সম্ভাব্য ভবিষ্যৎ সম্ভাবনা

নিত্যপ্রয়োজনীয় দ্রব্যমূল্যের উর্ধ্বগতি, সাপ্লাই চেইনের স্থবিরতা, মুদ্রাস্ফীতি এবং উত্তরবঙ্গের আকস্মিক বন্যার কারণে ২০২২ সাল ছিল বাংলাদেশের অর্থনীতির জন্য কঠিন একটি বছর। মুদ্রাস্ফীতি এবং কাঁচামালের দাম বৃদ্ধির কারণে বছরের দ্বিতীয়াংশ ছিল তুলনামূলকভাবে আরও বেশি কঠিন। নজিরবিহীন এই মুদ্রাস্ফীতির কারণে প্রতিটি নিত্যপ্রয়োজনীয় দ্রব্যের দাম বৃদ্ধি পেয়েছে এবং এর নেতিবাচক প্রভাব দেখা গিয়েছে সকল শ্রেণীর ভোক্তাদের ক্রয়ক্ষমতার উপর। জানুয়ারি ২০২৩-এ প্রকাশিত সর্বশেষ গ্লোবাল ইকোনমিক প্রাসপেক্টিভ প্রতিবেদনে বিশ্বব্যাপক পূর্বাভাস দিয়েছে যে ২০২৩ অর্থবছরে বাংলাদেশের জিডিপি প্রবৃদ্ধি ৭.২% থেকে ৫.২%-এ নেমে আসতে পারে। জিডিপি-র এই হ্রাস প্রভাব ফেলেছে ক্রমবর্ধমান মুদ্রাস্ফীতি এবং এর কারণে হওয়া মাথাপিছু আয় হ্রাস, বিনিয়োগের নিম্নমুখী ধারা সহ শক্তিশালীতা, আমদানি নিষেধাজ্ঞা এবং সংকটকালীন অর্থনৈতিক নীতির প্রয়োগের মাধ্যমে। একই প্রতিবেদনে, ২০২৪ অর্থবছরে জিডিপির প্রবৃদ্ধি ৬.২% হবে বলে ধারণা করা হয়েছে।

জানুয়ারি ২০২৩ সালে বাংলাদেশের বার্ষিক মুদ্রাস্ফীতি ৮.৫% রেকর্ড করা হয়েছে। রাশিয়া-ইউক্রেন যুদ্ধের ফলস্বরূপ, ব্যহত হওয়া নিত্যপ্রয়োজনীয় দ্রব্যের আমদানি, সরবরাহ এবং একই সাথে জ্বালানিসহ অন্যান্য নিত্যব্যবহার্য দ্রব্যের চাহিদা বৃদ্ধির কারণে এইউচ্চ হারে মুদ্রাস্ফীতি হয়েছে বলে ধারণা করা যাচ্ছে। ইউএস ডলারের বিপরীতে বাংলাদেশী টাকার বিনিময় হারে হ্রাস এক্ষেত্রে গুরুত্বপূর্ণ ভূমিকা পালন করেছে। এই সকল প্রতিকূলতা, প্রতিনিয়ত প্রভাবিত করেছে আন্তর্জাতিক বাণিজ্য এবং কাঁচামাল সংগ্রহের কাজকে।

২০২২ সালে সম্পন্ন হওয়া দুইটি মেগা উন্নয়ন প্রকল্প- পদ্মা সেতু এবং মেট্রোরেল বাংলাদেশের যোগাযোগ ব্যবস্থায় যুগান্তকারী পরিবর্তন নিয়ে এসেছে। কর্ণফুলি

টানেল, দোহাজারি-মুম্বুম রেলপথ, ঢাকা এলিভেটেড হাইওয়ে, এয়ারপোর্ট থেকে গাজীপুর পর্যন্ত দ্রুতগামী বাস ট্রানজিটসহ মাতারবাড়ি ও রামপাল পারমানবিক শক্তি প্রকল্পের মতো বৃহৎ উন্নয়ন প্রকল্পগুলো কাজ পরিকল্পনা অনুযায়ী ২০২৩ সালে সমাপ্ত হলে, সেগুলো দেশের অর্থনৈতিক অগ্রগতিকে ত্বরান্বিত করবে।

টেকসই উন্নয়নের মাধ্যমে ব্যবসা বৃদ্ধি

ইউনিলিভারের অপারেশনাল মূলনীতি হল, উচ্চ ব্যবসায়িক সাফল্যের পাশাপাশি দীর্ঘমেয়াদি টেকসই ডায়ালু সৃষ্টি করা। কোম্পানি তার সুপরিচিত ও শক্তিশালী ব্র্যান্ডের মাধ্যমে ধারাবাহিকভাবে ভোক্তাদের উচ্চ মানের খাদ্য ও পুষ্টিপণ্য সরবরাহ করে আসছে। গ্রাহকদের উন্নত সেবা প্রদানে কোম্পানি ২০২২ সালে মোডক (প্যাকেজিং), পণ্য(প্রোডাক্ট), মূল্য(প্রাইস) এবং প্রচারে উদ্ভাবনী কৌশল ব্যবহার করা হয়েছে।

কোম্পানি পণ্যের দাম, প্রাপ্যতা ও একই সাথে ভোক্তাদের মধ্যে সচেতনতা বৃদ্ধিকে মূল কাজের ক্ষেত্র হিসেবে চিহ্নিত করেছে। প্রাপ্যতা বৃদ্ধির জন্য আমরা আমাদের ডিসট্রিবিউশন নেটওয়ার্ক সম্প্রসারণ করেছি এবং ভোক্তাদের সুবিধার্থে সশ্রমী মূল্যে ছোট, সুবিধাজনক ও উদ্ভাবনী প্যাক বাজারে নিয়ে এসেছি। পণ্যের পুষ্টিগুণ সম্পর্কে সচেতনতা বাড়াতে বছরগুলোতে অনলাইন ও অফলাইন প্ল্যাটফর্মে প্রাসঙ্গিক সচেতনতামূলক কর্মসূচি পরিচালনা করা হয়েছে। সীমিত আয়ের মানুষদের হরলিব্র-এর পুষ্টিগুণ সম্পর্কে জানাতে ডোর টু ডোর ক্যাম্পেইনের মাধ্যমে, এক্সেস প্যাক নিয়ে বাড়ি বাড়ি গিয়ে সচেতনতা বৃদ্ধির কাজ করা হয়েছে। পবিত্র রমজান মাস, গ্রীষ্মকাল এবং পরীক্ষা মৌসুমের মতো গুরুত্বপূর্ণ সময়ে ভোক্তাদের মধ্যে আমাদের পণ্যের প্রাসঙ্গিকতা এবং চাহিদা বৃদ্ধি করতে, প্রাসঙ্গিক কমিউনিকেশন ক্যাম্পেইন পরিচালনা করা হয়েছে। বিভিন্ন পেশার এবং ভোক্তাপ্রাণির কাছে সমাদৃত সোশ্যাল ইন্ফ্লুয়েন্সারদের সাথে যুক্ত হয়ে পুষ্টিপণ্য হিসেবে হরলিব্রের দীর্ঘমেয়াদি গুণাবলী সম্পর্কে সচেতনতা বৃদ্ধিতে কাজ করা হয়েছে। এইসব কার্যক্রমের ফলস্বরূপ, ছোটো প্যাক থেকে দুই অঙ্কের প্রবৃদ্ধির পাশাপাশি হরলিব্রের হাউজহোল্ড পেনেট্রেশন ২০২২ সালে বৃদ্ধি পেয়ে ২৬.৩% হয় যা ২০২০ সালের ১৫.৯% ছিলো।

২০২২ সালের শুরুর দিকে যখন বাংলাদেশ ধীরে ধীরে কোভিড-১৯ এর প্রভাব থেকে বেরিয়ে আসছিলো, বিশ্ব তখন প্রত্যক্ষ করেছে রাশিয়া-ইউক্রেন যুদ্ধের আকস্মিক বিপর্যয়, যার ভয়াবহ প্রভাব আমরা, বিভিন্ন অর্থনৈতিক নিষেধাজ্ঞা, দ্রব্যমূল্যের উর্ধ্বগতি এবং মূলত জ্বালানি তেলের দাম বৃদ্ধির মাধ্যমে দেখতে পাই। বৈশ্বিক অর্থনীতি ডোমিনো ইফেক্টের কারণে এসময় এক নজিরবিহীন মুদ্রাস্ফীতির সম্মুখীন হয়। এর প্রভাব হিসেবে বাংলাদেশে, ইউরিয়্যা সারের দাম ৩৭.৫%, পেট্রোলিয়ামজাত পণ্যের দাম ৫৯.৭% এবং ডিজেলের দাম ২৩% বৃদ্ধি পেয়েছে। ভোগ্যপণ্যের মূল্যস্ফীতি যা এপ্রিল ২০২২ পর্যন্ত ৬.৫% এর কম ছিল, অক্টোবর ২০২২-এ তা খাদ্যদ্রব্যের ক্ষেত্রে ৮.৫% এবং অন্য সকল ভোগ্যপণ্যের ক্ষেত্রে ৯.৫৮% বৃদ্ধির মাধ্যমে সামগ্রিকভাবে ৮.৭৫% ছাড়িয়ে গিয়েছে। আমদানি পণ্যের উচ্চমূল্যের কারণে মুদ্রাস্ফীতিও হয়েছে আকাশচুম্বী যা দেশের বৈদেশিক মুদ্রা রিজার্ভের উপর চাপ সৃষ্টি করেছে। ডিসেম্বর ২০২২-এ ইউএস ডলারের বিপরীতে বাংলাদেশী টাকার আন্তঃব্যাপক বিনিময় হার ১০২ টাকাকে-৩ অতিক্রম করেছে। একই সাথে, প্রত্যাশার চেয়ে ধীর রেমিট্যান্সের প্রবাহ ব্যাংকিং সেক্টরকে বিরূপভাবে প্রভাবিত করেছে। ভোক্তাদের ক্রয়ক্ষমতা হ্রাস পাওয়ায় তাদেরও প্রতিনিয়ত ভাবতে হয়েছে ভোগ্যপণ্যের প্রয়োজনীয়তা এবং অপ্রয়োজনীয়তা সম্পর্কে। এসব কিছু ২০২২ সালে সকল শিল্পপণ্যের চাহিদার উপর প্রভাব ফেলেছে যা আরও সুদূরপ্রসারী হওয়ার সম্ভাবনা রয়েছে। আমাদের কোম্পানিতেও এর প্রভাবস্বরূপ বছর শেষ হয়েছে বিগত অর্থবছরের চেয়ে ১% কম পণ্য ব্যবহারের মাধ্যমে।

পণ্য উৎপাদন

কোম্পানির বুনীয়াদকে আরও শক্তিশালী করে তোলার লক্ষ্যে, বাংলাদেশ স্ট্যাডার্ড টেস্টিং ইন্সটিটিউট (বিএসটিআই) এর উপস্থিতিতে, প্যাকেজিং কমোডিটি র্যাল (পিসিআর) মাসিক স্যাম্পল সাবমিট করে এবং সার্টিফিকেশন মার্কস (সি এম) লাইসেন্স-এর মধ্যমে ২৮ ডিসেম্বর চট্টগ্রাম সাইটে থুকোম্যাক্স-ডি উৎপাদন প্রক্রিয়া শুরু করার মধ্য দিয়ে ২০২২ সালে শেষ করেছে ইউসিএল। এই সাইটে উৎপাদন শুরু হওয়া ২০২০ সালে উন্নতির ধারাকে অব্যাহত রাখতে সহায়তা করবে।

গাজীপুরের কোনাবাড়িতে অবস্থিত মিউচুয়াল ফুড প্রোডাক্টস লিমিটেড (এম এফ পি এল) কে থার্ড পার্টি (থ্রি পি) উৎপাদনকারী হিসেবে ব্যবহার করে কোম্পানি এ পর্যন্ত সমস্ত পণ্য সরবরাহ নিশ্চিত করে আসছে। ২০০২ সাল থেকে এম এফ পি এল, কোম্পানির একমাত্র উৎপাদনকারী অংশীদার হিসেবে কাজ করেছে এবং এর সর্বাধুনিক প্রযুক্তির উৎপাদনক্ষমতা সম্পন্ন কারখানা থেকে ২০২২ সালে নিরবিচ্ছিন্ন পণ্য সরবরাহ নিশ্চিত করেছে। ইউনিলিভারের বৈশ্বিক মান ও স্থানীয় মান নিয়ন্ত্রক সংস্থা দ্বারা প্রদত্ত সকল নিরাপত্তা সম্পর্কিত নির্দেশনা এবং কোয়ালিটি স্ট্যান্ডার্ডের সাথে কমপ্লায়েন্স নিশ্চিত করেছে এমএফপিএল। তাই, গ্লোবাল ফুড সফটি ইনিশিয়েটিভ (জিএফএসআই) দ্বারা সবচেয়ে নিরাপদ খাদ্য উৎপাদনকারী প্রতিষ্ঠান হিসেবে এফএসএসসি ২২০০০ সনদপ্রাপ্ত হয়েছে। একই সাথে, আমাদের কমপ্লায়েন্স প্র্যাকটিসের প্রমাণস্বরূপ

বাংলাদেশ স্ট্যাডার্ড এন্ড টেস্টিং ইন্সটিটিউট (বিএসটিআই) দ্বারা পরিচালিত সাইট আডিটের পর, আমাদের সকল পণ্যের প্যাকেজিং কমোডিটি র্যাল (পিসিআর) নিবন্ধন নিশ্চিত করা হয়েছে।

নিরাপত্তা এবং গুণমান নিশ্চিত করার জন্য সাইটটিতে একটি দক্ষতা ম্যাট্রিক্স এবং প্রশিক্ষণ ক্যালেন্ডার রয়েছে। সাইটটি উক্ত ম্যাট্রিক্স অনুসরণে নিয়মিতভাবে প্রশিক্ষণ এবং দক্ষতা উন্নয়ন কর্মশালার আয়োজন করে থাকে। আমাদের এই উৎপাদন সাইটটি বাংলাদেশ শ্রম আইনের সাথে সম্পূর্ণভাবে সংগতিপূর্ণ এবং কোনো কার্যক্রমের জন্য এখানে শিশু শ্রমিক নিয়োগ করা হয় না।

এম এফ পি এল পরিবেশগতভাবে দায়িত্বশীল একটি উৎপাদন সাইট যা ইটিপি(বর্জ্য প্রক্রিয়াকরণ ব্যবস্থা) স্থাপন, কার্বন ইফিশিয়েন্ট পরিবহন ব্যবস্থা এবং বৈদ্যুতিক ও অন্যান্য মালামাল ব্যবহারে আধুনিক প্রযুক্তির প্রয়োগ নিশ্চিত করে। এম এফ পি এল সম্পূর্ণভাবে অগ্নি সনাক্তকরণ এবং নিয়ন্ত্রণ ব্যবস্থা দ্বারা সুরক্ষিত, যা কেন্দ্রীয়ভাবে পরিচালিত এবং সম্পূর্ণ অপারেশনের নিরাপত্তা নিশ্চিত করে।

চট্টগ্রাম সাইট এবং এম এফ পি এল-এর দক্ষ উৎপাদন প্রক্রিয়া বজায় রেখে ইউ সি এল, নিরাপদ ও উচ্চমানের পণ্য গ্রাহকদের কাছে স্থলভ্রম্যে পৌঁছে দিতে থাকবে।

আর্থিক ফলাফল

পরিচালনা পর্ষদ অত্যন্ত আনন্দের সাথে ৩১ ডিসেম্বর ২০২২ তারিখে শেষ হওয়া অর্থবছরের জন্য কোম্পানির আর্থিক ফলাফল উপস্থাপন করেছেঃ

বিবরণ	টাকা (কোটি)		
	২০২২	২০২১	বনাম ২০২১
রাজস্ব / আয়	৪০৯.৯	৪১৪.৪	-১.১%
বিক্রয় খরচ	২১৫.০	২২২.৩	-৩.৩%
মোট মুনাফা	১৯৪.৮	১৯২.১	১.৪%
টার্নওভার (%)	৪৭.৫%	৪৬.৪%	১.১%
অপারেশন থেকে মুনাফা	৯৭.৬	৭৩.৩	৩৩.১%
টার্নওভার (%)	২৩.৮%	১৭.৭%	৬.১%
কর পূর্ববর্তী মুনাফা	৯৭.৮	৭১.৭	৩৬.৪%
আয়কর খরচ	২৪.৭	১৮.৯	৩০.৮%
কর পরবর্তী মুনাফা	৭৩.০	৫২.৮	৩৮.৪%
টার্নওভার (%)	১৭.৮%	১২.৭%	৫.১%

রাজস্ব

কোম্পানির রাজস্ব হ্রাস ২০২২ সালের বিরাজমান জাতীয় অর্থনৈতিক অবস্থার প্রতিফলন। ডোক্তাদের ক্রয়ক্ষমতা হ্রাসের কারণে পণ্যের ব্যবহারেও পতন পরিলক্ষিত হয়েছে। বৈদেশিক মুদ্রা এবং জ্বালানি তেলসহ অন্যান্য নিত্যপ্রয়োজনীয় দ্রব্যের দাম বৃদ্ধির কারণে মাল্বেশের ক্রয়ক্ষমতা হ্রাস পেয়েছে। এর ফলস্বরূপ, বাংলাদেশের অন্য সকল ক্যাটাগরি মতো আমাদের পণ্যের চাহিদাও ২০২২ সালে হ্রাস পেয়েছে।

বিক্রয় খরচ

কাঁচামাল খরচ বৃদ্ধির কারণে ২০২২ সালের বিক্রয়যোগ্য পণ্যের দামও অধিকহারে বৃদ্ধি পেয়েছে। বৈশ্বিক অর্থনীতির বর্তমান অবস্থার কারণে কাঁচামাল ও প্যাকেজিং ম্যাটেরিয়ালের দামে এক নজিরবিহীন মূল্যস্ফীতি দেখা গিয়েছে। সর্বকালের সর্বোচ্চ বৈদেশিক মুদ্রার বিনিময় হারের কারণে আমদানিকৃত কাঁচামালের মূল্য আরও বৃদ্ধি পেয়েছে।

মোট প্রান্তিক মুনাফা

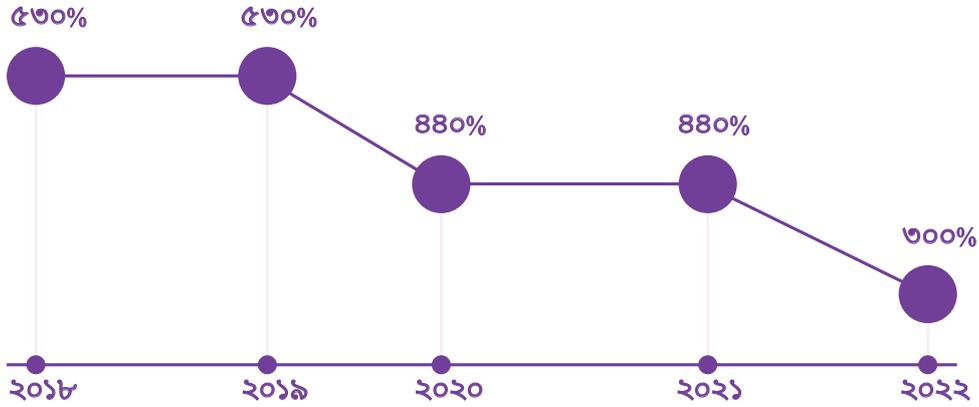
২০২২ সালে কাঁচামাল ও প্যাকেজিং এর মূল্যবৃদ্ধির কারণে কোম্পানির সার্বিক আয়ের উপরেও প্রভাব পরেছে। যদিও এই অতিরিক্ত খরচ পণ্যের দাম বৃদ্ধির মাধ্যমে প্রশমিত করা সম্ভব হয়নি, তবুও বর্তমান ব্যবসায়িক চ্যালেঞ্জের আলোকের পূর্ববর্তী দায় ও বাধ্যবাধকতাকে পুনঃমূল্যায়নের মাধ্যমে মোট প্রান্তিক মুনাফার বৃদ্ধি পরিলক্ষিত হয়েছে।

নিট প্রান্তিক মুনাফা

২০২১ সালের তুলনায় ২০২২ সালে কোম্পানির প্রান্তিক মুনাফা বৃদ্ধি পেয়েছে। এটি সম্ভব হয়েছে মোট প্রান্তিক মুনাফার বৃদ্ধি, অপারেশন খরচে হ্রাস এবং আর্থিক বিনিয়োগ আয় বৃদ্ধির ফলে।

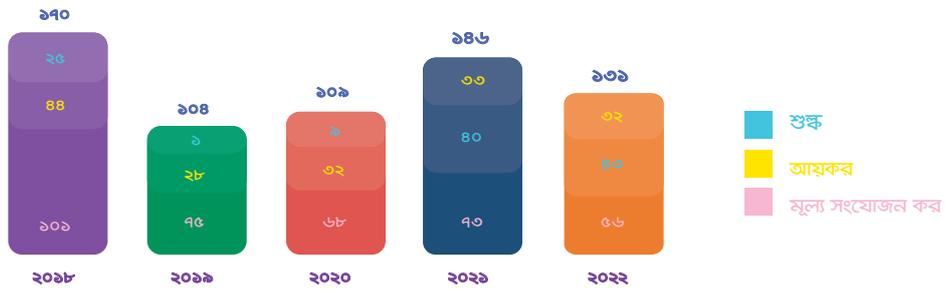
শেয়ারহোল্ডারদের লভ্যাংশ

উল্লিখিত ব্যবসায়িক কার্যক্রম এবং অর্থনৈতিক অবস্থা বিবেচনা করে, পরিচালনা পর্ষদ ৩০০% চূড়ান্ত লভ্যাংশ প্রস্তাব করেছে, এর মধ্যে ২৪০% নগদ লভ্যাংশ এবং ৬০% শেয়ার লভ্যাংশ। প্রস্তাবিত লভ্যাংশ শেয়ারহোল্ডারদের দ্বারা ৫০তম বার্ষিক সভায় অনুমোদিত হলে কোম্পানি থেকে ২৯.৮ কোটি টাকা নগদ পরিশোধ করতে হবে।



জাতীয় রাজস্ব অবদান

বাংলাদেশ প্রতিষ্ঠার পর থেকেই কোম্পানি শুল্ক এবং কর পরিশোধের মাধ্যমে জাতীয় রাজস্ব অবদান রেখে চলেছে। ২০২২ সালে সমস্ত বকেয়া এবং প্রযোজ্য কর সময়মতো পরিশোধ, সংগ্রহ এবং জমা করা হয়েছে। ২০২২ সালে কোম্পানি জাতীয় রাজস্ব ১৩৯ কোটি টাকা অবদান রেখেছে।



অপারেটিং ও আর্থিক তথ্য

কোম্পানির পাঁচ বছরের (২০১৮-২০২২) মূল অপারেটিং ও আর্থিক তথ্যের সংক্ষিপ্ত বিবরণী নিচে উপস্থাপন করা হলো:

বিবরণ	টাকা (কোটি)				
	২০২২	২০২১	২০২০	২০১৯	২০১৮
রাজস্ব	৪০৯.৯	৪১৪.৪	৩৪৬.৯	৪০৪.২	৪৮১.৭
বিক্রয় খরচ	২১৫.০	২২২.৩	১৮৭.৬	১৮১.১	২৫৬.৭
মোট মুনাফা	১৯৪.৮	১৯২.১	১৫৯.৩	২২৩.১	২২৫.০
অপারেটিং খরচ	৯৭.২	১১৮.৭	১০৩.৯	১১৬.০	১০৬.৬
অপারেটিং মুনাফা	৯৭.৬	৭৩.৪	৫৫.৪	১০৭.১	১১৮.৪
আর্থিক রাজস্ব	৫.৯	১.৬	১৬.৯	১৬.৯	১১.৬
অন্যান্য আয়/ব্যয়	০.৩	০.৫	(১.৯)	-	-
কর ও ডাব্লিউপিপিএফ পূর্ববর্তী মুনাফা	১০২.৯	৭৫.৫	৭০.৪	১২৩.৯	১৩০.০
ডাব্লিউপিপিএফ-এ অবদান	৫.৯	৩.৮	৩.৭	৬.০	-
কর পূর্ববর্তী মুনাফা	৯৭.৮	৭১.৭	৬৬.৭	১১৭.৬	১৩০.০
আয়কর খরচ	২৪.৭	১৮.৯	১৭.০	১৬.২	(৯.৭)
অব্যাহত অপারেশন থেকে মুনাফা	৭৩.০	৫২.৮	৪৯.৭	১০১.৭	১০১.৭
বন্ধ অপারেশন থেকে লাভ/লোকশান	-	-	৩.২	(৩.৯)	(২০৩.২)
কর পরবর্তী মুনাফা	৭৩.০	৫২.৮	৫২.৯	৯৮.৬	(৬৩.৫)

আর্থিক বিবরণী প্রকাশের পরবর্তী ঘটনা

৯ মার্চ ২০২৩ সালে অনুষ্ঠিত ৩১তম পরিচালনা পর্ষদের সভায় ৩১ ডিসেম্বর ২০২২ সালে সমাপ্ত বছরের জন্য ক্যাশ লভ্যাংশ ২৪০% এবং স্টক লভ্যাংশ শেয়ারপ্রতি ৬০% প্রস্তাব করা হয়েছে। আর্থিক বিবরণী প্রকাশের পর থেকে কোম্পানির ব্যবসা পরিচালনায় বিঘ্ন সৃষ্টি করার মতো উল্লেখযোগ্য কোনো ঘটনা ঘটেনি।

আমানত নির্ধারণী বিবরণ

দ্যা ইমার্জিং ক্রেডিট রোটিং লিমিটেড, ৩১ ডিসেম্বর ২০২২ তারিখে শেষ হওয়া বছরের আর্থিক বিবরণী এবং অন্যান্য সকল গুণগত ও পরিমাণগত তথ্য বিবেচনা করে আমাদের কোম্পানিকে দীর্ঘমেয়াদে এএ- এবং স্বল্পমেয়াদে এসটি-২ রেটিং প্রদান করেছে।

পরিচালনা পর্ষদ

কোম্পানির পরিচালনা পর্ষদ পেশাদারিত্ব, জ্ঞান এবং অভিজ্ঞতার সর্বোত্তম সমন্বয়ে গঠিত, যা পর্ষদের উপর অর্পিত দায়িত্ব পালনে এবং ব্যবসায় কার্যকরী নেতৃত্ব প্রদানে সক্ষম। কোম্পানি আইন ১৯৯৪, কোম্পানির আর্টিকেলস অফ এসোসিয়েশন এবং বিএসইসি দ্বারা জারি করা কর্পোরেট গভর্নেন্স কোডের সাথে সঙ্গতি রেখে নির্বাহী এবং অ-নির্বাহী পরিচালকদের সমন্বয়ে কোম্পানির পরিচালনা পর্ষদ গঠিত হয়েছে। বার্ষিক প্রতিবেদন প্রকাশের দিন হতে বোর্ডে সাতজন অ-নির্বাহী পরিচালকসহ মোট আটজন পরিচালক নিয়োজিত আছেন, যাদের মধ্যে দুইজন স্বতন্ত্র পরিচালক এবং একজন ব্যবস্থাপনা পরিচালক।

বার্ষিক প্রতিবেদনের পৃষ্ঠা ৭৮ থেকে ৮৭ -তে পরিচালকদের কার্যকরী ক্ষেত্রে দক্ষতা ও অন্যান্য কোম্পানির পরিচালক/বোর্ড কমিটির সদস্যদের উল্লেখসহ সংক্ষিপ্ত জীবন বৃত্তান্ত উপস্থাপন করা হয়েছে।

পরিচালনা পর্ষদের সভা ও উপস্থিতি

২০২২ সালে পরিচালনা পর্ষদের ০৬ (ছয়) টি সভা অনুষ্ঠিত হয়েছিল। নিম্নলিখিত টেবিলে পর্ষদের গঠন এবং পর্ষদ সভায় পরিচালকদের উপস্থিতির তথ্য উপস্থাপন করা হলোঃ

পরিচালকের নাম	অনুষ্ঠিত সভা	সভায় উপস্থিতি	মন্তব্য
মাসুদ খান (চেয়ারম্যান)	০৬	০৬	বিদ্যমান
খান সালাউদ্দিন মোহাম্মদ মিনহাজ (ব্যবস্থাপনা পরিচালক)	০৬	০৬	বিদ্যমান
জাভেদ আখতার (অ-নির্বাহী পরিচালক)	০৬	০৫	বিদ্যমান
মোঃ জাহিদুল ইসলাম মালিতা (অ-নির্বাহী পরিচালক)	০৬	০৬	২০২৩ সালের ১ ফেব্রুয়ারি পদত্যাগ করেছেন
এস.ও.এম. রাশেদুল কাইয়ুম (অ-নির্বাহী পরিচালক)	০৬	০৬	বিদ্যমান
মোঃ আবুল হোসেন (অ-নির্বাহী পরিচালক)	০৬	০৬	বিদ্যমান
মহসিন উদ্দিন আহমেদ (স্বতন্ত্র পরিচালক)	০৬	০৬	বিদ্যমান
রেজাউল হক চৌধুরী (স্বতন্ত্র পরিচালক)	০৬	০৫	২০২২ সালের ১০ এপ্রিল পুনঃনিযুক্ত হয়েছেন।

যে সকল পরিচালক সভায় উপস্থিত থাকতে পারেননি, তাদের অনুপস্থিতির ছুটি অনুমোদন করা হয়েছিল।

পরিচালকদের নিয়োগ/পুনঃনিয়োগ

কোম্পানি আইন ১৯৯৪-এর ৯১(২) এবং আর্টিকেলস অফ এসোসিয়েশন অফ দি কোম্পানি - এর ধারা ৮৫ অনুযায়ী, ব্যবস্থাপনা পরিচালক ব্যতীত এক-তৃতীয়াংশ পরিচালক প্রত্যেক বার্ষিক সভায় আবার্তনের মাধ্যমে অবসর গ্রহণ করবেন এবং উপযুক্ত হলে, পুনঃনির্বাচনের জন্য যোগ্য হবেন।

তদানুসারে, আবার্তনের মাধ্যমে জনাব মাসুদ খান এবং জনাব মোঃ আবুল হোসেন অবসর গ্রহণ করেন এবং পুনঃনিয়োগের জন্য যোগ্য হবার কারণে পুনরায় নির্বাচনের জন্য নিজেদের প্রস্তাব করছেন।

দি আর্টিকেলস অফ এসোসিয়েশন অফ দি কোম্পানি - এর ধারা ৮৯-এর অনুসরণে, নৈমিত্তিক শূণ্যপদে অতিরিক্ত পরিচালক হিসেবে নিযুক্ত পরিচালকরা পরবর্তী বার্ষিক সভায় অবসর নেবেন এবং প্রযোজ্য হলে পুনরায় নির্বাচনের জন্য যোগ্য হবেন।

তদানুসারে, জনাবা জিনিয়া তানজিনা হক, যিনি ১ ফেব্রুয়ারি ২০২৩ সালের সভায় নিযুক্ত হয়েছিলেন, অবসর গ্রহণ করবেন এবং যোগ্য বিধায় নিজেই পুনরায় নির্বাচনের জন্য প্রস্তাব করছেন।

পুনরায় নিয়োগপ্রাপ্ত/পুনঃনির্বাচনের যোগ্য পরিচালকদের সংক্ষিপ্ত জীবনবৃত্তান্ত নিম্নে দেয়া হলোঃ

জনাব মাসুদ খান

জনাব মাসুদ খানের একটি সংক্ষিপ্ত জীবনবৃত্তান্ত পৃষ্ঠা নং ৭৮ -এ উপস্থাপন করা হয়েছে।

জনাব মোঃ আবুল হোসেন

জনাব মোঃ আবুল হোসেনের সংক্ষিপ্ত জীবনবৃত্তান্ত পৃষ্ঠা নং ৮৩ -এ উপস্থাপন করা হয়েছে।

জনাবা জিনিয়া তানজিনা হক

জনাবা জিনিয়া তানজিনা হকের একটি সংক্ষিপ্ত জীবন বৃত্তান্ত পৃষ্ঠা নং ৮৯ -এ উপস্থাপন করা হয়েছে।

পরিচালকদের পারিশ্রমিক (স্বতন্ত্র পরিচালকসহ)

বছরভূমিতে কোম্পানি ইউনিলিডার গ্রুপে কর্মরত দুইজন স্বতন্ত্র পরিচালক এবং একজন অ-নির্বাহী পরিচালককে বোর্ড সভায় উপস্থিতি ফি হিসেবে অগ্রিম আয়কর এবং ম্যুসক (ড্যাট) সহ মোট ৭,৪৪,০০০ টাকা পরিশোধ করেছে (বিস্তারিত তথ্য আর্থিক বিবৃতির নোট ২৪—এ প্রকাশ করা হয়েছে।) আরেকজন অ-নির্বাহী পরিচালক, যিনি ইউনিলিডার গ্রুপে কর্মরত নন, তাকে চেয়ারম্যান হিসেবে পরামর্শকের ভূমিকা পালনের জন্য পারিশ্রমিক দেয়া হয়েছে, যা আর্থিক বিবৃতির ৩৫ নং নোটে কি মানেজমেন্ট পারসোনেল-মিকের সাথে বিবৃত।

আচরণবিধি

মনোনয়ন প্রদান ও সম্মানী কমিটির সুপারিশের ভিত্তিতে পরিচালনা পর্ষদ কোম্পানির পরিচালকদের একটি “ব্যবসায়িক আচরণ ও নীতিমালা” প্রণয়ন করা হয়েছে যা কোম্পানির ওয়েবসাইট www.unilever.com/UCL-bd.html এ সহজেই পাওয়া যায়। সকল পরিচালকেরা ২০২২ সালের বার্ষিক ঘোষণায় স্বাক্ষর করেছেন এবং এই নীতিমালার সাথে তাদের পূর্ণ সম্মতি ও কমপ্লায়েন্স নিশ্চিত করেছেন।

আর্থিক প্রতিবেদন সংক্রান্ত পরিচালকদের ঘোষণা

সম্পূর্ণ আর্থিক প্রতিবেদন পরবর্তী অংশে বিস্তারিতভাবে উপস্থাপন করা হয়েছে। বিএসইসি দ্বারা জারি করা কর্পোরেট গভর্নেন্স কোডের প্রয়োজনীয়তা অনুসারে পরিচালকগণ নিম্নলিখিত বিষয়গুলো নিশ্চিত করেছেন:

- কোম্পানির ম্যানেজমেন্ট দ্বারা প্রস্তুতকৃত আর্থিক বিবরণীতে নিরপেক্ষভাবে কোম্পানির কার্যকারিতা, অপারেশনের ফলাফল, ক্যাশ ফ্লো এবং ইকুইটি উপস্থাপন করা হয়েছে;
- কোম্পানির হিসাবের বই (রেকর্ড/ নথি) যথযথভাবে সংরক্ষণ করা হয়েছে;
- আর্থিক বিবরণী করার সময় হিসাববিজ্ঞানের নীতিগুলো ধারাবাহিকভাবে প্রয়োগ করা হয়েছে এবং অ্যাকাউন্টিং এর অনুমানসমূহ যুক্তিসঙ্গত ও বিচক্ষণতার ভিত্তিতে তৈরি করা হয়েছে;
- আর্থিক বিবরণী ইন্টারন্যাশনাল অ্যাকাউন্টিং স্ট্যান্ডার্ডস (আইএএস) ও ইন্টারন্যাশনাল ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (আইএফআরএস) বাংলাদেশের প্রেক্ষাপট অনুসরণ করে প্রস্তুত করা হয়েছে;
- ত্রৈমাসিক আর্থিক পারফরম্যান্স এবং বার্ষিক আর্থিক বিবরণীর মধ্যে কোনো উল্লেখযোগ্য পার্থক্য নেই;
- কোম্পানি গত বছরের অপারেটিং ফলাফলের সকল বিদ্যুতি উপরের পয়েন্টের (ফাইন্যান্সিয়াল পারফরম্যান্স) অধীনে হাইলাইট করা হয়েছে।

ব্যবস্থাপনা পরিচালক এবং হেড অফ ফাইন্যান্সের প্রত্যয়ন

ব্যবস্থাপনা পরিচালক ও হ্যাড অফ ফাইন্যান্সের প্রত্যয়ন, আর্থিক বিবরণীর পরিশিষ্ট-৫ এ উপস্থাপন করা হয়েছে।

পরিচালকদের অন্যান্য রেশুলেটরি ঘোষণা

- পাবলিক ইন্সটিটিউট থেকে আয়ের ব্যবহার প্রয়োজ্য নয়;
- আইপিও পরবর্তী আর্থিক ফলাফলের ব্যাখ্যা প্রয়োজ্য নয়;
- কোনো বছরের লভ্যাংশ ঘোষণা না হওয়ার ব্যাখ্যা দেয়া প্রয়োজ্য নয়;
- কোনো বোনাস শেয়ার স্টক লভ্যাংশ অন্তর্ভুক্তি লভ্যাংশ হিসেবে এ বছর ঘোষণা করা হয়নি;
- এ বছর কোম্পানি তার শেয়ারহোল্ডারদের কাছ থেকে কোনো রিপোর্টযোগ্য অভিযোগ পায়নি;
- বছরভূক্তে কোম্পানি পর্ষদ বিভিন্ন সভা পরিচালনা করে এবং প্রয়োজনীয় সকল বই ও রেকর্ডের সাথে সভার মিনিটিং মিনিটিংস এরও হিসেব রাখে, যা ইন্টারটিউট অফ চার্টার্ড সেক্রেটারিয়েটস অফ বাংলাদেশ (আইসিএসবি) গৃহীত বাংলাদেশ সেক্রেটারিয়েট স্ট্যান্ডার্ডস (বিএসএস)- এর বিধি অনুসারে সংরক্ষণ করা এবং একই সাথে বাংলাদেশ সিকিউরিটিস অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি)- এর জারি করা কর্পোরেট গভর্নেন্স কোডের কোনো শর্তের সাথে অসামঞ্জস্যপূর্ণ নয়।

ব্যবস্থাপনা পর্যালোচনা ও বিশ্লেষণ

বিএসইসি কর্তৃক ইয়ুক্ত কর্পোরেট গভর্নেন্স কোড এর শর্ত নং ৫(২৬) অনুসারে নিরীক্ষা কমিটির পর্যালোচনা, ব্যবস্থাপনা পরিচালক ও হেড অফ ফাইন্যান্স দ্বারা সংরক্ষিত হওয়ার পর পরিশিষ্ট-৯ এ যুক্ত করা হয়েছে।

শেয়ারহোল্ডিং প্যাটার্ন

৩১ ডিসেম্বর ২০২২ অনুসারে প্রযোজ্য শেয়ারহোল্ডার বিষয়ক ও সংশ্লিষ্ট অন্যান্য তথ্য পরিশিষ্ট-৩ এ যুক্ত করা হয়েছে।

সংখ্যালঘু শেয়ারহোল্ডারদের সুরক্ষা

কোম্পানি সংখ্যালঘু শেয়ারহোল্ডারদের প্রতি সংখ্যাগুরু (নিয়ন্ত্রণকারী) শেয়ারহোল্ডারদের আপত্তিকর কর্মকাণ্ড প্রতিকারে এবং এইসব কর্মকাণ্ড থেকে শেয়ারহোল্ডারদের প্রত্যক্ষ বা পরোক্ষভাবে সুরক্ষিত করার জন্য কার্যকরী ব্যবস্থা গ্রহণ করেছে। কোম্পানি নিয়মিতভাবে তার শেয়ারহোল্ডার ও বিনিয়োগকারীদের সাথে আর্থিক বিবরণী, মূল্য সংবেদনশীল ও উপাদান বিষয়ক তথ্য, বার্ষিক প্রতিবেদন, মিডিয়া রিলিজ এবং কোম্পানির ওয়েবসাইটের মাধ্যমে তথ্য প্রকাশ ও যোগাযোগ করে থাকে। বার্ষিক সাধারণ সভা শেয়ারহোল্ডারদের, পরিচালনা পর্ষদ ও ম্যানেজমেন্টের সাথে সরাসরি যোগাযোগ করার সুযোগ করে দেয়। এই ধরনের বৈঠকের সময় পর্ষদ শেয়ারহোল্ডারদের সাথে যোগাযোগ করে থাকে এবং বিভিন্ন বিষয়ে তাদের প্রশ্নের উত্তর দেয়।

বিএসইসি নির্দেশের সাথে কমপ্লায়েন্স - ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ড

বাংলাদেশ সিকিউরিটিস এন্ড এক্সচেঞ্জ কমিশন (ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ড) বিধিমালা, ২০২১ অনুসারে তালিকাভুক্ত কোম্পানিগুলোকে সকল অ-দাবিকৃত, অবণ্টিত বা অমীমাংসিত নগদ লভ্যাংশ বা নন-রিফাউন্ড পাবলিক সাবস্ক্রিপশন মানির বিপরীতে জমা কৃত (ঘোষণার তারিখ বা অনুমোদন বা রেকর্ড ডেট এর তিন বছর বা অধিক) অর্থ বাধ্যতামূলকভাবে বিএসইসি দ্বারা পরিচালিত ক্যাপিটাল মার্কেট স্টেবিলাইজেশন ফান্ডে (“সিএমএসএফ”) স্থানান্তর করতে হয়। প্রযোজ্য আইনি বাধ্যবাধকতা অনুযায়ী ২০২২ সালে কোম্পানি সিএমএসএফ-এ ৬৪৪,৪২৯.৬৫ টাকা জমা দিয়েছে, যা ৩১ ডিসেম্বর ২০১৮ তারিখে শেষ হওয়া ২০১৮ অর্থবছরে কোম্পানিতে তিন বছর বা অধিক সময় অদাবিকৃত, অবণ্টিত বা অমীমাংসিত নগদ লভ্যাংশের বিপরীতে জমা ছিল।

সংশ্লিষ্ট পক্ষ লেনদেন

সকল সংশ্লিষ্ট পক্ষের বাণিজ্যিক লেনদেন “আর্মস লেংথ ট্রানজেকশন (লেনদেন)” এর ভিত্তিতে করা হয়েছে। আর্থিক বিবরণীর ৩৫ নং নোটে সংশ্লিষ্ট পক্ষের লেনদেন উপস্থাপন করা হয়েছে।

গোয়িং কনসার্ন

পরিচালকেরা বিশ্বাস করেন কোম্পানিটি একটি গোয়িং কনসার্ন এবং কোম্পানির এগিয়ে যাওয়ার ক্ষমতা নিয়ে তাদের কোনো সংশয় নেই। তদানুসারে, গোয়িং কনসার্নের ভিত্তিতে আর্থিক বিবরণী প্রস্তুত করা হয়েছে।

ঝুঁকি ও উদ্বেগ

কঠোর কর্মপ্রক্রিয়া ও পদ্ধতির মাধ্যমে ব্যবসায়িক সততা নিশ্চিত করা কোম্পানির লক্ষ্য। কোম্পানি ৩ টি এক্সচেঞ্জ রিস্ক ম্যানেজমেন্ট নীতি অনুসরণ করে যা অভ্যন্তরীণ ও বাহ্যিক, ব্যবসায়িক ঝুঁকি এবং সুযোগ; সনাক্ত, পরিমাপ ও পরিচালনা করতে সহায়তা করে। রিস্ক ম্যানেজমেন্ট কাঠামো ও বাৎসরিক কার্যক্রমগুলো ৫৭ থেকে ৬৫ পৃষ্ঠায় কর্পোরেট গভর্নেন্স অধ্যায়ে বর্ণনা করা হয়েছে।

অভ্যন্তরীণ নিয়ন্ত্রণ

কোম্পানির একটি মুদ্রিত অভ্যন্তরীণ নিয়ন্ত্রণ ও ঝুঁকি ব্যবস্থাপনা প্রক্রিয়া রয়েছে। বছরভিত্তিক সুপারিকল্পিতভাবে প্রক্রিয়াটি প্রয়োগ ও পর্যবেক্ষণ করা হয়েছে। ইউনিলিভার কন্ট্রোল ইউনিভার্স বিভিন্ন নিয়ন্ত্রণ অবকাঠামোর সমন্বয়ে গঠিত। ইউনিলিভার ফাইন্যান্সিয়াল রিপোর্ট কন্ট্রোল মডেলের ছয়টি কম্পোনেন্ট রয়েছে, যা সঠিক আর্থিক প্রতিবেদনের ভিত্তিতে অভ্যন্তরীণ নিয়ন্ত্রণকে, স্থাপন, মূল্যায়ন ও উন্নয়নের সুযোগ করে দেয়, জালিয়াতি হওয়া থেকে বিরত রাখে এবং কোম্পানির সম্পদ রক্ষা করে। এছাড়াও এক্সেস বা প্রবেশাধিকার নিয়ন্ত্রণের মাধ্যমে ও অন্যান্য আইটি ভিত্তিক কার্যক্রমের মাধ্যমে তথ্য সুরক্ষা নিশ্চিত করে।

ফিন্যান্সিয়াল কন্ট্রোল অ্যাসেসমেন্ট (এফসিএ) প্রক্রিয়া প্রতি বছর আর্থিক প্রতিবেদন নিয়ন্ত্রণের নিশ্চয়তা প্রদান করে। গ্লোবাল ফিন্যান্সিয়াল কন্ট্রোল ফ্রেমওয়ার্ক (জিএফসিএফ) অনুসারে প্রক্রিয়াটি বছরভিত্তিক দুটি ধাপে যাচাই করা হয়েছে এবং আঞ্চলিক পর্যায়ে পর্যালোচনার জন্য জমা দেয়া হয়েছে। ইউনিলিভার কন্ট্রোল সার্ভিস সেন্টার (সিএসসি) মাসিক ভিত্তিতে একটি কন্ট্রোল হেলথ ইনডিকটর (সিএইচআই) পর্যবেক্ষণ করে ও কান্ট্রি টিমকে জমা দেয়।

অডিট কমিটি পর্যায়ক্রমে কোম্পানির অভ্যন্তরীণ নিয়ন্ত্রণ কাঠামোর যোগ্যতা ও কার্যকরিতা মূল্যায়ন করে। মূল নিয়ন্ত্রণ ব্যবস্থার সার্বিক মূল্যায়নের জন্য অভ্যন্তরীণ ও বাহ্যিক অডিটের ফলাফলগুলো পর্যালোচনা করা হয়। নিরীক্ষা, পর্যবেক্ষণ এবং প্রয়োজনীয় সংশোধনমূলক পদক্ষেপগুলো ত্রৈমাসিক ভিত্তিতে অডিট কমিটি দ্বারা উপস্থাপন ও পর্যালোচনা করা হয়।

অডিট কমিটি কর্তৃক অনুমোদিত বার্ষিক পরিকল্পনা অনুযায়ী অভ্যন্তরীণ অডিট ফাংশনের কার্যকারিতা মূল্যায়নের জন্য বছরভিত্তিক পর্যায়ক্রমিকভাবে অডিট পরিচালনা করা হয়। অভ্যন্তরীণ অডিট কার্যক্রমের আওতায় রয়েছে কোম্পানির অভ্যন্তরীণ নিয়ন্ত্রণ নিশ্চিত করা এবং নিরপেক্ষভাবে দৃষ্টিগোচর যেকোনো ঝুঁকি পর্যালোচনা করা। অভ্যন্তরীণ অডিটের প্রতিবেদনের ভিত্তিতে, বিভিন্ন প্রসেস ও উনার কর্তৃক নিজ নিজ কার্যক্ষেত্রে প্রয়োজনীয় ব্যবস্থা গ্রহণপূর্বক নিয়ন্ত্রণগুলোকে মুদ্রিত করা করেছে।

এই বার্ষিক প্রতিবেদনে অভ্যন্তরীণ নিয়ন্ত্রণ কাঠামোর পাশাপাশি কর্পোরেট গভর্ন্যান্স বিভাগের অধীনে থাকা অডিট কমিটির কার্যক্রমের উপর বিস্তারিত আলোচনা করা হয়েছে।

কর্মীদের সার্বিক পরিস্থিতি

২০২২ সালটি ইউসিএল এর কর্মীদের জন্য একটি উল্লেখযোগ্য বছর। কোম্পানি কোভিড পরবর্তী সময়ে স্বাভাবিকতা ফিরে পায় এবং কর্মীরা প্রায় ২ বছর পর তাদের হাইব্রিড কর্মপ্রক্রিয়া থেকে বের হয়ে নিজেদের কর্মক্ষেত্রে ফিরে এসেছে। যদিও বিক্রয় (সেলস) ও উৎপাদন বিভাগের কর্মীরা মহামারির পুরো সময়ভিত্তিক মাঠে এবং কারখানায় কাজ করেছেন ইউসিএল এর সকল পণ্যের নিরবিচ্ছিন্ন সরবরাহ এবং বাজারজাতকরণ নিশ্চিত করার লক্ষ্যে।

ইউনিলিভার এর অধিগ্রহণের পর মানবসম্পদ (হিউম্যান রিসোর্সেস - এইচআর) টিমের সবচেয়ে বড় মাইলফলকগুলোর একটি হচ্ছে বেশ কিছু স্থান পরিবর্তনের পর ইউসিএল টিমকে একটি নতুন কর্পোরেট অফিস প্রদান করা। আগস্ট ২০২২-এ উদ্বোধিত এই নতুন অফিসের নকশা ও নান্দনিকতা কর্মী এবং স্টেকহোল্ডার উভয়ের দ্বারাই প্রশংসিত হয়েছে।

জাতি, ধর্ম ও বর্ণ নির্বিশেষে সবাইকে সমান সুযোগ প্রদানের লক্ষ্যে ভিন্নধর্মী এবং অভিনব উদ্যোগ গ্রহণে ইউনিলিভার সুপরিচিত। মানবসম্পদ বিভাগ ও ইউনিলিভার ইকুইটি, ডাইভার্সিটি এন্ড ইনক্লুসিভিটি (ডি এন্ড আই) বিভাগ একত্রে কাজ করে দৃষ্টান্ত স্থাপনকারী ক্রস ইন্ডাস্ট্রি ফোরাম “ইসপিআই” পুনঃবহাল করেছে যা নারীদের জন্য, প্রধানত যারা অফিসের বাইরে কাজ করেন তাদের জন্য নতুন কর্মকাঠামো ও সুযোগসুবিধা তৈরির কাজ করবে। ডিস্ট্রিবিউশন ফিন্ড ফোর্স (ডিএফএফ)-এ ২০০ এর অধিক নারী বিক্রয়কর্মী নিয়োগ করা হয়েছে, যাও এদেশে প্রথম।

মহামারির পুরোটা সময়ভিত্তিক ইউসিএল তার কর্মীদের নানান শিক্ষণীয় এবং প্রাণোচ্ছল উদ্যোগের মাধ্যমে উদ্যমী রেখেছে যার ব্যতিক্রম ২০২২ সালেও ঘটেনি। আমাদের এই যাত্রা ও ঐক্য বহাল রাখতে “লানিং কান্ড্যান্সল”

আয়োজিত হয়, যেখানে নানান সেশনে প্রতিনিধিত্ব করেন বিভিন্ন দেশের আন্তর্জাতিক প্রশিক্ষক। সেখানে বিবিধ পরিস্থিতিতে কীভাবে ব্যবসা পরিচালনা করে কোম্পানির পক্ষে সঠিক সিদ্ধান্ত নেয়া সম্ভব সে বিষয়ে কর্মীদের দৃষ্টিকোণ থেকে আলোচনা করা হয়। এছাড়াও বছরভিত্তিক ছিলো নানান অনুষ্ঠান এবং অনলাইন প্রশিক্ষণ।

কর্মীদের মুস্বাস্থ্য নিশ্চিতকরণ মানব সম্পদ টিম-এর প্রধান উদ্দেশ্য। শারীরিক, মানসিক, আবেগ ও উদ্দেশ্যনির্ভর মুস্বাস্থ্যের কথা মাথায় রেখে প্রতিটি বিভাগের সবথলো উদ্যোগ ইউনিলিভার গ্রুপের ওয়েলবিং নীতি অনুযায়ী সাজানো হয়েছে। কর্মীদের শারীরিকভাবে উদ্যমী রাখতে এবং ভালো অভ্যাস গড়ে তোলার মাধ্যমে সামগ্রিক মুস্বাস্থ্য নিশ্চিত করতে বিভিন্ন অনুষ্ঠান আয়োজিত হয়েছে।

২০২২ সালে ইউসিএল এইচআর টিম, কর্মীদের জন্য আউটডোর এনগেজমেন্ট সেশন আয়োজনে ব্যাপকভাবে নিবদ্ধ ছিলো। কোম্পানির সকলের অংশগ্রহণে, দুইবছর পর বার্ষিক সম্মেলন আয়োজিত হয়। এই সাথে আরো ভালো এঙ্গেজমেন্ট আকৃষ্ট করতে সকল কার্যকরী সংযোগ বিভাগগুলির সক্রিয় যোগাযোগ ব্যবস্থা নিশ্চিত করা হয়। এবছরই অফিসে সর্বপ্রথম আয়োজিত ফ্যামিলি ডে, কর্মীদের মধ্যে ব্যাপক ইতিবাচক মনোভাব তৈরি করে। সকলের প্রচেষ্টায় গড়ে তোলা এই ইতিবাচক মনোভাবের ফলে ইউনিলিভারের এনুয়াল এমপ্লয়ী এনগেজমেন্ট স্কোর ৯০% এ পৌঁছেছে।

গভর্নেন্স, কমপ্লায়েন্স ও ব্যবসায়িক সততা

কোম্পানি বিশ্বাস করে উদ্দেশ্যপূর্ণ ও ভবিষ্যৎ উপযোগী উদ্যোগই দায়িত্বশীল এবং টেকসই উন্নয়ন এনে দিতে পারে। দ্যা কোড অফ বিজনেস প্রিন্সিপ্যালস (কোড) এবং ২৪ টি আন্তঃসম্পর্কিত কোড পলিসিকে কেন্দ্র করে কোম্পানি তার বিজনেস ইনটিগ্রিটি অবকাঠামো গড়ে তুলেছে। এইসব নীতিমালা আমাদের একগুত্রতা, অগ্রগামিতা ও দায়িত্ববোধ অনুশীলনের ব্যবস্থা করে। এইসব মূল্যবোধের মাধ্যমে, সকল আইন মান্য করে কোম্পানির ব্র্যান্ড, মানুষ ও পরিবেশের ক্ষয়-ক্ষতিরোধে গুরুত্বপূর্ণ ভূমিকা পালন করেছে। মানুষ, সমাজ ও পৃথিবীকে সন্মানের মতো মূল্যবোধ সৃষ্টিই কোম্পানির মূল লক্ষ্য। নীতিগুলো সহজ এবং আশ্রয়ক হওয়ায় কোম্পানি এগুলোকে একটি নির্দেশিকা প্রণয়নের মাধ্যমে চর্চার পর্যায়ে নিয়ে আসতে পেরেছে। এই নীতিমালা কোম্পানির দৈনন্দিন আচরণের নির্ধারন করে যা সবাইকে মেনে চলতে হয়। কোড এবং ব্যবসায়িক সততা সম্পর্কে নতুন নিয়োগপ্রাপ্ত এবং পুরনো কর্মীদের নিয়ে বেশ কয়েকটি সেশন আয়োজিত হয়। শতভাগ কর্মী যেনো বার্ষিক ব্যবসায়িক অখণ্ডতার অঙ্গিকারসমূহ সম্পর্কে জানতে পারে এবং স্বাক্ষর করে এই বিষয়টি কোম্পানি নিশ্চিত করেছে।

কোড এবং কোড ভিত্তিক নীতিমালা একটি অবকাঠামো তৈরি করে দিয়েছে যা প্রতিটি কর্মী তাদের দৈনন্দিন কর্মক্ষেত্রে প্রয়োগ করতে পারে। কোম্পানির একটি বলিষ্ঠ প্রক্রিয়া রয়েছে যা, পণ্য দাবিগুলো সঠিক এবং অনুযোগমূলক কিনা তা নিশ্চিত করে। এছাড়াও কিছু কাঠামোবদ্ধ প্রক্রিয়া রয়েছে যার মাধ্যমে চুক্তি, মামলা ও নিয়ন্ত্রকদের সন্মতি পরিচালনা করে। যেহেতু বাংলাদেশের দুর্ভেদ্য মুবহূং ডিজিটলাইজেশন এর পরিকল্পনা রয়েছে, সেদিকে লক্ষ্য রেখে তথ্যের গোপনীয়তা এবং সুরক্ষা নিয়ে নতুন নীতিমালা প্রণয়ন করা হচ্ছে। তাই, তথ্যের গোপনীয়তা এবং সুরক্ষা নিশ্চিত করা কোম্পানির একটি ডাইটাল চেকপয়েন্ট হয়ে দাঁড়িয়েছে। কোম্পানি প্রতিনিয়ত নিশ্চিত করেছে যে তার কাছে কর্মী ও ভোক্তাদের তথ্যের গোপনীয়তা এবং সুরক্ষা দেয়ার মতো অবকাঠামো রয়েছে।

কোম্পানিকে প্রতিনিয়ত নকল ও বেআইনি আমদানির মতো হুমকির শিকার হতে হয় এবং এগুলোর বিরুদ্ধে যথেষ্ট আইনি ব্যবস্থা গ্রহণ ও মামলা পরিচালনা করার জন্য নীতিনির্ধারকদের সাথে আলোচনা করতে হয়। সকল স্টেকহোল্ডারদের সমান অধিকার নিশ্চিত করতে শিল্পসমিতি, নীতিনির্ধারক এবং গুরুত্বপূর্ণ নেতৃবৃন্দের সাথে যোগাযোগপূর্বক প্রগতিশীল পরিবেশ তৈরি করতে হয়। পর্যায়ক্রমিকভাবে এইসব পদক্ষেপ ভোক্তাদের কাছে আসল ও নিরাপদ পণ্যের যোগান নিশ্চিত করে।

গত বছর ধরে, কোম্পানিটি বিভিন্ন নিয়ন্ত্রক কর্তৃপক্ষের সাথে প্রগতিশীল নীতি ও প্রবিধান গঠনের জন্য কাজ করেছে যা দেশে উদ্ভাবনী এবং বিশ্বমানের পণ্য এবং ব্যবসার পরিধি বৃদ্ধিতে সহয়তা করবে। কোম্পানি বিশ্বাস করে যা দেশের জন্য ভালো তা ইউনিলিভারের জন্যও ভালো।

টেকসই বাংলাদেশ নির্মাণে আমাদের দায়িত্ব

আমাদের বৈশ্বিক ব্যবসায়িক স্ট্যাটুজি আমাদের উদ্দেশ্য নিহিত যা কিনা সকলের জন্য বাসযোগ্য পৃথিবী তৈরি করা। টেকসই বাংলাদেশ গড়ে তোলার লক্ষ্যে, আমরা আমাদের ব্যবসায়িক কৌশল নিয়ে সর্বদা কাজ করে যাচ্ছি। কোম্পানি হিসেবে আমরা বিশ্বাস করি ভোক্তাদের সুস্থাস্থ্য আমাদের দায়িত্ব তাই আমাদের কোম্পানির মূলনীতি, "যাকিছু বাংলাদেশের জন্য ভালো তা ইউনিলিভারের জন্যও ভালো।"

দেশের উন্নয়ন এবং এসডিজি লক্ষ্যমাত্রাপুলো অর্জনের লক্ষ্যে ২০২২ সালজুড়ে আমরা প্রচেষ্টা চালিয়েছি, পরিবেশের সুরক্ষা এবং আমাদের ভোক্তাদের সুস্থাস্থ্য নিশ্চিত করতে এবং সমতার সমাজ তৈরিতে আমাদের বৈশ্বিক টেকসই উন্নয়ন অর্জনের যে প্রতিশ্রুতি যাকিনা কম্পাস নামে পরিচিত তার আলোকে প্রতিনিয়ত কাজ করে চলেছি।

ইউনিলিভার সকল শ্রেণী, পেশা ও আয়ের মানুষের মধ্যে পণ্য পৌঁছে দিতে এবং এটি যে পুষ্টিকর, মূল্য ও সকল খাদ্যভ্যাসের সাথে উপযোগী এই সচেতনতা বৃদ্ধিতে বদ্ধপরিকর। ভোক্তাসচেতনতা বৃদ্ধির লক্ষ্যে বছরজুড়ে অনলাইন ও অফলাইনে প্ল্যাটফর্মে সমন্বয়যোগী প্রচারণা করা হয়েছে। গ্রাহকদের সচেতনতা পরিধি আরও বৃদ্ধি করতে ইউনিলিভার ডোর টু ডোর ক্যাম্পেইনের মাধ্যমে দেশজুড়ে লাখে মানুষের কাছে পৌঁছেছে। পুষ্টিকর খাদ্যভ্যাসের প্রয়োজনীয়তা সম্পর্কে অভিভাবকদের সচেতনতা বৃদ্ধি করা হয়েছে এবং হরলিঙ্গত্ব তা কীভাবে তাদের বাচ্চাদের জন্য পুষ্টি নিশ্চিত করতে সহযোগিতা করতে পারে তা অবহিত করা হয়েছে।

ক্ষুধা মুক্ত পৃথিবী এবং সুস্থাস্থ্য অর্জন, এই দুইটি সাস্টেইনেবল ডেভলপমেন্ট গোল (এসডিজি) অর্জন এবং বৈশ্বিক পজিটিভ নিউট্রিশন অঙ্গীকার অনুযায়ী ইউনিলিভার, সেন্টার ফর রিহ্যাবিলিটেশন অফ দ্যা প্যারালাইজড (সিআরপি) এর সাথে অংশিদারিত্ব স্থাপন করেছে। সি আর পি উইলিয়াম এড ম্যারি টেইলর নামে একটি অভিনব অন্তর্ভুক্তিমূলক বিদ্যালয় পরিচালনা করে। তারা সকল বাচ্চাদের একইসাথে শ্রেণিকক্ষে প্রাথমিক শিক্ষা দিয়ে থাকে এবং এই স্কুলটি একই শ্রেণিকক্ষে বিশেষ চাহিদা সম্পন্ন শিশু ও সাধারণ শিশুদের একইসাথে প্রাথমিক শিক্ষা প্রদান করে, যেখানে মোট শিক্ষার্থীর ৪২% বিশেষ চাহিদা সম্পন্ন শিশু। ডাব্লিউটিএমএস স্কুলের সকল আবাসিক শিশুদের শারীরিক পুষ্টির প্রয়োজনীয়তা মেটাতে এবং তাদের জীবনযাত্রার মান উন্নয়নে ইউনিলিভার সহযোগিতা করেছে।

প্লাস্টিক দূষণ পৃথিবী ও মানুষের জন্য কত ভয়াবহতা সৃষ্টি করতে পারে এই বিষয়ে ইউনিলিভার সচেতন। গুরুতর সমস্যার মূল চিহ্নিত করে একটি বৈশ্বিক ভাবে আমাদের একতাবদ্ধ হয়ে কাজ করতে হবে একটি প্লাস্টিক দূষণমুক্ত সুন্দর আগামীর জন্য। হালকা ও মূল্য উপাদান হিসেবে প্লাস্টিককে প্রতিস্থাপন করা খুবই কঠিন। অন্যদিকে রিসাইকেল করার জন্য ভোক্তাদের ব্যবহার করা প্লাস্টিক বর্জ্য পুনরায় সংগ্রহ বা একত্র করতে পারাই সবচেয়ে বড় চ্যালেঞ্জ। শুধু প্লাস্টিক বর্জ্যের চেয়ে নমনীয় প্লাস্টিকগুলো সংগ্রহ করা অপেক্ষাকৃত বেশি কঠিন যেহেতু এর রিসাইকেল মূল্য কম।

২০২২ সালে আমরা প্লাস্টিক বর্জ্য ব্যবস্থাপনা উন্নয়নে আমাদের কাজ সক্রিয়ভাবে আবহুত রাখছি। অবকাঠামোর উন্নয়ন, ভ্যালুচেইনের দক্ষতা বৃদ্ধি এবং ব্যবসায়িক মডেলের তৈরিতে সহায়তার মাধ্যমে প্লাস্টিক বর্জ্যকে সার্কুলার ইকোনমিতে নিয়ে আসার লক্ষ্যে কাজ করে চলেছি। পথিকৃৎ হিসেবে স্থানীয় সরকার প্রতিষ্ঠানের সহযোগিতায় আমরা শুরু করেছি বাংলাদেশের সবচেয়ে বড় প্লাস্টিক বর্জ্য ব্যবস্থাপনা উদ্যোগ যা প্লাস্টিক বর্জ্যের ভ্যালু চেইনকে টেকসই করবে।

আমাদের বৈশ্বিক অঙ্গীকার, আমরা যত প্লাস্টিক বিক্রয় করি তার থেকে বেশি সংগ্রহ করব এবং এই অঙ্গীকার অনুযায়ী ইউসিএল-ই বাংলাদেশে প্রথম কোম্পানি, যারা তাদের ১০০% ব্যবহার পরবর্তী প্লাস্টিক সংগ্রহ করেছে চট্টগ্রাম সিটি কর্পোরেশন ও একটি এনজিও-এর সাথে অংশদারিত্বের মাধ্যমে কাজ করে।

সংগ্রহকৃত প্লাস্টিকের মধ্যে ৬০% ই ছিলো একবার ব্যবহার উপযোগী নমনীয় প্লাস্টিক এবং এর প্রায় ৮৪%ই পুনঃক্রয়ন করা সম্ভব হয়েছে। আমাদের কাজের অংশ হিসেবে আমরা ভোক্তাদের মধ্যে প্লাস্টিক ব্যবহারে সচেতনতা বৃদ্ধি এবং বর্জ্য সংগ্রহকারীদের জীবনযাত্রার মান উন্নয়নে কাজ করে চলেছি। প্লাস্টিক সাস্টেইনবিলিটি সম্পর্কিত আমাদের এই উদ্যোগ গণপ্রজাতন্ত্রী বাংলাদেশ সরকার এবং অন্যান্য কোম্পানিদের কাছ থেকে ইতিবাচক প্রতিক্রিয়া লাভ করেছে।

আমাদের এই উদ্যোগ সম্পর্কে বিস্তারিত রয়েছে ৩৮ থেকে ৪৯ পৃষ্ঠায়।

পুরস্কার ও কৃতিত্ব

ইউসিএল-এ কর্পোরেট গভর্নেন্স নীতিমালা প্রতিষ্ঠিত হয়েছে স্বচ্ছতা, জবাবদিহিতা, ন্যায়পরায়ণতা এবং দীর্ঘমেয়াদে কোম্পানির টেকসই সাফল্যের ভিত্তিতে। আমরা সঠিক উপায়ে সঠিক কাজ করতে প্রতিশ্রুতিবদ্ধ, যার অর্থ ব্যবসায়িক সিদ্ধান্ত ও কাজে নৈতিকতা বজায় রেখে প্রচলিত ও প্রয়োজ্য আইন মেনে ব্যবসা পরিচালনা করা। এই কাজের স্বীকৃতিস্বরূপ ২০২১ সালে ইসটিটিউট অফ চার্টার্ড সেক্রেটারিস অফ বাংলাদেশ তাদের আইসিএসবি কর্পোরেট গভর্নেন্স এর শ্রেষ্ঠত্বের জাতীয় প্রতীক হিসেবে স্বর্ণপদক প্রদান করেছে।

কর্পোরেট গভর্ন্যান্স কমপ্লায়েন্স রিপোর্ট

কর্পোরেট নিতির অংশ হিসেবে কর্পোরেট গভর্ন্যান্সের ক্ষেত্রে কোম্পানি সবসময় উচ্চমানের কমপ্লায়েন্স বজায় রাখতে বদ্ধপরিকর। কর্পোরেট গভর্ন্যান্সে বিভাগে বর্ণিত কোম্পানির কর্পোরেট গভর্ন্যান্স সনদ কোম্পানি কীভাবে স্বচ্ছতা, জবাবদিহিতা ও সততা নিশ্চিত করে পরিচালিত হবে তা উল্লেখ করা আছে।

আমরা আনন্দের সাথে জানাচ্ছি যে, কোম্পানি কর্পোরেট গভর্ন্যান্স কোডের(নীতিমালার) সব প্রয়োজনীয় নির্দেশিকা মেনে চলেছে। ২০২২ সালের কর্পোরেট গভর্ন্যান্স নীতিমালার সার্বিক সন্মতি উক্ত কোডের অধীনে থাকা প্রয়োজনীয় সার্টিফিকেট অফ কমপ্লায়েন্সের সাথে পরিশিষ্ট-৪ এ সংযুক্ত করা হয়েছে।

স্টেটুটরি নিরীক্ষক

বর্তমান নিরীক্ষক (অডিটর), রহমান রহমান হক চার্টার্ড অ্যাকাউন্টস (কেপিএমজি বাংলাদেশ) ৫০তম সাধারণ সভা সমাপ্তি সাপেক্ষে অবসর গ্রহণ করবেন এবং যোগ্য হিসেবে পুনঃনিয়োগের জন্য উপযুক্ত হবেন। অডিট কমিটির মুপারিশের পরিশ্রমে পর্ষদ আগামী ৫০তম সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদন সাপেক্ষে ২০২৩ সালের জন্য কোম্পানির অডিটর হিসেবে রহমান রহমান হক চার্টার্ড অ্যাকাউন্ট্যান্টস এর পুনঃনিয়ুক্তির প্রস্তাব করেছে।

কমপ্লায়েন্স অডিটর

৫০তম সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদন সাপেক্ষে বিএসইসি কর্পোরেট গভর্নেন্স কোড অনুযায়ী এমএবিএস এড যে পার্টনার্স, চার্টার্ড অ্যাকাউন্ট্যান্টসকে পর্ষদ ২০২৩ সালের জন্য কমপ্লায়েন্স অডিটর হিসেবে পুনঃনিয়ুক্তির প্রস্তাব দিয়েছে।

৫০তম সাধারণ সভার স্বাধীন স্কুটিনাইজার

কোম্পানির ৫০তম সাধারণ সভার জন্য পর্ষদ মোহাম্মদ সানাউল্লাহ এড এসোসিয়েটস কে স্বাধীন স্কুটিনাইজার হিসেবে নিযুক্ত করেছে, যাদের প্রতিনিধিত্ব করবেন জনাব মোহাম্মদ সানাউল্লাহ এফসিএস। এই স্বাধীন স্কুটিনাইজার নিবাচনের পুরো প্রক্রিয়াটি এবং ভোটের ফলাফল সম্পর্কিত সকল তথ্য নিরীক্ষণ করবে। ৫০তম সাধারণ সভা শেষ হওয়ার ৪৮(আটচল্লিশ) ঘণ্টার মধ্যে এই রিপোর্ট বিএসইসির কাছে জমা দিতে হবে।

স্বীকৃতি

পরিচালনা পর্ষদ সকল কর্মীদের ধন্যবাদ জানাতে চায়, যারা কোম্পানির সকল মূল্যবোধের চর্চা বজায় রেখে, সকলের জন্য বাসযোগ্য টেকসই পৃথিবী তৈরির লক্ষ্যে নিরন্তর কাজ করে চলেছে। ভোক্তা এবং ব্যবসায়িক অংশীদারদের কোম্পানির উপর আস্থা ও বিশ্বাস আমাদের অনুপ্রাণিত করে এবং আমরা তাদের নিকট কৃতজ্ঞ। এ আস্থা বজায় রাখতে আমরা বদ্ধপরিকর।

কোম্পানি অন্তঃস্থল থেকে ধন্যবাদ জ্ঞাপন করতে চায় এর সকল স্টেকহোল্ডারদের, মাননীয় প্রধানমন্ত্রীর কার্যালয়সহ, স্বরাষ্ট্র মন্ত্রণালয়, বাংলাদেশ পুলিশ, জনপ্রশাসন মন্ত্রণালয়, জেলা ও উপজেলা প্রশাসন, বাংলাদেশ সিক্যুরিটিস এন্ড এক্সচেঞ্জ কমিশন (“বিএসইসি”), ঢাকা স্টক এক্সচেঞ্জ (“ডিএসই”), বাংলাদেশ ইনভেস্টমেন্ট ডেভেলপমেন্ট অথরিটি (“বিআইডিএ”), স্বাস্থ্য ও পরিবার কল্যাণ মন্ত্রণালয়, শ্রম মন্ত্রণালয়, খাদ্য মন্ত্রণালয়, বাণিজ্য মন্ত্রণালয় (“এমওসি”), বাংলাদেশ নিয়ামদ খাদ্য অধিদপ্তর (“বিএফএসএ”), বাংলাদেশ স্ট্যান্ডার্ড ও টেস্টিং ইন্সটিটিউট (“বিএসটিআই”), জাতীয় রাজস্ব বোর্ড (“এনবিআর”), সেন্ট্রাল ডিপোজিটারি বাংলাদেশ লিমিটেড (“সিডিবিএল”), ব্যাংক, বীমা ও আর্থিক প্রতিষ্ঠান, কাস্টমস এক্সাইজ এবং ড্যাট কমিশনারেট, কাস্টম হাউস, ইউটিলিটি সেবাদানকারী প্রতিষ্ঠান, অন্যান্য সরকারি প্রতিষ্ঠানসহ কোম্পানির সমস্ত কর্মীদের যারা ২০২২ সালজুড়ে এবং বিশেষভাবে মহামারির সময় কোম্পানির কার্যক্রম পরিচালনায় সকলের সদয় ও অকৃত্রিম সহযোগিতার জন্য।

পরিচালনা পর্ষদের পক্ষে



মাসুদ খান
চেয়ারম্যান

তারিখঃ ২৯ মার্চ, ২০২০

MANAGEMENT DISCUSSION AND ANALYSIS

Annexure I

Pursuant to condition no. 1 (5) (xxv) of the Corporate Governance Code 2018 issued by Bangladesh Securities and Exchange Commission, the Management's Discussion & Analysis for the year ended 31 December 2022 is as follows:

A. Accounting Policies and Estimation Used for Preparation of Financial Statements

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS); the Companies Act, 1994; the Securities and Exchange Rules, 2020 and other applicable laws and regulations in Bangladesh. Details on accounting policies and estimates used as basis for preparation are disclosed in Note 42 of the financial statements.

B. Comparison of Financial Performance, Financial Position and Cash Flows are as Follows:

Detailed comparison of financial performance, financial position and cash flows are presented as part of the financial statements including notes. The Directors' Report section also provides an in-depth analysis of business performance for the year 2022. Key performance indicators for last 5 years are given below:

Key performance indicators	2022	2021	2020	2019	2018
Revenues (Crore Taka)- continuing operation	409.9	414.4	346.9	404.2	481.7
Revenues (Crore Taka)- company	409.9	414.4	373.2	447.5	633.6
Operating Profit (Crore Taka)- continuing operation	97.6	73.3	55.4	101.0	118.3
Operating Profit (Crore Taka)- company	97.6	73.3	58.6	97.9	(84.9)
Earnings per Share (EPS) (Taka) - continuing operation	60.64	43.80	41.25	84.41	115.92
Earnings per Share (EPS)(Taka) - company	60.64	43.80	43.94	81.83	(52.75)
Net Operating Cash Flow per Share (Taka) - company	30.11	51.65	23.82	82.78	44.67

C. Financial and Economic Scenario of the Country and the Global Context

Early in 2022, while Bangladesh was gradually recuperating from the effects of COVID-19, the globe witnessed the catastrophic effects of the Russia-Ukraine war in the form of economic sanctions, commodity price increases, and supply-chain disruptions, particularly the price of crude oil. The global economy had a domino effect having the level of unheard-of inflation. Bangladesh also felt the heat of the inflation. The urea fertiliser price hiked by 37.5%, petroleum products' prices increased by up to 51.7%, diesel prices were increased by 23%. Consumer prices, which was below 6.5% until April in 2022, crossed the 8.75%, non-food being 9.58% and food being 8.50% in October 2022. This high level of inflation was mainly triggered by rising import cost, which started eating up Bangladesh's foreign currency reserves. The inter-bank exchange rate of the US dollar against Bangladeshi taka crossed the Tk 101-mark in December 2022. A slower-than-expected inflow of remittances became a headache for the banking sector. Diminished purchasing power forced the consumer to make choice between essential and non-essential products. Demand of products across all industries have been impacted in 2022 and is expected to continue in foreseeable future.

The successful completion of two mega projects - Padma bridge and metro rail - in 2022 signifies a significant improvement in the Country's communications network. 2023 will also witness the emergence of at least a few other initiatives that will accelerate the Country's economic growth. The completion of significant infrastructure projects like the Karnaphuli Tunnel, Dohazari-Ghundum Railway, Dhaka Elevated Highway, and BRT from the Airport to Gazipur is anticipated for 2023 in addition to energy sector projects like the Rampal and Matarbari Power Plants.

D. Comparison of Financial Performance with Peer Industry

UCL is the only listed company in Nutrition Food business category in Bangladesh and hence it is not possible to compare the financial and cash flow position with peer companies.

E. Risks and Concerns Related to the Financial Statements

The Company has a series of policies, practices, and controls in place in relation to the financial reporting and consolidation process, which are designed to address key financial reporting risks, including risks arising from changes in the business or accounting standards. The Head of Finance ensures that all information relevant to the Company audit has been provided to the Board of Directors through the Audit Committee and that reasonable steps have been taken to ensure full disclosure in response to requests for information from the external auditor.

At Unilever, a global risk and controls framework titled “Global Financial Controls Framework (GFCF)” defined to address risks related to financial reporting. GFCF outlines financial reporting controls that operate across the core processes of our business. Annual assessment of the design and operating efficiency of GFCF controls has been carried out comprehensively by independent assessors in two phases through the Financial Control Assessment (FCA) guidelines coordinated by global Controls Service Centre (CSC).

Further details of risk management and controls governance is provided within separate sections titled “Risk Management at Unilever” and “Internal Control Framework and Control Assurance” in this report. Description of specific financial risks such as credit, liquidity, interest etc. including the approach to manage them are disclosed within Note 33 of the financial statements.

F. Future Plans or Projections or Forecasts

As consumers, businesses and brands evolve to a VUCA environment (Volatile, Uncertain, Changing and Ambiguous), its imperative for businesses and brands to show high agility and adaptability while rooted in the core fundamentals which has made it successful so far. UCL will continue to focus on need of top quality nutrition food products to the consumers through its brands, while adopting changes on packaging, product, pricing, communication to be more relevant to the needs of its consumers. This would ensure a 4G Growth model for the company (Consistent, Competitive, Profitable, and Responsible).

This would be driven by activating key levers:

Purposeful Brands

The brands our consumers love to meaningfully solve real consumer problems and represent a cause in society. All of Unilever’s brands are committed to this journey and this would be a key area of focus.

Improved Penetration

As we make the portfolio more accessible by launching lower priced SKUs and conducting nationwide sampling, the plan is to single-mindedly have a large number of households try and experience our brands. This would be ensured by building strong mental and physical reach.

Impactful Innovations

Continued focus on improving product delivery, ensuring new-age consumer needs are met and delivering the best in-class quality will be a key enabler for driving consumer preference and growth.

Design for Channel

A key area of focus would be to leverage the strength of our channels in reaching our consumer effectively. This would be through strong partner programmes, leveraging portfolio and deploying customised communication.

Fuel for Growth

All of the above growth levers would be accompanied with a strong savings plan. To ensure the optimal health of our business shape, inefficiencies in buying, make, marketing and distribution would be continuously acted upon while ensuring all investments are made for sustainable growth of the business.

With the above strategic thrusts, we are confident of delivering a strong 4G growth for UCL and its brands thus creating more value for our shareholders.



Khan Salahuddin Mohammad Minhaj
Managing Director and CEO



Md. Humayoun Kabir
Head of Finance

KEY OPERATING AND FINANCIAL DATA

Annexure II

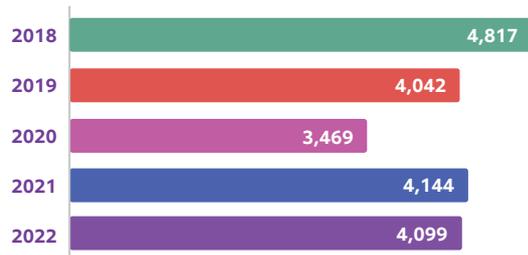
Particulars	BDT in Thousand				
	2022	2021	2020	2019	2018
Balance Sheet					
Property, plant and equipment	62,222	68,890	83,509	100,707	114,128
Right-of-use asset	309,487	239,011	287,777	-	-
Intangible assets	-	-	-	14,028	16,617
Advances, deposits and prepayments	2,242	3,358	2,376	-	-
Deferred tax asset	15,861	24,738	29,466	40,451	150,625
Retirement benefit assets	-	-	-	3,464	16,226
Non-Current Asset	389,812	335,997	403,128	158,650	297,597
Inventory	539,484	556,148	390,329	11,501	21,745
Trade and other receivable	79,619	154,744	81,252	493,289	545,488
Advances, deposits and prepayments	84,194	26,768	28,574	28,836	-
Cash and cash equivalent	2,296,256	3,760,268	3,697,148	3,796,022	3,419,507
Short term investments	1,250,000	-	-	-	-
Current tax assets	-	-	-	17,335	-
Current assets directly related with discontinued operation	-	-	-	3,117	223,087
Current Asset	4,249,553	4,497,928	4,197,303	4,350,100	4,209,826
Total Assets	4,639,365	4,833,925	4,600,431	4,508,750	4,507,423
Share capital	120,465	120,465	120,465	120,465	120,465
Reserves	5,166	9,997	9,997	9,997	9,997
Retained earnings	1,555,989	1,349,827	1,352,252	1,461,383	1,123,623
Shareholders' Equity	1,681,620	1,480,289	1,482,714	1,591,845	1,254,086
Lease obligation	237,620	190,542	226,307	-	-
Non-current liabilities	237,620	190,542	226,307	-	-
Trade and other payables	2,522,867	3,003,841	2,739,920	2,824,288	3,025,954
Current tax liabilities	91,039	54,338	69,219	-	(46,255)
Unclaimed dividend payable	2,118	2,201	10,434	10,140	-
Lease obligation	66,367	61,030	68,657	-	3,113
Liabilities directly associated with discontinued operation	-	-	-	82,477	270,523
Defined benefit liabilities	13,080	10,610	-	-	-
Advance from customers	24,654	31,074	3,180	-	-
Current liabilities	2,720,125	3,163,094	2,891,410	2,916,905	3,253,337
Total equity and liabilities	4,639,365	4,833,925	4,600,431	4,508,750	4,507,423

BDT in Thousand

Particulars	2022	2021	2020	2019	2018
Income Statement					
Revenue	4,098,606	4,143,597	3,468,984	4,041,780	4,816,557
Cost of sales	2,150,164	2,222,975	1,876,375	1,810,943	2,567,307
Gross profit	1,948,442	1,920,622	1,592,609	2,230,837	2,249,250
Operating expenses	972,344	1,187,377	1,039,069	1,160,169	1,066,046
Profit from operations	976,098	733,245	553,540	1,070,668	1,183,204
Net finance income	50,633	16,288	168,897	168,423	116,343
Other income/(expense)	2,563	4,835	(19,058)	-	-
Profit before WPPF & taxation	1,029,294	754,368	703,379	1,239,091	1,299,547
Contribution to WPPF	51,465	37,718	36,791	60,401	-
Profit before tax	977,829	716,650	666,588	1,178,690	1,299,547
Income tax expenses	247,343	189,029	169,702	161,893	(96,874)
Profit from continuing operations	730,486	527,621	496,886	1,016,797	1,396,421
Profit/(Loss) from discontinued operation	-	-	32,446	(31,062)	(2,031,902)
Profit after tax	730,486	527,621	529,332	985,735	(635,481)
Cash flow statement					
Opening cash and cash equivalent	3,760,268	3,697,148	3,796,022	3,419,507	3,526,422
Cash flow from operating activities	362,654	622,174	286,944	997,216	538,123
Cash flow from investing activities	(1,204,755)	49,378	276,039	19,634	20,806
Cash flow from financing activities	(621,911)	(608,432)	(662,727)	(640,886)	(665,844)
Other	-	-	870	551	-
Closing cash and cash equivalent	2,296,256	3,760,268	3,697,148	3,796,022	3,419,507

KEY PERFORMANCE INDICATORS

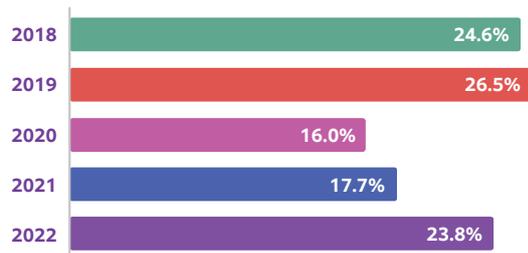
Turnover (Crore)



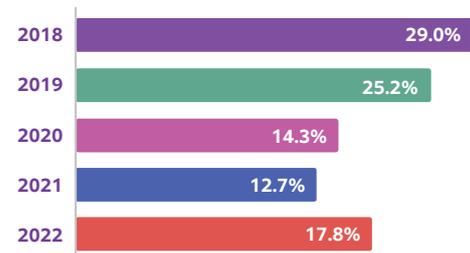
Gross Margin



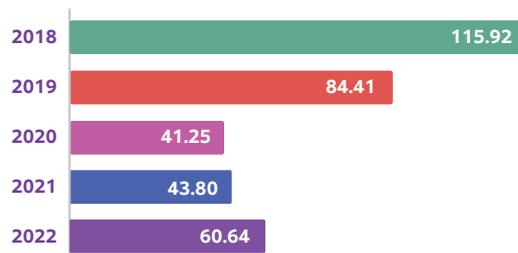
Operating Margin (Continuing Operation)



Profit Margin (Continuing Operation)



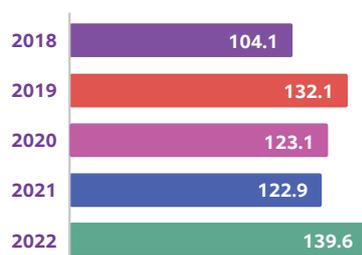
EPS (Continued Operation) (Taka)



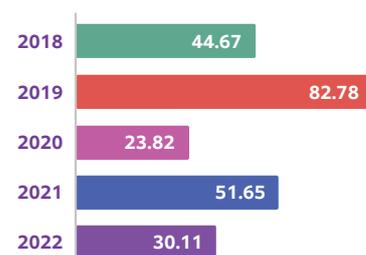
Dividend Per Share (Taka)



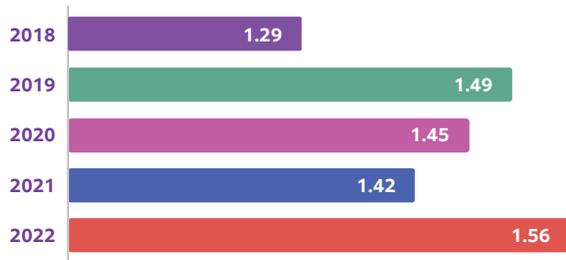
Net Assets Value Per Share (Taka)



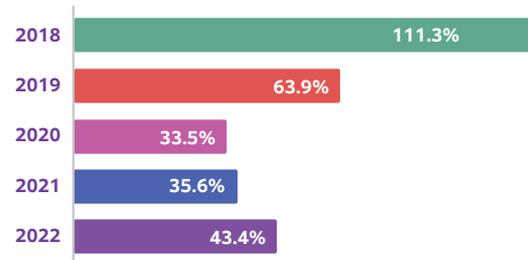
Net Operating Cash Flow Per Share (Taka)



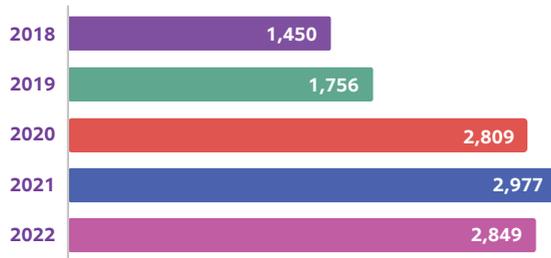
Current Ratio (Times)



ROE (Continued Operation) (%)



Market Price Per Share



Market Share Information of Major categories of Products - In %

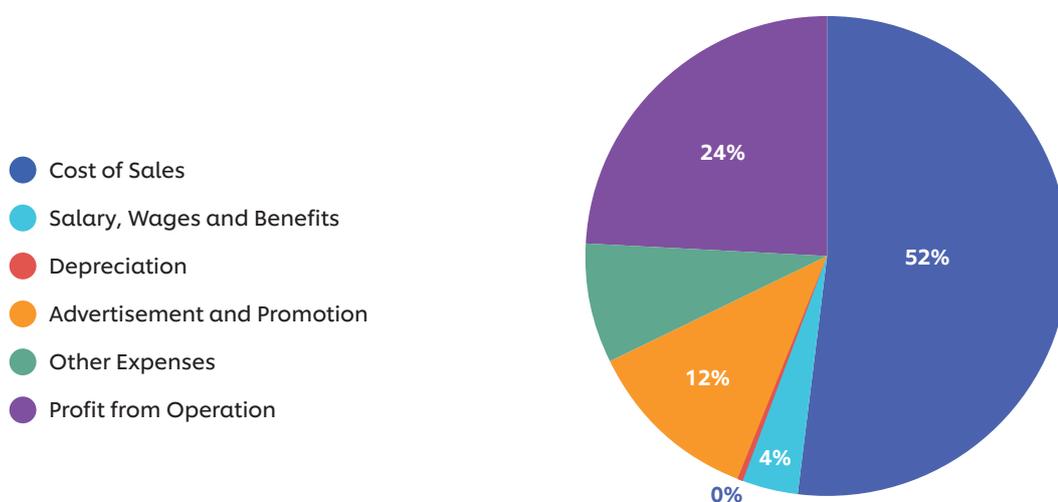
Category	2022	2021
Health Food Drink	93.60%	89.50%
Glucose Powder	56.92%	51.60%

ANALYSIS OF REVENUE

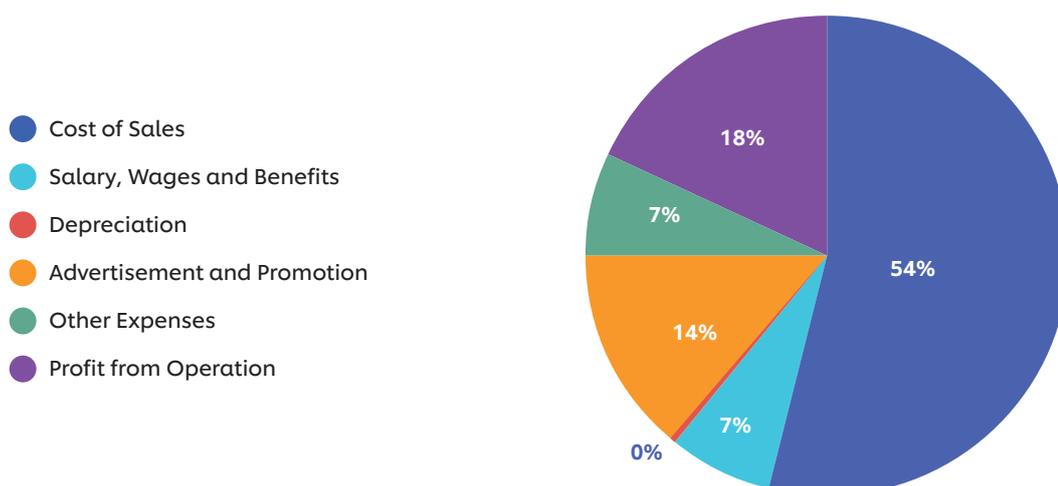
BDT Thousand

	2022		2021	
Revenue		4,098,606		4,143,597
Cost of sales	52%	2,150,164	54%	2,222,975
Salary, wages & benefits	4%	174,772	7%	313,793
Depreciation	0%	6,032	0%	10,589
Advertisement and promotion	12%	487,401	14%	567,777
Other expenses	8%	304,139	7%	295,218
Profit from operation	24%	976,098	18%	733,245
Total	100%	-	100%	-

2022



2021



VALUE ADDED STATEMENT

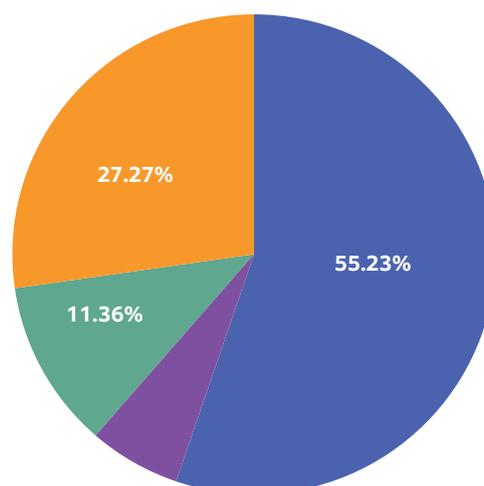
The value added statement provides a detailed account of total value addition and the distribution of the value created by the company.

Value Added :	BDT Thousand			
	2022		2021	
	Amount	%	Amount	%
Turnover	4,713,397		4,765,137	
Less Bought in Materials & Services	2,065,394		2,028,540	
	2,648,003	98.03	2,736,597	99.23
Other Income	2,563	0.09	4,835	0.18
Financial Income	50,633	1.87	16,288	0.59
	2,701,199	100	2,757,720	100
Applied to :				
Government Revenue & Taxes	1,491,764	55.23	1,455,833	52.79
Employees Remuneration & Benefits	166,042	6.15	303,601	11.01
Dividends	306,875	11.36	460,075	16.68
	1,964,681	72.73	2,219,509	80.48
Depreciation & Retained Profit	736,518	27.27	538,211	19.52
	2,701,199	100	2,757,720	100

DISTRIBUTION OF VALUE ADDITION

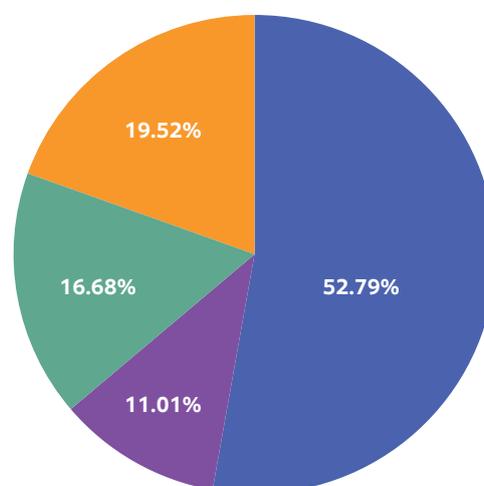
2022

- Government Revenue & Taxes
- Employees Remuneration & Benefits
- Dividends
- Depreciation & Retained Profit



2021

- Government Revenue & Taxes
- Employees Remuneration & Benefits
- Dividends
- Depreciation & Retained Profit



Unilever Consumer Care Limited contributes positively to socio-economic development by empowering employees through the payment of salaries and allowances; by paying attractive and consistent dividend to the shareholders; by assisting the regulatory authorities through paying taxes & duties.

Economic Value Added (EVA)

EVA provides a measurement of a company's economic success over a period of time. It shows how well a company has added value for its investors and it can be compared against company's peers for an analysis of how well the company is operating well in its industry.

Calculation of EVA

	BDT Thousand	
	2022	2021
Profit After Tax (PAT)	730,486	527,621
Capital Employed	1,919,240	1,670,832
Cost of Capital in %	19%	32%
Cost of Capital (COC)	361,395	530,044
EVA = NPAT-COC	369,091	(2,423)

SHAREHOLDING INFORMATION

Annexure III

Pattern of Shareholding

(a) Parent/Subsidiary/Associated Companies and other related parties:

Name	Position	No. of shares
Unilever Overseas Holdings B.V.	Parent Company	9,875,144

(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children :

Position	No. of shares
	Self/Spouse/Minor Children
Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit	Nil

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

Name	No. of shares
Executives (top five salaried employees other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit)	Nil

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

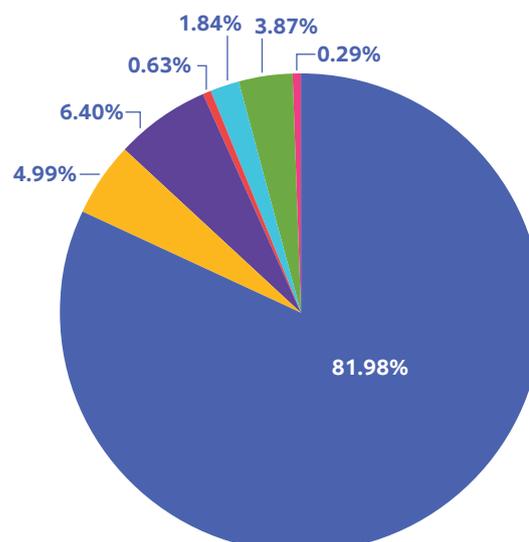
Name	No. of shares	% of Holding
Unilever Overseas Holdings B.V.	9,875,144	81.98%

(e) Shareholders holding less than ten per cent (10%) voting interest in the Company:

Name	No. of shares	% of Holding
Investment Corporation of Bangladesh (ICB)	600,676	4.99%
ICB Units and Mutual Funds	771,250	6.40%
Shadharan Bima Corporation	76,437	0.63%
Local Financial Institutions & other Companies	221,481	1.84%
General Public	466,449	3.87%
Foreign Shareholders	35,012	0.29%

Shareholding Position (as on 31 December 2022)

- Unilever Overseas Holdings B.V.
- Investment Corp. of Bangladesh (ICB)
- ICB Units and Mutual Funds
- Shadharan Bima Corporation
- Local Financial Inst. & Other Co.
- General Public
- Foreign Shareholders



CERTIFICATE OF COMPLIANCE

Annexure IV



ম্যাবস এন্ড জে পার্টনার্স
MABS & J Partners
Chartered Accountants

Report to the Shareholders of Unilever Consumer Care Limited on compliance on the Corporate Governance Code [Certificate as per condition No. 1(5)(xxvii)]

We have examined the compliance status to the Corporate Governance Code by **Unilever Consumer Care Limited** for the year ended on 31 December 2022. 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:

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

Place: Dhaka
Dated: 28 March 2023

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

Corporate Office : SMC Tower (7th Floor), 33, Banani C/A, Road 17, Dhaka-1213, Bangladesh, Phone : +88-02-9821057-58, +88-02-9821365-66, Email : info@mabsj.com, web : www.mabsj.com
Motijheel Branch Office : 521, Purana Paltan Line (4th & 7th Floor), Dhaka-1000, Bangladesh, Phone : +88-02-58315469/58315471, Email : info@mabsj.com, web : www.mabsj.com
Chattogram Branch Office : Jahan building 5 (Level 3), 74 Agrabad C/A, Chattogram-4100, Bangladesh, Phone : +88-01722-156260, Email : info@mabsj.com, web : www.mabsj.com

CORPORATE GOVERNANCE COMPLIANCE STATUS

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

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

(Report under Condition No. 9)

		Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.0	Board of Directors			
1(1)	Size of the Board of Directors: The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		The Board is comprised of 08 (eight) Directors
1.2	Independent Directors			
1(2)(a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	✓		There are 2 (two) Independent Directors (IDs) out of total 08 (eight) Directors
1(2)(b)(i)	"Independent Director" means a director: who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		A declaration was received from IDs in this regard
1(2)(b)(ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	✓		Do
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		Do
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		Do
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		Do
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		Do

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

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or			Not Applicable
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			Not Applicable
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			Not Applicable
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			No such approval required
1.4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		The Board clearly defined roles and responsibilities of the Chairperson and the MD. These are stated in this Annual Report
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such incidence arose in the reporting period
1.5	The Directors' Report to Shareholders			
1(5)(i)	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994): An industry outlook and possible future developments in the industry;	✓		Included in Directors' Report 2022

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(ii)	The segment-wise or product-wise performance;	✓		Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		Do
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		Do
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		Do
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		Do
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			Not Applicable
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			Not Applicable
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;			Not Applicable. No such significant variance occurred in the reporting period
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		Included in Directors' Report 2022
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		Do
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		Do
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		Do
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		Do
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		Do

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		Do
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		Do
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		Do
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarised;	√		Included as annexure # II of Directors' Report 2022
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			Not Applicable. (Board of Directors has recommended 240% cash dividend and 60% stock dividend)
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		Included in Directors' Report 2022
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		Do
1.5(xxiii)(a)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by: Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		Included as annexure # III of Directors' Report 2022
1.5(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		Do
1.5(xxiii)(c)	Executives; and	√		Do
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	√		Do
1(5)(xxiv)(a)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders: A brief resume of the director;	√		Presented on Board of Directors' Profiles section in this Annual Report
1(5)(xxiv)(b)	Nature of his or her expertise in specific functional areas; and	√		Do
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxv)(a)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on: Accounting policies and estimation for preparation of financial statements;	✓		Included as annexure # I of Directors' Report 2022
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		Do
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		Do
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		Do
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	✓		Do
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		Do
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		Do
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		Included as annexure # V of Directors' Report 2022
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9	✓		Included as annexure # IV of Directors' Report 2022
1.6	Meetings of the Board of Directors			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		In Practice

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

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		The Board clearly defined roles and responsibilities of the CFO, the HIAC and the CS. These are stated in this Annual Report
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).			No such incidence arose in the reporting period
3.2	Requirement to attend Board of Directors' Meetings			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		In Practice
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)(i)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief: These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		Disclosed as annexure # V of Directors' Report 2022
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		Do
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		Do
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		Do
4.0	Board of Directors' Committee			
4(i)	For ensuring good governance in the company, the Board shall have at least following sub-committees: Audit Committee; and	✓		In Place
4(ii)	Nomination and Remuneration Committee.	✓		In Place
5.0	Audit Committee			
5(1)(a)	Responsibility to the Board of Directors: The company shall have an Audit Committee as a sub-committee of the Board;	✓		In Place

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		In Practice. The Audit Committee (AC) discharged its responsibilities as per CG Code
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		In line with CG Code, the responsibilities of AC are clearly defined in AC Charter
5(2)(a)	Constitution of the Audit Committee: The Audit Committee shall be composed of at least 3 (three) members;	✓		AC comprises of 4 (four) non-executive Directors, out of which 2 (two) are ID
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		Do
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		The qualifications and background of AC members rationalise their competences
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;			No such vacancy arose in the reporting period
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		In Practice
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		In Practice
5(3)(a)	Chairperson of the Audit Committee: The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		Chairperson of the AC is an Independent Director
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such incidence arose in the reporting period

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		The Chairperson of the AC attended at the 49 th AGM held on 17 May 2022
5(4)(a)	Meeting of the Audit Committee: The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		There were 4 (four) meetings held during the reporting period
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		In Practice
5(5)(a)	Role of Audit Committee: The Audit Committee shall: Oversee the financial reporting process;	✓		In Practice. The AC performed in line with CG Code
5(5)(b)	Monitor choice of accounting policies and principles;	✓		Do
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		Do
5(5)(d)	Oversee hiring and performance of external auditors;	✓		Do
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		Do
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		Do
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		Do
5(5)(h)	Review the adequacy of internal audit function;	✓		Do
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		Do
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		Do
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		Do
5(5)(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilised as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilised for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.			Not Applicable
5(6)(a)(i)	Reporting of the Audit Committee: Reporting to the Board of Directors: The Audit Committee shall report on its activities to the Board;	✓		In Practice
5(6)(a)(ii)(a)	The Audit Committee shall immediately report to the Board on the following findings, if any: Report on conflicts of interests;			No such incidence arose in the reporting period
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			Do
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			Do
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			Do
5(6)(b)	Reporting to the Authorities: If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		Activities carried out by AC in 2022 are stated in AC Report and disclosed in this Annual Report
6.0 Nomination and Remuneration Committee (NRC)				
6(1)(a)	Nomination and Remuneration Committee (NRC) Responsibility to the Board of Directors: The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓		In Place
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		In Practice. The NRC discharged its responsibilities as per CG Code
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	✓		In line with CG Code, the responsibilities of the NRC are clearly defined in NRC Charter
6(2)(a)	Constitution of the NRC: The Committee shall comprise of at least three members including an independent director;	✓		NRC comprises of 4 (four) non-executive Directors, out of which 2 (two) are ID
6(2)(b)	All members of the Committee shall be non-executive directors;	✓		Do
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		In Practice
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		In Practice
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such vacancy arose in the reporting period
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No such appointment/co-opt required in the reporting period
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		In Practice
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		Do
6(3)(a)	Chairperson of the NRC: The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		Chairperson of the NRC is an Independent Director
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such incidence arose in the reporting period
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	✓		The Chairperson of the NRC attended at the 49 th AGM held on 17 May 2022
6(4)(a)	Meeting of the NRC: The NRC shall conduct at least one meeting in a financial year;	✓		There was 1 (one) meeting held during the reporting period
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			No such incidence arose in the reporting period
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		In Practice
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		Do
6(5)(a)	Role of the NRC: NRC shall be independent and responsible or accountable to the Board and to the Shareholders	✓		In Practice. The NRC performed in line with CG Code
6(5)(b)(i)(a)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following: The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		Do
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		Do
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		Do
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		Do
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	✓		Do
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		Do
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	✓		Do
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		Disclosed in this Annual Report
7.0 External or Statutory Auditors				
7(1)(i)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely: Appraisal or valuation services or fairness opinions;	✓		During the reporting period, the Company did not engage its statutory auditors to perform as such
7(1)(ii)	Financial information systems design and implementation;	✓		Do
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	✓		Do
7(1)(iv)	Broker-dealer services;	✓		Do
7(1)(v)	Actuarial services;	✓		Do
7(1)(vi)	Internal audit services or special audit services;	✓		Do
7(1)(vii)	Any service that the Audit Committee determines;	✓		Do
7(1)(viii)	Audit or certification services on compliance of corporate governance; and	✓		Do
7(1)(ix)	Any other service that creates conflict of interest.	✓		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		As declared by the statutory auditors
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		Representative of statutory auditors attended at the 49 th AGM held on 17 May 2022
8.0	Maintaining a website by the Company			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		In Practice
8(2)	The company shall keep the website functional from the date of listing.	✓		In Practice
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		In Practice
9.0	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		The Company obtained the certificate from MABS & J Partners, Chartered Accountants and such certificate is presented in this Annual Report
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		In Practice
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		Stated as annexure # IV of Directors' Report 2022

CEO AND CFO CERTIFICATION

Annexure V

Unilever Consumer Care Limited Declaration by CEO and CFO As per condition No. 1(5)(xxvi) of CGC

06 March 2023
The Board of Directors
Unilever Consumer Care Limited
Shanta Forum (10th Floor),
187-188/B, Bir Uttam Mir Shawkat Sarak, Dhaka-1208.

Subject: Declaration on Financial Statements for the year ended on 31 December 2022.

Dear Sirs,

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

1. The Financial Statements of Unilever Consumer Care Limited for the year ended on 31 December 2022 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that :-

- i. We have reviewed the financial statements for the year ended on 31 December 2022 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- ii There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely yours,

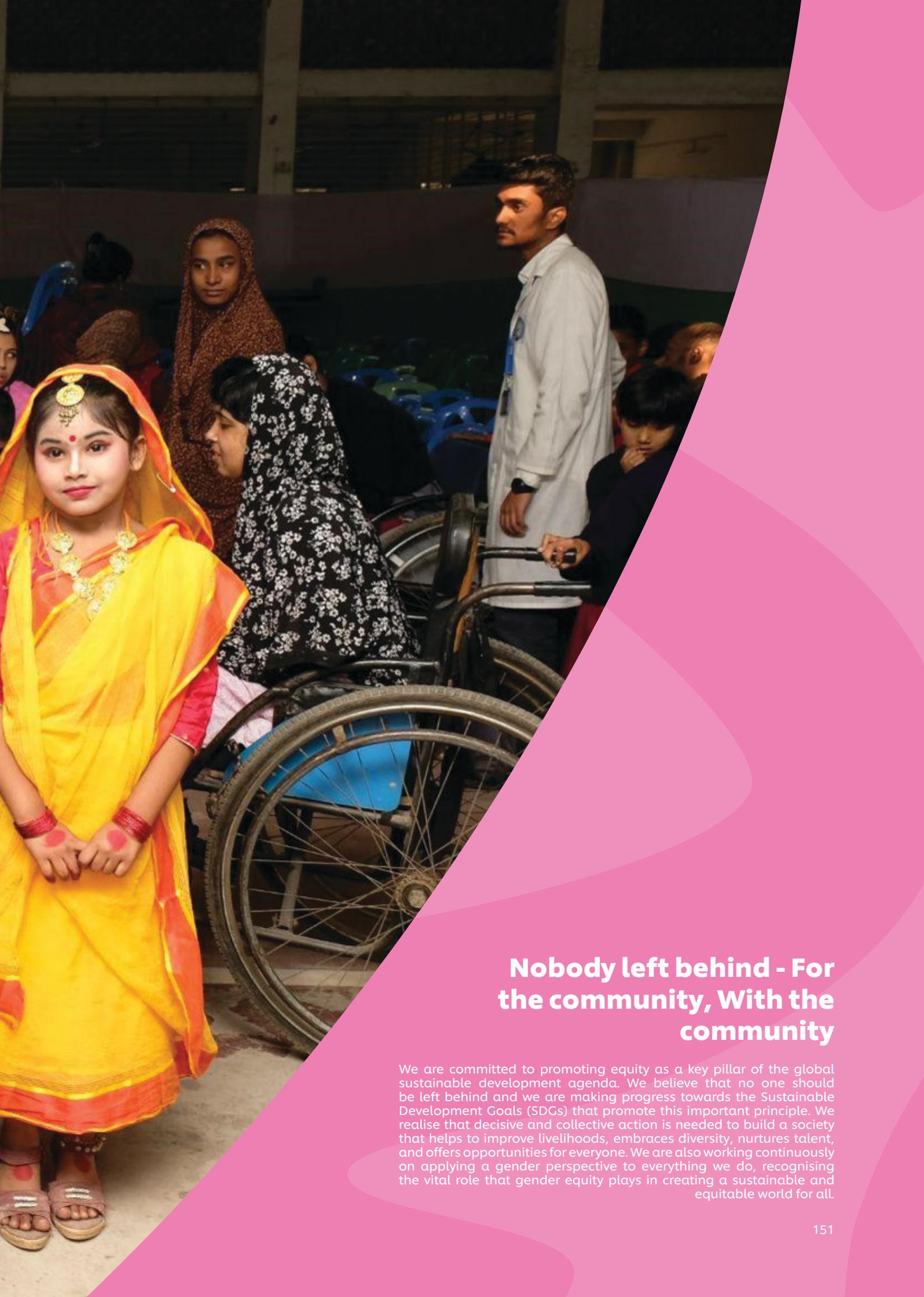


Khan Salahuddin Mohammad Minhaj
Managing Director and CEO



Md. Humayoun Kabir
Head of Finance





Nobody left behind - For the community, With the community

We are committed to promoting equity as a key pillar of the global sustainable development agenda. We believe that no one should be left behind and we are making progress towards the Sustainable Development Goals (SDGs) that promote this important principle. We realise that decisive and collective action is needed to build a society that helps to improve livelihoods, embraces diversity, nurtures talent, and offers opportunities for everyone. We are also working continuously on applying a gender perspective to everything we do, recognising the vital role that gender equity plays in creating a sustainable and equitable world for all.



FINANCIAL STATEMENTS

153	Independent Auditor's Report to the Shareholders
156	Statement of Financial Position
157	Statement of Profit or Loss and Other Comprehensive Income
158	Statement of Changes in Equity
159	Statement of Cash Flows
160	Notes to the Financial Statements

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF UNILEVER CONSUMER CARE LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Unilever Consumer Care Limited ("the Company"), which comprise the statement of financial position as at 31 December 2022, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. In our opinion, the accompanying financial statements give true and fair view of the financial position of the Company as at 31 December 2022, and of 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 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. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

See notes 22 and 42(K) to the financial statements

The Key Audit Matter

Revenue recognition has significant and wide influence on financial statements.

Revenue recognition has been identified as a key audit matter because revenue is one of the key performance indicators of the Company and thus there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations. In normal circumstances, the Company's policy is that revenue is recognised on despatch of goods from the Company warehouse. Sales may be recognised on receipt by the customer if this better reflects the transfer of risks and rewards. The Company has sales employees incentive which is directly linked to meeting the sales targets. Thus, there is a risk that revenue may be recognised before transferring risks and rewards. The company has reported total revenue of BDT 4,099 million (31 December 2021: BDT 4,144 million) in current year.

How the Matter was Addressed in Our Audit

Our audit procedures in this area included, among others:

- Evaluation of design and implementation of key internal financial controls with respect to the revenue recognition and testing the operating effectiveness of such controls.
- Substantive testing of revenue recorded over the period using sampling techniques, by examining the relevant supporting documents including sales orders, invoices and outbound delivery notes.
- Testing sales transactions recognised shortly before and after the reporting date, including the sales returns recorded after that date, to test whether sales transactions were recorded in the correct reporting period.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain

audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

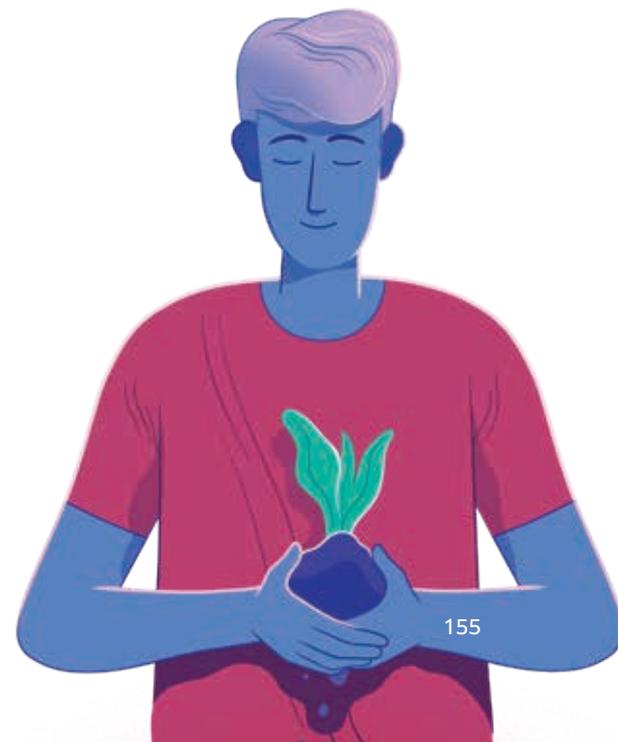
- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b. in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared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

The engagement partner on the audit resulting in this independent auditor's report is Ali Ashfaq.



Auditor

Ali Ashfaq, Partner, Enrolment number: 509
Rahman Rahman Huq, Chartered Accountants
KPMG in Bangladesh
Firm Registration Number: N/A
Dhaka, 9 March 2023
DVC: 230309059AS116418



Unilever Consumer Care Limited

Statement of financial position

<i>In thousands of BDT</i>	Note	31 December 2022	31 December 2021
Assets			
Property, plant and equipment	5	62,222	68,890
Right-of-use assets	6	309,487	239,011
Deferred tax assets	15	15,861	24,738
Advances, deposits and prepayments	7	2,242	3,358
Non-current assets		389,812	335,997
Inventories	8	539,484	556,148
Trade and other receivables	9	79,619	154,744
Advances, deposits and prepayments	7	84,194	26,768
Cash and cash equivalents	10	2,296,256	3,760,268
Short term investments	11	1,250,000	-
Current assets		4,249,553	4,497,928
Total assets		4,639,365	4,833,925
Equity			
Share capital	12	120,465	120,465
Reserves	13	5,166	9,997
Retained earnings	14	1,555,989	1,349,827
Total equity		1,681,620	1,480,289
Liabilities			
Lease liabilities	20	237,620	190,542
Non-current liabilities		237,620	190,542
Trade payables	17	436,909	123,629
Other payables and provisions	18	2,085,958	2,880,212
Defined benefit liabilities	16	13,080	10,610
Advance from customers	19	24,654	31,074
Lease liabilities	20	66,367	61,030
Current tax liabilities	21	91,039	54,338
Unclaimed dividend payable	30	2,118	2,201
Current liabilities		2,720,125	3,163,094
Total liabilities		2,957,745	3,353,636
Total equity and liabilities		4,639,365	4,833,925
Net Asset Value (NAV) per share (BDT)	31.2	139.60	122.88

The notes on pages 160 to 196 are an integral part of these financial statements.



Md. Naharul Islam Molla
Company Secretary



Zinnia Tanzina Huq
Director



Khan Salahuddin Mohammad Minhaj
Managing Director

As per our report of same date.



Auditor

Ali Ashfaq, Partner, Enrolment number: 509
Rahman Rahman Huq, Chartered Accountants
KPMG in Bangladesh
Firm Registration Number: N/A

DVC: 230309059AS116418

Dhaka, 9 March 2023

Unilever Consumer Care Limited

Statement of profit or loss and other comprehensive income

For the year ended 31 December

<i>In thousands of BDT</i>	Note	2022	2021
Revenue	22	4,098,606	4,143,597
Cost of sales	23	(2,150,164)	(2,222,975)
Gross profit		1,948,442	1,920,622
Operating expenses	24	(972,344)	(1,187,377)
Operating profit		976,098	733,245
Net finance income	25	50,633	16,288
Other income	26	2,563	4,835
Profit before contribution to WPPF		1,029,294	754,368
Contribution to WPPF		(51,465)	(37,718)
Profit before tax		977,829	716,650
Income tax expense	27	(247,343)	(189,029)
Profit for the year		730,486	527,621
Other comprehensive income, net of tax	28	5,720	-
Total comprehensive income for the year		736,206	527,621
Earnings per share (BDT)	31.1	60.64	43.80

The notes on pages 160 to 196 are an integral part of these financial statements.



Md. Naharul Islam Molla
Company Secretary



Zinnia Tanzina Huq
Director



Khan Salahuddin Mohammad Minhaj
Managing Director

As per our report of same date.



Auditor

Ali Ashfaq, Partner, Enrolment number: 509
Rahman Rahman Huq, Chartered Accountants
KPMG in Bangladesh
Firm Registration Number: N/A

DVC: 230309059AS116418

Dhaka, 9 March 2023

Unilever Consumer Care Limited

Statement of changes in equity

For the year ended 31 December

In thousands of BDT	Share capital	Revaluation reserve	General reserve	Capital reserve	Retained earnings	Total equity
Balance at 1 January 2021	120,465	4,831	5,000	166	1,352,252	1,482,714
Total comprehensive income						
Profit for the year	-	-	-	-	527,621	527,621
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	527,621	527,621
Transaction with owners of the Company						
Dividend (Final dividend for 2020)	-	-	-	-	(530,046)	(530,046)
Balance at 31 December 2021	120,465	4,831	5,000	166	1,349,827	1,480,289
Balance at 1 January 2022	120,465	4,831	5,000	166	1,349,827	1,480,289
Total comprehensive income						
Profit for the year	-	-	-	-	730,486	730,486
Other comprehensive income for the year	-	-	-	-	5,720	5,720
Total comprehensive income	-	-	-	-	736,206	736,206
Transaction with owners of the Company						
Dividend (Final dividend for 2021)	-	-	-	-	(530,044)	(530,044)
Adjustment of land revaluation reserve	-	(4,831)	-	-	-	(4,831)
Balance at 31 December 2022	120,465	-	5,000	166	1,555,989	1,681,620

The notes on pages 160 to 196 are an integral part of these financial statements.

Unilever Consumer Care Limited

Statement of cash flows

For the year ended 31 December

In thousands of BDT

	Note	2022	2021
Cash flows from operating activities			
Cash receipts from customers		4,092,740	4,211,539
Cash paid to suppliers and employees		(3,505,278)	(3,361,366)
Interest paid on lease liabilities		(21,613)	(28,816)
Income tax paid	21.1	(203,195)	(199,183)
Net cash generated from operating activities		362,654	622,174
Cash flows from investing activities			
Interest received		48,543	40,844
Acquisition of property, plant and equipment	5.2	(4,413)	(1,750)
Proceeds from sale of property, plant and equipment	29	1,115	10,284
Acquisition of short term investments	11	(1,250,000)	-
Net cash (used in)/generated from investing activities		(1,204,755)	49,378
Cash flows from financing activities			
Dividend paid	30.2	(530,127)	(538,279)
Payment of lease liabilities		(91,784)	(70,153)
Net cash used in financing activities		(621,911)	(608,432)
Net (decrease)/increase in cash and cash equivalents		(1,464,012)	63,120
Cash and cash equivalents at 1 January		3,760,268	3,697,148
Cash and cash equivalents at 31 December		2,296,256	3,760,268
Closing cash and cash equivalents have been arrived at as follows:			
Term deposits	10.1	1,965,000	3,600,000
Current account with scheduled commercial banks	10.2	331,256	160,268
		2,296,256	3,760,268
Net operating cash flow per share (BDT)	31.3	30.11	51.65

The notes on pages 160 to 196 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 Reporting Entity

1.1 Company Profile

Unilever Consumer Care Limited (previously known as GlaxoSmithKline Bangladesh Limited) ("the Company") was incorporated on 25 February 1974 as a public limited company and is listed with Dhaka Stock Exchange Limited. On 30 June 2020, 81.98% of shares of the Company was acquired by Unilever Overseas Holdings BV as part of the Share Purchase Agreement signed between SETFIRST Limited and Unilever NV (Unilever NV nominated Unilever Overseas Holdings BV as buyer of the shares). Consequently, the Company has become a subsidiary of Unilever Overseas Holdings BV. Based on the Board Resolution dated 16 August 2020, the name of the Company was changed to Unilever Consumer Care Limited.

1.2 Registered Office

The address of the Company's registered office is Fouzderhat Industrial Area, North Kattali, P.O. Box No. 53. Chattogram-4217, Bangladesh.

1.3 Nature of Business

The principal activities of the Company include manufacturing and marketing of consumer healthcare products including health food drink and glucose powder. Health food drink and glucose powder are manufactured in Bangladesh through third parties under contract exclusively working for the Company.

2 Basis of Preparation

2.1 Statement of Compliance

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations in Bangladesh.

The financial statements provide comparative information in respect of the previous period and have been prepared on going concern basis.

Details of the Company's accounting policies, including changes thereto, are included in Note 42.

The financial statements were approved by the Company's Board of Directors on 9 March 2023.

3 Functional and Presentation Currency

These financial statements are presented in Bangladesh Taka (Taka/Tk/BDT), which is the Company's functional currency. All figures of the financial statements are presented in BDT and have been rounded to the nearest thousand of BDT, unless otherwise indicated.

4 Use of Estimates And Judgements

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

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

Assumptions and Estimation Uncertainties

Information about significant areas of estimates and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

Note 5 - Property, plant and equipment

Note 6 - Right-of-use assets

Note 8 - Inventories

Note 15 - Deferred tax assets

Note 16 - Defined benefit liabilities

Note 20 - Lease liabilities

Note 21 - Current tax liabilities

Note 37 - Contingent liabilities and commitments

I. Measurement of Fair Values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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

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

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

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

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



5 Property, Plant and Equipment

See accounting policy in Note 42(A)

Reconciliation of carrying amount

<i>In thousands of BDT</i>	Freehold land	Leasehold land	Building	Plant and machinery	Motor vehicles	Furniture, fixtures and office equipment	Capital work in progress (Note 5.2)	Total
Cost								
Balance at 1 January 2021	221	619	142,028	429,434	72,122	294,984	-	939,408
Additions	-	-	-	-	-	-	1,750	1,750
Disposals/transfers	-	-	-	-	(26,467)	(28,196)	-	(54,663)
	221	619	142,028	429,434	45,655	266,788	1,750	886,495
Revalued in 1978								
Balance at 1 January 2021	4,831	12	45,747	7,398	-	1,491	-	59,479
Additions	-	-	-	-	-	-	-	-
Disposals/transfers	-	-	-	-	-	-	-	-
	4,831	12	45,747	7,398	-	1,491	-	59,479
Balance at 31 December 2021	5,052	631	187,775	436,832	45,655	268,279	1,750	945,974
Cost								
Balance at 1 January 2022	221	619	142,028	429,434	45,655	266,788	1,750	886,495
Additions	-	-	-	-	-	91	4,413	4,504
Disposals/transfers	-	-	(187)	(2,059)	-	(781)	(91)	(3,118)
	221	619	141,841	427,375	45,655	266,098	6,072	887,881
Revalued in 1978								
Balance at 1 January 2022	4,831	12	45,747	7,398	-	1,491	-	59,479
Additions	-	-	-	-	-	-	-	-
Disposals/transfers	(4,831)	-	-	-	-	-	-	(4,831)
	-	12	45,747	7,398	-	1,491	-	54,648
Balance at 31 December 2022	221	631	187,588	434,773	45,655	267,589	6,072	942,529

Accumulated depreciation										
Balance at 1 January 2021	-	352	126,148	294,391	67,971	137,623	-	-	626,485	
Depreciation for the year	-	112	3,169	3,896	1,144	2,268	-	-	10,589	
Adjustment for disposals/transfers	-	-	-	-	(23,592)	(16,320)	-	-	(39,912)	
Balance at 31 December 2021	-	464	129,317	298,287	45,523	123,571	-	-	597,162	
Balance at 1 January 2022	-	464	129,317	298,287	45,523	123,571	-	-	597,162	
Depreciation for the year	-	55	3,116	1,355	19	1,487	-	-	6,032	
Adjustment for disposals/transfers	-	-	(75)	(2,059)	-	(675)	-	-	(2,809)	
Balance at 31 December 2022	-	519	132,358	297,583	45,542	124,383	-	-	600,385	
Accumulated impairment										
Balance at 1 January 2021	-	-	-	136,928	-	151,965	-	-	288,893	
Impairment for the year	-	-	-	-	-	-	-	-	-	
Adjustment for disposals/transfers	-	-	-	-	-	(8,971)	-	-	(8,971)	
Balance at 31 December 2021	-	-	-	136,928	-	142,994	-	-	279,922	
Balance at 1 January 2022	-	-	-	136,928	-	142,994	-	-	279,922	
Impairment for the year	-	-	-	-	-	-	-	-	-	
Adjustment for disposals/transfers	-	-	-	-	-	-	-	-	-	
Balance at 31 December 2022	-	-	-	136,928	-	142,994	-	-	279,922	
Carrying amounts										
At 1 January 2021	5,052	279	61,627	5,513	4,151	6,887	-	-	83,509	
At 31 December 2021	5,052	167	58,458	1,617	132	1,714	1,750	68,890		
At 31 December 2022	221	112	55,230	262	113	212	6,072	62,222		

As a consequence of changing the Company's valuation method from revaluation model to cost model as per Unilever Global Accounting Policy, the carrying amount of revalued land over and above the cost of the said land has been set-off against the revaluation surplus recognised as a result of the revaluation. Hence land is now presented at cost of BDT 221,000.

5.1 Allocation of Depreciation

<i>In thousands of BDT</i>			2022	2021
Cost of sales			1,244	3,812
Operating expenses			4,788	6,777
			6,032	10,589

5.2 Capital Work in Progress (CWIP)

<i>In thousands of BDT</i>	Freehold land	Leasehold land	Building	Plant and machinery	Motor vehicles	Furniture, fixtures and office equipment	Total
Cost							
Balance at 1 January 2021	-	-	-	-	-	-	-
Additions	-	-	1,659	-	-	91	1,750
Disposals/transfers	-	-	-	-	-	-	-
Balance at 31 December 2021	-	-	1,659	-	-	91	1,750
Balance at 1 January 2022	-	-	1,659	-	-	91	1,750
Additions	-	-	-	4,413	-	-	4,413
Disposals/transfers	-	-	-	-	-	(91)	(91)
Balance at 31 December 2022	-	-	1,659	4,413	-	-	6,072

6 Right-of-Use Assets

See accounting policy in Note 42(F)

<i>In thousands of BDT</i>	Corporate office & warehouses	Factory premises	Vehicles	Total
Cost				
Balance at 1 January 2021	27,755	285,333	-	313,088
Additions	29,795	-	3,650	33,445
Disposals/adjustments	(24,926)	-	-	(24,926)
Balance at 31 December 2021	32,624	285,333	3,650	321,607
Balance at 1 January 2022	32,624	285,333	3,650	321,607
Additions	120,948	-	43,889	164,837
Disposals/adjustments	(31,951)	-	-	(31,951)
Balance at 31 December 2022	121,621	285,333	47,539	454,493
Accumulated depreciation				
Balance at 1 January 2021	8,508	16,803	-	25,311
Depreciation for the year	23,673	56,944	1,413	82,030
Disposals/adjustments	(24,745)	-	-	(24,745)
Balance at 31 December 2021	7,436	73,747	1,413	82,596
Balance at 1 January 2022	7,436	73,747	1,413	82,596
Depreciation for the year	9,961	57,068	8,064	75,093
Disposals/adjustments	(12,683)	-	-	(12,683)
Balance at 31 December 2022	4,714	130,815	9,477	145,006
Carrying amounts				
At 1 January 2021	19,247	268,530	-	287,777
At 31 December 2021	25,188	211,586	2,237	239,011
At 31 December 2022	116,907	154,518	38,062	309,487

6.1 Allocation of Depreciation

<i>In thousands of BDT</i>	2022	2021
Cost of sales	61,421	64,584
Operating expenses	13,672	17,446
	75,093	82,030

7 Advances, Deposits and Prepayments

See accounting policy in Note 42(C)

<i>In thousands of BDT</i>	2022	2021
Advances		
Advance to suppliers	27,049	13,137
Loans and advances to employees	6,667	11,577
VAT receivable	48,993	-
	82,709	24,714
Deposits		
Security deposits	2,242	3,358
	2,242	3,358
Prepayments		
Insurance	1,281	1,441
BSTI license fee	204	613
	1,485	2,054
Balance at 31 December	86,436	30,126
Current portion	84,194	26,768
Non-current portion	2,242	3,358
	86,436	30,126

*Security deposits have been paid for utility services.

8 Inventories

See accounting policy in Note 42 (G)

<i>In thousands of BDT</i>	Note	2022	2021
Stock in trade		525,003	392,269
Stock in transit		14,481	163,879
		539,484	556,148
Stock in trade			
Raw materials	8.1	256,811	146,637
Packing materials	8.2	32,181	15,365
Semi finished goods		70,814	81,249
Finished goods	8.3	165,197	149,018
		525,003	392,269
Stock in transit			
Raw materials		5,303	130,783
Semi finished goods		9,178	33,096
		14,481	163,879

8.1 Raw Materials

<i>In thousands of BDT</i>	2022	2021
Gross value of raw materials stock	261,168	150,508
Provision for raw materials stock	(4,357)	(3,871)
Net value of raw materials stock	256,811	146,637

8.2 Packing Materials

<i>In thousands of BDT</i>	2022	2021
Gross value of packing materials stock	34,418	19,627
Provision for packing materials stock	(2,237)	(4,262)
Net value of packing materials stock	32,181	15,365

8.3 Detailed Disclosure in Respect of Finished Goods

	2022		2021	
	Quantity MT	In thousands of BDT	Quantity MT	In thousands of BDT
Health food drink	399	153,364	509	150,549
Glucose powder	163	37,288	23	5,392
	562	190,652	532	155,941
Gross value of finished goods stock		190,652		155,941
Provision for finished goods stock		(25,455)		(6,923)
Net value of finished goods stock		165,197		149,018

9 Trade and Other Receivables

See accounting policy in Note 42(C)

<i>In thousands of BDT</i>	Note	2022	2021
Trade receivables		7,994	8,548
Intercompany receivables	9.1	44,154	143,716
Accrued interest		27,326	2,097
Other receivables		145	383
		79,619	154,744

9.1 Intercompany Receivables

<i>In thousands of BDT</i>	2022	2021
Unilever Bangladesh Limited	44,154	143,716
	44,154	143,716

The receivable from Unilever Bangladesh Limited resulted from agreed settlement of project expenses and sharing of expenses under common platform.

10 Cash And Cash Equivalents

See accounting policy in Note 42(C)

<i>In thousands of BDT</i>	Note	2022	2021
Cash in hand		-	-
Cash at bank:			
Term deposits	10.1	1,965,000	3,600,000
Current account with scheduled commercial banks	10.2	331,256	160,268
		2,296,256	3,760,268
Cash and cash equivalents in the statement of cash flows		2,296,256	3,760,268

Balance in Standard Chartered Bank includes unclaimed dividends payable amounting BDT 2,118 ('000).

Cash and cash equivalent represents cash in hand, cash at bank and short term deposits with scheduled banks. Current account balances are invested in short term deposits at competitive rates.

10.1 Term Deposits

<i>In thousands of BDT</i>	2022	2021
The Hongkong and Shanghai Banking Corporation Limited	400,000	3,600,000
Sonali Bank Limited	1,565,000	-
	1,965,000	3,600,000

10.2 Current Account with Scheduled Commercial Banks

<i>In thousands of BDT</i>	2022	2021
The Hongkong and Shanghai Banking Corporation Limited	174,732	82,396
Standard Chartered Bank Limited	121,850	64,252
Sonali Bank Limited	34,573	13,620
BRAC Bank Limited	101	-
	331,256	160,268

11 Short Term Investments

See accounting policy in Note 42(C)

<i>In thousands of BDT</i>	Note	2022	2021
Investments with scheduled commercial banks	11.1	1,250,000	-
		1,250,000	-

11.1 Investments with Scheduled Commercial Banks

<i>In thousands of BDT</i>	2022	2021
BRAC Bank Limited	1,000,000	-
Sonali Bank Limited	250,000	-
	1,250,000	-

12 Share Capital

See accounting policy in Note 42(D)

<i>In thousands of BDT</i>	2022	2021
Authorised:		
20,000,000 ordinary shares of BDT 10 each	200,000	200,000
	200,000	200,000
Issued, subscribed and fully paid up:		
Issued for cash:		
350 ordinary shares of BDT 10 each in 1974	4	4
4,943,949 ordinary shares of BDT 10 each as rights issue	49,440	49,440
	49,444	49,444
Issued for consideration other than cash:		
3,787,650 ordinary shares of BDT 10 each in 1974	37,876	37,876
3,314,500 ordinary shares of BDT 10 each as bonus issue	33,145	33,145
	71,021	71,021
	120,465	120,465

Shareholding position:

Name of shareholders	2022		2021	
	No. of shares	Value (BDT)	No. of shares	Value (BDT)
Unilever Overseas Holdings B.V., The Netherlands	9,875,144	98,752	9,875,144	98,752
Investment Corporation of Bangladesh (ICB)				
& ICB Unit and ICB Mutual Funds	1,371,926	13,719	1,372,823	13,729
Shadharan Bima Corporation	76,437	764	76,437	764
Local Financial Institutions & other Companies	221,481	2,215	194,989	1,950
General Public	466,449	4,665	490,833	4,908
Foreign Shareholders	35,012	350	36,223	362
	12,046,449	120,465	12,046,449	120,465

12.1 Percentage of Shareholdings

Name of shareholders	2022	2021
Unilever Overseas Holdings B.V., The Netherlands	81.98%	81.98%
Investment Corporation of Bangladesh (ICB)		
& ICB Unit and ICB Mutual Funds	11.39%	11.40%
Shadharan Bima Corporation	0.63%	0.63%
Local Financial Institutions & other Companies	1.84%	1.62%
General Public	3.87%	4.07%
Foreign Shareholders	0.29%	0.30%
	100.00%	100.00%

12.2 Classification Of Shareholders By Holding:

Holdings	2022		2021	
	Number of shareholders	Total number of shares	Number of shareholders	Total number of shares
Less than 500 shares	1,849	75,632	2,156	97,371
500 to 5,000 shares	81	95,816	107	118,297
5,001 to 10,000 shares	16	122,124	10	71,640
10,001 to 20,000 shares	2	31,200	3	42,198
20,001 to 30,000 shares	2	45,151	2	45,151
30,001 to 40,000 shares	-	-	-	-
40,001 to 50,000 shares	1	46,751	1	46,751
50,001 to 1,00,000 shares	3	226,752	3	232,956
100,001 to 1,000,000 shares	3	1,527,879	3	1,516,941
Over 1,000,000 shares	1	9,875,144	1	9,875,144
	1,958	12,046,449	2,286	12,046,449

12.3 Classification of Shareholders by Holding (In Percentage):

Holdings	2022	2021
Less than 500 shares	0.6%	0.8%
500 to 5,000 shares	0.8%	1.0%
5,001 to 10,000 shares	1.0%	0.6%
10,001 to 20,000 shares	0.3%	0.4%
20,001 to 30,000 shares	0.4%	0.4%
30,001 to 40,000 shares	0.0%	0.0%
40,001 to 50,000 shares	0.4%	0.4%
50,001 to 1,00,000 shares	1.9%	1.9%
100,001 to 1,000,000 shares	12.7%	12.6%
Over 1,000,000 shares	82.0%	82.0%
	100.0%	100.0%

12.4 No. of Shares Held by the Members of the Company Executive Committee

	2022	2021
No. of shares held by the members of the Company Executive Committee	-	-
	-	-

12.5 Profit Attributable To

	2022		2021	
	Shareholding %	Value ('000)	Shareholding %	Value ('000)
Unilever Overseas Holdings B.V., The Netherlands	81.98%	598,821	81.98%	432,521
Non-controlling interest	18.02%	131,665	18.02%	95,100
	100.00%	730,486	100.00%	527,621

13 Reserves

<i>In thousands of BDT</i>	Note	2022	2021
General reserve		5,000	5,000
Revaluation reserve	13.1	-	4,831
Capital reserve	13.2	166	166
		5,166	9,997

13.1 Revaluation Reserve

A balance of BDT 4,831 ('000) was recognised earlier as surplus from the revaluation of fixed assets (land) carried out in 1978. As a consequence of changing the Company's valuation method from revaluation model to cost model as per Unilever Global Accounting Policy, the revalued amount of land has been set-off against recognised revaluation surplus.

13.2 Capital Reserve

The balance represents surplus of assets over liabilities as at 28 February 1974 after issue of shares there against.

14 Retained Earnings

<i>In thousands of BDT</i>	2022	2021
Opening balance	1,349,827	1,352,252
Total comprehensive income for the year:		
Profit for the year	730,486	527,621
Other comprehensive income	5,720	-
Dividends during the year:		
Cash dividend 2021	(530,044)	-
Cash dividend 2020	-	(530,046)
Closing balance	1,555,989	1,349,827

15 Deferred Tax Assets

See accounting policy in Note 42(L)

31 December 2022	Carrying amount on reporting date	Tax base	(Taxable)/ deductible temporary difference
<i>In thousands of BDT</i>			
Property, plant and equipment excluding land and CWIP	55,929	127,655	71,726
Defined benefit liabilities	(13,080)	-	13,080
Right-of-use assets	309,487	-	(309,487)
Lease liabilities	(303,987)	-	303,987
Net temporary difference			79,306
Applicable tax rate			20.0%
Deferred tax assets			15,861
31 December 2021	Carrying amount on reporting date	Tax base	(Taxable)/ deductible temporary difference
<i>In thousands of BDT</i>			
Property, plant and equipment excluding land and CWIP	62,088	148,863	86,775
Defined benefit liabilities	(10,610)	-	10,610
Right-of-use assets	239,011	-	(239,011)
Lease liabilities	(251,572)	-	251,572
Net temporary difference			109,946
Applicable tax rate			22.5%
Deferred tax assets			24,738

15.1 Deferred Tax Expense

<i>In thousands of BDT</i>	2022	2021
Deferred tax assets at the beginning of the year	24,738	29,466
Deferred tax assets at the end of the year	15,861	24,738
	(8,877)	(4,728)
Deferred tax attributable to actuarial gain/(loss) on defined benefit plan recognised directly in equity	1,430	-
Deferred tax expense	(7,447)	(4,728)
Deferred tax income resulting from reduction in tax rate	2,749	2,947
Deferred tax expense related to the origination and reversal of temporary differences	(11,626)	(7,675)
Deferred tax attributable to actuarial gain/(loss) on defined benefit plan recognised directly in equity	1,430	-
Deferred tax expense recognised in profit or loss	(7,447)	(4,728)

16 Defined Benefit Liabilities

See accounting policy in Note 42(H)

<i>In thousands of BDT</i>	2022	2021
Opening balance	10,610	-
Current gross service cost	8,730	10,610
Interest accrued on defined benefit obligation	890	-
Benefits paid	-	-
Actuarial (gain)/loss:		
Experience (gain)/loss	(7,150)	-
(Gain)/loss for changes in actuarial assumptions	-	-
Closing balance	13,080	10,610

16.1 Actuarial Assumptions

The following are the key actuarial assumptions used at the reporting date:

	2022	2021
Discount rate	8.40%	-
Rate of salary increase	8.00%	-

17 Trade Payables

See accounting policy in Note 42(C)

<i>In thousands of BDT</i>	Note	2022	2021
Trade payables		92,130	19,264
Intercompany payables	17.1	344,779	104,365
		436,909	123,629

17.1 Intercompany Payables

<i>In thousands of BDT</i>	2022	2021
Unilever India Export Limited	9,445	77,912
Unilever Bangladesh Limited	41,786	26,453
Unilever IP Holdings B.V.	218,591	-
Unilever PLC, UK	74,957	-
	344,779	104,365

Payable to Unilever India Export Limited represents payable against import of Dry Mix Ingredients (DMI) outstanding as on 31 December 2022. Payable to Unilever Bangladesh Limited is on account sharing of expenses under common platform. Payable to Unilever IP Holdings B.V. and Unilever PLC, UK are on account of technology and trade mark royalty.

18 Other Payables and Provisions

<i>In thousands of BDT</i>	Note	2022	2021
Provisions	18.1	1,040,975	1,610,640
Accrued expenses		1,004,670	1,221,533
Workers' profit participation fund payables	18.2	20,174	23,050
VAT payables		-	13,890
Withholding tax payables		20,139	11,099
		2,085,958	2,880,212

18.1 Provisions

<i>In thousands of BDT</i>	2022	2021
Opening balance	1,610,640	1,806,552
Provisions made during the year	-	-
Provisions used/reversed during the year	(569,665)	(195,912)
Closing balance	1,040,975	1,610,640

18.2 Workers' Profit Participation Fund Payables

<i>In thousands of BDT</i>	2022	2021
Opening balance	23,050	36,791
Addition during the year	51,465	37,718
Paid during the year	(54,341)	(51,459)
Closing balance	20,174	23,050

19 Advance From Customers

<i>In thousands of BDT</i>	2022	2021
Advance from customers	24,654	31,074
	24,654	31,074

20 Lease Liabilities

See accounting policy in Note 42(F)

<i>In thousands of BDT</i>	2022	2021
Opening balance	251,572	294,964
Lease obligation made during the year	157,759	49,392
Payment of lease obligation	(84,663)	(92,535)
Lease liabilities termination/adjustments	(20,681)	(249)
Closing balance	303,987	251,572
<i>In thousands of BDT</i>	2022	2021
Current	66,367	61,030
Non-current	237,620	190,542
	303,987	251,572

20.1 Amounts Recognised in Profit or Loss

<i>In thousands of BDT</i>	2022	2021
Interest on lease liabilities	21,613	22,382
	21,613	22,382

20.2 Amounts Recognised in the Statement of Cash Flows

<i>In thousands of BDT</i>	2022	2021
Payments for leases - principal	63,050	70,153
Payments for leases - interest	21,613	28,816
	84,663	98,969

21 Current Tax Liabilities

See accounting policy in Note 42(L)

<i>In thousands of BDT</i>	Note	2022	2021
Advance income tax	21.1	540,422	337,227
Provision for income tax	21.2	(631,461)	(391,565)
Closing balance		(91,039)	(54,338)

21.1 Advance Income Tax

<i>In thousands of BDT</i>	2022	2021
Opening balance	337,227	138,044
Add: Paid during the year	203,195	199,183
Closing balance	540,422	337,227

21.2 Provision for Income Tax

<i>In thousands of BDT</i>	2022	2021
Opening balance	391,565	207,264
Add: Provision made during the year	228,425	216,080
Adjustment for prior years	11,471	(31,779)
Closing balance	631,461	391,565

22 Revenue

See accounting policy in Note 42(K)

<i>In thousands of BDT</i>	2022	2021
Net revenue	4,098,606	4,143,597
	4,098,606	4,143,597

22.1 Quantity and Amounts of Revenue by Category

	2022		2021	
	Quantity in MT	In thousands of BDT	Quantity in MT	In thousands of BDT
Health food drink	6,871	3,745,361	7,371	3,805,656
Glucose powder	1,371	353,245	1,230	337,941
Total net revenue	8,242	4,098,606	8,601	4,143,597

As per revenue recognition policy, revenue is netted off VAT, SD, returns and allowances, volume rebates and trade discounts in applicable cases.

23 Cost of Sales

<i>In thousands of BDT</i>	Note	2022	2021
Finished goods at 1 January			
-Manufactured goods	8.3	148,744	136,709
-Imported goods	8.3	274	2,843
		149,018	139,552
Addition during the year			
-Manufactured goods	23.1	2,162,883	2,232,441
-Imported goods		3,460	-
		2,166,343	2,232,441
Finished goods at 31 December			
-Manufactured goods	8.3	(161,737)	(148,744)
-Imported goods	8.3	(3,460)	(274)
		(165,197)	(149,018)
Cost of sales		2,150,164	2,222,975

Cost of goods sold has increased significantly in 2022 resulting from increased input cost. Cost of the raw and packing materials have observed significant inflation driven by prevailing world economic condition during the year 2022. The cost of imported raw material has further increased due to high foreign exchange rate. The Company made one-off adjustment of its past liabilities and obligations after assessment in the light of recent business development.

23.1 Cost of Goods Manufactured

<i>In thousands of BDT</i>	Note	2022	2021
Materials consumed	23.1.1	1,828,010	1,900,606
Manufacturing overhead:			
Conversion cost		163,214	139,448
Salaries, wages and welfare		47,089	50,724
Depreciation on right of use assets	6.1	61,421	64,584
Depreciation on property, plant and equipment	5.1	1,244	3,812
Warehousing and logistics		61,905	73,267
		334,873	331,835
		2,162,883	2,232,441

23.1.1 Materials Consumed

<i>In thousands of BDT</i>	2022	2021
Raw materials		
- Imported	1,448,076	1,546,651
- Local	48,931	47,303
Packing materials	331,003	306,652
	1,828,010	1,900,606

24 Operating Expenses

<i>In thousands of BDT</i>		2022	2021
Salaries, wages and welfare		127,683	263,069
Advertisement and marketing expenses		487,401	567,777
Technical assistance fee and royalty		225,423	226,366
Information and communication expenses		27,954	32,183
Travel, training and conference		28,645	25,584
Depreciation on right of use assets	6.1	13,672	17,446
Professional fees and consultancy fees		22,767	10,996
Rents, rates and taxes		8,501	7,540
Depreciation on property, plant and equipment	5.1	4,788	6,777
Insurance		3,491	6,757
Repairs and maintenance		3,276	5,144
Fuel and utilities		7,634	5,042
Vehicle expenses		8,274	9,480
Entertainment		1,133	1,455
Auditor's remuneration		958	825
Directors' fee		744	936
		972,344	1,187,377

25 Net Finance Income

See accounting policy in Note 42(N)

<i>In thousands of BDT</i>	2022	2021
Interest income from banks and others	73,772	38,621
Foreign exchange gain	-	49
Finance income	73,772	38,670
Interest expense on leases	21,613	22,382
Finance cost for defined benefit liabilities	890	-
Foreign exchange loss	636	-
Finance costs	23,139	22,382
Net finance income	50,633	16,288

26 Other Income

<i>In thousands of BDT</i>	2022	2021
Gain on sale of property, plant and equipment	897	4,506
Gain on termination of right of use asset	1,347	-
Scrap sales	319	329
	2,563	4,835

27 Income Tax Expense

<i>In thousands of BDT</i>		2022	2021
Current tax	21.2	228,425	216,080
Adjustment for prior years	21.2	11,471	(31,779)
Deferred tax	15.1	7,447	4,728
		247,343	189,029

27.1 Reconciliation of Effective Tax Rate

<i>In thousands of BDT</i>		2022		2021
Profit for the year		977,829		716,650
Income tax using the applicable tax rate	20.00%	195,566	22.50%	161,246
Tax effect of non-deductible expenses	4.12%	40,306	8.31%	59,562
Adjustment for prior years	1.17%	11,471	(4.43%)	(31,779)
	25.30%	247,343	26.38%	189,029

28 Other Comprehensive Income

<i>In thousands of BDT</i>	2022	2021
Actuarial gain/(loss) due to DBO experience	7,150	-
Deferred tax gain/(charge) for actuarial gain/(loss) due to DBO experience	(1,430)	-
	5,720	-

29 Non-Current Assets Disposed During The Year

<i>In thousands of BDT</i>	Cost	Accumulated depreciation	Written down value	Sale proceeds	Profit/(loss)	Mode of disposal
Freehold land	-	-	-	-	-	
Leasehold land	-	-	-	-	-	
Plant and machinery	2,059	(2,059)	-	990	990	Written off
Building	187	(75)	112	-	(112)	Written off
Motor vehicles	-	-	-	-	-	
Furniture, fixtures and office equipment	781	(675)	106	125	19	Written off
2022 Total	3,027	(2,809)	218	1,115	897	
2021 Total	54,663	(48,885)	5,778	10,284	4,506	

30 Details Of Dividends

30.1 Dividends Declared

<i>In thousands of BDT</i>		2021
a. Unilever Overseas Holdings B.V.		434,506
b. Investment Corporation of Bangladesh (ICB) & ICB Unit and ICB Mutual Fund		60,486
c. Shadharan Bima Corporation		3,363
d. Other local financial /securities companies		9,421
e. General public		20,740
f. Foreign shareholders		1,528
		530,044

30.2 Dividends Paid During The Year

<i>In thousands of BDT</i>	Note	2022	2021
Opening balance of unclaimed dividend		2,201	10,434
Dividend declared for prior year	30.1	530,044	530,046
Closing balance of unclaimed dividend		(2,118)	(2,201)
		530,127	538,279

Dividend paid during the year includes BDT 644,430 paid to Capital Market Stabilisation Fund under direction from the Bangladesh Securities and Exchange Commission.

30.3 Unclaimed Dividend Payable

<i>In thousands of BDT</i>	2022	2021
Opening balance	2,201	10,434
Addition during the year	769	639
Transferred to Capital Market Stabilization Fund	(644)	(8,136)
Paid during the year	(208)	(736)
Closing balance	2,118	2,201

30.4 Year-Wise Unclaimed Dividend Payable

<i>In thousands of BDT</i>	2022	2021
For 2021	893	-
For 2020	615	639
For 2019	610	918
For 2018	-	644
	2,118	2,201

31 EPS, NAV Per Share and NOCFPS

31.1 Earnings Per Share (EPS)

Earnings per share (EPS) is calculated in accordance with the IAS 33 Earnings per share. The composition of EPS is given below:

<i>In thousands of BDT</i>	2022	2021
Earnings attributed during the period to the ordinary shareholders (a)	730,486	527,621
Number of ordinary shares outstanding at the end of the period ('000) (b)	12,046	12,046
Earnings per share (BDT) (a/b)	60.64	43.80

In 2022, the business saw a significant increase in raw and packing material cost that has impacted the overall business performance. While increased cost could not be covered up through price, EPS shows an improvement mainly due to one-off benefit coming out of reassessment of past liabilities and obligations in light of the current business challenges. There has also been efficiency drives in trade spends and operating expenses.

31.2 Net Asset Value (NAV) Per Share

<i>In thousands of BDT</i>	2022	2021
Total assets	4,639,365	4,833,925
Total liabilities	(2,957,745)	(3,353,636)
Net assets (a)	1,681,620	1,480,289
Weighted average number of ordinary shares ('000) (b)	12,046	12,046
Net Asset Value per share (BDT) (a/b)	139.60	122.88

The increase in NAV resulted from improved profitability of the Company.

31.3 Net Operating Cash Flow Per Share (NOCFPS)

<i>In thousands of BDT</i>	2022	2021
Net cash from generated from operating activities (a)	362,654	622,174
Weighted average number of ordinary shares (b)	12,046	12,046
Net operating cashflows per share (BDT) (a/b)	30.11	51.65

Net Operating Cash Flow per Share (NOCFPS) has decreased by BDT 21.54 mainly due to significant increase in raw and packing material prices along with significant increase in foreign exchange rate partly offset by efficiency in trade spends and overhead expenses.

32 Reconciliation of Net Income with Cashflows from Operating Activities

<i>In thousands of BDT</i>	Note	2022	2021
Cash flows from operating activities			
Profit after tax		730,486	527,621
Net finance income	25	(50,633)	(16,288)
Income tax expense	27	247,343	189,029
Adjustment for non-cash items:			
- Depreciation	5 & 6	81,125	92,620
- Defined benefit charges	16	8,730	10,610
- (Gain)/Loss on disposal of property, plant and equipment	29	(897)	(4,506)
- (Gain)/Loss on termination of right of use asset	26	(1,347)	-
		1,014,807	799,086
Changes in working capital components:			
- Inventories		16,664	(165,819)
- Trade and other receivables		99,695	(75,733)
- Advance, deposits and prepayments		(56,310)	824
- Trade payables		313,280	(2,641)
- Other payables and provisions		(794,254)	266,562
- Advance from customers		(6,420)	27,894
Cash generated from operating activities		587,462	850,173
Interest paid on lease liabilities	20.2	(21,613)	(28,816)
Income tax paid	21.1	(203,195)	(199,183)
Net cash generated from operating activities		362,654	622,174

33 Financial Instruments - Fair Values And Risk Management

See accounting policies in Notes 42(C) and 42(M)

(a) Accounting classifications and fair values

The following table shows the carrying amounts and fair values, where applicable, of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 December 2022

In thousands of BDT	Note	Carrying amount						Total amount
		Fair value-hedging instruments	Mandatorily at FVTPL-Others	FVOCI-debt instruments	FVOCI-equity instruments	Financial assets at amortised cost	Other financial liabilities	
Financial assets not measured at fair value								
Deposits	7	-	-	-	-	2,242	-	2,242
Trade and other receivables	9	-	-	-	-	79,619	-	79,619
Cash and cash equivalents	10	-	-	-	-	2,296,256	-	2,296,256
Short term investments	11	-	-	-	-	1,250,000	-	1,250,000
		-	-	-	-	3,628,117	-	3,628,117
Financial liabilities not measured at fair value								
Trade payables	17	-	-	-	-	-	436,909	436,909
Other payables and provisions	18	-	-	-	-	-	2,085,958	2,085,958
Advance from customers	19	-	-	-	-	-	24,654	24,654
		-	-	-	-	-	2,547,521	2,547,521

31 December 2021

In thousands of BDT	Note	Carrying amount						Total amount
		Fair value -hedging instruments	Mandatorily at FVTPL-Others	FVOCI-debt instruments	FVOCI-equity instruments	Financial assets at amortised cost	Other financial liabilities	
Financial assets not measured at fair value								
Deposits	7	-	-	-	-	3,358	-	3,358
Trade and other receivables	9	-	-	-	-	154,744	-	154,744
Cash and cash equivalents	10	-	-	-	-	3,760,268	-	3,760,268
Short term investments	11	-	-	-	-	-	-	-
		-	-	-	-	3,918,370	-	3,918,370
Financial liabilities not measured at fair value								
Trade payables	17	-	-	-	-	-	123,629	123,629
Other payables and provisions	18	-	-	-	-	-	2,880,212	2,880,212
Advance from customers	19	-	-	-	-	-	31,074	31,074
		-	-	-	-	-	3,034,915	3,034,915

The Company has not disclosed the fair values for financial instruments such as trade payables, other payables and advance from customers, because their carrying amounts are reasonable approximation of fair values.

33.1 Financial Risk Management

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

- Credit risk
- Liquidity risk
- Market risk

The Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. This note presents information about the Company's exposure to each of the following risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

33.1.1 Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other parties.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. In monitoring credit risk, receivables are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. The Company's exposure to credit risk on receivables is mainly influenced by customers.

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

A) Exposure To Credit Risk

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

<i>In thousands of BDT</i>	Note	2022	2021
Deposits	7	2,242	3,358
Trade and other receivables	9	35,465	11,028
Intercompany receivables	9	44,154	143,716
Cash and cash equivalents	10	2,296,256	3,760,268
Short term investments	11	1,250,000	-
		3,628,117	3,918,370

B) Ageing Of Trade And Other Receivables

<i>In thousands of BDT</i>	2022	2021
Past due 30 days	23,854	10,824
Past due 31-90 days	11,611	204
Past due 91-180 days	-	-
Past due over 180 days	-	-
	35,465	11,028

The amount presented under past due 31-90 days is for accrued interest.

33.1.2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. 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 equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates. Moreover, the Company has short term credit facilities with scheduled commercial banks to ensure payment of obligation in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flow projections and credit lines with banks are negotiated accordingly.



The followings are the contractual maturities of financial liabilities:

31 December 2022

In thousands of BDT	Note	Carrying amount	Total	Contractual cash flows				
				1 - 12 months	1 - 2 years	2 - 5 years	More than 5 years	
Trade payables	17	(436,909)	(436,909)	(436,909)	-	-	-	
Lease liabilities	20	(303,987)	(374,116)	(87,511)	(87,180)	(119,801)	(79,624)	
Other payables and provisions	18	(2,085,958)	(2,085,958)	(2,085,958)	-	-	-	
		(2,826,854)	(2,896,983)	(2,610,378)	(87,180)	(119,801)	(79,624)	

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

31 December 2021

In thousands of BDT	Note	Carrying amount	Total	Contractual cash flows				
				1 - 12 months	1 - 2 years	2 - 5 years	More than 5 years	
Trade payables	17	(123,629)	(123,629)	(123,629)	-	-	-	
Lease liabilities	20	(251,572)	(287,614)	(77,055)	(76,545)	(134,014)	-	
Other payables and provisions	18	(2,880,212)	(2,880,212)	(2,880,212)	-	-	-	
		(3,255,413)	(3,291,455)	(3,080,896)	(76,545)	(134,014)	-	

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

33.1.3 Market Risk

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

A) Currency Risk/Foreign Exchange Rate Risk

The Company is exposed to currency risk on purchases with foreign suppliers and borrowings. The Company's foreign currency transactions are denominated in United States Dollar (USD).

i) Exposure To Currency Risk

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

31 December 2022

<i>In Thousands</i>	USD
Foreign currency denominated assets	
Cash and cash equivalents	-
Intercompany receivables	-
	-
Foreign currency denominated liabilities	
Intercompany payables	(2,937)
	(2,937)
Net exposure	(2,937)

31 December 2021

<i>In Thousands</i>	USD
Foreign currency denominated assets	
Cash and cash equivalents	-
Intercompany receivables	-
	-
Foreign currency denominated liabilities	
Intercompany payables	(908)
	(908)
Net exposure	(908)

The following exchange rates are applied at reporting date:

	2022	2021
USD	103.15	85.85

ii) Foreign Exchange Rate Sensitivity Analysis For Net Foreign Currency Exposure

A strengthening or weakening of the Bangladeshi Taka, as indicated below, against USD at reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the reporting date. The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2021.

2022

<i>In thousands of BDT</i>	Strengthening profit or (loss)	Weakening profit or (loss)
USD (3% movement)	9,089	(9,089)
	9,089	(9,089)

2021

<i>In thousands of BDT</i>	Strengthening profit or (loss)	Weakening profit or (loss)
USD (3% movement)	2,337	(2,337)
	2,337	(2,337)

B) Interest Rate Risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. At present the Company has no borrowings which is subject to interest rate risk.

34 Related Party Disclosures

A) Parent And Ultimate Controlling Party

Majority of the Company's shares are held by Unilever Overseas Holdings B.V., The Netherlands. As a result, the parent company is the Unilever Overseas Holdings B.V., The Netherlands. The ultimate controlling party is Unilever PLC, UK.

B) Transactions with Key Management Personnel

Key management personnel compensation comprised the following:

<i>In thousands of BDT</i>	2022	2021
Remuneration and allowances	27,803	33,314
House rent and allowances	1,953	2,024
Medical allowances	-	76
Contribution to retirement benefit scheme	1,427	2,153
Others	70	40
	31,253	37,607
Number of persons	1	2

C) Other Related Party Transactions

The Company carried out a number of transactions with related parties in the normal course of business on arms length basis. The name of these related parties, nature of transactions and their total value have been set in accordance with the provisions of IAS 24: *Related party disclosures*.

In thousands of BDT	Relationship	Transaction values for the year ended 31 December		Balance outstanding as at 31 December	
		2022	2021	2022	2021
Name of the party					
Dividend					
Unilever Overseas Holdings B.V.	Parent Company	434,506	434,506	-	-
		434,506	434,506	-	-
Technical assistance fee					
Unilever Europe Business Center B.V.	Sister Concern	-	82,315	-	-
		-	82,315	-	-
Technology & trademark royalty					
Unilever IP Holdings B.V.	Sister Concern	225,423	-	(218,591)	-
Unilever PLC, UK	Sister Concern	-	144,051	(74,957)	-
		225,423	144,051	(293,548)	-
Import of materials and finished goods					
Unilever India Exports Limited	Sister Concern	1,414,198	1,262,378	(9,445)	(77,912)
		1,414,198	1,262,378	(9,445)	(77,912)
Intercompany services					
Unilever Bangladesh Limited	Sister Concern	279,681	267,786	2,368	117,263
		279,681	267,786	2,368	117,263
Total related party transactions and balances		2,353,808	2,191,036	(300,624)	39,351

The balance of BDT 2,368 ('000) represents net receivable from Unilever Bangladesh Ltd. Notes: 9.1 and 17.1.

35 Installed Capacity And Actual Production

Category	2022	2021	2022	2021
	Installed Capacity - MT (Multiple shift basis)		Actual Production - MT (Multiple shift basis)	
(Based on 7 days Production)				
Powder products	19,349	17,450	8,434	8,737

36 Other Expenditure in Equivalent Foreign Currency

In thousands of BDT	Note	2022	2021
Technology & trademark royalty and technical assistance fees	36.1	225,423	226,366
		225,423	226,366

36.1 Technology & Trademark Royalty and Technical Assistance Fees

<i>In thousands of BDT</i>	2022	2021
Technology and trademark royalty-Unilever IP Holdings B.V.	225,423	-
Technology and trademark royalty-Unilever PLC, UK	-	144,051
Technical assistance fees-Unilever Europe Business Center B.V.	-	82,315
	225,423	226,366

Technology & trademark royalty and technical assistance fees are under agreement with Unilever Europe Business Center B.V, Unilever PLC, UK and Unilever IP Holdings B.V. From November 2020 to December 2021, the agreements for technical assistance fees, technology and trademark royalty were with Unilever Europe Center B.V. and Unilever PLC, UK respectively. From January 2022, technology and trademark royalty are under agreement with Unilever IP Holdings B.V.

37 Contingent Liabilities and Commitments

See accounting policy in Note 42(J)

37.1 Contingent Liabilities

<i>In thousands of BDT</i>	2022	2021
i) Guarantees issued by the Company's scheduled bank to third parties on counter - indemnities given by the Company against the bank's limit of Tk. 20 million.		
Less than 1 year	-	-
1 to 5 years	449	4
ii) Excise duty on sale of certain quantity of Mycil powder effected after 10 September 1981 which would be payable if the case presently pending with the hon'ble High Court Division of the Supreme Court of Bangladesh is decided against the Company.	873	873
iii) The income tax authority imposed total demand of Tk 17.63 million for the assessment years 2003-2004, 2005-2006 and 2006-2007. The Company does not accept such demand as its obligations. Reference applications have been placed before the High Court Division against the decision of the Taxes Appellate Tribunal.	17,625	17,625
iv) The Chattogram local VAT authority imposed total demand of Tk 60,822,774 for the audit year 2010-2011 as shortfall of payment of VAT on sales.	60,823	60,823
	79,770	79,325

Management conducted an extensive review of all pending litigations and claims. Based on the current development and merit thereon, Management doesn't foresee any liability from the above litigations and claims.

37.2 Commitments

<i>In thousands of BDT</i>	2022	2021
Outstanding letter of credits	213,922	221,204
Capital expenditure	40,168	-
CSR activities	6,500	-
	260,590	221,204

The Company is committed to Young Power in Social Action (YPSA) for plastic waste management in Chattogram City Corporation Area as part of the Company's CSR activities.

38 Number of Employees

The Company employed a weighted average of 80 (2021: 114) permanent employees and a varying number of temporary workers throughout the year. As at 31 December 2022, 77 permanent employees were engaged. All permanent employees receive total remuneration in excess of Tk. 36,000 per annum.

39 Events After the Reporting Period

See accounting policy in Note 42(R)

The Board of Directors of the Company recommended a final Dividend of total 300% (Cash Dividend 240% i.e., BDT 24.00 per share of BDT 10 each and 60% Stock Dividend i.e., 1:0.60 Bonus Share) for the year ended 31 December 2022 at the board meeting held on 9 March 2023. The dividend is subject to final approval by the shareholders at the forthcoming annual general meeting of the Company.

42 Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Set out below is an index of the significant accounting policies, the details of which are available as follows:

- | | |
|--|--------------------------------------|
| A. Property, plant and equipment | L. Income tax |
| B. Intangible assets | M. Foreign currency |
| C. Financial instruments | N. Finance income and expenses |
| D. Share capital | O. Statement of cash flows |
| E. Impairment | P. Comparatives and rearrangement |
| F. Lease | Q. Reporting period |
| G. Inventories | R. Events after the reporting period |
| H. Employee benefit | |
| I. Provisions | |
| J. Contingencies | |
| K. Revenue from contracts with customers | |

A. Property, Plant and Equipment

i. Recognition And Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

ii. Subsequent Costs

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

iii. Depreciation

Depreciation is recognised in the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful life of each part of an item of property, plant and equipment. Land is not depreciated.

Depreciation on newly acquired asset is charged from the subsequent month of capitalisation. On deletion/disposal of an asset, depreciation is charged up to the previous month of sale.

The financial statements for the year ended 31 December 2022 do not include the effect of dividends. There was no other significant event after the reporting period that requires either disclosure of or adjustment to this annual financial statements.

40 Basis Of Measurement

The financial statements have been prepared on going concern basis under the historical cost convention.

41 Going Concern

The Company has adequate resources to continue in operation for the foreseeable future. For this reason, going concern basis is adopted in preparing the financial statements. The current resources of the Company provide sufficient funds and attributable credit facilities to meet the present requirements of its existing business.

The rates of depreciation vary according to the estimated useful lives of each particular class of property, plant and equipment, as follows:

Category	Rate (%)
Building	2.5%
Leasehold land	2.5%
Plant and machinery	5% to 33.33%
Computer equipment	25% to 100%
Motor vehicles	25%
Furniture, fixtures and office equipment	10% to 15%

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

iv. Retirements and Disposals

An item of property, plant and equipment is derecognised on disposal or when no economic benefits are expected from its use. Gain or loss on disposal of an item of property, plant and equipment is determined as the difference of net disposal proceeds and the carrying amount of an item of property, plant and equipment and is recognised as gain or loss from disposal of asset under other income in the statement of profit or loss and other comprehensive income.

V. Capital Work in Progress

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

B. Intangible Assets

i. Recognition and Measurement

Intangible assets are measured at cost less accumulated amortisation and accumulated impairment loss, if any. Intangible asset is recognised when all the conditions for recognition as per IAS 38: Intangible Assets are met. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the intended manner. Intangible assets include IT software. An intangible asset is measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment losses.

ii. Subsequent Expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognised in the statement of profit or loss and other comprehensive income when incurred.

iii. Amortisation

Amortisation is recognised in the statement of profit or loss and other comprehensive income on a straight line basis over the estimated useful lives of intangible assets. The intangible asset is amortised from the following month of its capitalisation.

Category	Rate (%)
Commercial ERP	12.5%
Software other than ERP	14.3%

C. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Accounting policies relating to different type of financial instruments are described below:

i. Recognition and Initial Measurement

The Company initially recognises trade receivables on the date when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

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

ii. Classification And Subsequent Measurement

Financial Assets

Financial assets are classified into the following categories: financial assets measured at amortised cost, financial assets at fair value through the statement of profit or loss and financial assets at fair value through other comprehensive income. Financial assets are classified according to their cash flow characteristics and the business model they are managed in and accounted for at settlement date.

Financial Assets at Amortised Cost

Trade receivables, other receivables and investments in commercial papers are recognised at their anticipated realisable value, which is the original invoiced amount less an estimated valuation allowance for impairment. The Company assesses possible increase in the credit risk for financial assets measured at amortised cost at the end of each reporting period individually. The methodology applied depends on whether there has been a significant increase in credit risk. The loss allowance is estimated at an amount equal to 12-month expected credit losses at the current reporting date, if there has not been significant increase in credit risk.

For trade receivables and receivables from revenue recognition in accordance with percentage of completion method, simplified approach is used and the loss allowance is measured at the estimate of the lifetime expected credit losses. Receivables from revenue recognition in accordance with percentage of completion method should be covered with advance payments collected from customers so recognising credit losses based on the lifetime expected loss amounts mainly concerns trade receivables. Examples of events giving rise to impairment include a debtor's serious financial problems, a debtor's probable bankruptcy or other financial arrangement.

The Company may sell undivided interests in trade receivables on an ongoing and one-time basis to other lending institutions. Financial assets sold under these arrangements are excluded from trade receivables in the Company's statement of financial position at the time of payment from acquirer, considering that substantially all risks and rewards have been transferred. If acquirer has not settled the payment to the extent that the ownership, risk and control over the receivable have

been substantially transferred then such financial assets sold are re-recognised in the consolidated statement of financial position at the end of the reporting period.

Cash comprise cash in hand, deposits held at call with banks and similar investments. Cash equivalents comprise short-term highly liquid investments that are subject to only minor fluctuations in value. Cash equivalents have a maturity of up to three months on the date of acquisition. Credit accounts related to Company cash pool accounts are included in current financial liabilities.

Financial Assets at Fair Value Through Other Comprehensive Income

Derivatives are measured at fair value and gains and losses from fair value measurement are treated as determined by the purpose of the derivatives. The effects on results of changes in the value of derivatives that are eligible for hedge accounting and that are effective hedging instruments are presented consistent with the hedged item.

Derivatives eligible for hedge accounting are classified as financial assets at fair value through other comprehensive income. For derivatives included in hedge accounting, the Company documents the relationship between each hedging instrument and the hedged asset upon entering into a hedging arrangement, along with the risk management objective and the strategy applied. Through this process, the hedging instrument is linked to the relevant assets and liabilities, projected business transactions or binding contracts. The Company also documents its ongoing assessment of the effectiveness of the hedge as regards the relationship between a change in the derivative's fair value and a change in the value of the hedged cash flows or transactions.

Financial Liabilities

The Company's financial liabilities are classified either into financial liabilities recognised at amortised cost or financial liabilities recognised at fair value through the statement of profit or loss. Financial liabilities are classified as current unless the Company has the unconditional right to defer the payment of the debt to at least 12 months from the end of the financial period. Financial liabilities (or parts thereof) are only derecognised once the debt has extinguished, i.e. once the contractually specified obligation is discharged, cancelled or expired.

Financial Liabilities Recognised at Amortised Cost

Financial liabilities recognised at fair value through the statement of profit or loss.

In the Company, financial liabilities recognised at fair value through the statement of profit or loss include derivatives that are not eligible for hedge accounting. Realised and unrealised gains and losses from changes in fair values of derivatives are recognised in the statement of profit or loss in the period in which they have arisen.

iii. Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial assets expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the

Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial Liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired. The company also derecognises a financial liability when its terms are modified and cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in statement of profit or loss.

D. Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Paid up capital represents total amount contributed by the shareholders and bonus shares, if any, issued by the Company to the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholders' meetings. In the event of a winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

E. Impairment

i. Non-Derivative Financial Assets

Financial Instruments And Contract Assets

The Company recognises loss allowances for expected credit losses (ECLs) on:

- financial assets measured at amortised cost;
- debt investments measured at FVOCI; and
- contract assets.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

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.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial

instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

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.

Credit-Impaired Financial Assets

At each reporting date, the Company assesses whether financial assets carried at amortised 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.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Write-Off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectation of recovering financial assets in its entirety or a portion thereof.

ii. Non-Financial Assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than biological assets, investment property, inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets 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 CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in statement of profit or loss.

For other assets, 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 amortisation, if no impairment loss had been recognised.

F. Lease

The Company has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 and IFRIC 4.

Policy Applicable From 1 January 2019

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As A Lessee

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses Bangladesh Bank Treasury Bond rate as the discount rate at the commencement date of lease.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

-amounts expected to be payable under a residual value guarantee; and

-the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-Term Leases And Leases Of Low-Value Assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Policy Applicable Before 1 January 2019

All the lease transactions have been classified based on the extent to which risks and rewards incidental to ownership of the assets lie with the lessor or lessee. According to this classification, all the Company's lease transactions have been identified as operating lease as per IAS 17: Leases based on the substance of the transactions, not merely on the legal form.

G. Inventories

Raw materials and finished goods inventories are measured at the lower of cost and net realisable value. Spare parts are valued at cost.

The cost of inventories except goods in transit is measured based on the weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is defined as the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

Goods that are in transit are valued at Cost and Freight (C&F) value converted into the functional currency BDT based on the date of Bill of Lading.

H. Employee Benefit

i. Short-Term Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the

related service provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

ii. Defined Contribution Plans (Provident Fund)

Defined contribution plan is a post employment benefit plan under which the Company provides benefits for its all permanent employees. The recognised Employees Provident Fund has been treated as a defined contribution plan as it meets the recognition criteria specified for this purpose. All permanent employees contribute 10% of their basic salary to the provident fund and the Company also makes equal contribution.

The Company recognises a contribution to the defined contribution plan as an expense when an employee has rendered services in exchange for the contribution. The legal and constructive obligation is limited to the amount it agrees to contribute to the fund.

iii. Defined Benefit Plans (Gratuity)

The Company operates a recognised gratuity fund for its eligible permanent employees. The Employees' Gratuity provision has been treated as a defined benefit plan as it meets the recognition criteria. The Company's obligation is to provide the agreed benefits to current employees as per condition of the fund. Employees are entitled to gratuity benefit after completion of minimum five years of service with the Company.

Projected Unit Credit method is used to measure the present value of defined benefit obligations and related current and past service cost and mutually compatible actuarial assumptions about demographic and financial variables are used.

iv. Defined Contribution Plans (Workers' Profit Participation Fund)

The Company provides 5% of its profit before charging such expense to Worker's Profit Participation Fund (WPPF) in accordance with "The Bangladesh Labour Act 2006" amended in 2013.

I. Provisions

A provision is recognised on the reporting date if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

J. Contingencies

i. Contingent liability

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

Contingent liability should not be recognised in the financial statements, but may require disclosure. A provision should be recognised in the period in which the

recognition criteria of provision have been met.

ii. Contingent Asset

Contingent asset is a possible asset that arises from past events, the existence of which can be confirmed

only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

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

K. Revenue From Contracts with Customers

Revenue Recognition Under IFRS 15

Revenue represents amounts charged to customers for goods supplied in the course of the Company's ordinary activities. Revenue for the Company comprises of the sales of goods net of returns and allowances, VAT, SD, trade discounts and volume rebates.

Revenue from the sale of goods is recognised when all of the following five conditions are met:

- i) the significant risks and rewards of ownership are transferred to the buyer;
- ii) the managerial involvement and control have passed to the buyer;
- iii) the amount of revenue can be measured reliably;
- iv) it is probable that the economic benefits associated with the transaction will flow to the seller; and
- v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

In normal circumstances, the Company's policy is that the above are met on despatch from the Company warehouse and there is no continuing management involvement with the goods. However, sales may be recognised on receipt by the customer if this better reflects the transfer of risks and rewards.

L. Income Tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the statement of profit or loss and other comprehensive income.

i. Current Tax

Current tax is expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company is liable to pay tax at the rate of 20% currently.

ii. Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the

same tax authority but they intend to settle current tax liabilities and assets on a net basis or there tax assets and liabilities will be realised simultaneously.

M. Foreign Currency

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

N. Finance Income And Expenses

Finance income comprises interest on financial deposits with banks. Finance income is recognised on an accrual basis and shown under statement of profit or loss and other comprehensive income. Finance costs comprise interest expense on overdraft and bank charges.

O. Statement of Cash Flows

Statement of Cash Flows (Cash Flow Statement) is prepared under direct method in accordance with IAS-7 Statement of Cash Flows.

P. Comparatives And Rearrangement

Comparative information has been disclosed for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current financial statements.

To facilitate comparison, certain relevant balances pertaining to the previous year have been rearranged, reclassified and restated whenever considered necessary to conform to current year's presentation.

Q. Reporting Period

The reporting period of the Company covers one year from 1 January to 31 December and is followed consistently. These financial statements cover one year from 1 January 2022 to 31 December 2022.

R. Events After The Reporting Period

Events after the reporting period that provide additional information about the Company's position at the reporting date are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

43 Standards Issued But Not Yet Effective

A number of new standards are effective for annual periods beginning after 1 January 2022 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

- a) Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)
- b) Classification of Liabilities as Current or Non-current (Amendments to IAS 1).
- c) Other standards

The following new and amended standards are not expected to have a significant impact on the Company's financial statements:

- IFRS 17 Insurance Contracts and amendments to IFRS 17 Insurance Contracts.
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS practice Statement 2).
- Definition of Accounting Estimates (Amendments to IAS 8).



Unilever Consumer Care Limited

Registered Office: Fouzderhat Industrial Area, North Kattali, Chattogram - 4217
Corporate Office: Shanta Forum (10th Floor), 187-188/B, Bir Uttam Mir Shawkat Sarak, Dhaka-1208

PROXY FORM

I/We, the undersigned being a Shareholder of above-named Company hereby appoint

Mr _____

Of _____

another Shareholder of the Company, whom failing Mr _____

of _____

another Shareholder of the Company, as my proxy to vote and act for me, and on my behalf, at the 50th Annual General Meeting of the Company to be held on **Tuesday, 16th May 2023 at 11:00 a.m. through Digital Platform** and at any adjournment thereof.

Dated this _____ day of _____ 2023

(Signature of the Proxy)
Dated:

(Signature of the Shareholder)
Folio No. / BO ID:
Dated:

Note:

A Shareholder entitled to attend and vote at the 50th Annual General Meeting may appoint a Proxy, another Shareholder of the Company to attend and vote in his/her stead. The "Proxy Form", duly filled, signed and stamped at BDT 20 must be sent through email at UCL.bangladesh-info@unilever.com or be submitted at Company's Corporate Office not later than 48 hours before the time appointed for the meeting.



**Unilever
Consumer Care
Limited**