DOREEN POWER

# ANNUAL REPORT



2016

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## MAIN OBJECTIVES

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

## MISSION

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

## VISSION

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

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Doreen Power Generations and Systems Ltd. Annual Report 2016

# Letter of Transmittal

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

**Subject: Annual Report for the year ended 30 June 2016**

Dear Sir(s),

We are pleased to enclose a copy of the Annual Report containing Directors' Report and Auditors' Report along with Audited Financial Statements of Doreen Power Generations and Systems Limited for the year ended 30 June 2016 for your reference and record.

Thanking you,

Sincerely Yours,



**Masudur Rahman Bhuiyan ACS**
AGM & Company Secretary

Dated: Dhaka, November 28, 2016

AMARSTOCK

# NOTICE OF THE 9TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF DOREEN POWER GENERATIONS AND SYSTEMS LTD.

Notice is hereby given that the 9th Annual General Meeting of Doreen Power Generations and Systems Ltd. will be held on Sunday, 18 December 2016 at Trust Milonayaton, 545 Old Airport Road, Dhaka Cantonment, Dhaka-1206 at 10:30 AM to transact the following businesses:

**AGENDA:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2016 together with the Reports of Directors and Auditors thereon
2. To declare dividend for the year ended on 30 June 2016
3. To elect/ re-elect Director(s) of the Company
4. To appoint Auditors for the year ended on 30 June 2017 and fix their remuneration
5. To consider the use of unutilized fund of IPO Proceeds amounting Tk. 2,398,086.00 from the portion of IPO Expenses to procure lube oil for the power plants of the Company.

Dated:
Dhaka
28 November 2016

By Order of the Board

Masudur Rahman Bhuiyan ACS
AGM & Company Secretary

**NOTES:**

1. The Record Date is 13 November 2016. Shareholders whose names will appear in the Register of Members or in the Depository Register on the Record Date will be eligible to attend the AGM and qualify for Dividend.
2. A member eligible to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. Duly signed Proxy Form/ Power of Attorney must be submitted at the Registered Office of the Company at least 48 hours before the time fixed for the AGM. Revenue Stamp of Tk. 20/- (Taka Twenty only) shall have to be affixed on the Proxy Form.
3. Admission to the meeting will be only on production of the attendance slip attached with the Annual Report.
4. The Annual Report, Proxy Forms and Attendance Slip are also available in the website at www.doreenpower.com
5. No gift or benefit in cash or kind shall be paid to the holders of equity securities in terms of Clause (c) of the Notification No. SEC/SRMI/2000-953/1950 dated 24 October 2000 for attending the AGM of the Company and subsequent circular no. SEC/CMRRCD/2009-193/154 dated October 24, 2013.
6. The concerned brokerage houses & merchant bankers are requested to provide us with a statement with the details (shareholders name, BO ID number, e-TIN number, gross dividend receivable, applicable tax rate, and net dividend receivable) of their margin loan holders who hold shares of the Company as on the Record Date, along with the name of the contact person in this connection. The brokerage houses & merchant bankers are also requested to provide us with their Bank Account Name, number, routing number etc. on or before December 05, 2016.
7. The concerned trusty board of approved superannuation fund or pension fund or gratuity fund or recognize provided fund or workers participation fund are requested to provide us update tax rebate certificate on or before December 05, 2016.

# CORPORATE DIRECTORY

## BOARD OF DIRECTORS

| | |
|---|---|
| Mrs. Parveen Alam | - Chairman |
| Mr. Tahzeeb Alam Siddique | - Managing Director |
| Mr. Tanzeer Alam Siddique | - Director |
| Mrs. Anjabeen Alam Siddique | - Director |
| Mr. Mahtab Bin-Ahmed | - Independent Director |

## AUDIT COMMITTEE

| | |
|---|---|
| Mr. Mahtab Bin Ahmed, Independent Director | - Chairman |
| Mr. Tanzeer Alam Siddique, Director | - Member |
| Mrs. Anjabeen Alam Siddique, Director | - Member |
| Mr. Masudur Rahman Bhuiyan ACS-<br>AGM & Company Secretary | - Secretary |

## EXECUTIVE COMMITTEE

| | |
|---|---|
| Mr. Tahzeeb Alam Siddique, Managing Director | - Chairman |
| Mr. Mostafa Moin, Director (Operation & Development) | - Member |
| Mr. Fazle Elahi Khan, Sr. GM (Project Development) | - Member |
| Mr. Iqbal Hossain, GM (Admin & Commercial) | - Member |
| Mr. Afroz Alam, Chief Financial Officer | - Member |
| Mr. Md. Wahiduzzaman Khan, DGM (Operation and Maintenance) | - Member |
| Mr. Masudur Rahman Bhuiyan ACS, AGM & Company Secretary | - Secretary |

## OPERATION AND MAINTENANCE COMMITTEE

| | |
|---|---|
| Mr. Mostafa Moin, Director (Operation & Development) | - Chairman |
| Mr. Fazle Elahi Khan, Sr. GM (Project Development) | - Member |
| Mr. Md. Wahiduzzaman Khan, DGM (Operation and Maintenance) | - Member |
| Plant In-charge | - Member |

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

**Corporate Office** - 192/A, Eastern Road, Lane-1
New DOHS Mohakhali, Dhaka-1206
Phone- 8860744, Fax- 8860766
E-mail: info@doreenpower.com
Website: www.doreenpower.com

**Statutory Auditors** - **M/S ACNABIN,** Chartered Accountants
[Member of BAKER TILLY NTERNATIONAL]
BDBL Bhaban (Level- 13 & 14)
12 Kawran Bazar Commercial Area, Dhaka-1215, Bangladesh,
Phone: +880-2-8144347 to 52, Fax +880-2-8144353.

| | |
|---|---|
| **Legal Advisor** | **-Vertex Chambers**<br>Tower Hamlet (14th Floor),<br>16, Kemal Ataturk Avenue,<br>Banani, Dhaka 1213,<br>Bangladesh<br>Telephone: +880 2 9891037<br>Fax: +880 2 9897085 |
| **Corporate Governance Compliance Auditor** | **-Mr. S. Abdr Rashid FCS**<br>Practicing Chartered Secretary of SARashid & Associates<br>Noakhali Tower (12th Floor, 13-D)<br>55/B Purana Paltan, Dhaka-1000, Bangladesh<br>Phone: +880-2-9558796, +880-1726533655 |
| **Credit Rating Company** | **- Credit Rating Agency of Bangladesh Limited (CRAB)**<br>Sena Kalyan Bhaban, Suite No: 403, 4th floor<br>195 Motijheel Commercial Area, Dhaka-1000, Bangladesh<br>Telephone: +880-2-9571497, +880-9571238 |
| **Locations of Power Plants** | - Elenga, Tangail<br>- Chinispur, Narsingdi<br>- Debipur, Feni<br>- Daulotpur, Nababgonj<br>- Singair, Manikgonj. |
| **Main Bankers** | - NCC Bank Limited<br>- Trust Bank Limited<br>- Islami Bank Bangladesh Limited<br>- The City Bank Limited |

AMARSTOCK

# INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS IN THE INDUSTRY

Electricity is a key ingredient for the socio-economic development of the country. The government has given top priority to development of the sector considering its importance in the overall development of the country. The government has set the goal of providing electricity to all citizens by 2021. Adequate and reliable supply of electricity is an important pre-requisite for attracting both domestic and foreign investment.

As the power sector is a capital-intensive industry, huge investments are required in order to generate addition to the capacity. Competing demands on the government resources and declining levels of external assistance from multilateral and bilateral donor agencies constrained the potential for public investment in the power sector. Recognizing these trends, the government of Bangladesh amended its industrial policies to enable private investment in the power sector.

The Power Cell, created under the Power Division of Ministry of Power, Energy and Mineral Resources, received the mandate to lead private power development. The government is strongly committed to attract private investment for installing new power generation capacity on build-own-operate basis.

In order to realize the government's vision to provide electricity to most of the population at a reasonable price and to achieve overall socio-economic development of the country, the government of Bangladesh has initiated a Power and Energy Sector Development Roadmap (2010-2021) which targeted to produce 8500 MW by 2013, 11500 MW by 2015 and 20000 MW by 2021. However, to ensure overall and balanced development of this sector government has taken various plans in terms of duration. The plans have been developed based on a techno-economic analysis and a least-cost option. These plans include balanced development in generation, transmission and the distribution system to achieve a desired level of reliability of supply.



As of August 2016, total installed capacity of Bangladesh is 12780 MW (Public Sector 6872 MW, IPP, SIPP & Rental 5308 MW & Power Import 600 MW) of Power Plants located at different parts of the country. The main fuel used for power generation is indigenous gas. In FY 2014-15, gross energy of 22163 GWH was generated in the public sector power plant under BPDB. In addition, total energy of 19255 GWH of was purchased by BPDB from Independent Power Producers (IPPs, SIPPs & Rentals) and total energy of 3380 mwh was imported. The maximum demand served during peak hours on 30 June 2016 was 9036 MW.

# Financial Highlights 2016

## Doreen Power Generations And Systems Limited

For the period from 2012 to 2016

Amount in Million (BDT)

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| **Operating Data (Taka in Million)** | | | | | |
| Turnover | 1,189.84 | 1,082.37 | 1,049.03 | 1,041.29 | 1,084.29 |
| Cost of Sales | 791.46 | 646.37 | 626.03 | 612.23 | 585.86 |
| Gross Profit | 398.38 | 436.00 | 423.00 | 429.06 | 498.42 |
| General & Admin Expenses | 144.37 | 108.77 | 83.66 | 84.34 | 67.01 |
| Operating Profit | 254.00 | 327.23 | 339.34 | 344.72 | 431.41 |
| Interest & Financial Charges | 210.51 | 194.77 | 181.21 | 212.13 | 193.47 |
| Net Profit Attributable to Owners | 42.72 | 134.98 | 155.07 | 136.95 | 245.24 |
| **Balance Sheet Data ( Taka in Million)** | | | | | |
| Paid up Capital | 800.00 | 600.00 | 600.00 | 600.00 | 600.00 |
| Shareholders' Equity | 2,753.41 | 2,152.72 | 2,027.63 | 1,877.86 | 833.89 |
| Total Debt (NCL) | 6,315.31 | 4,205.68 | 1,623.06 | 1,054.36 | 1,318.98 |
| Current Assets | 1,097.44 | 650.54 | 1,332.51 | 671.17 | 562.66 |
| Current Liabilities | 2,354.80 | 2,775.28 | 624.94 | 567.26 | 482.82 |
| Total Assets | 11,423.52 | 9,133.69 | 4,275.62 | 3,499.47 | 2,635.69 |
| Total Liabilities | 8,670.11 | 6,980.96 | 2,247.99 | 1,621.61 | 1,801.79 |
| **Profitability Ratios** | | | | | |
| Gross Profit Ratio (%) | 33.48% | 40.28% | 40.32% | 41.20% | 45.97% |
| Net Profit Ratio (%) Attributable to Owners | 3.59% | 12.47% | 14.78% | 13.15% | 22.62% |
| Return on Total Assets (%) | 0.34% | 1.37% | 3.50% | 3.80% | 9.30% |
| Debt Equity Ratio (%) | 3.15% | 3.10% | 1% | 0.86% | 2.16% |
| Return on Equity (%) | 1.41% | 5.81% | 7.39% | 7.08% | 29.41% |
| Price Earnings Ratio (Times) | 6.3 | | | | |
| Current Ratio | 0.47 | 0.23 | 2.13 | 1.18 | 1.17 |
| **Other Data** | | | | | |
| Earnings Per Share (Taka) | 0.65 | 2.25 | 2.58 | 2.28 | 4.09 |
| Dividend (%) Cash | 10% | - | - | - | - |
| Dividend (%) Stock | 20% | - | - | - | - |

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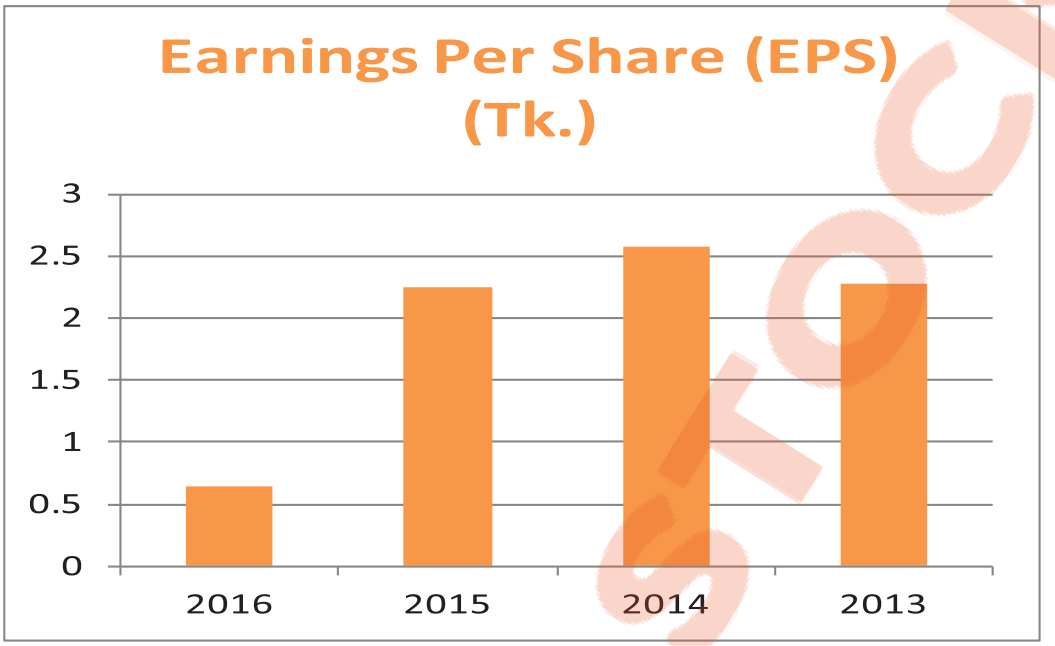
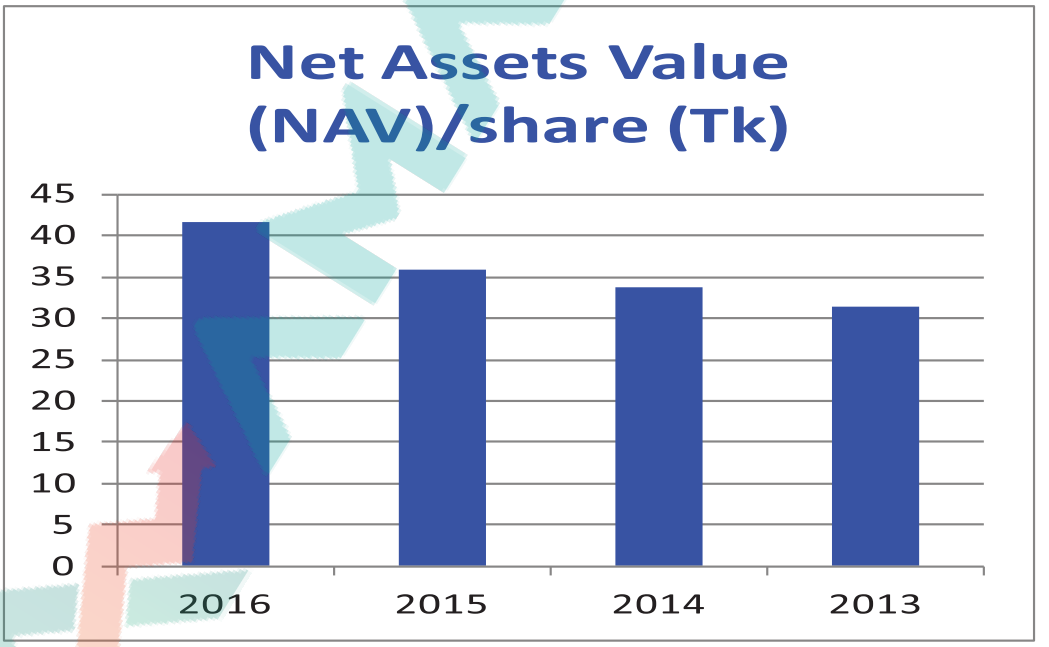
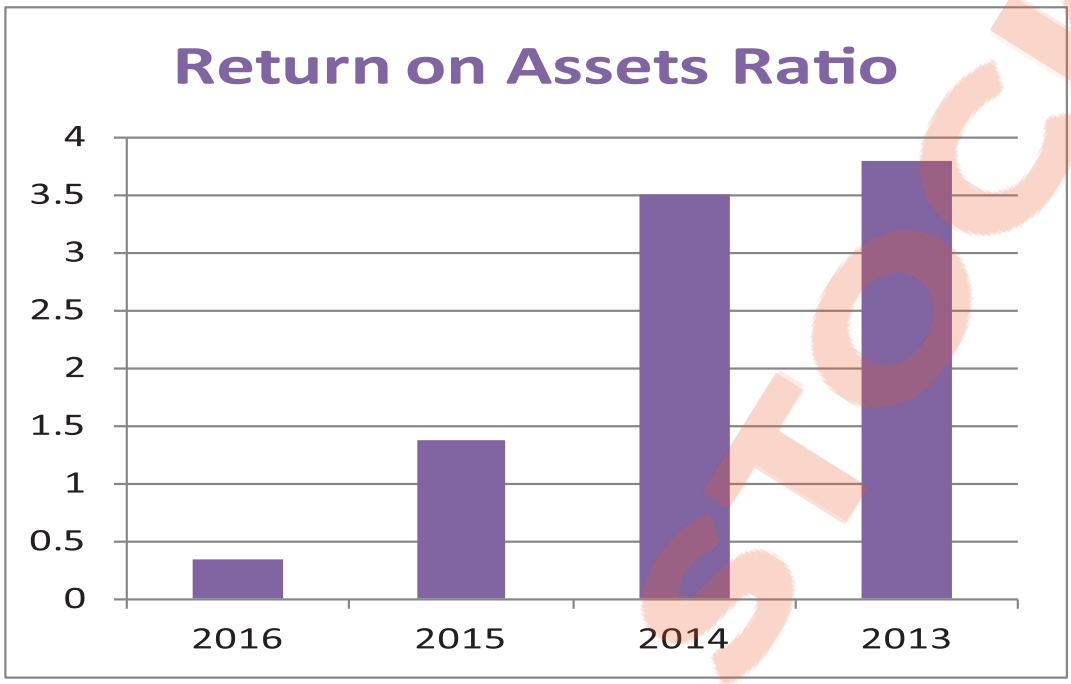


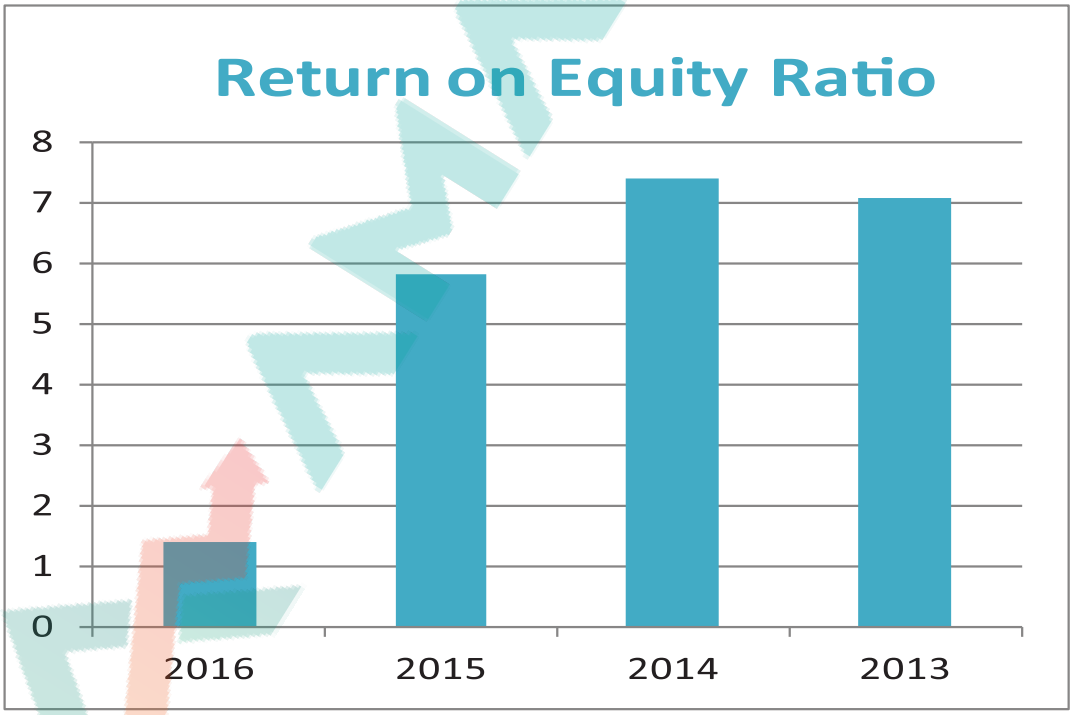

Consolidiated Erning Par Share (EPS) for the year 2012-2013 to 2015-2016




Consolidiated Net Assets Value (NAV) for the year 2012-2013 to 2015-2016




Return on Asset Ratio for the year ended 2012-2013 to 2015-2016




Return on Equity Ratio for the year ended 2012-2013 to 2015-2016

# MESSAGE FROM THE CHAIRMAN



## Dear Shareholders,

It is immense pleasure for me to place before you the Annual Report of Doreen Power Generations and Systems Ltd. for the year ended 30 June 2016. The year 2015-16 has great importance in the life of the Company for various mentionable events. The Company is now a public company in real sense. We are so grateful to you for the contributions you made in the process of being listed in the stock exchanges in Bangladesh.

## Valued Shareholders,

You know that on 30 November 2016, Bangladesh Securities and Exchange Commission approved the prospectus and issued Consent Letter for the IPO of shares to the public. Accordingly, the prospectus was issued on 07 January 2016, Subscription of Shares was closed on 22 February 2016 and Lottery for Allotment of Share to General Investors was held on 10 March 2016. Subsequently, the shares of the Company was listed with DSE and CSE with effect from 30 March 2016. And finally trading of shares was launched on 06 April 2016 in both stock exchange.

## Respected Members,

During the year ended 30 June 2016, your company has achieved a lot. The Company generated solely 404,074,612 KW of Electricity through its own power plants, while its subsidiaries generated solely 16,126,844 KW of Electricity. Since one power plant of 55MW of our subsidiary Dhaka Southern Power Generations Limited started commercial operation on 17 June 2016 and another power plant of 55MW of our subsidiary Dhaka Northern Power Generations Limited started commercial operation on 17 August 2016, our contribution in power supply to the National Grid will increase by a large volume.

## Dear Members,

We like to inform you that one 55MW power plant at Daulotpur, Nababgonj under subsidiary company Dhaka Southern Power Generations Limited started its commercial operation on 17 June 2016 and other 55MW power plant at Singair, Manikgonj under subsidiary company Dhaka Northern Power Generations Limited started its commercial operation on 17 August 2016. These two new power plants is HFO based power plants and our other existing power plants were gas based ones. So, in implementing the two power plants we have faced several obstacles like acquisition of land, drafting of river, installation of machines and many other issues. Finally, we have removed all obstacles and both the plants has started their commercial operation. As a result, in the coming year all the financial indicators will go uptrend. Moreover, the Gross Revenue earned by the Company for the period of 2015-16 was Tk. 1,189,835,036 to make a Net Profit of Tk. 38,840,564. At the end of the year, gross accumulated profit (retained earnings) stood at Tk. 361,849,889. However, considering the greater interest of the public shareholders, the Directors has recommended to declare 20% stock dividend for all shareholders and 10% cash dividend for only public shareholders (not for Directors/Sponsors). Hope you would happily approve the recommendation regarding dividend.

## Valued Members,

We are committed to establish good corporate governance in the Company. We are very careful of complying with the Corporate Governance Guidelines issued by BSEC and also with all laws and good practices as applicable for our Company. Moreover, we have taken measures for increasing revenue and decreasing expenditure in order to maximize the shareholders' wealth.

## The Owners of the Company,

The country needs increased generation of electricity and the Government is trying to ensure electricity for all. Our devotion is to organize some of the available resources for making meaningful contribution in the economic development of the country. I am proud that you have joined your hands with confidence towards our efforts in this regard.

I would extend sincere thanks to all staff for their hard work which is crucial to the success of the company. I also acknowledge the support of the Directors and senior management and thank them for their proactive guidance during the year. With our new initiatives from the recent performance we can expect good result in the coming years and certainly a strong performance in the year 2016-17.

Best regards for all.

**Parveen Alam**
Chairman
Dated: Dhaka, October 22, 2016

# REVIEW BY MANAGING DIRECTOR & CEO



## Dear Valued Shareholders,

Assalamu Alaikum.
It gives me tremendous pleasure to present our heartiest contributions towards your confidence upon us and also to present this Annual Report before you.

The year 2015-16 had been a challenging as well as encouraging year for Doreen Power Generations and Systems Ltd. The Company entered and put ourselves into a new territory of capital market being listed with the two Stock Exchanges under guidance of BSEC. You know that our Initial Public Offering (IPO) was subscribed by 11.63 times of its offered value.

Notable that Revenue of the Company has increased by 9.93%, while Cost of Sales has also increased by 22.45%. As a result, Gross Profit, Profit before Tax and Profit after Tax have decreased by 8.63%, 68.19% and 68.95% respectively. However, considering the interest of the general investors, the Board of Directors recommended dividends out of past profit and surplus. The main reason of increase in cost of sales ratio and down trend in the profitability of the company is that, the two power plants of 55MW capacity each of our two subsidiaries were under construction during the period. One of them started its commercial operation on 17 June 2016 and another on 17 August 2016. So, during the year under review only 14 day contribution was made by one new 55MW power plant. The two new power plants of our subsidiaries will make considerable contribution to the performance of the company in coming year.

With your support, Doreen Power Generations and Systems Ltd. has been able to maintain and enhance its reputation and has become a revered name in the Power and Fuel sector of the economy. We have continuously strived to enhance our service offerings, product portfolio and offered the most advanced and cutting edge technology solutions to our clientele.
You know that the company's customers are two Government-owned entities, Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB). Sales are made under the conditions of Power Purchase Agreements (PPAs) executed with BPDB and BREB. So our Market and Revenue are nearly certain if we can make our Plants ready, and our team is committed to keep our plants capable of supplying electricity as per requirements of the purchasers.

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

We are thankful to the support and cooperation extended by our all shareholders and look forward to your continuous support in the years ahead. Please accept our most sincere gratitude. We would express best wishes to all our stakeholders. We whole heartedly hope and pray to the almighty Allah to help us achieve our targets and lead us to a profitable and respectable future.

Thank you all for your kind attendance once again.

**Tahzeeb Alam Siddique**
Managing Director

Dated: Dhaka, October 22, 2016

# ABOUT OUR COMPANY

## INTRODUCTION

Doreen Power Generations and Systems Ltd. (DPGSL) was incorporated in Bangladesh on 20 August 2007 as a private limited company. The Company was converted into public limited company on 31 October 2011 and its securities (shares) was listed with both Stock Exchanges of Bangladesh i.e. Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. Trading of Shares of this Company started on 06 April 2016.



DPGSL has setup three power plants for generating and supplying 66 MW of electricity to Bangladesh Power Developments Board (BPDB) and Rural Electrification Board (REB) under three power purchase agreements (PPAs). These PPAs have been signed by the Company with BPDB for selling 22 MW from Tangail plant and 22 MW from Feni plant and with REB for selling 22 MW from Narshinghdi plant for a period of 15 years.



The Commercial Operation Dates (CODs) of Tangail plant, Narsingdi plant and Feni plant were 12 November 2008, 21 December 2008 and 16 February 2009 respectively. The power plants were commissioned with GE Jenbacher Gas Fired Engines. DPGSL set up three gas fired power plants each consisting of eight gas engines



(engines of simple cycle gas turbine technology) with an individual capacity of 2.9 MW each and a gross capacity of 23.2 MW, which is capable to safely generate 22 MW (contracted capacity) electricity leaving a safety margin of about 5.45%.

Currently Doreen Power Generations and Systems Ltd. through two subsidiaries Dhaka Southern Power Generations Ltd. (DSPGL) and Dhaka Northern Power Generations Ltd. (DNPGL) have been implemented 2 (two) HFO based power plants 55 MW capacity each. 55MW HFO Power Plant at Daulotpur, Nababgonj under Dhaka Southern Power Generations Limited started its commercial operation on 17 June 2016 and 55MW HFO Power Plant at Singair, Manikgonj under Dhaka Northern Power Generations Limited started its commercial operation on 17 August 2016. Both the power plants were commissioned with MAN Diesel and Turbo, Germany engines. Each plant consists of three engines with a capacity of 18.5 MW each along with a co-generation facility for 2.8 MW of electricity. Bangladesh Power Development Board (BPDB) will purchase electricity from both the plants for 15 years.




## NATURE OF BUSINESS

The principal activity of the Company is to set up power plants for the generation of electricity. Details of the power plants are as below:

| Name of the Company | Name of the Projects | Capacity | Date of Commercial Operation | Ownership of DPGSL |
|---|---|---|---|---|
| Doreen Power Generations and Systems Ltd. (DPGSL) | Tangail Power Plant | 22 MW | 12.11.2008 | 100% |
| | Narsingdi Power Plant | 22 MW | 21.12.2008 | 100% |
| | Feni Power Plant | 22 MW | 16.02.2009 | 100% |
| Dhaka Southern Power Generations Ltd. (DSPGL) | Daulotpur, Nababgonj | 55 MW | 17.06.2016 | 96.78 % |
| Dhaka Northern Power Generations Ltd. (DNPGL) | Singair, Manikgonj | 55 MW | 17.08.2016 | 98.52 % |

## PRINCIPAL PRODUCT AND SERVICES

Electricity is the principal product of the Company. Under private sector power generation policy of Bangladesh, the Company is supplying electricity to the Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) through the national grid.

# SUCCESS MILESTONES

## 2007

**20 August**
Incorporated as Private Limited Company

**11 October**
Signing of two PPA agreement with BPDB
Signing of one PPA agreement with BREB
Signing of two GSA agreement with TITAS
Signing of one GSA agreement with Bakhrabad
Signing of one LLA agreement with BREB

## 2008

**12 November**
Start Commercial operation of 22MW Power Plant at Tangail

**21 December**
Start Commercial operation of 22MW Power Plant at Narsingdi

## 2009

**16 February**
Start Commercial operation of 22MW Power Plant at Feni

## 2011

**30 October**
**Conversion into** Public Limited Company

**22 December**
Accomplished credit rating by CRAB (Rating long term loan by AA2)



## 2012

**25 July**
**Appointment** of Issue Manage

**29 July**
**Submission of Prospectus to** BSEC

**25 June**
**Formation of Dhaka Southern** Power Generations **Limited**

**25 June**
**Formation of** Dhaka Northern Power Generations **Limited**

## 2013

**07 January**
PPA for implementing a 55MW power plant signed by its subsidiary DSPGL

**07 January**
PPA for implementing a 55MW power plant signed by its subsidiary DNPGL

**05 August**
Getting sanction letter for loan of BDT 2775.00 Million to finance a 55MW power plant of its subsidiary DSPGL

## 2014

**09 April**
Getting sanction letter for loan of BDT 2932.00 Million to finance a 55MW power plant of its subsidiary DNPGL

## 2015

**30 November**
Approved the prospectus from BSEC

## 2016

**07 January**
Issue Consent letter by BSEC

**13 January**
Issue Prospectus of the Company for Initial Public Offer (IPO)

**22 February**
Subscription of Shares

**10 March**
Lottery of Share
Allotment of Share to General investor

**30 March**
Listing with DSEC and CSEC

**06 April**
First trading in Both Stock Exchanges

**17 June**
Start commercial operation of 55MW of its subsidiary DSPGL

**17 August**
Start commercial operation of 55MW of its subsidiary DNPGL

# COMMITMENT TO GREEN ENERGY

The concept of Green Power Generation aims to facilitate the installation of new renewable energy generators for decreasing greenhouse gas emissions associated with traditional electricity generation. Renewable Energy is sourced from the sun, wind, water and waste, all of which produce limited greenhouse gas emissions. The benefit of such renewable energy is that it does not burn fossil fuels like coal, oil or natural gas which add greenhouse gas emissions to our atmosphere and contribute to climate change. Bangladesh is also in the process of promoting renewable energy. Doreen Power Generations and Systems Ltd. is committed to install renewable energy generators under the concept of Green Power Generation.



# BRIEF PROFILES OF DIRECTORS





## Mrs. Parveen Alam
## Chairman

Mrs. Parveen Alam, mother of Mr. Tahzeeb Alam Siddique, Managing Director aged 59 years. She has actively engaged in performing and managing the industrial as well as business activities. She has long experience in Marketing, Financial and Product Development. She has widely traveled about 30 countries including USA, Europe Australia, Far-East Asia for business purposes



## Mr. Tahzeeb Alam Siddique
## Managing Director
[Nominated by Asian Entech Power Corporation Limited]

Mr. Tahzeeb Alam Siddique, a Masters in Public Administration from Cornell University, USA aged 40 years, is the Managing Director of the company. He is a highly experienced in trade & industrial arena and renowned person in the society. He is very dynamic in performing and executing business activities. He has acquired vast experience and knowledge in diversified industrial ventures. He is a goal-oriented man with broader vision.

Under the leadership of Mr. Tahzeeb Alam Siddique the company enhanced its capacity from 66 MW to 176 MW. He has established himself as sound and dynamic businessman of the country. Mr. Tahzeeb Alam Siddique is a renowned political leader, currently he is serving as MP of Jhenaidah-2.

AMARSTOCK



## Mr. Tanzeer Alam Siddique
Director
[Nominated by Asian Entech Power Corporation Limited]

Mr. Tanzeer Alam Siddique, an L.L.B from Queens Mary University, London & L.L.M from Westminister, U.K. Aged 36 years. He is highly experienced in trade & industrial arena and renowned person in the society. He is very dynamic in performing and executing business activities. Mr. Tanzeer Alam Siddique is an ardent social worker and founder of many educational institutions like school, college, madrasa including philanthropic and religious organizations such as orphanage, mosque, etc.



## Mrs. Anjabeen Alam Siddique
Director
[Nominated by Asian Entech Power Corporation Limited]

Mrs. Anjabeen Alam Siddique, wife of Mr. Tahzeeb Alam Siddique, aged 34 years. She has completed Bachelors of Business Administration (Finance) from North South University, Dhaka. She worked in Bank Asia before joining as a Director in Doreen Power Generations & Systems Ltd. She is also a member of Audit committee of Doreen Power Generations and Systems Limited.

AMARSTOCK



## Mr. Mahtab Bin Ahmed
Independent Director

Mr. Mahtab Bin Ahmed was appointed to the Board as an Independent Director on December 23, 2015. He is the Director of Marketing & Sales of Arvin Maintenance and Management Services Limited and Partner of Pilcrow Packaging and Trading. He has 20 years plus experience and knowledge of business in different manufacturing, trading and service oriented sector. Moreover, he engages himself in various businesses such as Telecommunication business, Developer and fabrications and Investment. He has visited a number of countries and attended foreign industrial conferences and technical knowhow. He holds a graduation degree from Aligarh Muslim University (India).

AMAR STOCK

# MANAGEMENT TEAM



**Sitting from left:**

| | |
|---|---|
| Mr. Iqbal Hossain | - GM (Admin & Commercial) |
| Mr. Fazle Elahi Khan | - Sr. GM (Project Development) |
| Mr. Tahzeeb Alam Siddique | - Managing Director |
| Mr. Mostafa Moin | - Director (Oparation & Development) |
| Mr. Afroz Alam | - Chief Financial Officer |

**Standing from left:**

| | |
|---|---|
| Mr. Taimur Alam ACMA | - Manager and Head of Internal Audit |
| Mr. Masudur Rahman Bhuiyan ACS | - AGM & Company Secretary |
| Mr. Wahiduzzaman | - DGM (Operation and Maintenance) |
| Mr. Abul Kalam Azad | - AGM & Plant in Charge (55MW Power plant at Daulotpur, Nababgonj) |
| Mr. Ismail Sarker | - AGM & Plant in Charge (55MW Power plant at Singair, Manikgonj) |

# BRIEF PROFILES OF THE SENIOR EXECUTIVES



## Mr. Mostafa Moin
## Director (Oparation & Development)

Mr. Mostafa Moin obtained Bachelor of Business Administration from California State University USA. After completion the MBA, he came back home and joined Eastern Cement industry Ltd. a sister company of Doreen Power. Mr. Mostafa Moin directly involve from the beginning of the Doreen power. He gather vast knowledge on the power generating gen set through attending different technical workshop organized by our world recognized machine supplier MAN- Disel and Turbo and GE Jenbacher at Germany and Austria. He directly supervise the overall activity of the company since 2010 with a good track record. He has visited several country i.e, USA, Germany, Swizerland, Sweeden, Austria, Italy, France, England, Malaysia, Singapore, Indonesia, Thailand, Nepal, India.



## Mr. Fazle Elahi Khan
## Sr. GM Project Development

Mr. MD. Fazle Elahi Khan joined in Doreen Power in the year 2010. He is a retired commission officer of Bangladesh Navy in engineering discipline. Among the company he is focused on new projects and subsequently development. In his carrier he has successfully completed several gas based and HFO based power projects.

Mr. Elahi is an electrical and electronic engineer having M.sc (KUET) degree in the field of artificial intelligence. He also completed his B.sc engineering degree from CUET, another B.sc engineering degree from China. Moreover he is well trained in MTU engine (Germany), GEC Alosthom (UK), ZF system (Germany), Wartsilla engine (Finland), Cummins (China), MAN (Germany) and much more on control system.



## Mr. Md. Iqbal Hossain
## GM (Admin & Commercial)

Mr. Md. Iqbal Hossain, General Manager (Admin & Commercial): Mr. Md. Iqbal Hossain completed his post graduation in Business Administration from Belgium. He has 17 years experiences in Electricity Generation Company in Bangladesh. He worked in Summit Power Limited prior to joining at Doreen Power. He visited USA, Belgium. Netherland, Luxemburg, Cyprus, France, Germany, Austria, Turkey, UAE, Singapore, Malaysia, Thailand, India etc. for business, study and pleasure purposes,



## Mr. Afroz Alam
## Chief Financial Officer

Mr. Afroz Alam did his post graduation in Accounting from National University in 1999. He completed his Article-ship on Chartered Accountancy firm J.U. Ahmed & Company in 2001 and passed CA-intermediate examination during the course. He has 19 years of professional experience in Finance, Accounts and Audit. Mr. Afroz Alam was joined Doreen Power as Manager Finance and Accounts in 2009 and in 2011 he was promoted as Chief Financial Officer of the company. Prior to Join Doreen Power Mr. Afroz Alam was worked Amicus Properties, Opsonin Pharma Ltd. Aziz Halim Anowar Khair & Co.

During his professional carrier he was attend several training program and workshop on corporate finance, Tax, VAT, Internal control system and regularities requirement. He also visit several country i:e: Sweeden, Italy, Dubai, Malaysia, Bangkok and India.

SMAR STOCK



## Mr. MD. Wahiduzzaman Khan
## DGM Operation & Maintenance

Mr. Md. Wahiduzzaman Khan completed his graduation in Mechanical Engineering from KUET in 1993.He completed Post Graduation in personnel management from BIM in addition MBA in Finance from Dhaka University in 2010.He worked in 124 MW Barge mounted US Based Multinational power company -Covanta Energy from 1999 to 2014.He has very good experience in erection, installation, commissioning, operations & maintenance of HFO and duel fuel based power plant. He is well experienced both WARTSILA-Finland and MAN-German based Diesel Engine. He has 18 years experience in the power sector prior to joining Dhaka Power.



## Mr. Masudur Rahman Bhuiyan ACS
## AGM & Company Secretary

Mr. Masudur Rahman Bhuiyan is an Associate Member of Chartered Secretaries certified by Institute of Chartered Secretaries of Bangladesh (ICSB). He did his graduation in 2000 and post graduation in Management under National University in 2001. Being a professional he has started his career in a renowned Group of Companies in Bangladesh. Prior to joining Doreen Power he worked at Giant Group, KAI Group and RANGS Group. Mr. Masud has 11 years of professional experience in the fields of corporate governance, corporate & general laws, Internal Audit, finance, secretarial standards, regulatory compliance of corporate affairs, secretarial practice, management reporting and VAT & taxation. He has proven his leadership & managerial capabilities, building effective relationships among stakeholders like Company's Shareholders, statutory & legal authorities, RJSC, BIDA, BSEC, BERC, DOE, Banks, Central Bank, VAT-Tax & Customs authorities, and so on.
Mr. Masudur Rahman Bhuiyan ACS is the Company Secretary of Doreen Power Generations and Systems Ltd. since 2011.



## Mr. Abul Kalam Azad
## AGM & Plant in Charge
## (55MW Power plant at Daulotpur, Nababgonj

Mr. Md Abul Kalam Azad, Asstt. General Manager and Plant In Charge of 55MW Power plant at Daulotpur, Nababgonj. Mr. Md Abul Kalam Azad completed his graduation from Dhaka University in 1987 and also completed three Marine Ancillary course from Marine Academy Chittagong and joined as an Engineering Cadet at Sea going vessel in 1989. He obtained Marine Engineering Certificate (COC) from Department of shipping, The Government Republic of Bangladesh in 1996. He worked in various Sea going Vessels as 3rd Engineer and also Chief Engineer at near Coastal voyage. He left Sea service and completed MBA degree in Finance from Khulna University in 2008. He worked as Marine Transport Manager under Abul Khair Group.He also worked long time with Wartsila Power plant as Sr. Superintendent Engineer (Operation and Maintenance) of 110 MW and 115 MW KPCL HFO plant, 102 MW Orion IEL HFO plant and as a Plant Manager of 55 MW Energis HFO power plant.He has total 27 years experience in Operation and Maintenance of Merchant Ship, HFO base power plant of different capacities,



## Mohammad Ismail Sarker
## AGM & Plant In-charge
## 55MW Power plant at Singair, Manikgonj

Mr. Mohammad Ismail Sarker, completed his Bachelor of Science in Mechanical Engineering from CUET in 1992.He has 25 years of experience in a multinational environment at home and abroad & more than 18 years proven experience in power-plantproject development/management/construction supervision and O&M management of HFO/Diesel/Gas fired engine based power plant projects in Bangladesh, especially in power plant sector in IPP and RPP operations. He has served in several power plants at different capacities prior to joining Dhaka Power.



## Mr. Taimur Alam ACMA
## Manager & Head of Internal Audit

Mr. Md.Taimur Alam completed his masters degree in Accounting from Dhaka College under the National University in the year 2000. Later he qualified Cost & Management accounting professional qualification from the institute of cost & Management Accountants of Bangladesh (I.C.M.A.B). He started his accountancy career in Delta Life Insurance Company as S.A.O in Accounts department. Later he worked Bengal group of industries Ltd as Assistant Manager Accounts. He also worked at radiance group a large garments conglomerate in Bangladesh as assistant Manager Accounts & internal Audit. Later he joined LG butterfly as deputy Manger (Finance) . He has 10 years of Account & finance Experiences in the various fields of Accounting & finance.

# DIRECTORS' REPORT TO THE SHAREHOLDERS

Bismillahir Rahmanir Rahim.

**Dear Shareholders,**

Assalamu Alaikum.

The Board of Directors of Doreen Power Generations and Systems Limited (DPGSL) has the pleasure to welcome you all to the 9th Annual General Meeting of the Company. The Directors delightfully presents before you the Audited Financial Statements of the Company for the year ended 30 June 2016 together with the Directors' Report and the Auditors' Report thereon, for your consideration and adoption.

The Directors likes to furnish a clear picture of the Company to its valued shareholders. The reports on industry outlook and possible future developments in the industry, on risks and concern and on corporate governance annexed hereto and the tables, graphs and profiles shown separately will be integral parts of this report.

## Plant-Wise Performance

During the year 2015-16, the performance of different Power Plants was as stated below :

| Name of Power Plant | Capacity | Sum of Net Energy Output (Kwh) | Sum of Gas Consumption (Cubic Meter) | Revenue in (BDT) |
|---|---|---|---|---|
| Feni Power Plant | 22 MW | 149,270,040 | 41,847,366 | 362,549,867 |
| Narsingdi Power Plant | 22 MW | 129,781,296 | 38,639,077 | 344,112,226 |
| Tangail Power Plant | 22 MW | 125,023,276 | 34,843,507 | 353,508,710 |

## Operational / Financial Highlights

The Directors are pleased to present the operational and financial results (consolidated) for the year ended 30 June 2016 :

| Particulars | 2015-16 | 2014-15 | % of Change |
|---|---|---|---|
| **Revenue** | 1,189,835,036 | 1,082,372,595 | Increase by 9.93% |
| **Cost of Sales** | (791,458,229) | (646,369,722) | Increase by 22.45% |
| **Gross Profit** | 398,376,807 | 436,002,873 | Decrease by 8.63% |
| **Profit Before Tax** | 39,947,197 | 125,584,501 | Decrease by 68.19% |
| **Profit After Tax** | 38,840,564 | 125,092,473 | Decrease by 68.95% |

The main reason of increase in cost of sales and decrease in profitability is that two power plants of 55MW capacity each of our two subsidiaries were under construction during the period. One of them started its commercial operation on 17 June 2016 and another on 17 August 2016. the said two 55MW power plants have already started commercial operation, we can expect uptrend in financial performance in the coming years.

### Related Party Transactions

The related party transactions carried out by the Company on a commercial basis during the year have been disclosed in Note-37 under the Notes to the Financial Statements.

### Key Operating and Financial Data

The Directors are pleased to present the Key Operating and Financial Data (consolidated) for last 5 (five) years :

| Particulars | 30.06.2016 | 30.06.2015 | 30.06.2014 | 30.06.2013 | 30.06.2012 |
|---|---|---|---|---|---|
| | Taka | Taka | Taka | Taka | Taka |
| **Revenue** | 1,189,835,036 | 1,082,372,595 | 1,049,028,427 | 1,041,291,215 | 1,084,285,139 |
| Cost of Sales | (791,458,229) | (646,369,722) | (626,027,545) | (612,226,355) | (585,863,860) |
| **Gross profit** | **398,376,807** | **436,002,873** | **423,000,882** | **429,064,860** | **498,421,279** |
| General Administrative Exp. | (102,847,335) | (67,818,455) | (62,034,551) | (67,986,789) | (67,008,822) |
| Pre Operating Expenses | (41526298) | (40,955,630) | (21,629,629) | (16,354,806) | |
| **Profit from Operation** | **254,003,174** | **327,228,788** | **339,336,702** | **344,723,265** | **237,942,958** |
| Other Income | 445,200 | 383,312 | 374,450 | 3,304,879 | 315,755 |
| Interest Income | 5,309,941 | 1,022,482 | 412,331 | 16,352,208 | 32,493,488 |
| Financial Expense | (210,510,650) | (194,769,046) | (181,210,500) | (212,128,857) | (193,469,499) |
| Loss on disposal of fixed assets | | | | (3,476,561) | (336,673) |
| Non-operating Profit (Loss) | (204,755,509) | (193,363,252) | (180,423,719) | (195,948,331) | (160,996,929) |
| **Net Profit before Contribution to WPP and WF Fund [5% on Net Profit]** | **49,247,665** | **133,865,536** | **158,912,983** | **148,774,934** | **270,415,528** |
| Contribution to WPP & WF | (9,300,468) | (8,281,035) | (8,862,955) | (9,371,419) | (12,876,930) |
| **Net profit before income tax** | **39,947,197** | **125,584,501** | **150,050,028** | **139,403,515** | **257,538,598** |
| Current tax | (1,106,633) | (492,028) | (275,374) | (6,455,937) | (12,303,466) |
| **Net profit after income tax** | **38,840,564** | **125,092,473** | **149,774,654** | **132,947,578** | **245,235,132** |
| Share Capital | 800,000,000 | 600,000,000 | 600,000,000 | 600,000,000 | 600,000,000 |
| EPS | **0.65** | **2.25** | **2.58** | **2.28** | **4.09** |

## Opinion by the Auditor on Deffered tax

The Auditor of the company expressed opinion that note # 3.12 to the financial statements had not been in accordance with Bangladesh Financial Reporting Standards. Since this note relates to deferred tax asset / liability of the company, the Directors assure to follow the standard relating to deferred tax asset / liability.

## DIVIDEND FOR THE YEAR ENDED 2015-16

The Board has recommended 10% cash dividend for all shareholders excluding the Sponsors/Directors and 20% stock dividend for all shareholders for the year ended 30 June 2016. The Sponsors/Directors hold 60 million shares and the cash dividend to be payable to the General Shareholders is Tk. 20.00 million. As Bonus Share 20 (twenty) shares of Tk. 10 each for 100 (one hundred) shares held on the record date will be applicable, subject to approval by the shareholders at the 9th Annual General Meeting.

## DIRECTORS' APPOINTMENT & RE-APPOINTMENT

With regard to the appointment, retirement and re-appointment of directors, the company is governed by its Articles of Association, the Companies Act 1994 and other related legislations. Accordingly, at the Annual General Meeting, Mrs. Parveen Alam will retire from the office of Director. She is however eligible for re-appointment. As required by BSEC's Corporate Governance Guidelines [condition 1.5 (xxii)], her details is disclosed separately.

## APPOINTMENT OF AUDITORS

M/s. ACNABIN, Chartered Accountants, having office at BDBL Bhaban (Level- 13 & 14), 12 Kawran Bazar Commercial Area, Dhaka-1215, Bangladesh, was re-appointed as the auditor by the company in its 8th AGM for another term till conclusion of the 9th AGM of the Company. M/s. ACNABIN has completed assignment of audit and will retire at the 9th AGM, and being qualified, have expressed their willingness to continue in the office for the year ended 30 June 2017. The Audit Committee and the Board recommend for re-appointment of M/s. ACNABIN as its auditor for next year and till conclusion of the 10th AGM. The matter is placed for the consideration of the honorable shareholders.

## Statement of Expenditure of IPO Proceeds for the period ended 30 June 2016

An amount of Tk. 58,00,00,000 was raised Through Initial Public Offering (IPO). A Statement of Expenditure of the IPO Proceeds for the period ended 30 June 2016 is as follows :

| Estimated Cost for Project Implementation | | Estimated Time of Completion (after receiving IPO Proceeds) | Investment/ Expenses so far made | | Investment / Expenses yet to be made | |
|---|---|---|---|---|---|---|
| Purpose of Amount as per IPO Prospectus | Amount | | Amount | % | Amount | % |
| **A. Project Implementation** | | | | | | |
| 1. Co-Generations and Water Treatment and Purifying Unit Equipment | 26,000,000 | 4 Months | 14,830,886 | 57% | 11,169,114 | 43% |
| 2. Building Foundation and other constructions | 116,000,000 | 6 Months | 60,344,373 | 52% | 55,655,627 | 48% |
| 3. Testing and Commissioning (Lube Oil) | 50,000,000 | 1 Month | 50,000,000 | 100% | - | 0% |
| 4. Emergency Spare Parts | 50,000,000 | 4 Months | 50,000,000 | 100% | - | 0% |
| 5. Fuel Storage Tank at Plant | 17,000,000 | 1 Month | 17,000,000 | 100% | - | 0% |
| 6. Power Evacuation | 16,000,000 | 1 Month | 10,724,957 | 67% | 5,275,043 | 33% |
| 7. Sub Station | 60,980,000 | 1 Month | 50,618,622 | 83% | 10,361,378 | 17% |
| 8. Rent for Fuel Storage Tank in Chittagong | 33,000,000 | 4 Months | 19,436,610 | 59% | 13,563,390 | 41% |
| 9. Loan Repayment | 190,000,000 | 4 Months | 190,000,000 | 100% | - | 0% |
| **B. IPO Expenses** | 21,020,000 | As and when required | 18,621,914 | 89% | 2,398,086 | 11% |
| **C. IPO Expenses** | - | - | 258,117 | - | - | - |
| | **580,000,000** | | **481,835,479** | **83%** | **98,164,521** | **17%** |

The Directors draws attention of the shareholders of the Company that approval is required to use the unutilized fund of IPO Proceeds amounting Tk. 23,98,086 from the portion of IPO Expenses to procure lube oil for the power plants of the Company [in order to comply with Condition No: 6, PART-C of BSEC Consent Letter No. SEC/CI/IPO/-195/2012/12 dated January 07, 2016].

## BOARD MEETINGS AND ATTENDANCE

The Directors meets regularly for smooth operation and management of Company. During the year ended 30 June 2016, a total of 15 (fifteen) Board Meetings were held. Attendance of the Directors in the meeting was as follows:

| NAME & DESIGNATION OF DIRECTORS | TENURE OF DIRECTORSHIP | NUMBER OF MEETINGS | |
|---|---|---|---|
| | | HELD | ATTENDED |
| Mrs. Parveen Alam, Chairman | Since 10.12.2013 | 15 | 15 |
| Mr. Tahzeeb Alam Siddique, Managing Director | Since 18.08.2012 | 15 | 15 |
| Mr. Tanzeer Alam Siddique, Director | Since 14.12.2014 | 15 | 13 |
| Mrs. Anjabeen Alam Siddique, Director | Since 23.12.2015 | 15 | 15 |
| Mr. Mahtab Bin-Ahmed, Independent Director | Since 23.12.2015 | 8 | 7 |

## REMUNERATION TO DIRECTORS

During the year ended 30 June 2016, only the Managing Director was paid remuneration/ allowance of an amount of Tk. 39,60,000. No other Directors (even the Independent Director) did not take any remuneration/ allowance from the Company.

## THE PATTERN OF SHAREHOLDING

As per condition 1.5 (xxi) of the Corporate Governance Guidelines issued by BSEC, the shareholding pattern as on 30 June 2016 was as follows :

| SL | Name of Shareholder | Description | Number of Shares | Amount (Taka) | % |
|---|---|---|---|---|---|
| **A. Parent/Subsidiary/Associated Companies and other related parties (name wise details)** | | | | | |
| 1 | Asian Entech Power corporation Limited | Parent Company | 57,545,450 | 575,454,500 | 71.93% |
| 2 | OPG Energy Pvt. Ltd. | Sponsor Company | 54,550 | 545,500 | 0.07% |
| **B. (i) Directors and their spouses and minor children (name wise details)** | | | | | |
| 1 | Mrs. Parveen Alam | Chairman | 1,900,000 | 19,000,000 | 2.38% |
| 2 | Mr. Tahzeeb Alam Siddique [Nominated by Asian Entech Power corporation Limited] | Managing Director | Nil | Nil | Nil |
| 3 | Mr. Tanzeer Alam Siddique [Nominated by Asian Entech Power corporation Limited] | Director | Nil | Nil | Nil |
| 4 | Mrs. Anjabeen Alam Siddique [Nominated by Asian Entech Power corporation Limited] | Director | 491,810 | 4,918,100 | 0.61% |
| 5 | Mr. Mahtab Bin-Ahmed | Independent Director | Nil | Nil | Nil |
| **B. (ii) CFO, Company Secretary & Head of Internal Audit and their spouses and minor children (name wise details)** | | | | | |
| 1 | Mr. Afroz Alam | Chief Financial Officer | Nil | Nil | Nil |
| 2 | Mr. Masudur Rahman Bhuiyan ACS | AGM & Company Secretary | Nil | Nil | Nil |
| 3 | Mr. Taimur Alam ACMA | Head of Internal Audit | Nil | Nil | Nil |
| **C. Executives [Top 5 salaried employees]** | | | | | |
| 1 | Mr. Mostafa Moin | Director (Oparation & Development) | Nil | Nil | Nil |
| 2 | Mr. Fazle Elahi Khan | Sr. GM (Development) | Nil | Nil | Nil |
| 3 | Mr. Iqbal Hossain | GM Admin & Commercial | Nil | Nil | Nil |
| 4 | Mr. Wahiduzzaman | DGM- Operation & Maintenance | Nil | Nil | Nil |
| 5 | Mr. Sultan Reza Bin Mahmood | DGM & Plant In charge | Nil | Nil | Nil |
| **D. Shareholders holding ten percent (10%)or more voting interest in the Company** | | | | | |
| 1 | Asian Entech Power corporation Limited | Parent Company | 57,545,450 | 575,454,500 | 71.93% |

## CORPORATE SOCIAL RESPONSIBILITY

Doreen Power Generations and Systems Ltd. is maintaining a good Corporate Social Responsibility (CSR) by ensuring good environmental policies and protections to minimize the environmental impact issues to the surrounding environment of its all power plants. DPGSL ensures highest standard labor policies to maintain the labor Law's of the state and to contribute to the communities and society.

## CORPORATE GOVERNANCE

Bangladesh Securities and Exchange Commission (BSEC) has imposed Corporate Governance Guidelines which are mandatory to comply with by all the issuers of securities listed with the stock exchanges of Bangladesh. DPGSL has ensured compliance of all conditions of the said guidelines. The Status of Compliance of BSEC's Corporate Governance Guidelines is shown at Annexure-II. and Certificate thereon be annexed. Moreover, a separate report on Corporate Governance is placed as Annexure-I.

## ACKNOWLEDGEMENT

The Directors wish to place on record their profound and sincere gratitude to the government agencies, regulators, bankers, business constituents, suppliers, auditors, consultants and valued shareholders for their continued co-operation and support to the Company. They also express their deep appreciation for the devoted and sincere services rendered by the employees at all levels of the Company and expect that such devotion will continue in future also.

For and on behalf of Board of Directors



Tahzeeb Alam Siddique
Managing Director

Dated: Dhaka, October 22, 2016

# শেয়ারহোল্ডারগণের প্রতি পরিচালকমন্ডলীর প্রতিবেদন

বিসমিল্লাহির রহমানির রহীম।

প্রিয় শেয়ারহোল্ডারগণ,

আস্‌সালামু আ'লাইকুম।

ডরীন পাওয়ার জেনারেশন্‌স্ এন্ড সিস্টেম্‌স্ লিমিটেড (ডিপিজিএল) এর পরিচালক পর্ষদ কোম্পানির ৯ম বার্ষিক সাধারণ সভায় আপনাদেরকে আনন্দের সাথে স্বাগত জানাচ্ছে। পরিচালকমন্ডলী সানন্দে কোম্পানির ৩০ জুন ২০১৬ তারিখে সমাপ্ত বছরের নিরীক্ষিত আর্থিক প্রতিবেদন সমূহ এবং সেসঙ্গে পরিচালকমন্ডলীর প্রতিবেদন ও নিরীক্ষকের প্রতিবেদন আপনাদের বিবেচনা ও সম্মতির নিমিত্ত উপস্থাপন করছে।

পরিচালকমন্ডলী কোম্পানির একটি বাস্তব-চিত্র এর শেয়ারহোল্ডারগণের নিকট তুলে ধরতে চায়। এসঙ্গে সংযুক্ত শিল্পের হালচাল ও ভবিষ্যৎ উন্নয়ন সম্ভাবনা সম্পর্কিত প্রতিবেদন, ঝুঁকি ও উদ্বেগ সম্পর্কিত প্রতিবেদন ও কর্পোরেট গভরনেন্‌স্ সম্পর্কিত প্রতিবেদন এবং পৃথকভাবে প্রদত্ত টেবিল, গ্রাফ ও প্রোফাইল সমূহ এ প্রতিবেদনের গুরুত্বপূর্ণ অংশ।

## প্ল্যান্ট-ভিত্তিক পারফরমেন্‌স্

২০১৫-১৬ বছরে বিভিন্ন পাওয়ার প্ল্যান্টের পারফরমেন্‌স্ ছিল নিম্নরূপ :

| পাওয়ার প্ল্যান্টের নাম | ক্ষমতা | নেট বিদ্যুৎ উৎপাদন (কিলোওয়াট ঘণ্টা) | মোট গ্যাস ব্যবহার (ঘন মিটার) | আয় (টাকা) |
|---|---|---|---|---|
| ফেনি পাওয়ার প্ল্যান্ট | ২২ মেগাওয়াট | ১৪৯,২৭০,০৪০ | ৪১,৮৪৭,৩৬৬ | ৩৬২,৫৪৯,৮৬৭ |
| নরসিংদি পাওয়ার প্ল্যান্ট | ২২ মেগাওয়াট | ১২৯,৭৮১,২৯৬ | ৩৮,৬৩৯,০৭৭ | ৩৪৪,১১২,২২৬ |
| টাঙ্গাইল পাওয়ার প্ল্যান্ট | ২২ মেগাওয়াট | ১২৫,০২৩,২৭৬ | ৩৪,৮৪৩,৫০৭ | ৩৫৩,৫০৮,৭১০ |

## অপারেশনাল / আর্থিক হাইলাইট সমূহ

পরিচালকমন্ডলী ৩০ জুন ২০১৬ তারিখে সমাপ্ত বছরের অপারেশনাল ও আর্থিক ফলাফল উপস্থাপন করছে :

| বিবরণ | ২০১৫-১৬ | ২০১৪-১৫ | % পরিবর্তন |
|---|---|---|---|
| আয় (**Revenue**) | ১,১৮৯,৮৩৫,০৩৬ | ১,০৮২,৩৭২,৫৯৫ | বৃদ্ধি ৯.৯৩% |
| বিক্রয় ব্যয় (**Cost of Sales**) | (৭৯১,৪৫৮,২২৯) | (৬৪৬,৩৬৯,৭২২) | বৃদ্ধি ২২.৪৫% |
| মোট মুনাফা (**Gross Profit**) | ৩৯৮,৩৭৬,৮০৭ | ৪৩৬,০০২,৮৭৩ | হ্রাস ৮.৬৩% |
| কর পূর্ব মুনাফা (**Profit Before Tax**) | ৩৯,৯৪৭,১৯৭ | ১২৫,৫৮৪,৫০১ | হ্রাস ৬৮.১৯% |
| করোত্তর মুনাফা (**Profit After Tax**) | ৩৮,৮৪০,৫৬৪ | ১২৫,০৯২,৪৭৩ | হ্রাস ৬৮.৯৫% |

বিক্রয় ব্যয় বৃদ্ধি ও মুনাফা অর্জন ক্ষমতা হ্রাসের প্রধান কারণ হচ্ছে যে, এ বছর আমাদের দুইটি সাবসিডিয়ারি কোম্পানির ২ টি ৫৫ মেঃওঃ ক্ষমতা সম্পন্ন পাওয়ার প্ল্যান্ট ২ টি নির্মাণাধীন ছিল। এ দু'টি পাওয়ার প্ল্যান্টের একটি ১৭ জুন ২০১৬ তারিখে ও অপরটি ১৭ আগস্ট ২০১৬ তারিখে বাণিজ্যিক উৎপাদন শুরু করেছে। যেহেতু উক্ত পাওয়ার প্ল্যান্ট দুটির বাণিজ্যিক উৎপাদন শুরু হয়ে গেছে সেহেতু আমরা আগামী বছরগুলোতে আর্থিক ফলাফলের উর্ধমুখী প্রবণতা প্রত্যাশা করতে পারি।

## সংশ্লিষ্ট পক্ষের সাথে লেনদেন

বছর ধরে কোম্পানি বাণিজ্যিক ভিত্তিতে সংশ্লিষ্ট পক্ষ/ পক্ষসমূহের সাথে যেসব লেনদেন করেছে তা আর্থিক প্রতিবেদনের নোট সমূহের অধীন নোট-৩৭ এ দেখানো হয়েছে।

## প্রধান প্রধান অপারেটিং ও আর্থিক তথ্য

পরিচালকমন্ডলী গত ৫ (পাঁচ) বছরের অপারেটিং ও আর্থিক তথ্য (consolidated ) উপস্থাপন করছে :

| বিবরণ | ৩০.০৬.২০১৬ | ৩০.০৬.২০১৫ | ৩০.০৬.২০১৪ | ৩০.০৬.২০১৩ | ৩০.০৬.২০১২ |
|---|---|---|---|---|---|
| | টাকা | টাকা | টাকা | টাকা | টাকা |
| আয় (Revenue) | ১,১৮৯,৮৩৫,০৩৬ | ১,০৮২,৩৭২,৫৯৫ | ১,০৪৯,০২৮,৪২৭ | ১,০৪১,২৯১,২১৫ | ১,০৮৪,২৮৫,১৩৯ |
| বিক্রয় ব্যয় (Cost of Sales) | (৭৯১,৪৫৮,২২৯) | (৬৪৬,৩৬৯,৭২২) | (৬২৬,০২৭,৫৪৫) | (৬১২,২২৬,৩৫৫) | (৫৮৫,৮৬৩,৮৬০) |
| **মোট মুনাফা (Gross Profit)** | **৩৯৮,৩৭৬,৮০৭** | **৪৩৬,০০২,৮৭৩** | **৪২৩,০০০,৮৮২** | **৪২৯,০৬৪,৮৬০** | **৪৯৮,৪২১,২৭৯** |
| সাধারণ প্রশাসনিক ব্যয় (General Admin. Exp.) | (১০২,৮৪৭,৩৩৫) | (৬৭,৮১৮,৪৫৫) | (৬২,০৩৪,৫৫১) | (৬৭,৯৮৬,৭৮৯) | (৬৭,০০৮,৮২২) |
| প্রাক-অপারেটিং ব্যয় (Pre-Operating Exp.) | (৪১৫২৬২৯৮) | (৪০,৯৫৫,৬৩০) | (২১,৬২৯,৬২৯) | (১৬,৩৫৪,৮০৬) | |
| **অপারেশন হতে মুনাফা (Profit from Operation)** | **২৫৪,০০৩,১৭৪** | **৩২৭,২২৮,৭৮৮** | **৩৩৯,৩৩৬,৭০২** | **৩৪৪,৭২৩,২৬৫** | **২৩৭,৯৪২,৯৫৮** |
| অন্যান্য আয় (Other Income) | ৪৪৫,২০০ | ৩৮৩,৩১২ | ৩৭৪,৪৫০ | ৩,৩০৪,৮৭৯ | ৩১৫,৭৫৫ |
| সুদ খাতে আয় (Interest Income) | ৫,৩০৯,৯৪১ | ১,০২২,৪৮২ | ৪১২,৩৩১ | ১৬,৩৫২,২০৮ | ৩২,৪৯৩,৪৮৮ |
| অর্থসংস্থান বাবদ ব্যয় (Financial Expense) | (২১০,৫১০,৬৫০) | (১৯৪,৭৬৯,০৪৬) | (১৮১,২১০,৫০০) | (২১২,১২৮,৮৫৭) | (১৯৩,৪৬৯,৪৯৯) |
| **স্থায়ী সম্পদ বিক্রয়ের ক্ষতি** | | | | (৩,৪৭৬,৫৬১) | (৩৩৬,৬৭৩) |
| **পরিচালন বহির্ভূত আয় (ক্ষতি)** [Non-operating Profit (Loss)] | **(২০৪,৭৫৫,৫০৯)** | **(১৯৩,৩৬৩,২৫২)** | **(১৮০,৪২৩,৭১৯)** | **(১৯৫,৯৪৮,৩৩১)** | **(১৬০,৯৯৬,৯২৯)** |
| শ্রমিকদের মুনাফায় অংশগ্রহণ তহবিল ও কল্যাণ তহবিলে দান পূর্ব নীট মুনাফা | **৪৯,২৪৭,৬৬৫** | **১৩৩,৮৬৫,৫৩৬** | **১৫৮,৯১২,৯৮৩** | **১৪৮,৭৭৪,৯৩৪** | **২৭০,৪১৫,৫২৮** |
| শ্রমিকদের মুনাফায় অংশগ্রহণ তহবিল ও কল্যাণ তহবিলে দান [নীট মুনাফার ৫%] | (৯,৩০০,৪৬৮) | (৮,২৮১,০৩৫) | (৮,৮৬২,৯৫৫) | (৯,৩৭১,৪১৯) | (১২,৮৭৬,৯৩০) |
| কর পূর্ব নীট মুনাফা (Net Profit before Tax) | **৩৯,৯৪৭,১৯৭** | **১২৫,৫৮৪,৫০১** | **১৫০,০৫০,০২৮** | **১৩৯,৪০৩,৫১৫** | **২৫৭,৫৩৮,৫৯৮** |
| চলতি কর (Current Tax) | (১,১০৬,৬৩৩) | (৪৯২,০২৮) | (২৭৫,৩৭৪) | (৬,৪৫৫,৯৩৭) | (১২,৩০৩,৪৬৬) |
| করোত্তর নীট মুনাফা (Net Profit after Tax) | **৩৮,৮৪০,৫৬৪** | **১২৫,০৯২,৪৭৩** | **১৪৯,৭৭৪,৬৫৪** | **১৩২,৯৪৭,৫৭৮** | **২৪৫,২৩৫,১৩২** |
| লভ্যাংশ (Dividend) | | | | | |
| শেয়ার মূলধন (Share Capital) | ৮০০,০০০,০০০ | ৬০০,০০০,০০০ | ৬০০,০০০,০০০ | ৬০০,০০০,০০০ | ৬০০,০০০,০০০ |
| নীট স্থায়ী সম্পদ (Net Profit after Tax) | **১০,৩২৬,০৮০,৫৮৫** | **৮,৪৮৩,১৪৫,১৬৭** | **২,৯৪২,৯৫১,৬৭৪** | **২,৮২৮,১৪৭,৩৩৬** | |
| শেয়ার প্রতি আয় (Earning per Share) | ০.৬৫ | ২.২৫ | ২.৫৮ | ২.২৮ | ৪.০৯ |

## নিরীক্ষক কর্তৃক Deferred tax সম্পর্কে মতামত

আর্থিক প্রতিবেদনের নোট **# ৩.১২** Bangladesh Financial Reporting Standards এর অনুসরণে হয়নি মর্মে কোম্পানির নিরীক্ষক মত প্রকাশ করেছেন। এ নোটটি কোম্পানির deferred tax asset / liability সম্পর্কিত বিধায় পরিচালকমণ্ডলী deferred tax asset / liability সম্পর্কিত স্ট্যান্ডার্ড অনুসরণের বিষয়ে নিশ্চয়তা প্রদান করছে।

## লভ্যাংশ ঘোষণা

পরিচালক পর্ষদ ৩০ জুন ২০১৬ তারিখে সমাপ্ত বছরের জন্য পরিচালক/স্পনসর ব্যতীত সকল শেয়ারহোল্ডারের জন্য ১০% হারে নগদ ডিভিডেন্ড (লভ্যাংশ) এবং সকল শেয়ারহোল্ডারের জন্য ২০% হারে স্টক ডিভিডেন্ড ঘোষণার বিষয়ে সুপারিশ করে। পরিচালক/স্পনসরগণ ৬ কোটি শেয়ার ধারণ করছে এবং সাধারণ শেয়ারহোল্ডারগণের প্রতি প্রদেয় ডিভিডেন্ড এর পরিমাণ ২ কোটি টাকা। ৯ম বার্ষিক সাধারণ সভায় অনুমোদন সাপেক্ষে রেকর্ড ডেট-এ প্রতি ১০০ (একশত) টি শেয়ার ধারণের বিপরীতে প্রতিটি ১০ (দশ) টাকা মূল্যের ২০ (বিশ) টি শেয়ার বোনাস শেয়ার হিসেবে প্রযোজ্য হবে।

## পরিচালকগণের অবসরগ্রহণ ও পুনঃনির্বাচন

পরিচালকগণের নির্বাচন, অবসরগ্রহণ ও পুনঃনির্বাচন বিষয়ে কোম্পানিকে আর্টিকেল্স্ অব এসোসিয়েশন, কোম্পানি আইন ১৯৯৪ ও অন্যান্য আইন অনুসরন করতে হয়। সে মোতাবেক বার্ষিক সাধারণ সভায় মিসেস পারভীন আলম অবসর গ্রহণ করবেন, তবে তিনি পনঃনির্বাচিত হবার যোগ্য। বিএসইসি'র কর্পোরেট গভরনেন্স্ গাইডলাইন্স্ এর ১.৫(১২) নং শর্ত মোতাবেক তাঁর বিবরণ আলাদাভাবে প্রকাশ করা হয়েছে।

## নিরীক্ষ নিয়োগ

গ/ং. অঈঘঅইওঘ, চার্টার্ড একাউন্ট্যান্টস্, বিডিবিএল ভবন (লেভেল - ১৩ ও ১৪), ১২ কাওরান বাজার, ঢাকা-১২১৫, বাংলাদেশ, কোম্পানির নিরীক্ষক হিসেবে ৮ম বার্ষিক সাধারণ সভায় পরবর্তী মেয়াদ ও ৯ম বার্ষিক সাধারণ সভা সমাপ্তি পর্যন্ত সময়ের জন্য পুনঃনিয়োগপ্রাপ্ত হন। গ/ং. অঈঘঅইওঘ, চার্টার্ড একাউন্ট্যান্টস্, হিসাব নিরীক্ষার দায়িত্ব সম্পন্ন করেছেন এবং ৯ম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন, এবং পুনঃনিয়োগের যোগ্য হওয়ায় পরবর্তী মেয়াদ ও ১০ম বার্ষিক সাধারণ সভা সমাপ্তি পর্যন্ত সময়ের জন্য পুনঃনিয়োগ প্রাপ্তির ইচ্ছা ব্যক্ত করেছেন। অডিট কমিটি এবং পরিচালক পর্ষদ গ/ং. অঈঘঅইওঘ-কে পরবর্তী মেয়াদ ও ১০ম বার্ষিক সাধারণ সভা সমাপ্তি পর্যন্ত সময়ের জন্য পুনঃনিয়োগ প্রদানের সুপারিশ করছে। বিষয়টি সম্মানিত শেয়ারহোল্ডারগণের বিবেচনার নিমিত্ত উপস্থাপন করা হল।

## আইপিও এর মাধ্যমে প্রাপ্ত অর্থ ব্যয়/ব্যবহার সম্পর্কিত বিবরণী (৩০ জুন ২০১৬ তারিখে সমাপ্ত বছরের জন্য)

আইপিও এর মাধ্যমে মোট ৫৮ কোটি টাকা সংগ্রহ করা হয়। মংলমল উক্ত প্রাপ্ত অর্থ ব্যয়/ব্যবহার সম্পর্কিত বিবরণ (৩০ জুন ২০১৬ তারিখে সমাপ্ত বছরের জন্য) নিম্নরূপ :

| প্রকল্প বাস্তবায়নের জন্য অনুমিত ব্যয় | পরিমাণ | কার্য-সমাপ্তির জন্য অনুমিত সময় (আইপিও বাবদ অর্থ প্রাপ্তির পর) | এ পর্যন্ত বিনিয়োগ বিনিয়োগ/ব্যয়ের পরিমাণ | | যে পরিমাণ অর্থ এখনও বিনিয়োগ/ব্যয়করা হয়নি | |
|---|---|---|---|---|---|---|
| আইপিও প্রসপেক্টাস অনুসারে ব্যয়ের খাত / উদ্দেশ্য | | | পরিমাণ | % | পরিমাণ | % |
| ক. প্রকল্প বাস্তবায়ন | | | | | | |
| **১. কো-জেনারেশনস এন্ড ওয়াটার ট্রিটমেন্ট এন্ড পিউরিফাইং ইউনিটের ইক্যুইপমেন্ট সমূহ** | ২৬,০০০,০০০ | ৪ মাস | ১৪,৮৩০,৮৮৬ | ৫৭% | ১১,১৬৯,১১৪ | ৪৩% |
| **২. বিল্ডিং ফাউন্ডেশন ও অন্যান্য নির্মাণ** | ১১৬,০০০,০০০ | ৬ মাস | ৬০,৩৪৪,৩৭৩ | ৫২% | ৫৫,৬৫৫,৬২৭ | ৪৮% |
| **৩. টেস্টিং ও কমিশনিং (ল্যুব ওয়েল)** | ৫০,০০০,০০০ | ১ মাস | ৫০,০০০,০০০ | ১০০% | - | ০% |
| **৪. জরুরী স্পেয়ার পার্টস্** | ৫০,০০০,০০০ | ৪ মাস | ৫০,০০০,০০০ | ১০০% | - | ০% |
| **৫. পস্যান্টে জ্বালানী সংরক্ষণের ট্যাংক** | ১৭,০০০,০০০ | ১ মাস | ১৭,০০০,০০০ | ১০০% | - | ০% |
| **৬. পাওয়ার এভাক্যুয়েশন** | ১৬,০০০,০০০ | ১ মাস | ১০,৭২৪,৯৫৭ | ৬৭% | ৫,২৭৫,০৪৩ | ৩৩% |
| **৭. সাব-স্টেশন** | ৬০,৯৮০,০০০ | ১ মাস | ৫০,৬১৮,৬২২ | ৮৩% | ১০,৩৬১,৩৭৮ | ১৭% |
| **৮. চট্টগ্রামে জ্বালানী সংরক্ষণের ট্যাংকের ভাড়া** | ৩৩,০০০,০০০ | ৪ মাস | ১৯,৪৩৬,৬১০ | ৫৯% | ১৩,৫৬৩,৩৯০ | ৪১% |
| **৯. ঋণ পরিশোধ** | ১৯০,০০০,০০০ | ৪ মাস | ১৯০,০০০,০০০ | ১০০% | - | ০% |
| খ. আইপিও বাবদ ব্যয় | ২১,০২০,০০০ | প্রয়োজন মতো | ১৮,৬২১,৯১৪ | ৮৯% | ২,৩৯৮,০৮৬ | ১১% |
| | **580,000,000** | | **481,835,479** | **83%** | **98,164,521** | **17%** |

পরিচালকমন্ডলী কোম্পানির শেয়ারহোল্ডারগণের দৃষ্টি আকর্ষণ করছেন যে, বিএসইসি'র সম্মতি পত্র নং এসইসি/সিআই/আইপিও/-১৯৫/২০১২/১২, তারিখ ০৭ জানুয়ারি ২০৬ এর শর্ত নং ৬, অংশ-সি মোতাবেক আইপিও বাবদ বরাদ্দকৃত অর্থের মধ্য হতে অব্যবহৃত ২৩,৯৮,০৮৬ টাকা কোম্পানীর ল্যুব ওয়েল ক্রয়ের কাজে ব্যবহার করার বিষয়ে অনুমোদন প্রয়োজন।

## বোর্ড সভা ও উপস্থিতি

পরিচালকগণ কোম্পানির সুষ্ঠু পরিচালনা ও ব্যবস্থাপনার স্বার্থে নিয়মিতভাবে সভা করে থাকেন। ৩০ জুন ২০১৬ তারিখে সমাপ্ত বছরে মোট ১৫ (পনের) টি বোর্ড সভা অনুষ্ঠিত হয়। সভা সমূহে পরিচালকগণের উপস্থিতি ছিল নিম্নরূপ :

| পরিচালকগণের নাম ও পদবী | পরিচালক হিসেবে মেয়াদ | সভা সংখ্যা | |
|---|---|---|---|
| | | মেয়াদের মধ্যে অনুষ্ঠিত সভা সংখ্যা | উপস্থিতি |
| পরিচালকগণের নাম ও পদবী | **পরিচালক হিসেবে মেয়াদ** | ১৫ | **১৫** |
| **মিসেস পারভীন আলম, চেয়ারম্যান** | ১০.১২.২০১৩ তারিখ হতে | ১৫ | **১৫** |
| **জনাব তানজীব আলম সিদ্দিক, ব্যবস্থাপনা পরিচালক** | ১৮.০৮.২০১২ তারিখ হতে | ১৫ | **১৫** |
| **জনাব তানজীর আলম সিদ্দিক, পরিচালক** | ১৪.১২.২০১৪ তারিখ হতে | ১৫ | **১৩** |
| **জনাব আনজাবীন আলম সিদ্দিক, পরিচালক** | ২৩.১২.২০১৫ তারিখ হতে | ১৫ | **১৫** |
| **জনাব মাহতাব বিন-আহমেদ, স্বতন্ত্র পরিচালক** | **২৩.১২.২০১৫ তারিখ হতে** | ৮ | ৭ |

## পরিচালকগণের পারশ্রমিক

৩০ জুন ২০১৬ তারিখে সমাপ্ত বছরে ব্যবস্থাপনা পরিচালককে পারিশ্রমিক/ভাতা হিসেবে ৩৯,৬০,০০০ প্রদান করা হয়েছে। অন্য কোন পরিচালক (এমনকি স্বতন্ত্র পরিচালক) কোম্পানি থেকে কোন পারিশ্রমিক/ভাতা গ্রহণ করেননি।

## শেয়ারহোল্ডিং এর ধরণ

বিএসইসি কর্তৃক ইস্যুকৃত কর্পোরেট গভরনেন্স্ গাইডলাইন্স্ এর শর্ত ১.৫ (২১) মোতাবেক ৩০ জুন ২০১৬ তারিখে কোম্পানির শেয়ারহোল্ডিং এর ধরণ ছিল নিম্নরূপ :

| ক্রম | শেয়ারহোল্ডারের নাম | বিবরণ | শেয়ার সংখ্যা | পরিমাণ (টাকা) | % |
|---|---|---|---|---|---|
| ক. পেরেন্ট/সাবসিডিয়ারি/এসোসিয়েটেট কোম্পানি ও অন্যান্য সংশ্লিষ্ট পক্ষসমূহ (নাম অনুসারে বিস্তারিত বিবরণ) | | | | | |
| ১ | এশিয়ান এনটেক পাওয়ার কর্পোরেশন লিমিটেড | পেরেন্ট কোম্পানি | ৫৭,৫৪৫,৪৫০ | ৫৭৫,৪৫৪,৫০০ | ৭১.৯৩% |
| ২ | ওপিজি এনার্জি প্রাঃ লিঃ | স্পনসর কোম্পানি | ৫৪,৫৫০ | ৫৪৫,৫০০ | ০.০৭% |
| খ. (১) পরিচালকগণ এবং তাদের স্বামী/স্ত্রী ও নাবালক সন্তান (নাম অনুসারে বিস্তারিত বিবরণ) | | | | | |
| ১ | মিসেস পারভীন আলম | চেয়ারম্যান | ১,৯০০,০০০ | ১৯,০০০,০০০ | ২.৩৮% |
| ২ | জনাব তাহজীব আলম সিদ্দিকী [এশিয়ান এনটেক পাওয়ার কর্পোরেশন লিমিটেড কর্তৃক মনোনীত] | ব্যবস্থাপনা পরিচালক | - | - | - |
| ৩ | জনাব তানজীর আলম সিদ্দিকী, পরিচালক [এশিয়ান এনটেক পাওয়ার কর্পোরেশন লিমিটেড কর্তৃক মনোনীত] | পরিচালক | - | - | - |
| ৪ | জনাব আনজাবীন আলম সিদ্দিকী [এশিয়ান এনটেক পাওয়ার কর্পোরেশন লিমিটেড কর্তৃক মনোনীত] | পরিচালক | ৪৯১,৮১০ | ৪,৯১৮,১০০ | ০.৬১% |
| ৫ | জনাব মাহতাব বিন-আহমেদ | স্বতন্ত্র পরিচালক | - | - | - |
| খ. (২) সিএফও, কোম্পানি সেক্রেটারি ও অভ্যন্তরীণ নিরীক্ষা প্রধান এবং তাদের স্বামী/স্ত্রী ও নাবালক সন্তান (নাম অনুসারে বিস্তারিত বিবরণ) | | | | | |
| ১ | জনাব আফরোজ আলম | প্রধান আর্থিক কর্মকর্তা | - | - | - |
| ২ | জনাব মাসুদুর রহমান ভূঁইঞা এসিএস | কোম্পানি সেক্রেটারি | - | - | - |
| ৩ | জনাব তৈমুর আলম এসিএমএ | অভ্যন্তরীণ নিরীক্ষা প্রধান | - | - | - |
| গ. এক্সিকিউটিভ [সর্বোচ্চ বেতনভুক্ত ৫ কর্মকর্তা] | | | | | |
| ১ | জনাব মোস্তফা মঈন | পরিচালক (পরিচালন ও উন্নয়ন) | - | - | - |
| ২ | জনাব ফজলে এলাহী খান | সিঃ জিএম (উন্নয়ন) | - | - | - |
| ৩ | জনাব ইকবাল হোসাইন | জিএম এডমিন ও কমার্শিয়াল | - | - | - |
| ৪ | জনাব ওয়াহিদুজ্জামান | ডিজিএম পরিচালন ও সংরক্ষণ | - | - | - |
| ৫ | জনাব সুলতান রেজা বিন মাহমুদ | ডিজিএম ও প্ল্যান্ট ইন-চার্জ | - | - | - |
| ঘ. ১০ শতাংশ (১০%) বা তার উর্ধে কোম্পানির ভোটিং রাইট ধারণকারী শেয়ারহোল্ডার | | | | | |
| ১ | এশিয়ান এনটেক পাওয়ার কর্পোরেশন লিমিটেড | পেরেন্ট কোম্পানি | ৫৭,৫৪৫,৪৫০ | ৫৭৫,৪৫৪,৫০০ | ৭১.৯৩% |

## কর্পোরেট সামাজিক দায়িত্ব পালন

ডরীন পাওয়ার জেনারেশনস এন্ড সিস্টেমস লিমিটেড পরিবেশ নীতি পরিপালন ও সকল পাওয়ার প্ল্যান্টের সন্নিহিত এলাকায় পরিবেশের উপর প্রতিকূল প্রভাব নিয়ন্ত্রণ নিশ্চিতকরণের মাধ্যমে তার কর্পোরেট সামাজিক দায়িত্ব পালন করে। ডিপিজিএসএল দেশের শ্রম আইনের সঠিক পরিপালনের স্বার্থে ও সমাজে আবদান রাখতে শ্রম নীতির সর্বোচ্চ মাণ নিশ্চিত করেছে।

## কর্পোরেট গভরনেন্স্

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্পোরেট গভরনেন্স্ গাইডলাইন্স্ ইস্যু আরোপ করেছে যা পরিপালন করা বাংলাদেশের স্টক এক্সচেঞ্জ সমূহে তালিকাভুক্ত সিকিউরিটিজ সমূহের ইস্যুকারীদের জন্য বাধ্যতামূলক। ডিপিজিএসএল উক্ত গাইডলাইন্স্ এর সকল শর্ত পরিপালন নিশ্চিত করেছে। সংলগ্নী-০২ তে বিএসইসি'র কর্পোরেট গভরনেন্স্ গাইডলাইন্স্ পরিপালন সম্পর্কিত স্ট্যাটাস দেখানো হয়েছে এবং এ সম্পর্কিত একটি সনদ এ সঙ্গে সংযুক্ত থাকবে। উপরন্তু কর্পোরেট গভরনেন্স্ সম্পর্কিত একটি পৃথক প্রতিবেদন সংলগ্নী- ০১ আকারে উপস্থাপন করা হল।

## কৃতজ্ঞতা প্রকাশ

পরিচালকগণ সকল সরকারী সংস্থা, নিয়ন্ত্রণকারী কর্তৃপক্ষ, ব্যাংকার, ব্যবসায়িক সহযোগী, সরবরাহকারী, নিরীক্ষক, পরামর্শক এবং শেয়ারহোল্ডারের প্রতি তাদের অবিরাম সহযোগিতা ও সহায়তা প্রদানের জন্য আন্তরিক ও স্বতঃস্ফুর্ত কৃতজ্ঞতা প্রকাশ করছে। একই সাথে পরিচালকগণ কোম্পানির সকল স্তরের কর্মকর্তা-কর্মচারীগণের প্রতি তাদের কর্তব্যপরায়নতা ও নিবেদিত প্রচেষ্টার অকৃত্রিম স্বীকৃতি প্রদান করছে এবং ভবিষ্যতেও তাদের এরূপ প্রয়াস অব্যাহত থাকবে বলে আশা করে।

পরিচালক পর্ষদের পক্ষে

তাহজীব আলম সিদ্দিকী
ব্যবস্থাপনা পরিচালক
তারিখ : ঢাকা, ২২/১০/২০১৬

# REPORT ON RISKS AND CONCERNS

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. The Board is assisted in its oversight role by Audit Committee. Internal Audit, under the purview of Audit Committee, undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee. The Company has exposures to the following risks and frame work for managing thereof:

- **Credit Risk:** Credit Risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers and investment securities. The company's sales are made to two Government-owned entities, Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) under the conditions Power Purchase Agreements (PPAs)..

- **Liquidity Risk:** Liquidity Risk is the risk of inability to meet financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or damage to the Company's reputation. Typically, Management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses and financial obligations through cash forecast prepared based on timeline of payment of the financial obligation and accordingly arranging for sufficient fund and/or maintaining short term lines of credit with scheduled commercial banks to make the expected payment within due date. Financial Liabilities are expected to be repaid in due time from operational cash flows.

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

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

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

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

Tahzeeb Alam Siddique
Managing Director

Dated: Dhaka, October 22, 2016

# ANNEXURE-I

## REPORT ON CORPORATE GOVERNANCE

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

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

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

### A. Board of Directors

The Board of DPGSL consists of 5 (five) Directors. The Directors hold regular meetings to ensure good communication and discussion on matters of importance for smooth operation of the Company. The Board has laid down a Code of Conduct for all Directors. The Directors duly comply with the Code and Annual Compliance of the Code by the Directors is duly recorded.

### B. Independent Director(s)

One Independent Director having required qualification as per Corporate Governance Guidelines has been appointed for a period of 3 (three) Directors by the Board and such appointment has been duly approved in the last AGM.

### C. Chairman and CEO

The roles of Chairman and CEO have been separated and two separate individuals are performing the functions of the Chairman and the CEO as per the guidelines of BSEC. The roles of the Chairman and the CEO have been laid down by the Board.

### D. Audit Committee

An Audit Committee has been constituted with 3 Directors headed by the Independent Director. The Company Secretary is the Secretary to the Committee. A Report of the Audit Committee is annexed herewith (Annexure-VI).

### E. CFO, Head of Internal Audit and Company Secretary

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

### F. External / Statutory Auditor

The Auditor of the Company is duly appointed and performs their duties as per relevant laws. As guided by the Corporate Governance Guidelines of BSEC (condition # 4), the Company did not engage its external / statutory auditor to perform any of the following services of the Company:

(a) Appraisal or valuation services or fairness opinions;

(b) Financial information systems design and implementation;

(c) Book-keeping or other services related to the accounting records or financial statements;

(d) Broker-dealer services;
(e) Actuarial services;
(f) Internal audit services;
(g) Audit/Certification Services on Compliance of Corporate Governance as required under clause (i) of condition No. 7; and
(h) Any other service that the Audit Committee determines.

And notable that no partneror employee of the external audit firm possesses any share of the company.

## G. Financial Statements

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

(1) The financial statements present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
(2) Proper books and accounts of the company have been maintained;
(3) Appropriate accounting policies have been applied consistently in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment;
(4) International Accounting Standards (IAS)/ Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standards (IFRS)/ Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements;
(5) The systems of internal control are sound and have been implemented and monitored effectively;
(6) There are no significant doubts upon the company's ability to continue as a going concern; and
(7) The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) have jointly certified (Annex ure-IV) to the Board that-
(a) They have reviewed the financial statements of the company for the year ended 30 June 2016 and to the best of their knowledge and belief:
(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.
(b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

## H. Subsidiary Company(ies)

As per condition # 5 of BSEC's Corporate Governance Guidelines, all provisions relating to the subsidiary company(ies) have been complied with. The minutes of the Board meeting of the subsidiary companies and also the affairs of the subsidiary companies are reviewed by the Board of the holding company. The Audit Committee of the holding company reviews the financial statements, in particular the investments made by the subsidiary company.

## I. Compliance of Corporate Governance Guidelines

The company has also complied with all conditions of Corporate Governance Guidelines issued by BSEC. Compliance Status is shown in Annexure-II. A Practicing Chartered Secretary has been engaged for issuing a certificate regarding such compliance and the Certificate is annexed in Annexure-III.

## J. Membership Certificate with Bangla desh Association of Publicly Listed Companies (BAPLC):

The company is an Ordinary member of Bangladesh Association of Publicly Listed Companies (BAPLC) and the Certificate is annexed in Annexure-VI.

Tahzeeb Alam Siddique
Managing Director

Dated : Dhaka, 22/10/2016

# ANNEXURE-II

## STATUS OF COMPLIANCE OF CORPORATE GOVERNANCE GUIDELINES

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969-

**(Report under Condition No. 7.00)**

| Condition No. | Title | Compliance Status ("√" in appropriate col.) | | Remarks (If any) |
|---|---|---|---|---|
| | | Complied | Not Complied | |
| 1 | **BOARD OF DIRECTORS:** | | | |
| 1.1 | Board's Size [number of Board members : 5 – 20] | √ | | |
| 1.2 | **Independent Directors** | | | |
| 1.2 (i) | Number of Independent Directors [at least 1/5] | √ | | |
| 1.2 (ii) | **Independent Director (ID) means a director:** | | | |
| 1.2 (ii) (a) | Holding no share or holding less than 1% shares | √ | | |
| 1.2 (ii) (b) | Not being a sponsor and connected with any sponsor or director or shareholder holding 1% or more shares | √ | | |
| 1.2 (ii) (c) | Not having any pecuniary or otherwise relationship with the company or its subsidiary/associated companies | √ | | |
| 1.2 (ii) (d) | Not being member/director/officer of any stock exchange | √ | | |
| 1.2 (ii) (e) | Not being shareholder/director/officer of any member of stock exchange or intermediary of capital market | √ | | |
| 1.2 (ii) (f) | Not being partner/executive at present or during the preceding 3 years of the company's statutory audit firm | √ | | |
| 1.2 (ii) (g) | Not being an ID in more than 3 listed companies | √ | | |
| 1.2 (ii) (h) | Not having been convicted as defaulter in payment of any loan to a bank or a NBFI | √ | | |
| 1.2 (ii) (i) | Not having been convicted for a criminal offence | √ | | |
| 1.2 (iii) | To be appointed by BOD and approved in the AGM | √ | | |
| 1.2 (iv) | The post cannot remain vacant for more than 90 days | | | N/A |
| 1.2 (v) | Laying down of code of conduct of Board members and recording of annual compliance of the code | √ | | |

# ANNEXURE-II

| Condition No. | Title | Compliance Status ("√" in appropriate col.) | | Remarks (If any) |
|---|---|---|---|---|
| | | Complied | Not Complied | |
| 1.2 (vi) | The tenure of an ID : maximum 3 years, which may be extended for one term only | √ | | |
| 1.3 | **Qualification of Independent Director** | | | |
| 1.3 (i) | Being knowledgeable, with integrity and able to ensure compliance with financial, regulatory and corporate laws and able to make meaningful contribution to business | √ | | |
| 1.3 (ii) | Being a Business Leader/ Corporate leader/ Bureaucrat/ University Teacher with Economics or Business Studies or Law background/ CA / CMA / CS and having at least 12 years of corporate management/professional experiences | √ | | |
| 1.3 (iii) | Prior approval of the Commission in special cases | | | N/A |
| 1.4 | Different individuals as Chairman and CEO, Election of Chairman from directors, their roles and responsibilities | √ | | |
| 1.5 | **The Director's Report to Shareholders shall include** | | | |
| 1.5 (i) | Industry outlook and possible future developments | √ | | |
| 1.5 (ii) | Segment-wise or product-wise performance | √ | | |
| 1.5 (iii) | Risks and concerns | √ | | |
| 1.5 (iv) | Discussion on COGS, Gross Profit and Net Profit Margins | √ | | |
| 1.5 (v) | Discussion on continuity of Extra-Ordinary gain or loss | | | N/A |
| 1.5 (vi) | Basis for and a statement of related party transactions | √ | | |
| 1.5 (vii) | Utilization of proceeds from public issues, rights issues and/or through any others instruments | √ | | |
| 1.5 (viii) | Explanation, if the financial results deteriorate after going for IPO, RPO, Right Offer, Direct Listing, etc | | | N/A |
| 1.5 (ix) | Explanation about significant variance between Quarterly Financial performance and Annual Financial Statements | | | N/A |
| 1.5 (x) | Remuneration to directors including IDs | √ | | |
| 1.5 (xi) | Fair presentation, of state of affairs, result of operations, cash flows and changes in equity, in financial statements | √ | | |
| 1.5 (xii) | Proper books of account having been maintained | √ | | |

# ANNEXURE-II

| Condition No. | Title | Compliance Status ("√" in appropriate col.) | | Remarks (If any) |
|---|---|---|---|---|
| | | Complied | Not Complied | |
| 1.5 (xiii) | Consistent application of appropriate accounting policies, and accounting estimates being reasonable and prudent | √ | | |
| 1.5 (xiv) | Following applicable IAS/BAS/IFRS/BFRS, and adequate disclosure for any departure there-from, if any | √ | | |
| 1.5 (xv) | Soundness and monitoring of internal control system | √ | | |
| 1.5 (xvi) | Statement regarding ability to continue as going concern | √ | | |
| 1.5 (xvii) | Significant deviations from last year's operating results | | | N/A |
| 1.5 (xviii) | Summary of key operating/financial data of last 5 years | √ | | |
| 1.5 (xix) | Reason for non declaration of Dividend | | | N/A |
| 1.5 (xx) | Number of Board meetings and attendance of directors | √ | | |
| 1.5 (xxi) | **Pattern of shareholding (along with name wise details) by-** | | | |
| 1.5 (xxi) (a) | Parent/Subsidiary/Associate Companies & related parties | √ | | |
| 1.5 (xxi) (b) | Directors, CEO, CS, CFO, Head of Internal Audit and their spouses and minor children | √ | | |
| 1.5 (xxi) (c) | Executives (Top 5 salaried employees other than above) | √ | | |
| 1.5 (xxi) (d) | Shareholders holding 10% or more voting interest | √ | | |
| 1.5 (xxii) | **In case of the appointment/re-appointment of a director,** | | | |
| 1.5 (xxii) (a) | A brief resume of the director | √ | | |
| 1.5 (xxii) (b) | Nature of his/her expertise in specific functional areas | √ | | |
| 1.5 (xxii) (c) | Names of companies in which he/she holds directorship and the membership of committees of the board | √ | | |
| 2 | **CFO, HEAD OF INTERNAL AUDIT AND CS:** | | | |
| 2.1 | Appointment of a CFO, a Head of Internal Audit and a CS and defining their roles, responsibilities & duties | √ | | |
| 2.2 | Attendance of CFO and CS in the meetings of the Board | √ | | |
| 3 | **AUDIT COMMITTEE:** | | | |
| 3 (i) | Having Audit Committee as a sub-committee of the BOD | √ | | |
| 3 (ii) | Audit Committee to assist the BOD in ensuring fairness of financial statements and a good monitoring system | √ | | |

# ANNEXURE-II

| Condition No. | Title | Compliance Status ("√" in appropriate col.) | | Remarks (If any) |
|---|---|---|---|---|
| | | Complied | Not Complied | |
| 3 (iii) | Audit Committee being responsible to the BOD; duties of Audit Committee to be clearly set forth in writing | √ | | |
| 3.1 | **Constitution of the Audit Committee** | | | |
| 3.1 (i) | Audit Committee to be composed of at least 3 members | √ | | |
| 3.1 (ii) | Audit Committee members to be appointed by BOD and at least one Independent Director to be included | √ | | |
| 3.1 (iii) | Audit Committee members to be "financially literate" and at least one to have accounting/financial experience | √ | | |
| 3.1 (iv) | Vacancy in Audit Committee making the number lower than 3 to be filled up immediately and within 1 month | | | N/A |
| 3.1 (v) | The CS to act as the secretary of the Audit Committee | √ | | |
| 3.1 (vi) | No quorum in Audit Committee meeting without one ID | √ | | |
| 3.2 | **Chairman of the Audit Committee** | | | |
| 3.2 (i) | Chairman to be an ID, selected by the BOD | √ | | |
| 3.2 (ii) | Chairman of audit committee to remain present in AGM | √ | | |
| 3.3 | **Role of Audit Committee** | | | |
| 3.3 (i) | Oversee the financial reporting process | √ | | |
| 3.3 (ii) | Monitor choice of accounting policies and principles | √ | | |
| 3.3 (iii) | Monitor Internal Control Risk management process | √ | | |
| 3.3 (iv) | Oversee hiring and performance of external auditors | √ | | |
| 3.3 (v) | Review the annual financial statements before submission to the board for approval | √ | | |
| 3.3 (vi) | Review the quarterly and half yearly financial statements | √ | | |
| 3.3 (vii) | Review the adequacy of internal audit function | √ | | |
| 3.3 (viii) | Review statement of significant related party transactions | √ | | |
| 3.3 (ix) | Review Letters issued by statutory auditors | √ | | |
| 3.3 (x) | Review disclosures/statements/declarations about uses/ applications of funds raised by IPO/RPO/Rights Issue | √ | | |

# ANNEXURE-II

| Condition No. | Title | Compliance Status ("√" in appropriate col.) | | Remarks (If any) |
|---|---|---|---|---|
| | | Complied | Not Complied | |
| 3.4 | **Reporting of the Audit Committee** | | | |
| 3.4.1 | **Reporting to the Board of Directors** | | | |
| 3.4.1 (i) | Reporting on the activities of Audit Committee | √ | | |
| 3.4.1 (ii) (a) | Reporting on conflicts of interests | | | N/A |
| 3.4.1 (ii) (b) | Reporting on suspected/presumed fraud or irregularity or material defect in the internal control system | | | N/A |
| 3.4.1 (ii) (c) | Reporting on suspected infringement of laws | | | N/A |
| 3.4.1 (ii) (d) | Reporting on any other matter to disclose immediately | | | N/A |
| 3.4.2 | Reporting to BSEC | | | N/A |
| 3.5 | Reporting to the Shareholders and General Investors | √ | | |
| **4.00** | **EXTERNAL / STATUTORY AUDITORS** | | | |
| 4.00 (i) | Non-engagement in appraisal/valuation/fairness opinions | √ | | |
| 4.00 (ii) | Non-engagement in designing & implementation of FIS | √ | | |
| 4.00 (iii) | Non-engagement in Book Keeping or accounting | √ | | |
| 4.00 (iv) | Non-engagement in Broker-Dealer services | √ | | |
| 4.00 (v) | Non-engagement in Actuarial services | √ | | |
| 4.00 (vi) | Non-engagement in Internal Audit services | √ | | |
| 4.00 (vii) | Non-engagement in services determined by Audit Com. | √ | | |
| 4.00 (viii) | Possessing no share by any partner or employee of the external audit firm during the tenure of assignment | √ | | |
| 4.00 (viii) | Possessing no share by any partner or employee of the external audit firm during the tenure of assignment | √ | | |
| 4.00 (ix) | Non-engagement in Audit/Certification Services on Compliance of Corporate Governance as required under clause (i) of condition No. 7 | √ | | |
| **5** | **SUBSIDIARY COMPANY** | | | |
| 5 (i) | Composition of BOD to be similar to holding company | √ | | |
| 5 (ii) | At least one) ID on the BOD of the holding company to be a director on the BOD of the subsidiary company | √ | | |

# ANNEXURE-II

| Condition No. | Title | Compliance Status ("√" in appropriate col.) | | Remarks (If any) |
|---|---|---|---|---|
| | | Complied | Not Complied | |
| 5 (iii) | Minutes of Board meetings of subsidiary company to be placed at following Board meeting of holding company | √ | | |
| 5 (iv) | Minutes of respective Board meeting of holding company to state that affairs of subsidiary company be reviewed | √ | | |
| 5 (v) | Audit Committee of holding company to review financial statements / investments of subsidiary company | √ | | |
| 6 | **DUTIES OF CEO AND CFO:** | | | |
| 6 (i) (a) | To certify that they've reviewed FSs which contain no untrue or misleading statement or omit no material fact | √ | | |
| 6 (i) (b) | To certify that the statements present a true and fair view of affairs and are in compliance with accounting standards and applicable laws | √ | | |
| 6 (ii) | To certify that no transaction is fraudulent, illegal or violation of company's code of conduct | √ | | |
| 7 | **REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:** | | | |
| 7 (i) | Obtaining certificate regarding compliance and sending it to shareholders along with the Annual Report | √ | | |
| 7 (ii) | To state, in accordance with annexure, in directors' report whether the conditions has been complied with | √ | | |

ANNARSTOCK

# ANNEXURE-III

## CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE GUIDELINES

**S. Abdur Rashid FCS**
BCom (Hons), MBS (Finance & Banking), MBA (Finance), PGDHRM, LLB, AIPM
Chartered Secretary in Practice
Private Practice Certificate No.: 003
Phone # +880 2 9558796, +88 01726533655
E-mail : sarashid12000@yahoo.com

SARashid & Associates
(Chartered Secretaries)
Noakhali Tower (12th Floor, 13-D)
55/B Purana Paltan, Dhaka-1000, Bangladesh
E-mail : sarashidnasso@gmail.com

### Certificate on Compliance of Corporate Governance Guidelines

[ Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 ]

I have reviewed the Compliance of Conditions of the Corporate Governance Guidelines by **DOREEN POWER GENERATIONS AND SYSTEMS LTD.** ("the Company") for the year ended 30 June 2016. Such compliance is the responsibility of the Company as stipulated in the above mentioned notification issued by Bangladesh Securities and Exchange Commission (BSEC).

I have conducted my review in a manner that has provided me a reasonable basis for evaluating the compliances and expressing my opinion thereon. This review has been limited to the measures adopted by the Company in ensuring such compliances and this has not been for expression of opinion on the financial statements or future viability of the Company.

According to the information and explanations provided to me by the Company, I hereby certify that all the conditions of the Corporate Governance Guidelines have been complied with by the Company.

**S. Abdur Rashid FCS**

**Dhaka, 15 November 2016**

# ANNEXURE-IV

**To**
**The Board of Directors**
Doreen Power Generations and Systems Ltd.
192/A Eastern Road (3rd Floor), Lane-01
New DOHS, Mohakhali, Dkaha-1206, Bangladesh

## Certification by CEO & CFO regarding Financial Statements

Pursuant to Condition # 6 of the Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission (BSEC),

We, the undersigned, do hereby certify that-

☑ (i) We have reviewed the financial statements of the company for the year ended 30 June 2016

and to the best of our knowledge and belief:

☑ (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

☑ (b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.

☑ (ii) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

**(Afroz Alam)**
Chief Financial Officer

**(Tahzeeb Alam Siddique)**
Managing Director/CEO

# ANNEXURE-V

বাংলাদেশ এসোসিয়েশন অব পাবলিকলী লিষ্টেড কোম্পানীজ
BAPLC BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES
Block # B, Road #1, House # 17 (9th Floor), Unit-A, Nitalar Eastern Housing Complex, Gulshan-1, Dhaka-12 2
Phone: 9824926 Fax: 9887245, E-mail: baplc@dhaka.net

Ref: CM-2016/254

27th October 2016

## TO WHOM IT MAY CONCERN

## *Certificate of Membership*

This is to certify that DOREEN POWER GENERATIONS & SYSTEMS LIMITED is an Ordinary Member of Bangladesh Association of Publicly Listed Companies (BAPLC).

This Certificate remains current until *31st December 2016.*

K. M. Abdul Hai
Secretary-General

BAPLC

AMARSTOCK

# ANNEXURE-VI

## REPORT OF AUDIT COMMITTEE

### Constitution and Composition of the Audit Committee

- The Board constituted an Audit Committee as a sub-committee of the Board on Sunday 29 November 2015.
- Composition of the Audit Committee is as follows :

| | |
|---|---|
| Mr. Mahtab Bin-Ahmed (Independent Director) | Chairman |
| Mr. Tanzeer Alam Siddique (Director) | Member |
| Mrs. Anjabeen Alam Siddique (Director) | Member |

- The Company Secretary acts as the Secretary of the Audit Committee.

### Terms of Reference (TOR) of the Audit Committee

- The Board defined Terms of Reference (TOR) for the Audit Committee. Activities of the Committee are performed as per the said TOR.
- The Committee submits its report directly to the Board of Directors.

### Meetings of the Audit Committee

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

| Name of the Member | No. of Meetings Held | No. of Meetings Attended |
|---|---|---|
| Mr. Mahtab Bin-Ahmed | 04 | 04 |
| Mr. Tanzeer Alam Siddique | 04 | 04 |
| Mrs. Anjabeen Alam Siddique | 04 | 04 |

- Minutes of the Committee are properly recorded.

### Activities

During the year ended 30 June 2016, for discharging its duties and responsibilities, the Audit Committee-

- reviewed the financial statements of the second quarter, third quarter and the year ended 30 June 2016 and recommended to the Board for consideration and approval.
- reviewed the work of the Internal Audit Department and made suggestions for necessary improvement.
- recognized the observations of the Internal Audit Department regarding internal control and the suggestions made to improve operational systems and procedures and their implementation.
- reviewed the integrity of the financial statements of the Company for the year ended 30 June 2016 to ensure that these reflect a true and fair view of the Company's state of affairs.
- ensured, while reviewing the financial statements, that proper disclosures required under International Accounting Standards as adopted in Bangladesh have been made and also the Companies Act 1994 and other rules and regulations applicable for this company have been complied with.

- approved the internal audit plan and gave direction to the Internal Auditors where appropriate for carrying out in depth audit to ensure that the Company or its assets are not exposed to undue risk;
- reviewed the financial statements, in particular the investments made by the subsidiary companies.
- reviewed the performance of External Auditors during the last year and recommended them for re-appointment; and
- reviewed the Internal Control System.

## Reporting

- Pursuant to Condition # 3.4.1 of the Corporate Governance Guidelines issued by BSEC, the Committee reports that it did not find any conflict of interest or any fraud, irregularity or material defect in the Internal Control System or there is no infringement of laws, rules and regulations also.
- The Committee is of the view that risk management associated with the business of the Company is adequately controlled.

On behalf of the Audit Committee

**Mahtab Bin-Ahmed**
Chairman of the Committee

Dated: Dhaka, October 22, 2016

ACNABIN
Chartered Accountants

BDBL Bhaban (Level-13 & 14)
12 Kawran Bazar Commercial Area
Dhaka-1215, Bangladesh.

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e-mail: <acnabin@bangla.net>
Web: www.acnabin.com

## Independent Auditor's Report
## To the Shareholders of Doreen Power Generations and Systems Limited

We have audited the accompanying consolidated financial statements of Doreen Power Generations and Systems Limited and its subsidiaries ("the Group"), as well as the financial statements of Doreen Power Generations and Systems Limited ("the Company"), which comprise the consolidated and the separate statements of financial Position as at 30 June 2016, and consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibilities for the Consolidated Financial Statements

Management is responsible for the preparation of consolidated financial statements of the Group and also the separate financial statements of the Company that give a true and fair view in accordance with Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, the Securities and Exchange Rules, 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements of the Group and separate financial statements of the Company that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements of the Group and separate financial statements of the Company based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements of the Group and the separate financial statements of the Company are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements of the Group and separate financial statements of the Company. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of consolidated financial statements of the Group and separate financial statements of the Company, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of the consolidated financial statements of the Group and separate financial statements of the Company 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 management, as well as evaluating the overall presentation of the consolidated financial statements of the group and also separate financial statements of the Company.

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

an independent member of BAKER TILLY INTERNATIONAL

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ACNABIN
Chartered Accountants

**Opinion**

In our opinion, the consolidated financial statements of the Group and the separate financial statements of the Company give a true and fair view of the consolidated financial position of the Group and the separate financial position of the Company as at 30 June 2016, and consolidated and separate financial performance and consolidated and separate cash flows of the Group and the Company for the year then ended in accordance with Bangladesh Financial Reporting Standards except for the matter as stated in note # 3.12 to the financial statements.

**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:

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

(b) in our opinion, proper books of account as required by law have been kept by the Group and the Company so far as it appeared from our examination of those books;

(c) the consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income of the Group and the separate statement of financial position and separate 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 Group and the Company; and

(d) the expenditure incurred was for the purpose of the business of the Group and the Company.

Dhaka,
22 October 2016

**ACNABIN**
**Chartered Accountants**

an independent member of BAKER TILLY INTERNATIONAL

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Consolidated Statement of Financial Position

As at 30 June 2016

| ASSETS | Notes | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **Non-Current Assets** | | **10,326,080,585** | **8,483,145,167** |
| Property, plant and equipment | 4(a) | 6,934,513,389 | 2,853,790,663 |
| Capital work in progress | 5 | 3,391,541,196 | 5,618,529,781 |
| Investment | 6(a) | 26,000 | 10,824,723 |
| **Current Assets** | | **1,097,440,320** | **650,540,072** |
| Inventories | 7(a) | 354,551,897 | 158,951,853 |
| Trade & other receivables | 8 (a) | 342,097,702 | 220,290,090 |
| Advance, deposit & prepayments | 9(a) | 296,190,544 | 244,072,100 |
| Short term loan to subsidiaries | 10(a) | - | - |
| Cash and bank balance | 11(a) | 104,600,177 | 27,226,029 |
| **TOTAL ASSETS** | | **11,423,520,905** | **9,133,685,239** |
| **EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | **2,747,051,091** | **2,160,111,046** |
| Share capital | 12 | 800,000,000 | 600,000,000 |
| Revaluation surplus | 13 | 773,195,849 | 822,361,303 |
| Share premium | 14 | 361,849,889 | - |
| Retained earnings | 15(a) | 812,005,353 | 737,749,743 |
| Non- controlling interest | 16 | 5,973,001 | (7,388,904) |
| **Total Equity** | | **2,753,024,092** | **2,152,722,142** |
| **LIABILITIES** | | | |
| **Non-Current Liabilities** | | **6,315,310,918** | **4,205,682,739** |
| Long term bank loan net off current maturity | 17(a) | 5,773,097,651 | 3,555,682,739 |
| Doreen Ijara bond net off current maturity | 17.1 | 542,213,267 | 650,000,000 |
| **Current Liabilities** | | **2,355,185,895** | **2,775,280,357** |
| Trade payables | 18(a) | 111,173,724 | 116,031,706 |
| Current portion of long term bank loan | 19(a) | 913,766,601 | 397,696,435 |
| Current portion of doreen ijara bond | 19.1 | 235,427,647 | 100,000,000 |
| WPPF and WF Payable | 20 | 9,300,468 | 59,753,754 |
| Short term bank loan | 21(a) | 442,851,388 | 1,978,015,009 |
| Current account with sister concern | 22(a) | 156,917,790 | 24,315,920 |
| Liabilities for expenses | 23(a) | 480,717,859 | 88,826,752 |
| Provision for income tax | 24(a) | 5,030,418 | 10,640,781 |
| **TOTAL EQUITY AND LIABILITIES** | | **11,423,520,905** | **9,133,685,239** |

The annexed notes from 1 to 41 form an integral part of these Consolidated Financial Statements.

**Company Secretary** **Director** **Managing Director**

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

Dhaka,
22 October 2016

**ACNABIN**
**Chartered Accountants**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2016

| | Notes | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|---|
| Revenue | 25(a) | 1,189,835,036 | 1,082,372,595 |
| Less: Cost of sales | 26(a) | 791,458,229 | 646,369,722 |
| **Gross Profit** | | **398,376,807** | **436,002,873** |
| Less: Operating expenses | | **144,373,633** | **99,299,486** |
| General administrative expenses | 27(a) | 102,847,335 | 67,818,455 |
| Pre-operating revenue expenses of subsidiaries | 28 | 41,526,298 | 31,481,031 |
| **Gross Operating Profit for the year** | | **254,003,174** | **336,703,387** |
| Less: Financial expense | 31(a) | 210,510,650 | 204,243,645 |
| **Net Operating Profit for the year** | | **43,492,524** | **132,459,742** |
| Add: Non Operating Income | | **5,755,141** | **1,405,794** |
| Finance income | 29(a) | 5,309,941 | 1,022,482 |
| Other income | 30(a) | 445,200 | 383,312 |
| **Profit before WPPF and WF** | | **49,247,665** | **133,865,536** |
| Less: Provision for contribution to WPPF & WF | | 9,300,468 | 8,281,035 |
| **Net Profit before income tax** | | **39,947,197** | **125,584,501** |
| Less: Current tax | 32(a) | 1,495,136 | 492,028 |
| **Net Profit after income tax** | | **38,452,062** | **125,092,473** |
| **Other Comprehensive income** | | - | - |
| **Total Comprehensive income** | | **38,452,062** | **125,092,473** |
| **Attributable to:** | | | |
| Shareholders of the Company | | 42,328,783 | 134,980,184 |
| Non controlling interest | | (3,876,722) | (9,887,711) |
| | | **38,452,062** | **125,092,473** |
| **Earning Per Share (EPS)** | 33(a) | **0.64** | **2.25** |

The annexed notes from 1 to 41 form an integral part of these Consolidated Financial Statements.

**Company Secretary** **Director** **Managing Director**

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

Dhaka,
22 October 2016

**ACNABIN**
**Chartered Accountants**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Consolidated Statement of Changes in Equity

For the year ended 30 June 2016

(Amount in Taka)

| Particulars | Share capital | Share Premium | Revaluation surplus | Retained earnings | Sub-Total | Non controlling interest | Total Equity |
|---|---|---|---|---|---|---|---|
| **Balance as at 01 July 2014** | **600,000,000** | **-** | **867,963,700** | **557,167,161** | **2,025,130,861** | **2,498,807** | **2,027,629,668** |
| Net profit for the year | - | - | - | 134,980,184 | 134,980,184 | (9,887,711) | 125,092,474 |
| Adjsutment for disposal of power plant | - | - | (14,533,866) | 14,533,866 | - | - | - |
| Revaluation surplus realized (Depreciation on increased value of assets due to revaluation) (Note:15.1) | - | - | (31,068,531) | 31,068,531 | - | - | - |
| **Balance as at 30 June 2015** | **600,000,000** | **-** | **822,361,303** | **737,749,742** | **2,160,111,046** | **(7,388,904)** | **2,152,722,142** |
| **Balance as at 01 July 2015** | **600,000,000** | **-** | **822,361,303** | **737,749,742** | **2,160,111,046** | **(7,388,904)** | **2,152,722,142** |
| Net Profit for the year | - | - | - | 42,328,783 | 42,328,783 | (3,876,722) | 38,452,062 |
| Issue of Share | 200,000,000 | - | - | - | 200,000,000 | - | 200,000,000 |
| Share Premium | - | 361,849,889 | - | - | - | - | 361,849,889 |
| Adjustment for disposal of power plant | - | - | (19,636,560) | 19,636,560 | - | - | - |
| Revaluation surplus realized (Depreciation on increased value of assets due to revaluation) (Note:15.1) | - | - | (29,528,894) | 29,528,894 | - | - | - |
| Adjustment for change in holding % of Non Controlling Interest | - | - | - | (17,238,627) | - | 17,238,627 | - |
| **Balance as at 30 June 2016** | **800,000,000** | **361,849,889** | **773,195,849** | **812,005,352** | **2,402,439,829** | **5,973,002** | **2,753,024,092** |

The annexed notes from 1 to 41 form an integral part of these Consolidated Financial Statements.

Dhaka,
22 October 2016

**Company Secretary** **Director** **Managing Director**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Consolidated Statement of Cash Flows
## For the year ended 30 June 2016

| | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|
| **A. Cash flows from operating activities** | | |
| Receipt from customers | 1,056,888,504 | 1,082,434,311 |
| Payment to suppliers | (614,216,983) | (506,644,979) |
| Payment for direct expenses and administrative expenses | (244,784,682) | (96,668,827) |
| Payment for Commission on bank guarantee | (5,488,333) | (1,341,887) |
| Interest payments | (111,699,137) | (115,217,867) |
| Income Tax Payment | (7,105,499) | (8,886,024) |
| Other income | 965,311 | 384,678 |
| **Net cash flow from operating activities** | **74,559,182** | **354,059,405** |
| **B. Cash flows from investing activities** | | |
| Acquisition of property, plant & equipment | (79,651,881) | (98,650,076) |
| Payment for Civil and Building Construction | (214,028,630) | (384,027,728) |
| Payment for Power Plant Machineries | (1,628,080,813) | (4,430,952,899) |
| Advance Payments for Land and Land Development | (5,685,000) | (24,341,000) |
| Payment for Office Renovation | (23,215,048) | (2,154,826) |
| Encashment/Investment in FDR | 10,798,723 | (798,723) |
| Interest received | 4,789,830 | 1,264,657 |
| Short term loan | (148,331,187) | (35,280,200) |
| Insurance Claim Received | 68,038,256 | 8,000,000 |
| **Net cash used in investing activities** | **(2,015,365,750)** | **(4,966,940,795)** |
| **C. Cash flows from financing activities** | | |
| (Repayment)/Receipt from short term bank loan | (1,285,703,490) | 1,951,357,158 |
| Receipt of Long Term bank loan | 3,025,624,071 | 3,005,164,156 |
| Proceed from Share Issue | 200,000,000 | - |
| Share Premium Received | 361,849,889 | - |
| Receipt from unsuccessful IPO applicants | 250,143,199 | - |
| Refund to unsuccessful IPO applicants | (250,143,199) | - |
| Repayment of long term bank loan | (348,106,956) | (347,176,348) |
| Loan received from Sister Concern | 64,517,202 | 24,315,920 |
| **Net cash flow from financing activities** | **2,018,180,716** | **4,633,660,886** |
| **D. Net increase in cash and bank balance (A+B+C)** | 77,374,148 | 20,779,497 |
| **E.** Cash and bank balance at beginning of the year | 27,226,029 | 6,446,532 |
| **F. Cash and bank balance at end of the year** | **104,600,177** | **27,226,029** |
| **Consolidated Net Operating Cash Flow Per Share (CNOCFPS)** | **1.13** | **5.90** |

The annexed notes from 1 to 41 form an integral part of these Consolidated Financial Statements.

Dhaka,
22 October 2016

**Company Secretary** **Director** **Managing Director**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Statement of Financial Position

As at 30 June 2016

| | Notes | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-Current Assets** | | **4,235,502,054** | **3,854,449,940** |
| Property, plant and equipment | 4 | 2,665,816,054 | 2,787,013,940 |
| Investment | 6 | 1,569,686,000 | 1,067,436,000 |
| **Current Assets** | | **568,778,571** | **323,428,003** |
| Inventories | 7 | 66,405,413 | 45,321,915 |
| Trade & other receivables | 8 | 209,669,189 | 220,290,090 |
| Advance, deposit & prepayments | 9 | 13,174,836 | 19,420,565 |
| Short term loan to subsidiaries | 10 | 183,611,387 | 35,280,200 |
| Cash and bank balances | 11 | 95,917,747 | 3,115,233 |
| **TOTAL ASSETS** | | **4,804,280,625** | **4,177,877,943** |
| **EQUITY AND LIABILITIES** | | | |
| **Shareholders' Equity** | | **2,965,806,336** | **2,219,240,935** |
| Share capital | 12 | 800,000,000 | 600,000,000 |
| Revaluation surplus | 13 | 773,195,849 | 822,361,303 |
| Share premium | 14 | 361,849,889 | - |
| Retained earnings | 15 | 1,030,760,598 | 796,879,632 |
| **Non-Current Liabilities** | | **941,933,873** | **1,248,734,137** |
| Long term bank loan net off current maturity | 17 | 399,720,606 | 598,734,137 |
| Doreen ijara bond net off current maturity | 17.1 | 542,213,267 | 650,000,000 |
| **Current Liabilities** | | **896,540,416** | **709,902,870** |
| Trade payable | 18 | 111,173,724 | 116,031,706 |
| Current portion of long term bank loan | 19 | 288,543,318 | 261,652,411 |
| Current portion of doreen ijara bond | 19.1 | 235,427,647 | 100,000,000 |
| WPPF and WF payable | 20 | 9,300,468 | 59,753,754 |
| Short term bank loan | 21 | 142,689,401 | 115,330,346 |
| Current account with sister concern | 22 | 88,833,122 | 24,315,920 |
| Liabilities for expenses | 23 | 15,743,607 | 22,499,750 |
| Provision for income tax | 24 | 4,829,129 | 10,318,983 |
| **TOTAL EQUITY AND LIABILITIES** | | **4,804,280,625** | **4,177,877,943** |

The annexed notes from 1 to 41 form an integral part of these Consolidated Financial Statements.

**Company Secretary** **Director** **Managing Director**

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

Dhaka,
22 October 2016

**ACNABIN**
**Chartered Accountants**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2016

| | Notes | 2015 - 2016 Taka | 2014 - 2015 Taka |
|---|---|---|---|
| Revenue | 25 | 1,057,406,523 | 1,082,372,595 |
| Less: Cost of sales | 26 | 610,900,716 | 646,369,722 |
| **Gross Profit** | | **446,505,807** | **436,002,873** |
| Less: Operating Expenses | | | |
| General administrative expenses | 27 | 66,789,332 | 67,818,455 |
| **Gross Operating Profit for the year** | | **379,716,475** | **368,184,418** |
| Less: Financial expense | 31 | 189,586,678 | 194,769,046 |
| **Net Operating Profit for the year** | | **190,129,797** | **173,415,372** |
| Add: Non Operating Income | | **5,180,030** | **486,371** |
| Finance income | 29 | 4,789,830 | 103,059 |
| Other income | 30 | 390,200 | 383,312 |
| **Profit before WPPF and Welfare Fund** | | **195,309,827** | **173,901,743** |
| Less: Provision for contribution to WPPF & WF | | 9,300,468 | 8,281,035 |
| **Net profit before income tax** | | **186,009,359** | **165,620,708** |
| Less: Current tax | 32 | 1,293,847 | 170,230 |
| **Net profit after income tax** | | **184,715,512** | **165,450,478** |
| **Other comprehensive income** | | - | - |
| **Total comprehensive income** | | **184,715,512** | **165,450,478** |
| **Earning Per Share (EPS)** | 33 | **2.79** | **2.76** |

The annexed notes from 1 to 41 form an integral part of these Financial Statements.

**Company Secretary** **Director** **Managing Director**

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

Dhaka,
22 October 2016

**ACNABIN**
**Chartered Accountants**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Statement of Changes in Equity

For the year ended 30 June 2016

(Amount in Taka)

| Particulars | Share capital | Share Premium | Revaluation surplus | Retained earnings | Total Equity |
|---|---|---|---|---|---|
| **Balance as at 01 July 2014** | **600,000,000** | **-** | **867,963,700** | **585,826,757** | **2,053,790,456** |
| Net profit for the year | - | - | - | 165,450,478 | 165,450,478 |
| Adjustment for disposal of power plant | - | - | (14,533,866) | 14,533,866 | - |
| Revaluation surplus realized (Depreciation on increased value of assets due to revaluation) (Note:15.1) | - | - | (31,068,531) | 31,068,531 | - |
| **Balance as at 30 June 2015** | **600,000,000** | **-** | **822,361,303** | **796,879,632** | **2,219,240,935** |
| **Balance as at 01 July 2015** | **600,000,000** | **-** | **822,361,303** | **796,879,632** | **2,219,240,935** |
| Net Profit for the year | - | - | - | 184,715,512 | 184,715,512 |
| Issue of Share | 200,000,000 | - | - | - | 200,000,000 |
| Share Premium | - | 361,849,889 | - | - | 361,849,889 |
| Adjustment for disposal of power plant | - | - | (19,636,560) | 19,636,560 | - |
| Revaluation surplus realized (Depreciation on increased value of assets due to revaluation) (Note:15.1) | - | - | (29,528,894) | 29,528,894 | - |
| **Balance as at 30 June 2016** | **800,000,000** | **361,849,889** | **773,195,849** | **1,030,760,598** | **2,965,806,336** |

The annexed notes from 1 to 41 form an integral part of these Consolidated Financial Statements.

Dhaka,
22 October 2016

**Company Secretary** **Director** **Managing Director**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Statement of Cash Flows

For the year ended 30 June 2016

| | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|
| **A. Cash flows from operating activities** | | |
| Receipt from customers | 1,056,888,504 | 1,082,434,311 |
| Payment to suppliers | (497,517,951) | (506,644,979) |
| Payment for administrative expenses | (122,977,316) | (64,850,443) |
| Payment for commission on bank guarantee | (1,353,208) | (1,341,887) |
| Interest payments | (111,699,137) | (115,217,867) |
| Income tax payment | (6,783,701) | (8,873,291) |
| Other income | 390,200 | 383,312 |
| **Net cash flow from operating activities** | **316,947,392** | **385,889,157** |
| **B. Cash flows from investing activities** | | |
| Acquisition of property, plant & equipment | (79,651,881) | (94,217,034) |
| Interest received | 4,789,830 | 346,600 |
| Insurance claim received | 68,038,256 | 8,000,000 |
| Payment of short term loan to subsidiary | (148,331,187) | (35,280,200) |
| Investment in subsidiaries | (502,250,000) | (498,300,000) |
| **Net cash used in investing activities** | **(657,404,982)** | **(619,450,634)** |
| **C. Cash flows from financing activities** | | |
| (Repayment)/Receipt from short term bank loan | 27,359,055 | 53,392,295 |
| Receipt of long term bank loan | 127,640,914 | 500,000,000 |
| Proceed from Share Issue | 200,000,000 | - |
| Share Premium Received | 361,849,889 | - |
| Receipt from unsuccessful IPO applicants | 250,143,199 | - |
| Refund to unsuccessful IPO applicants | (250,143,199) | - |
| Loan received from sister-concern | 64,517,202 | 24,315,920 |
| Repayment of long term bank loan | (348,106,956) | (347,176,348) |
| **Net cash flow from financing activities** | **433,260,104** | **230,531,867** |
| **D. Net increase/decrease in cash and bank balances (A+B+C)** | 92,802,514 | (3,029,610) |
| E. Cash and bank balances at beginning of the year | 3,115,233 | 6,144,843 |
| **F. Cash and bank balances at the end of the year** | **95,917,747** | **3,115,233** |
| Net operating cash flow per share (NOCFPS) | **4.79** | **6.43** |

The annexed notes from 1 to 41 form an integral part of these Consolidated Financial Statements.

Dhaka,
22 October 2016

**Company Secretary** **Director** **Managing Director**

## 1. Reporting entity

### 1.1 Corporate history

Doreen Power Generations and Systems Limited ("the Company") was incorporated on 20 August 2007 as a private company limited by shares and converted into a public limited company on 31 October 2011. Asian Entech Power Corporation Limited and OPG Energy (pvt.) Limited was participated in a bidding process of three power plants through joint venture agreement and win the bids. Then they formed Doreen Power Generations and Systems Limited to implement the 3 (three) power plants and the company has done all that was necessary as per Contract with Government of Bangladesh "Supply, Installation and Putting in Commercial Operation of 22 MW Gas Fired Power Plant at Feni, Tangail and Narsingdi each on BOO basis for a term of 15 years". The Project was approved by Bangladesh Power Development Board and Rural Electrification Board vide Memo No. 199-BPDB (Sectt.)/ (Dev.)/ Feni/175 dated 23 March 2009 and Memo No. 1030-BPDB (Sectt.)/ (Dev.) Tangail / 175 dated 17 December 2008 and Memo No. REB/SE (G)/100.01 (2.03) Narshinghdi/193 dated 20 January 2009 respectively.

The registered office of the Company is situated at Walsow Tower (16th floor), 21, Kazi Nazrul Islam Avenue, Dhaka-1000 and the operational Headquarters is located at (11th Floor) 82. Mohakhali C/A, Dhaka.

Dhaka Northern Power Generations Limited & Dhaka Southern Power Generations Limited are the subsidiaries of Doreen Power Generations and Systems Limited (DPGSL) having 98.52% of Dhaka Northern Power Generations Limited & 96.78% of Dhaka Southern Power Generations Limited holding in paid up capital. Both were incorporated on 25.06.2012 and have signed an agreement for developing 55 MW power plant at Manikgang and Nababganj respectively and signed power purchase agreement with BPDB on 07 January 2013. Paid up capital at the reporting date of Dhaka Northern Power Generations Limited is Tk. 397,580,000 (3,975,800 shares @ Tk 100 each) & Dhaka Southern Power Generations Limited is Tk. 183,330,000 (1,833,300 shares @ Tk 100 each).

Information regarding statutory auditors and accounting period of these subsidiary companies is set out below:

| Sl | Name of Company | Accounting Period | Statutory Auditor |
|---|---|---|---|
| 1 | Dhaka Northern Power Generations Limited | July-June | MABS & J Partners Chartered Accountants |
| 2 | Dhaka Southern Power Generations Limited | July-June | |

### 1.2 Nature of business

The principle activity of the Company is to set up power plants for generation and supply of electricity. Operational details of the Company are as under:

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

### 1.3 Power purchase agreement (PPA)

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

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

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

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

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

1.4 Gas supply agreements

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

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

## 2. Basis of preparation of the financial statements

2.1 Statement of compliance

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

2.2 Other regulatory compliance

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

The Income Tax Ordinance, 1984;
The Income Tax Rules, 1984;
The Value Added Tax Act, 1991;
The Value Added Tax Rules, 1991;
Bangladesh Labour Act (Amendment 2013), 2006;

2.3 Basis of measurement

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

2.4 Going concern assumption

The financial statements have been prepared considering going concern assumption as per BAS-1(25). The management did not find any significant uncertainties regarding going concern issue within the next twelve months from the end of the reporting period.

2.5 Components of Finanacial Statements:

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

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

2.6 Functional and presentation currency

These financial statements are presented in Bangladesh Taka (BDT), which is also the functional currency of the Company . The amounts in these financial statements have been rounded off to the nearest integer.

2.7 Use of estimates and judgments

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Note: 4 Property, plant and equipment
Note: 8 Inventories
Note: 9 Trade and other receivables

2.8 Reporting Period

These financial period of the company covers twelve months from 1 July to 30 June and is being followed consistently.

2.9 Applicable accounting standards

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

| BAS | 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 except deferred tax as stated in note 3.12 |
| 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 |
| 27 | Consolidated and Separate Financial Statements | Complied |
| 32 | Financial Instruments: Presentation | Complied |
| 33 | Earnings per Share (EPS) | Complied |
| 36 | Impairment of Assets | Complied |
| 37 | Provisions, Contingent Liabilities and Contingent Assets | Complied |
| 39 | Financial Instruments: Recognition and Measurement | Complied |
| **BFRS** | **Title** | **Remarks** |
| 3 | Business Combinations | N/A |
| 7 | Financial Instruments: Disclosures | Complied |
| 10 | Consolidated Financial Statements | Complied |
| 12 | Disclosure of Interest in Other Entities | Complied |

## 3. Summary of significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements by Group entities.

### 3.1 Basis of consolidation

(a) Subsidiary

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

Dhaka Northern Power Generations Ltd and Dhaka Southern Power Generations Ltd are partially (98.52% of Dhaka Northern Power Generations Ltd & 96.78% of Dhaka Southern Power Generations Ltd) owned subsidiaries of Doreen Power Generations and Systems Limited.

(b) Transactions eliminated on consolidation

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

### 3.2 Property, plant and equipment

#### 3.2.1 Recognition and measurement

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

#### 3.2.2 Subsequent costs

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

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

#### 3.2.3 Revaluation of assets

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

3.2.4 Depreciation

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

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

3.3 Pre-operating revenue expenses

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

3.4 Inventories

3.4.1 Nature of inventories

Inventories comprises of spare parts, lube oil, greese, nalcool 2000 etc. These are used for in the operation and maintenance of power plants.

3.4.2 Valuation of the inventories

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

3.5 Financial assets

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

The group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

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

3.5.1 Trade and other receivables

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

3.5.2 Cash and bank balance

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

3.6 Financial liabilities

The group recognizes all financial liabilities on the trade date which is the date the group becomes a party to the contractual provisions of the instrument. The group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired. Financial liabilities comprise trade creditors and other financial obligations.

3.6.1 Trade and other payables

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

3.6.2 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.

3.6.3 Provisions

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

3.7 Impairment

3.7.1 Financial assets

Financial assets are impaired if objective evidence indicates that a loss event has occurred after initial recognition of the assets, and that the loss event had a negative effect on the estimated future cash flows of that assets that can be estimated reliably. As at 30 June 2016, the assessment of indicators of impairment reveals that impairment testing is not required for the group.

3.7.2 Non financial assets

The carrying amount of the group's assets are reviewed at each reporting date to determine whether there is any indication of impairment, if any and such indication exists then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

3.8 Contingent liabilities and assets

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. In accordance with BAS 37 Provisions, Contingent Liabilities and Contingent Assets.

3.9 Workers' profit participation fund and welfare fund

The Company recognizes a provision for Workers' Profit Participation and Welfare funds @ 5% of net profit before tax as per Bangladesh Labour Act (Amendment 2013), 2006.

3.10 Revenue

Revenue is recognized in the statement of profit or loss and other comprehensive income upon supply of electricity, quantum of which is determined by survey of meter reading at the end of each month. Revenue is measured at fair value of consideration received or receivable.

3.11 Taxation

No provision is required for income tax on the Company's profits as the company is exempted from tax for a period of fifteen years from start of its commercial production on 12 November 2008 vide SRO no.188-AIN/AIKOR/2009 dated 01 July 2009 of NBR. However adequate provision is being calculated for income arising from other source as per Income Tax Ordinance 1984.

3.12 Deferred tax

As there is considerable uncertainty with regard to the taxation of such companies after expiry of the tax exemption period, the management feels it is not possible to make a reasonable estimate of deferred tax assets/liabilities at this stage.

3.13 Non-controlling interest

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

3.14 Transactions in foreign currencies

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

3.15 Finance income and expenses

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

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

3.16 Earnings per share

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 periods.

3.17 Events after the reporting period

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

3.18 Comparative information

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

3.19 General

Previous year's figures have been restated/rearranged where required.

| | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **4.** | **Property, plant and equipment** | | |
| | **A. Cost/revaluation** | | |
| | Opening Balance | 3,156,890,800 | 3,148,677,936 |
| | Add: Addition during the year | 79,651,881 | 104,848,922 |
| | | 3,236,542,681 | 3,253,526,858 |
| | Less: Disposal during the year | 66,347,176 | 96,636,058 |
| | | 3,170,195,505 | 3,156,890,800 |
| | **(B) Accumulated depreciation** | | |
| | Opening Balance as reported | 369,876,860 | 281,622,210 |
| | Add: Charged during the year | 141,800,829 | 141,189,395 |
| | | 511,677,689 | 422,811,606 |
| | Less: Adjustment for disposal | 7,298,239 | 52,934,746 |
| | | 504,379,451 | 369,876,860 |
| | **(C) Written down value (A-B)** | **2,665,816,054** | **2,787,013,940** |

(Schedule of property, plant and equipment and Statement of Land are given in annexure - A & B respectively)

| | | | | |
|---|---|---|---|---|
| **4(a)** | **Consolidated Property, plant and equipment** | | | |
| | Doreen Power Generations and Systems Limited | (Note: 4) | 2,665,816,054 | 2,787,013,940 |
| | Dhaka Northern Power Generations Limited | | 491,963,849 | 1,426,039 |
| | Dhaka Southern Power Generations Limited | | 3,776,733,487 | 65,350,684 |
| | | | **6,934,513,389** | **2,853,790,663** |
| **5.** | **Capital Work In Progress** | | | |
| | Doreen Power Generations and Systems Limited | | - | - |
| | Dhaka Northern Power Generations Limited | (Note : 5.1) | 3,383,990,420 | 2,573,238,917 |
| | Dhaka Southern Power Generations Limited | (Note : 5.1) | 7,550,776 | 3,045,290,864 |
| | | | **3,391,541,196** | **5,618,529,781** |

| **5.1** | **Capital Work In Progress** | **DNPGL** | | **DSPGL** | |
|---|---|---|---|---|---|
| | | **30.06.2016** | **30.06.2015** | **30.06.2016** | **30.06.2015** |
| | Civil and Building Construction | 9,399,773 | 332,063,524 | 7,550,776 | 221,823,686 |
| | Plant and Machineries | 3,374,590,647 | 2,241,175,393 | - | 2,821,132,352 |
| | Office decoration and Renovation | - | - | - | 2,334,826 |
| | | **3,383,990,420** | **2,573,238,917** | **7,550,776** | **3,045,290,864** |

| | | | | |
|---|---|---|---|---|
| **6.** | **Investment** | | | |
| | Investment in Rupali Engineers and Traders Limited | (Note: 6.1) | 26,000 | 26,000 |
| | Investment in Subsidiaries | (Note: 6.2) | 569,110,000 | 36,360,000 |
| | Share money deposit in subsidiaries | (Note: 6.3) | 1,000,550,000 | 1,031,050,000 |
| | | | **1,569,686,000** | **1,067,436,000** |

**6.1** 100 shares of Rupali Engineers and Traders Limited has been purchased at par value of Tk. 1,000. The shares were alloted in the name of Doreen Power Generations and Systems Limited on 6 May 2012. Subsequently, out of 100 shares 49 shares were transferred to Abu Syed al Mahmud Swapon who is the chairman of Rupali Engineers and Traders Limited on 22 July 2012, and 25 share transferred to Candid Proctor Ltd on 25 March 2013.

**6.2 Investment in subsidiaries**

| | | | |
|---|---|---|---|
| Dhaka Northern Power Generations Limited | (Note: 6.2.1) | 391,680,000 | 18,180,000 |
| Dhaka Southern Power Generations Limited | (Note: 6.2.2) | 177,430,000 | 18,180,000 |
| | | **569,110,000** | **36,360,000** |

**6.2.1** Dhaka Northern Power Generations Limited was incorporated on 25 July 2012. The Authorized share capital of the Company is 10,000,000 ordinary shares @ Tk 100 each totaling Tk. 1,000,000,000 and the Paid up capital is 3,975,800 shares @ Tk 100 each totaling Tk.397,580,000. Doreen Power Generations and Systems Limited subscribed 3,916,800 @ Tk 100 totaling Tk. 391,680,000 representing 98.52% of share capital.

**6.2.2** Dhaka Southern Power Generations Limited was incorporated on 25 July 2012. The Authorized share capital of the Company is 10,000,000 ordinary shares @ Tk 100 each totaling Tk. 1,000,000,000 and the Paid up capital is 1,833,300 shares @ Tk 100 each totaling Tk.183,330,000. Doreen Power Generations and Systems Limited subscribed 1,774,300 @ Tk 100 totaling Tk. 177,430,000 representing 96.78% of share capital.

| | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **6.3 Share money deposit in subsidiaries** | | | |
| Dhaka Northern Power Generations Limited | (Note: 6.3.1) | 527,850,000 | 606,800,000 |
| Dhaka Southern Power Generations Limited | (Note: 6.3.2) | 472,700,000 | 424,250,000 |
| | | **1,000,550,000** | **1,031,050,000** |

**6.3.1** 3,916,800 Ordinary Shares of Taka 100 each at par for an amount of Taka 391,680,000 out of total Share money deposit of Taka 527,850,000 was issued by Dhaka Northern Power Generations Limited in favor to Doreen Power Generations and Systems Limited on 14 September 2015 after getting approval from BSEC. During the year total Taka 294,550,000 was issued as share money deposit out of which total Taka 155,000,000 was given from IPO proceed.

**6.3.2** 1,774,300 Ordinary Shares of Taka 100 each at par for an amount of Taka 177,430,000 out of total Share money deposit of Taka 472,700,000 was issued by Dhaka Southern Power Generations Limited in favor to Doreen Power Generations and Systems Limited on 14 September 2015 after getting approval from BSEC. During the year total Taka 207,700,000 was issued as share money deposit out of which total Taka 125,000,000 was given from IPO proceed.

| | | | |
|---|---|---|---|
| **6(a) Consolidated investment** | | | |
| Doreen Power Generations and Systems Limited | (Note: 6) | 1,569,686,000 | 1,067,436,000 |
| Dhaka Northern Power Generations Limited | | - | 10,798,723 |
| Dhaka Southern Power Generations Limited | | - | - |
| | | **1,569,686,000** | **1,078,234,723** |
| Less: Investment in subsidiaries | (Note: 6.2) | 569,110,000 | 36,360,000 |
| Share money deposit in subsidiaries | (Note: 6.3) | 1,000,550,000 | 1,031,050,000 |
| | | **26,000** | **10,824,723** |
| **7. Inventories** | | | |
| Spare parts (Maintenance) | | 61,764,358 | 43,414,915 |
| Lube oil | | 4,562,054 | 1,872,000 |
| Greese | | 59,001 | 35,000 |
| Coolant (Bulab, Multipurpose Cleaner) | | 20,000 | - |
| | | **66,405,413** | **45,321,915** |

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

**Movement of Inventory items is given below:** **(Amount in Taka)**

| Inventory | Balance as at 1 July 2015 | Purchase during the year | Consumption during the year | Balance as at 30 June 2016 |
|---|---|---|---|---|
| Spare parts (Maintenance) | 43,414,915 | 78,653,968 | 60,304,525 | 61,764,358 |
| Lube Oil | 1,872,000 | 39,467,320 | 36,777,266 | 4,562,054 |
| Greese | 35,000 | 294,328 | 270,327 | 59,001 |
| Coolant (Bulab, Multipurpose Cleaner) | - | 875,200 | 855,200 | 20,000 |
| | **45,321,915** | **119,290,816** | **98,207,318** | **66,405,413** |

| | | | |
|---|---|---|---|
| **7 (a) Consolidated inventories** | | | |
| Doreen Power Generations and Systems Limited | (Note: 7) | 66,405,413 | 45,321,915 |
| Dhaka Northern Power Generations Limited | (Note: 7.1) | 54,567,653 | 9,833,130 |
| Dhaka Southern Power Generations Limited | (Note: 7.1) | 233,578,831 | 103,796,808 |
| | | **354,551,897** | **158,951,853** |

**7.1** Inventories of Dhaka Northern Power Generations Limited and Dhaka Southern Power Generations Limited include furnance oil and lubricant oil as fast moving items and used for the operation and maintenance of Manikgonj and Nababgonj plant and also includes Sand, Concrete, Cement, MS Bar etc. and held for the purpose of civil construction of Nababgonj plant.

| | | | |
|---|---|---|---|
| **8. Trade and other receivables** | | | |
| Bangladesh Power Development Board (BPDB) | | 122,673,312 | 124,342,463 |
| Rural Electrification Board (REB) | | 63,188,597 | 61,001,427 |
| Insurance claim receivables | | 23,807,280 | 34,946,200 |
| | | **209,669,189** | **220,290,090** |

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

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

**I. Debt considered good in respect of which the company is fully secured**
Trade receivables have been stated at their nominal value. Trade receivables are accrued in the ordinary course of business. All the receivables from BPDB and REB were subsequently received by the company.

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

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

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

**V. The maximum amount due by directors or other officers of the company**
There are no such debt in this respect as on 30 June 2016.

The aging of above trade and other receivables as at the statement of financial position date was:

| | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|
| Past due 0-30 days | 88,281,493 | 87,110,670 |
| Past due 31-90 days | 97,580,416 | 98,233,220 |
| Past due more than 90 days | 23,807,280 | 34,946,200 |
| | **209,669,189** | **220,290,090** |

## 8 (a) Consolidated Trade and other receivables

| | | | |
|---|---|---|---|
| Doreen Power Generations and Systems Limited | (Note: 8) | 209,669,189 | 220,290,090 |
| Dhaka Northern Power Generations Limited | | - | - |
| Dhaka Southern Power Generations Limited | | 132,428,513 | - |
| | | **342,097,702** | **220,290,090** |

## 9. Advance, deposit and prepayments

| | | | |
|---|---|---|---|
| Advance | (Note: 9.1) | 4,697,903 | 12,297,007 |
| Deposits | (Note: 9.2) | 6,043,218 | 4,564,118 |
| Prepayments | (Note: 9.3) | 2,433,715 | 2,559,440 |
| | | **13,174,836** | **19,420,565** |

## 9.1 Advance

| | | |
|---|---|---|
| Advances to staff & others | 1,406,613 | 1,443,835 |
| Advance tax | 603,586 | 292,587 |
| LC Margin for spare parts | 2,687,704 | 3,560,585 |
| Advance against Financial Advisory Fee | - | 6,000,000 |
| Advance against IPO expenses | - | 1,000,000 |
| | **4,697,903** | **12,297,007** |

## 9.2 Deposits

| | | |
|---|---|---|
| Falcon Securities | 200,718 | 200,718 |
| Margin on bank guarantee | 5,342,500 | 4,363,400 |
| Security deposit to CDBL* | 500,000 | - |
| | **6,043,218** | **4,564,118** |

* Security deposit to CDBL amounting Tk. 500,000 was given from the IPO proceed.

## 9.3 Prepayment

| | | |
|---|---|---|
| Bangladesh Energy Regulatory Commission license fee | 250,000 | 250,000 |
| Commission on bank guarantee | 715,539 | 715,540 |
| Insurance premium | 1,438,741 | 1,564,466 |
| Group Insurance | 29,435 | 29,434 |
| Premium | **2,433,715** | **2,559,440** |

| | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **9(a)** | **Consolidated advance, deposits and prepayments** | | |
| Doreen Power Generations and Systems Limited | (Note: 9) | 13,174,836 | 19,420,565 |
| Dhaka Northern Power Generations Limited | | 239,379,063 | 216,704,740 |
| Dhaka Southern Power Generations Limited | | 43,636,645 | 7,946,795 |
| | | **296,190,544** | **244,072,100** |

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

| | | |
|---|---|---|
| Past due 0-30 days | 1,161,775 | 1,745,855 |
| Past due 31-90 days | 3,277,204 | 3,289,237 |
| Past due 91-180 days | 939,600 | 1,653,066 |
| Past due more than 180 days | 7,796,257 | 12,732,407 |
| | **13,174,836** | **19,420,565** |

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 | 7,796,257 | 12,732,407 |
| Advance, Deposit and Prepayments not exceeding 6 months | 5,378,579 | 6,688,158 |
| Other Advance, Deposits & Prepayments less provission | 8,476,933 | 7,123,558 |
| Advance, Deposits and Prepayments considered Good and Secured | 13,174,836 | 19,420,565 |
| Advance, Deposits and Prepayments considered Good without Security | 13,174,836 | 19,420,565 |
| Advance, Deposits and Prepayments considered Doubtful or Bad | - | - |
| Advance, Deposits and Prepayments due by Direcotors | - | - |
| Advance, Deposits and Prepayments due by Other Officers (against Salary) | - | - |
| Advance, Deposits and Prepayments due from Companies under same mgt | - | - |
| Maximum Advance, Deposits & Prepayments due by Directors | - | - |

| | | | | |
|---|---|---|---|---|
| **10.** | **Short Term Loan to Subsidiaries** | | | |
| Dhaka Southern Power Generations Limited | | (Note: 10.1) | 57,917,367 | 8,846,000 |
| Dhaka Northern Power Generations Limited | | (Note: 10.1) | 125,694,020 | 26,434,200 |
| | | | **183,611,387** | **35,280,200** |

**10.1** The board of directors presenting in the meeting of Doreen Power Generations and Systems Limited held on 09 July 2015 decided to give loan up to Tk. 20 crore to Dhaka Northern Power Generations Limited and Dhaka Southern Power Generations Limited. Iterest on outstanding amount of loan account with subsidiaries was charged at cost price i;e: 9.75%.

| | | | | |
|---|---|---|---|---|
| **10(a)** | **Consolidated short term loan to Subsidiaries** | | | |
| Doreen Power Generations and Systems Limited | | (Note: 10) | 183,611,387 | 35,280,200 |
| Dhaka Northern Power Generations Limited | | | - | - |
| Dhaka Southern Power Generations Limited | | | 42,207,429 | - |
| | | | 225,818,816 | 35,280,200 |
| Less: Intercompany Transaction | | | (225,818,816) | (35,280,200) |
| | | | - | - |
| **11.** | **Cash and bank balance** | | | |
| Cash in Hand | | | 20,583 | 90,626 |
| Cash at Bank | | (Note: 11.1) | 95,897,164 | 3,024,607 |
| | | | **95,917,747** | **3,115,233** |

**11.1 Cash at bank**

| Name of the Bank | Branch Name | Account Name | | |
|---|---|---|---|---|
| Bank Asia Limited | Corporate | CD A/C 000233011084 | 44,478 | 10,405 |
| Bank Asia Limited | Shantinagar | CD A/C 03533000260 | 4,875 | 4,875 |
| NCC Bank Limited | Moijheel | CD A/C 0210014963 | 888 | 2,868,662 |
| Dhaka Bank Limited | Baridhara | CD A/C 218-100-2671 | 17,588 | 13,839 |
| NCC Bank Limited | Moijheel | STD A/C 0002-0325000920 | 4,940 | 13,999 |
| NCC Bank Limited | Moijheel | STD A/C 0002-0325000911 | 2,381 | 6,361 |
| NCC Bank Limited | Moijheel | STD A/C 0002-0325000902 | 15,071 | 28,195 |
| Islami Bank | HO | AWCA # 205021301001818 | 116,634 | 76,064 |
| Bangladesh Limited | Corporate | | | |
| BRAC Bank Limited | Gulshan | CD A/C 1501202461190001 | 95,625,940 | - |
| Prime Bank Limited | Mohakhali | CD A/C 11011080011964 | 64,369 | 2,207 |
| | | | **95,897,164** | **3,024,607** |

| | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **11(a) Consolidated cash and bank balance** | | | |
| Doreen Power Generations and Systems Limited | (Note: 11) | 95,917,747 | 3,115,233 |
| Dhaka Northern Power Generations Limited | | 7,040,217 | 10,932,853 |
| Dhaka Southern Power Generations Limited | | 1,642,213 | 13,177,943 |
| | | **104,600,177** | **27,226,029** |
| **12. Share capital** | | | |
| **Authorised capital** | | | |
| 200,000,000 ordinary shares of Taka 10 each | | **2,000,000,000** | **2,000,000,000** |
| **Issued, Subscribed and Paid up Capital** | | | |
| 60,000,000 ordinary shares of Taka 10 each issued for cash | | 600,000,000 | 600,000,000 |
| 20,000,000 ordinary shares of Taka 10 each issued through IPO | | 200,000,000 | - |
| | | **800,000,000** | **600,000,000** |

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

| Name of shareholders | % of Holding | No. of shares | | Amount in Taka | |
|---|---|---|---|---|---|
| | | 30.06.2016 | 30.06.2015 | 30.06.2016 | 30.06.2015 |
| Asian Entech Power Corporation Ltd. | 71.93% | 57,545,450 | 57,545,450 | 575,454,500 | 575,454,500 |
| OPG Energy Pvt. Ltd. | 0.07% | 54,550 | 54,550 | 545,500 | 545,500 |
| Mrs. Parveen Alam | 2.38% | 1,900,000 | 1,900,000 | 19,000,000 | 19,000,000 |
| Mrs. Anjabeen Alam Siddique | 0.61% | 491,810 | 491,810 | 4,918,100 | 4,918,100 |
| Mr. Md. Ali Akbar | 0.0034% | 2,730 | 2,730 | 27,300 | 27,300 |
| Mrs. Hamida Matin | 0.0034% | 2,730 | 2,730 | 27,300 | 27,300 |
| Mrs. Afza Hasnat | 0.0034% | 2,730 | 2,730 | 27,300 | 27,300 |
| General Investors | 25.00% | 20,000,000 | - | 200,000,000 | - |
| | **100%** | **80,000,000** | **60,000,000** | **800,000,000** | **600,000,000** |

The shares are listed with the Dhaka & Chittagong Stock Exchanges and quoted at Taka 63.00 and Taka 63.1 respectively on closing date.

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

| Share holding range | % of holding 2016 | % of holding 2015 | 30.06.2016 No of shares | 30.06.2015 No of shares |
|---|---|---|---|---|
| Up to 500 | 3.64% | 0.00% | 2,909,132 | - |
| 501-1,000 | 1.24% | 0.00% | 989,612 | - |
| 1,001-15,000 | 11.26% | 0.01% | 9,004,208 | 8,190 |
| 15,001-25,000 | 2.94% | 0.00% | 2,354,437 | - |
| 25,001-50,000 | 2.95% | 0.00% | 2,358,571 | - |
| 50,001-100,000 | 1.44% | 0.09% | 1,151,977 | 54,550 |
| Above 100,000 | 76.54% | 99.90% | 61,232,063 | 59,937,260 |
| | **100%** | **100%** | **80,000,000** | **60,000,000** |

| | | |
|---|---|---|
| **13. Revaluation surplus** | | |
| Opening Balance | 822,361,303 | 867,963,700 |
| Less: Transfer to depreciation of revalued asset | 29,528,894 | 31,068,531 |
| Adjustment for disposal of power plant | 19,636,560 | 14,533,866 |
| | 49,165,454 | 45,602,397 |
| | **773,195,849** | **822,361,303** |
| **14. Share Premium** | | |
| Share Premium | 380,000,000 | - |
| Less: IPO Expenses * | 18,150,111 | - |
| | **361,849,889** | **-** |

In 2015-2016, total amount of share premium of Tk. 380,000,000 (2,000,0000 shares @ Tk. 19 premium per share) was received as share premium in respect of share issued to shareholders through IPO.

* Total IPO expense of Taka 18,150,111 was disbursed from the IPO proceed

| | | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|---|
| **15.** | **Retained earnings** | | | |
| | Opening Balance as reported | | 796,879,632 | 585,826,757 |
| | Net Profit for the Year | | 184,715,512 | 165,450,478 |
| | Add: Revaluation surplus realized | (Note:15.1) | 29,528,894 | 31,068,531 |
| | Adjustment for revaluation surplus for disposed assets | | 19,636,560 | 14,533,866 |
| | | | **1,030,760,598** | **796,879,632** |
| **15(a)** | **Consolidated retained earnings** | | | |
| | Opening Balance as reported | | 737,749,743 | 557,167,161 |
| | Add: Net Profit for the Year | | 42,328,783 | 134,980,184 |
| | Revaluation surplus realized | (Note:15.1) | 29,528,894 | 31,068,531 |
| | Adjustment for revaluation surplus for disposed assets | | 19,636,560 | 14,533,866 |
| | Adjustment for change in holding % of Non Controlling Interest | | (17,238,627) | - |
| | | | **812,005,353** | **737,749,743** |

**15.1** Revaluation surplus amounting to Tk. 29,528,894 has been transferred to retained earnings for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the assets original cost as per the requirement of BAS-16." Property, Plant and Equipment"

| | | | | |
|---|---|---|---|---|
| **16.** | **Non- Controlling Interest** | | | |
| | Dhaka Southern Power Generations Limited | (Note: 16.1) | 1,295,276 | (5,051,734) |
| | Dhaka Northern Power Generations Limited | (Note: 16.2) | 4,677,725 | (2,337,170) |
| | | | **5,973,001** | **(7,388,904)** |
| **16.1** | **Dhaka Southern Power Generation Limited** | | | |
| | Paid up capital | | 183,330,000 | 24,080,000 |
| | Retained loss | | (143,091,428) | (44,699,322) |
| | **Total net assets** | | **40,238,572** | **(20,619,322)** |
| | Non-controlling interest @ 3.22% | | **1,295,276** | **(5,051,734)** |
| **16.2** | **Dhaka Northern Power Generation Limited** | | | |
| | Paid up capital | | 397,580,000 | 24,080,000 |
| | Retained loss | | (81,490,817) | (33,619,472) |
| | **Total net assets** | | **316,089,183** | **(9,539,472)** |
| | Non-controlling interest@ 1.48% | | **4,677,725** | **(2,337,170)** |
| **17.** | **Long term bank loan net off current maturity** | | | |
| | Loan for power plant | | | |
| | NCC bank term loan - Tangail | | - | 20,887,679 |
| | NCC bank term loan (IPFF) - Tangail | | 173,470,176 | 254,229,614 |
| | NCC bank term loan (IPFF) - Narsingdi | | 178,449,368 | 249,209,977 |
| | NCC bank term loan (IPFF) - Feni | | 182,116,212 | 257,815,442 |
| | IDCP on Ijara Bond | | 154,228,168 | 78,243,836 |
| | | | 688,263,924 | 860,386,548 |
| | Less: Current portion of long term loan | (Note: 19) | 288,543,318 | 261,652,411 |
| | | | **399,720,606** | **598,734,137** |

The above loan facilities from National Credit and Commerce Bank Limited (NCC) under the following terms and conditions:

| Particulars | Branch Name | Sanctioned Limit | Tenor | Nature | Purpose |
|---|---|---|---|---|---|
| NCC bank term loan (IPFF) - Tangail A/C: 02-2370000012 | Motijheel | 60 Crore | 10 Years | Term loan | 22 MW Power Plant |
| NCC bank term loan (IPFF) - Narsingdi A/C: 02-2370000021 | | 58.40 Crore | 10 Years | Term loan | 22 MW Power Plant |
| NCC bank term loan (IPFF) - Feni A/C: 02-2370000030 | | 60 Crore | 10 Years | Term loan | 22 MW Power Plant |

***Rates of interest on above loans were as follows:***

Rate of interest on IPPF term loan has been reset at 8.75% per annum with effect from 01 October 2015 (earlier rate was 10%) and interest rate of term loan taken from NCC Bank Limited has been reset at 13.0% per annum with effect from 1st October 2014 (earlier it was 15%).

***Security details***

The loans are secured by:

1) The assignment of Bills to be received or receivable from BPDB (for Feni & Tangail)/REB (for Narsingdi) or other Govt. agencies on account of power sale;

2) Registered mortgage of project land measuring 2.41 acres at Tangail and 1.25 acres at Feni and building to be constructed over the land;

3) Personal guarantee from all the Directors;

4) Corporate guarantee from sister concerns; and

5) Post dated cheques.

| | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **17(a) Consolidated long term bank loan -net off current maturity** | | | |
| Doreen Power Generations and Systems Limited | (Note: 17) | 399,720,606 | 598,734,137 |
| Dhaka Northern Power Generations Limited | | 2,755,624,287 | 455,396,199 |
| Dhaka Southern Power Generations Limited | | 2,617,752,758 | 2,501,552,403 |
| | | **5,773,097,651** | **3,555,682,739** |
| **17.1 Doreen Ijara Bond net off current maturity** | | | |
| Ijara Bond | | 777,640,914 | 750,000,000 |
| Less: Current portion of Ijara Bond | | 235,427,647 | 100,000,000 |
| | | **542,213,267** | **650,000,000** |

Total amount of Tk. 800,000,000 was disbursed by Islami Bank Bangladesh Limited, the sole subscriber of the Ijara bond. The bond was approved for issue on 12 November 2013 by Bangladesh Securities and Exchange Commission (BSEC) for Taka 800,000,000 and relevant trust deed was duly signed by the company with Bangladesh General Insurance Company.

***Security details***

*The Ijara Bond are secured by:*

1) Registered Mortgage on 6 Khata 14 Chatak personal Land located at Plot No- 12, Road- 50, Gulshan- 2, Dhaka owned by a Director of the company;

2) Creation on 2nd charge on the present and future assets (fixed and floating) including Book-debts of the company in favor of the Bank with the Registered of Joint Stock Companies & Firms;

3) Personal guarantee from all the Directors; and Post dated cheques.

| | | |
|---|---|---|
| **18. Trade payables** | | |
| Gas bill payable to Titas Gas Transmission Limited | 66,997,347 | 62,740,946 |
| Gas bill payable to Bakhrabad Gas Systems Limited | 34,988,231 | 31,858,631 |
| Lubricant bill payable to MJL Bangladesh Limited | 1,179,466 | 17,427,790 |
| RANKS Petrolium Limited | 8,008,680 | 4,004,339 |
| | **111,173,724** | **116,031,706** |
| Aging of the above payables is given below: | | |
| Past due 0-30 days | 33,306,686 | 33,921,928 |
| Past due 31-90 days | 76,687,572 | 57,645,210 |
| Past due over 91 days | 1,179,466 | 24,464,568 |
| | **111,173,724** | **116,031,706** |

All the trade payables are regular in payments.

| | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| **18(a) Consolidated trade payables** | | | |
| Doreen Power Generations and Systems Limited | (Note: 18) | 111,173,724 | 116,031,706 |
| Dhaka Northern Power Generations Limited | | - | - |
| Dhaka Southern Power Generations Limited | | - | - |
| | | **111,173,724** | **116,031,706** |
| **19. Current portion of long term loan** | | | |
| For power plant | | | |
| NCC Bank Limited term loan - Tangail | | - | 20,887,679 |
| NCC Bank Limited term loan (IPFF) - Tangail | | 85,392,036 | 78,210,890 |
| NCC Bank Limited term loan (IPFF) - Narsingdi | | 76,193,253 | 82,920,755 |
| NCC Bank Limited term loan (IPFF) - Feni | | 79,607,161 | 78,459,429 |
| Islami Bank Bangladesh Limited Ijara Bond | | 47,350,868 | 1,173,658 |
| | | **288,543,318** | **261,652,411** |
| **19(a) Consolidated current portion of long term loan** | | | |
| Doreen Power Generations and Systems Limited | (Note: 19) | 288,543,318 | 261,652,411 |
| Dhaka Northern Power Generations Limited | | 151,662,220 | 8,699,930 |
| Dhaka Southern Power Generations Limited | | 473,561,063 | 127,344,095 |
| | | **913,766,601** | **397,696,435** |
| **19.1 Cureent Portion of Doreen Ijara Bond** | | **235,427,647** | **100,000,000** |
| **20. WPPF and WF Payable** | | | |
| Opening balance | | 59,753,754 | 60,672,719 |
| Add: Addition during the year | | 9,300,468 | 8,281,035 |
| | | 69,054,222 | 68,953,754 |
| Less: Paid during the year | | 59,753,754 | 9,200,000 |
| | | **9,300,468** | **59,753,754** |
| **21. Short term bank loan of the Company** | | | |
| Liabilities against LCs * | | 81,235,083 | 53,510,323 |
| NCC Bank Limited, SOD(G)-0002-0140000879 | | 20,508,616 | 20,623,626 |
| NCC Bank Limited, SOD(G)-0002-0140000897 | | 20,432,799 | 20,609,970 |
| NCC Bank Limited, SOD(G)-0002-0140000888 | | 20,512,903 | 20,586,427 |
| | | **142,689,401** | **115,330,346** |

The above loan facilities are from National Credit and Commerce Bank Limited under the following terms and conditions:

| Particulars | Sanctioned Limit | Tenor | Nature | Interest rate | Status |
|---|---|---|---|---|---|
| NCC Bank Limited-SOD | 6.00 crore | 1 year | Working capital | 11% with effect from 1 October 2015 (earlier it was 13%) | Revolving |

Security details:
(i) The assignment of Bills to be received or receivable from BPDB (for Feni & Tangail)/REB (for Narsingdi), (ii) Personal guarantee of all directors and (iii) Usual charge documents

*During the year Commercial paper was purchased from Dhaka Bank Limited through A/c no. 218-100-2671 for Taka 400,000,000 (Taka 200,000,000 on 14.12.2015 and Taka 200,000,000 on 11.01.2016) with interest rate @ 9.75% & 9.55% respectively at 360 days basis and was settled on dated 09.06.2016 & 30.06.2016 out of which Taka 190,000,000 was paid from the IPO proceed as per condition of raising capital through IPO and its purposed stated there on prospectus.

Security details for Commercial Paper:
(i) Commercial paper note, to be issued by DPGSL, (ii) Personal guarantee of all directors and, (iii) Post dated Cheque

| | | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|---|
| * Details of Liabilities against LCs | | | |
| **UPAS LC A/C** | | | |
| 160015020047 | | 5,873,854 | - |
| 160615020056 | | 5,518,772 | - |
| 160616020003 | | 11,808,108 | - |
| 160616020002 | | 27,338,711 | - |
| 160616020006 | | 19,138,638 | - |
| 160616020016 | | 11,557,000 | - |
| 161614020100 | | - | 28,199,493 |
| 160615020002 | | - | 5,547,632 |
| 160615020005 | | - | 5,547,632 |
| 160615020008 | | - | 7,938,575 |
| 161614020338 | | - | 6,276,991 |
| **Total** | | **81,235,083** | **53,510,323** |
| **21(a) Consolidated short term bank loan** | | | |
| Doreen Power Generations and Systems Limited | (Note: 21) | 142,689,401 | 115,330,346 |
| Dhaka Northern Power Generations Limited | | 185,418,486 | 1,704,605,635 |
| Dhaka Southern Power Generations Limited | | 114,743,501 | 158,079,028 |
| | | **442,851,388** | **1,978,015,009** |
| **22. Current account with sister concern** | | | |
| Doreen Power House and Technologies Limited | | **88,833,122** | **24,315,920** |

During the year 2015-2016, Doreen Power Generations and Systems Limited has taken loan of Tk. 88,833,122 from Doreen Power House and Technologies Limited and it was a temporary loan without interest through bank account. The board of directors presenting in the meeting of Doreen Power Generations and Systems Limited held on 09 July 2015 decided to receive loan without any interest up to Tk. 20 crore from Doreen Power House and Technologies Limited.

| | | | |
|---|---|---|---|
| **22(a) Consolidated Current accounts with subsidiaries** | | | |
| Doreen Power Generations and Systems Limited | (Note: 22) | 88,833,122 | 24,315,920 |
| Dhaka Northern Power Generations Limited | | 216,383,071 | 26,434,200 |
| Dhaka Southern Power Generations Limited | | 77,520,413 | 8,846,000 |
| | | 382,736,606 | 59,596,120 |
| Less: Intercompany Transaction | | 225,818,816 | 35,280,200 |
| | | **156,917,790** | **24,315,920** |
| **23. Liabilities for expenses** | | | |
| Staff salary payable | | 5,396,820 | 5,247,764 |
| Land lease rent payable to REB | | 375,000 | 375,000 |
| Security bill payable to Falcon Security Limited & ISS | | 1,166,874 | 937,652 |
| Printing Bill payable (Creative Communication) | | 41,882 | 82,129 |
| Payable against Turbocharger Kit | | 139,300 | 139,300 |
| Withholding Tax & VAT payable | | 1,476,607 | 279,846 |
| Withholding Tax on Salary & allowance | | 282,100 | 326,250 |
| Service bill payable to Clark Energy | | 224,778 | 2,438,005 |
| Telephone bill payable | | 3,854 | 1,804 |
| Other utilities bill payable | | 168,845 | 369,850 |
| Audit fee payable | | 546,250 | 230,000 |
| Internet bill payable | | 140,611 | 113,620 |
| Maxi guard bill payable | | 362,750 | 362,750 |
| Carrying Expenses payable | | 380,000 | 307,000 |
| Plant House rent payable | | 52,000 | 138,000 |
| Enviroment expenses payable | | 96,290 | 63,800 |
| Service Bill for Air Filter | | 2,392,000 | 1,928,000 |
| Car Maintenance Bill | | 70,000 | 60,000 |
| Credit rating fee payable | | 50,000 | 162,500 |
| C & F expenses bill payable | | 172,471 | 588,822 |
| Coolant bills payable | | 628,775 | 897,875 |
| Spare Parts Bill payable to Active Energy | | 67,800 | 67,800 |
| Payable against Machine Service | | 420,000 | - |
| Multipurpose cleaner bills payable | | 538,600 | - |

| | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|
| Trustee Fee payable | 550,000 | - |
| C & F bill payable | - | 42,150 |
| Uniform bill payable | - | 110,500 |
| Service bill payable to Orient Energy Limited | - | 704,819 |
| Service Bill payable to Jackson International | - | 381,400 |
| Liquidated damage Payable | - | 6,143,114 |
| | **15,743,607** | **22,499,750** |

a) All accrued expenses are paid on regular basis; and
b) Salary and Allowances for the month of June 2016 has been paid in subsequent month.

## 23(a) Consolidated liabilities for expenses

| | | | |
|---|---|---|---|
| Doreen Power Generations and Systems Limited | (Note: 23) | 15,743,607 | 22,499,750 |
| Dhaka Northern Power Generations Limited | | 23,731,915 | 30,216,590 |
| Dhaka Southern Power Generations Limited | | 441,242,337 | 36,110,412 |
| | | **480,717,859** | **88,826,752** |

## 24. Provision for income tax

| | | | |
|---|---|---|---|
| Opening balance | | 10,318,982 | 19,022,043 |
| Provision made during the year | (Note: 32) | 1,293,847 | 170,230 |
| | | 11,612,829 | 19,192,273 |
| Less: Paid during the year | | 6,783,700 | 8,873,290 |
| | | **4,829,129** | **10,318,983** |

## 24(a) Consolidated provision for income tax

| | | | |
|---|---|---|---|
| Doreen Power Generations and Systems Limited | (Note: 24) | 4,829,129 | 10,318,983 |
| Dhaka Northern Power Generations Limited | | 182,039 | 321,320 |
| Dhaka Southern Power Generations Limited | | 19,250 | 478 |
| | | **5,030,418** | **10,640,781** |

| | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|

## 25. Revenue

| | | |
|---|---|---|
| Bangladesh Power Development Board (BPDB) | 709,762,850 | 727,125,341 |
| Rural Electrification Board (REB) | 347,643,673 | 355,247,254 |
| | **1,057,406,523** | **1,082,372,595** |

**Plant wise details:**

| | | |
|---|---|---|
| Tangail Plant | 343,415,639 | 365,413,979 |
| Narsingdi Plant | 347,643,673 | 355,247,254 |
| Feni Plant | 366,347,211 | 361,711,362 |
| | **1,057,406,523** | **1,082,372,595** |

Quantity wise schedule of sales relating to the financial statements for the year ended 30 June 2016 as required under Schedule XI, Part-II of the Companies Act 1994 is given:

| Particulars | From 01.07.15 to 30.06.16 | | From 01.07.14 to 30.06.15 | |
|---|---|---|---|---|
| | Killowat | Amount (Taka) | Killowat | Amount (Taka) |
| Bangladesh Power Development Board | 274,293,316 | 709,762,850 | 297,500,259 | 727,125,341 |
| Rural Electrification Board | 129,781,296 | 347,643,673 | 141,884,532 | 355,247,254 |
| **Total** | **404,074,612** | **1,057,406,523** | **439,384,791** | **1,082,372,595** |

## 25(a) Consolidated Revenue

| | | | |
|---|---|---|---|
| Doreen Power Generations and Systems Limited | (Note: 25) | 1,057,406,523 | 1,082,372,595 |
| Dhaka Northern Power Generations Limited | | - | - |
| Dhaka Southern Power Generations Limited | | 132,428,513 | - |
| | | **1,189,835,036** | **1,082,372,595** |

| | | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|---|
| **26. Cost of sale** | | | |
| Gas consumption | (Note: 26.1) | 325,230,465 | 350,248,905 |
| Direct expenses | (Note: 26.2) | 285,670,251 | 296,120,817 |
| | | **610,900,716** | **646,369,722** |
| **26.1 Plant wise details of Gas consumption** | | | |
| Tangail Plant | | 98,258,690 | 115,576,514 |
| Narsingdi Plant | | 108,962,198 | 120,143,064 |
| Feni Plant | | 118,009,577 | 114,529,327 |
| | | **325,230,465** | **350,248,905** |

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

| Consumption | From 01.07.15 to 30.06.16 | | From 01.07.14 to 30.06.15 | |
|---|---|---|---|---|
| | Cubic feet | Amount | Cubic feet | Amount |
| Tangail Power Plant | 34,843,507 | 98,258,690 | 40,984,579 | 115,576,514 |
| Narsingdi Power Plant | 38,639,077 | 108,962,198 | 42,603,924 | 120,143,064 |
| Feni Power Plant | 41,847,366 | 118,009,577 | 40,613,237 | 114,529,327 |
| | **115,329,950** | **325,230,465** | **124,201,740** | **350,248,905** |

| | | | |
|---|---|---|---|
| **26.2 Direct Expenses** | | | |
| Lubricants Expenses | | 36,777,266 | 39,646,380 |
| Direct labour | | 26,750 | 42,310 |
| Spare parts | | 60,304,525 | 78,529,290 |
| Salary & Wages | | 32,996,358 | 28,944,465 |
| Operational & maintenance exp. | | 21,836,835 | 15,969,655 |
| Land lease rent | | 1,500,000 | 1,500,000 |
| Depreciation | | 132,228,517 | 131,488,717 |
| | | **285,670,251** | **296,120,817** |
| **26(a) Consolidated Cost of sale** | | | |
| Doreen Power Generations and Systems Limited | (Note: 26) | 610,900,716 | 646,369,722 |
| Dhaka Southern Power Generations Limited | | 180,557,513 | - |
| Dhaka Northern Power Generations Limited | | - | - |
| | | **791,458,229** | **646,369,722** |
| **27. General administrative expenses** | | | |
| Salaries & allowances | | 12,405,249 | 12,419,105 |
| Director remuneration | | 3,960,000 | 3,960,000 |
| Audit fee | | 546,250 | 230,000 |
| Other utility bill | | 463,144 | 576,034 |
| Office maintenance | | 712,355 | 539,353 |
| Office rent | | 1,308,000 | 2,092,800 |
| Fooding bill for staffs | | 366,034 | 499,414 |
| Environment compliance cost | | 438,561 | 295,600 |
| Loss on disposal of fixed asset | | 1,199,601 | 203,113 |
| Surcharge | | 5,159,688 | 6,008,684 |
| Plant staff house rent | | 632,900 | 800,997 |
| Fuel expenses (car) | | 1,437,452 | 1,559,791 |
| Carrying expenses | | 1,605,500 | 1,635,875 |
| Travelling and conveyance allowance | | 967,422 | 1,305,069 |
| Medical expense | | 47,407 | 61,988 |
| Car maintenance expense | | 1,274,825 | 1,506,952 |
| Telephone & mobile bill | | 557,729 | 489,219 |
| Entertainment expenses | | 870,461 | 877,345 |
| Advertisement | | 556,250 | 133,200 |
| Web Site Expense | | 18,000 | 6,200 |

| | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|
| Internet bill | 265,648 | 254,186 |
| Printing & stationery | 310,288 | 462,243 |
| Overtime | 50,847 | 67,262 |
| Postage | 40,956 | 56,472 |
| Group insurance premium | 32,109 | 34,786 |
| Consultancy and professional fee | 5,425,610 | 143,250 |
| Credit rating fee | 143,750 | 143,750 |
| Security service bill | 2,677,200 | 2,235,648 |
| Software expense | 32,000 | 80,000 |
| Repair & maintenance | 329,510 | 102,885 |
| BERC license Fee | 1,500,000 | 1,500,000 |
| Licenses and other fees | 140,692 | 375,194 |
| Uniform expenses | 41,200 | 213,700 |
| Insurance premium | 6,665,034 | 6,930,580 |
| Corporate social responsibility | 1,900,000 | 1,100,000 |
| Depreciation | 9,572,312 | 9,700,679 |
| Issue management fee for bond | 3,000,000 | - |
| Crokeries expenses | 35,348 | - |
| Irrecovable insurance claim | 100,000 | - |
| Rent, rates & taxes | - | 2,412 |
| Liquidated damage | - | 9,214,670 |
| | **66,789,332** | **67,818,455** |

## 27(a) Consolidated General & Administrative Expenses

| | | | |
|---|---|---|---|
| Doreen Power Generations and Systems Limited | (Note: 27) | 66,789,332 | 67,818,455 |
| Dhaka Southern Power Generations Limited | | 36,058,003 | - |
| | | **102,847,335** | **67,818,455** |

## 28. Pre-operating revenue expenses of subsidiaries

| | | |
|---|---|---|
| Dhaka Northern Power Generations Limited * | 41,526,298 | 10,225,560 |
| Dhaka Southern Power Generations Limited | - | 21,255,471 |
| | **41,526,298** | **31,481,031** |

* Total pre-operating revenue expense of Northern Power Generations Limited for the year 2014-2015 was Tk. 17,664,639. But during 2015-2016, an amount of Tk. 7,439,079 from total pre-operating revenue expense was transferred to Finance expense for the purpose of re-arrangement.

## 29. Finance income

| | | |
|---|---|---|
| Interest income from STD | **4,789,830** | **103,059** |

## 29(a) Consolidated Finance Income

| | | | |
|---|---|---|---|
| Doreen Power Generations and Systems Limited | (Note: 29) | 4,789,830 | 103,059 |
| Dhaka Southern Power Generations Limited | | - | 1,366 |
| Dhaka Northern Power Generations Limited | | 520,111 | 918,057 |
| | | **5,309,941** | **1,022,482** |

## 30. Other income

| | | |
|---|---|---|
| Empty drum sale | **390,200** | **383,312** |

## 30(a) Consolidated Other income

| | | | |
|---|---|---|---|
| Doreen Power Generations and Systems Limited | (Note: 30) | 390,200 | 383,312 |
| Dhaka Northern Power Generations Limited | | - | - |
| Dhaka Southern Power Generations Limited | | 55,000 | - |
| | | **445,200** | **383,312** |

| | | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|---|
| **31. Finance expenses** | | | |
| Interest on overdraft loan account | | 6,344,476 | 7,939,674 |
| Commission on bank guarantee | | 1,353,209 | 1,307,343 |
| Bank charge | | 204,328 | 256,527 |
| Trustee Fees | | 550,000 | 550,000 |
| Interest on long term loan and Ijara Bond | | 170,020,519 | 184,715,502 |
| Interest on Commercial Paper | | 9,964,146 | - |
| Loan Processing Fee | | 1,150,000 | - |
| | | **189,586,678** | **194,769,046** |
| **31(a) Consolidated Finance Expenses** | | | |
| Doreen Power Generations and Systems Limited | (Note: 31) | 189,586,678 | 194,769,046 |
| Dhaka Southern Power Generations Limited | | 14,240,853 | 2,035,520 |
| Dhaka Northern Power Generations Limited | | 6,683,119 | 7,439,079 |
| | | **210,510,650** | **204,243,645** |

Total pre-operating revenue expense of Northern Power Generations Limited for the year 2014-2015 was Tk. 17,664,639. But during 2015-2016, an amount of Tk. 7,439,079 from total pre-operating revenue expense was transferred to Finance expense for the purpose of re-arrangement.

| | | | |
|---|---|---|---|
| **32. Provision for Income Tax** | | | |
| Interest income from STD account | | 4,789,830 | 103,059 |
| Other income | | 390,200 | 383,312 |
| **Total interest income and other income** | | **5,180,030** | **486,371** |
| Provision for Income Tax @ 25% | | 1,295,008 | 170,230 |
| Short fall in provision of the last year | | 128,340 | - |
| Less: Tax Rebate @ 10% on tax liability | | 129,501 | - |
| **Total Income Tax Provision** | | **1,293,847** | **170,230** |

During the income year 2015-2016, Doreen Power Generations and Systems Limited had been listed with Dhaka Stock Exchange and Chittagong Stock Exchange. As per Finance Act 2016, tax rate for publicly traded companies listed with stock exchange is 25%. Hence tax rate has been changed from 35% to 25% for this assessment year. Therefore 10% tax rebate will be applicable on tax liability due to listing and issuing shares of at least 20% of its paid up capital through IPO as per Finance Act 2016.

| | | | |
|---|---|---|---|
| **32(a) Consolidated Provision for Income Tax** | | | |
| Doreen Power Generations and Systems Limited | (Note: 32) | 1,293,847 | 170,230 |
| Dhaka Southern Power Generations Limited | | 19,250 | 478 |
| Dhaka Northern Power Generations Limited | | 182,039 | 321,320 |
| | | **1,495,136** | **492,028** |
| **33. Earning per share** | | | |
| Net Profit attributable to the ordinary shareholders (Taka) | | 184,715,512 | 165,450,478 |
| Weighted average number of shares outstanding (Number) | | 66,191,781 | 60,000,000 |
| Earning per share (EPS) | | **2.79** | **2.76** |
| **33(a) Consolidated earning per share** | | | |
| Net Profit attributable to the ordinary shareholders (Taka) | | 42,328,783 | 134,980,184 |
| Weighted average number of shares outstanding (Number) | | 66,191,781 | 60,000,000 |
| Consolidated Earning per share (EPS) | | **0.64** | **2.25** |

Earning per share has been calculated in accordance with BAS -33 "Earning Per Share (EPS)".

Weighted average number of ordinary shares outstanding during the year is the number of ordinary shares outstanding at the beginning of year plus the number of shares issued during the year multiplied by a time-weighting factor. The time weighting factor is the total number of days that the specific number of shares are outstanding as a proportion of the total number of days in the year.

Calculation of weighted average number of ordinary share outstanding during the from 01 July 2015 to 30 June 2016 is given below:

| Nature of shares | Number of shares | Period | Days of share holding | Weighted average no. of share outstanding as on 30.06.2016 | Weighted average no. of share outstanding as on 30.06.2015 |
|---|---|---|---|---|---|
| Ordinary shares | 60,000,000 | 01.07.2015 to 30.06.2016 | 365 | 60,000,000 | 60,000,000 |
| Ordinary shares | 20,000,000 | 10.03.2016 to 30.06.2016 | 113 | 6,191,781 | - |
| **Total** | **80,000,000** | | | **66,191,781** | **60,000,000** |

| | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|
| **34. Net operating cash flow per share (NOCFPS)** | | |
| Net operating cash flows (A) | 316,947,392 | 385,889,157 |
| Weighted average number of ordinary shares (B) | 66,191,781 | 60,000,000 |
| Net operating cash flows per shares (A/B) | **4.79** | **6.43** |
| **34(a) Consolidated Net operating cash flow per share (CNOCFPS)** | | |
| Net operating cash flows (A) | 74,559,182 | 354,059,405 |
| Weighted average number of ordinary shares (B) | 66,191,781 | 60,000,000 |
| Consolidated Net operating cash flows per shares (A/B) | **1.13** | **5.90** |

## 35. Financial risk management

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

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

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

## 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. The company's sales are made to Government entity, Rural Electrification Board (REB) and Bangladesh Power Development Board (BPDB) under the conditions of the long term Power Purchase Agreement (PPA).

**Exposure to credit risk**

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

| | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|
| Trade and other receivables | 209,669,189 | 220,290,090 |
| Advance, deposit & prepayments | 13,174,836 | 19,420,565 |
| Short term loans | 183,611,387 | 35,280,200 |
| Cash and bank balance | 95,917,747 | 3,115,233 |
| | **502,373,159** | **278,106,088** |

**(a) Aging of trade and other receivables**

| | | |
|---|---|---|
| Past due 0-30 days | 88,281,493 | 87,110,670 |
| Past due 31-90 days | 97,580,416 | 98,233,220 |
| Past due more than 90 days | 23,807,280 | 34,946,200 |
| | **209,669,189** | **220,290,090** |

**(b) Credit exposure by credit rating**

| | As at 30 June 2016 | |
|---|---|---|
| | Amount | (%) |
| Trade receivables | 209,669,189 | 41.74% |
| Advance, deposit & prepayments | 13,174,836 | 2.62% |
| Short term loans | 183,611,387 | 36.55% |
| Cash and bank balance | | |
| Cash on hand | 20,583 | 0.00% |
| Cash at bank | 95,897,164 | 19.09% |
| Bank Asia Limited | 49,353 | 0.0098% |
| NCC Bank Limited | 23,280 | 0.0046% |
| Dhaka Bank Limited | 17,588 | 0.0035% |
| Islami Bank Bangladesh Limited | 116,634 | 0.0232% |
| BRAC Bank Limited | 95,625,940 | 19.0348% |
| Prime Bank Limited | 64,369 | 0.0128% |

## 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 2016

| 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 |
| Long term loan | 941,933,873 | - | 8.75-13 | - | - | 941,933,873 |
| Trade payable | 111,173,724 | Aug-17 | 0% | 111,173,724 | - | - |
| Current portion of long term loan | 288,543,318 | Jun-17 | 10-15 | 205,006,777 | 83,536,542 | - |
| Short term bank | 142,689,401 | Dec-17 | 11% | 142,689,401 | - | - |
| WPP & welfare fund | 9,300,468 | Mar-17 | 0% | - | 9,300,468 | - |
| Current account with sister concern | 88,833,122 | N/A | 0% | - | 88,833,122 | - |
| Liabilities for expenses | 15,743,607 | Sep-16 | 0% | 15,743,607 | - | - |
| Provision for Income Tax | 4,829,129 | Dec-16 | 0% | 4,829,129 | - | - |
| | **1,603,046,642** | | | **479,442,638** | **181,670,132** | **941,933,873** |

### 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 spare parts of plant and machinery that are denominated in a currency other than the functional currency primarily Euro and U. S. Dollars. The effects of foreign purchase are insignificant to the Company. The Company has not entered into any type of derivatives instrument in order to hedge foreign currency risk as at 30 June 2016. There are no foreign currency monetary assets and liabilities as at 30 June 2016 resulting net exposure to foreign currency risk is nil.

### 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.

| | 30.06.2016 Taka | 30.06.2015 Taka |
|---|---|---|
| **36. Contingent liabilities/ Off balance sheet items** | | |
| **36.1 Commitments** | | |
| **Letter of credit** | | |
| NCC Bank Limited | **26,877,040** | **35,605,850** |
| **36.2 Contingent liabilities** | | |
| **Bank guarantee** | | |
| NCC Bank Limited | **86,087,880** | **86,087,880** |

(See Annexure-C for details)

## 37. i) Related party transactions

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

**(Amount in Taka)**

| Name of Parties | Relationship | Nature of transaction | Net transaction during the period | Outstanding as on 30.06.2016 | Outstanding as on 30.06.2015 |
|---|---|---|---|---|---|
| Rupali Engineers and Traders Limited | Sister Concern | Investment in share | - | 26,000 | 26,000 |
| Doreen Power House & Technologies Limited | Common Directors | Temporary Loan Receved | 64,517,202 | 88,833,122 | 24,315,920 |
| Dhaka Northern Power Generations Limited | Subsidiary Company | Temporary Loan | (99,259,820) | 125,694,020 | 26,434,200 |
| | | Share Money Deposit | (294,550,000) | 919,530,000 | - |
| Dhaka Southern Power Generations Limited | Subsidiary Company | Temporary Loan | (49,071,367) | 57,917,367 | 8,846,000 |
| | | Share Money Deposit | (207,700,000) | 650,130,000 | 442,430,000 |
| Directors' remuneration | Managing Director | Salary and Allowances | (3,960,000) | - | - |
| **Total** | | | **(590,023,985)** | **1,842,130,509** | **1,734,224,792** |

ii) Particulars of Directors of Doreen Power Generations and Systems Limited as at 30 June 2016:

| Name of Directors | BOD of Doreen Power Generations and Systems Limited | Entities where they have interests |
|---|---|---|
| Tahzeeb Alam Siddique | Managing Director | Doreen Fashions Ltd. |
| | | Doreen Washing Plant Ltd. |
| | | Doreen Apparels Ltd. |
| | | Nurun Nahar Textile Ltd. |
| | | Eastern Cement Industries Ltd. |
| | | SOB Apparels Limited |
| | | Doreen Power House and |
| | | Doreen Garments Limited |
| | | Asian Entech Power Corporation Ltd. |
| | | Saiham Power Plant Ltd. |
| | | Dhaka Northern Power Generations Limited |
| | | Dhaka Southern Power Generations Limited |

| Name of Directors | BOD of Doreen Power Generations and Systems Limited | Entities where they have interests |
|---|---|---|
| Tanzeer Alam Siddique | Director | Doreen Washing Plant Ltd. |
| | | Doreen Hotel and Resorts Limited |
| | | Nurun Nahar Textiles Limited |
| | | Eastern Cement Industries Ltd. |
| | | Doreen Developments Ltd. |
| | | Doreen Power House & Technologies Ltd. |
| | | Asian Entech Power Corporation Ltd. |
| | | Saiham Power Ltd. |
| Parveen Alam | Chairman | Doreen Fashions Ltd. |
| | | Doreen Washing Plant Ltd. |
| | | Doreen Apparels Ltd. |
| | | Nurun Nahar Textile Ltd. |
| | | Eastern Cement Industries Ltd. |
| | | SOB Apparels Limited |
| | | Doreen Power House and Technologies Ltd. |
| | | Doreen Garments Limited |
| | | Doreen Developments Ltd. |
| | | Asian Entech Power Corporation Ltd. |
| | | Saiham Power Ltd. |
| Anjabeen Alam Siddique | Director | Doreen Power House and Technologies Ltd. |
| | | Asian Entech Power Corporation Ltd. |
| | | Saiham Power Plant Ltd. |
| | | Dhaka Northern Power Generations Limited |
| | | Dhaka Southern Power Generations Limited |

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

The company had 141 permanent employees as at 30 June 2016 and 138 permanent employees as at 30 June 2015 and a varying number of seasonal and temporary workers as required. All permanent employees receive remuneration in excess of Tk. 36,000 per annum each.

| | 2015-2016 Number of Staff | 2014-2015 Number of Staff |
|---|---|---|
| **Number of Employee:** | | |
| Head Office Staff | 27 | 28 |
| Plant Staff | 114 | 110 |
| | 141 | 138 |

| | 2015-2016 Taka | 2014-2015 Taka |
|---|---|---|

**39. Disclosure as per Schedule XI, Part II, Para 4 of the Companies Act 1994:**

| | | |
|---|---|---|
| Managing Director remuneration and benefit | **3,960,000** | **3,960,000** |

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

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

| Name of Plant | Capacity (Kwh) | Actual Production (Kwh) | | Capacity Utilization | |
|---|---|---|---|---|---|
| | | 2016 | 2015 | 2016 | 2015 |
| Tangail Power Plant | 192,720 | 125,054 | 151,300 | 65% | 79% |
| Narsingdi Power Plant | 192,720 | 129,829 | 152,713 | 67% | 79% |
| Feni Power Plant | 192,720 | 149,291 | 146,200 | 77% | 76% |

**41. Authorization for issue**

The financial statements (both consolidated and separate financial statements) were authorized by Board of Directors on 22 October 2016 for publication. The Board of Director recommended 20 % stock dividend (to all shareholders) and 10% cash dividend (for all shareholders excluding the sponsors/ Directors) for the year ended on 30 June 2016 on their board meeting held on 22 October 2016. Therefore, the amount of cash dividend to be payable to the general shareholders is Tk. 20 million.

Dhaka,
22 October 2016

**Company Secretary** **Director** **Managing Director**

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Schedule of Property, plant and Equipments

As at 30 June 2016

Annexure-A

(Amount in Taka)

| Sl # | Category of assets | Cost | | | | Depreciation | | | | | Written Down Value as on 30 June 2016 |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Balance as on 01 July 2015 | Addition during the Year | Disposal/ adjustment | Balance as on 30 June 2016 | Rate (%) | Accumulated balance as on 01 July 2015 | Addition during the Year | Disposal/ adjustment | Accumulated balance as on 30 June 2016 | |
| | **a. Freehold Assets** | | | | | | | | | | |
| 1 | Land & land development | 80,419,571 | - | - | 80,419,571 | - | - | - | - | - | 80,419,571 |
| 2 | Building & premises | 145,465,124 | - | - | 145,465,124 | 5% | 21,709,726 | 7,273,256 | - | 28,982,982 | 116,482,142 |
| 3 | Office decoration & renovation | 8,467,059 | 187,740 | - | 8,654,799 | 20% | 8,367,151 | 311,226 | - | 8,678,377 | (23,578) |
| 4 | Power plant | 1,743,343,385 | 79,124,361 | 44,278,681 | 1,778,189,065 | 3.33% | 155,451,606 | 57,629,347 | 4,866,304 | 208,214,649 | 1,569,974,416 |
| 5 | Machine overhauling | 232,757,252 | - | - | 232,757,252 | 20% | 61,079,460 | 46,551,450 | - | 107,630,910 | 125,126,342 |
| 6 | Furniture & fixture | 1,877,680 | 26,580 | - | 1,904,260 | 20% | 1,804,527 | 56,997 | - | 1,861,524 | 42,736 |
| 7 | Office equipment | 5,865,253 | 313,200 | - | 6,178,453 | 20% | 5,130,218 | 449,659 | - | 5,579,877 | 598,576 |
| 8 | Office car / vehicle | 15,413,583 | - | - | 15,413,583 | 20% | 15,413,583 | - | - | 15,413,583 | - |
| **Sub Total** | | **2,233,608,907** | **79,651,881** | **44,278,681** | **2,268,982,107** | - | **268,956,271** | **112,271,935** | **4,866,304** | **376,361,902** | **1,892,620,204** |
| | **b. Revalued Assets** | | | | | | | | | | |
| 1 | Land & land development | 35,962,317 | - | - | 35,962,317 | - | - | - | - | - | 35,962,317 |
| 2 | Building & premises | 29,623,482 | - | - | 29,623,482 | 5% | 4,443,522 | 1,481,174 | - | 5,924,696 | 23,698,786 |
| 3 | Power plant | 857,696,094 | - | 22,068,495 | 835,627,599 | 3.33% | 96,477,068 | 28,047,720 | 2,431,935 | 122,092,853 | 713,534,746 |
| **Sub Total** | | **923,281,893** | **-** | **22,068,495** | **901,213,398** | - | **100,920,590** | **29,528,894** | **2,431,935** | **128,017,549** | **773,195,849** |
| **Grand Total as of 30 June 2016** | | **3,156,890,800** | **79,651,881** | **66,347,176** | **3,170,195,505** | - | **369,876,860** | **141,800,829** | **7,298,239** | **504,379,452** | **2,665,816,053** |
| **Grand Total as of 30 June 2015** | | **3,148,677,936** | **104,848,922** | **96,636,058** | **3,156,890,800** | | **281,622,210** | **141,189,395** | **52,934,746** | **369,876,860** | **2,787,013,940** |

Figures in disposal/adjustments columns in cost and revaluation head represent adjustment required on revaluation of the respective items, derecognition of parts of equipments on overhauling of power plants.

| | |
|---|---|
| a) Depreciation of power plant has been charged as direct expenses | 132,228,517 |
| b) Other depreciation has been charged as administrative expenses | 9,572,312 |
| | **141,800,829** |

**Note**: Land and land development, building & premises and power plant have been revalued at 01 July 2012 by an independent valuer

**i) Name of Valuer :** Rahman Mostafa Alam & Co., Chartered Accountants

**ii) Valuation method :** Market value approach for land and land development replacement cost approach for building & premises and power plant

**iii) Date of Capitalization:** Revaluation surplus capitalized on 1 July 2012

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## Statement of Land

Annexure-B

| Sl. No. | Deed No. | Date of Registration | Land Area (Decimals) | Deed Value of Land (Taka) | Registration | Mutation (Area) | |
|---|---|---|---|---|---|---|---|
| | | | | | | Applied for | Completed |
| 1 | 10324 | 31.12.07 | 16.00 | 600,000 | √ | 16.00 | 16.00 |
| 2 | 333 | 13.01.08 | 17.00 | 340,000 | √ | 17.00 | 17.00 |
| 3 | 306 | 15.01.08 | 17.00 | 340,000 | √ | 17.00 | 17.00 |
| 4 | 1799 | 25.02.08 | 15.00 | 1,950,000 | √ | 15.00 | 15.00 |
| 5 | 1798 | 25.02.08 | 11.00 | 1,320,000 | √ | 11.00 | 11.00 |
| 6 | 3397 | 07.04.08 | 15.00 | 450,000 | √ | 15.00 | 15.00 |
| 7 | 2693 | 29.04.08 | 164.57 | 2,000,000 | √ | 164.57 | 164.57 |
| 8 | 3511 | 05.06.08 | 55.00 | 800,000 | √ | 55.00 | 55.00 |
| 9 | 7325 | 13.10.11 | 21.43 | 1,500,000 | √ | 21.43 | 21.43 |
| 10 | 9196 | 01.11.09 | 8.00 | 760,000 | √ | 8.00 | 8.00 |
| 11 | 9575 | 19.11.09 | 10.00 | 360,000 | √ | 10.00 | 10.00 |
| 12 | 9574 | 19.11.09 | 16.00 | 1,520,000 | √ | 16.00 | 16.00 |
| 13 | 10726 | 30.12.12 | 6.64 | 1,460,000 | √ | 6.64 | 6.64 |
| | | | **372.64** | **13,400,000** | | **372.64** | **372.64** |
| Add: Registration, development and other cost | | | | 67,019,571 | | | |
| **Total** | | | | **80,419,571** | | | |

All the lands, except the land in the serial # 9-13, have been kept as mortgage against loans taken from National Credit and Commerce Bank Limited.

# DOREEN POWER GENERATIONS AND SYSTEMS LIMITED

## List of Bank Gurantee

**Annexure-C**

| Bank Guarantee No. | Date | Expiry Date | In favor of | Purpose | Name of Power Plant | BG Amount (TK.) | Monthly Charged |
|---|---|---|---|---|---|---|---|
| 291/2008 | 08.10.2008 | 07.10.2015 | Titas Gas Transmission & Distribution Company Limited | As "security deposit" to gas supplying authority for taking gas connection to Power Plant | Tangail Power Plant | 16,449,160 | 4,112.29 |
| 349/2008 | 03.11.2008 | 02.11.2015 | Titas Gas Transmission & Distribution Company Limited | As "security deposit" to gas supplying authority for taking gas connection to Power Plant | Narsingdi Power Plant | 16,449,160 | 4,112.29 |
| 24/2009 | 21.01.2009 | 20.01.2016 | Bakhrabad Gas Systems Limited | As "security deposit" to gas supplying authority for taking gas connection to Power Plant | Feni Power Plant | 16,449,160 | 4,112.29 |
| 241/2009 | 20.07.2009 | 20.07.2010 | Rural Electrification Board | As "Operational Bond" | Narsingdi Power Plant | 36,677,920 | 9,169.48 |
| 67/2015 | 27.05.2015 | 26.11.2015 | The Chief Controller of Import & Export | For repairing faulty Cylinder Heads | Head Office | 62,480 | - |
| **TOTAL** | | | | | | **86,087,880** | **21,506** |

# Events Highlights



Listing Agreement Signing Ceremony between DSE & DPGSL



On the eve of first trade of Shares of DPGSL at DSE



Crest handover Ceremony on the first day of share trading in CSE




Managing Director's Speach towards investors at the IPO Lottery Program



Investors are searching for their BO Code in the IPO Allotment resul



Annual Milad and iftar party at DNPGL, Manikgonj

INVESTOCK



# DIRECTORS' REPORT & FINANCIAL STATMENTS OF SUBSIDIRIES

## DIRECTORS' REPORT
## To The Shareholders for the Year Ended 30 June 2016

**DEAR SHAREHOLDERS, COLLEAGUE, LADIES & GENTLEMEN,**

**ASSALAMU ALAIKUM,**

The directors are pleased to present their report on the activities of the company together with the Audited Accounts of the company for the period from 01 July 2015 to 30 June 2016.

**REFFERAL:**

In terms of provisions of section 184 of the Companies Act, 1994, rule 12 (and the schedule there under) of the Securities and Exchange Rules 1987 and BAS 1 (Bangladesh Accounting Standards-1) codes as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), it is the pleasure for the Board of Directors to submit its report to the Shareholders for the period 01 July 2015 to 30 June 2016 in the following paragraphs.

**BACKGROUND:**

Dhaka Southern Power Generations Ltd. was incorporated on 25th June 2012 as a private company limited by shares. The company has signed Implementation Agreement with Power Division, The Ministry of Power, Energy and Mineral Resources, Power Purchase Agreement with Bangladesh Power Development Board (BPDB) and Land Lease Agreement with Rural Electrification Board (REB) on 7th January 2012 for developing a 55MW HFO Fired Power Plant at Daulatpur, Nababganj on BOO basis for a term of 15 years". The 55MW power plant has started commercial operation on 17th June 2016.

The registered office of the company is situated at Walsow Tower, 21, Kazi Nazrul Islam Avenue, Dhaka-1000.

The Authorized Capital is Tk. 10,00,000,000 (One Hundred Crore) divided into 10,000,000 Shares of Tk. 100 each. The paid-up capital as on 30 June 2016 stood at Tk 183,330,000/- consisting of 1,833,300 ordinary shares of Tk. 100/- each.

**SHAREHOLDING:**

The Shareholding ststus as on 30/06/2016 of the company is as under:

| Name of Shareholder | Number | Value | Percentage |
|---|---|---|---|
| Doreen Power Generations and Systems Ltd. | 1,774,300 | 177,430,000 | 96.78% |
| Rupali Engineers and Traders Ltd. | 59,000 | 5,900,000 | 3.22% |

**COMPANYS OPERATIONS:**

The position of its performance for the year ended 30 June 2016 is given bellow:

| Particulars | 30/06/2016 |
|---|---|
| | Taka |
| Shareholders' Equity | 183,330,000 |
| Retained Earnings | (143,091,428) |
| Share Money Deposits | 472,700,000 |
| Long Term loan | 2,617,752,758 |
| Current Liabilities | 1,107,086,564 |
| Total Equity & Long Term Liabilities | **4,237,777,894** |
| Fixed assets at cost-less depreciation (Including CWIP) | 3,784,284,263 |
| Net current asset | 453,493,631 |
| Total assets | **4,237,777,894** |

| | |
|---|---|
| Net Sales | 132,428,513 |
| Gross profit | (48,129,000) |
| Net income/(loss) after tax | **(98,392,106)** |

**APPOINTMENT OF AUDITORS:**

Existing Auditor, MABS & J Partners, Chartered Accountants will retire at this Annual General Meeting and being eligible, offered themselves for re-appointment as external auditors for the year 2016-2017.

**APPOINTMENT OF INDEPENDETN DIRECTOR:**

Mr. Mahtab Bin Ahmed-Independent Director of our holding company (Doreen Power Generations and Systems Limited) has appointed as Independent Director, By the board of Director's Meeting Held on February 18, 2016 and to be approved by the sharedolders in the next AGM.

**BOARD MEETINGS:**

During the year (01 July 2015 to 30 June 2016) 10 (number of) Board Meetings were held. The attendance record of the Directors is as follows:

| Name of the Directors | Position | Number of the Meetings held | Number of attendence |
|---|---|---|---|
| Abu Sayeed Al Mahmood Swapan, Nominated By Rupali engineers & Traders Ltd. | Chairman | 10 | 6 |
| Tahzeeb Alam Siddique, Nominated By Doreen Power Generations & Systems Ltd. | Managing Director | 10 | 10 |
| Anjabeen Alam Siddique, Nominated By Rupali engineers & Traders Ltd. | Director | 10 | 8 |
| Mahtab Bin Ahmed, Independent Director of Holding company (DPGSL) | Independent Director | 4 | 4 |

The Directors are pleased to record with appreciation and gratitude the co-operation and support provided by Shareholders, Customers, Bankers, Suppliers, Workers and Employees of the company without whose active support the result would not have been possible.

Looking forward for a bright future for all of us

Thanking you,

Tahzeeb Alam Siddique
Managing Director

## AUDITORS' REPORT TO THE SHAREHOLDERS OF DHAKA SOUTHERN POWER GENERATIONS LIMITED

We have audited the accompanying financial statements of **DHAKA SOUTHERN POWER GENERATIONS LIMITED,** which comprise the Statement of Financial Position as at 30 June 2016 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations. The responsibilities includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSAs). 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, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 management, 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 present fairly, in all material respects, (or give a true and fair view of) the financial position of **DHAKA SOUTHERN POWER GENERATIONS LIMITED** as at 30 June 2016 and (of) its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRSs), comply with the Companies Act 1994 and other applicable Laws and Regulations.

We also report that:

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

(b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;

(c) the Company's Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income dealt with by the report are in agreement with the books of account; and

(d) the expenditure incurred and payments made were for the purposes of the Company's business.

**Dhaka**
**Date: 03 October 2016**

**MABS & J Partners**
**Chartered Accountants**

## DHAKA SOUTHERN POWER GENERATIONS LIMITED
## STATEMENT OF FINANCIAL POSITION
## AS AT 30 JUNE 2016

| Particulars | 30 June 2016 Taka | 30 June 2015 Taka |
|---|---|---|
| **ASSETS** | | |
| **Non-current Assets** | **3,784,284,263** | **3,110,641,548** |
| Property, Plant and Equipment | 3,776,733,487 | 65,350,684 |
| Capital Work in Progress | 7,550,776 | 3,045,290,864 |
| **Current assets** | **453,493,631** | **124,921,546** |
| Inventories | 227,069,939 | - |
| Construction Materials | 6,508,892 | 103,796,808 |
| Trade & Other Receivables | 132,428,513 | - |
| Short Term Loan | 42,207,429 | - |
| Advance, Deposit & Prepayments | 43,636,645 | 7,946,795 |
| Cash and Bank Balance | 1,642,213 | 13,177,943 |
| **TOTAL ASSETS** | **4,237,777,894** | **3,235,563,094** |
| **EQUITY AND LIABILITIES** | | |
| **Shareholders' Equity** | **512,938,572** | **403,630,678** |
| Issued, Subscribed and Paid up Capital | 183,330,000 | 24,080,000 |
| Retained Earnings | (143,091,428) | (44,699,322) |
| Share Money Deposits | 472,700,000 | 424,250,000 |
| **Non-current liabilities** | **2,617,752,758** | **2,501,552,403** |
| Long Term Bank Loan | 2,617,752,758 | 2,501,552,403 |
| **Current Liabilities:** | **1,107,086,564** | **330,380,013** |
| Liabilities for Expenses | 441,242,337 | 36,110,412 |
| Current Portion of Long Term Loan | 473,561,063 | 127,344,095 |
| Short Term Loan | 114,743,501 | 158,079,028 |
| Loan from Parent Company | 77,520,413 | 8,846,000 |
| Income Tax Payable | 19,250 | 478 |
| **TOTAL EQUITY AND LIABILITIES** | **4,237,777,894** | **3,235,563,094** |

**Managing Director** | **Director** | **Company secretary**

Signed in term of our saperate report annexed.

**Dhaka**
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

AMARSTOCK

## DHAKA SOUTHERN POWER GENERATIONS LIMITED
## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
## FOR THE YEAR ENDED 30 JUNE 2016

| Particulars | 01 July 2015 to 30 June 2016 Taka | 01 July 2014 to 30 June 2015 Taka |
|---|---|---|
| Turnover | 132,428,513 | - |
| Less: Cost of Sale | 180,557,513 | - |
| **Gross Profit** | **(48,129,000)** | - |
| **Operating Expenses :** | | |
| General and Administrative Expenses | 36,058,003 | 21,255,471 |
| **Gross Operating Profit for the year** | **(84,187,003)** | **(21,255,471)** |
| Less: Financial Expenses | 14,240,853 | 2,035,520 |
| **Profit / (Loss) Before Interest and Tax** | **(98,427,856)** | **(23,290,991)** |
| **Add: Non-Operating Income** | | |
| Other Income | 55,000 | - |
| Financial Income | - | 1,366 |
| **Net Profit / (Loss) Before Tax** | **(98,372,856)** | **(23,289,625)** |
| Less: Income Tax Provision | (19,250) | (478) |
| **Net Profit / (Loss) After Tax** | **(98,392,106)** | **(23,290,103)** |

**Managing Director** | **Director** | **Company secretary**

Signed in term of our saperate report annexed.

**Dhaka**
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

# DHAKA SOUTHERN POWER GENERATIONS LIMITED
## STATEMENT OF CASH FLOWS
## FOR THE YEAR ENDED 30 JUNE 2016

| Particulars | 01 July 2015 to 30 June 2016 Taka | 01 July 2014 to 30 June 2015 Taka |
|---|---|---|
| **A. Cash Flows From Operating Activities** | **(115,633,500)** | **(13,964,931)** |
| Payment to Suppliers | (38,820,067) | |
| Payment for Direct and General & Administrative Expenses | (74,881,055) | (11,918,044) |
| Payment against Commission on Bank Guarantee and Bank Charges | (1,986,900) | (2,035,520) |
| Interest/Other Income | 55,000 | 1,366 |
| Income Tax Paid | (478) | (12,733) |
| **B. Cash Flows From Investing Activities** | **(579,104,486)** | **(2,446,062,500)** |
| Payment for Civil and Building Construction | (82,696,169) | (237,910,994) |
| Payment for Power Plant Machineries | (486,225,505) | (2,203,148,126) |
| Payment for Office Renovation | (6,155,626) | (2,154,826) |
| Payment for acquisition of Furniture and Office Equipment | (4,027,186) | (2,848,554) |
| **C. Cash Flows From Financing Activities** | **683,202,256** | **2,472,993,055** |
| Proceed from Share Money Deposits | 207,700,000 | 265,000,000 |
| Proceed from Long Term Loan | 454,792,779 | 2,041,068,027 |
| Proceed from Short Term Loan | 20,709,477 | 166,925,028 |
| D. Net Inflows/ (Outflows) of Cash and Cash Equivalents | (11,535,730) | 12,965,624 |
| Add: Cash and Cash Equivalents at Opening | 13,177,943 | 212,319 |
| **E. Cash and Cash Equivalents at Closing** | **1,642,213** | **13,177,943** |

**Managing Director** | **Director** | **Company secretary**

Signed in term our saperate report annexed.

**Dhaka**
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

## DHAKA SOUTHERN POWER GENERATIONS LIMITED
## STATEMENT OF CHANGES IN EQUITY
## FOR THE YEAR ENDED 30 JUNE 2016

**Amounts in Taka**

| Particulars | Share Capital | Share Money Deposit | Retained Earnings | Total |
|---|---|---|---|---|
| Balance as at 01 July 2015 | 24,080,000 | 424,250,000 | (44,699,322) | 403,630,678 |
| Share Money Deposit transferred to Share Capital A/c | 159,250,000 | (159,250,000) | - | - |
| Share Money Deposit | - | 207,700,000 | - | 207,700,000 |
| Net Profit/(Loss) for the year | - | - | (98,392,106) | (98,392,106) |
| **Balance as at 30 June 2016** | **183,330,000** | **472,700,000** | **(143,091,428)** | **512,938,572** |

### For the year ended 30 June 2015

| Particulars | Share Capital | Share Money Deposit | Retained Earnings | Total |
|---|---|---|---|---|
| Balance as at 01 July 2014 | 24,080,000 | 159,250,000 | (21,409,219) | 161,920,781 |
| Share Money Deposit | - | 265,000,000 | - | 265,000,000 |
| Net Profit/(Loss) for the year | - | - | (23,290,103) | (23,290,103) |
| **Balance as at 30 June 2015** | **24,080,000** | **424,250,000** | **(44,699,322)** | **403,630,678** |

**Managing Director** | **Director** | **Company secretary**

Signed in term of our saperate report annexed.

**Dhaka**
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

## DIRECTORS' REPORT
## To The Shareholders for the Year Ended 30 June 2016

**DEAR SHAREHOLDERS, COLLEAGUE, LADIES & GENTLEMEN,**

**ASSALAMU ALAIKUM,**

The directors are pleased to present their report on the activities of the company together with the Audited Accounts of the company for the period from 01 July 2015 to 30 June 2016.

**REFFERAL:**

In terms of provisions of section 184 of the Companies Act, 1994, rule 12 (and the schedule there under) of the Securities and Exchange Rules 1987 and BAS 1 (Bangladesh Accounting Standards-1) codes as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), it is the pleasure for the Board of Directors to submit its report to the Shareholders for the period 01 July 2015 to 30 June 2016 in the following paragraphs.

**BACKGROUND:**

Dhaka Northern Power Generations Ltd. was incorporated on 25th June 2012 as a private company limited by shares. The company has signed Implementation Agreement with Power Division, The Ministry of Power, Energy and Mineral Resources, Power Purchase Agreement with Bangladesh Power Development Board (BPDB) on 7th January 2012 for developing a 55MW HFO Fired Power Plant at Singair, Manikgonj on BOO basis for a term of 15 years".

The registered office of the company is situated at Walsow Tower, 21, Kazi Nazrul Islam Avenue, Dhaka-1000.

The Authorized Capital is Tk. 1,000,000,000 (One Hundred Crore) divided into 10,000,000 Shares of Tk. 100 each. The paid-up capital as on 30 June 2014 stood at Tk 397,580,000/- consisting of 3,975,800 ordinary shares of Tk. 100/- each.

**SHAREHOLDING:**

The Shareholding ststus as on 30/06/2016 of the company is as under:

| Name of Shareholder | Number | Value | Percentag |
|---|---|---|---|
| Doreen Power Generations and Systems Ltd. | 3,916,800 | 391,680,000 | 98.52% |
| Rupali Engineers and Traders Ltd. | 59,000 | 5,900,000 | 1.48% |

**COMPANYS OPERATIONS:**

The position of its performance for the year ended 30 June 2016 is given bellow:

| Particulars | 30/06/2016 |
|---|---|
| | Taka |
| Shareholders' Equity | 397,580,000 |
| Retained Earnings | (81,490,817) |
| Share Money Deposits | 527,850,000 |
| Long Term loan | 2,755,624,287 |
| Current Liabilities | 577,377,732 |
| Total Equity & Long Term Liabilities | **4,176,941,202** |
| Fixed assets at cost-less depreciation (Including CWIP) | 3,875,954,269 |
| Net current asset | 300,986,933 |
| Total assets | **4,176,941,202** |

| | |
|---|---|
| Net Sales | - |
| Gross profit | - |
| Net income/(loss) after tax | **(47,871,345)** |

**APPOINTMENT OF AUDITORS:**

Existing Auditor, MABS & J Partners, Chartered Accountants will retire at this Annual General Meeting and being eligible, offered themselves for re-appointment as external auditors for the year 2016-2017.

**APPOINTMENT OF INDEPENDETN DIRECTOR:**

Mr. Mahtab Bin Ahmed-Independent Director of our holding company (Doreen Power Generations and Systems Limited) has appointed as Independent Director, By the board of Director's Meeting Held on February 18, 2016 and to be approved by the sharedolders in the next AGM.

**BOARD MEETINGS:**

During the year (01 July 2015 to 30 June 2016) 12 (number of) Board Meetings were held. The attendance record of the Directors is as follows:

| Name of the Directors | Position | Number of the Meetings held | Number of attendence |
|---|---|---|---|
| Abu Sayeed Al Mahmood Swapan, Nominated By Rupali engineers & Traders Ltd. | Chairman | 12 | 6 |
| Tahzeeb Alam Siddique, Nominated By Doreen Power Generations & Systems Ltd. | Managing Director | 12 | 12 |
| Anjabeen Alam Siddique, Nominated By Rupali engineers & Traders Ltd. | Director | 12 | 11 |
| Mahtab Bin Ahmed, Independent Director of Holding company (DPGSL) | Independent Director | 4 | 4 |

**ACKNOWLEDGEMENT:**

The Directors are pleased to record with appreciation and gratitude the co-operation and support provided by Shareholders, Customers, Bankers, Suppliers, Workers and Employees of the company without whose active support the result would not have been possible.

Looking forward for a bright future for all of us

Thanking you,

Tahzeeb Alam Siddique
Managing Director

## AUDITORS' REPORT TO THE SHAREHOLDERS OF DHAKA NORTHERN POWER GENERATIONS LIMITED

We have audited the accompanying financial statements of **DHAKA NORTHERN POWER GENERATIONS LIMITED,** which comprise the Statement of Financial Position as at 30 June 2016 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations. The responsibilities includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSAs). 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, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 management, 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 present fairly, in all material respects, (or give a true and fair view of) the financial position of **DHAKA NORTHERN POWER GENERATIONS LIMITED** as at 30 June 2016 and (of) its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRSs), comply with the Companies Act 1994 and other applicable Laws and Regulations.

We also report that:

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

(b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;

(c) the Company's Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income dealt with by the report are in agreement with the books of account; and

(d) the expenditure incurred and payments made were for the purposes of the Company's business.

**Dhaka**
**Date: 03 October 2016**

**MABS & J Partners**
**Chartered Accountants**

## DHAKA NORTHERN POWER GENERATIONS LIMITED
## STATEMENT OF FINANCIAL POSITION
## AS AT 30 JUNE 2016

| Particulars | 30 June 2016 Taka | 30 June 2015 Taka |
|---|---|---|
| **ASSETS** | | |
| **Non-current Assets** | **3,875,954,269** | **2,585,463,679** |
| Property, Plant & Equipment | 491,963,849 | 1,426,039 |
| Capital Work in Progress | 3,383,990,420 | 2,573,238,917 |
| Investment In FDR | - | 10,798,723 |
| **Current assets** | **300,986,933** | **237,470,723** |
| Inventories | 54,567,653 | - |
| Building Construction Materials | - | 9,833,130 |
| Advance, Deposit & Prepayments | 239,379,063 | 216,704,740 |
| Cash and Bank Balance | 7,040,217 | 10,932,853 |
| **TOTAL ASSETS** | **4,176,941,202** | **2,822,934,402** |
| **Shareholders' Equity** | **843,939,183** | **597,260,528** |
| Issued, Subscribed and Paid up Capital | 397,580,000 | 24,080,000 |
| Share Money Deposits | 527,850,000 | 606,800,000 |
| Retained Earnings | (81,490,817) | (33,619,472) |
| **Non-current liabilities** | **2,755,624,287** | 455,396,199 |
| Long term bank loan | 2,755,624,287 | 455,396,199 |
| **Current Liabilities:** | **577,377,732** | **1,770,277,675** |
| Liabilities for Expenses | 23,731,916 | 30,216,590 |
| Current Portion of Long Term Loan | 151,662,220 | 8,699,930 |
| Short Term Loan | 185,418,486 | 1,704,605,635 |
| Loan from Sister /Parent company | 216,383,071 | 26,434,200 |
| Provision for Income Tax | 182,039 | 321,320 |
| **Total Equity and Liabilities** | **4,176,941,202** | **2,822,934,402** |

**Managing Director** | **Director** | **Company secretary**

Signed in term of our separate report annexed.

**Dhaka**
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

## DHAKA NORTHERN POWER GENERATIONS LIMITED
## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
## FOR THE YEAR ENDED 30 JUNE 2016

| Particulars | 01 July 2015 to 30 June 2016 Taka | 01 July 2014 to 30 June 2015 Taka |
|---|---|---|
| **Turnover** | - | - |
| **Operating Expenses :** | | |
| **Pre- Operating Revenue Expenses** | 41,526,298 | 10,225,560 |
| **Gross Operating Profit / (Loss) for the year** | **(41,526,298)** | **(10,225,560)** |
| Less: Financial Expenses | 6,683,119 | 7,439,079 |
| **Net Operating Profit / (Loss) for the year** | **(48,209,417)** | **(17,664,639)** |
| Add: Non Operating Income | | |
| Finance Income | 520,111 | 918,057 |
| **Net Operating Profit / (Loss) before Income tax** | **(47,689,306)** | **(16,746,582)** |
| Less: Current tax | 182,039 | 321,320 |
| **Net Profit / (Loss) After Tax** | **(47,871,345)** | **(17,067,902)** |

**Managing Director** | **Director** | **Company secretary**

Signed in term of our separate report annexed.

Dhaka
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

## DHAKA NORTHERN POWER GENERATIONS LIMITED
## STATEMENT OF CASH FLOWS
## FOR THE YEAR ENDED 30 JUNE 2016

| Particulars | 01 July 2015 to 30 June 2016 Taka | 01 July 2014 to 30 June 2015 Taka |
|---|---|---|
| **A. Cash Flows From Operating Activities** | **(126,754,710)** | **(17,441,880)** |
| Payment to Suppliers | (77,878,965) | - |
| Payment for Direct and Pre-operating Revenue Expenses | (46,925,161) | (10,920,858) |
| Payment against Commission on Bank Guarantee and Bank Charge | (2,149,375) | (7,439,079) |
| Interest/Other Income | 520,111 | 918,057 |
| Income tax Paid | (321,320) | - |
| **B. Cash Flows From Investing Activities** | **(1,281,106,282)** | **(2,400,150,601)** |
| Payment for Civil and Building Construction | (131,332,461) | (146,116,734) |
| Payment for Power Plant Machineries | (1,141,855,308) | (2,227,804,773) |
| Payment for Office Renovation | (6,054,306) | - |
| Payment for acquisition of Furniture and Office Equipment | (6,977,930) | (1,584,488) |
| Encashment of FDR | 10,798,723 | - |
| Payment as advance against Land Purchase | (5,685,000) | (24,341,000) |
| Advance paid for Demand Note | - | (422,940) |
| Investment in FDR | - | (798,723) |
| Interest Income | - | 918,057 |
| **C. Cash Flows From Financing Activities** | **1,403,968,356** | **2,428,435,964** |
| Proceed against Share Money Deposit | 294,550,000 | 233,300,000 |
| Proceed from Long Term Loan | 2,443,190,378 | 464,096,129 |
| Proceed from Short Term Loan | (1,333,772,022) | 1,731,039,835 |
| **D. Net Inflows/ (Outflows) of Cash and Cash Equivalents** | (3,892,636) | 10,843,483 |
| Add: Cash and Cash Equivalents at Opening | 10,932,853 | 89,370 |
| **E. Cash and Cash Equivalents at Closing** | **7,040,217** | **10,932,853** |

**Managing Director** | **Director** | **Company secretary**

Signed in term of our separate report annexed.

**Dhaka**
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

## DHAKA NORTHERN POWER GENERATIONS LIMITED
## STATEMENT OF CHANGES IN EQUITY
## FOR THE YEAR ENDED 30 JUNE 2016

Amounts in Taka

| Particulars | Share Capital | Share Money Deposit | Retained Earnings | Total |
|---|---|---|---|---|
| Balance as at 01 July 2015 | 24,080,000 | 606,800,000 | (33,619,472) | 597,260,528 |
| Share Money Deposit transferred to Share Capital A/c | 373,500,000 | (373,500,000) | - | - |
| Share Money Deposit | - | 294,550,000 | - | 294,550,000 |
| Net Profit/(Loss) for the year | - | - | (47,871,345) | (47,871,345) |
| **Balance as at 30 June 2016** | **397,580,000** | **527,850,000** | **(81,490,817)** | **843,939,183** |

### FOR THE YEAR ENDED 30 JUNE 2015

| Particulars | Share Capital | Share Money Deposit | Retained Earnings | Total |
|---|---|---|---|---|
| Balance as at 01 July 2014 | 24,080,000 | 373,500,000 | (16,551,570) | 381,028,430 |
| Share Money Deposit | - | 233,300,000 | - | 233,300,000 |
| Net Profit/(Loss) for the year | - | - | (17,067,902) | (17,067,902) |
| **Balance as at 30 June 2015** | **24,080,000** | **606,800,000** | **(33,619,472)** | **597,260,528** |

**Managing Director** | **Director** | **Company secretary**

Signed in term of our separate report annexed.

**Dhaka**
**Dated: 03 October 2016**

**MABS & J Partners**
Chartered Accountants

## Doreen Power Generations and Systems Ltd.

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

### PROXY FORM

I/We .....
of..... being a member of Doreen Power Generations and Systems Ltd. and entitled to vote, hereby appoint Mr./Mrs./Ms.....
of..... as my/our proxy to attend and vote for me/us and on my/our behalf at the 9th Annual General Meeting (AGM) will be held on Sunday, 18 December 2016, at 10:30 a.m. at Trust Milonayaton, 545 Old Airport Road, Dhaka Cantonment, Dhaka-1206 or at any adjournment thereof or at any ballot to be taken in consequence hereof.

Signature of Shareholder ..... Signature of Proxy .....

Signed this ..... Day of ..... 2016

Revenue Stamp of Tk. 20/-

**BO ID:**

| | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | | | | | |

**No of Shares:**

**Note :**

(1) This form of proxy, duly completed and signed must be deposited at least 48 hours before the meeting at the Company's registered office.

(2) Proxy is invalid if not signed and stamped as explained above.

(3) Signature of the Shareholder must be in accordance with Specimen Signature recorded with the Company.

.....

## Doreen Power Generations and Systems Ltd.

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

### ATTENDANCE SLIP

I hereby record my attendance at the 9th Annual General Meeting (AGM) will be held on Sunday, December 2016, at 10:30 a.m. at Trust Milonayaton, 545 Old Airport Road, Dhaka Cantonment, Dhaka-1206.

Name of the Member/Proxy.....

**BO ID:**

| | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | | | | | |

Signature .....

Date.....

**N.B.** Shareholders attending Meeting in person or by Proxy are requested to complete the Attendance Slip and deposit same at the entrance of the meeting.

AMAR STOCK

DOREEN POWER

**Registered Office:**
Walsow Tower (16th Floor)
21 Kazi Nazrul Islam Avenue
Dhaka-1000

**Corporate Office:**
House No. : 192/A, Lane-1,
Mohakhali DOHS, Dhaka-1206
Phone: 8860744, Fax: 8860766,
E-mail: info@doreenpower.com
Website: www.doreenpower.com