www.amclpran.com









Annual Report

2017-2018

PRAN

Agricultural Marketing Co Ltd

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AMAR STOCK

Our Corporate Mission

Poverty & Hunger Are Curses
Our Aim:
To Generate Employment &
Earn Dignity & Self-Respect
For Our Compatriots
Through Profitable Enterprises.

AMARSTOCK

WHY

PRAN®

P	R	A	N
Programme for প্রগতি	Rural রূপায়নে	Advancement অগ্রণী	Nationally নবোদ্যম

We in Bangladesh are blessed with a climate ideally suited to agriculture, specially fruits and vegetables-rich in taste and flavour, sweet, mellow and juicy.

Our deltaic plains are among the most fertile in the world created and drained by the mighty rivers-the Padma, the Jamuna & the Meghna. There is plenty of water.

And farming is a way of life to our people.

Our comparative advantage as an economy lies in agriculture. We believe the way to economic prosperity is through agri and agro-business.

PRAN is in testimony to our convictions. It stands for: "Programme for Rural Advancement Nationally", or in Bangla: "প্রগতি রূপায়নে অগ্রণী নবোদ্যম" ।

PRAN is the largest grower and processor of fruits and vegetables in the country.

Our contract growers cultivate the choicest fruits and vegetables which are processed in our modern and hygienic factories to highest quality standards.

AMARSTOCK

AGRICULTURAL MARKETING CO LTD

QUALITY POLICY

IT IS THE POLICY OF AGRICULTURAL MARKETING CO LTD TO MARKET PRODUCTS OF CONSISTENT QUALITY AT HOME & ABROAD AS PER WORLD STANDARDS PRODUCED HYGIENICALLY IN ACCORDANCE WITH GOOD MANUFACTURING PRACTICES IN STATE - OF - THE - ART PLANTS & PROCESSES, PACKED IN APROPRIATE PACKAGING AND REMAIN COMMITTED TO THESE OBJECTIVES AT ALL TIMES.

AMCL HAVE ADOPTED ISO-9001 AS THE MODEL FOR THEIR QUALITY MANAGEMENT SYSTEM. ACCORDINGLY A DOCUMENTED SYSTEM OF PROCEDURES AND INSTRUCTIONS HAVE BEEN ESTABLISHED THROUGHOUT THE ORGANISATION DEFINING BUSINESS PROCESSES, RESPONSIBILITIES AND AUTHORITIES.

MANAGEMENT IS COMMITTED TO PROVIDING THE RESOURCES AND CREATING AN ENVIRONMENT IN WHICH EACH EMPLOYEE CAN CONTRIBUTE HIS/HER SKILL, TALENT AND IDEAS IN A NEVER - ENDING PROCESS OF IMPROVEMENT AND INNOVATION IN ALL ASPECTS OF BUSINESS.

Anjal

3 Aug 99

Chief Executive

BOARD OF DIRECTORY

BOARD MEMBERS

Chairman	Mr. Ahsan Khan Chowdhury
Managing Director	Mr. Md. Eleash Mridha
Director	Mrs. Uzma Chowdhury
Director	Mrs. Sabiha Amjad
Independent Director	Mr. M. A. Mannan

SENIOR MANAGEMENT

Chief Financial Officer	Mr. Choudhury Atiur Rasul
Director Marketing	Mr. Chowdhury Kamruzzaman
Company Secretary	Mr. Muhammad Aminur Rahman, FCS

REGISTERED OFFICE

PRAN CENTRE
Ga-105/1, Middle Badda, Dhaka-1212
Ph:88-02-9881792, Fax: 88-02-8837464
Web: www.amclpran.com

FACTORY

Ghorashal
Palash, Narshingdi

AUDITORS

ACNABIN
Chartered Accountants
BDBL Bhaban (Level-13 & 14)
12 Kawran Bazar, C/A
Dhaka-1215, Bangladesh

LEGAL ADVISERS

The Legal Empiricism
Tropicana Tower, Suite No. A-10
10th Floor, 45 Topkhana Road
Dhaka-1000, Bangladesh

BANKERS

a. **The HongKong and Shanghai Banking Corporation Ltd (HSBC)**
Management Office, Level 4
Shanta Western Tower
186 Bir Uttam Mir Shawkat Ali Road
Tejgaon I/A, Dhaka-1208

b. **Commercial Bank of Ceylon PLC**
2, Dilkusha C/A, Dhaka-1000

c. **Bangladesh Krishi Bank**
Local Principal Office
83-85 Motijheel C/A, Dhaka-1000

d. **Mercantile Bank Ltd.**
Motijheel Branch
Malek Mansion, 128, Motijheel C/A
Dhaka-1000

e. **Standard Chartered Bank**
SCB House,
67, Gulshan Avenue, Gulshan
Dhaka-1212

f. **Citibank N.A.**
109, Gulshan Avenue, Gulshan
Dhaka-1212

g. **State Bank of India**
24-25, Dilkusha C/A
Post Box No.981
Dhaka – 1000

h. **Bank Asia Ltd.**
Scotia Branch, 117/1 Rangs Bhaban,
Level-1, Old Airport Road, Tejgaon
Dhaka

i. **IFIC Bank Ltd**
Ghorashal, Narshingdi

AMARSTOCK

32nd Annual General Meeting

December 14, 2017



The Directors of the Company during the meeting



The Shareholders of the Company in 32nd AGM

Letter of Transmittal

The Investors
Bangladesh Securities and Exchange Commission
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.
Registrar of Joint Stock Companies and Firms

Subject: Annual Report for the year ended 30th June, 2018

Dear Sir (s)

We are pleased to enclose a copy of the Annual Report together with the Audited Accounts including Statement of Financial Position as at 30th June, 2018, Statement of Comprehensive Income, Changes in Equity and Cash Flows for the year ended on 30th June, 2018 along with notes thereon and all related Financial Statements for your record/necessary measures.

Yours faithfully,

Muhammad Aminur Rahman, FCS
Company Secretary

AMAR STOCK



FIVE YEAR FINANCIAL STATISTICS

Value in' 000 Taka

Particulars	2013-14	2014-15	2015-16	2016-17	2017-18
Authorized Capital	500,000	500,000	500,000	500,000	500,000
Paid up Capital	80,000	80,000	80,000	80,000	80,000
Share Premium	40,000	40,000	40,000	40,000	40,000
Turnover (Gross)	1,934,567	21,00,493	2,305,711	2,566,826	2,748,717
Turnover (Net)	1,727,218	1,886,505	2,091,554	2,380,335	2,538,528
Gross Margin	374,015	389,958	406,214	454,804	487,016
Profit Before Tax	70,706	71,210	68,474	72,681	70,456
Surplus After Tax Holiday Reserve	55,426	55,585	52,998	54,937	55,548
Tangible Fixed Assets (Net)	341,808	658,082	544,637	474,194	392,391
Cumulative Surplus	367,066	397,051	424,449	453,787	483,109
Shareholders' Equity	487,066	517,051	544,449	573,787	603,109
Dividend Proposed	32%	32%	32%	32%	32%
Return on Paid up Capital	69.28	69.48	66.25	68.67	69.44
Book Value Per Share (Tk.)	60.88	64.63	68.06	71.72	75.39
Earning Per Share (Tk.)	6.93	6.95	6.62	6.87	6.94
Market Value Per Share (Tk.)	222.00	190.95	195.70	216.50	226.65
Price Earning Ratio (Times)	32.04	27.48	29.54	31.51	32.66

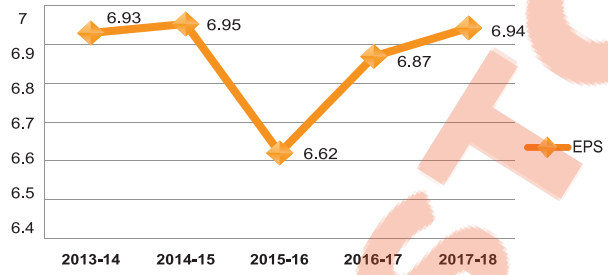
Number of Shareholders (As on 30th June)

General Public	4,619	4,677	4,547	4,552	4367
ICB Investors Account	26	31	28	17	15
Financial Institutions	7	12	17	25	47
Sponsors	5	5	5	3	3

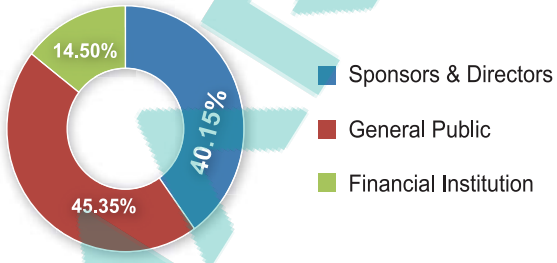


Graphical Presentation of Some Financial Figures

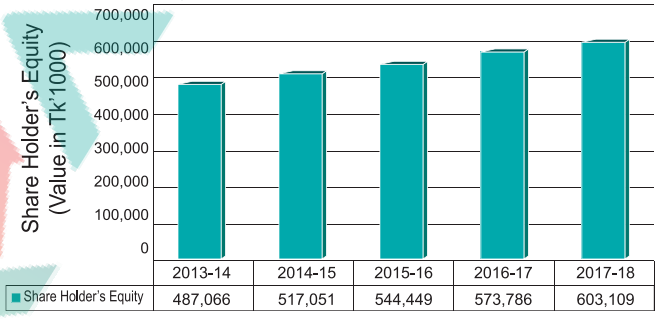
EPS Trends of Last 5 Years



Ownership Distribution of Share's 2017-18



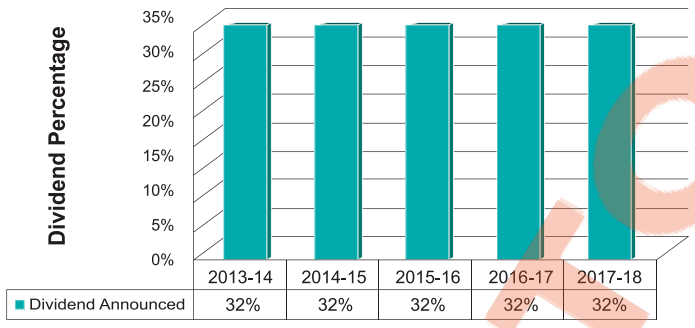
Growth in Share Holders' Equity



	2013-14	2014-15	2015-16	2016-17	2017-18
Share Holder's Equity	487,066	517,051	544,449	573,786	603,109

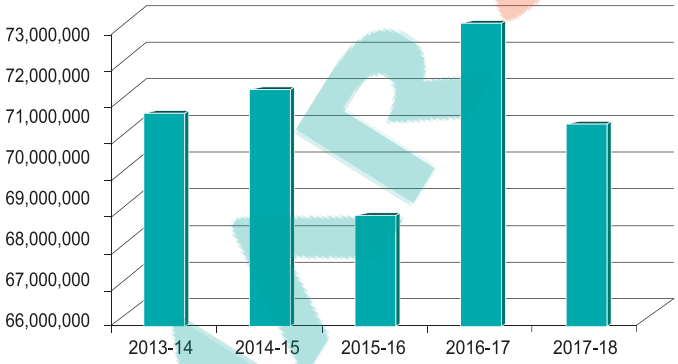
AMSTOCK

Dividend Announced

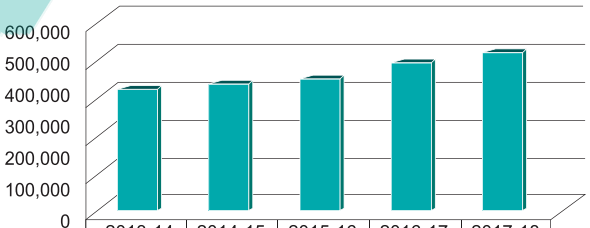


	2013-14	2014-15	2015-16	2016-17	2017-18
Dividend Announced	32%	32%	32%	32%	32%

EBIT (Earnings Before Interest & Tax)

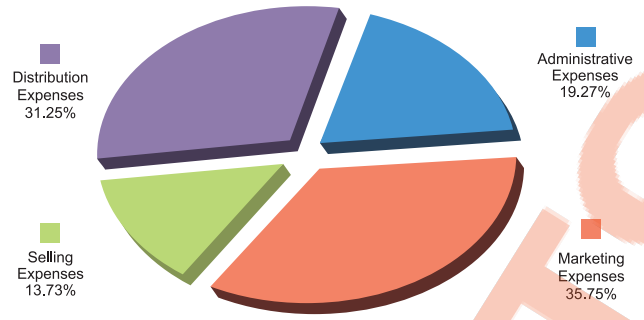


Gross Margin (Value In '000 Taka)

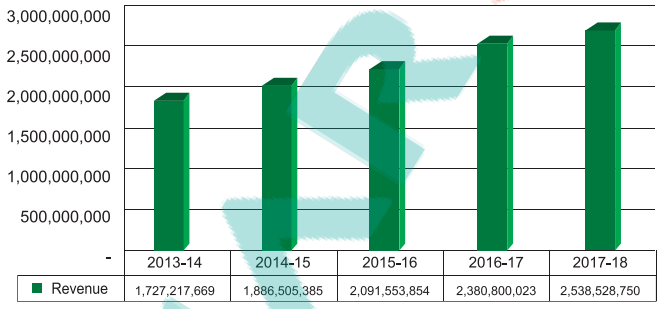


	2013-14	2014-15	2015-16	2016-17	2017-18
Gross Margin (Value in '000Taka)	374,015	389,958	406,214	455,268	487,016

Expense Allocation FY: 2017-2018

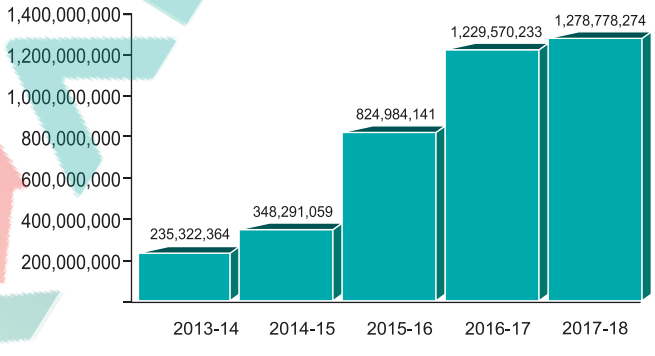


Revenue



	2013-14	2014-15	2015-16	2016-17	2017-18
Revenue	1,727,217,669	1,886,505,385	2,091,553,854	2,380,800,023	2,538,528,750

Export Revenue (In BDT)





Profile of the Board Members

MR. AHSAN KHAN CHOWDHURY
CHAIRMAN

Mr. Chowdhury completed Bachelor of Arts in Business Administration from Wartburg College USA in 1992. Earlier he was the President of International Student Association in USA during his education and became outstanding international student in the same year. After returning to Bangladesh, he joined in the Board of Directors of Agricultural Marketing Company Limited in 1992. He attended many training sessions, seminars and courses on management development, strategic planning, financial management, sales & marketing in home and abroad. Being one of the business leaders in the country he grabbed Best Exporter's Trophy for several years awarded by the government of Bangladesh. Currently he is an active member of premier trade bodies, associations & clubs in Bangladesh.



MD ELEASH MRIDHA
Managing Director

The Board of Directors of Agricultural Marketing Company Limited appointed Mr. Md. Eleash Mridha as the new Managing Director of the Company with effect from 30 August, 2015. He has been nominated by M/s. Property Development Limited, shareholder of AMCL-PRAN. Mr. Mridha has a long professional expirenece in various operational areas. Mr. Mridha completed his graduation from the University of Dhaka in 1989 and completed his MBA in finance. He is well trained professional with a lot of operational expirence in varipus aspects in the Company.



Profile of the Board Members

MRS. UZMA CHOWDHURY
Director
[Nominated by M/s: Property Development Limited]

Mrs. Uzma Chowdhury is a highly accomplished lay with dynamic leadership skills. She is a Certified Public Accountant, (CPA) from State of Taxes, USA. Earlier she completed B.Com (Honors) degree from the Dhaka University in 1995. After that she obtained another Bachelor of Science degree in 1999 from the University of Taxes at Dallas. After successful completion of her Bachelor's program she started her professional career in USA in year 2000 and continued accounting profession for over 7 years in United States. In October, 2008 she jointed PRAN-RFL group as Director Finance. Property Development Limited nominated her as a Board Member of Agricultural Marketing Company Limited with effect from 27 October, 2016.



MRS. SABIHA AMJAD
Director

Mrs. Amjad has a wide 37 years of Directorial and Entrepreneurial experience in her career. For her excellent dynamic leadership in business areas, the group excelled in many directions. Earlier she completed Bachelor in Economics from Punjab University in 1966. She completed her Masters degree in Economics from the University of Dhaka in 1975. She obtained another Masters degree in English from Rajshahi University in the year 1981. Joined in the Board of Directors of Agricultural Marketing Company Limited in 1985. Now she is one of the members of newly formed Audit Committee of the company.

MR. M. A. MANNAN
Independent Director

The Board of Directors of Agricultural Marketing Company Limited appointed Mr. Mannan as the Independent Director of the company for a period of 3 years. He is a knowledgeable individual having practice in financial, regulatory and corporate laws of the country. Mr. Mannan completed his Bachelor B.A. Banking Diploma, DAIBB. He has a long professional experience in financial sector specially in banking areas. He served different branches of Pubali Bank Ltd. during the period from 1979 to 1982. After successful completion of 5 (five) years managerial job, he was posted to Sylhet as AGM in 2001 & worked there for more than 5 (five) years. Worked in various segment of banking sector including Human Resources & Audit division and performed quite efficiently.

AMPSTOCK

NOTICE OF THE 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Investors of Agricultural Marketing Co Ltd will be held on Thursday, 27th December, 2018 at 9:30 a.m. at FUJI Trade Centre, Cha-87/C, Progoti Soroni, Uttar Badda, Dhaka-1212 to transact the following business:

AGENDA

1. To receive, consider and adopt the Audited Accounts as of 30th June, 2018 together with Reports of the Auditors and Directors thereon.
2. To elect Directors as per Articles of Association of the Company.
3. To declare Dividend @ 32% for the year 2017-2018.
4. To appoint Auditors for the year 2018-2019 and fix their remuneration.
5. To Approve the appointment of Professional for the Certification on Corporate Governance for the year 2018-2019 and fixation of their remuneration.

November 24, 2018

By Order of the Board

Muhammad Aminur Rahman, FCS
Company Secretary

NOTES:

A. The Record Date/Book-Closure shall be on 13.12.2018

B. Trading of the Company's shares in the Stock Exchanges will remain suspended on the Record Date. Members, whose names will appear in the Company's register (Certificated and Depository) at the close of business on the Record Date/Book-closure, will be entitled to attend the AGM.

C. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her behalf. The Proxy Form duly stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. Proxy must be a member of the Company.

D. Members are requested to notify change of address, if any, to the Company.

E. Admission to the meeting room will be strictly on production of the Attendance Slip sent with the Annual Report.

F. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification no. BSEC/CM-RRCD/2006-158/208/Admin/81 dated 20th June 2018, Soft copy of the Annual Report has been sent to the e-mail address of the respected shareholders as mention in their Beneficial Owner's (BO) account(s) maintained with central depository.

VMARSTOCK

৩৩ তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই মর্মে বিজ্ঞপ্তি প্রদান করা যাচেছ যে, এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড-এর বিনিয়োগকারীদের ৩৩ তম বার্ষিক সাধারণ সভা আগামী ২৭ শে ডিসেম্বর, ২০১৮ ইং রোজ বৃহস্পতিবার সকাল ৯.৩০ ঘটিকার সময় ফুজি ট্রেড সেন্টার, চ-৮৭/সি, প্রগতি সরণি, উত্তর বাড্ডা, ঢাকা-১২১২ এ অনুষ্ঠিত হবে ।

আলোচ্য সূচী

১. ২০১৮ সালের ৩০শে জুন তারিখে সমাপ্ত অর্থ বৎসরের নিরীক্ষিত হিসাব এবং তার উপর নিরীক্ষকবৃন্দের এবং পরিচালক-মন্ডলীর প্রতিবেদন বিবেচনা ও গ্রহণ।

২. কোম্পানীর সংঘবিধি অনুযায়ী পরিচালকমন্ডলীর নির্বাচন।

৩. ২০১৭-২০১৮ সালের জন্য ৩২% হারে লভ্যাংশ ঘোষনা।

৪. ২০১৮-২০১৯ সালের জন্য নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।

৫. ২০১৮-২০১৯ সমাপ্ত বছরের প্রাতিষ্ঠানিক সুশাসন সনদের নিরীক্ষক নিয়োগ ও পারিশ্রমিক নির্ধারণ।

তারিখ: ২৪.১১.২০১৮ ইং

পরিচালকমন্ডলীর আদেশক্রমে

মোহাম্মদ আমিনুর রহমান, এফসিএস
কোম্পানী সচিব

দ্রষ্টব্যঃ

ক) 'রের্কড ডেট'/বুক-ক্লোজার ১৩.১২.২০১৮ তারিখ হিসাবে গণ্য হবে।

খ) 'রেকর্ড ডেট'/বুক-ক্লোজার তারিখে ষ্টক একচেঞ্জে শেয়ার কেনাবেচা স্থগিত থাকবে। 'রেকর্ড ডেট' তারিখে ব্যবসায়িক লেনদেন শেষে যে সকল সদস্য/সদস্যর নাম কোম্পানীর রেজিষ্টারে (সার্টিফিকেট ও ডিপোজিটরি) থাকবে কেবলমাত্র তারাই বার্ষিক সাধারন সভায় (এজিএম-এ) অংশগ্রহন করতে পারবেন।

গ) সভায় উপস্থিত ও ভোট প্রদানের অধিকারপ্রাপ্ত সদস্য/সদস্যা তার পরিবর্তে একজনকে প্রক্সি নিয়োগ করতে পারেন। যথোপযুক্ত ষ্ট্যাম্পযুক্ত প্রক্সি ফরম অবশ্যই সভার নির্ধারিত সময়ের অন্তত ৪৮ ঘন্টা পূর্বে কোম্পানীর রেজিষ্টার্ড অফিসে জমা দিতে হবে। নিয়োগ প্রাপ্ত প্রক্সিকে অবশ্যই কোম্পানীর সদস্য/সদস্যা হতে হবে।

ঘ) সদস্য/সদস্যা বৃন্দের ঠিকানার পরিবর্তন হলে কোম্পানীকে অবহিত করার জন্য অনুরোধ করা হচ্ছে।

ঙ) সভাকক্ষে প্রবেশের জন্য বার্ষিক প্রতিবেদনের সাথে প্রেরিত প্রবেশপত্র দেখাতে হবে।

চ) বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের (বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৮/এডমিন/৮১ তারিখ ২০ শে জুন ২০১৮ অনুযায়ী, বার্ষিক প্রতিবেদনের প্রতিলিপি সম্মানিত শেয়ারহোল্ডারদের বিও/ ফলিও একাউন্টে উল্লেখিত ই-মেইল ঠিকানায় পাঠানো হয়েছে।

AMAR STOCK

Instant Energy



GLUCO-V

Lemon Flavour


EVERYBODY
Cheer up
Clear Lemon Drink
Cheer up
Cheer up
: 500 ml

DIRECTORS' REPORT TO THE SHAREHOLDERS

For the year ended 30 June 2018

WELCOMING SHAREHOLDERS

The Board of Directors of Agricultural Marketing Co. Limited (AMCL) welcomes all of you to the 33rd Annual General Meeting of the company. It is our pleasure to submit before you the operational activities, audited financial statements with auditor's report and the compliance report of the compliance auditor of the company for the year ended on 30 June 2018 for your consideration, approval and adoption. The present business situation has been elaborated and compared considering prevailing economic condition of the country.

BUSINESS OPERATION REVIEW

Our goal is to provide safe and standard food and other products at a reasonable cost and the operational strategy been set according to the goals that set earlier. Therefore, various components like Production, Sales, Marketing, Distribution worked together to achieve success. To overcome local and global challenge in sales area and to maintain previous business growth, marketing expenses have been increased proportionately. Products have been improved to keep the consumers' faith intact. To keep sustainable growth, there is always a pressure to reduce manufacturing cost and inaccurate forecast demand. Therefore, management has implemented continuous improvement programs throughout the year and the assets been utilized to its optimum.

Juice and drinks production capacity was 309,212,000 Pcs/Pkt in the previous year and this year capacity kept static to utilize the existing facility. The percentage of actual production increased from the last year and was 183,865,644 Pcs/Pkt. Production capacity for Mineral water increased substantially. The management ensured optimization of company's equipment usage and tried to maximize actual production in the reporting year. To operate those production equipment, human resources of The company has utilized the equipment, services of human resources to their full potential.

Financial cost for the reporting year was 29.94 percent of the total expenses whereas it was 31.36 percent in the last year. But administrative expense, marketing expense, selling and distribution expense increased to 9.32 , 12.16 , 17.64 and 10.78 percent respectively to continue uninterrupted business operation. Considering the entire unfavorable factors for manufacturing and marketing of food business, Net Revenue increased from Tk. 238 crore to Tk. 253 crore which is 6.65 percent higher than the last year's proceeds.

The percentage of production capacity for the products of the company is listed below:

Name of Items	Production Capacity (In Pcs/Pkt.)	Production 2018 (In Pcs/Pkt.)	Percentage
Juice, Drinks & others	309,212,000	183,865,644	59.46%
Mineral Water	53,830,000	12,936,551	24.03%
Soft Drinks	16,650,000	15,786,564	94.81%
Ice Pop, Mango Bar and Others	24,720,000	17,654,328	71.42%

EXPORT OF GOODS

The management team works hard to earn more revenue by exporting the goods. The export revenue is increasing day by day. This year the export earnings was Tk. 127.8 crore whereas it was 122.9 crore in the last year. This is 4 percent higher than the previous year.This growth happened due to participation in various trade fairs. Moreover, this year's export proceed has contributed more than 50 percent of total revenue. The export proceed includes the cash incentives as per govt policy.

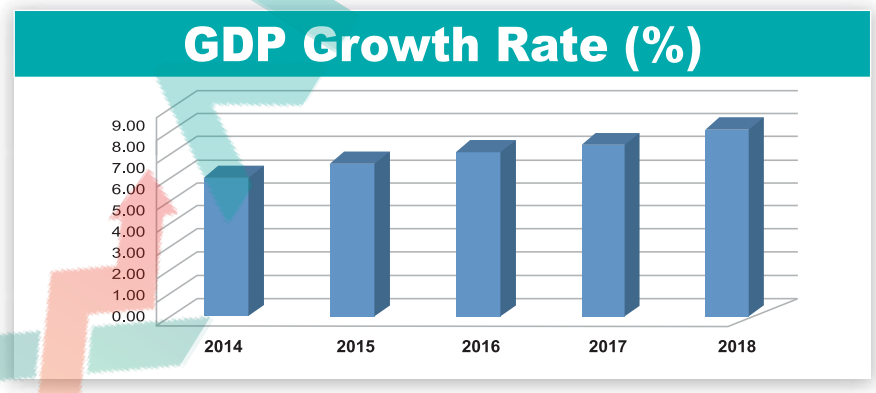
SALES & DISTRIBUTION

Sales and distribution is two important points that is supplementary to each other in business operation. Company always gives priority to the sales activity to generate revenue. To achieve such target, a strong distribution network should be ensured to fulfill the target and satisfying the customers. Effective marketing promotions has an impact on sales increment and the distribution has to perform the delivery within shortest possible of time. To achieve all the objectives of selling and distribution the budget has been increase for the reporting year.

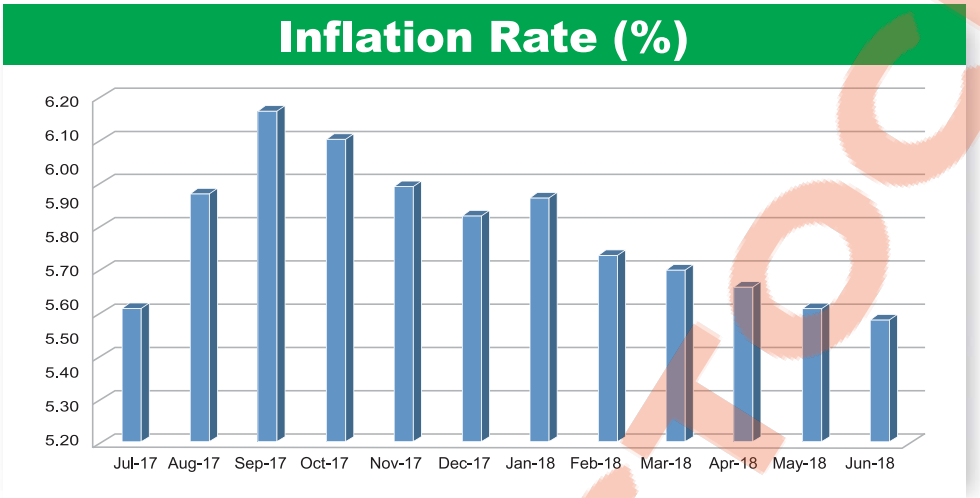
SOCIO-ECONOMIC POSITION OF COUNTRY: INDUSTRY PERSPECTIVE

Agricultural Marketing Co. Ltd. specially emphasizes on the procurement of agricultural commodities from the local farmers and the suppliers for manufacturing and marketing of food products in the country. Raw materials are directly been purchased from the rural people and other available sources. It is very difficult for the producers to sell their products at a large scale to the general consumers other than the food manufacturer. The food manufacturer add values to the crop and earns foreign currency by exporting it to the global market. The economy gets strength and the socio-economic development gets pace to achieve MDG. If necessary investment facility is ensured by the finance providers, the advancement of development will not sustain. Govt. also may help the entrepreneur by making sociable regulation and its implementation. Market economy was facing challenges of slow growth and tighter global financial conditions in the last year. As per Bangladesh Bureau of Statistics (BBS), this year the GDP growth was 7.86 per cent, whereas 7.28 percent in the last year. According to Bangladesh Bank (BB) data, foreign exchange reserves stood at US$32.94 billion in fiscal year 2017-18.

The rate of inflation as recorded in Bangladesh on September, 2018 is 5.43 percent (Point to Point basis).



Source: Bangladesh Bank /BBS



Source: Bangladesh Bureau of Statistics

OPERATIONAL PERFORMANCE

It is our pleasure to inform you that, regardless of success in all challenges from the competitors and changes in consumer's taste & choice during the reviewing year, AMCL (PRAN) made a gross sale of approximately Tk. 253.8 crores as against Tk. 238.0 crores in the previous year. This is 6.65 percent higher than that of last year. At the same time cost of production also increased. Costs of other raw and packaging materials increased proportionately. The Management reviewed the wages of the workers' according to the existing labor law and increased over the previous due to inflation in food items. This has an adverse impact on the cost of production. We wanted to cover up the costs by increasing sales, but tried to avoid hiking of price of our consumer goods. Most of our demandable product price is static in the last fiscal year. In the face of the adverse situations company earned Tk. 6.95 Cr. operating profit and Tk. 5.55 Cr. net profit, after deducting Workers Profit Participation Fund (WPPF) and Corporate Tax including deferred tax.
The comparatives on the financial performance of the Company for twelve-month period to June 30, 2018 are presented below:

Particulars	30-June-2018 (Taka)	30-June-2017 (Taka)	% Change
Revenue	2,538,528,750	2,380,335,493	6.65
Cost of Goods Sold	2,051,512,146	1,925,531,167	6.54
Gross Profit	487,016,604	454,804,326	7.08
Operating Expense	292,480,423	261,428,765	11.88
Net Profit (Before Tax)	70,456,520	72,681,422	-3.06
Provision for Tax	14,908,191	17,744,005	-15.98
Net Profit after Tax	55,548,329	54,937,417	1.11

In addition to that Earning per Share (EPS) of the company for this year is Tk. 6.94 based on outstanding 80,00,000 shares of Tk.10 each. Last year it was Tk.6.87 per share.

COMPANY PRODUCTS

Agricultural Marketing Co. Limited produces consumable products using the agro-commodity and various beverages. It includes a comprehensive range of raw and finished goods under the classification of agro and agricultural products. The company produces different types and brands of Juice and Drinks, Mineral Water, Soft Drinks, Ice Pop & Mango Bars. Juices and drinks are bottled in Tetra pack, Glass Bottle, Pet Bottle, Can Bottle. AMCL is now producing two categories of drinks. One is Flavored Drinks and another is Soft Drinks.

HUMAN RESOURCE MANAGEMENT

The company is committed to ensuring a talent based, transparent, fair and equal employment opportunity in all of its sections. The Talent Management System is very much scientific here, which has ensured that talented people take over the lead and bring the organization onward to compete in the global market successfully.

Training is another secret behind the high-performing Human Resources of AMCL. We conduct Training Need Assessment and organize Need Based Training for each and every individual team members of AMCL. This year we have conducted training on Career Planning, Employee Motivation, Team Building, Grievance Handling, Fire and Electrical Safety, Chemical Safety, Workplace Safety, Computer Literacy, Personal Development etc. We have also conducted customized training for the electricians, plumbers, welders, lathe men, drivers in different phases.

Each and every employee finds the scope for career development at AMCL and the up graduation of the staffs is made solely based on merit, performance, productivity and dedication to the service. This job assurance has encouraged the job seekers to select the company as part of their livelihood. Total number of officers in Head office & Factory in the reporting year was 1,141 where as it was 1069 in the previous year.

COMPLIANCE MANAGEMENT

If any companies want to be successful in the long term, they must promote a culture of compliance. “Compliance” generally covers the observance of legal requirements as well as internal behavioral guidelines (codes of conduct, directives); nowadays, it also typically includes a commitment to acting with integrity. Compliance is primarily the result of effective management; conversely, compliance infringements are often the result of inadequate or deficient management Practice in Compliance Management. With systematic compliance management which adequately covers company risks, company can avoid statutory violations as far as possible, and promote professional integrity. Effective compliance management is therefore an indispensable component of diligent management. Companies contribute to their social responsibility through good compliance and acting with integrity.

The management ensures that the company’s compliance program is regularly audited to test its effectiveness. Weaknesses in the program or individual measures are then remedied. The compliance program must also be adapted in risk-based terms to take into account any changes in the company (i.e. new products, new markets, etc.)

DIRECTORS’ RESPONSIBILITIES FOR FINANCIAL STATEMENTS

According to condition 1(5)(xi)of CGG 2018, the directors of the company are responsible for preparation and true and fair presentation of financial statements. This responsibility includes designing, implementing

and maintaining internal control relevant to the preparation and fair presentation of financial statements those are free from material misstatement whether due to fraud or error, selecting and applying appropriate accounting policies. In that capacity, the Directors confirm, to the best of their knowledge that–

1. The financial statement that gives a true and fair view of the assets, liabilities, financial positions, and profit or loss of the company.
2. The strategic report includes a fair review of the development and performance of the business and the position of the company together with a description of the principal risk and the uncertainties.
3. The annual report and the financial statement taken as a whole those are fair balanced and understandable and provide the information necessary for shareholders to assess the company's performance.
4. And finally the financial statements, prepared by the Management of the Company, present fairly its state of affairs, the result of its operations, cash flows and change in equity.

APPLICATION OF BAS/IAS/BFRS/IFRS IN FINANCIAL STATEMENTS

International Accounting Standards (IAS), Bangladesh Accounting Standards (BAS), International Financial Reporting Standards (IFRS), Bangladesh Financial Reporting Standards (BFRS), International Standards for Auditing (ISA) provide basis, structure, guideline and the requirement for their content for presenting financial statement [IAS 12.1] and we assure that, this financial statement has been prepared following those standard and any deviation there-from has been disclosed adequately. Statement of compliance has been mentioned in point 2.1 of Notes to the Financial Statements.

RESPONSIBILITY OF CEO & CFO FOR FINANCIAL DISCLOSURES

As it is the responsibility of the Chief Executive Officer (CEO)/ Managing Director (MD) and Chief Financial Officer (CFO) to examine and certify that the financial statement is free from materially untrue, misleading statement and omission of material fact along with re-presenting a true and fair view of company's affairs to their best knowledge and belief before placing it before the board. After their review, they have certified to the Board regarding true and fairness of financial facts and figures during preparation of this financial statements. The Board in its meeting held on November 24, 2018, recorded that the CEO and CFO jointly submitted their certification as was required under Condition No 1(5)(xxvi) of the Corporate Governance Guidelines of BSEC issued on 3rd June 2018.

SHAREHOLDING PATTERN

Securities and Exchange Commission has imposed a condition to disclose the Shareholding by the individuals having relation with the company in condition no: 1.5 (xxiii). The board is presenting the shareholding structure as on 30 June 2018 as Annexure -III in this Annual Report.

CORPORATE GOVERNANCE PRACTICE

To ensure transparency within the course of business operation and to protect the rights of the minority shareholders, corporate governance place a vital role. Any development in the business has to be sustainable and should be done regularly within a framework. The regulators has sketched a framework for the listed companies to maintain and ensure good governance within the organization. The Board of Directors of AMCL strongly believes that good corporate governance is vital in enhancing long-term performance and continuous growth and success of the company. This will also create good internal control system within the company.

The company has developed its Corporate Governance framework based on Bangladesh Securities and Exchange commission (BSEC) Corporate Governance Guidelines (CGG), The Companies act 1994, Dhaka and Chittagong Stock Exchanges Listing Regulations, standards of business ethics, politics and guideline of the company, various laws of the land and local and global best practice. As the Company has significant presence in the capital market & also in business operation, it abides by the guidelines of the relevant regulators and authorities.

As practiced earlier, company appointed M/S. SA Rashid & Associates (Chartered Secretaries in Practice) for the year 2017-18 to examine the compliance status of the company. For appropriate reporting of governance under 9(1), status of compliance has been annexed to this report. Auditor will provide a certification under condition 9(2) of Corporate Governance Guidelines after completing the examination and their documentary satisfaction.

APPOINTMENT OF COMPLIANCE AUDITOR

M/s. SARashid & Associates had conducted the audit on compliance of the Corporate Governance Guidelines by Agricultural Marketing Co. Limited as issued by BSEC vide notification No: BSEC/CMR-RCD/2006-158/207/Admin/80 dated 03 June,2018 during the fiscal year 2017-18.

The board has recommended to re-appoint SARashid & Associates, Chartered Secretaries, Noakhali Tower (12th Floor, 13-D) 55/B Purana Paltan, Dhaka-1000, Bangladesh for the purpose of conducting compliance audit and issue compliance certificate on Corporate Governance by this company for the year 2018-19 following the notification issued by BSEC on 3rd June 2018. Their remuneration to be fixed and the recommendation for appointment to be placed before the General Meeting for approval.

COMPANY'S INTERNAL CONTROL

Internal control systems are basic management practices that usually involve two elements: a policy establishing what should be done and procedures used to support the policy. Internal control systems typically come from senior management's interpretation of the company's strategic initiatives, laws and regulations, or industry standards and practices.

Company policies and procedures are used to:

- Ensure management directives are carried out in proper manner,
- Set Company standards that fulfill company's mission & vision, and
- Communicate regulations that apply to all personnel and all process flows.

Establishing an effective internal control system is the crucial responsibility of the Board of Directors through Audit Committee. The company follows the principle of decentralization to ensure internal control regarding risk management, financial control and compliance legislation. It has been designed to manage the risk of failure and to achieve the objective of the company. The company has established Internal Audit Department and appointed Head of Internal Audit to ensure internal control and compliance in place.

APPROPRIATION OF PROFIT

Considering the financial results of the Company, the Directors are pleased to report you their recommendations for appropriation of earnings for the year under review. The appropriations are as follows:

Particulars	(Amount in '000Taka)	
	30-June-2018	30-June-2017
Net Profit after Tax	55,548	54,937
Add: Accumulated Surplus (brought forward)	438,125	408,666
Profit Available for appropriation	493,673	463,603
Less previous year adjustment	Nil	Nil
Depreciation on Revalued Asset	104	121
Proposed Dividend	(25,600)	(25,600)
Balance Carried forward	468,177	438,125

DECLARATION OF DIVIDEND

Company is concerned about the interest of our valued investors'. A stable Dividend policy is followed by the management considering benefits of the shareholders' and safeguarding their valuable investment. Considering business conditions and growth, the Board of Directors proposed and recommended for declaration of Cash Dividend for the year 2017-18 at the rate of Tk.32 percent for our valued investors after reviewing the Company's profitability & stability. This will involve an amount of Tk. 25,600,000 for the accounting year 2018-19.

RISKS MANAGEMENT

Risk management is a process of thinking systematically about all possible risks, problems or disasters before they happen and setting up procedures that will avoid the risk, or minimize its impact, or cope with its impact. It is basically setting up a process where we can identify the risk and set up a strategy to control or deal with it. It is also about making a realistic evaluation of the true level of risk.
Company's aim on risk management:

- Achieve and maintain a reduced cost of risk without placing the Institute in a position of risk exposure that could have a significant impact on its financial security and its Mission.
- Evaluate and assess all risks of loss and need related insurance.
- Whenever possible, modify or eliminate identifiable conditions and practices which may cause loss.
- Protect the interest off all other stakeholders.

EXPANSION & FUTURE PLAN

Currently the management is concerned about the fulfillment of existing products requirement. The capacity for production is higher than the actual production and is gradually been reaching close to production capacity by accomplishing the consumers' demand. The company is looking forward to diversify or creating variety of the existing products according to consumers' choice and interest. Company wants to expand its product line by bringing diversified products on its product basket. Considering consumers' choice in mind, we are trying to expand our business locally and globally.

ROTATION OF DIRECTORS

According to the Clause 91(2) of the Companies Act 1994, not less than one third of the total number of directors of every Company other than Private Limited Company should retire from the position in the Annual General Meeting and if eligible can be re-elected. As a result Mrs. Sabiha Amjad retire from his directorship according to Article 123 & 129 of Articles of Association. Being eligible can offer herself for

re-election as per Article 130 in this Annual General Meeting.

CODE OF CONDUCT

The Board members of Agricultural Marketing Co. Limited are committed to operate the business with integrity. To ensure transparency & accountability of the directors, the members of the Board have adopted a code of conduct. This code is applicable for new member inclusion of the Board and a compliance status is kept for necessary records at registered office of the company. The Directors are responsible for maintaining ethical code of conduct in relation to business & regulations from the govt. authorities. Compliance of Code of Conduct is reported by the members to the board annually.

CONTINUATION OF INDEPENDENT DIRECTOR

Mr. M.A. Mannan, Independent Director is going to complete another extended term of 03 years as directed by BSEC on 29th April, 2019. Therefore, this Annual General Meeting is the last one for existing Independent Director. A new independent Director will be appointed after the conclusion of his tenure as directed by Bangladesh Securities and Exchange Commission.

The management has extended a heartfelt congratulation to Mr. M.A. Mannan, for serving as a member of the board and chairman of the audit committee for last 6(six) years. The company shall remember his contribution to the company and recognize his service as pivotal during his tenure.

DIRECTORS' REMUNERATION

The Company has fixed remuneration for the Board members for attending the Meeting of the members. The members of the Board of Directors of the Company having shares in the company do not receive any remuneration or reimburse any expense for attending the Board Meeting held during the year.

DIRECTORS' MEETING ATTENDANCE

The meeting of the Board of Directors are held periodically to have proper direction, supervision and control on company's policy and strategy. All the directors considered the meetings as vital one for company's development and growth. The board also regularly monitored the exercise of the decisions given in the meeting. During the year under review 7 (seven) meetings of the board members been held and the attendance been given in Annexure-II of this annual report.

REAPPOINTMENT OF AUDITOR

The existing auditor M/s. ACNABIN, Chartered Accountants, BDBL Bhaban (Level-13 &14), 12 Karwan Bazar C/A, Dhaka-1215 is going to retire at this Annual General Meeting and being eligible for reappointment for consecutive 2nd year, the Board considering the section 210 of The Companies Act, 1994 and other applicable provisions relating to reappointment of existing auditor, M/s. Acnabin, Chartered Accountants, BDBL Bhaban (Level-13 &14), 12 Karwan Bazar C/A, Dhaka-1215, Bangladesh are hereby recommended by the board to reappoint as auditor(s) of the company and to hold office from the conclusion of the annual general meeting till the conclusion of the next Annual General Meeting.

CONSTITUTION OF NRC:

According to code 6 of the Corporate Governance Guideline, the board of directors need to form a committee on Nomination and Remuneration. There should have at least one Independent Director including non-executive directors and total member of the committee will be at least 03(three) where the independ-

ent director would be the chairman. The board shall determine and recommend the Terms of Reference (ToR) for approval. The board of directors of AMCL state that the conditions as stated in Code 6 of the Corporate Governance Guidelines shall be complied with the time specified by the BSEC.

AUDIT COMMITTEE FUNCTIONS

It is very important issue for all Publicly Listed Companies to constitute an effective Audit Committee within the organization. So, the Board of Agricultural Marketing Co. Limited has established an Audit Committee to comply with the conditions 5, 5(1), 5(2), 5(3), 5(4), 5(5), 5(6), 5(7) of the Corporate Governance Guidelines notified on 03 June 2018 by Bangladesh Securities and Exchange Commission (BSEC) under section 2CC of the securities and Exchange Ordinance 1969. The present Audit Committee is as follows:

Name	Position in the Board	Position in the Committee
Mr. M.A. Mannan	Independent Director	Chairman
Mr.Ahsan Khan Chowdhury	Chairman	Member
Mrs. Sabiha Amjad	Director	Member
Muhammad Aminur Rahman Fcs	Company Secretary	Secretary to the Committee

Committee formed with a view to have assistance in continuous review, monitoring and assessment of performance of the organization systematically against the regulatory requirement, established policies, management of risk and compliance with the existing laws of the country. The Audit Committee works as a sub-committee to the Board. The Company Secretary acts as Secretary to the Committee. The Independent Director is the Chairman of the committee and the Board has appointed him for a period of 03(Three) years and it can be extended for another term only.

RELATED PARTY TRANSACTION

The company has established appropriate procedures to ensure that the company complies with the directions of BSEC. Various transactions are forwarded to the Audit Department for verification. The Board of Directors like to disclose the information related to the transactions with the parties involved with the business as required by the CG Guidelines circulated by BSEC. Details of related party transactions entered into by the company as the normal course of business during the financial year under review are set out in note no: 38(1) a, b, c, of this financial statement.

SEGMENT INFORMATION

AMCL sells its own products through sales centers and dealers. Quantitative disclosure of company's product disclosed as follows. Information has been segmented as -

(i) Production Capacity and Actual Production
(ii) Sales
(iii) Finished Goods

The segment information about company's products are displayed in the notes 24.2 & 24.3 in the financial statements in this report which is consistent with the total sales value for the purposes of evaluating performance.

GOING CONCERN

The Board of Directors of AMCL, after analyzing the previous business operation and having full cause and effect in the financial statement, confirm that they have reasonable expectation on the going concern iden-

tity of the company. Analysis of previous business operation and cause and effect in the financial statement are the basis of this confirmation Management has prepared financial statements on a going concern basis, having made due enquiries that the Company have adequate resources to continue operations in the foreseeable future.

EXTRA-ORDINARY EVENTS

No event of extra ordinary gain or loss occurred during the reporting period which would require adjustment or disclosure in the financial statements.

UTILIZATION OF PROCEEDS PROM PUBLIC ISSUE

No such event of collecting fund from public issues took place during the financial period which would require adjustment or disclosure in this annual report.

VARIANCE IN QUARTERLY AND ANNUAL FINANCIAL PERFORMANCE

During the financial year no such reporting is applicable for the management in respect of significant variance occurs between the Quarterly Financial performance and Annual Financial Statements.

APPRECIATION

We would like to voice our deep appreciation& sincere gratitude on behalf of The Board of Directors of Agricultural Marketing Co. Ltd to the valued investors, consumers, patrons, well-wisher, banks, insurance companies, Securities & Exchange Commission, Dhaka Stock Exchange, Chittagong Stock Exchange, Government regulatory agencies, Central Depository Bangladesh Limited and all business associates for their confidence, continued support & cooperation in accomplishing the company's business objective. We look forward to their continued support, co-operation, and guidance those are our constant source of encouragement in the day ahead.

The Directors also express their deep appreciation for the sincere and dedicated service rendered by the employees of the Group for the progress of the Company.
Once again we offer our heartiest thanks to all shareholders for their support during this year.

On behalf of the Board of Directors,

Md. Eleash Mridha
Managing Director

Mrs. Uzma Chowdhury
Director

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ড্রিংকিং ওয়াটার

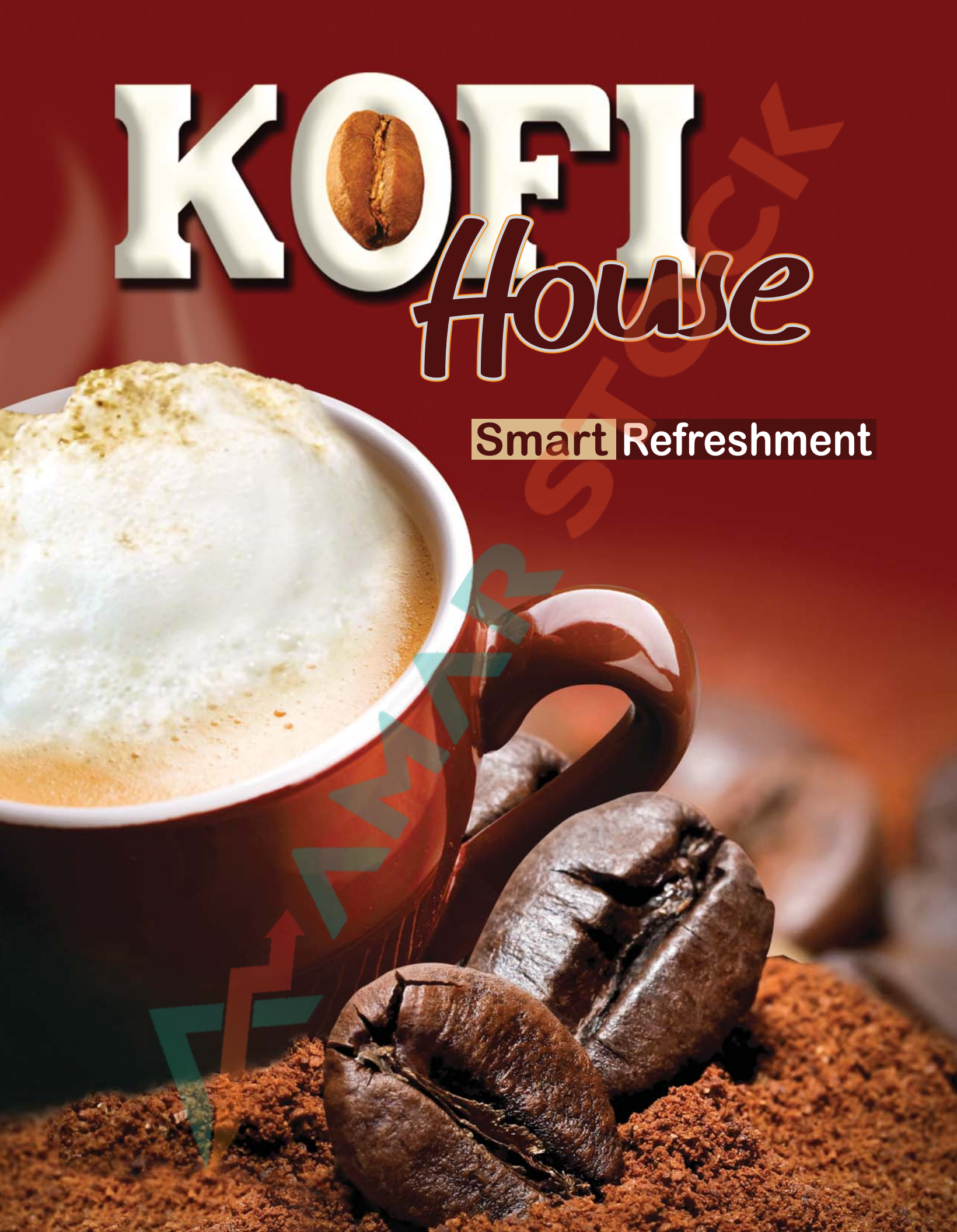
এক বোতল প্রাণশক্তি

নিরাপদ ও বিশুদ্ধ পানির ব্যাপারে

নো কম্প্রোমাইজ

- স্টেট অব দ্যা আর্ট টেকনোলজি
- রিভার্স অসমোসিস প্রক্রিয়া
- ১৩টি স্তরে পরিশোধিত




KOFI
House
Smart Refreshment

শেয়ারহোল্ডারগণের প্রতি পরিচালকমন্ডলীর প্রতিবেদন

৩০ জুন ২০১৮ সমাপ্ত বছরের জন্য

সম্মানীত শেয়ারহোল্ডারগণ

এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড (এএমসিএল) এর পরিচালনা পর্ষদ কোম্পানীর ৩৩তম বার্ষিক সাধারণ সভা (এজিএম) এ আপনাদেরকে স্বাগত জানাচ্ছে। আপনাদের সদয় বিবেচনা ও অনুমোদনের জন্য ৩০ জুন, ২০১৮ ইং তারিখে সমাপ্ত বছরের কোম্পানীর পরিচালনা কার্যক্রম, নিরীক্ষিত আর্থিক বিবরণী, নিরীক্ষকের প্রতিবেদন এবং প্রাতিষ্ঠানিক সুশাসন নিরীক্ষকের প্রতিবেদন আপনাদের সামনে উপস্থাপন করতে পেরে আমরা আনন্দিত। দেশের বর্তমান অর্থনৈতিক অবস্থা বিবেচনা করে এই বার্ষিক প্রতিবেদনে ব্যবসার বর্তমান পরিস্থিতি তুলে ধরতে চেষ্টা করেছি।

ব্যবসায়িক কার্যক্রম পর্যালোচনা

ব্যবস্থাপনা ও পরিচালনা পর্ষদ বছরব্যাপী ব্যবসায়িক কার্যক্রমের উপর সজাগ দৃষ্টি রাখেন। বর্তমান সময়ে আমাদের লক্ষ্য ও কর্মকৌশল হচেছ মানসম্মত নিরাপদ খাদ্য ও অন্যান্য পণ্য স্বল্পমুল্যে আগে সরবরাহ করা। সুতরাং ব্যবসায় বিভিন্ন উপাদান যেমন, উৎপাদন, বিক্রয়, বিপনন ও বিতরণ সফলতা অর্জনের জন্য একযোগে কাজ করা। স্থানীয় ও বৈশ্বিক চ্যালেঞ্জ উত্তোরণে বিক্রয় এলাকা ও পূর্বের ব্যবসা ধরে রাখার জন্য বিপনন খরচ উল্লেখযোগ্য হারে বৃদ্ধি পেয়েছে। ভোক্তাদের বিশ্বাস ধরে রাখতে পণ্যের আরো উন্নতি করা হয়েছে।পণ্যের গুণগত প্রবৃদ্ধি ধরে রাখার জন্য উৎপাদন খরচ এবং চাহিদার অপর্যাপ্ত পূর্বাভাষ কমাতে প্রতিনিয়ত চাপ বাড়ছে। এক্ষেত্রে পরিচালনা পর্ষদ সম্পদের সর্বোচ্চ ব্যবহার নিশ্চিত করতে বছরজুড়ে বিভিন্ন কর্মসূচী বাস্তবায়ন করছে। গত বছর জুস ও পানীয় উৎপাদন ক্ষমতা ছিল ৩০৯,২১২,০০০ পিস/প্যাকেট এবং এ বছর এই বিদ্যমান সুবিধা ধরে রাখা। গত বছরের তুলনায় প্রকৃত উৎপাদন বেড়ে হয়েছে ১৮৩,৮৬৫,৬৪৪ । এছাড়া খনিজ পানির প্রকৃত উৎপাদন উল্লেখযোগ্যভাবে বৃদ্ধি পেয়েছে।

ব্যবস্থাপনা পর্ষদ কোম্পানির যন্ত্রপাতির পূর্ণ ব্যবহার নিশ্চিত করে এই বছরে প্রকৃত উৎপাদন ক্ষমতা সর্বাধিক বাড়ানোর চেষ্টা করেছে। কোম্পানির উৎপাদন বৃদ্ধির জন্য যন্ত্রপাতির সুষ্ঠ ব্যবহার নিশ্চিত করে মানব সম্পদের পূর্ণ সম্ভবনাকে কাজে লাগিয়েছে। এ বছর আর্থিক খাতে মোট ব্যয় ছিল ২৯.৯৪ শতাংশ যা গত বছর ছিল ৩১.৩৬ শতাংশ অনুরুপভাবে প্রশাসনিক খরচ, বিপনন খরচ, বিক্রয় এবং বিতরণ খরচ ছিল যথাক্রমে ৯.৩২, ১২.১৬, ১৭.৬৪ এবং ১০.৭৮ শতাংশ। খাদ্য উৎপাদনের ও বাজারজাতকরণের প্রতিকুল অবস্থা বিবেচনা করেও মোট আয় ২৩৮ কোটি টাকা থেকে ২৫৩ কোটি টাকায় উন্নিত হয়েছে যা গত বছরের তুলনায় ৬.৬৫ শতাংশ বেশী।

কোম্পানীর পণ্যের উৎপাদন ক্ষমতা এবং প্রকৃত উৎপাদনের শতকরা হার নিম্নে দেয়া হলো ঃ

পণ্যের বিবরণ	ক্ষমতা (পিস/প্যাকেটে)	উৎপাদন (পিস/প্যাকেটে)	শতকরা উৎপাদন
ফলের রস, পানীয় ও অন্যান্য	৩০৯,২১২,০০০	১৮৩,৮৬৫,৬৪৪	৫৯.৪৬%
খনিজ পানি	৫৩,৮৩০,০০০	১২,৯৩৬,৫৫১	২৪.০৩%
কোমল পানীয়	১৬,৬৫০,০০০	১৫,৭৮৬,৫৬৪	৯৪.৮১%
আইচ পপ, ম্যাঙ্গোবার এবং অন্যান্য	২৪,৭২০,০০০	১৭,৬৫৪,৩২৮	৭১.৪২%

পণ্য রপ্তানী

ব্যবস্থাপনা প্রতিনিধিরা কঠোর পরিশ্রমের মাধ্যমে পণ্য রপ্তানী করে পর্যাপ্ত রপ্তানী আয় অর্জন করেছে। রপ্তানী আয় প্রতিনিয়ত বাড়ছে। এ বছর রপ্তানী আয় হয়েছে ১২৭.৮ কোটি টাকা যা গত বছর ছিল ১২২.৯ কোটি টাকা। যা গত বছরের তুলনায় এ বছর ৪ শতাংশ

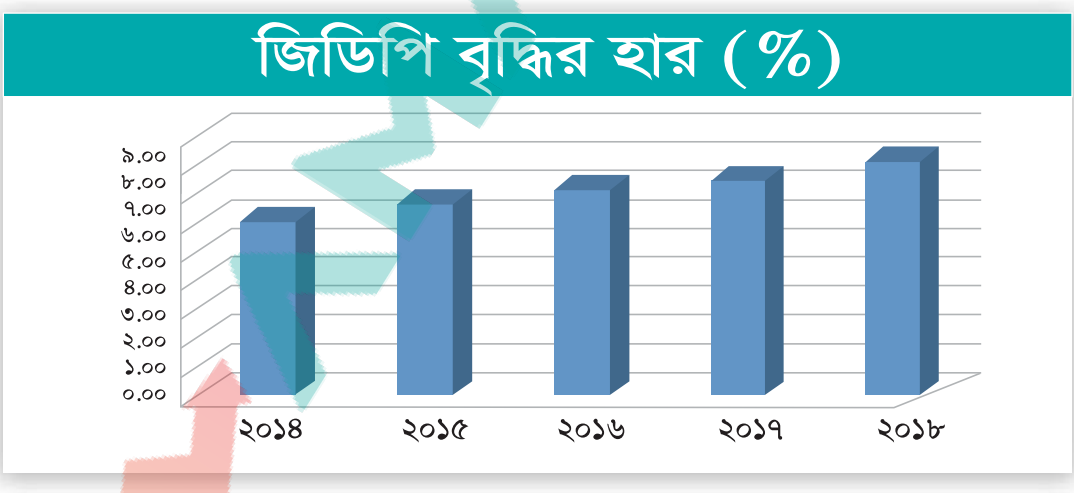
বৃদ্ধি পেয়েছে। বিভিন্ন বাণিজ্যমেলাগুলোতে অংশ গ্রহনের কারণে এই বৃদ্ধি হয়েছে। এছাড়া এবছরে রপ্তানীখাতে মোট আয়ের ৫০ শতাংশ অবদান রয়েছে। সরকারী নীতি অনুযায়ী নগদ প্রণোদনা রপ্তানী আয়ে অন্তভূক্ত রয়েছে।

বিক্রয় ও বিতরণ

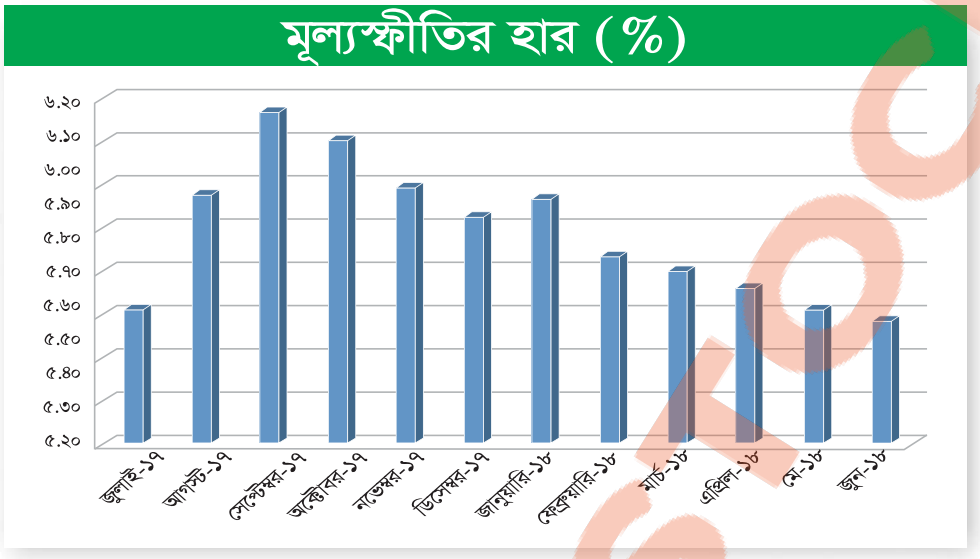
বিক্রয় ও বিতরণ দুটি গুরত্বপূর্ণ উপাদান যা ব্যবসায়িক কার্য্যক্রমে একে অপরের সাথে সম্পৃক্ত। কোম্পানী সবসময় আয় বৃদ্ধির জন্য বিক্রয় কার্যক্রমকে অগ্রাধিকার প্রদান করে। এ লক্ষ্য অর্জনে, গ্রাহকদের সন্তুটির মাধ্যমে একটি শক্তিশালী বিতরণ নেটওর্য়াক নিশ্চিত করা হয়েছে। কার্যকরী বিপনন প্রচারগুলো বিক্রয় বৃদ্ধির উপর প্রভাব ফেলে এবং স্বল্পসময়ের মধ্যে সরবরাহ করতে সক্ষম হয়। বিক্রয় ও বিতরণের সকল লক্ষ্য অর্জনের জন্য এ বছরে এ খাতে বাজেট বৃদ্ধি পেয়েছে।

দেশের আর্থ-সামাজিক অবস্থা ঃ শিল্পখাত

এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড (এএমসিএল) মুলত দেশের স্থানীয় কৃষক ও সরবরাহকারীর কাছ থেকে কৃষি পণ্য সংগ্রহ ও খাদ্য পণ্য উৎপাদন ও বিপননের উপর জোর দেয়। প্রান্তিক পর্যায়ের কৃষক ও অন্যান্য উৎস থেকে কাঁচামাল ক্রয় করা হয়। খাদ্য প্রস্তুতকারক ব্যতীত সাধারণ ভোক্তাদের নিকট ব্যাপক আকারে পণ্য বিক্রী করা প্রান্তিক পর্যায়ের খাদ্য উৎপাদকদের জন্য খুব কঠিন। খাদ্য প্রস্তুতকারক বিশ্ববাজারে পন্য রপ্তানী করে বৈদেশিক মুদ্রা অর্জন করে। বৈদেশিক মুদ্রা অর্থনীতির শক্তি এবং আর্থ-সামাজিক উন্নয়নে ওএমজি অর্জনে গতি সঞ্চার করে। অর্থ বিনিয়োগকারীরা যদি প্রয়োজনীয় বিনিয়োগ নিশ্চিত না করেন তাহলে অগ্রগতি টেকসই হবেনা। এছাড়া ও সরকারের পরিবেশ বান্ধব নীতি প্রনয়ণ এবং তার যথাযথ বাস্তবায়ন করে উদ্যোক্তাকে সাহায্য করতে পারে। গত বছর অর্থনীতি ধীর গতি এবং কঠিন বৈশ্বিক আর্থিক অবস্থার মুখোমুখি হয়েছিল। বাংলাদেশ পরিসংখান ব্যুরো (বিবিএস) মতে, এ বছর জিডিপি বৃদ্ধির হার ছিল ৭.৮৬ শতাংশ যা গত বছর ছিল ৭.২৮ শতাংশ। দেশের বৈদেশিক মুদ্রার উদ্বৃত্ত ৩২.৯৪ বিলিয়ন ডলারের বেশি বৃদ্ধি পেয়েছে। যা পর্যাপ্ত রেমিট্যান্স প্রবাহের কারণে বিনিময় হার গুলোতে স্থিতিশীল প্রভাব ফেলেছে।
২০১৮ সালের সেপ্টেম্বরে মুদ্রাস্ফীতির রেকর্ড ৫.৪৩ শতাংশে (পয়েন্ট টু পয়েন্ট ভিত্তিতে) উপনীত হয়েছে।



উৎস ঃ বাংলাদেশ পরিসংখ্যান ব্যুরো



উৎস ঃ বাংলাদেশ পরিসংখ্যান ব্যুরো

পরিচালনা কার্যক্রম:

আমরা আনন্দের সাথে জানাচ্ছি যে, পর্যালোচনাধীন বছরে প্রতিযোগিতামুলক বাজারে ভোক্তাদের স্বাদ ও পছন্দের অনুযায়ী পরিবর্তনগুলো সত্ত্বেও এএমসিএল (প্রাণ) প্রায় ২৫৩.৮ কোটি টাকা মোট বিক্রয় করেছে যা গত বছরে ছিল ২৩৮.০০ কোটি টাকা। গত বছরের তুলনায় এ বছর ৬.৬৫ শতাংশ বৃদ্ধি পেয়েছে। এ সময়ে উৎপাদন খরচও বেড়েছে। প্যাকেজিং সহ অন্যান্য কাঁচামাল খরচও আনুপাতিক হারে বেড়েছে। ব্যবস্থাপনা কর্তৃপক্ষ শ্রমিকদের মজুরী পর্যালোচনা করছে বিদ্যমান শ্রম আইন অনুযায়ী। খাদ্যদ্রব্যের মুল্যস্ফীতির বিবেচনা করে বেতন বৃদ্ধি পেয়েছে। উৎপাদন খরচে এর একটি প্রতিকূল প্রভাব আছে। আমরা ভোগ্য পণ্যের মুল্য বৃদ্ধি না করে এবং বিক্রয় বৃদ্ধির মাধ্যমে খরচ কমাতে চেয়েছিলাম। আমাদের বেশির ভাগ পণ্যের দাম গত বছরের মতো স্থিতিশীল ছিল। প্রতিকুল পরিস্থিতির মধ্যেও কোম্পানি ৬.৯৫ কোটি টাকা মোট মুনাফা এবং শ্রমিকের মুনাফা তহবিলের সমন্বয় (ডব্লিউপিপিএফ) ও প্রাতিষ্ঠানিক কর বাদে ৫.৫৫ কোটি টাকা নীট মুনাফা করেছে।

জুন ৩০, ২০১৮ তারিখ পর্যন্ত ১২ মাসে কোম্পানীর আর্থিক সক্ষমতার তুলনামূলক বিবরণ নিম্নে উপস্থাপন করা হলো ঃ

বিবরণ	৩০-জুন-২০১৮ (টাকা)	৩০-জুন-২০১৭	পরিবর্তনের হার
আয়	২,৫৩৮,৫২৮,৭৫০	২,৩৮০,৩৩৫,৪৯৩	৬.৬৫
বিক্রিত পণ্য	২,০৫১,৫১২,১৪৬	১,৯২৫,৫৩১,১৬৭	৬.৫৪
মোট মুনাফা	৪৮৭,০১৬,৬০৪	৪৫৪,৮০৪,৩২৬	৭.০৮
পরিচালনা ব্যয়	২৯২,৪৮০,৪২৩	২৬১,৪২৮,৭৬৫	১১.৮৮
নীট মুনাফা (কর পূর্ববর্তী)	৭০,৪৫৬,৫২০	৭২,৬৮১,৪২২	-৩.০৬
কর সঞ্চিতি	১৪,৯০৮,১৯১	১৭,৭৪৪,০০৫	-১৫.৯৮
কর পরবর্তী নীট মুনাফা	৫৫,৫৪৮,৩২৯	৫৪,৯৩৭,৪১৭	১.১১

অত্র বছরে শেয়ার প্রতি কোম্পানীর আয় ছিল ৬.৯৪ টাকা। প্রতিটি ১০ টাকা মূল্যের ৮০০০০০০ শেয়ার অনুযায়ী এ হিসাব সম্পন্ন হয় এবং গত বছর শেয়ার প্রতি আয় ছিল ৬.৮৭ টাকা।

কোম্পানীর পণ্যসমুহ

এগ্রিকালচারাল মার্কেটিং কোং লিমিটেড কৃষি পণ্য ব্যবহার করে বিভিন্ন পানীয় ও ভোগ্যপণ্য উৎপাদন করে। এর মধ্যে রয়েছে কৃষি এবং কৃষিজাত পণ্যের অনেক কাঁচামাল এবং প্রস্তুতকৃত পন্য। কোম্পানি বিভিন্ন ধরণের জুস, পানীয়, মিনারেল ওয়াটার, কোমল পানীয়, আইচ পপ, ম্যাংগো বার উৎপাদন করে। ফলের রস ও পানীয় ট্রেটা প্যাক, কাঁচের বোতল, পিইটি বোতল ও ক্যানে বোতলজাত করা হয়। এএমসিএল বর্তমানে দুই ধরণের পানীয় তৈরী করছে। একটি হলো স্বাদযুক্ত পানীয় এবং আরেকটি হলো কোমল পানীয়।

মানবসম্পদ ব্যবস্থাপনা

কোম্পানী এর সকল বিভাগে মেধাভিত্তিক, স্বচ্ছ, ন্যায্য এবং সমতাভিত্তিক কর্মসংস্থানের সুযোগ নিশ্চিত করতে বদ্ধপরিকর। এখানে মেধা ব্যবস্থাপনা ও বৈজ্ঞানিক ব্যবস্থা রয়েছে যা বিশ্ববাজারে সফলভাবে প্রতিযোগিতা করে কোম্পানীকে সফলভাবে এগিয়ে নেওয়ার জন্য মেধাবী কর্মী নেওয়া নিশ্চিত করেছে।

এএমসিএল এর উচ্চ কার্যকরী মানসম্পদের পেছনে আরেকটি কারণ হলো প্রশিক্ষণ। আমরা এএমসিএল এর প্রতিটি দলের সদস্যদের জন্য প্রয়োজন ভিত্তিক প্রশিক্ষন প্রদান করি। এ বছর আমরা কর্মপরিকল্পনা, কর্মচারী প্রণোদনা, দল গঠন, অভিযোগ পরিচালনা, অগ্নি এবং বৈদ্যুতিক নিরাপত্তা, রাসায়নিক নিরাপত্তা, কর্মস্থলের নিরাপত্তা, কম্পিউটার জ্ঞান, ব্যক্তিগত উন্নয়ন ইত্যাদির উপর প্রশিক্ষণের আয়োজন করেছি। আমরা বৈদ্যুতিক, প্লাম্বার, ওয়েল্ডার, লেদারম্যান, ড্রাইভারের জন্যও বিভিন্ন ধাপে প্রশিক্ষণ পরিচালনা করেছি। এএমসিএল এর প্রতিটি কর্মচারী পেশা উন্নয়নের সুযোগ পায় এবং কর্মীদের উচ্চতর ডিগ্রী সম্পূর্ণরুপে, মেধার, কর্মক্ষমতা, উৎপাদন-শীলতা এবং মেধার মানের উপর ভিত্তি করে মূল্যায়ন করা হয়। কর্মীদের জীবিকার অংশ হিসাবে চাকুরী নিশ্চিতকরণ ভাতা প্রদানে উৎসাহিত করে। পর্যালোচনাধীন বছরে কোম্পানী প্রধান কার্যালয় ও কারখানায় মোট কর্মকর্তা কর্মচারী ছিল ১১৪১ জন। যা গত বছর ছিল ১০৬৯ জন।

প্রতিপালন ব্যবস্থাপনা

কোন কোম্পানি যদি দীর্ঘ মেয়াদে সফল হতে চায় তবে তাদেরকে অবশ্যই বিধি নিষেধ মেনে চলার প্রতিশ্রুতি প্রণয়ন করতে হবে। "কমপ্লায়ান্স" বলতে সাধারণতঃ আইনী বিষয়সমূহ মেনে নেওয়া বোঝায়। এর সঙ্গে অভ্যন্তরীণ পথ নির্দেশনাও (আচরণ বিধি, নিদের্শাবলী) জড়িত। বর্তমানে এর সঙ্গে সততার সঙ্গে কাজ করার প্রতিশ্রুতির বিষয়টিও জড়িত। কমপ্লায়ান্সের পেছনে প্রাথমিক যে বিষয়টি জড়িত তা হলো-ফলপ্রসূ ব্যবস্থাপনা। অপর পক্ষে, কমপ্লায়ান্স ভঙ্গ করার পেছনের কারণ হলো-ব্যবস্থাপনা নীতি প্রয়োগে ঘাটতি। পদ্ধতিগত কমপ্লায়ান্স ব্যবস্থাপনার মধ্যে রয়েছে কোম্পানির ঝুঁকিসমুহ, সংবিধিবদ্ধ বিধিসমূহ ভঙ্গ করার বিষয়টি কোম্পানি যথা সম্ভব এড়িয়ে চলতে পারে এবং এ কারণে পেশাগত সততাও বৃদ্ধি পায়। সুতরাং, উন্নততর ব্যবস্থাপনার একটি অবিচ্ছেদ্য অংশ ফলপ্রসু কমপ্লায়ান্স ব্যবস্থাপনা। নীতি মেনে চলার মাধ্যমে এবং সততার মাধ্যমে কাজ করার সাহায্যে একটি কোম্পানি সামাজিক দায়বদ্ধতা পালন করতে পারে।

আর্থিক প্রতিবেদনে পরিচালকদের দায়িত্ব

প্রাতিষ্ঠানিক সুশাসন নির্দেশনার শর্ত ১(৫)(৯) অনুসারে পরিচালকবৃন্দ, একটি সত্য ও সুন্দর আর্থিক বিবরণী প্রস্তুত ও উপস্থাপন করে থাকেন। এই উপস্থাপনা কোম্পানীর আভ্যান্তরীণ নিয়ন্ত্রণ একটি ত্রুটিমুক্ত আর্থিক পরিকল্পনা প্রণয়ন, হিসাব বিজ্ঞানের নীতিমালা নির্ধারণ ও এর বাস্তবায়ন নির্দেশ করে। পরিচালকগণ তাদের সর্বোচ্চ জ্ঞানমতে নিম্নের বিষয়গুলো নিশ্চিত করেন যে-

(১) কোম্পানীর কর্তৃক প্রস্তুতকৃত আর্থিক প্রতিবেদনটি নিরপেক্ষভাবে উপস্থাপন করা হয়েছে যা কোম্পানীর কার্যক্রম, নগদ প্রবাহ এবং তারল্যের পরিবর্তনের নির্যাস।

(২) কোম্পানীর হিসাবের যথাযথ বহি সংরক্ষণ করা হয়েছে।

(৩) আর্থিক প্রতিবেদন প্রস্তুতকরণে যথাযথ হিসাবরক্ষণ নীতিমালা দৃঢ়ভাবে প্রয়োগ করা, এবং আর্থিক প্রতিবেদনটি উপযুক্ততা এবং যাচাইযোগ্যতার ভিত্তিতে প্রাক্কলন করা হয়েছে।

(৪) পরিশেষে কোম্পানির ব্যবস্থাপনা দ্বারা প্রস্তুতকৃত আর্থিক বিবরনী কাজের অবস্থা, ফলাফল, নগদ প্রবাহ এবং ইক্যুইটি উপস্থাপন করে।

আর্থিক প্রতিবেদনে বিএএস/আইএএস/বিএফআরএস/আইএফআরএস এর প্রয়োগ

কোম্পানীর আর্থিক প্রতিবেদন প্রস্তুতকরণে আন্তর্জাতিক হিসাবরক্ষণ মানদন্ড (আইএএস)/বাংলাদেশ হিসাবরক্ষণ মানদন্ড (বিএএস)/আন্তর্জাতিক আর্থিক প্রতিবেদন মানদন্ড (আইএফআরআস/বাংলাদেশ আর্থিক প্রতিবেদন মানদন্ড (বিএফআরএস), বাংলাদেশে প্রযোজ্য আন্তর্জাতিক নিরীক্ষা মানদন্ড অনুসরণ করা হয়েছে, এবং সেক্ষেত্রে কোন কিছু পরিহার করা হলে, তা যথাযথভাবে প্রকাশ করা হয়েছে। প্রতিপালন বিবরণী আর্থিক বিবরণী নোট ২.১ এ উল্লেখ করা হয়েছে।

প্রধান নির্বাহী কর্মকর্তা ও প্রধান অর্থ কর্মকর্তার আর্থিক প্রকাশনার দায়বদ্ধতা

কোম্পানীর আর্থিক প্রতিবেদন পেশ করার পূর্বে তা নিরীক্ষা ও পর্যালোচনার জন্য প্রধান নির্বাহী কর্মকর্তা (সিইও) এবং প্রধান অর্থ কর্মকর্তা (সিএফও) প্রাথমিকভাবে দায়বদ্ধ। যদি তাদের পর্যালোচনা কোন অযৌক্তিক বা ভুল বিবরণ পাওয়া যায়, তাহলে তারা বোর্ডকে তা অবহিত করবেন। তাদের পর্যালোচনার পরে, তারা বোর্ডকে আর্থিক প্রতিবেদনের নিরপেক্ষতা ও সত্যতা সম্পর্কে প্রত্যয়নপত্র প্রদান করেছেন। বোর্ড ২৪ নভেম্বর ২০১৮ তারিখে অনুষ্ঠিত তাদের সভায় প্রধান নির্বাহী কর্মকর্তা (সিইও)/এমডি এবং প্রধান অর্থ কর্মকর্তা (সিএফও)কর্তৃক যৌথভাবে প্রত্যয়নপত্র দাখিল করেন, যা বিএসইসি ৩রা জুন, ২০১৮ সালের প্রাতিষ্ঠানিক সুশাসন নির্দেশনা এর ১(৫) (২৬) নং শর্তের চাহিদা মোতাবেক ছিল।

শেয়ার ধারণের ধরন

সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন শেয়ার গ্রহণকারী ব্যক্তিদের সাথে কোম্পানীর সম্পর্কের বিষয় উন্মোচনের জন্য ১.৫(২৩) নং শর্ত আরোপ করেছে। পরিচালনা পর্ষদ ৩০ জুন ২০১৮ তারিখে কোম্পানীর শেয়ারহোল্ডারদের তালিকা অনুসারে শেয়ার ধারণ উপস্থাপন করেছে, যা বার্ষিক প্রতিবেদনের সংযুক্তি-২ এ সন্নিবেশিত হয়েছে।

প্রাতিষ্ঠানিক সুশাসন অনুশীলন

ব্যবসা পরিচালনার ক্ষেত্রে ও সংখ্যালঘু শেয়ারহোল্ডারদের অধিকার রক্ষার্থে স্বচ্ছতা নিশ্চিত করতে প্রাতিষ্ঠানিক সুশাসন একটি গুরত্বপূর্ণ ভূমিকা পালন করে। ব্যবসায়ের উন্নয়ন টেকসই করতে একটি কাঠামোর মধ্যে কাজ করা উচিত। প্রতিষ্ঠানের মধ্যে সুশাসন বজায় রাখতে এবং সুনিশ্চিত করার জন্য তালিকাভূক্ত কোম্পানীগুলোর জন্য নিয়ন্ত্রক সংস্থা একটি কাঠামো হিসাবে কাজ করছে। এএমসিএল এর পরিচালনা পর্ষদ দৃঢ়ভাবে বিশ্বাস করে যে দীর্ঘমেয়াদী কার্যক্ষমতা এবং ধারাবাহিক প্রবৃদ্ধি ও সফলতার জন্য প্রাতিষ্ঠানিক সুশাসন অপরিহার্য বিষয়। এটি কোম্পানির আভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা তৈরী করে।

কোম্পানি বাংলাদেশ সিকিউরিটিজ একচেঞ্জ কমিশন (বিএসইসি) এর প্রাতিষ্ঠানিক সুশাসন নির্দেশিকা (সিজিজি), কোম্পানি আইন ১৯৯৪, ঢাকা এবং চট্রগ্রাম ষ্টক একচেঞ্জের নিয়মকানুন ছাড়াও অভ্যন্তরীণ ও আন্তর্জাতিক নির্দেশনা, চর্চা ও আইনের উপর ভিত্তি করে প্রাতিষ্ঠানিক সুশাসন অবকাঠামো গড়ে তুলছে। পুঁজিবাজারে এবং ব্যবসায়িক কার্যক্রমে কোম্পানির লক্ষণীয় উপস্থিতি বিদ্যমান আছে। এটি সংশ্লিষ্ট নিয়ন্ত্রনকারী কর্তৃপক্ষের দেয়া নির্দেশনা পালন করে থাকে।

কোম্পানি বাংলাদেশ সিকিউরিটিজ এন্ড একচেঞ্জ কমিশন এর শর্তাবলী পরিপালন যাচাই করার জন্য মেসার্স এস এ রশিদ এন্ড এসোসিয়েটস্ (চার্টার্ড সেক্রেটারিজ ইন প্রাকটিস্) কে নিযুক্ত করেছে। আইনের ৯(১) ধারা মোতাবেক পরিচালন পদ্ধতির উপর যথাযথ প্রতিবেদন প্রদান করার জন্য অত্র প্রতিবেদনের সাথে পরিপালন অবস্থা সংযুক্ত করা হলো। প্রাতিষ্ঠানিক সুশাসন নির্দেশিকার ৯(২) নং শর্তের অধীনে যাচাই বাছাই শেষে নিরীক্ষকগণ একটি প্রত্যয়নপত্র ও তাদের সন্তুটির উপর দলিলপত্রাদি প্রদান করবেন।

প্রাতিষ্ঠানিক সুশাসন সনদের নিরীক্ষক নিয়োগ

বিএসইসি এর প্রজ্ঞাপন নং. বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/এডমিন/ ৮০, তারিখ ০৩ জুন, ২০১৮ অনুসারে এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড এর ২০১৭-১৮ অর্থ বছরের জন্য মেসার্স এসএ রশিদ এন্ড এসোসিয়েটস, চার্টার্ড সেক্রেটারীস্, নোয়াখালী টাওয়ার, ৫৫/বি (১৩ডি, ১৩ তলা) কে প্রাতিষ্ঠানিক সুশাসন নির্দেশনা নিরীক্ষার জন্য নিয়োগ প্রদান করেন। ০৩ জুন ২০১৮ ইং তারিখে বিএসইসি এর জারিকৃত প্রাতিষ্ঠানিক সুশাসন নির্দেশনা মতে পরিচালনা পর্ষদ মেসার্স এসএ রশিদ এন্ড এসোসিয়েটস, চার্টার্ড সেক্রেটারীস্, নোয়াখালী টাওয়ার, ৫৫/বি (১৩ডি ১৩ তলা) কে ২০১৮-১৯ অর্থ বছরের জন্য কোম্পানীর প্রাতিষ্ঠানিক সুশাসন সনদের নিরীক্ষক হিসাবে পূনঃ নিয়োগের সুপারিশ করেন। তাদের পারিশ্রমিক নির্ধারন ও অনুমোদনের জন্য এই সাধারণ সভায় উপস্থাপন করা হবে।

কোম্পানীর অভ্যন্তরীন নিয়ন্ত্রণ

অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা হলো মৌলিক ব্যবস্থাপনা রীতি যার মধ্যে অন্তর্ভুক্ত রয়েছে দুইটি উপাদান: একটি নীতি যা প্রতিষ্ঠিত করতে হবে এবং নীতির সমর্থনে ব্যবহৃত পদ্ধতিসমূহ। কোম্পানির কৌশলগত উদ্যোগ, আইন, বিধি এবং শিল্প মান ও রীতি সমুহের প্রায়োগিক ব্যাখ্যা থেকে সাধারণতঃ অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা উদ্ভূত হয়।
কোম্পানীতে যেসব নীতি এবং পদ্ধতিসমূহ ব্যবহার করা হয়:

* ব্যবস্থাপনা নির্দেশনাসমূহ সঠিকভাবে সম্পাদন করা হয়েছে কিনা তা নিশ্চিত করা।
* কোম্পানী মান নির্ধারণ করা যা কোম্পানির উদ্দেশ্য এবং লক্ষ্য পূরণ করে।
* সকল কর্মচারী এবং প্রক্রিয়ায় প্রযোজ্য সকল বিধি জানানো।

নিরীক্ষা কমিটির মাধ্যমে একটি কার্যকর অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা প্রতিষ্ঠা করা পরিচালনা পর্ষদের গুরুত্বপূর্ণ দায়িত্ব। ঝুঁকি ব্যবস্থাপনা, আর্থিক নিয়ন্ত্রণ এবং পরিপালন আইন নিশ্চিত করার জন্য বিকেন্দ্রীকরণ নীতি অনুসরণ করবে কোম্পানি। ঝুঁকি মোকাবেলায় ব্যর্থতা এবং কোম্পানির উদ্দেশ্য অর্জনের জন্য পরিকল্পনা গ্রহণ করা হয়েছে। কোম্পানি অভ্যন্তরীণ নিয়ন্ত্রণ এবং পরিপালন নিশ্চিত করতে অভ্যন্তরীণ নিরীক্ষা বিভাগ প্রতিষ্ঠা এবং এর প্রধান নিরীক্ষক নিয়োগ করেছে ।

মুনাফা উপযোজন

কোম্পানির আর্থিক ফলাফল বিবেচনা করে আপনাদেরকে জানানো যাচ্ছে যে, মুনাফা উপযোজনের সুপারিশসমুহ পর্যাবেক্ষানাধীন। উপযোজন সমুহ নিচে দেওয়া হলঃ

বিবরণ	(পরিমান '০০০ টাকায়)	
	৩০শে জুন, ২০১৮	৩০শে জুন, ২০১৭
কর কর্তনের পর নীট মুনাফা	৫৫,৫৪৮	৫৪,৯৩৭
যোগঃ পুঞ্জীভূত উদ্বৃত্ত (আনীত)	৪৩৮,১২৫	৪০৮,৬৬৬
উপযোজনের জন্য প্রাপ্ত মুনাফা	৪৯৩,৬৭৩	৪৬৩,৬০৩
বাদঃ গত বছরের সমন্বয়	শূন্য	শূন্য
পূর্নঃ মূল্যায়িত সম্পদের অবচয়	১০৪	১২১
প্রস্তাবিত লভ্যাংশ	(২৫,৬০০)	(২৫,৬০০)
উদ্বৃত্ত হিসাবে স্থানান্তর	৪৬৮,১৭৭	৪৩৮,১২৫

লভ্যাংশের ঘোষণা

কোম্পানী সম্মানীত বিনিয়োগকারীদের স্বার্থের ব্যাপারে সর্বদা সজাগ। বিনিয়োগকারীদের স্বার্থ এবং তাদের মূল্যবান বিনিয়োগের সুরক্ষা বিবেচনা করে ব্যবস্থাপনা পর্ষদ একটি স্থিতিশীল লভ্যাংশ নীতি অনুসরণ করে। ব্যবসায়ের অবস্থা ও প্রবৃদ্ধি বিবেচনা করে

পরিচালনা পর্ষদ ২০১৭-২০১৮ অর্থবছরে জন্য ৩২% হারে নগদ লভ্যাংশের ঘোষনার জন্য প্রস্তাব ও সুপারিশ করেছে। এটা ২০১৮-২০১৯ অর্থবছরের জন্য এখাতে ২৫,৬০০,০০০ টাকা অর্ন্তভূক্ত করবে ।

ঝুঁকি ব্যবস্থাপনা

ঝুঁকি, সমস্যা কিংবা দুর্যোগ সংঘটিত হওয়ার পূর্বে সে ব্যাপারে পদ্ধতিগত সমাধান প্রক্রিয়া হলো ঝুঁকি ব্যবস্থাপনা। ঝুঁকি এড়ানো এবং বিরুপ প্রভাব হ্রাসের জন্য পদ্ধতি গ্রহণ করা হবে। এটি একটি মৌলিক প্রক্রিয়া যার মাধ্যমে আমরা ঝুঁকি সনাক্ত করতে পারব এবং তা মোকাবেলা করার জন্য কৌশল নির্ধারণ করতে পারব। ঝুঁকির প্রকৃত অবস্থার একটি বাস্তবধর্মী মূল্যায়ন প্রস্তুত করাও ঝুঁকি ব্যবস্থাপনার অংশ।

ঝুঁকি ব্যবস্থাপনার ব্যাপারে কোম্পানির লক্ষ্য

* প্রতিষ্ঠানকে কোনো ঝুঁকিপূর্ণ অবস্থায় না ফেলে ঝুঁকির প্রকৃতমূল্য হ্রাসকরণ এবং তা বজায় রাখা।
* ঝুঁকি সংক্রান্ত সকল খরচ এবং সংশ্লিষ্ট বীমা মূল্যায়ন করা।
* যখনই সম্ভব হবে যেসকল অবস্থা এবং রীতি ক্ষতির সৃষ্টি করে সেগুলো পরিবর্তন কিংবা বাদ দেয়া ।
* সংশ্লিষ্ট সকলের স্বার্থ রক্ষা করা।

সম্প্রসারণ এবং ভবিষ্যত পরিকল্পনা

ব্যবস্থাপনা পর্ষদ বিদ্যমান পণ্যের চাহিদা ও গ্রহন যোগ্যতা সর্ম্পকে সর্বদা সজাগ। ভোক্তার চাহিদা পূরণের লক্ষ্যে ধীরে ধীরে পণ্যের উৎপাদন ক্ষমতা প্রকৃত উৎপাদন ক্ষমতার কাছাকাছি নিয়ে যাচ্ছে। কোম্পানী ভোক্তাদের পছন্দ এবং আগ্রহ অনুযায়ী বিদ্যমান পণ্যের সাথে বৈচিত্রপূর্ন পণ্য উৎপাদনের জন্য সচেষ্ট আছে। কোম্পানী বৈচিত্রপূর্ন পণ্য উৎপাদন করে তার পণ্যর সম্ভার আরো প্রসারিত করতে চায়। ভোক্তাদের পছন্দের বিষয় বিবেচনা করে আমরা বিশ্বব্যাপী ব্যবসা প্রসারিত করার চেষ্টা করছি।

পরিচালক পূনঃ নিয়োগ

কোম্পানি আইন, ১৯৯৪ এর ৯১(২) ধারা মোতাবেক প্রাইভেট লিমিটেড কোম্পানি ব্যতীত প্রত্যেক কোম্পানির পরিচালকবৃন্দের মোট সংখ্যার এক তৃতীয়াংশ বার্ষিক সাধারণ সভায় তাদের পদ থেকে অবসর গ্রহণ করবেন এবং যোগ্য হলে পূণর্নির্বাচিত হবেন। ফলে সংঘবিধির ১২৩, এবং ১২৯ ধারা মোতাবেক এই সাধারণ সভায় মিসেস সাবিহা আমজাদ তার পরিচালক পদ থেকে অবসর গ্রহণ করবেন। তিনি যোগ্য হওয়ায় এই বার্ষিক সাধারণ সভায় ১৩০ ধারা মোতাবেক পূণরায় নির্বাচিত হতে পারবেন।

আচরণবিধি

এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড এর পরিচালনা পর্ষদের সদস্যরা পূর্বে গ্রহীত আচরণ বিধি অনুসরণে বদ্ধপরিকর। পরিচালকগণের স্বচ্ছতা এবং জবাবদিহিতা নিশ্চিত করতে পরিচালনা পর্ষদের সদস্যরা একটি আচরণবিধি গ্রহণ করেছেন। পরিচালনা পর্ষদে নতুন সদস্য অন্তর্ভূক্তির ক্ষেত্রে এই আচরণবিধি প্রযোজ্য হয় এবং কোম্পানির নিবন্ধিত কার্যালয়ে প্রয়োজনীয় রেকর্ডের জন্য পরিপালন ব্যবস্থা রাখা হয়। সরকারি কর্তৃপক্ষের নিকট থেকে ব্যবসা এবং বিধি-বিধান সংক্রান্ত নৈতিক আচরণবিধি বজায় রাখার জন্য পরিচালকগণ দায়ী। আচরণবিধির পরিপালন সদস্যগণ বার্ষিক সভায় অবগত করবে।

স্বাধীন পরিচালকের কার্যকাল

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন কর্তৃক ঘোষনা অনুযায়ী ২০১৯ সালের ২৯ এপ্রিল জনাব এম. এ মান্নান স্বাধীন পরিচালক হিসাবে অতিরিক্ত ০৩ (তিন) বছর পূর্ন করবেন। বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নির্দেশনা অনুযায়ী তার মেয়াদ শেষ হওয়ার পর একজন নতুন স্বাধীন পরিচালক নিয়োগ করতে হবে।

বিগত ৬ (ছয়) বছর যাবৎ বোর্ডের সদস্য এবং অডিট কমিটির চেয়ারম্যান হিসেবে দায়িত্ব পালন করায় ব্যবস্থাপনা পর্ষদ জনাব মান্নান কে আন্তরিকভাবে অভিনন্দন জানাচ্ছে। কোম্পানীতে তার মেয়াদকালের সেবাকে প্রাধান্য দিচ্ছে এবং কোম্পানী তার এই অবদান স্মরণ করবে।

পরিচালকদের ভাতা প্রদান

পরিচালনা পর্ষদের সদস্যদের জন্য সভায় অংশগ্রহণের জন্য কোম্পানি ভাতা নির্ধারণ করেছে। তবে পর্ষদ সদস্য যাদের কোম্পানিতে বিনিয়োগ রয়েছে তারা প্রতিষ্ঠান থেকে সভা বাবদ কোনো প্রকার ভাতা গ্রহন করেন না।

সভায় পরিচালকগণের উপস্থিতি

কোম্পানীর নীতি ও কর্ম কৌশল সর্ম্পকিত সঠিক নির্দেশনা, তত্ত্বাবধান এবং নিয়ন্ত্রণের জন্য নিয়মিত বোর্ড সভা অনুষ্ঠিত হয়। পরিচালকগন কোম্পানীর উন্নয়ন ও বৃদ্ধির জন্য সভাগুলোকে গুরুত্বপূর্ন হিসাবে বিবেচনা করে। পরিচালনা পর্ষদ সভাতে প্রদত্ত সিদ্ধান্তগুলো নিয়মিত পর্যবেক্ষণ করে। পর্যালোচনাধীন বছরে বোর্ড সদস্যদের ০৭ (সাত) টি সভা অনুষ্ঠিত হয় এবং এই উপস্থিতি বার্ষিক প্রতিবেদনের সংযোজন ২ এ দেখানো হয়েছে।

নিরীক্ষকের পূনঃ নিয়োগ

বর্তমান নিরীক্ষক মেসার্স একনবীন, চার্টার্ড অ্যাকাউন্ট্যান্টস্ বিডিবিএল ভবন (লেভেল ১৩ ও ১৪) ১২ কাওরান বাজার বা/এ, ঢাকা-১২১৫ এই বার্ষিক সাধারণ সভায় অবসর নিবেন এবং দ্বিতীয় বারের মতো পূর্নরায় নিয়োগের যোগ্য হবেন। কোম্পানি আইন, ১৯৯৪ এ ২১০ ধারা এবং নিরীক্ষক পূনঃ নিয়োগ সর্ম্পকিত অন্যান্য প্রযোজ্য বিধান মোতাবেক মেসার্স একনবীন, চার্টার্ড অ্যাকাউন্ট্যান্টস, বিডিবিএল ভবন (লেভেল-১৩ এবং ১৪), ১২, কাওরান বাজার, বা/এ, ঢাকা- ১২১৫ পরবর্তী বার্ষিক সাধারণ সভা পর্যন্ত কোম্পানীর নিরীক্ষক হিসেবে নিয়োগের সুপারিশ করেন।

এন আর সি (NRC) কমিটি গঠন

প্রাতিষ্ঠানিক সুশাসন নির্দেশনা ৬ নং শর্ত মোতাবেক পরিচালনা পর্ষদ কর্তৃক একটি এন আর সি (Nomination and Remuneration Committee) গঠন করতে হবে। উক্ত নির্দেশনার ধারা ৬ এর বিধান মোতাবেক নুন্যতম একজন স্বাধীন পরিচালকসহ কেবল Non-executive Director গণের সমন্বয়ে নুন্যতম ৩ সদস্য বিশিষ্ট এন আর সি গঠিত হবে যেখানে পরিচালনা পর্ষদ কর্তৃক একজন স্বাধীন পরিচালককে চেয়ারম্যান নির্বাচিত করা হবে। পরিচালনা পর্ষদ উক্ত কোডের বিধান মোতাবেক কমিটির কার্য পরিধি নির্ধারণ করবে। এএমসিএল এর পরিচালনা পর্ষদের পক্ষ থেকে বিবৃতি হচ্ছে যে, প্রাতিষ্ঠানিক সুশাসন নির্দেশনার উক্ত শর্ত অনতিবিলম্বে প্রতিপালনের চেষ্টা করা হবে।

নিরীক্ষা কমিটির কাজ

একটি কার্যকর নিরীক্ষা কমিটি গঠনের জন্য সকল তালিকাভূক্ত পাবলিক কোম্পানির জন্য এটি একটি গুরুত্বপূর্ণ বিষয়। তাই এগ্রিকালচারাল মার্কেটিং কোম্পানি লিমিটেডের পরিচালনা পর্ষদ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি) অধ্যাদেশ ১৯৬৯ এর ২ (সিসি) ধারা কর্তৃক ০৩ জুন, ২০১৮ ইং তারিখে প্রচারিত প্রাতিষ্ঠানিক সুশাসন ৫, ৫ (১), ৫(২), ৫(৩), ৫(৪), ৫(৫), ৫(৬) এবং ৫(৭) শর্ত মোতাবেক নিরীক্ষা কমিটি প্রতিষ্ঠা করেছে। বর্তমান নিরীক্ষা কমিটি নিম্নরুপ:

পরিচালকের নাম	পদবী	কমিটিতে পদবী
জনাব এম.এ মান্নান	স্বাধীন পরিচালক	সভাপতি
জনাব আহসান খান চৌধুরী	সভাপতি	সদস্য
জনাব সাবিহা আমজাদ	পরিচালক	সদস্য
মোহাম্মদ আমিনুর রহমান	কোম্পানী সচিব	কমিটি সচিব

অব্যাহত পর্যবেক্ষণ, তদারকি এবং নিয়ন্ত্রণমূলক আবশ্যকতা, প্রতিষ্ঠিত নীতি, ঝুঁকি ব্যবস্থাপনা সহায়তা এবং দেশের প্রচলিত আইনের পরিপালনের লক্ষ্যে প্রতিষ্ঠানের ফলাফল মূল্যায়নের জন্য এই কমিটি গঠন করা হয়েছে। নিরীক্ষা কমিটি পরিচালনা পর্ষদের উপ-কমিটি হিসেবে কাজ করে। কোম্পানি সচিব কমিটির সচিব হিসেবে কাজ করেন। এই কমিটির চেয়ারম্যান হিসাবে স্বাধীন পরিচালক নিয়োগপ্রাপ্ত হন এবং পরিচালনা পর্ষদ তাকে ০৩ (তিন) বছরের জন্য নিয়োগ করেন এবং এটি কেবল অতিরিক্ত একটি মেয়াদকাল পর্যন্ত বর্ধিত হতে পারে।

সংশ্লিষ্ট পক্ষের লেনদেন

কোম্পানি বিএসইসি'র নির্দেশনা পরিপালন নিশ্চিতকল্পে যথাযথ পদক্ষেপ গ্রহন করেছে। সংশ্লিষ্ট সকল পক্ষের লেনদেন যাচাই বাছাইয়ের জন্য নিরীক্ষা বিভাগে পাঠানো হয়। পরিচালনা পর্ষদ বিএসইসি কর্তৃক প্রচারিত প্রাতিষ্ঠানিক সুশাসন মুলনীতির চাহিদা অনুসারে বার্ষিক প্রতিবেদনে ব্যবসার সাথে সংশ্লিষ্ট সকলপক্ষের লেনদেনের সর্ম্পকিত বিস্তারিত বিবরণ নিরীক্ষা প্রতিবেদনের নোট ৩.১৪ এবং ৪১.১(ক), (খ), (গ) এ উল্লেখ করা হয়েছে।

পণ্যভিত্তিক তথ্য

এগ্রিকালচারাল মার্কেটিং কোম্পানি লিমিটেড এর নিজস্ব বিক্রয়কেন্দ্র এবং পরিবেশকের মাধ্যমে পণ্য বিক্রয় করে। কোম্পানির পণ্যের প্রকাশিত পরিমাণ নিচে দেওয়া হলে। তথ্য নিম্নলিখিত উপায়ে ভাগ করা হয়েছে।

* উৎপাদন ক্ষমতা এবং প্রকৃত উৎপাদন
* বিক্রয়
* উৎপাদিত পণ্য।

কোম্পানির পণ্যসমূহের তথ্য যা সর্বমোট বিক্রয় মুল্যের সাথে সামঞ্জস্যপূর্ণ তার আর্থিক বিবরণী নোট ২৪.২ এবং ২৪.৩ উপস্থাপিত হয়েছে।

চলমান ব্যবসা

এএমসিএল এর পরিচালনা পর্ষদ পূর্বের ব্যবসা পরিচালনা এবং আর্থিক বিবরণী পূর্ণ বিশ্লেষণ করে এই মর্মে নিশ্চয়তা প্রদান করে যে, কোম্পানীর চলমান প্রতিষ্ঠান পরিচয়ের জন্য যৌক্তিক সম্ভবনা রয়েছে। ব্যবস্থাপনা কর্তৃপক্ষ চলমান প্রতিষ্ঠান হিসাব করে কোম্পানীর আর্থিক বিবরণী প্রস্তুত করেছেন এবং যথাযথ অনুসন্ধান করেছে যে, আগামী দিনগুলোতে ব্যবসায়িক কার্যক্রম পরিচালনার জন্য কোম্পানী পর্যাপ্ত সম্পদ রয়েছে।

বিশেষ ঘটনা

এই আর্থিক বিবরণে উম্মোচন বা সমন্বয় করা প্রয়োজন এমন কোন অসাধারণ লাভ বা ক্ষতির ঘটনা প্রতিবেদনের সময়কালে ঘটেনি।

জনসাধারণ থেকে প্রাপ্ত আয়ের ব্যবহার

এই অর্থবছরে জনসাধারণ থেকে তহবিল সংগ্রহের কোন ঘটনা ঘটেনি যা আর্থিক বিবরণীতে সমন্বয় বা উল্লেখ করা প্রয়োজন।

ত্রৈমাসিক এবং বার্ষিক আর্থিক কার্যক্রমের তারতম্য

এই অর্থবছরে ত্রৈমাসিক আর্থিক কার্যক্রম এবং বার্ষিক আর্থিক কার্যক্রমের মধ্যে এমন কোনো গুরুত্বপূর্ণ তারতম্য ঘটেনি যার জন্য কর্তৃপক্ষের প্রতিবেদন প্রযোজ্য হতে পারে।

AMAR STOCK

কৃতজ্ঞতা স্বীকার

এগ্রিকালচারাল মার্কেটিং কোম্পানি লিমিটেডের এর পরিচালনা পর্ষদ সকল শ্রদ্ধেয় বিনিয়োগকারী, ভোক্তা সাধারণ, ব্যাংক, ইন্স্যুরেন্স কোম্পানিসমুহ, সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ, চট্টগ্রাম এক্সচেঞ্জ, সরকারি নিয়ন্ত্রণ সংস্থাসমুহ, সেন্ট্রাল ডিপোজিটরি বাংলাদেশ লিমিটেড এবং সকল ব্যবসায়িক সহযোগী প্রতিষ্ঠানের উদ্দেশ্য পূরণের লক্ষ্যে তাদের আস্থা, ধারাবাহিক সমর্থন ও সহযোগিতা প্রদানের জন্য আন্তরিক কৃতজ্ঞতা প্রকাশ করেছে।

প্রতিষ্ঠানিক উন্নতিতে অবদান রাখার জন্য পরিচালনা পর্ষদ প্রতিষ্ঠানে কর্মরত আন্তরিক ও আন্তনিয়োজিত কর্মকর্তা-কর্মচারীগণের প্রতিও গভীর কৃতজ্ঞতা প্রকাশ করেছে।

পরিশেষে অব্যাহত সহযোগিতা এবং সমর্থনের জন্য সকল বিনিয়োগকারীদেরকে পরিচালকগণ আন্তরিক ধন্যবাদ জ্ঞাপন করছে।

পরিচালনা পর্ষদের পক্ষে

মো. ইলিয়াস মৃধা
ব্যবস্থাপনা পরিচালক

উজমা চৌধুরী
পরিচালক

AMAR STOCK

Board Audit Committee



AMBIT STOCK

REPORT OF THE AUDIT COMMITTEE

For the Year ended on 30 June 2018

Composition of the Committee

The Audit Committee of Agricultural Marketing Company Limited consists of the following members of the Board including an independent Director:

Name	Designation	Position in the Board
Mr. M. A. Mannan	Independent Director	Chairman
Mr. Ahsan Khan Chowdhury	Director	Member
Mrs. Sabiha Amjad	Director	Member
Muhammad Aminur Rahman	Company Secretary	Secretary to the Committee

Scope

The Audit Committee works closely with the Board of Directors as a sub-committee of the Board. The scope of the Audit Committee was defined according to Terms of Reference (TOR) of the committee. Area and responsibility were approved by the members in their Board meeting earlier.

(a) Functions carried out by the committee as follows-

- To review the business areas under risk and reporting in details to the Board
- To adopt accounting policies and principles of BAS, IAS, BFRS, IFRS, BSA & ISA
- To supervise internal control system and financial reporting procedure to the management
- To review reports of internal and external auditors in respect of effective internal control system.
- To monitor compliance activities of the company as directed by regulatory authorities of the country

(b) To review Annual Accounts for the year ended on 30 June 2018 and place in the Director's meeting for approval by the Board;

(c) To review performance of the external auditor(s) for last Financial Year and recommendation for new/re-appointment of auditor; and

(d) To review and consider internal auditors' report and observations pointed out by the external auditors on existing internal control policy of the company.

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Activities carried out by the committee during closing year

The following activities have been performed by the Committee throughout this year.

- Overseen the overall risk involved in performing the business and integrity of the financial reporting process.
- Reviewed quarterly, half yearly and annual financial statement and recommended to the Board for consideration.
- Reviewed, monitored and approved the procedure and task of the internal audit, financial report preparation and audit reports.
- Reviewed performance of the existing auditor who has audited the accounts of the company for the year 2017-18.

Reporting by the committee to the Shareholder's

The committee found adequate arrangement to present a true and fair view of the activities and the financial status of the company and didn't find any material deviation, discrepancies or any adverse finding /observation in the areas of their reporting. No potential risks have been found that can be a threat for company's growth.

Recommendation to the Board

The committee recommended to the Board the following points:

i) The Financial Statements of the Company for the year ended on 30 June 2018 may be approved

ii) Committee is satisfied with the performance of the existing Auditor and they may be re-appointed in the upcoming Shareholder's Meeting, if they express their opinion to be reappointed in the next year.

M.A.Mannan
Chairman
Audit Committee

AMARSTOCK

STATUS OF COMPLIANCE
OF THE CORPORATE GOVERNANCE GUIDELINE (CGC), 2018

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

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.	**Board of Directors:**			
1.(1)	Board's Size (Number of Board members to be 5-20)	✓		
1.(2)	**Independent Directors:**			
1.2 (a)	At least 1/5th 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):	✓		
1.(2) (b) (i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of total paid-up shares of the Company;	✓		
1.(2) (b) (ii)	Who is not a sponsor of the company and 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 family relationship and his or her family members also shall not hold above mentioned shares in the company.	✓		
1.(2) (b) (iii)	Who has not been an executive of the company in immediately preceding 2(two) financial years;	✓		
1.(2) (b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1.(2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director, or officer of any stock exchange;	✓		
1.(2) (b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder or stock exchange or an intermediary of the capital market;	✓		
1.(2) (b) (vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3(three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code;	✓		
1.(2) (b) (viii)	Who is not an independent director in more than 5(five) listed companies;	✓		
1.(2) (b) (ix)	Who has not been convicted by a court competent jurisdictions as defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	✓		
1.(2) (b) (x)	Who has not been convicted for a criminal offence involving moral turpitude.	✓		
1.(2) (c)	The Independent Director's shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).			The term of the existing ID will be expired on 29th April, 2019. New ID will be appointed within the time.
1.(2) (d)	The post of independent director(s) cannot remain vacant for more than 90(ninety) days.	✓		
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) term only;	✓		
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, regulatory and corporate laws and can make meaningful contribution to business.	✓		
1.(3)(b)i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association;	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
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;			N/A
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's degree in economics or commerce or business or law;			N/A
1.(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;			N/A
1.(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			N/A
1.(3)(c)	The Independent Director(s) shall have at least 10 (ten) years' experience in any field mentioned in clause (b);	✓		
1.(3)(d)	In special cases, the above qualifications or experience may be relaxed subject to prior approval of the Commission.			N/A
1.(4)	**Duality of Chairperson of the Board of Director and Managing Director or Chief Executive Officer**	✓		
1.(4)(a)	The positions of the Chairperson of the Board and 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;	✓		
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.	✓		
1.(5)	**The Director's Report to Shareholders**			
1.(5) (i)	Industry outlook & possible future developments in the Industry.	✓		
1.(5) (ii)	Segment wise performance or product wise performance.	✓		
1.5 (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1.(5) (iv)	A Discussion on Cost of Goods sold, Gross Profit Margin and Net profit Margin, where applicable;	✓		
1.(5) (v)	A Discussion on continuity of any Extra-Ordinary activities and their implications (gain or loss);			N/A
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 and basis transactions of all related party transactions;	✓		
1.(5) (vii)	A statement Utilization of proceeds raised through Public Offering (IPO), Repeat Public Offering (RPO). Rights share Offer, Direct listing, etc;			N/A

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.(5) (viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Shares Offer, Direct Listing etc.			N/A
1.(5) (ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;			N/A
1.(5) (x)	A statement of remuneration paid to the Directors including Independent Directors;	✓		
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;	✓		
1.(5) (xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
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;	✓		
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;	✓		
1.(5) (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1.(5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	✓		
1.(5) (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as going concern, that fact along with reasons there of shall be disclosed;	✓		
1.(5) (xviii)	As 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;	✓		
1.(5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1.(5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A
1.(5) (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;			N/A
1.(5) (xxii)	The total number of Board Meetings held during the year and attendance by each director;	✓		
1.(5) (xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:	✓		
1.(5) (xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name wise details):	✓		
1.(5) (xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name wise details):	✓		
1.(5) (xxiii) (c)	Executives;	✓		
1.(5) (xxiii) (d)	Shareholders holding ten perent (10%) or more voting interest in the company (name wise details).	✓		
1.(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:	✓		
1.(5)(xxiv)(a)	A brief resume of the Director	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas;	✓		
1.(5)(xxiv)(c)	Name of the companies in which the person also holds the directorship and the membership of committees of the board.	✓		
1.(5)(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting details analysis of the company's position and operations along with brief discussion of changes in financial statements, among others, focusing on:			
1.(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	✓		
1.(5)(xxv)(b) 1.(5)(xxv)(c)	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;	✓		
	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediately preceding five years explaining reasons thereof;	✓		
1.(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1.(5)(xxv)(e)	Briefly explain the financial economic scenario of the country and the globe;	✓		
1.(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1.(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1.(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclose as per Annexure-A; and	✓		
1.(5)(xxvii)	The report as well as certification regarding compliance of conditions of this code as required under condition 9 shall be disclosed as per Annexure-B and Annexure-C.	✓		
1.(6)	Meetings of the Board of Directors			
	The company shall conduct its board meeting and record the minutes of the meetings as well as keep required books and records inline 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.	✓		
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), for the Chairperson of the Board, other board members and Chief Executive Officer of the Company:			Will be complied within the time stipulated by BSEC
1.(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company			Will be complied after finalization of the code of conduct

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
2.	**Governance of Board of Directors of Subsidiary Company**			
2.(a)	Provision 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;			N/A
2.(b)	At least 1 (one) independent director of the Board holding company shall be a director on the Board of the subsidiary company;			N/A
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;			N/A
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;			N/A
2. (e)	The Audit Committee of the Company shall also review the financial statements, in particular the investments made by the subsidiary company.			N/A
3.	**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)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3.(1) (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3.(1) (c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3.(1) (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3.(1) (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and Stock Exchange(s).			
3.(2)	**Requirement to attend Board of Director's Meetings**			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	✓		
3.(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**			
3.(3) (a)	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 as belief:			
3.(3) (a) (i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	✓		
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;	✓		
3.(3) (b)	The MD or CEO and CFO shall also certified that there are, to the best of knowledge and belief, no transaction s entered into by the company during the year which are fraudulent illegal or violation of the code of conduct fro the company's Board or its member;	✓		
3.(3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
4.	**Board of Director's Committee. For ensuring good governance in the Company, the Board shall have at least following sub-committee:**			
4. (i)	Audit Committee;	✓		
4. (ii)	Nomination and Remuneration Committee			Will be complied within the time specified by BSEC
5.	**Audit Committee**			
5. (1)	**Responsibility to the Board of Directors**			
5. (1) (a)	The Company shall have an Audit Committee as a sub-committee of the Board;	✓		
5. (1) (b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5.(1) (c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5.(2) (a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5. (2) (b)	The Board shall appoint members of the audit committee who shall benon-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) Independent Director;	✓		
5. (2) (c)	All members of the audit committee should be "financially literate" and at least (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;			
5. (2) (d)	When the term of service of any Committee members expires or there is any circumstance causing any committee member to be unable to hold office before expiration of the term service, thus making the number of 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 letter than 1 (one) month from the date of vacancy in the committee to ensure continuity of the performance of work of the Audit Committee;	✓		
5. (2) (e)	The Company Secretary shall act as the Secretary of the Committee.	✓		
5. (2) (f)	The Quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5. (3) (a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be 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 constitution a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular chairperson shall be duly recorded in the minutes.	✓		
5. (3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	✓		
5. (4) (a)	The Audit Committee shall conduct at least its four meeting 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;	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
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.	✓		
5. (5)	**The Audit Committee shall:**			
5. (5) (a)	Oversee the Financial reporting process;	✓		
5. (5) (b)	Monitor choice of accounting policies and principles;	✓		
5. (5) (c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and compliance plan and review of the Internal Audit and Compliance Report;	✓		
5. (5) (d)	Oversee hiring and performance of External auditors.	✓		
5. (5) (e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5. (5) (f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5. (5) (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	✓		
5. (5) (h)	Review the adequacy of internal audit function;	✓		
5 (5) (i)	Review the management's Discussion and Analysis before disclosing in the annual report;	✓		
5. (5) (j)	Review statement of all related party transactions submitted by the management;	✓		
5. (5) (k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		
5. (5) (l)	Oversee the determination of audit fees based on scope and magnitude, level of experise deployed and time required for effective audit and evaluate the performance of external auditors;			
5. (5) (m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering , or Rights Share Offer have brrn utilized as per the purpose stated in relevent offer document or prospectus approved by the Commission:	✓		
5. (6) (a)	**Reporting of the Audit Committee**			
5. (6)	**Reporting to the Board of Directors**			
5. (6) (a) (i)	The Audit Committee shall report on its activities to the Board.	✓		
5.(6)(a)(ii)	**The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:**			
5.(6)(a)(ii)(a)	Report on conflicts of interests;			No such Incidence to report
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; control system;			No such Incidence to report
5.(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance includings securities related laws, rules and regulations;			No such Incidence to report
5.(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such Incidence to report

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
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.			No such Incidence to report
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 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.	✓		
6.	**Nomination and Remuneration Committee (NRC).**			Will be complied within the time frame of BSEC
6. (1)	**Responsibility to the Board of Directors**			
6. (1) (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;			Will be complied within the time frame of BSEC
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 formal process of considering remuneration of directors, top level executive;			Will be complied within the time frame of BSEC
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).			Will be complied within the time frame of BSEC
6. (2)	**Constitution of the NRC**			
6. (2) (a)	The Committee shall comprise of at least three members including an Independent Director;			Will be complied within the time frame of BSEC
6. (2) (b)	All member of the Committee shall be non-executive directors;			Will be complied within the time frame of BSEC
6. (2) (c)	Members of the Committee shall be nominated and appointed by the Board;			Will be complied within the time frame of BSEC
6. (2) (d)	The Board shall have authority to remove and appoint any member of the Committee;			Will be complied within the time frame of BSEC
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;			Will be complied within the time frame of BSEC
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 form such external expert and/or member(s) of staff shall be required or valuable for the Committee;			Will be complied within the time frame of BSEC
6. (2) (g)	The Company Secretary shall act as the secretary of the Committee;			Will be complied within the time frame of BSEC
6. (2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an Independent Director;			Will be complied within the time frame of BSEC

Condition No.	Title	Compliance Status (put tick in 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.			Will be complied within the time frame of BSEC
6. (3)	**Chairperson of the NRC**			
6. (3) (a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;			Will be complied within the time frame of BSEC
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;			Will be complied within the time frame of BSEC
6. (3) (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer queries of the shareholders:		✓	Will attend in upcoming AGM.
6. (4)	**Meeting of the NRC**			
6. (4) (a)	The NRC shall conduct at least one meeting in a financial year;			Will be complied within the time frame of BSEC
6. (4) (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			Will be complied within the time frame of BSEC
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);			Will be complied within the time frame of BSEC
6. (4) (d)	The proceedings of each meeting of the NRC shall duly ne recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.			Will be complied within the time frame of BSEC
6. (5)	**Role of the NRC**			
6. (5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;			Will be complied within the time frame of BSEC
6. (5) (b)	NRC shall oversee among others, the following matters and make report with recommendation to the Board:			Will be complied within the time frame of BSEC
6. (5) (b) (i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive , considering the following:			Will be complied within the time frame of BSEC
6.(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors, to run the company successfully;			Will be complied within the time frame of BSEC
6.(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and			Will be complied within the time frame of BSEC
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;			Will be complied within the time frame of BSEC
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;			Will be complied within the time frame of BSEC
6(5)(b)(iii)	Identifying persons who are qualified to become directions 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;			Will be complied within the time frame of BSEC

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;			Will be complied within the time frame of BSEC
6(5)(b)(v)	Identifying company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;			Will be complied within the time frame of BSEC
6(5)(b)(vi)	Developing recommending and reviewing annually the company's human resources and training policies;			Will be complied within the time frame of BSEC
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.			Will be complied within the time frame of BSEC
7.	**External or Statutory Auditors**			
7(1)	The issuer shall not engage is external statutory auditors to perform the following services of the company namely:			
7(1)(i)	Appraisal or valuation services fairness opinions;	✓		
7(1)(ii)	Financial information system design and implementation;	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statement;	✓		
7(1)(iv)	Broker-dealer services;	✓		
7(1)(v)	Actuarial services;	✓		
7(1)(vi)	Internal audit services of special audit services;	✓		
7(1)(vii)	Any services that the Audit Committee determines.	✓		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1):	✓		
7(1)(ix)	Any other service that creates conflict of interest	✓		
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.	✓		
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.	✓		
8	**Maintaining website by the Company**			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The Company shall keep the website functional from the date of listing.	✓		
8(3)	The Company shall make available the detailed disclosures on its website as required under the regulations of the concerned stock exchange(s).	✓		
9	**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 from on yearly basis regarding compliance of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.			Agenda relating to appointment been included in the meeting notice
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointment by the Shareholders in the annual general meeting.	✓		
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.	✓		

Compliance Certificate

SARashid & Associates
(Chartered Secretaries)
Noakhali Tower (12th Floor, 13-D)
55/B Purana Paltan, Dhaka-1000, Bangladesh
Phone : +88-02-9558796, 01726-533655
E-mail : sarashid12000@yahoo.com, sarashidnasso@gmail.com

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

Report to the Shareholders of Agricultural Marketing Company Limited
on
Compliance on the Corporate Governance Code

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

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

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

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

(a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission except as stated in the remarks column of the Statement on Status of Compliance prepared by the Directors of the Company;

(b) The Management of the Company has given assurance that the Company shall be 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 the Corporate Governance Code within 31 December 2018;

(c) The Management of the Company has given assurance that the Company shall ensure keeping proper books and records as required under the Companies Act 1994, the securities laws and other relevant laws within 31 December 2018; and

(d) The Governance of the Company is satisfactory.

For
SARashid & Associates

S. Abdur Rashid FCS
Chartered Secretary in Practice

Place : Dhaka
Dated : 02 December 2018

Independent Auditors' Report

To the Shareholders of
Agricultural Marketing Company Limited

We have audited the accompanying financial statements of Agricultural Marketing Co Limited, which comprise the statement of financial position as of 30 June, 2018, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended a summary of significant accounting policies and other explanatory information.

Management's Responsibilities 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 (IFRSs), the Companies Act 1994, the Securities and Exchange Rules, 1987 and other applicable laws and regulations and for such internal control as management determines in necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conduct our audit in accordance with International Standards on Accounting (ISAs). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by managements, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above give a true and fair view of the financial position of Agricultural Marketing Company Limited as of 30 June 2018, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs)

Report on Other Legal and Regulatory Requirements

We also report that the financial statements comply with the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other applicable laws and regulations. We, as required by law, further report that:

i) we have obtained all information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;

ii) in our opinion proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books;

iii) the statement of financial position and statement of profit or loss and other comprehensive income of the company dealt with by the report are in agreement with the books of account maintained by the company and examined by us; and

iv) the expenditure incurred was for the purpose of the Company's business.

Dhaka
24 November 2018

ACNABIN
Chartered Accountants



Statement of Financial Position

Statement of Financial Position

as at 30 June 2018



	Notes	Amount in Taka	
ASSETS		**30 June 2018**	**30 June 2017**
Non-Current Assets		**392,391,202**	**474,194,353**
Property, plant and equipment	5	392,391,202	474,194,353
Current Assets		**1,039,057,752**	**988,827,887**
Inventories	6	564,443,119	547,968,661
Accounts receivable	7	135,256,478	140,563,639
Advance, deposit & prepayments	8	278,642,609	236,574,747
Cash and bank balances	9	60,715,546	63,720,840
TOTAL ASSETS		**1,431,448,954**	**1,463,022,240**
EQUITY AND LIABILITIES			
Shareholders' Equity		**603,109,489**	**573,786,537**
Share capital	10	80,000,000	80,000,000
Share premium	11	40,000,000	40,000,000
Revaluation surplus	12	14,932,150	15,661,461
Retained earnings	13	468,177,339	438,125,076
Non-Current Liabilities		**98,733,718**	**163,402,037**
Deferred tax liability	14	13,322,594	14,575,865
Long term loans net off current maturity	15	85,411,124	148,826,172
Current Liabilities		**729,605,747**	**725,833,666**
Current portion of long term loans	15	27,862,204	27,862,204
Short term credit facilities	16	596,518,772	609,186,658
Accounts payable	17	3,093,348	1,981,959
Provision for expenses	18	10,660,137	14,730,823
Security deposit of distributors	19	26,808,848	26,808,848
Income tax payable	20	51,697,868	34,911,028
Workers' profit participation fund (WPPF) payable	21	4,562,504	4,368,396
Other liabilities	22	8,402,066	5,983,750
TOTAL LIABILITIES		**828,339,465**	**889,235,703**
TOTAL EQUITY AND LIABILITIES		**1,431,448,954**	**1,463,022,240**
Net Assets Value (NAV) per Share with Revaluation	34	**75.39**	**71.72**
Net Assets Value (NAV) per Share without Revaluation	34.1	**73.52**	**69.77**

The annexed notes form an integral part of these Financial Statements.

Muhammad Aminur Rahman, FCS Company Secretary	Choudhury Atiur Rasul Chief Financial Officer	Md. Eleash Mridha Managing Director	Ahsan Khan Chowdhury Chairman

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

Dhaka
24 November 2018

ACNABIN
Chartered Accountants

Statement of Profit or Loss & Other Comprehensive income

for the year ended 30 June 2018



	Notes	Amount in Taka	
		30 June 2018	30 June 2017
Revenue	23	2,538,528,750	2,380,800,023
Less: Cost of goods sold	24	2,051,512,146	1,925,531,167
Gross Profit		**487,016,604**	**455,268,856**
Less: Operating Expenses		292,480,423	261,428,765
Administrative expenses	25	56,368,566	51,563,466
Marketing expenses	26	104,557,760	93,222,467
Selling expenses	27	40,154,546	34,133,847
Distribution expenses	28	91,399,551	82,508,985
Gross Operating Profit for the year		**194,536,181**	**193,840,091**
Less: Finance expense	29	125,001,598	119,433,621
Net Operating Profit for the year		**69,534,583**	**74,406,470**
Add: Non Operating Income			
Other income	30	4,444,763	1,909,023
Profit before contribution to Workers' Profit Participation Fund		**73,979,346**	**76,315,493**
Less: Provision for contribution to WPPF		3,522,826	3,634,071
Profit before income tax		**70,456,520**	**72,681,422**
Less: Income tax expense		14,908,191	17,744,005
Current tax	31	16,786,840	20,395,449
Deferred tax	14	(1,878,649)	(2,651,444)
Net profit after income tax		**55,548,329**	**54,937,417**
Other comprehensive income		-	-
Total comprehensive income		**55,548,329**	**54,937,417**
Earning per share (EPS)	32	**6.94**	**6.87**

The annexed notes form an integral part of these Financial Statements.

Muhammad Aminur Rahman, FCS	Choudhury Atiur Rasul	Md. Eleash Mridha	Ahsan Khan Chowdhury
Company Secretary	Chief Financial Officer	Managing Director	Chairman

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

ACNABIN
Chartered Accountants

Dhaka
24 November 2018

Statement of Changes In Equity

for the year ended 30 June 2018

Particulars	Amount in Taka				
	Share Capital	Share Premium	Revaluation Surplus	Retained Earnings	Total
	1	2	3	4	5=(1+2+3+4)
Balance as at 01 July 2017	80,000,000	40,000,000	15,661,461	438,125,076	573,786,537
Net Profit for the year	-	-	-	55,548,329	55,548,329
Depreciation on revalued asset	-	-	(103,934)	103,934	-
Adjustment for deferred tax against Revaluation of Land and land development (Note: 14)	-	-	(445,091)	-	(445,091)
Adjustment for deferred tax against Revaluation of other than land and land development (Note: 14)	-	-	(180,286)	-	(180,286)
Cash Dividend for the year 2016-2017	-	-	-	(25,600,000)	(25,600,000)
Balance as at 30 June 2018	**80,000,000**	**40,000,000**	**14,932,150**	**468,177,339**	**603,109,489**
Balance as at 01 July 2016	80,000,000	40,000,000	15,782,895	408,666,225	544,449,120
Net Profit for the year	-	-	-	54,937,417	54,937,417
Depreciation on revalued asset	-	-	(121,434)	121,434	-
Cash Dividend for the year 2015-2016	-	-	-	(25,600,000)	(25,600,000)
Balance as at 30 June 2017	**80,000,000**	**40,000,000**	**15,661,461**	**438,125,076**	**573,786,537**

The annexed notes form an integral part of these Financial Statements.

Muhammad Aminur Rahman, FCS	Choudhury Atiur Rasul	Md. Eleash Mridha	Ahsan Khan Chowdhury
Company Secretary	Chief Financial Officer	Managing Director	Chairman

Dhaka
24 November 2018

AMARSTOCK

Statement of Cash Flows | for the year ended 30 June 2018



	Notes	Amount in Taka	
		30 June 2018	30 June 2017
A. Cash flows from operating activities			
Receipt from customers		2,758,468,974	2,546,899,247
Payment to suppliers		(1,784,447,530)	(1,625,128,121)
Payment to employees & others		(716,712,955)	(660,393,697)
Income tax payment		(34,429,536)	(35,416,775)
Net cash flow from operating activities		**222,878,953**	**225,960,654**
B. Cash flows from investing activities			
Acquisition of property, plant & equipment		-	(26,001,232)
Net cash used in investing activities		**-**	**(26,001,232)**
C. Cash flows from financing activities			
Repayment of long term loan		(63,415,049)	(51,233,672)
(Repayment)/ Receipt from short term loan		(12,667,886)	38,508,815
Payment of liabilitiers for other finance		(146,966)	1,209,423
Interest Payment		(126,472,662)	(117,682,733)
Dividend Payment		(23,181,684)	(24,762,925)
Net cash used in financing activities		**(225,884,247)**	**(153,961,092)**
D. Net (decrease)/increase in cash and bank balances (A+B+C)		(3,005,294)	45,998,330
E. Cash and bank balances at beginning of the year		63,720,840	17,722,510
F. Cash and bank balances at the end of the year		**60,715,546**	**63,720,840**
Net operating cash flow per share (NOCFPS)	**33**	**27.86**	**28.25**

The annexed notes form an integral part of these Financial Statements.

Muhammad Aminur Rahman, FCS Company Secretary	Choudhury Atiur Rasul Chief Financial Officer	Md. Eleash Mridha Managing Director	Ahsan Khan Chowdhury Chairman

Dhaka
24 November 2018

ACNABIN
Chartered Accountants



1. The Background and Business activities of the Company

1.1 Status of the Company

Agricultural Marketing Company Limited (AMCL) (herein after referred to as AMCL or the Company) was incorporated in Bangladesh on 15 May 1985 as a Private Limited Company under the Companies Act, 1913 and subsequently on 22 June 1993 the company was converted into a Public Limited Company. The Company went into public in 1996 and its shares are listed with the Dhaka Stock Exchange Ltd and Chittagong Stock Exchange Ltd.. The Company's registered office is situated at PRAN-RFL Centre, 105 Middle Badda, Progoti Sharani, Dhaka-1212 and the industrial unit is located at Ghagra, Ghorashal, Narsingdi.

1.2 Nature of business

The Company is engaged in manufacturing & marketing of various food products. The products are sold in local market as well as abroad.

2. Basis of preparation of Financial Statements

2.1 Statement of compliance

The financial statements have been prepared in compliance with the requirements of the International Financial Reporting Standards (IFRSs) and International Accounting Standards (IASs), the Companies Act 1994, Securities and Exchange Ordinance 1969, Securities and Exchange Rules 1987, Listing Regulations of Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. and other applicable laws and regulations.

2.2 Other regulatory compliance

In addition to the above, AMCL is also required to comply and has complied with the following laws and regulations:

- The Income Tax Ordinance 1984;
- The Income Tax Rules 1984;
- The Value Added Tax Act 1991;
- The Value Added Tax Rules 1991;
- The Bangladesh Labor (Amendment) Act 2013;
- Customs Act 1969;
- Sale of Goods Act 1930; and
- Negotiable Instrument Act 1881.

2.3 Basis of measurement

These financial statements have been prepared under the historical cost convention applying accrual basis of accounting in accordance with International Financial Reporting Standards (IFRSs).

2.4 Components of financial statements

The financial statements of the Company consist of the following components:

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

2.5 Use of estimates and judgments

The preparation of the financial statements of the Company requires management to make and apply consistently the judgments, estimates and assumptions for records and balances that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

2.6 Functional and presentation currency

These financial statements are presented in Bangladeshi Taka (Tk/BDT) which is the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest integer.

2.7 Reporting period

These financial statements of the company cover a period of twelve months from 01 July 2017 to 30 June 2018.

2.8 Going concern

The company has adequate resources to be in operation for a foreseeable future and the directors continue to adopt going concern basis in preparing the accounts. The current resources of the company provide sufficient fund to meet the present requirements of its existing business.

2.9 Authorisation for issue

The financial statements were authorized for issue by the Board of Directors on 15 November 2018.

3. Significant Accounting Policies

3.1 Property, plant and equipment (PPE)

3.1.1 Recognition and measurement

Property, plant and equipment are stated at cost or revalued amount, if any, less accumulated depreciation in compliance with International Accounting Standard (IAS)-16: Property Plant and Equipment. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its location and condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

3.1.2 Subsequent costs

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

3.1.3 Depreciation

Depreciation is charged on property (except land), plant and equipment using 'reducing balance method over the estimated useful life of each item of property, plant and equipment. Full month depreciation is charged on addition to property, plant and equipment if such asset is purchased or acquired during the first half of the month. No depreciation is charged on the assets from the month in which such assets are disposed. The rates of depreciation varies from 10% to 20% p.a. based on useful lives and nature of the assets.

Rates of depreciation are as follows:

Particulars	Rate
Factory building	10%
Machinery and Equipments	20%
Furniture Fixture & Equipment	15%
Tools & Accessories	20%
Vehicles	20%
Office Equipments	15%
Plastic Container	20%
Other Fixed Assets	20%

3.2 Revaluation surplus

This represents the difference between book value and revalued amount of land and land development, factory building, machinery & equipment and vehicles. As per IAS 16: Property, Plant and Equipment, revaluation is done with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the

end of the reporting period. The fair value of assets were determined from market-based evidence by an appraisal as on 10 December 1996 by M/S. Golam Mostafa & Associates of Dhaka which is a professionally qualified valuer.

3.3 Financial assets

Financial assets of the company include cash and cash equivalents, accounts receivable and other receivables. The company initially recognizes receivable on the date they are originated. All others financial assets are recognized initially on the date at which the company becomes a party to the contractual provisions of the transaction. The company derecognizes a financial asset when, and only when the contractual rights or probabilities of receiving the cash flows from the asset expire or it transfer the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

3.4 Inventories

3.4.1 Nature of inventories

Inventories consist of raw materials (flavour, acid, vitamin premise, aseptic pack, aluminium can, non-dry creamer, foil, coffee powder, food colour, coconut water powder, glass bottle etc.) packing stuff, store and spares etc.

3.4.2 Valuation of inventory

Inventories are carried at the lower of cost and net realizable value as prescribed by IAS 2: Inventories. Cost is determined using weighted average method. The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in the normal course of business in bringing the inventories to their present location and condition. Costs of conversion include all direct costs excluding interest expense. Net realizable value is based on estimated selling price less any further costs expected to be incurred to make the sale. Cost of Finished Goods include material and conversion cost. Cost of work- in process includes material cost.

3.5 Advance, deposit and prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions or adjustments. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to statement of profit or loss and other comprehensive income.

3.6 Cash and bank balances

Cash in hand and cash at banks have been considered as the cash and cash equivalents for preparation of these financial statements as there were insignificant risk of changes in value of the same.

3.7 Accounts receivable

Accounts receivables are initially recognized as invoice amount and subsequently measured at invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, taking into account aging, previous experience and general economic conditions. When an trade receivable is determined to be uncollected it is written off, firstly against any provision available and then to the statement of profit and loss and other comprehensive income. Subsequent recoveries of amounts previously provided for are credited to the statement of profit and loss and other comprehensive income.

3.8 Financial liabilities

Financial liabilities are recognized initially on the transaction date at which the company becomes a party to the contractual provisions of the liability. The company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. Financial liabilities include payable for expenses, liability for capital expenditure and other current liabilities.

3.9 Accounts payable

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

3.10 Loans and borrowings

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

3.11 Provisions

A provision is recognized in the statement of financial position when the company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the date of statement of financial position. Where the effect of time value of money is material, the amount of provision is measured at the present value of the expenditures expected to be required to settle the obligation.

3.12 Impairment

(a) Financial assets

Accounts receivable and other receivables are reviewed at each reporting date to determine whether there is any objective evidence of impairment. Financial assets are impaired if objective

evidence indicates that a loss event has occurred after the initial recognition of the asset and that the loss event had a negative effects on the estimated future cash flows of that asset, that can be estimated reliably. Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor or issuer will enter bankruptcy etc.

(b) Non-financial assets

An asset is impaired when its carrying amount exceeds its recoverable amount. The company reviewes at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Carrying amount of the assets is reduced to its recoverable amount by recognizing an impairment loss if, and only if, the recoverable amount of the asset is less than its carrying amount. Impairment loss is recognized immediately in profit or loss, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset shall be treated as a revaluation decrease.

3.13 Revenue recognition

In compliance with the requirements of IAS-18: Revenue is recognized only when:

i. Significant risk and rewards of ownership associated with the goods is transferred to the buyer;
ii. The amount of revenue and the cost of the transaction can be measured reliably;

iii. Sale of goods of the company usually occurs at the time of delivery of goods along with invoice, packing list and bill of lading and

iv. It is probable that the economic benefits associated with the transaction will flow to the company.

3.14 Income tax expense

Income tax expenses comprise current and deferred taxes. Income tax expenses are recognized in the the statement of profit and loss and other comprehensive income except to the extent that it relates to items recognized directly in equity, or in other comprehensive income.

3.14.1 Current tax

Income tax expense is recognized in statement of Profit or Loss & Other Comprehensive Income. Current tax is the expected tax payable on the total taxable income for the period/year using tax rates enacted or substantially enacted as of reporting date and any adjustment to tax payable in respect of previous years. The Company is a Publicly Traded Company as per Income Tax Law and provision for tax has duly been made.

3.14.2 Deferred tax

The company has recognized deferred tax using balance sheet method in compliance with the provisions of IAS 12: "Income Taxes". The company's policy of recognition of deferred tax assets/ liabilities is based on temporary differences (Taxable or deductible) between the carrying amount (Book value) of assets and liabilities for financial reporting purpose and its tax base, and accordingly, deferred tax income/expenses has been considered to determine net profit after tax and earnings per share (EPS).

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

3.15 Financial expenses

Financial expenses comprise interest expense on long term loan, short term loan, finance lease and bank commission and charges, etc. All such costs are recognized in the statement of profit or loss and other Comprehensive Income except those are capitalized in accordance with IAS-23: Borrowing Costs.

3.16 Contribution to Workers' Profit Participation and Welfare Fund

This represents 5% of net profit before tax contributed by the company as per provisions of the Bangladesh Labor (Amendment) Act 2013 which was amended in 2013 and is payable to workers as defined in the said law.

3.17 Earnings Per Share (EPS)

The company presents basic and diluted (when dilution is applicable) earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period, adjusted for the effect of change in number of shares for bonus issue, share split and reverse split. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there was no dilutive potential ordinary shares during the relevant years.

3.18 Foreign currency transactions

The financial statements are presented in Bangladeshi Taka (Tk./BDT), which is the company's functional currency. Transactions in foreign currencies are recorded in the books at the exchange rate prevailing on the date of the transaction. Assets and liabilities in foreign currencies as on the reporting date are converted into Bangladeshi taka at the closing rate. Exchange

gain or loss is recognised in Statement of Profit or Loss and Other Comprehensive Income as per IAS 21: The Effects of Changes in Foreign Exchange Rates.

3.19 Statement of Cash flows

Statement of cash flows is prepared principally in accordance with IAS-7: Cash Flow Statement and the cash flows from operating activities are presented under direct method.

3.20 Share Premium

The Share Premium shall be utilized in accordance with provisions of the Companies Act, 1994 and as directed by the Securities and Exchange Commission in this respect.

The Section 57 of the Companies Act, 1994 provides that the share premium account may be applied by the company in following ways:

a. in paying up unissued shares of the company to be issued to members of the company as fully paid bonus shares ;
b. in writing off the preliminary expenses of the company ;

c. in writing off the expenses or the commission paid or discount allowed on any issue of shares or debentures of the company ; and
d. in providing for the premium payable on the redemption of any redeemable preference shares or of any debenture of the company.

In this respect, a statutory notification was issued in 1992 by the Controller of Capital Issues (now the Securities and Exchange Commission), allowing the above stated utilization of share premium including one additional purpose in adjusting or amortizing of intangible assets, subject to prior approval. The said notification also provides that the fund of the premium account is to be utilized in order of priority.

3.21 Events after the reporting period

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

3.22 Comparative information

Comparative information has been disclosed in respect of year 2017-2018 for all numerical information of the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current period's financial statements. Last year

figures have been rearranged where considered necessary to conform to current years presentation. Details of the rearrangements were given under note - 45

3.23 Compliance with Financial Reporting Standards as applicable in Bangladesh:

IAS	Title	Remarks
1	Presentation of Financial Statements	Complied
2	Inventories	Complied
7	Statement of Cash Flows	Complied
8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
10	Events after the Reporting Period	Complied
12	Income Taxes	Complied
16	Property, Plant & Equipment	Complied
18	Revenue	Complied
19	Employee Benefits	Complied
21	The Effects of Changes in Foreign Exchange Rates	Complied
23	Borrowing Costs	Complied
24	Related Party Disclosures	Complied
32	Financial Instruments: Presentation	Complied
33	Earnings per Share (EPS)	Complied
34	Interim Financial Reporting	Complied
36	Impairment of Assets	Complied
37	Provisions, Contingent Liabilities and Contingent Assets	Complied
38	Intangible Assets	Complied
39	Financial Instruments: Recognition and Measurement	Complied

IFRS	Title	Remarks
7	Financial Instruments: Disclosures	Complied
12	Disclosure of Interests in Other Entities	Complied
13	Fair Value Measurement	Complied

4. General

i. The Financial Statements are Presented in Bangladeshi Taka which is both Functional Currency and presentation currency of the Company; and

ii. Figures appering in these Financial Staements have been rounded off to the nearest Taka

		Amount in Taka	
		30 June 2018	30 June 2017
5.	**Property, plant and equipment**		
	(A) Cost/ revaluation		
	Opening Balance	1,146,408,901	1,120,407,669
	Add: Addition during the year	-	26,001,232
		1,146,408,901	1,146,408,901
	Less: Disposal during the year	-	-
		1,146,408,901	**1,146,408,901**
	(B) Accumulated depreciation		
	Opening Balance	672,214,548	575,770,640
	Add: Charged during the year	81,803,151	96,443,908
		754,017,699	672,214,548
	Less: Adjustment for disposal	-	-
		754,017,699	**672,214,548**
	(C) Written down value (A-B)	**392,391,202**	**474,194,353**
	Schedule of property, plant and equipment is given in **Annexure - A**		
6.	**Inventories**		
	Raw materials (Note: 6.1)	519,564,737	506,074,466
	Work-in-process (Note: 6.2)	17,481,358	21,841,725
	Finished goods (Note: 6.3)	27,397,024	20,052,470
		564,443,119	**547,968,661**
6.1	**Raw materials**		
	Opening balance	506,074,466	518,690,824
	Add: Purchase during the year	1,785,558,919	1,624,476,380
		2,291,633,385	2,143,167,204
	Less: Consumed during the year	1,772,068,648	1,637,092,738
		519,564,737	**506,074,466**
	Raw materials consist of the followings:		
	Packing staff	273,758,660	257,261,454
	Store & spares	28,420,191	24,284,684
	Others raw materrials	217,385,886	224,528,328
		519,564,737	**506,074,466**
6.2	**Work-in-process**		
	Opening balance	21,841,725	29,108,366
	Add: Material used during the year	1,772,068,648	1,637,092,738
		1,793,910,373	1,666,201,104
	Less: Transferred to cost of goods manufactured during the year	1,776,429,015	1,644,359,379
		17,481,358	**21,841,725**

AMAR STOCK

		Amount in Taka	
6.3	Finished goods	30 June 2018	30 June 2017
	Opening balance	20,052,470	22,169,190
	Add: Cost of goods manufactured during the year	2,058,856,700	1,923,414,447
		2,078,909,170	1,945,583,637
	Less: Cost of goods sold during the year	2,051,512,146	1,925,531,167
		27,397,024	20,052,470
7.	Accounts receivable		
	Opening balance	140,563,639	118,263,356
	Add: Addition during the year	2,395,098,317	2,257,775,407
		2,535,661,956	2,376,038,763
	Less: Adjusted during the year	2,400,405,478	2,235,475,124
		135,256,478	140,563,639

Schedule of accounts receivable is given in **Annexure - B**

I. Debt considered good in respect of which the company is fully secured
Trade receivables have been stated at their nominal value. Trade receivables are accrued in the ordinary course of business. Accounts receivable of Tk. 135,256,478 is considered good.

II. Debt considered good for which the company hold no security
Receivables are unsecured but considered good.

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

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

V. The maximum amount due by directors or other officers of the company
There are no such debt in this respect as at 30 June 2018.

The aging of accounts receivables as at the statement of financial position date was:

Less than 06 months		135,256,478	140,563,639
More than 06 months but less than 12 months		-	-
More than 12 months		-	
		135,256,478	140,563,639
8.	Advance, deposits and prepayments		
Advance	(Note: 8.1)	268,782,092	226,392,761
Deposits		8,848,388	8,848,388
Prepayments		1,012,129	1,333,598
		278,642,609	236,574,747
8.1	Advance		
Advance against income tax	(Note: 8.1.1)	194,086,901	159,657,365
Advances against import L/C		10,892,537	16,969,346
Advance against VAT		53,557,043	48,810,446
Advance against SD		9,181,124	106,364
Advance to employees against purchase		1,064,487	849,240
		268,782,092	226,392,761

		Amount in Taka	
8.1.1	Advance against income tax	30 June 2018	30 June 2017
	Opening balance	159,657,365	160,016,623
	Add: Addition during the year	34,429,536	35,416,775
		194,086,901	195,433,398
	Less: Adjusted against asssessment year 2014-15 & 2015-16	-	35,776,033
		194,086,901	159,657,365

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

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

Advance, Deposit and Prepayments exceeding 6 months	164,810,981	168,690,913
Advance, Deposit and Prepayments not exceeding 6 months	72,002,209	67,883,834
Other Advance, Deposits & Prepayments less provision	-	-
Advance, Deposits and Prepayments considered Good and Secured	236,813,190	236,574,747
Advance, Deposits and Prepayments considered Good without Security	-	-
Advance, Deposits and Prepayments considered Doubtful or Bad	-	-
Advance, Deposits and Prepayments due by Directors	-	-
Advance, Deposits and Prepayments due by Other Officers (against Salary)	-	-
Advance, Deposits and Prepayments due from Companies under same management	-	-
Maximum Advance, Deposits & Prepayments due by Directors	-	-

The aging of above advance, deposits and prepayments as at the statement of financial position date was:

Less than 06 months	73,630,704	65,886,156
More than 06 months but less than 12 months	2,076,616	2,182,838
More than 12 months	202,935,289	168,505,753
	278,642,609	236,574,747

9. Cash and bank balance

Cash in hand	(Note: 9.1)	8,537,116	6,287,254
Cash at bank	(Note: 9.2)	52,178,430	57,433,586
		60,715,546	63,720,840

9.1 Cash in hand

Head office	5,849,473	4,597,090
Factory	2,687,643	1,690,164
	8,537,116	6,287,254

9.2 Cash at bank

In local currency	(Note: 9.2.1)	29,773,624	33,828,328
In foreign currency	(Note: 9.2.2)	22,404,806	23,605,258
		52,178,430	57,433,586

			Amount in Taka	
			30 June 2018	30 June 2017
9.2.1	In local currency			
Name of Bank	Branch	Account Number		
AB Bank Ltd.	Motijheel	4004-119164-000 & 4004-119164-430	398,695	19,599
BKB	Local Principle	4001-0210032973	92,212	118,422
Brac Bank	Local Principle	1501200131839000	5,520,505	8,863,341
Habib Bank Ltd.	Pragati Sarani	2622-070002184	10,944	465,744
IFIC Bank Ltd.	Motijheel	1001113249001	-	15,160
HSBC	Motijheel	001-152158-067	2,459	-
Mercantile Bank Ltd.	Motijheel	111911115270496	28,732	11,132,233
Prime Bank Ltd	Motijheel	2104117018144	23,668,905	13,159,759
Pubali Bank Ltd.	Foreign Exchange	2905901045684	982	2,730
UCBL	Foreign Exchange	721101000000989	50,190	51,340
			29,773,624	33,828,328

		30.06.2018 Taka	30.06.2017 Taka
9.2.2	In foreign currency		
Name of Bank	Branch	Account Number	
Bank Asia Ltd.	Foreign Exchange	742000851	178,570	1,210,303
BKB	Motijheel	4001-0018002520	8,827	8,827
Habib Bank Limited	Motijheel	2622-070002184	-	231
HSBC	Motijheel	001-052158-016	245	6,264,368
State Bank Of India	Motijheel	111915016235013	-	4,191
Mercantile Bank Ltd	Motijheel	111915424167751	2,428,234	367,238
Mercantile Bank Ltd.	Motijheel	11191541946352	19,788,930	6,816,949
Standard Chartered Bank	Motijheel	42753456601USD	-	8,933,151
			22,404,806	23,605,258

10.	Share capital		
	Authorized capital		
	50,000,000 ordinary shares of Tk.10 each	500,000,000	500,000,000
	Issued, Subscribed and Paid up Capital		
	8,000,000 ordinary shares of Tk.10 each fully paid in cash	80,000,000	80,000,000

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

Type of shareholders	% of Holding	No. of shares		Amount in Taka	
		30.06.2018	30.06.2017	30.06.2018	30.06.2017
Sponsors	40.15%	321,213	331,413	3,212,130	3,314,130
General Public	45.35%	362,813	362,593	3,628,132	3,625,932
Financial institutions	14.50%	115,974	105,994	1,159,738	1,059,938
	100%	800,000	800,000	8,000,000	8,000,000

The shares are listed in Dhaka and Chittagong Stock Exchanges which are quoted at:

	30/06/2018	30/06/2017
Dhaka Stock Exchange	225.3	216.5
Chittagong Stock Exchange	228	No trading

Option on Unissued shares:

There is no option regarding authorised capital not yet issued but can be used to increase the paid-up capital through the issuance of new shares against cash contribution and bonus.

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

Share holding range	30 June 2018		30 June 2017	
	No. of shareholders	Percentage of holding	No. of shareholders	Percentage of holding
Up to 500	2,745	61.94%	2832	63.90%
501-5,000	1,672	37.73%	1747	39.42%
5,001-10,000	2	0.05%	2	0.05%
10,001-20,000	1	0.02%	1	0.02%
20,001-30,000	1	0.02%	1	0.02%
30,001-40,000	4	0.09%	5	0.11%
40,001-50,000	-	0.00%	0	0.00%
50,001-100,000	-	0.00%	0	0.00%
100,001-800,000	5	0.11%	7	0.16%
Above 800,000	2	0.05%	2	0.05%
	4,432	**100%**	**4597**	**100%**

11. Share Premium	**40,000,000**	**40,000,000**

This represents share premium received in 1997 against right issue of 400,000 shares of Tk. 100 each. Face value of all shares has been converted from Tk. 100 each to Tk. 10 each. The share premium money shall be utilised for the purposes mentioned in the Companies Act, 1994 and Securities and Exchange Ordinance, 1969.

12. Revaluation surplus

Opening Balance	15,661,461	15,782,895
Less: Transfer to depreciation of revalued asset	103,934	121,434
Less: Transfer to deferred tax liability	625,377	-
	14,932,150	**15,661,461**

13. Retained earnings

Opening Balance	438,125,076	408,666,225
Add: Net Profit for the Year	55,548,329	54,937,417
Depreciation on revalued assets	103,934	121,434
	493,777,339	463,725,076
Less: Cash dividend paid for the year	25,600,000	25,600,000
	468,177,339	**438,125,076**

14. Deferred tax liability

	Carrying amount	Tax base	Taxable temporary difference
			30.06.2018 Taka
Export			
Property, plant and equipment excluding land & land development	179,306,999	145,108,514	34,198,485
Local			
Property, plant and equipment excluding land & land development	176,638,971	142,949,348	33,689,623
Revaluation reserve for land and land development	14,836,383	-	14,836,383
Revaluation reserve for assets other than land and land development	721,143	-	721,143
			83,445,634

Applicable Rate:	
Export	12.50%
Local	25%
Revaluation reserve for land and land development	3%
Revaluation reserve for other assets	25%
Deferred Tax Liability as of 30 June 2018- Export	4,274,811
Deferred Tax Liability as of 30 June 2018- Local	8,422,406
Deferred Tax Liability as of 30 June 2018-Revaluation reserve for land	445,091
Deferred Tax Liability as of 30 June 2018- Revaluation reserve for other assets	180,285.75
	13,322,594

	30.06.2018 Taka
Export	
Deferred Tax Liability as of 30 June 2018	4,274,811
Deferred Tax Liability as of 30 June 2017	5,075,485
Deferred Tax Income for the year ended 30 June 2018	**(800,675)**
Local	
Deferred Tax Liability as of 30 June 2018	8,422,406
Deferred Tax Liability as of 30 June 2017	9,500,380
Deferred Tax Income for the year ended 30 June 2018	**(1,077,974)**
Total Deferred tax (income)	**(1,878,649)**
Revaluation reserve for Land and land development	
Deferred Tax Liability as of 30 June 2018	445,091
Deferred Tax Liability as of 30 June 2017	-
Deferred Tax expense for the year ended 30 June 2018	**445,091**

Revaluation reserve for other assets	
Deferred Tax Liability as of 30 June 2018	180,286
Deferred Tax Liability as of 30 June 2017	-
Deferred Tax expense for the year ended 30 June 2018	**180,286**
Total Deferred tax expense (OCI adjusted with revaluation reserve)	**625,377**

	Carrying amount	Tax base	30.06.2018 Taka Taxable temporary difference
Export			
Property, plant and equipment excluding land & land development	226,493,277	185,889,394	40,603,883
Local			
Property, plant and equipment excluding land & land development	211,976,988	173,975,468	38,001,520
			78,605,403
Applicable Rate: Export			12.50%
Local			25%
Deferred Tax Liability as of 30 June 2017- Export			5,075,485
Deferred Tax Liability as of 30 June 2017- Local			9,500,380
			14,575,865

Export	
Deferred Tax Liability as of 30 June 2017	5,075,485
Deferred Tax Liability as of 30 June 2016	6,795,071
Deferred Tax Income for the year ended 30 June 2017	**(1,719,586)**
Local	
Deferred Tax Liability as of 30 June 2017	9,500,380
Deferred Tax Liability as of 30 June 2016	10,432,238
Deferred Tax income for the year ended 30 June 2017	**(931,858)**
Total Deferred tax income	**(2,651,444)**

		30.06.2018 Taka	30.06.2017 Taka
15. Long term loans net off current maturity			
Bank Asia Ltd.	(Note: 15.1)	84,711,141	145,326,185
Commercial Bank of Ceylon	(Note: 15.2)	699,983	3,499,987
		85,411,124	**148,826,172**
15.1 Bank Asia Ltd.			
Opening balance		145,326,185	193,759,853
Less: Paid during the year		35,552,844	23,371,468
		109,773,341	170,388,385
Less: Transfer to current portion		25,062,200	25,062,200
		84,711,141	**145,326,185**

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	Amount in Taka	
	as at	
	30-June-2018	30-June-2017

15.2 Commercial Bank of Ceylon

Opening balance	3,499,987	6,299,991
Less: Transfer to current portion	2,800,004	2,800,004
	699,983	3,499,987

Current portion of long term loan

Bank Asia Ltd.	25,062,200	25,062,200
Commercial Bank of Ceylon	2,800,004	2,800,004
	27,862,204	27,862,204

The above loan facilities under the following terms and conditions:

Name of loan provider & contact no.	Particulars	Rate of interest	30.06.2018	30.06.2017
Bank Asia Ltd.	Purpose: Payment against LC Tenor: 5 Years Nature: Term loan Sanction Limit: 450,000,000 Availed Amount: 237,832,863	14%	84,711,141	145,326,185
Commercial Bank of Ceylon	Purpose: CWIP Tenor: 5 Years Nature: :Long term loan Sanction Limit: 12,600,000 Availed Amount: 11,899,999	9%	699,983	3,499,987
			85,411,124	148,826,172

The Loans are secured by legal mortage & hypothecation charge on all fixed assets of the company on pari passu basis with all the lenders.

16. Short term credit facilities

Name of loan provider and account no.	Account number	Type of credit facility	30.06.2018	30.06.2017
Standard Chartered Bank	01.7534566.02	OD	4,362,916	89,188,052
IFIC Bank Ltd.	1109.240994.121	CC	11,983,832	47,389,240
Bank Asia Ltd.	0073001125	OD	29,319,161	12,157,551
Commercial Bank of Ceylon	1118977000	OD	222,556,510	267,414,337
Citi Bank NA	010000200242009	CC	59,218,480	11,179,831
HSBC	001.052158.011	OD	10,805,255	147,784,034
State Bank of India	G05160220740001	OD, CC	121,310,675	19,216,960
Bangladesh Krishi Bank	G05160220740001	OD	136,961,943	14,856,653
			596,518,772	609,186,658

The loans are secured by way of first charge over current assets of the Company on Pari Passu basis.

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		Amount in Taka as at	
		30-June-2018	30-June-2017
17.	**Accounts payable**		
	Opening balance	1,981,959	2,633,700
	Add: Addition during the year	1,785,558,919	1,624,476,380
		1,787,540,878	1,627,110,080
	Less: Paid during the year	1,784,447,530	1,625,128,121
		3,093,348	**1,981,959**

This represents amount payable to regular suppliers of raw materials, packing materials etc. All suppliers were paid on regular basis.

Schedule of accounts payable is given in **Annexure - C**

Aging of the above payables is given below:

Less than 06 months	3,093,348	1,981,959
More than 06 months but less than 12 months	-	-
More than 12 months	-	-
	3,093,348	**1,981,959**

18.	**Provision for expense**		
	Salary and Allowances	5,835,014	3,504,185
	Audit Fee	345,000	300,000
	Utility	3,125,290	4,063,129
	VAT Payable on Rent	112,500	45,000
	Telephone	167,112	492,903
	Payable for TDS	1,075,221	1,222,187
	Interest Payable	-	5,103,419
		10,660,137	**14,730,823**
19.	**Security deposit of distributors**	**26,808,848**	**26,808,848**

For security purpose a refundable deposit has been taken from distributor for their dealership.

20.	**Income tax payable**		
	Opening balance	34,911,028	50,291,612
	Add: Provision made during the year	16,786,840	18,329,017
		51,697,868	68,620,629
	Less: Adjustment during the year	-	33,709,601
		51,697,868	**34,911,028**

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		Amount in Taka as at	
		30-June-2018	30-June-2017
21.	**Workers' profit participation fund (WPPF) payable**		
	Opening balance	4,368,396	3,850,984
	Add: Addition during the year	3,522,826	3,634,071
	Interest during the year	1,039,678	734,325
		8,930,900	8,219,380
	Less: Paid during the year	4,368,396	3,850,984
		4,562,504	**4,368,396**

The Company makes a regular allocation of 5% on profit before tax to this fund and payment is made to the workers as per provision of the Companies profit under labor Law 2006 Chapter -15 and workers' Profit Participation Act 1968.

22.	**Other liabilities**			
	Unclaimed dividend	(Note: 22.1)	5,520,103	5,146,675
	Dividend payable	(Note: 22.2)	2,881,963	837,075
			8,402,066	**5,983,750**

22.1	**Unclaimed dividend**		
	Upto 2011-2012	3,997,124	3,997,124
	2012-2013	561,178	561,178
	2013-2014	341,932	341,932
	2014-2015	246,441	246,441
	2015-2016	373,428	-
		5,520,103	**5,146,675**

22.2	**Dividend payable**		
	Opening balance	837,075	246,441
	Add: Dividend declared	25,600,000	25,600,000
		26,437,075	25,846,441
	Less: Paid during the year	23,555,112	25,009,366
		2,881,963	**837,075**

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		Amount in Taka as at 2017-2018	Amount in Taka as at 2016-2017
23. Revenue			
Domestic sales net off VAT & SD	(Note: 23.1)	1,259,750,476	1,151,229,790
Export sales	(Note: 23.2)	1,278,778,274	1,229,570,233
		2,538,528,750	**2,380,800,023**
23.1 Domestic sales net of VAT			
Domestic sales including VAT & SD		1,469,938,775	1,337,720,274
Less: VAT		160,963,059	134,178,477
Supplementary duty (SD)		49,225,240	52,312,007
		1,259,750,476	**1,151,229,790**
23.2 Export sales			
Export		1,135,347,841	1,106,545,617
Cash incentive		143,430,433	123,024,616
		1,278,778,274	**1,229,570,233**

24. Cost of goods sold		Export	Local		
Opening stock of raw materials		255,041,728	251,032,738	506,074,466	518,690,824
Purchase during the year		899,851,827	885,707,092	1,785,558,919	1,624,476,380
Closing stock of raw materials		261,840,297	257,724,440	519,564,737	506,074,466
Materials consumed		**893,053,258**	**879,015,390**	**1,772,068,648**	**1,637,092,738**
Manufacturing expenses	(Note: 24.1)	105,664,960	97,700,613	203,365,573	186,023,481
Depreciation		39,827,365	39,234,747	79,062,112	93,031,587
Total manufacturing expense		**1,038,545,583**	**1,015,950,750**	**2,054,496,333**	**1,916,147,806**
Opening work in process		3,958,532	17,883,193	21,841,725	29,108,366
Closing work in process	(Note: 24.2)	4,215,487	13,265,871	17,481,358	21,841,725
Cost of production		**1,038,288,628**	**1,020,568,072**	**2,058,856,700**	**1,923,414,447**
Opening stock of finished goods		5,948,860	14,103,610	20,052,470	22,169,190
Closing stock of finished goods	(Note: 24.3)	5,751,477	21,645,547	27,397,024	20,052,470
		1,038,486,011	**1,013,026,135**	**2,051,512,146**	**1,925,531,167**

24.1 Manufacturing expenses				
Salaries, Allowances & Wages	60,648,864	53,592,556	114,241,420	105,752,664
Carriage, Loading & Unloading	8,194,813	8,072,877	16,267,690	14,770,950
Travel & Conveyance	1,415,452	1,394,391	2,809,843	2,618,860
Printing & Stationery	755,937	744,689	1,500,626	1,405,800
Repairs & Maintenance	1,135,829	880,713	2,016,542	1,916,713
Entertainment	256,281	252,468	508,749	475,870
Postage & Telephone	476,755	469,661	946,416	834,415
Power & Fuel	25,910,822	25,525,277	51,436,099	46,994,344
Testing Fees	206,956	203,877	410,833	364,481
Medical & Sanitation	322,180	317,386	639,566	527,440
Uniform & Gloves	88,689	87,370	176,059	143,994
Insurance Premium	1,123,020	1,106,310	2,229,330	1,142,719
Cold Storage & Other Charges	5,129,362	5,053,038	10,182,400	9,075,231
	105,664,960	**97,700,613**	**203,365,573**	**186,023,481**

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24.2 Item wise quantity and value of work-in-process

Particulars	30 June 2018		30 June 2017	
	Quantity	Amount	Quantity	Amount
Fruit grated materials	860,113	10,497,831	1,297,555	13,604,217
Label, Resin, Papers, Skickers	566,108	6,983,527	696,912	8,237,508
	1,426,221	**17,481,358**	**1,994,467**	**21,841,725**

24.3 Item wise quantity and value of finished goods

Particulars	30 June 2018		30 June 2017	
	Quantity	Amount	Quantity	Amount
Juice, Drinks & Others	314,250	2,771,245	291,961	2,104,587
Mineral Water	2,285,676	20,545,784	2,196,768	16,287,541
Soft Drinks	152,533	1,265,487	144,725	1,012,557
Ice Pop, Mango Bar and Others	307,479	2,814,508	85,293	647,785
	3,059,938	**27,397,024**	**2,718,747**	**20,052,470**

25. Administrative expenses

	Export	Local	2017-2018 Taka	2016-2017 Taka
Salaries & Allowances	20,110,322	19,414,063	39,524,385	35,482,498
Travel & Conveyance	1,289,879	1,270,687	2,560,566	2,207,298
Printing & Stationery	397,910	391,990	789,900	682,244
Postage	193,964	191,078	385,042	305,182
Communication Expense	740,283	729,268	1,469,551	1,276,014
Repairs & Maintenance	767,423	756,004	1,523,427	1,406,390
Books & Periodicals	15,132	14,906	30,038	34,963
Fuel & Electricity	2,355,888	2,320,834	4,676,722	4,616,042
Entertainment	480,265	473,119	953,384	897,546
Office Rent	651,724	642,026	1,293,750	750,000
Fees & Renewals	503,280	495,792	999,072	1,103,428
Insurance	179,160	176,495	355,655	563,321
Audit Fees (including VAT)	173,793	171,207	345,000	300,000
Depreciation (Note: 10)	552,317	544,099	1,096,416	1,364,928
Rent, Rates & Taxes	83,114	81,877	164,991	157,500
Medical & Sanitation	68,980	67,954	136,934	115,617
AGM Expenses	32,105	31,628	63,733	300,495
	28,595,539	**27,773,027**	**56,368,566**	**51,563,466**

26. Marketing expenses

Salaries & Allowances	15,333,329	13,120,053	28,453,382	25,344,641
Travel & Conveyance	1,698,538	1,673,264	3,371,802	2,648,758
Printing & Stationery	454,837	448,070	902,907	818,693
Postage	296,694	292,280	588,974	366,218
Communication Expense	1,032,639	1,017,274	2,049,913	1,531,217
Advertisement	-	66,292,499	66,292,499	59,881,147
Sample Expenses	-	2,898,283	2,898,283	2,631,793
	18,816,037	**85,741,723**	**104,557,760**	**93,222,467**

27. Selling expenses	Export	Local	2017-2018 Taka	2016-2017 Taka
Salaries & Allowances	10,924,802	14,335,462	25,260,264	22,303,284
Travel & Conveyance	1,807,354	1,284,181	3,091,535	2,207,299
Printing & Stationery	396,907	480,331	877,238	682,242
Postage	264,129	329,679	593,808	305,182
Communication Expense	673,721	832,432	1,506,153	1,276,013
Employee Training/ Welfare	413,018	516,054	929,072	750,521
Sales Incentive	3,477,833	4,418,643	7,896,476	6,609,306
	17,957,764	**22,196,782**	**40,154,546**	**34,133,847**

28. Distribution expenses				
Salaries & Allowances	10,667,623	10,508,893	21,176,516	18,248,142
Travel & Conveyance	1,141,136	1,124,156	2,265,292	1,765,838
Printing & Stationery	433,752	427,297	861,049	545,795
Postage	154,091	151,798	305,889	244,146
Communication Expense	724,745	713,962	1,438,707	1,020,811
Repairs & Maintenance	2,664,614	2,624,966	5,289,580	4,219,170
Fuel & Electricity	3,950,055	3,891,279	7,841,334	6,924,063
Depreciation	828,476	816,148	1,644,624	2,047,393
Carriage Outwards & Loading	17,322,680	17,064,924	34,387,604	31,880,226
Freight and Forwarding	16,188,956	-	16,188,956	15,613,401
	54,076,128	**37,323,423**	**91,399,551**	**82,508,985**

29. Finance expense				
Interest on long term loan	7,191,128	7,084,126	14,275,254	20,190,602
Interest on short term loan	53,948,361	53,145,628	107,093,989	96,544,160
WPPF Interest	523,736	515,942	1,039,678	734,325
Bank Charge & Others	1,306,055	1,286,622	2,592,677	1,964,534
	62,969,280	**62,032,318**	**125,001,598**	**119,433,621**

30. Other income					
Income from Dhaka International Trade Fair (DITF)	(Note: 30.1)	-	2,297,703	2,297,703	-
Exchange (Loss)/ Gain -Realised and Unrealised)		1,080,216	1,064,142	2,144,358	1,909,023
Interest Received		1,361	1,341	2,702	-
		1,081,577	**3,363,186**	**4,444,763**	**1,909,023**

30.1 Income from Dhaka International Trade Fair (DITF)		
Gross sales	28,628,100	-
Less: Purchase from factory	25,185,273	-
VAT on DITF income	1,145,124	-
	2,297,703	**-**

31. Income tax expense		
Provision for income tax during the year	**16,786,840**	**20,395,449**

	30.06.2018 Taka	30.06.2017 Taka
32. Earning per share		
Net Profit attributable to the ordinary shareholders (Tk.)	55,548,329	54,937,417
Number of ordinary shares outstanding (Denominator)	8,000,000	8,000,000
Basic Earning per share (EPS)/Restated EPS (Tk.)	**6.94**	**6.87**
33. Net operating cash flow per share (NOCFPS)		
Net operating cash flows	222,878,953	225,960,654
Number of ordinary shares outstanding (Denominator)	8,000,000	8,000,000
	27.86	**28.25**
34. Net Asset Value (NAV) Per Share		
Net Assets (Total Assets- Liabilities)	603,109,489	573,786,537
Number of ordinary shares outstanding (Denominator)	8,000,000	8,000,000
	75.39	**71.72**
34.1 Net Assets Value (NAV) per Share without Revaluation	**73.52**	**69.77**

35. Financial risk management

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

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

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

35.1 Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers and investment securities.

Exposure to credit risk

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

Accounts receivables	135,256,478	140,563,639
Advance, deposit & prepayments	278,642,609	236,574,747
Cash and bank balance	60,715,546	63,720,841
	474,614,633	**440,859,227**

(a) Aging of trade and other receivables

Less than 06 months	135,256,478	140,563,639
More than 06 months but less than 12 months	-	-
More than 12 months	-	-
	135,256,478	**140,563,639**

(b) Credit exposure by credit rating

	As at 30 June 2018	
	Amount	(%)
Accounts receivables	135,256,478	28.50%
Advance, deposit & prepayments	278,642,609	58.71%
Cash and bank balance	60,715,546	12.79%

35.2 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

The following are the contractual maturities of financial liabilities as at 30 June 2018:

Particulars	Carrying Amount	Maturity period	Nominal interest rate	Within 6 months or less	Within 6 -12 months	More than 1 year
	Taka	Taka	%	Taka	Taka	Taka
Deferred tax liability	13,322,594	-	-	-	-	13,322,594
Long term loan	85,411,124	-	9-14%	-	-	85,411,124
Current portion of long term loan	27,862,204	Sep-18	9-14%	13,931,102	13,931,102	-
Short term credit facilities	596,518,772	Jun-19	8-11%	596,518,772	-	-
Trade payable	3,093,348	N/A	-	3,093,348	-	-
Provision for expenses	10,660,137	N/A	-	10,660,137	-	-
Security deposit of distributors	26,808,848	N/A	-	-	-	26,808,848
Provision for Income Tax	51,697,868	Dec-18	-	51,697,868	-	-
WPPF payable	4,562,504	Dec-18	-	4,562,504	-	-
Other liabilities	8,402,066	Jan-19	-	8,402,066	-	-
	828,339,465			688,865,797	13,931,102	125,542,566

35.3 Market risk

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

35.4 Currency risk

The Company is exposed to currency risk on purchases of raw materials and export sales receivable that are denominated in a currency other than the functional currency primarily in U. S. Dollar. The effects of foreign purchase are significant to the Company. The Company has not entered into any type of derivatives instrument in order to hedge foreign currency risk as at 30 June 2018. The loss or gain arises from foreign currency transactions is adjusted as per IAS 21.

35.5 Interest rate risk

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

35.6 Accounting classification and fair values

Fair value of financial assets and liabilities together with carrying amount shown in the statement of financial position are as follows:

	30 June 2018	
	Carrying amount	Fair Value
Loans and Receivables		
Accounts Receivables	135,256,477	135,256,477
Cash and Bank Balances	60,715,546	60,715,546
Liabilities carried at amortized costs		
Term loan-non current portion	85,411,124	85,411,124
Long term loan- current portion	27,862,204	27,862,204
Accounts Payable	3,093,348	3,093,348
Other Liabilities and Provision	60,431,768	79,407,720

	30 June 2017	
	Carrying amount	Fair Value
Loans and Receivables		
Accounts Receivables	140,563,639	140,563,639
Cash and Bank Balances	63,720,840	63,720,840
Liabilities carried at amortized costs		
Term loan-non current portion	148,826,172	148,826,172
Long term loan- current portion	27,862,204	27,862,204
Accounts Payable	1,981,959	1,981,959
Other Liabilities and Provision	81,699,426	81,699,426

36. Contingent liabilities/ Off balance sheet items

36.1 Commitments

There was no capital commitment as on 30 June 2018.

36.2 Contingent liabilities

There was no sums, except for the amount disclosed in note: 37 (b), for which the company is contingently liable as on 30 June 2018.

37. Claims not acknowledged

There was no claim against the company not acknowledged as debt as on 30 June 2018.

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38. Related party disclosures

Name of Directors/ Shareholders	Status in AMCL	Name of the firms/companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of holding/ interest in the concern as on 30.06.2018
Ahsan Khan Chowdhury	**Chairman**	Rangpur Foundry Ltd.	Chairman	24.87%
		Property Development Ltd	Director	93.61%
		PRAN Foods Ltd.	Director	96.95%
		Bang Trading House Ltd.	Director	25.00%
		Bangladesh Lift Industries Ltd	Director	75.00%
		PRAN Agro Ltd.	Director	82.63%
		Banga Agro Processing Ltd.	Director	99.95%
		PRAN Agro Business Ltd.	Director	99.96%
		RFL Plastics Ltd.	Director	99.88%
		PRAN Dairy Ltd.	Director	51.00%
		PRAN Confectinery Ltd.	Director	99.83%
		PRAN Exports Ltd.	Director	99.98%
		PRAN Beverage Ltd.	Director	99.99%
		Banga Plastic International Ltd.	Director	99.76%
		Mymensingh Agro Ltd.	Director	99.99%
		Natore Dairy Ltd.	Director	0.12%
		Banga Building Materia	Director	90.91%
		Accessories World Ltd.	Director	85.00%
		Career Builders Ltd.	Director	12.00%
		Chorka Textile Ltd.	Director	83.33%
		Packmat Industries Ltd.	Director	43.15%
		Sun Basic Chemicals Ltd.	Director	83.33%
		Rangpur Metal industries Ltd.	Director	99.98%
		Habiganj Metal Industries Ltd.	Director	83.33%
		Durable Plastic Ltd.	Director	99.25%
		Allplast Bangladesh Ltd.	Director	99.80%
		Banga Millers Ltd.	Director	0.17%
		Banga Bakers Ltd.	Director	80.00%
		RFL Exports Ltd.	Director	92.59%
		RFL Construction Ltd.	Director	92.59%
		Habiganj Agro Ltd.	Director	79.22%
		Multi-Line Industries Ltd	Director	99.97%
		Natore Agro Ltd.	Director	48.52%
		Trade Environment Ltd.	Director	99.20%
		AKC (Pvt) Ltd.	Director	95.45%
		Get Well Ltd.	Director	99.96%
		Sylvan Agriculture Ltd.	Director	52.61%
		Sylvan Technologies Ltd.	Chairman	99.00%
		Habiganj Textile Ltd.	Chairman	19.98%
		Chorka Fashions Ltd.	Director	99.20%
		Gonga Foundry Ltd.	Director	19.98%
		Habiganj Glassware Ltd.	Director	99.96%
		Habiganj Ceramic Ltd.	Director	59.58%
		AKC Managemnet Ltd.	Chairman	99.99%

Name of Directors/ Shareholders	Status in AMCL	Name of the firms/companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of holding/ interest in the concern as on 30.06.2018
		Logi-care Overseas Ltd.	Director	99.84%
		Advance Personal Care Ltd.	Director	99.84%
		RFL Electronic Ltd.	Director	10.04%
Md. Eleash Mridha	Managing Director	Property Development Ltd	Director	0.25%
		PRAN Foods Ltd.	Chairman	0.007%
		Banga Trading House Ltd.	Chairman	7.14%
		PRAN Agro Ltd.	Chairman	0.01%
		Banga Agro Processing Ltd.	Chairman	0.006%
		PRAN Agro Business Ltd.	Chairman	0.005%
		PRAN Confectinery Ltd.	Chairman	0.03%
		Chorka Textile Ltd.	Chairman	4.17%
		Packmat Industries Ltd.	Chairman	2.16%
		Sun Basic Chemicals Ltd.	Chairman	4.17%
		Banga Millers Ltd.	Chairman	0.01%
		Banga Bakers Ltd.	Chairman	4.000%
		Habiganj Agro Ltd.	Chairman	0.005%
		Natore Agro Ltd.	Chairman	0.005%
		Sylvan Agriculture Ltd.	Chairman	0.01%
		Sylvan Technologies Ltd.	Chairman	0.400%
		Habiganj Textile Ltd.	Chairman	0.008%
		Chorka Fashions Ltd.	Chairman	0.200%
Uzma Chowdhury	Director Finance	Rangpur Foundry Ltd.	Executive Director	0.04%
		Property Development Ltd	Chairman	0.25%
		PRAN Foods Ltd.	Director	2.00%
		Bang Trading House Ltd.	Director	7.14%
		Bangladesh Lift Industries Ltd	Director	3.57%
		PRAN Agro Ltd.	Director	0.01%
		Banga Agro Processing Ltd.	Director	0.01%
		PRAN Agro Business Ltd.	Director	0.01%
		RFL Plastics Ltd.	Director	0.02%
		PRAN Confectinery Ltd.	Director	0.03%
		Banga Plastic International Ltd.	Director	0.04%
		Banga Building Materia	Director	1.82%
		Chorka Textile Ltd.	Director	4.17%
		Packmat Industries Ltd.	Director	2.15%
		Sun Basic Chemicals Ltd.	Director	4.17%
		Rangpur Metal industries Ltd.	Director	0.006%
		Habiganj Metal Industries Ltd.	Director	4.17%
		Durable Plastic Ltd.	Director	0.19%
		Allplast Bangladesh Ltd.	Director	0.04%
		Banga Millers Ltd.	Director	0.01%
		Banga Bakers Ltd.	Director	4.00%
		RFL Exports Ltd.	Director	1.85%
		RFL Construction Ltd.	Director	1.85%

Name of Directors/ Shareholders	Status in AMCL	Name of the firms/companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of holding/ interest in the concern as on 30.06.2018
		Habiganj Agro Ltd.	Director	0.01%
		Multi-Line Industries Ltd	Director	0.0067%
		Natore Agro Ltd.	Director	1.57%
		Trade Environment Ltd.	Director	0.198%
		Get Well Ltd.	Director	0.01%
		Sylvan Agriculture Ltd.	Director	0.01%
		Sylvan Technologies Ltd.	Director	0.20%
		Chorka Fashions Ltd.	Director	0.20%
		Gonga Foundry Ltd.	Director	0.004%
		Habiganj Glassware Ltd.	Director	0.002%
		Habiganj Ceramic Ltd.	Director	0.01%
		Logi-care Overseas Ltd.	Director	0.04%
		Advance Personal Care Ltd.	Director	0.04%
		RFL Electronic Ltd.	Director	0.002%
Sabiha Amjad	**Director**	Rangpur Foundry Ltd.	Director	2.50%
		Banga Trading House Limited	Director	3.57%
		Accessories World Limited	Director	6.00%
		Career Builders Limited	Director	6.00%

38.1 i) Related party transactions

a) The company carried out number of transactions with related parties in the normal course of business as detailed below :

Name of the Company	Nature of Transactions	Value of Transaction in 2018	Balance as on 30 June 2018
Property Development Ltd.	Transfer,Expenses	599,929	-
RFL Plastics Ltd.	Transfer,Expenses	2,797,901	-
Banga Agro Processing Ltd.	Transfer,Expenses	370,512	-
Pran Confectionery Ltd.	Transfer,Expenses	4,427,248	-
Pran Dairy Ltd.	Transfer,Expenses	280,658,473	-
Pran Agro Ltd.	Transfer,Purchase,Expenses	67,704,548	-
Pran Beverage Ltd.	Transfer,Expenses	2,715,617	-
Pran Exports Ltd.	Transfer,Expenses	44,602,870	-
Pran Foods Ltd.	Transfer,Expenses	82,359,207	-

Nature of Relationship

The company and the parties as stated above are under same management.

b) Corporate guarantee issued to related parties under the resolution of Board of Directors were as follows:

In favour of	On behalf of	Amount in million Tk.	Purpose
Hongkong & Shanghai Banking Corporation	Pran Foods Ltd.	108.50	Working capital
Hongkong & Shanghai Banking Corporation	Pran Exports Ltd.	87.50	
Hongkong & Shanghai Banking Corporation	Pran Dairy Ltd.	181.43	
Hongkong & Shanghai Banking Corporation	Pran Beverage Ltd	51.60	
Hongkong & Shanghai Banking Corporation	Mymensingh Agro Ltd.	108.50	

In favour of	On behalf of	Amount in million Tk.	Purpose
Hongkong & Shanghai Banking Corporation	Habiganj Agro Ltd	239.50	Working capital
Hongkong & Shanghai Banking Corporation	Natore agro Ltd.	58.50	
Standard Chartered Bank	Pran Foods Ltd.	387.50	
Mercantile bank Ltd.	Habiganj Agro Ltd	500.00	Term loan
Bangladesh Commerce Bank	Habiganj Agro Ltd	135.00	
Trust Bank Ltd.	Habiganj Agro Ltd	150.00	
Premier Bank Ltd.	Habiganj Agro Ltd	100.00	

c) Corporate guarantee received from related parties under the resolution of Board of Directors were as follows:

In favour of	On behalf of	Amount in million Tk.	Purpose
Hongkong & Shanghai Banking Corporation	Pran Foods Ltd.	155.00	Working capital
Hongkong & Shanghai Banking Corporation	Pran Dairy Ltd.	155.00	
Hongkong & Shanghai Banking Corporation	Packmat Industries Ltd.	264.00	
Hongkong & Shanghai Banking Corporation	Pran Exports Ltd.	155.00	
Hongkong & Shanghai Banking Corporation	Pran Beverage Ltd.	51.60	
Hongkong & Shanghai Banking Corporation	Mymensingh Agro Ltd.	264.00	
Standard Chartered Bank	Pran Foods Ltd.	260.00	
Standard Chartered Bank	Pran Dairy Ltd.	260.00	
IFIC Bank Ltd.	Rangpur Foundry Ltd.	50.00	
IFIC Bank Ltd.	Property Development Ltd.	50.00	
Bangladesh Krishi bank	Pran Foods Ltd.	150.00	
Citi Bank N A	Pran Foods Ltd.	112.00	
Commercial Bank of Ceylon	Rangpur Foundry Ltd.	580.00	

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

The company had 1,141 permanent employees as at 30 June 2018 and 1,069 permanent employees as at 31 December 2017 and a varying number of seasonal and temporary workers as required. All permanent employees receive remuneration in excess of taka 37,200 per annum each.

Location of Employee	30.06.2018 Number of Staff	30.06.2017 Number of Staff
Head Office Staff	444	419
Plant Staff	697	650
	1,141	1,069

40. Disclosure as per Schedule XI, Part II, Para 4 of the Companies Act 1994 regarding payments/perquisites to directors:

a) No Compensation was allowed by the Company to the Chief Executive Officer of the company who is also a Director of the Company.

b) The rate at which Directors are entitled to draw board meeting attendance fees is Tk. 1,500 per Director per meeting. But no meeting fee was drawn.

c) No amount of Money was expended by the company for compensating any member of the Board for special services.

41. **Disclosure as per Schedule XI, Part II, Para 7 of the Companies Act 1994**

Name of Items	Production units in Pcs/ Pkt (different sizes)		
	Capacity	Actual production	% of utilization
Juice, Drinks & Others	309,212,000	183,865,644	59.46%
Mineral Water	53,830,000	12,936,551	24.03%
Soft Drinks	16,650,000	15,786,564	94.81%
Ice Pop, Mango Bar and Others	24,720,000	17,654,328	71.42%

42. **Disclosure as per Schedule XI, Part II, Para 8 (e) of the Companies Act 1994**

During the year under review the company earned US $ 1,43,14,125.20 from export.

43. **Tax assessment status**

Accounting year	Assessment year	Status
2016-17	2017-18	Return Submited u/s 82BB
2015-16	2016-17	Return Submited u/s 82BB
2014-15	2015-16	Under Appeal
2013-14	2014-15	Tax Audited
2012-13	2013-14	Tax Audited

44. **Events after the reporting period**

The Board of Directors have recommended 32% cash dividend of Tk. 2,56,00,000 for the year ended 30 June 2018 in their board meeting held on 24th November 2018 subject to approval of the shareholders in the Annual General Meeting. The financial statements for the year ended 30 June 2018 do not include the effect of cash dividend which will be accounted for the period when the shareholders' right to receive the payment is established.

45. **Comparative information**

Comparative information in the following major area has been rearranged to conform to current year's presentation.

45.1 **Other income**

Income from scrap sales as other income is presented under separate head which was presented under single head of sales revenue in 2017-18. (note # 23 & 30)

45.2 **Security deposit of distributors**

Security deposit of distributors shown as separate line item in the statement of financial position which was shown under other liabilities up to 2017-18.

45.3 **Interest Payable**

Interest payable shown under provision for expense which was shown as separate line item in the statement of financial position up 2017-18.

45.4 **Dividend Payable**

Dividend payable renamed as other liabilities in the statement of financial position which wash shown under dividend position up 2017-18.

Muhammad Aminur Rahman, FCS	Choudhury Atiur Rasul	Md. Eleash Mridha	Ahsan Khan Chowdhury
Company Secretary	Chief Financial Officer	Managing Director	Chairman

Dhaka
24 November 2018

Annexure-A

Agricultural Marketing Company Limited
Schedule of Property, plant and Equipment
As of 30 June 2018

Category of assets	Cost			Depreciation				Written Down Value as at 30 June 2018
	Balance as at 01 July 2017	Addition during the year	Balance as at 30 June 2018	Rate (%)	Balance as on 01 July 2017	Addition during the year	Balance as on 30 June 2018	
a. Freehold Assets								
Land & Land Development	20,887,705	-	20,887,705	-	-	-	-	20,887,705
Factory Building	154,104,021	-	154,104,021	10%	96,108,080	5,799,594	101,907,674	52,196,347
Machinery & Equipment	836,246,218	-	836,246,218	20%	471,289,775	72,991,289	544,281,064	291,965,154
Furniture & Fixtures	2,391,217	-	2,391,217	15%	2,132,594	38,793	2,171,387	219,830
Tools & Accessories	272,417	-	272,417	20%	269,377	608	269,985	2,432
Vehicles	71,042,060	-	71,042,060	20%	57,794,122	2,649,588	60,443,710	10,598,350
Office Equipment	2,531,438	-	2,531,438	15%	2,185,537	51,885	2,237,422	294,016
Plastic Container	10,392,058	-	10,392,058	20%	9,915,420	95,328	10,010,748	381,310
Other Fixed Assets	22,217,888	-	22,217,888	20%	21,857,224	72,133	21,929,357	288,531
Sub Total	**1,120,085,022**	**-**	**1,120,085,022**		**661,552,129**	**81,699,218**	**743,251,347**	**376,833,675**
b. Revalued Assets								
Land & Land Development	14,836,383	-	14,836,383	-	-	-	-	14,836,383
Factory Building	5,024,125	-	5,024,125	10%	4,413,309	61,082	4,474,391	549,734
Machinery & Equipment	6,127,838		6,127,838	20%	5,917,446	42,078	5,959,524	168,314
Vehicles	335,533	-	335,533	20%	331,664	774	332,438	3,095
Sub Total	**26,323,879**	**-**	**26,323,879**		**10,662,419**	**103,934**	**10,766,353**	**15,557,526**
Grand Total as of 30 June 2018	**1,146,408,901**	**-**	**1,146,408,901**		**672,214,548**	**81,803,152**	**754,017,700**	**392,391,202**
Grand Total as of 30 June 2017	**1,120,407,669**	**26,001,232**	**1,146,408,901**		**575,770,640**	**96,443,908**	**672,214,548**	**474,194,353**

Allocation of depreciation:	Amount in Taka	
	30 June 2018	30 June 2017
Cost of Goods Sold	79,062,112	93,031,587
Administrative Expenses	1,096,416	1,364,928
Selling and distribution Expenses	1,644,624	2,047,393
	81,803,152	**96,443,908**

PRAN ®

(Annexture - B)

Agricultural Marketing Company Limited
Schedule of Accounts Receivables
As of 30 June 2018

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
1	M/S Abdul Elkadri, DBA	7,966,338	-
2	M/S Al-Qusour Al-Fakirah Trading EST	2,428,400	-
3	M/S Best Foods Inc.	5,733,315	-
4	M/S CONFIBOLIVIA	25,250,875	-
5	M/S G.P. Distributar Pvt. Ltd.	1,607,040	-
6	M/S Linkage Foods	38,025,068	-
7	M/S Jain International	28,182,400	-
8	M/S Moon Enterpries	1,399,200	-
9	M/S Mechi Koshi Trading PVT. Ltd.	7,025,144	-
10	M/S Odhdat Trade PVT Ltd.	8,000,000	-
11	M/S Pran Beverages India Pvt Ltd.	4,720,000	-
12	M/S Qingdao Haiwaishidai Foods Co. Ltd	1,030,113	-
13	Kumud Kundu	100,778	-
14	Shawon Enterprise	90,845	-
15	Mayer Doya Bhander	21,605	-
16	M.M. Traders- Nazirpur	4,177	-
17	Matree Store	5,174	-
18	Riad Store	20,009	-
19	AR Traders	16,619	-
20	Mim Enterprise	21,056	-
21	Janani Traders	4,979	-
22	Pabitra & Brothers	100,295	-
23	Shuvo Udjog	10,418	-
24	Mahabubu Rahman Enterprise	200,000	-
25	Nobin General Store	156,757	-
26	Bapon Store	50,453	-
27	Lima Plastic Center	5,464	-
28	Bhai Bhai Traders	53,426	-
29	Jahanara Enterprise	51,270	-
30	Masum General Store	52,910	-
31	Mayer Doya Store	40,366	-
32	Khan Traders	9,457	-
33	Nazmul Enterprise	22,284	-
34	Al Amin Enterprise	11,808	-
35	Anik Enterprise	39,217	-
36	Samad Traders	9,121	-
37	A.H Enterprise	10,022	-
38	Munna Traders	6,278	-
39	Sathi Enterprise	16,103	-
40	South Bengal Trading Company	50,376	-
41	Hasan Enterprise	4,682	-
42	Jui Enterprise	14,971	-

AMARSTOCK

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
43	Sunrise International	5,818	-
44	Jannat Enterprise	24,285	-
45	Mim Electric & Hardware	17,810	-
46	Ma Traders	11,885	-
47	AS Enterprise	15,871	-
48	Fatema Siraj Chemicals	4,447	-
49	Nikhad Enterprise	17,942	-
50	Tanha Tasin Enterprise	4,318	-
51	Sopnil Enterprise	4,242	-
52	H & S Corporation	6,989	-
53	Saif Enterprise	4,187	-
54	Nikhat Enterprise	17,159	-
55	Mamun Enterprise	7,750	-
56	Sattar Enterprise	19,372	-
57	Misra Enterprise	19,972	-
58	Nayem Enterprise	12,721	-
59	Gaforgaon Varieties Store	14,047	-
60	Sarwar Store	9,532	-
61	Talukder Traders	5,572	-
62	Tonni Moni Enterprise	8,537	-
63	Jayed Enterprise	3,845	-
64	Ripa Traders	20,833	-
65	Mita Enterprise	7,492	-
66	Rony Abdullah Traders	20,839	-
67	Habib Store	5,355	-
68	Sakhina Enterprise	5,461	-
69	Sadaqul Traders	6,978	-
70	Shafiqul Enterprise	4,896	-
71	Sharmin Enterprise	4,559	-
72	Shawon Traders	6,588	-
73	Hasib Enterprise	3,932	-
74	Tabassum Enterprise	28,356	-
75	Janota Store	3,933	-
76	Tonoi Mim Enterprise	6,035	-
77	Tamim Enterprise	44,962	-
78	Korim Construction	5,006	-
79	Marupa Enterprise	8,679	-
80	Zannat Confectionary	6,851	-
81	Hazi Karim Traders	304,822	-
82	Bashar & Son's	31,566	-
83	Abu Teleb Electronics	19,818	-
84	Talukdar Matical & Varieties Store	8,774	-
85	Sohel Enterprise	12,849	-
86	Kotha Traders	126,431	-
87	Sanchoy Store	6,301	-
88	Karim Pan Bahar	6,070	-

AMAR STOCK

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
89	Abida Enterprise	69,873	-
90	Tofajjol Enterprise	15,182	-
91	Baba Ma Enterprise	16,248	-
92	Probasi Enterprise	115,229	-
93	Nazma Enterprise	68,161	-
94	Rafi Enterprise	20,841	-
95	Chowdhury Enterprise	26,816	-
96	Sadar Uddin Traders	24,491	-
97	Sneha Enterprise	46,615	-
98	Nishat Enterprise	5,327	-
99	Dubai Borka Fushion	5,775	-
100	Chowdhory Enterprise	16,096	-
101	Sonjit Enterprise	3,582	-
102	T.J Traders	5,303	-
103	A.F.M Enterprise	5,088	-
104	Mayer Doya Traders	23,748	-
105	Chando Store	13,374	-
106	Raton Store	12,839	-
107	Masud Enterprise	5,643	-
108	Titon Traders	5,067	-
109	Gram Bangla Telecom	7,486	-
110	Rayan Enterprise	4,065	-
111	Brothers Traders	33,805	-
112	Ma Enterprise	5,915	-
113	Mim Enterprise	29,436	-
114	Khan Enterprise	31,028	-
115	Maruf Enterprise	4,747	-
116	Shahed Enterprise	11,031	-
117	Malek & Sons	8,232	-
118	Zaman Enterprise	29,753	-
119	AL Baraka Traders	12,148	-
120	Fonindro Chandro Modok	10,486	-
121	Sadia Traders	5,140	-
122	BM Traders	5,541	-
123	Kalpo Enterprise	14,938	-
124	Abir Enterprise	17,376	-
125	Shajalal Bakery & Varieties Store	3,594	-
126	Anas Enterprise	14,051	-
127	Amin Brother's	7,791	-
128	R.S Trading	6,900	-
129	Kamal Store	3,720	-
130	Sowrav Distribution	157,486	-
131	Moriom Enterprise	4,051	-
132	Bhai Bhai Enterprise	12,169	-
133	Lamia General Store	5,159	-
134	Kazi Traders & N Nahar Banirjjo Bitan	4,095	-

AMAR STOCK

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
135	Arif Store	7,981	-
136	Akhi Traders	8,986	-
137	Doyal Shoes Store	16,549	-
138	Nobi Enterprise	3,799	-
139	Kadir Store	48,185	-
140	Samir Ali Traders	5,113	-
141	Shahid Enterprise	4,891	-
142	Zobeyer Traders	40,585	-
143	Eva General Store	7,585	-
144	Bhai Bhai Enterprise	3,670	-
145	Mithila Fashion	16,803	-
146	Bhai Bhai Traders	5,810	-
147	Khandakar Enterprise	19,852	-
148	Vision Trading & Distribution	21,646	-
149	Kazi Enterprise	7,242	-
150	Shohel Store-NR	15,057	-
151	Moni Medical Center	7,724	-
152	Prince Mahmud Store	4,539	-
153	Mojaffor Enterprise	36,192	-
154	Sardar Store	17,908	-
155	Arif & Brothers	22,846	-
156	Liakot Confectionary & General Store	30,778	-
157	Nazrul Store	12,038	-
158	Bismillah Distribution House	65,271	-
159	Nayem Nasim Enterprise	58,844	-
160	Shihab Traders	4,644	-
161	Sirajgonj Store	64,667	-
162	Z.R Enterprise	22,921	-
163	Eva Misti Doi	8,626	-
164	Comilla Store	6,256	-
165	Tarek Electronics & Machinares	13,530	-
166	Imran Store	12,221	-
167	Somobay Enterprise	20,427	-
168	Hossain Enterprise	41,810	-
169	Star Enterprise	50,551	-
170	Maa Enterprise	45,123	-
171	Fulltoli Enterprise	7,869	-
172	M/s. MARIGOLD ENTERPRISES	-	10,140,316
173	M/S JAIN INTERNATIONAL	-	11,931,462
174	M/s. PRAN BEVERAGES (INDIA) PRIVATE LIMITED	-	8,717,105
175	M/s. PRAN FOODS (M) SDN BHD	-	13,710,234
176	M/s. ODHDAT TRADE PVT LTD	-	32,246,760
177	M/s. ALL SAMA TRADERS PVT.LTD.	-	4,208,202
178	Mr. Abdul Elkadri	-	3,369,081
179	M.s. KABORE N.SALIF	-	1,605,082
180	M/s. GROUP AL - GAMIL	-	8,168,709

VENMAR STOCK

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
181	M/s. Mitchell kabore BURKINA FASU	-	3,634,774
182	M/s. AL ARABYA EXCELLENT MARKETING LLC	-	3,664,688
183	M/s. RUHUL EMARAT EST.	-	3,684,958
184	M/s. THANH PHAT MANAGE AND DEVELOPMENT TRADING SERVICE CO. LTD.3	-	2,840,536
185	Mr. MONOJIT PAUL	-	1,723,992
186	M/s. RUE RAMILIJAONA ANDRONDRA	-	2,925,285
187	M/s. JOGANIAR	-	1,431,353
188	M/s. SK TRADING	-	2,398,353
189	M/s. PRAN Foods Ltd.	-	2,112,163
190	M/s. Mohamed Omar Abdi	-	2,470,529
191	M/s. MEHEDI HADI AL HARTHI TRADING EST. Dammam	-	6,416,702
192	M/s. LINKAGE FOODS. PHILIPINE	-	4,682,955
193	M/s. Confibolivia	-	4,686,744
194	M/s. BISMILLAH HOLDING LIMITED	-	902,305
195	Koran Mahol	-	1,915
196	Mahmuda Enterprise	-	1,918
197	Belal Store	-	3,270
198	Imran Store	-	3,350
199	Ma Enterprise	-	4,055
200	Sami Telicom	-	4,479
201	Omar Bin Traders	-	4,988
202	Raj Enterprise	-	5,751
203	Toufique Enterprise	-	6,111
204	Rathi Traders	-	6,298
205	A.R Fashion	-	7,028
206	Mohona Traders	-	7,429
207	Takdir Store	-	8,085
208	Sayba Trade International	-	8,825
209	Dhrupoti Store	-	8,901
210	Mayer Doya Traders	-	9,352
211	Zakir Engineering Work Shop	-	9,430
212	Ushno & Shacha Enterprise	-	9,740
213	New Luchy General Store-2	-	9,943
214	Howlader Store	-	10,040
215	Salauddin Traders	-	10,046
216	Gobinda Kundu	-	10,449
217	Bishwas Enterprise	-	10,597
218	Gazi Enterprise	-	10,643
219	Rasel Store	-	11,446
220	Aziz Enterprise	-	11,634
221	Nihan Enterprise	-	12,076
222	Modina Store	-	12,326
223	Arjun Store	-	12,609
224	Abdullah Ebne Nur Varitise Store	-	12,866
225	Rakha Traders	-	13,146
226	Meem Departmental Store	-	13,169

AMAR STOCK

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
227	Aoyan Choyon General Store	-	13,240
228	Mitul Sales	-	13,849
229	Zannat Confectionary	-	14,937
230	Anisha Enterprise	-	14,953
231	Sajid Prince Of Lamia Store	-	15,320
232	Maa Store	-	15,371
233	Shikder Traders	-	15,563
234	Hawlader Traders	-	16,650
235	Bappy & Co.	-	17,079
236	Alom Traders	-	17,104
237	Monira Enterprise	-	17,260
238	Mir Enterprise	-	18,001
239	Bhai Bhai Store	-	20,102
240	Sharif General Store	-	20,509
241	Abir Ahammed Store	-	21,878
242	Labib Enterprise	-	22,168
243	Prince & Saify Enterprise	-	23,147
244	Bayezid Enterprise	-	23,604
245	AS Enterprise	-	24,179
246	Anowara Departmental Store	-	24,722
247	Brother's Enterprise	-	25,077
248	Abdus Samad Store	-	25,762
249	Tasnim Enterprise	-	26,166
250	Ma Enterprise	-	26,522
251	Jahid Varieties Store	-	26,532
252	Maria Hardware Store	-	27,036
253	Sobha Enterprise-3	-	27,711
254	Sattar Enterprise	-	28,542
255	Zis Enterprise	-	29,618
256	Abdul Karim Store	-	29,897
257	M R Trading	-	30,229
258	Ma Store	-	30,286
259	Abu Hurira Enterprise	-	30,412
260	Ma Varities	-	30,510
261	Jalal Enterprise	-	30,651
262	Ibrahim Traders	-	30,846
263	Tanvir Enterprise	-	31,119
264	Tuhin Steel House	-	31,617
265	Tamim Enterprise	-	32,116
266	Satu Enterprise	-	32,351
267	Habibur Rahman Enterprise	-	32,402
268	Maa Enterprise	-	32,659
269	Marchy Enterprise-2	-	32,767
270	Namira Enterprise	-	32,935
271	Preyanka Enterprise	-	33,633
272	Mim Enterprise	-	34,095

AMAR STOCK

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
273	Alam Traders	-	34,815
274	Maar Doha General Store	-	34,876
275	Jarin Enterprise	-	35,034
276	Howlader Baritis Store	-	35,965
277	Soua Enterprise	-	36,189
278	Asha Distribution	-	36,434
279	Khan Traders	-	37,412
280	Baba Mar Doa Store	-	37,560
281	Taniya Enterprise	-	37,695
282	Shasy Enterprise	-	37,832
283	Kobiraj Store	-	37,879
284	Anju Monowra Traders	-	40,687
285	Tarik Traders	-	41,013
286	Eva General Store	-	41,125
287	Munshi Enterprise	-	41,634
288	Modina Enterprise	-	41,916
289	Siam Enterprise	-	42,394
290	Siyam Enterprise	-	42,625
291	Zobeyer Traders	-	43,648
292	Ajhora Trading	-	43,682
293	Mim Enterprise	-	43,724
294	Bhai Bhai Howladar Store	-	43,810
295	Moni Enterprise	-	44,368
296	Rubel Store	-	44,479
297	Lotifa Traders	-	44,865
298	Nupure Enterprise -2	-	44,885
299	Mamun Store	-	45,085
300	Roni Shoes Store	-	45,823
301	Zahangir Enterprise	-	46,021
302	Azad Dept. Store(Sylhet)	-	46,370
303	Salik Enterprise	-	47,031
304	Brother's Traders	-	47,096
305	Saief Al-Anas Enterprise	-	47,777
306	Faruk Store	-	48,083
307	Touhida Enterprise (Dokkhin Pash)	-	48,481
	Total	**135,256,478**	**140,563,639**

AMARSTOCK

Agricultural Marketing Company Limited
Schedule of Accounts Payables
As of 30 June 2018

(Annexture - C)

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
1	Al-Abyan Enterprise-Head Office	19,915	-
2	AVONMORE TRADE-Head Office	27,500	-
3	Bangla Yuncheng Plate Making-Head Office	57,790	-
4	Cool & Fresh International-Head Office	10,100	-
5	Four Star Machine House-Head Office	128,750	-
6	Ghorashal Pipe Industries-Head Office	51,000	-
7	Global Cynax Bangladesh Ltd-Head Office	67,000	-
8	HOLOPLUS Techno systems Limited-Head Office	98,692	-
9	JS ENTERPRISE-Head Office	108,120	-
10	Mahmud Sorwar-Head Office	347,212	-
11	Md. Muradul Islam-Head Office	16,000	-
12	M/S BANDHAN PACKAGING-Head Office	122,525	-
13	MJL Bangladesh Ltd.-Head Office	142,726	-
14	MOTALAB IRON STORE-Head Office	98,920	-
15	New Milon Electric House-Head Office	28,000	-
16	Pacific Chemitrade Ltd.Kakrail-HO	66,428	-
17	Pacific Trading-Head Office	47,400	-
18	Packard Engineering,Topkhana R-HO	26,158	-
19	Populer Traders-Head Office	102,964	-
20	S. E. TRADE CORPORATION-Head Office	121,937	-
21	S.K.Builders (Palash)-Head Office	37,500	-
22	Sincos Engg Ltd.-HO	229,400	-
23	Smart Printing Solutions Ltd.-Head Office	120,300	-
24	Sojan Enterprise-Head Office	26,180	-
25	SOUDIA CARBON BRASS ENGINEERING WORKS-Head Office	89,700	-
26	Star Machinery & Co.-Head Office	24,870	-
27	THE TOOL MASTER & ENGINEERING CO.-Head Office	89,890	-
28	United Traders-Head Office	184,496	-
29	Sanji Stainless Steel Industries Ltd.-Head Office	18,566	16,205
30	Ruma Trading Corporation-Head Office	73,840	72,740
31	Rupsha Chemical Works-HO	65,000	35,500
32	M/s. A. Safa Trading-Head Office	26,920	4,320
33	Micro Tools and Machineries-Head Office	75,184	75,184
34	A.R.Electric-Head Office	52,525	163,980
35	Diamond Salt Industries-Head Office	202,900	386,500
36	Diya Bearing & Mechineries-Head Office	54,240	23,400
37	Janata Machineries-Head Office	32,700	15,200
38	ANIKA RUBBER & PLASTIC-Head Office	-	13,920
39	A K Electric-Head Office	-	9,000
40	ABM Enterprise (Nowabpur)-HO	-	13,800
41	Abul Kalam (Spring Supplier)	-	900
42	AG Hi-Tech Limited	-	45,000

VISHAL STOCK

Sl #	Particulars	30.06.2018 Taka	30.06.2017 Taka
43	Ahsan Medical Hall	-	28,940
44	Al-Aksha Enterprise	-	900
45	Al-Burhan Enterprises-Head Office	-	3,740
46	Ali Machinery-Head Office	-	270,000
47	Amena Enterprise-Head Office	-	28,430
48	Anowara Trade International Ltd-Head Office	-	177,749
49	Any Electric-Head Office	-	28,560
50	Aranna Enterprise	-	5,088
51	Asia Plastic Container Industries-Head Office	-	79,900
52	B.T. Corporation-Head Office	-	26,300
53	Baishakhi Trading Center-Head Office	-	26,950
54	Bismillah Glove Industry-Head Office	-	10,000
55	Delcot Limited	-	88,400
56	Evergreen Scientific Co. Ltd-Head Office	-	3,630
57	Felix Controls Limited-Head Office	-	66,480
58	GRAPHIC SYSTEMS (Pvt) Ltd.-Head Office	-	6,500
59	Guard Filter Manufacturing Co.-Head Office	-	2,800
60	Hightech Bearing House-Head Office	-	4,400
61	Imam-ul and Brothers-Head Office	-	6,290
62	Kabir Mill Store-Head Office	-	28,800
63	Kawsar Engineering Works-Head Office	-	15,200
64	Khan Brothers-Head Office	-	2,500
65	Khan Screw Mart	-	400
66	M. R. Intech Fire Protection-Head Office	-	2,400
67	Maritime Enterprise Pvt Ltd-HO	-	25
68	MOKLESUR RAHMAN & BROTHERS -Head Office	-	8,040
69	Muazzem Rubber & Plastic-Head Office	-	12,000
70	Nahida Business Center-Head Office	-	4,600
71	Noor Trade House	-	41,000
72	Octopass Scientific Co.-HO	-	5,600
73	Prime Rubber & Plastic -Head Office	-	2,750
74	S.S Corporation,Nawabpur Road-HO	-	76,800
75	Saudia Electric Co.-Head Office	-	19,278
76	The Sangbad Ltd-Head Office	-	5,361
77	Water Iron Exchange	-	16,500
	Total	**3,093,348**	**1,981,959**

AMARSTOCK


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Malted Food Drink
for extra energy
Robust
Malted Food Drink


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Fruit Drink

AGRICULTURAL MARKETING CO LTD

PRAN Center, 105, Middle Badda, Dhaka-1212, Phone: 88-02- 9881792
Fax: 88-02-8837464, Web: www.pranfoods.net

I/We.....

of.....

being a member of AGRICULTURAL MARKETING CO LTD hereby appoint Mr/Mrs/Miss.....

of.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on day Thursday 27th December, 2018 at 9.30 a.m. and / or at any adjournment thereof. As witness I/We put my/our hand(s) this .....day of .....2018.

.....
Signature of the Proxy

Register Folio/BO.....

Date:.....

Affix Revenue Stamp Tk. 20/- (Taka Twenty)

.....
Signature of the Shareholder(s)

Register Folio/BO.....

Date:.....

.....
(Signature of the witness)

NOTE: A member entitled to attend and vote at the Annual General Meeting may appoint another member as a Proxy to attend the meeting and vote in his/her stead. The Proxy Form duly stamped must be deposited at the Registered Office of the Company not later than 48 hours before the time appointed for the meeting.

.....
AUTHORISED SIGNATURE

.....
SIGNATURE VERIFIED

AGRICULTURAL MARKETING CO LTD

PRAN Center, 105, Middle Badda, Dhaka-1212, Phone: 88-02- 9881792
Fax: 88-02-8837464, Web: www.pranfoods.net

I/we hereby record my/our attendance as Member/Proxy at the 33rd Annual General Meeting being held on Thursday 27th December, 2018 at 9.30 a. m. at FUJI Trade Centre, Cha-87/C, Progoti Soroni, Uttar Badda, Dhaka-1212.

Name of Member (s) .....

Register BO No/Folio No Holding Ordinary Shares of Agricultural Marketing Co Ltd.

.....
Signature of the Proxy

.....
Signature of the Shareholder(s)

N. B. Please present this slip at the Reception desk

PRAN STOCK



Export Destinations around the Globe

AGRICULTURAL MARKETING CO LTD

Corporate Headquarters:
PRAN CENTER
105, Middle Badda, Dhaka-1212
Phone: 88-02-9881792, Fax: 88-02-8837464
Web: www.pranfoods.net

MARSTOCK