

Memorandum of Understanding (MoU)

BETWEEN

MEDIA RESOURCES DEVELOPMENT INITIATIVE (MRDI)

AND

BERGER TECH CONSULTING LIMITED.

Title of the Initiative: Development, customization and implementation of an Enterprise Resource Planning (ERP) software to automate the organizational processes of MRDI according to the determined scope and using Microsoft Dynamics 365 Business Central Essentials.

This Memorandum of Understanding is entered into by and between Media Resources Development Initiative (MRDI) (hereinafter referred to as 'MRDI') 8/19, Sir Syed Road, Block-A, Mohammadpur, Dhaka-1207 and Berger Tech Consulting Limited. (hereinafter referred to as 'BTCL'), House-8, Road-2, Sector-3, Uttara, Dhaka-1230 for development and implementation of ERP.

The parties agree to the following terms and conditions:

1. Hasibur Rahman, Executive Director, MRDI and Syed Md Shahid Ullah, Head, Microsoft Solution, BTCL will be the focal point and signing authority from their respective organizations.
2. BTCL will apply the following methodologies and steps to develop, set up and implement the total ERP solution at MRDI. For any queries, changes in the project development plan, schedule and methodologies, BTCL will consult with MRDI.
 - **Determining and following scope:** Maintaining the defined software development scope precisely in order and ensuring the accuracy, suitability, data security, integrity, upholding organizational process maturity of MRDI.
 - **Start of the software development project:** Requirement analysis, planning and base setup with close association with the Senior Officer IT at MRDI and selected key persons - who would represent the respective functional modules.
 - **Risk Management:** Since the development inception till the UAT (User Acceptance Testing) the proper risk management is highly recommended to conduct to avoid all potential vulnerabilities, risks and serious bugs and loopholes in the critical processes and procedures.
 - **Documentation Management:** All planning, designing, analysis, programming and coding, testing, security management, users' roles and privileges assignment phases are well tracked, documented according to the international standard software development and communicating with the authorized personnel of MRDI.



- **ERP Project Management:** The whole SDLC (Software Development Life Cycle) by BTCL to follow the agile type of project management /development iteration phases while the developing or developed modules being demonstrated to the assigned and authorized end users of MRDI to ensure the functional effectiveness and process suitability. Finance and Accounting shall be the first module to be developed and following this, the rest of the modules will be incorporated gradually within the set timeline.
- **Roles, Responsibility and Authority of the user base:** Since the planning phase the roles, responsibility, and authority of the end users to defined and implemented as per the software requirement specification to the module menu and process functionalities.

Usage of software interface and reporting: Ensuring the software interface as straight, compact, simplified and user friendly with intelligent and desired search and reporting features.

- **Intended outcome:** Ensuring the developed modules that meets the requirements of the complete workflow of each department of MRDI as per scope of work (SoW) attached.
- **Quality Assurance and Testing:** The processes for quality assurance and testing will be defined, including the types of testing to be conducted, testing tools and techniques to be used, and criteria for accepting the developed software.
- **Change Management:** Any incorporation of additional modules or features, as well as significant modifications to existing modules or subsystems, will be determined in coordination with MRDI management at the time of implementation. These changes shall adhere to standard development practices and mutually agreed timelines, resource allocations, and costing. All changes requests will follow a formal approval process by both parties and will be billed according to the required time and effort and cost.
- **Communication:** All communication with MRDI shall be documented (using email, message or printed mode) and maintained in the time of whole development life cycle.
- **Data Backup and Disaster Recovery:** Measures will be taken to ensure the safety and recovery of critical project data in case of unforeseen incidents.
- **Performance Metrics:** Specific metrics, such as response times, system uptime, and error rates, will be used to measure the success of the project.
- **Service Level MoU (SLA):** Ensuring to provide details about the level of service it will offer to MRDI, including support availability, response times, and escalation procedures.




- **Application Maintenance & Bug fixing:** Ensuring to provide bug fixes within the project scope during the first one and half months after the go live.
- **Annual Maintenance Contract (AMC):** Upon completion of the implementation phase, both parties will establish an Annual Maintenance Contract (AMC) or Service Level Agreement (SLA).
- **Project Timeline:** The project timeline divided into two phases i.e. one is Requirement Gathering, Design, Development/Customization, UAT/Testing and deployment phase: Five and half months from the date of signing and another one is Post Go-Live Support: one and half months. The project plan is tentative, and the actual plan will be submitted in detail during the project initiation upon discussion with MRDI. However, any change of timeline will require amendment of the MoU.

License cost with annual payment: (Assuming Total 2 users, 1 Essential and 1 Team member) Number of licenses will be finalized during the requirement gathering phase and will be purchased accordingly. As per financial proposal from BTCL two users license fees are as follows:

Description	No. of User	Per user per year excluding VAT	Total Amount (BDT)
Dynamics 365 Business Central Essential	1	39,537	39,537.00
Dynamics 365 Business Central Team member	1	4,519	4,519.00
Sub total			44,056.00
VAT 5%			2,203.00
Total			46,259.00

The payment for the license will be made from MRDI in BDT or/and, if required, in USD by Fojo Media Institute upon submission of an invoice by BTCL. Evidence of purchasing licenses must be placed to MRDI.

Financial arrangement:

1. The total payment shall be **BDT 4,900,000.00** (in words: Forty-nine lac), inclusive of VAT, in accordance with the payment schedule outlined below. This schedule may be revised upon submission and approval of change requests by MRDI. All payments will be processed via bank transfer.




Payment Milestones	Deliverables	% of Payment	Amount in BDT
1 st Installment	After signing the MoU	25%	1,225,000.00
2 nd Installment	After submission and signing of FRD	15%	735,000.00
3 rd Installment	After completion of User Acceptance Test (UAT)	25%	1,225,000.00
4 th Installment	After Completion of User Training	15%	735,000.00
Last Installment	After Go-Live	20%	980,000.00
Total			4,900,000.00

2. Payment will be made in the following bank account:

Account Name: Berger Tech Consulting Ltd.

Bank Account Number: 1121060000018

Bank Name: Eastern Bank PLC Ltd.

Branch Name: Jashimuddin

Routing Number: 095260271

- Both companies will enter an Annual Maintenance Contract (AMC) or service level agreement by following the implementation phase. The AMC fee will be 10% of the total implementation costs. The duration and terms of this agreement will be negotiated separately.
- The payment for license will be paid from MRDI in BDT or and if required in USD by Fojo Media Institute upon submission of invoice by BTCL. Evidence of purchasing licenses has to be placed to MRDI.
- All Payments will be made within 15 calendar days after receipt of the invoice other than initial payment along with work order.
- VAT and Tax as admissible will be deducted at source as per government rules.

Validity of MoU:

This MoU will be effective upon signing the agreement and will remain valid until 31st March 2026 or unless terminated by MRDI or BTCL in accordance with this MoU.




Termination of the MoU:

- Both MRDI and BTCL can terminate this MoU with two months of written notice for the case of occurrence of breach of terms/conditions specified in this MoU.
- In case of termination of MoU by either party, BTCL will hand over all the completed work to MRDI representative and in turn will get compensated for the work/efforts completed.

Modification of MoU:

Any modification of this MoU requires mutual understanding by both parties in writing.

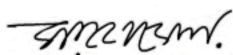
Accepting all the terms and conditions mentioned above, the chief executives of both organizations sign the MoU.



Hasibur Rahman
Executive Director
Media Resources Development Initiative
Date: 31 July 2025



Syed Md Shahid Ullah
Head, Microsoft Solutions
Berger Tech Consulting Limited.
Date: 31 July 2025

Witness from MRDI:

1. Md. Shahid Hossain
Advisor, Planning and Development



2. Samsun Nahar
Manager, Finance

Witness from BTCL.:

1. Md Mehedi Fardous
Functional Consultant D365



2. Md Kawsar Alam
Application Specialist D365

Annexure 1

Scope of Work (SoW)

Dynamics 365 Business Central Customization, Implementation and Training Scope	
1	Requirement Analysis and FRD Finalization
1.1	Requirement Gathering
	Business flow and functional understanding
	Detail Business Process
	PDF Templates Format (Transaction Reports)
	Approval Panels and Flow according to MRDI organizational structure
	Relevant Reports (of the ERP modules covered in FRD final edition recently done)
	User Roles & Permission according to MRDI organizational structure
	Data Migration Strategy
1.2	Operational Flow Diagram Preparation
	Prepare Relevant Diagram
	Review the Diagram with MRDI Management
	Update and Finalization of the Diagrams
2	Functional Requirement Document (FRD)
	FRD Review
	Prepare Functional Requirement Document (FRD)
	Final Review of the FRD with relevant stakeholders
	FRD Finalization
	FRD Final and signed by both the parties
3	Base Setup
	Data Migration Excel Templates (Master Data Upload)
	Chart of Accounts
	Items list
	Vendors Details list
	Bank Accounts list
	Fixed Assets list
	HR & Payroll related list
	Base Setup
	Setup Licenses
	Sandbox/Production Environments Creation
	Create & Import users
	Assign Roles




	Establish Base Company
	Setup/Supplemental Tables
4	Finance & Accounts Management
4.1	Chart of Accounts
	Chart of accounts for all projects and MRDI-Core.
	Create project-dimensions to manage the different project accounts.
	Setup different posting groups to hit in the respective Accounts while transaction
	Fiscal year configuration
	Project wise report and consolidated report view, printed and exported [Balance Sheet, Income & Expenditure Statement, Receipts & Payment Statement, Ledger, Sub ledger report, cost center report, Trail Balance] for any period as per approved budget
	View consolidated reports with detail breakdown of MRDI operational and project accounts in one interface [Balance Sheet, Income & Expenditure Statement, Receipts & Payment Statement, Ledger, Sub ledger report, cost center report, Trail Balance] for any period
	Voucher posting duplicate
	All financial reports exported in excel and PDF format
	Drilldown option [Report-group-ledger-voucher-bank debit /bank credit/journal]
	Create group ledger/sub ledgers as per approved budget
	Separate project wise voucher number
4.2	Budget
	Prepare Project wise Donor Budget [Format given by MRDI]
	Prepare Master Budget [Format given by MRDI]
	Project wise approved Budget Configuration
	G/L Budget VS Expense Report Configuration
	Variances with budget and actual expenses in BDT & % for any period
	View Budget List
	User Permission Management
	Edit Budget
4.3	Account Payables
	Accounts payable /Vendor payable accounts configuration
	Provision of expenditure during reporting period in project wise.
	Vendor wise payable report and aging report view and export in PDF and excel
	Vendors advance managed project wise
	VDS payable & TDS payable will be created while payment
4.4	Accounts Receivable
	Receivable from donors is managed in project wise and MRDI Core
	Project wise receivable and reports are viewed and exported in PDF and excel
	Approval management
4.5	General Journal
	Input different income, expenses in General Journal
	Fund Receive & Transfer via General Journal configuration




	Input Control accounts and balancing accounts
	Recurring journals (repetition of same transaction during same interval) configuration
	According to the Approval Panel, the user will be responsible for performing the posting task.
	View G/L Register
4.6	Bank Reconciliation
	Configure Bank Reconciliation against BC Transactions
	Bank Statement Upload Functionality
	Compare Bank Statement line with BC bank Account Ledger Entries
4.7	Payment Management with VAT & Tax Configuration
	Types of Payment process from system
	Payment to Mentee/Translator/Reviewer
	Payment to Facilitator & Resource Person
	Payment to insurance company against the health insurance policy:
	Payment Reimbursement [Meeting cost/Online payment through credit card]
	Payment MRDI Common Operational Expenditure
	Payment against Salary & benefit from Core Operational account & Project Account
	Payment to vendor for residential training/ workshop/ meetings/
	Payment against the VAT & Tax from project and operational bank account
	Payment to insurance company against the health insurance policy
	Payment against final settlement of contributory provident fund
	Advance Cash payment to staff for programme
	Advance Payment to staff against salary as per MRDI requirement
	Advance Payment to vendor as per work order
	Required excel format for primepay will be generated according to BC standard format, MRDI may require editing few headers name and rearranging.
	Purchase Quote to PO to Invoice Configuration
	Partial payment Management
	Approval Panels configuration at different stage of transaction
	Posting group configuration based on MRDI finalized Chart of Accounts.
	Invoice list and report configuration
	Payment list and report configuration
4.8	Reimbursement of Salary and overhead from project account to operational account
	Reimbursement of Salary from project account to operational account
	Reimbursement of overhead from project account to operational account
4.9	Fund Receive & Transfer
	Project wise fund receives into mother account and transfer to project account -According to MRDI approval panels.
5	Procurement Management
5.1	Vendors
	Vendor Register
	Payment Terms configuration
	Payment Methods configuration




	Payment Currency configuration
	Vendor posting setup configuration
	Vendor related reports setup
	Vendor ageing and payable management
	Attach Required Documents
5.2	Items
	Manage Items with UOM
	View Detail Items Ledger with balance
	Manage Purchase Price & Discount
	Posting groups configuration
5.3	Purchase Requisition
	Create Requisition
	Budget vs Requisition amount comparison
	View and validate available budget by GL
	Approve/Reject the requisition by approval panels.
	Purchase Requisition to RFQ
5.4	Quotation Management (RFQ & Quotation)
	Purchase Requisition to Procurement committee as per MRDI Manual
	RFQ conversion (both hard copy print version and soft copy) & List View
	E-mail RFQ to Vendor
	RFQ to Quotation conversion
	Quotes are created
	Comparative Statement development as per MRDI Manual
	Comparative Statement Report with VAT & Tax calculation as per MRDI format
	Approval panels: According to MRDI approval panels.
	Print Purchase Quote PDF
	Convert Quote to Purchase Order/ToR/MoU based on nature of procurement as MRDI Manual
5.5	Purchase Order Management
	Manage Purchase Order (PO)
	Convert Quotation to Purchase Order
	PO Approval Management
	PO /ToR /MoU send to vendor/expert via mail as per MRDI format
	Print Purchase Order/ToR/MoU PDF Template
	Relevant documents will be attached in the system.
	Approval panels: According to MRDI approval panels.
5.6	Items Receive - Goos Receive Note (GRN)
	Item Receive via PO Process:
	Items will be received against purchase orders
	PO wise GRN and Receipt note generation
	Item will be received in central inventory locations and dimensions will be declared to keep track of Project wise receival.




	Partials receive is allowed.
	Relevant documents (Challan etc.) will be attached in the system.
	During GRN Item related information, storekeeper information and other relevant information will be included in Comments
	Configure GRN
	Item Receive without PO Process (All goods without procurement, Cash Advance & Petty Cash):
	Items will be received without PO process (from Project/MRDI-core) by item journal entry [Positive Adjustment]
	Store will receive items against approved invoice (vendor bill) and give the entry in store register for store item.
	Items are received in store/inventory against the PO. Item ledger entries will be kept against project dimension.
	Print Receipt (GRN)
	Post Item Receipt
6	Inventory/ Store Management
6.1	Inventory /Store
	Maintaining MRDI Core and Project wise Inventory in the MRDI physical store.
	Items transfer management.
	Project wise inventory management through dimension
	Inventory Adjustment/Inventory Return
	Item Journal & disbursement management
	Inventory ledger management
	Inventory reports item wise
	Invoice/Bill submit to project account for selling MRDI writing Pad/Folder/Envelop
	Approval management configuration as per organization structure
6.2	Inventory Disbursement
	MRDI staffs create 'Store Requisition' and submit to storekeeper
	Storekeeper checks the product availability and disburses the item mentioned in the requisition form.
	Approve the Item Journal by approval panels.
	Approval panels: According to MRDI approval panels.
7	Petty Cash Management
	Petty Cash Request
	Petty Cash Expense
	Requisition VS Actual Comparison
	Petty Cash Expense Type Management
	Approval process according to Approval panel of organization structure
	Posting Configuration
	Petty cash disbursement
	Cash Recap Report Daily




8	Advance Cash Management
	Advance Cash Requisition [Projects & Core Account] as per budget
	Advance Cash Adjustment/Reconciliation [Projects & Core Account] with VAT & Tax configuration as per Govt. Law
	Requisition VS Actual Comparison
	Approval process according to Approval panel
	Posting Configuration
9	Overhead Sharing Cost
	Calculation of overhead sharing cost from project account to MRDI operational account as per MRDI Financial and Administrative manual
10	TDS and VDS Management
	VAT Posting Setup as per Govt. Law
	VDS Posting Setup as per Govt. Law
	TDS Posting Setup as per Govt. Law
	VDS & TDS will be calculated automatically during any kinds of payment according to nature of product/service and vendor as per govt. law
	VDS Payable & TDS Payable will be updated in CoA while Vendor Payment, those will be adjusted through general journal to Govt.
	VAT & Tax Register Database in prescribed format in system
	Monthly Tax Return prepared in system as per Government law
	Yearly staff salary tax calculation in prescribed format in system as per Government law
	Resource person & Vendor payment Tax certificate in prescribed format in system
	All kinds of VAT & Tax report should have print version
11	Fixed Asset Management
	Create Fixed Asset [Core and Project Accounts]
	Configure FA Class, Subclass
	Fixed Assets ID
	Manage Depreciation method & rate
	Configure project wise & MRDI Operational account depreciation schedule in prescribed format
	Configure project wise & MRDI Operational account Fixed assets schedule in prescribed format
	Configure Fixed assets physical verification report in prescribed format
	Configure Fixed assets disposal report in prescribed format
	Fixed assets are purchased through regular purchase order/Acquisition
	Location and Department will be tagged during register.
	Configure Asset revaluation, addition and maintenance
	Posting Group Configure
	Fixed Assets Movement
	Fixed Asset Approval Management
12	Financial Reporting of Project
	Prepare donor financial report as per donor budget format




	Project wise all report view, exported in excel and PDF format [Statement of financial position, Statement of comprehensive income & expenditure, Statement of receipts and payment, trial balance, ledger etc.) for any period
	Project financial year follows as per approved budget period
13	HR, Attendance & Payroll Management
13.1	Staff Performance Appraisal
	Create & Manage Employee Info database
	Manage employees wise Performance Appraisal as per MRDI requirements
	Staff Performance Report
13.2	Employee Management
	A customized training module will be developed for capacity building for all staffs as required for skill upgradation and development competence.
13.3	Attendance Management
	Manage Daily Attendance [In & out]
	Manage filed visit outside Dhaka
	Manage staff movement and should track during the payment of local conveyances
	Staff Movement Register
	Submission of Time sheet [Project & core staff]
	Manage Attendance Register
	Late attendance Report
	Staff Attendance Report
13.4	Leave Management
	Manage Leave Application
	Manage Leave Types
	Manage Holiday policy
	Manage Leave Register
	Staff Trip/Movement Register
	Manage Leave Approval Process as per MRDI approval panel
	Manage Leave Report
13.5	Salary/ Payroll Management
	Manage Salary policy
	Manage Increment
	Manage Special Allowances
	Manage Benefit policy
	Manage Employee Loan & Advance
	Manage Salary Process as per MRDI approval panel
	Project & core accounts salary process
	Generate Salary Statement
	Generate Salary Pay Slip




13.6	Tax Deduction while Salary Disbursement
	Manage Income Tax Calculation as per Govt. Law
	Manage Income Tax Investment as per Govt. Law
	Tax Adjustment as per Govt. Law
	Tax Area as per Govt. Law
	Tax Rates as per Govt. Law
	Tax Rules as per Govt. Law
14	Security & Access
	Create Users & Roles
	Assign User wise Roles & Permissions
15	User Acceptance Testing (UAT)
	Company & Master Data Setup
	Finance & Accounts, Payment Management
	Procurement & Store Management
	Fixed Asset, Advance Cash & Petty Cash Management
	HR, Payroll, Attendance & Staff Management
	VDS & TDS Management
	User Access & Security Management
16	User Training and Feedback
	Company & Master Data Setup
	Finance & Accounts, Payment Management
	Procurement & Store Management
	Fixed Asset, Advance Cash & Petty Cash Management
	HR, Payroll, Attendance & Staff Management
	VDS & TDS Management
	User Access & Security Management
17	Upload Opening Data & Go Live Readiness
	Vendor Opening
	Bank Opening
	GL Opening
	Item Opening
	Fixed Asset Opening
	HR & Payroll related Opening
Go Live	




Gender Code of Conduct

I, **Syed Md Shahid Ullah**, acknowledge that I have read and understood MRDI's *Gender Code of Conduct* aligned with the Gender Policy and organization's strategic objective on gender transformation, and agree that during my association with MRDI, I **must**:

- uphold the principle of gender equality & equity
- not discriminate against any gender
- adhere to a zero-tolerance policy on sexual harassment, exploitation, and abuse
- not perpetuate gender stereotypes and bias
- treat all genders with respect regardless of race, colour, language, religion, political or other opinion, national, ethnic or social origin, property, disability, birth or other status
- promote equal opportunities for all genders, including equal participation in decision-making, leadership roles, and access to services.
- must refrain from sharing, publishing, or promoting any news, photos, videos, or content—on social media or other platforms—that are derogatory, harmful, or undermine the dignity & rights and exploit or harass individuals.
- not use language or behaviors towards any gender that is inappropriate, harassing, abusive, sexually provocative, demeaning, or culturally inappropriate.
- acknowledge and abide by relevant national laws, rules, and policies, including labor laws concerning gender
- immediately disclose all charges, convictions, and other outcomes of an offence, which may have occurred before or occurred during my association with MRDI that relates to gender issues
- I understand that the obligation is on me, as a person associated with MRDI, to use common sense and avoid actions or behaviors that could be construed as gender discrimination and abuse.

Signature:



Date: 31 July 2025

Child Protection Code of Conduct

I, **Syed Md Shahid Ullah**, acknowledge that I have read and understood MRDI's *Child Protection Policy* under the Financial and Administrative Manual and agreed that in the course of my association with MRDI, I must:

- treat children with respect regardless of race, colour, gender, language, religion, political or other opinion, national, ethnic or social origin, property, disability, birth or other status
- not use language or behaviour towards children that is inappropriate, harassing, abusive, sexually provocative, demeaning or culturally inappropriate
- not engage children under the age of 18 in any form of sexual intercourse or sexual activity, including paying for sexual services or acts
- wherever possible, ensure that another adult is present when working in the proximity of children
- not invite unaccompanied children into my home, unless they are at immediate risk of injury or in physical danger
- not sleep close to unsupervised children unless absolutely necessary, in which case I must obtain my supervisor's permission, and ensure that another adult is present if possible
- use any computers, mobile phones, video cameras, cameras or social media appropriately, and never to exploit or harass children or access child exploitation material through any medium
- not use physical punishment on children
- not hire children for domestic or other labour which is inappropriate given their age or developmental stage, which interferes with their time available for education and recreational activities, or which places them at significant risk of injury
- comply with all relevant legislation, including labour laws in relation to child labour
- immediately report concerns or allegations of child exploitation and abuse and policy noncompliance in accordance with appropriate procedures
- immediately disclose all charges, convictions and other outcomes of an offence, which occurred before or occurs during my association with MRDI that relate to child exploitation and abuse.

When photographing or filming a child or using children's images for work-related purposes, I must:

- assess and endeavour to comply with local traditions or restrictions for reproducing personal images before photographing or filming a child

- obtain informed consent from the child and parent or guardian of the child before photographing or filming a child. As part of this I must explain how the photograph or film will be used
- ensure photographs, films, videos and DVDs present children in a dignified and respectful manner and not in a vulnerable or submissive manner. Children should be adequately clothed and not in poses that could be seen as sexually suggestive
- ensure images are honest representations of the context and the facts
- ensure file labels, meta data or text descriptions do not reveal identifying information about a child when sending images electronically or publishing images in any form.
- I understand that the obligation is on me, as a person associated with MRDI, to use common sense and avoid actions or behaviors that could be construed as child exploitation and abuse.

Signature:



Date: 31 July 2025