Annual report 2016-17



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RANGPUR FOUNDRY LTD.

An enterprise of PRAN-RFL Group

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AMARSTOCK

AT THE 36TH AGM
15TH DECEMBER, 2016

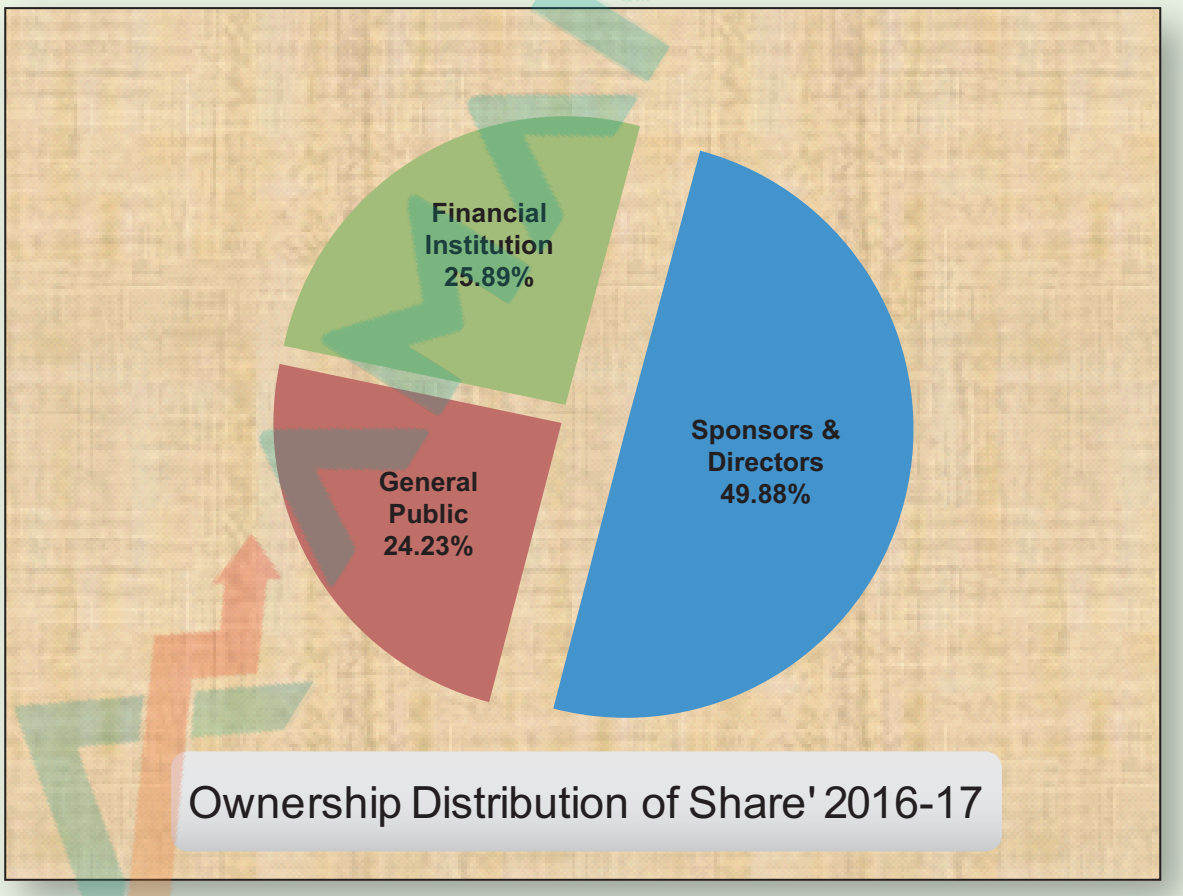


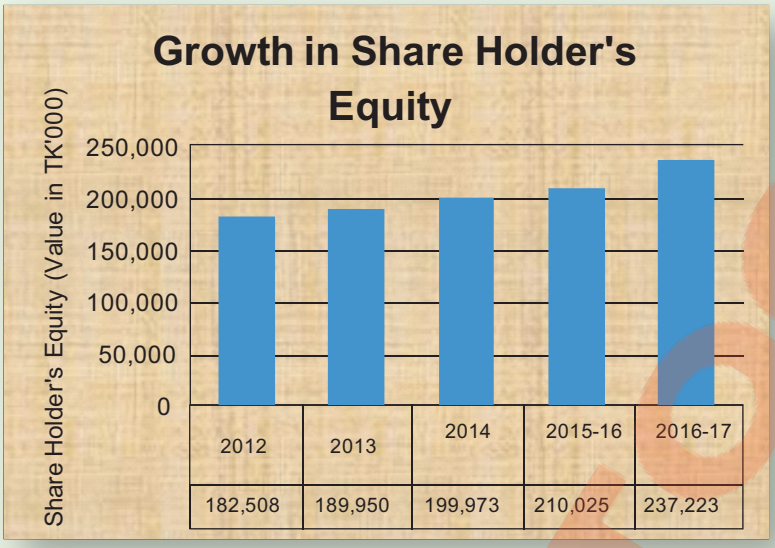
The Directors of the Company

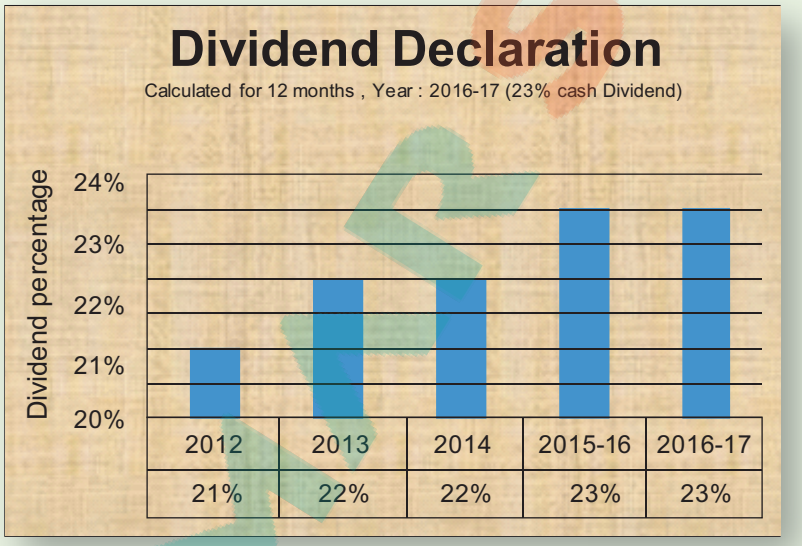


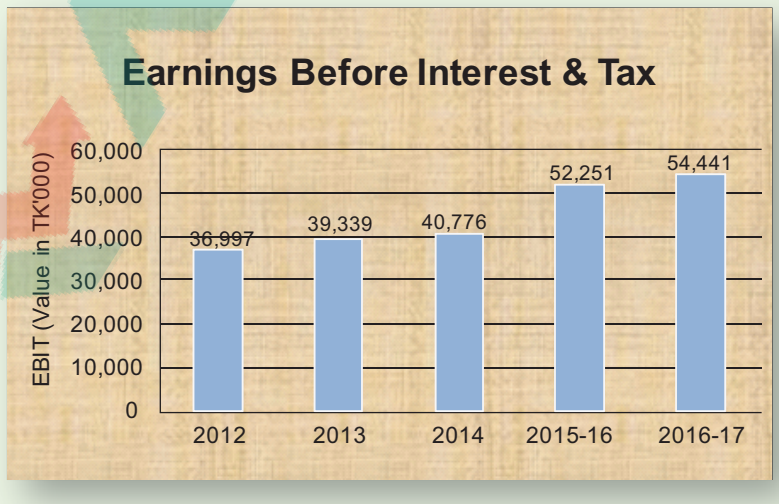
The Shareholders of the Company

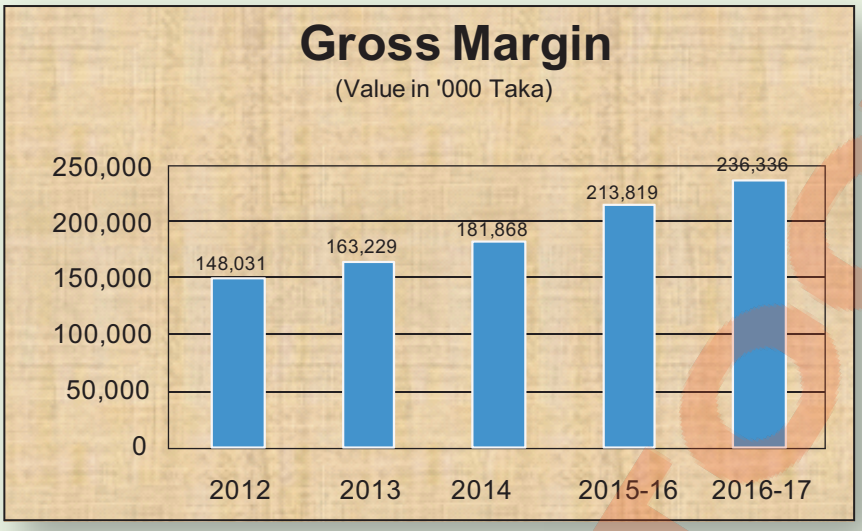

EPS Trends
Year :2012, 2013, 2014, 2015-2016, 2016-2017)
4.5
4
3.5
3
2.5
2
1.5
1
0.5
0
2012
2013
2014
2015-16
2016-17

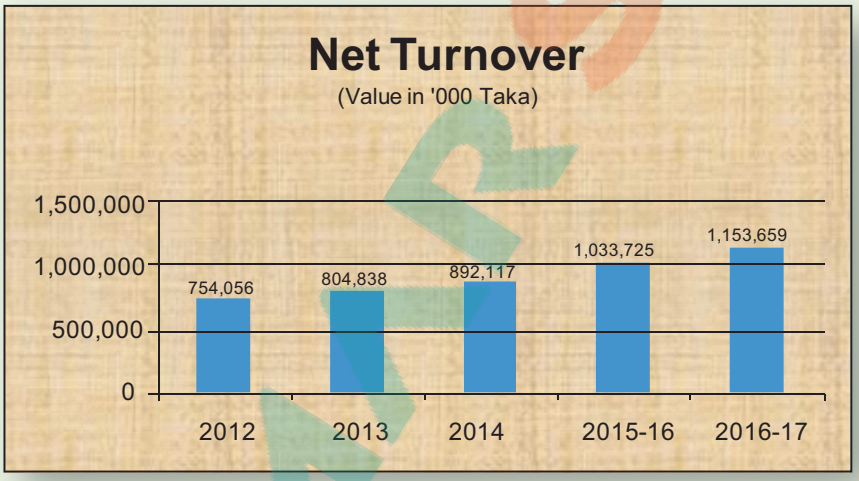

Financial Institution 25.89%
Sponsors & Directors 49.88%
General Public 24.23%
Ownership Distribution of Share' 2016-17

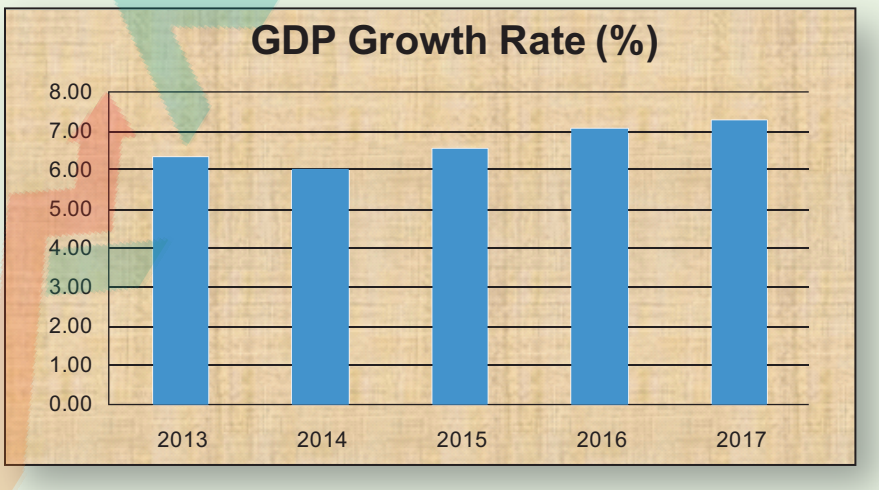

Growth in Share Holder's Equity
Share Holder's Equity (Value in TK'000)
250,000
200,000
150,000
100,000
50,000
0
2012
2013
2014
2015-16
2016-17
182,508
189,950
199,973
210,025
237,223

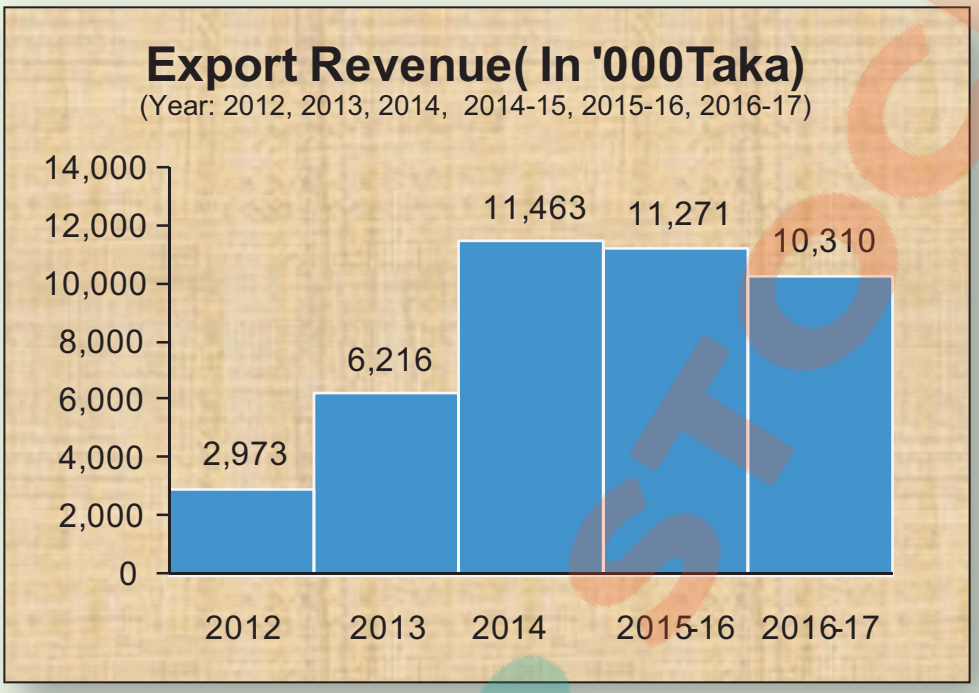

Dividend Declaration
Calculated for 12 months , Year : 2016-17 (23% cash Dividend)
Dividend percentage
24%
23%
22%
21%
20%
2012
2013
2014
2015-16
2016-17
21%
22%
22%
23%
23%


Earnings Before Interest & Tax
EBIT (Value in TK'000)
60,000
50,000
40,000
30,000
20,000
10,000
0
36,997
39,339
40,776
52,251
54,441
2012
2013
2014
2015-16
2016-17

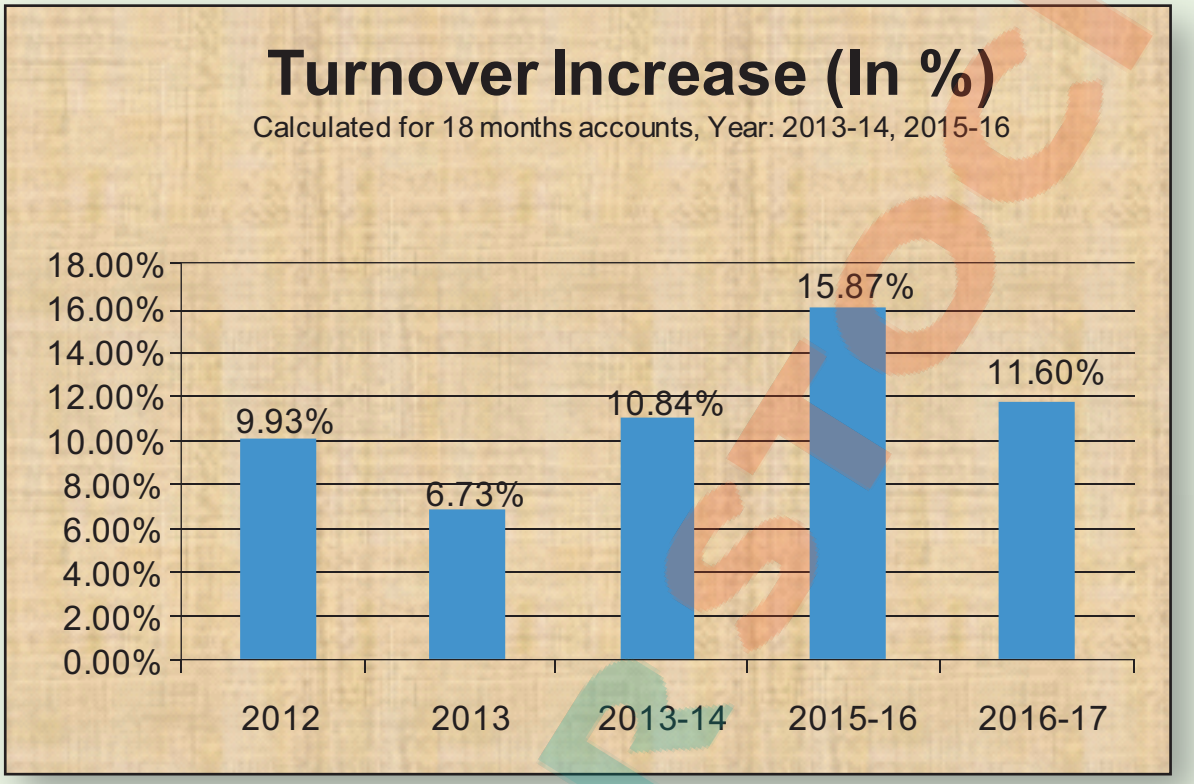

Gross Margin
(Value in '000 Taka)
250,000
200,000
150,000
100,000
50,000
0
148,031
163,229
181,868
213,819
236,336
2012
2013
2014
2015-16
2016-17

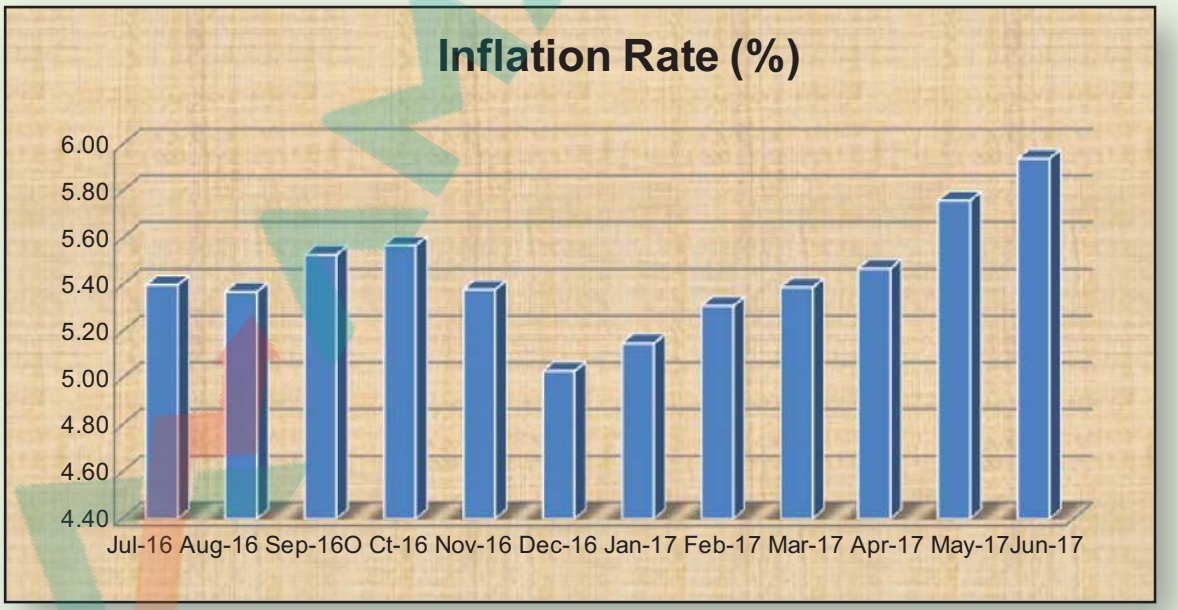

Net Turnover
(Value in '000 Taka)
1,500,000
1,000,000
500,000
0
754,056
804,838
892,117
1,033,725
1,153,659
2012
2013
2014
2015-16
2016-17


GDP Growth Rate (%)
8.00
7.00
6.00
5.00
4.00
3.00
2.00
1.00
0.00
2013
2014
2015
2016
2017


Export Revenue(In '000Taka)
(Year: 2012, 2013, 2014, 2014-15, 2015-16, 2016-17)
14,000
12,000
10,000
8,000
6,000
4,000
2,000
0
2,973
6,216
11,463
11,271
10,310
2012
2013
2014
2015-16
2016-17


GDP Growth Rate (%) for Manufacturing Sector
14.00
12.00
10.00
8.00
6.00
4.00
2.00
0.00
10.31
8.77
10.31
11.69
10.96
2012-13
2013-14
2014-15
2015-16
2016-17


Turnover Increase (In %)
Calculated for 18 months accounts, Year: 2013-14, 2015-16
18.00%
16.00%
14.00%
12.00%
10.00%
8.00%
6.00%
4.00%
2.00%
0.00%
9.93%
6.73%
10.84%
15.87%
11.60%
2012
2013
2013-14
2015-16
2016-17


Inflation Rate (%)
6.00
5.80
5.60
5.40
5.20
5.00
4.80
4.60
4.40
Jul-16
Aug-16
Sep-16
O Ct-16
Nov-16
Dec-16
Jan-17
Feb-17
Mar-17
Apr-17
May-17
Jun-17

Letter of Transmittal

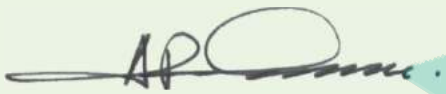
The Investors
Bangladesh Securities and Exchange Commission
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.
Registrar of Joint Stock Companies & Firms

Subject: **Annual Report for the year ended 30 June, 2017**

Dear Sir (s),

We are pleased to enclose a copy of the Annual Report together with the Audited Accounts including Statement of Financial Position as at 30th June, 2017, Statement of Comprehensive Income, Changes in Equity and Cash Flows for the period ended 30th June, 2017 along with notes thereon and all related Financial Statements for your record/necessary measures.

Yours faithfully



Muhammad Aminur Rahman, ACS
Company Secretary

Dated: October 26, 2017

AMARSTOCK

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Chairman	Mr. Ahsan Khan Chowdhury
Managing Director	Mr. Rathendra Nath Paul
Director	Mrs. Sabiha Amjad
Director	Mr. Chowdhury Kamruzzaman
Independent Director	Mr. M. A. Mannan

Senior Management

Director Finance	Mrs. Uzma Chowdhury, CPA
Chief Financial Officer	Mr. Choudhury Atiur Rasul
Company Secretary	Mr. Muhammad Aminur Rahman, ACS

REGISTERED OFFICE

PRAN-RFL Centre
105, Middle Badda
Dhaka -1212
Phone:88-02-9881792, Fax:88-02-8837464
Web: www.rangpurfoundry.com

FACTORY

BSCIC Industrial Estate
Kellabond
Rangpur

AUDITORS

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

LEGAL ADVISERS

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

BANKERS

a. Prime Bank Limited
Motijheel Branch
119-120 Motijheel C/A
Dhaka-1000

b. Bank Asia Limited
Scotia Branch,
117/1 Rangs Bhaban, Level-1
Old Airport Road, Tejgaon, Dhaka

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

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

e. AB Bank Limited
Motijheel Corporate Branch
DBL Building, 8, Rajuk Avenue
Dhaka-1000

AMARSTOCK

NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Investors of Rangpur Foundry Ltd will be held on Thursday, 14th December, 2017 at 10:30 a.m. at FUZI Trade Centre, Cha-87/C, Progoti Soroni, Uttor Badda, Dhaka-1212 to transact the following business:

A G E N D A

1. To receive, consider and adopt the Audited Accounts as of 30th June, 2017 together with Reports of the Auditors and Directors thereon.
2. To elect Directors as per Articles of Association of the Company.
3. To declare Dividend as recommended by the Board of Directors.
4. To appoint Auditors for the year 2017-2018 and fix their remuneration.

By Order of the Board

October 26, 2017

Muhammad Aminur Rahman, ACS
Company Secretary

NOTES:

A. The Record Date/Book-Closure shall be on 16.11.2017.

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

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

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

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

AMARSTOCK

৩৭ তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই মর্মে বিজ্ঞপ্তি প্রদান করা যাচেছ যে, রংপুর ফাউন্ড্রী লিমিটেড - এর বিনিয়োগকারীদের ৩৭ তম বার্ষিক সাধারণ সভা আগামী ১৪ই ডিসেম্বর, ২০১৭ ইং রোজ বৃহস্পতিবার সকাল ১০.৩০ ঘটিকার সময় ফুজি ট্রেড সেন্টার, চ-৮৭/সি, প্রগতি স্বরণী, উত্তর বাড্ডা, ঢাকা-১২১২ এ অনুষ্ঠিত হবে ।

আলোচ্য সূচী

১. ২০১৭ সালের ৩০শে জুন তারিখে সমাপ্ত অর্থ বৎসরের নিরীক্ষিত হিসাব এবং তার উপর নিরীক্ষকবৃন্দের এবং পরিচালক মন্ডলীর প্রতিবেদন বিবেচনা ও গ্রহণ ।
২. কোম্পানীর সংঘবিধি অনুযায়ী পরিচালকমন্ডলীর নির্বাচন।
৩. পরিচালনা পর্ষদ কর্তৃক প্রস্তাবিত লভ্যাংশ ঘোষনা।
৪. ২০১৭-২০১৮ সালের জন্য নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।

পরিচালকমন্ডলীর আদেশক্রমে

তারিখ: ২৬.১০.২০১৭ ইং

মোহাম্মদ আমিনুর রহমান, এসিএস
কোম্পানী সচিব

দ্রষ্টব্য ঃ

ক) 'রের্কড ডেট'/বুক-ক্লোজার ১৬.১১.২০১৭ তারিখ হিসাবে গণ্য হবে।

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

গ) সভায় উপস্থিত ও ভোট প্রদানের অধিকারপ্রাপ্ত সদস্য/সদস্যা তার পরিবর্তে একজনকে প্রি· নিয়োগ করতে পারেন। যথোপযুক্ত ষ্ট্যাম্পসহ প্রি· ফরম অবশ্যই সভার নির্ধারিত সময়ের অন্ড় ৪৮ ঘন্টা পূর্বে কোম্পানীর রেজিষ্টার্ড অফিসে জমা দিতে হবে। নিয়োগ প্রাপ্ত প্রি·কে অবশ্যই কোম্পানীর সদস্য/সদস্যা হতে হবে।

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

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

AMAR STOCK

FIVE YEARS FINANCIAL STATISTICS

Value in' 000 Taka

Particulars	2012	2013	2014	2015-2016 (18 Months)	2016-2017 (12 Months)
Authorized Capital	200,000	200,000	200,000	200,000	200,000
Paid up Capital	100,000	100,000	100,000	100,000	100,000
Turnover (Net)	754,056	804,838	892,117	1,476,900	1,153,639
Gross Margin	148,031	163,223	181,868	301,137	236,336
Profit Before Tax	36,997	39,339	40,777	75,024	54,441
Net Profit After Tax	28,382	28,442	32,023	55,052	39,198
Tangible Fixed Assets	63,017	53,217	48,433	49,293	62,512
Cumulative Reserve & Surplus	65,217	67,950	77,973	65,026	114,224
Shareholders' Equity	186,217	189,950	199,973	210,026	237,224
Dividend Proposed	21.00%	22%	22%	35% (23%+12%)	23%
Return on Paid up Capital	28.38%	28.44%	32.02%	55.05%	39.20%
Book Value Per Share (Tk.)	18.62	18.76	20.00	21.00	23.72
Earning Per Share (Tk.)	2.84	2.84	3.20	5.51	3.92
Average Market Value Per Share (Tk.)	61.25	61.25	98.90	96.15	118.25
Price Earning Ratio (Times)	21.58	21.53	30.88	17.47	30.16

Number of Shareholders (30th June)

	2014	2015-2016	2016-2017
General Public	3298	3045	2949
ICB Investors Account	05	11	16
Financial Institutions	17	24	20
Sponsors	07	07	07
	3,327	**3,087**	**2,992**

COMPANY PRODUCTS

*Tube Wells & Spares

*Centrifugal Pumps

Profile of the Board of Directors

Ahsan Khan Chowdhury

Chairman

- Mr. Chowdhury completed Bachelor of Arts in Business Administration from Wartburg College USA in 1992. Earlier he was the President of International Student Association in USA during his education and became outstanding international student in the same year. After returning to Bangladesh, he joined in the Board of Directors of Rangpur Foundry Limited in 1992. He attended many training sessions, seminars and courses on management development, strategic planning, financial management, sales & marketing in home and abroad. Being one of the business leaders in the country he grabbed Best Exporter's Trophy for several years awarded by the government of Bangladesh. Currently he is an active member of premier trade bodies, associations & clubs in Bangladesh. He has been appointed Chairman of Rangpur Foundry Ltd. with effect from 27 October 2016.

Rathendra Nath Paul

Managing Director

[Nominated by M/s: Property Development Limited]

- The Board of Directors of Rangpur Foundry Limited appointed Mr. Rathendra Nath Paul as the new Managing Director of the company with effect from 27 October 2016. Earlier he was one of the effective board members of the company and contributed to the board in taking strategic decisions. He has been nominated by M/s: Property Development Limited, shareholder of RFL. Mr. Paul has a long professional experience in various operational areas especially on non-food areas. Mr. Paul completed his graduation from the University of Dhaka in 1995 and Master Degree from the same university in 1996. He attended a lot of training programs in home and abroad.

Mrs. Sabiha Amjad

Director

- Mrs. Amjad has a wide 36 years of Directorial and Entrepreneurial experience in her career. For her excellent dynamic leadership in business areas, the group excelled in many directions. Earlier she completed Bachelor in Economics from Punjab University in 1966. She completed her Masters degree in Economics from the University of Dhaka in 1975. She obtained another Masters degree in English from Rajshahi University in the year 1981 and Joined in the Board of Directors of Rangpur Foundry Limited in 1985. Now she is one of the members of Audit Committee of the company.

Chowdhury Kamruzzaman

Director

[Nominated by M/s: Property Development Limited]

- Mr. Chowdhury Kamruzzaman has been appointed as new board member of Rangpur Foundry Limited with effect from 27 October 2016. He is the nominee director of M/s: Property Development Limited, a sponsor & shareholder of Rangpur Foundry Limited. Mr. Zaman has a long professional experience in various operational areas especially in the marketing side. He bears a vast experience of almost 21 years in the marketing arena of the company. Mr. Zaman completed his graduation from the University of Dhaka in 1992 and completed his Mater Degree from the same university in 1993. He visited lot of countries and attended various training programs in home and abroad.

Mr. M.A.Mannan

Independent Director

- The Board of Directors of Agricultural Marketing Company Limited appointed Mr. Mannan as the Independent Director of the company for a period of 3 years. He is a knowledgeable individual having practice in financial, regulatory and corporate laws of the country. Mr. Mannan completed his Bachelor B.A. Banking Diploma, DAIBB. He has a long professional experience in financial sector specially in banking areas. He served different branches of Pubali Bank Ltd. during the period from 1979 to 1982. After successful completion of 5 (five) years managerial job, he was posted to Sylhet as AGM in 2001 & worked there for more than 5 (five) years. Worked in various segment of banking sector including Human Resources & Audit division and performed quite efficiently. The Board appointed him for a final term of 03 years with effect from 29 April 2016.

DIRECTORS' REPORT
TO THE SHAREHOLDERS
For the year ended 30 June 2017

WELCOMING SHAREHOLDERS

The Board of Directors of Rangpur Foundry Limited (RFL) welcomes all of you to the 37th Annual General Meeting (AGM) of the company. We are delighted to submit before you the operational activities, audited financial statements with auditor's report of the company for the year ended on 30 June 2017 for your consideration and approval. We have tried to describe briefly the present scenario of the business in the global context and comparing present economic condition of the country.

REVIEW OF CUREENT BUSINESS OPERATION

Bangladesh is becoming more and more promising area for the local and foreign business houses expanding business for consumer goods. Though there is a lots of prospect, there are lots of competitors as well. Lots of challenges are coming as like earlier years. Newer companies are coming in the market with the same product that our companies have. Therefor, to keep the market share of our product intact, company continuously trying to reduce the production cost but maintaining the same standard as company committed to the customer. Production planning is regularly been updated to keep the rush of production cost. Moreover, importance given in the product advertisement in different media. Improvement programs has been initiated to provide long lasting product at a reasonable price. Considering prevailing adverse factors for consumer business, Net Revenue this year reached Tk. 1,153,659,512 from Tk. 1,033,725,840 which is 11.60% higher than the last year's proceeds.

Production capacity for current year was 12,000 MT and the actual production increased from 10,471 MT to 10,845 MT which is 3.57% higher than that of last year. At the same time capacity utilization reached above 90% whereas it was 87% in the previous year. Human resources have been trained up properly and utilized to their full potential to do such laborious work for more production.

The percentage of Sales Quantity for the products of the company is listed below:

Product Category	(Qty in MT)		
	Jul 16-Jun 17	Jul'15-Jun 16	Sales Increase
Tubewell & Spares (CI Products)	9,608.74	7,998.27	20.14%
Irrigation Pumps & Others (CI products)	1,295.13	644.04	100.94%

All CI Products	(Qty in MT)		
	Jul 16-Jun 17	Jul'15-Jun 16	Increase (%)
Installed Capacity	12,000	12,000	Nil
Actual Production	10,845	10,471	3.57%
Utilization of Capacity	90.38%	87.26%	

EXPORT OF GOODS

Company always believe in diversified earning sources to keep the revenue progressive. As a part of this, more emphasis given on export earnings development. The export indicators were progressive every year comparing to this year's export proceeds. This year the export proceeds little bit gone down due to changes of choice of foreign consumers'. Company decided more participation in various trade fairs in home and abroad for displaying our product and to attract the potential buyers. Steps have been taken to strengthen Company's own export sales set up in India and the Middle Eastern countries and to increase participation in international fairs for more interaction with prospective export clients. We are also trying to enter into other markets beside SAARC region and the management is working on it. The company earned BDT 1.03 Cr. from its export proceeds, whereas it was BDT 1.12 Cr. in the last fiscal year. In graphical presentation total sales revenue calculated with cash incentives on export sales.

SALES & DISTRIBUTION

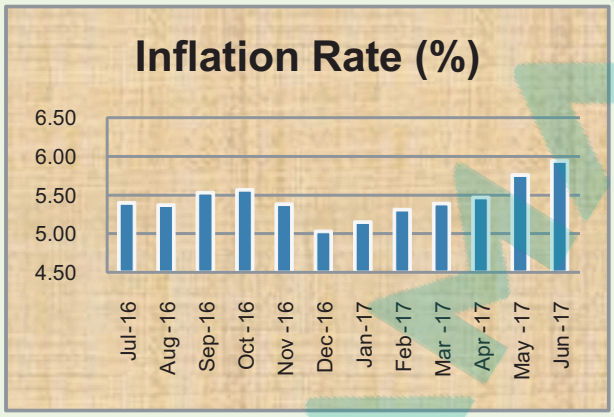
Distribution and sales is a major concern for Rangpur Foundry Limited. The company gives priority in delivering the products to the consumers' on time. To accelerate the sales revenue, distribution channel has been developed. More carriers' have been deployed to accomplish the logistic support for the distribution points.

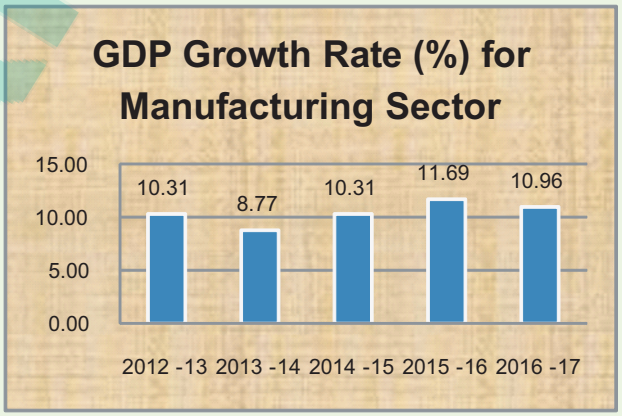
As a result of giving importance more on distribution & sales revenue volume and value has increased for the year 2016-17. Company expected more growth on sales, but couldn't reach due to stiff competition and consumers' choice. But the sales force tried to reach the undeveloped areas to ensure our products available each and every corner of the country.

SOCIO-ECONOMIC POSITION OF COUNTRY: INDUSTRY PERSPECTIVE

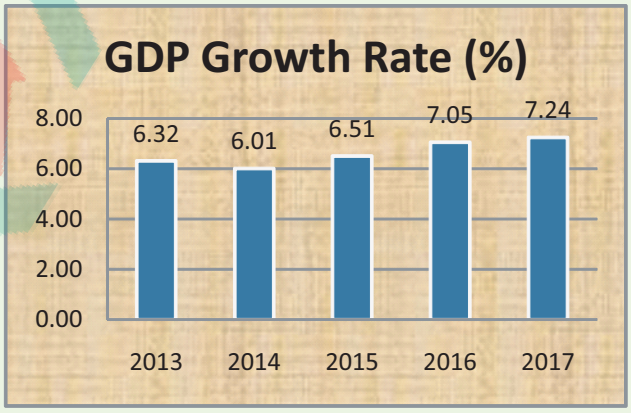
Bangladesh economy continues to maintain its growth momentum confronting the challenges emerging from the slow pace of global recovery and the destabilizing factors prevalent in the domestic front during the FY 2016-17. The economy has posted an average growth rate of 6.52 percent in the last five years. GDP growth is provisionally estimated at 7.24 percent in FY 2017-18, slightly up from 7.05 percent in FY 2016-17. The growth is broad-based and well-supported by the three sectors of the economy: agriculture, industry and service. The per capital national income reached US$ 1,602 in FY 2016-17, which is US$ 136 more than last year. Inflation gradually came down and on point-to-point basis, inflation in June 2017 slid down to 5.94 percent from 5.53 percent in June 2016. Effective coordination between fiscal and monetary policy by the government helped to maintain the macroeconomic stability. Imports and Exports registered as 30 June 2017 BDT 262.6 million & BDT 185.79 million. In FY 2016-17, the inflow of remittances declined 14.48 percent from the previous FY 2015-16. This year foreign exchange reserve increased 11.02 percent from the last year. It is expected that the initiatives taken by the Government on fiscal and monetary fronts will help attain the desired growth targets.

Bangladesh has been able to maintain a GDP growth rate at around 7.01% amid deficient energy and the rate of inflation as recorded in Bangladesh on September, 2016 is 5.53 percent (Point to Point basis).





Source: Bangladesh Bank /BBS



Source: Bangladesh Bureau of Statistics

OPERATIONAL PERFORMANCE

All business activities are measured in terms of financial figures. Figures indicate the achievement of the company. Despite strong competition, regulatory uncertainty and adverse socio-economic factors your company has tried to keep consistency on sustainable growth. This has happened due to strong leadership of efficient and dedicated board of directors, hard working management team and staffs. Your company performed even better and grown further to catch the world's challenges during this reporting period. During the reviewing year, RFL made a gross sale of Tk. 115.3 Crores as against Tk. 103.3 Crores during the previous year. This is more than 11.62% higher than that of last year. The cost of production also increased proportionately. Cost of Goods increased 11.88% this year. Administrative expense increased due to enhancement of Salary Allowances of the staffs to keep market standard and maintaining well livelihood. The Management reviewed the wages of the workers' this year according to the existing labor law due to food inflation. This has an impact on the cost of production. Management team wanted to recover the costs by increasing sales without re-pricing consumer goods. Most of our demandable product price was static in the last fiscal year. In the face of the adverse situations company earned Tk. 23.6 Cr. operating profit and Tk. 3.9 Cr. net profit, after deducting Workers Profit Participation Fund (WPPF), Workers' Welfare Fund (WWF), Workers' Welfare Foundation Fund(WWFF) and Corporate Tax.

The comparatives on the financial performance of the Company for Twelve-month period to June 30, 2017 are

Particulars	30-Jun-17 (Taka)	30-Jun-16 (Taka)	% Increase
Revenue	1,153,659,512	1,033,725,840	11.60%
Cost of Sales	917,323,405	819,906,267	11.88%
Gross Profit	236,336,107	213,819,573	10.53%
Operating Expense	139,583,273	115,934,307	20.39%
Net Profit (Before Tax)	54,141,399	52,251,680	3.62%
Provision for Tax	15,243,709	14,343,278	36.28%
Net Profit after Tax	39,197,690	37,908,402	3.40%

The above table denotes that the growth of Rangpur Foundry Limited (RFL) in terms of Revenue increased 11.60% whereas Net profit after tax increased 3.40% due to decrease of various expenses in the year ended 30 June, 2017. On the other hand, the company incurred operating expenses, which is 20.39% higher in this year compared to the previous.

In addition to that Earning per Share (EPS) of the company for this year is Tk. 3.92 based on outstanding 1,00,00,000 shares of Tk.10 each and last year it was Tk. 3.79 per share.

COMPANY PRODUCTS

Tube Wells & and its spare parts including centrifugal pumps and some other Cast Iron (CI) product is the main category in product portfolio. The products are manufactured by cast iron. These products are in the market from a long time. Therefore product diversification is underway by the management. Now the company is thinking to introduce newer household items for valued customers in the next year and their choice, utility and requirements will be considered first.

HUMAN RESOURCE MANAGEMENT

A human being becomes human resource when skill is added with its entity. Twig by Twig Rangpur Foundry Limited has evolved as one of the strongest brand in home and abroad through its sincerity to develop the efficiency of its work force as well as the quality of the products. In order to do so RFL has profoundly illuminated the Human Resource Development issues within the company.

A system becomes Profit making when savings is ensured. The return of flawed products eats up the profit margin enormously. So the assurance of quality product requires the availability of skilled workers, in the first hand, behind the machine.

We believe that all the resources without Human Resources are Zero Resources in respect of output. Throughout its wide-spread activities on HR Development, RFL brings the workforce under both "on the job" as well as "off the job" Training programs at its own cost unlike many other competing organizations in Bangladesh. Just after joining here in RFL, the workers are brought under "on the job" Training programs. Later on they get enrolled in further skill development training. Throughout the year 2016-17, RFL has brought employees under the following three types of training courses.

1. Productivity Skill Development Training
2. Marketing and Sales Skill Development Training
3. Self Development Training.

The company has taken the project to recruit talented people to take the challenges and make them leader in the corporate world.

COMPLIANCE MANAGEMENT

For a sustainable growth in the revenue generation, it is essential to become complied with the statutory, legal, operational, financial, environmental and other compliance issues. With systematic compliance management which adequately covers company risks, company can avoid statutory violations as far as possible, and promote professional integrity. Effective compliance management is therefore an indispensable component of diligent management. Companies contribute to their social responsibility through good compliance and acting with integrity.

The management ensures that the company's compliance program is regularly audited by Head of Compliance to test its effectiveness. Weaknesses in the program or individual measures are then remedied. The compliance program must also be adapted in risk-based terms to take into account any changes in the company.

In Rangpur Foundry Limited (RFL) we try our level best to keep up with the growing industry and its reforming compliance standards by prioritizing our assessment and evaluation system in buyer's compliance, export compliance and social compliance. And therefore at those fundamental points we have to cut off an amount of foreseeable profit. We interpret compliance as incorporating standards that conform to specific requirements.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The directors of the company are responsible for preparation and true and fair presentation of financial statements. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements those are free from material misstatement whether due to fraud or error, selecting and applying appropriate accounting policies. In that capacity, the Directors confirm, to the best of their knowledge that-

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

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

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

RESPONSIBILITY OF CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) FOR FINANCIAL DISCLOSURES

As it is the responsibility of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) to examine and certify that the financial statement is free from materially untrue, misleading statement and omission of material fact along with re-presenting a true and fair view of company's affairs to their best knowledge and belief before placing it before the board. After their review, they have certified to the Board regarding true and fairness of financial facts and figures during preparation of this financial statements. The Board in its meeting held on October 26, 2017, recorded that the CEO and CFO jointly submitted their certification as was required under Condition No 6 of the Corporate Governance Guidelines of BSEC.

SHAREHOLDING PATTERN

Securities and Exchange Commission has imposed a condition to disclose the Shareholding by the individuals having relation with the company in condition no: 1.5 (xxi). The board is presenting the shareholding structure as on 30 June 2017 as Annexure-II in this Annual Report.

CORPORATE GOVERNANCE PRACTICE

Being one of the leading business enterprises and growing steadily, appropriate corporate governance practice is very much essential for us. Therefore, Sound and effective corporate governance practices are fundamental towards enhancing long-term performance, continued growth, success and reputation of our company. The Board after reviewing company's operation ensures that the highest standards of corporate governance are applied to respect the laws of the country. The Board of Directors strongly believes that good corporate governance is vital in enhancing long-term performance and continuous growth and success. This will also create good internal control system within the company.

RFL has developed its corporate Governance framework based on Bangladesh Securities and Exchange commission (BSEC) Corporate Governance Notification, The Companies act 1994, Dhaka and Chittagong Stock Exchanges Listing Regulation, standard of business, politics and guideline of the company, laws of the land and local and global best practice.

The Board subscribes to internal guidelines on Corporate Disclosure Policies and Procedures based on the best practices recommended by Bangladesh Securities & Exchange Commission to provide the Company with appropriate guidance in discharging its disclosure obligations and to ensure that the Company moves beyond making the minimum mandatory disclosure requirements.

As the Company has significant presence in the capital market & also in business operation, it abides by the guidelines of the relevant regulators and authorities. Implementation of a sound corporate governance structure and procedures & standards are essential for a public company and we are happily pledged to implement those in the upcoming years.

As practiced earlier, company has appointed M/s. Huda & Co. (Chartered Accountants) this year to examine the compliance of conditions by BSEC. For appropriate reporting of governance under 7(ii), status of compliance has been annexed to this report. Auditor will provide a certification under condition 7(i) of Corporate Governance Guidelines after completing the examination and their documentary satisfaction

COMPANY'S INTERNAL CONTROL

Company's success depends on how internal control system is effective within the organization. The board has the ultimate responsibility of establishing effective system of internal control. To ensure internal control regarding risk management, financial control and compliance legislation, the company follows the principle of decentralization. It has been designed to manage the risk of failure and to achieve the objective of the company. The company has established Internal Audit Department and appointed Head of Internal Audit to ensure internal control and compliance in place.

Effective internal controls are the foundation to a safe, sound, and successful enterprise. A properly designed and consistently enforced system of internal controls helps a company's board of directors and management safeguard their resources and produce reliable financial reports. Primary objectives of an internal control system are to ensure; efficient and effective operations, accurate financial reporting, and compliance with laws and regulations.

Internal control programs can help the management in many ways such as measure performance, make decisions, evaluate progress, and limit risks. An effective control program can also help with avoiding surprises by detecting mistakes caused by factors such as personal distraction, carelessness, fatigue, errors in judgment, or unclear instructions in addition to fraud or deliberate noncompliance with policies. The system of internal control should be periodically reviewed by management. By performing a periodic assessment, management assures that internal control activities have not become obsolete or lost due to turnover or other factors.

The framework of a good internal control system of Rangpur Foundry Limited includes:

a) Controlling Company's internal environment
b) Assessment of Risks and Addressing procedure
c) Monitoring the activities and reviewing whole action plan
d) Analyzing Information and Communication to concerned personnel
e) Control unplanned and irregular activities.

APPROPRIATION OF PROFIT

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

Particulars	(Amount in Taka)	
	30-June-2017	30-June-2016
(a) Net Profit after Tax	39,197,690	37,908,402
(b) Appropriation Proposed:		
(i) Interim Dividend Paid @23% for 2016		(23,000,000)
(ii) Cash Dividend @12% for 2016	(12,000,000)	
(iii) Prior year Adjustment (Deffered Tax)	Nil	Nil
Transferred to Retained Earnings	27,197,690	14,908,402
Add. Accumulated Surplus	110,025,912	95,117,510
Balance Carry Forward	**137,223,602**	**110,025,912**

DECLARATION OF DIVIDEND

We are concerned about the interest of our valued investors'. A stable Dividend policy is followed by the management considering benefits of the shareholders' and safeguarding their valuable investment. Considering entire business conditions and growth during this year, the Board of Directors proposed and recommended for declaration of Cash Dividend for the year 2016-17 at the rate of Tk. 23%. This will involve an amount of Tk. 23,000,000 for the accounting year 2017-18.

RISKS MANAGEMENT

Like the competitors and other companies, our business is also exposed to diverse risks that arise out of the internal and external fronts. In addition to constant regulatory risks from an unstable regulatory regime, we remain prepared for other risks from market, operation, legal issues, interest rate and exchange rate volatility, and potential changes in policies at the national or global level.

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

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

Below steps is followed by the company during its Risk Management by its team.

Identification	Risk identification is a key component of a robust framework. This means understanding the risk profile and identifying and assessing the significant risks contained within it.
Impact Assessment	It is concerned with assessing probability and impact of individual risks, taking into account any inter-dependencies or other factors outside the immediate scope under investigation.
Mitigation	The ultimate purpose of our risk identification and analysis are to prepare for risk mitigation. Mitigation includes reduction of the likelihood that a risk event will occur and reduction of the effect of a risk event if it does occur.
Monitoring	Management also keep a clear picture of any project developing in reality and based on the picture risk management planning is framed. Management maintains a track of the identified risks, monitor the effectiveness of your risk responses and identify new or changed risks. This means having effective reporting mechanisms in place and ensuring that risk is covered in all key reports and reviews.
Review	The company carried out risk audit by its internal staff and external service providers as well. A risk audit provides a measure of independence and perspective. In our risk audit we focus on compliance with standards, procedures and legislative requirements.

EXPANSION & FUTURE PLAN

Considering customers' choice in mind, we are trying to expand our business locally and globally. Operation units are working on this and analyzing the prospective areas for product development. Research & Development team working very hard and newer products will be added in company's portfolio in the coming days. Management is also thinking for increasing the production capacity in the upcoming years, as it has utilized ninety percent of its installed capacity in the current year.

ROTATION OF DIRECTORS

According to the Clause 91(2) of the Companies Act 1994, not less than one third of the total number of directors of every Company other than Private Limited Company should retire from the position in the Annual General Meeting and if eligible can be re-elected. As a result Mr. Chowdhury Kamruzzman will retire from his directorship according to Article 127, 128 & 129 of Articles of Association. Being eligible can offer himself for re-election as per Article 130 in this Annual General Meeting.

CODE OF CONDUCT

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

CONTINUATION OF INDEPENDENT DIRECTOR

Mr. M.A. Mannan, Independent Director completed his tenure of 03(Three) years on 3rd April, 2016 as stipulated by BSEC Therefore, the board extended his appointment for another term of 03(three) years w.e.f: 04 April 2016. Earlier, the Board of Director appointed Mr. Mannan as independent director of the company on April 4, 2013 according to Corporate Governance Guidelines circulated by Bangladesh Securities and Exchange Commission. He is continuing for this position in this financial year complying with the tenure of Independent Director set out in Corporate Governance Guideline [condition 1.2(vi)]. A brief resume of Mr. Mannan is annexed in separate page with the profile of other Board Members.

DIRECTOR'S REMUNERATION

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

APPOINTMENT OF AUDITOR

The existing auditor M/s. ACNABIN, Chartered Accountants is going to retire in this Annual General Meeting. The Board proposes M/s. M.J.Abedin & Co., Chartered Accountants, National Plaza(3rd Floor), 109, Bir Uttam C.R. Datta Road, Dhaka-1205, Bangladesh to appoint as new auditor of the company for the year 2017-18 to hold office till conclusion of the next Annual General Meeting pursuant to the section 210 of The companies Act, 1994 and other applicable provisions.

AUDIT COMMITTEE FUNCTIONS

It is very important issue for all Publicly Listed Companies to constitute an effective Audit Committee within the organization. So, the Board of Rangpur Foundry Limited has established an Audit Committee to comply with the conditions 3, 3.1, 3.2, 3.3, 3.4, 3.5 of the Corporate Governance Guidelines notified on (07 August 2012) by Bangladesh Securities and Exchange Commission (BSEC). The present Audit Committee is as follows:

Name	Position in the Board	Position in the Committee
Mr. M.A. Mannan	Independent Director	Chairman
Mr. Ahsan Khan Chowdhury	Chairman	Member
Mrs. Sabiha Amjad	Director	Member

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

RELATED PARTY TRANSACTION

The company has established appropriate procedures to ensure that the company complies with the directions of BSEC. All related party transactions are forwarded to the Audit Department for verification. The Board of Directors like to disclose the information related to the transactions with the parties involved with the business as required by the CG Guidelines circulated by BSEC through note no. 40.1 (a), (b), (c).

SEGMENT INFORMATION

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

- Raw Materials Stock & purchase (Opening & Closing)
- Production Capacity and Actual Production
- Value of Work in process
- Finished Goods

The segment information about company's products is displayed in the notes 21.1 to 21.7 in the financial statements in this report which is consistent with the total sales value for the purposes of evaluating performance.

GOING CONCERN

The Board of Directors of RFL confirms that they have reasonable expectation on the going concern identity of the company. Analysis of previous business operation and cause and effect in the financial statement are the basis of this confirmation Management has prepared financial statements on a going concern basis, having made due inquiries that the Company have adequate resources to continue operations in the foreseeable future.

EXTRA-ORDINARY EVENTS

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

UTILIZATION OF PROCEEDS PROM PUBLIC ISSUE

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

VARIANCE IN QUARTERLY AND ANNUAL FINANCIAL PERFORMANCE

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

APPRECIATION

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

The Directors also express their deep appreciation for the sincere and dedicated service rendered by the employees of the Group for the progress of the Company.

Once again we offer our heartiest thanks to all shareholders for their support during this year.
On behalf of the Board of Directors,



Rathendra Nath Paul
Managing Director

AMARSTOCK

শেয়ার হোল্ডারগণের প্রতি পরিচালক মন্ডলীর প্রতিবেদন

৩০ জুন ২০১৭ তারিখে সমাপ্ত বছরের জন্য

সম্মানীত শেয়ারহোল্ডারগণ

রংপুর ফাউন্ড্রী লিমিটেড (আরএফএল) এর পরিচালনা পর্ষদ কোম্পানির ৩৭তম বার্ষিক সাধারণ সভায় (এজিএম) সকলকে স্বাগত জানাচ্ছে। আপনাদের বিবেচনা এবং অনুমোদনের জন্য ৩০ জুন ২০১৭ ইং তারিখে সমাপ্ত বছরের জন্য কোম্পানির নিরীক্ষিত আর্থিক বিবরণী ও নিরীক্ষকের প্রতিবেদন আপনাদের সম্মুখে উপস্থাপন করতে পেরে আমরা আনন্দিত। আমরা বৈশ্বিক প্রেক্ষাপটে এবং দেশের বর্তমান অর্থনৈতিক অবস্থা বিবেচনা করে ব্যবসার বর্তমান পরিস্থিতি তুলে ধরতে চেষ্টা করেছি।

বর্তমান ব্যবসায়িক কার্যক্রম পর্যালোচনা

ভোগ্য পণ্যের ব্যবসা সম্প্রসারণের জন্য স্থানীয় এবং বিদেশী ব্যবসা প্রতিষ্ঠানগুলো স্থাপনের ক্ষেত্রে বাংলাদেশ অনেক বেশী সম্ভাবনাপূর্ণ হয়ে উঠেছে। যদিও এখানে রয়েছে অনেক বেশী সম্ভাবনা, পাশাপাশি প্রতিযোগী আছে প্রচুর। পূর্বের বৎসরের ন্যায় অনেক প্রতিযোগিতা রয়েছে। নুতন নুতন কোম্পানী বাজারে আসছে একই রকম পন্য নিয়ে যা আমাদের কোম্পানীরও রয়েছে। তথাপি আমাদের পণ্যের বাজার আগের মতন রাখতে এবং পণ্যের উৎপাদন খরচ কমাতে ও গ্রাহকের নিকট পণ্যের মান ধরে রাখতে কোম্পানী অনবরত চেষ্টা করে যাচ্ছে। উৎপাদন খরচ দ্র"তকমানো জন্য উৎপাদন পরিকল্পনা নিয়মিত হালনাগাদ করা হচ্ছে। উপরন্তু বিভিন্ন মিডিয়ায় পণ্যের বিজ্ঞাপন প্রদানে গুর"ত্বদেওয়া হচ্ছে। যৌক্তিক দামে দীর্ঘস্থায়ী পণ্য সরবরাহ করতে বিনিয়োগ কর্মসূচী নেওয়া হয়েছে। ভোগ্যপণ্য ব্যবসায়ের ক্ষেত্রে প্রচলিত প্রতিকুলতা বিবেচনা করে, এই বছরে নীট আয় পূর্বের ১,০৩৩,৭২৫,৮৪০ কোটি টাকা থেকে বৃদ্ধি পেয়ে বর্তমানে ১,১৫৩,৬৫৯,৫১২ কোটি টাকায় দাড়িয়েছে যা গত বছরের তুলনায় ১১.৬০% বেশী।

চলতি বছরের জন্য উৎপাদন ক্ষমতা ছিল ১২,০০০ মেট্রিক টন কিন্তু প্রকৃত উৎপাদন বৃদ্ধি পেয়ে ১০,৪৭১ মেট্রিক টন থেকে ১০,৮৪৫ মেট্রিক টন এ পৌছেছে যা গত বছরের চেয়ে ৩.৫৭% বেশি। একই সময়ে সক্ষমতার সদ্ব্যবহার পৌঁছেছে ৯০%, আগের বছরে যা ছিল ৮৭%। মানব সম্পদকে যথাযথভাবে প্রশিক্ষণ প্রদান করা হয়েছে এবং আরো বেশি উৎপাদনের জন্য তাদের পূর্ণসম্ভাবনাকে কাজে লাগানো হয়েছে।

পণ্যের শ্রেণী	(মেট্রিক টনে পরিমাণ)		
	জুলাই ১৬-জুন ১৭	জুলাই ১৫-জুন ১৬	বিক্রি প্রবৃদ্ধি
নলকূপ এবং খুচরা যন্ত্রাংশ (সি আই পণ্যসমূহ)	৯,৬০৮.৭৪	৭,৯৯৮.২৭	২০.১৪%
সেচ পাম্প এবং অন্যান্য (সি আই পণ্যসমূহ)	১,২৯৫.১৩	৬৪৪.০৪	১০০.৯৪%

পণ্যের ক্যাটাগরি	জুলাই ১৬-জুন ১৭	জুলাই ১৫-জুন ১৬	বিক্রি প্রবৃদ্ধি
সংস্থাপন সক্ষমতা	১২,০০০	১২,০০০	-
প্রকৃত উৎপাদন	১০,৮৪৫	১০,৪৭১	৩.৫৭%
সক্ষমতার যথাযথ ব্যবহার	৯০.৩৮%	৮৭.২৬%	

পণ্য রপ্তানি

কোম্পানি সবসময় বিশ্বাস করে বিভিন্ন উৎস থেকে উপার্জিত আয় ধরে রাখতে। এর অংশ হিসেবে, রপ্তানি আয় উন্নয়নে অধিক গুর"ত্বপ্রদান করা হচ্ছে। এ বছরের রপ্তানি আয়ের তুলনায় প্রত্যেক বছরেই রপ্তানি সূচক ভাল ছিল। এ বছর রপ্তানির হার কিছুটা কমে গেছে বিদেশী ভোক্তাদের চাহিদার পরিবর্তনের কারণে। আমাদের পণ্য প্রদর্শনের এবং গুর"ত্বপূর্ণক্রেতাদেরকে আকৃষ্ট করার লক্ষ্যে কোম্পানি দেশ ও বিদেশে বিভিন্ন বানিজ্য মেলায় অংশগ্রহণের বিষয়ে সিদ্ধান্ড়নিয়েছে। কোম্পানির নিজস্ব রপ্তানি কাঠামো শক্তিশালী করার জন্য সার্কভুক্ত ও মধ্যপ্রাচ্যের দেশগুলোতে এবং আন্ড়র্জাতিকমেলায় অংশগ্রহণ বাড়াতে গঠনমূলক রপ্তানিকারকদের সাথে যোগাযোগের বৃদ্ধির বিষয়ে পদক্ষেপ নেওয়া হয়েছে। আমরা আরও চেষ্টা করছি সার্কভুক্ত দেশগুলোর পাশাপাশি অন্যান্য দেশের বাজারে প্রবেশ করা এবং ব্যবস্থাপনা কর্তৃপক্ষ এ ব্যপারে কাজ করে যাচ্ছে। কোম্পানি এবছর রপ্তানি আয় করেছে ১.০৩ কোটি টাকা, যা গত আর্থিক বছরে ছিল ১.১২ কোটি টাকা। মোট রপ্তানি আয় এবং রপ্তানির ক্ষেত্রে নগদ সহায়তা প্রদানের হিসাব চিত্রের মাধ্যমে দেখানো হয়েছে।

বিক্রয় ও বিতরণ

বিক্রয় ও বিতরণ রংপুর ফাউন্ড্রি লিমিটেডের জন্য অন্যতম বিষয়। কোম্পানি ভোক্তাদের নিকট সঠিক সময়ে পণ্য পৌঁছে দেওয়ার বিষয়ে অগ্রাধিকার প্রদান করছে। বিক্রয় আয় বাড়াতে বিতরণ চ্যানেল উন্নত করা হয়েছে। লজিস্টিক সাপোর্ট উন্নত করতে সরবরাহ পয়েন্টের জন্য অধিক সংখ্যক কর্মী ও বাহন যোগ করা হয়েছে। বিক্রয় ও বিপনন ব্যবস্থার উপর যথাযথ গুরুত্ব প্রদানের কারণে ২০১৬-২০১৭ সালে বিক্রয়ের পরিমান ও রাজস্ব উভয়েই বৃদ্ধি পেয়েছে। কোম্পানি তার বিক্রয় প্রবৃদ্ধি আরো বেশি প্রত্যাশা করেছিল কিন্তু কঠোর প্রতিযোগিতা এবং ভোক্তাদের পছন্দের তারতম্যের কারণে তা অর্জন সম্ভব হয়নি। আমাদের বিক্রয় কর্মীরা অনুন্নত এলাকাগুলোতে পৌছানোর সর্বাত্নক চেষ্টা করেছে যা আমাদের পণ্য দেশের প্রতিটি প্রান্তে সহজলভ্যতা নিশ্চিত করতে ভূমিকা রাখবে।

দেশের আর্থ-সামাজিক অবস্থা: শিল্পখাত

বাংলাদেশের অর্থনীতি প্রবৃদ্ধি ধারা বজায় রাখার জন্য ক্রমবর্ধমান চ্যালেঞ্জগুলো মোকাবেলা করছে যা কিনা বৈশ্বিক পূর্ণরুদ্ধারেরধীর গতি থেকে এবং ২০১৬-১৭ অর্থ বছরে দেশের সামগ্রিক পরিস্থিতির কারণে তৈরী হয়েছে। গত ৫ বছরে অর্থনীতির গড় প্রবৃদ্ধি ৬.৫৯ হারে বৃদ্ধি পেয়েছে। জিডিপি প্রবৃদ্ধি ধরা হয়েছে ২০১৭-১৮ আর্থিক বছরে ৭.২৪ শতাংশ যা ২০১৬-২০১৭ অর্থবছরের ৭.০৫ শতাংশ থেকে একটু বেশী। কৃষি, শিল্প এবং সেবা এই তিনটি অর্থনৈতিক খাতের জোরাল সমর্থনে এই প্রবৃদ্ধি ধরে রাখা সম্ভব হচ্ছে। ২০১৬-২০১৭ আর্থিক বছরে মাথাপিছু জাতীয় আয় অর্জিত হয়েছে ১,৬০২ ডলার যা গত বছর থেকে ১৩৬ ডলার বেশি। মুদ্রাস্ফীতি ধীরে ধীরে কমে এসেছে পয়েন্ট টু পয়েন্ট ভিত্তিতে। ২০১৭ সালের জুন মাসে মুদ্রাস্ফীতি ৫.৯৪ শতাংশ থেকে ৫.৫৩ শতাংশে কমে এসেছে। সরকার রাজস্ব ও আর্থিক নীতির মধ্যে কার্যকর সমন্বয় দেশের এই বৃহদাকার অর্থনৈতিক কর্মকান্ডের স্থিতিশীলতা বজায় রাখতে সাহায্য করেছে। ২০১৭ সালের জুন ৩০ পর্যন্ড় আমদানী এবং রপ্তানি নিবন্ধিত হয়েছিল যথাক্রমে ২৬২.৬ এবং ১৮৫.৭৯ মিলিয়ন টাকা। ২০১৬-১৭ অর্থ বছরে প্রেরিত বৈদেশিক মুদ্রা ২০১৫-১৬ অর্থ বছর থেকে ১৪.৪৮ শতাংশ কমে গেছে। এ বছরের বৈদেশিক বিনিময় রিজার্ভ গত বছর থেকে ১১.০২ শতাংশ বৃদ্ধি পেয়েছে। এটি আশা করা যায় যে, সরকার কর্তৃক নেওয়া পদপেক্ষগুলো আর্থিক বছর এবং অর্থনীতির উপর প্রত্যাশিত টার্গেট অর্জনে সাহায্য করবে।

বাংলাদেশ জ্বালানী শক্তি স্বল্পতার মধ্যেও প্রায় ৭.০১% জিডিপি বৃদ্ধির হার বজায় রাখতে সক্ষম হয়েছে।বাংলাদেশে ২০১৭ সালের জুন পর্যন্ড় মুল্যস্ফীতির হার রের্কড করা হয় ৫.৫৩ শতাংশ। (পয়েন্ট টু পয়েন্ট ভিত্তিক)।

পরিচালনা কার্যক্রম

সকল ব্যবসায়ীক কার্যক্রম বিবেচনা করা হয় আর্থিক আকারের ভিত্তিতে। বিভিন্ন চিত্র কোম্পানির অর্জনকে নির্দেশ করে কঠিন প্রতিযোগিতা, নিয়ন্ত্রণ অনিশ্চয়তা এবং বিরুপআর্থ-সামাজিক কারণ থাকা সত্বেও আপনার কোম্পানি চেষ্টা করেছে টেকশই প্রবৃদ্ধির ধারা বজায় রাখতে। এটি ঘটেছে পরিচালনা পর্ষদের নিবেদিত এবং যথাযথ নেতৃত্ব, কঠোর কর্ম ব্যবস্থাপনা টিম এবং কর্মকর্তাদের কারণে। এই প্রতিবেদন মেয়াদের মধ্যে বিশ্বের চ্যালেঞ্জ সমূহ মোকাবিলা করতে আমাদের কোম্পানী কর্ম সম্পাদনে ভালো করেছে। পর্যালোচনা বছরে আর এফ এল মোট বিক্রি করেছে ১১৫.৩ কোটি টাকা যা গত বছর ছিল ১০৩.৩ কোটি। এটি গত বছরের চেয়ে ১১.৬২% বেশি। উৎপাদন খরচও যৌক্তিকভাবে বৃদ্ধি পেয়েছে। উৎপাদনের খরচও বৃদ্ধি পেয়েছে ১১.৮৮%। প্রশাসনিক ব্যয় বৃদ্ধি পেয়েছে কর্মীদের বেতন কাঠামো বৃদ্ধি মান সম্মত বাজার ধরে রাখতে এবং উন্নত জীবন যাপনে সাহায্য করার কারণে। খাদ্য মূল্যস্ফীতির কারণে ব্যবস্থাপনা কর্মীদের বেতন পর্যালোচনা করেছে বিদ্যমান শ্রম আইন অনুসারে। যা উৎপাদন খরচের উপর প্রভাব ফেলেছে। পরিচালনা পর্ষদ চেয়েছে ভোগ্য পণ্যের দাম না বাড়িয়ে বিক্রয় বৃদ্ধির মাধ্যমে ব্যয়ের উপর পূর্বের মত নিয়ন্ত্রণ রাখতে। আমাদের অধিকাংশ চাহিদা সম্পন্ন পণ্যের দাম ছিল স্থিতিশীল। বিরূপ পরিস্থিতির মুখেও কোম্পানি ২৩.৬ কোটি টাকা পরিচালন মুনাফা এবং শ্রমিকদের মুনাফায় অংশগ্রহণ তহবিল (ডবিউওপিপিএফ), ওয়ার্কার'স ওয়েলফেয়ার ফান্ড (ডবিউডবিউএফ), ওয়ার্কা'স ওয়েলফেয়ার ফাউন্ডেশন ফান্ড (ডবিউডবিউএফএফ) এবং প্রাতিষ্ঠানিক কর কর্তন করার পর ৩.৯ কোটি টাকা নীট মুনাফা করেছে।

কোম্পানির আর্থিক কর্মসক্ষমতার তুলনা ২০১৭ সালের ৩০ জুন পর্যন্ড় ১২ মাসের জন্য নিম্নে উপস্থাপন করা হল:

বিবরণী	৩০শে জুন, ২০১৭	৩০শে জুন, ২০১৬	% বৃদ্ধির হার
আয়	১,১৫৩,৬৫৯,৫১২	১,০৩৩,৭২৫,৮৪০	১১.৬০%
বিক্রীত পণ্য	৯১৭,৩২৩,৪০৫	৮১৯,৯০৬,২৬৭	১১.৮৮%
মোট মুনাফা	২৩৬,৩৩৬,১০৭	২১৩,৮১৯,৫৭৩	১০.৫৩%
পরিচালনা ব্যয়	১৩৯,৫৮৩,২৭৩	১১৫,৯৩৪,৩০৭	২০.৩৯%
নীট মুনাফা (কর পূববর্তী)	৫৪,১৪১,৩৯৯	৫২,২৫১,৬৮০	৩.৬২%
কর সঞ্চিতি	১৫,২৪৩,৭০৯	১৪,৩৪৩,২৭৮	৩৬.২৮%
কর পরবর্তী (নীট মুনাফা)	৩৯,১৯৭,৬৯০	৩৭,৯০৮,৪০২	৩.৪০%

উপরের সরণী থেকে দেখা যাচ্ছে যে, রংপুর ফাউন্ড্রী লিমিটেড (আরএফএল) এর রাজস্ব প্রবৃদ্ধি ঘটে ১১.৬০% যেখানে কর পরবর্তী নীট মুনাফা বৃদ্ধি পায় ৩.৪০%। বিভিন্ন ব্যয় হ্রাসের কারণে এটা সম্ভব হয়েছিল। অপর পক্ষে গত অর্থবছরের তুলনায় কোম্পানির পরিচালনা ব্যয় এবছর ২০.৩৯% বৃদ্ধি পায়।
অত্র বছরে শেয়ার প্রতি কোম্পানি আয় (ইপিএস) ছিল ৩.৯২ টাকা। প্রতিটি ১০ টাকা মুল্যের এক কোটি শেয়ার অনুযায়ী এ হিসাব সম্পন্ন হয় এবং গত বৎসর প্রতি শেয়ারে তা ছিল ৩.৭৯ টাকা।

কোম্পানির পণ্যসমূহ

নলকূপ ও ইহার যন্ত্রপাতি সেন্ট্রিফিউগাল পাম্প সহ এবং অন্যান্য কাস্ট আয়রন (ঢালাই লোহা) কোম্পানির পন্যসম্ভারের প্রধান শ্রেণী। পণ্যগুলো প্রস্তুত করা হয় ছাঁচে ঢালা লোহার মাধ্যমে। এই পণ্য বাজারে দীর্ঘদিন ধরে আছে। তথাপি, পণ্য বৈচিত্র করণের বিষয়টি নিয়ে ব্যবস্থাপনা কর্তৃপক্ষ কাজ করছে। কোম্পানি আগামী বছরে ভোক্তাদের পছন্দ, উপযোগিতা এবং প্রয়োজনীয়তার বিষয়টি বিবেচনা করে নতুন গৃহস্থালী সামগ্রী উৎপাদনের পরিকল্পনা করছে।

মানবসম্পদ ব্যবস্থাপনা

একজন মানুষের সাথে দক্ষতা যুক্ত হলে মানবসম্পদে রূপান্তরিত হয়। মানব সম্পদের দক্ষতা এবং পণ্যের মান উন্নয়নের মাধ্যমে রংপুর ফাউন্ড্রী লিমিটেড দেশ-বিদেশে অন্যতম শক্তিশালী ব্রান্ড হিসাবে আর্বিভূত হয়েছে। এ জন্য আরএফএল কোম্পানির ভিতর মানব সম্পদ উন্নয়নে ব্যাপকভাবে কাজ করেছে। সঞ্চয় নিশ্চিত করা হলে একটি পদ্ধতি লাভজনক হয়। ত্রুটিযুক্তপণ্য ফেরত আসলে তা মুনাফাকে হ্রাস করে। তাই গুণগতমান সম্পন্ন পণ্যের জন্য দক্ষ জনশক্তির প্রয়োজন।

আমরা বিশ্বাস করি যে, মানব সম্পদ ছাড়া কোন উৎপাদন সম্ভব নয়। মানব সম্পদ উন্নয়নে ব্যাপকভাবে বিস্তৃত কর্মকান্ডের মাধ্যমে আরএফএল কর্মশক্তিকে "অন দ্য জব" এবং "অব দি জব" উভয় প্রশিক্ষণের আওতায় এনেছে। আরএফএল এ যোগ দেওয়ার পর কর্মচারীদেরকে "অন দি জব" প্রশিক্ষণ কর্মসূচীর আওতায় গড়ে তোলা হয়। পরবর্তীতে তারা অন্যান্য দক্ষতা উন্নয়নমুলক প্রশিক্ষণে যোগ দেয়।
২০১৬-১৭ সাল জুড়ে নিচের তিন ধরণের প্রশিক্ষণের আওতায় আরএফএল এর কর্মীদের আনা হয়েছে।
১। উৎপাদনশীলতা দক্ষতা উন্নয়ন প্রশিক্ষণ
২। বিক্রয় ও বিপনন দক্ষতা উন্নয়ন প্রশিক্ষণ
৩। আত্ম-উন্নয়ন প্রশিক্ষণ।
বিশ্বায়ন চ্যালেঞ্জ মোকাবিলা করার জন্য এবং নেতৃত্ব প্রদানে কোম্পানি দক্ষ জনশক্তি নিযুক্ত করছে।

আদেশ প্রতিপালন ব্যবস্থাপনা

রাজস্ব আয়ের মধ্যে একটি স্থায়ী প্রবৃদ্ধির জন্য, সংবিধিবদ্ধ আইনি, কার্যক্রম, আর্থিক, পরিবেশগত এবং অন্যান্য প্রতিপালন সংক্রান্ত নিয়মনীতির বিষয়গুলো মেনে চলা অপরিহার্য। পদ্ধতিগত প্রতিপালন ব্যবস্থাপনা প্রয়োগের মাধ্যমে কোম্পানির ঝুঁকি সমুহ, সংবিধিবদ্ধ বিধিসমুহ ভঙ্গ করার বিষয়টি কোম্পানি যথাসম্ভব এড়িয়ে চলতে পারে এবং এ কারণে পেশাগত সততাও বৃদ্ধি পায়। সুতরাং উন্নতর ব্যবস্থাপনার একটি অবিচ্ছেদ্য অংশ প্রতিপালন ব্যবস্থাপনা, নীতি মেনে চলা এবং সততার মাধ্যমে কাজ করার সাহায্যে একটি কোম্পানি সামাজিক দায়বদ্ধতা পালন করতে পারে।

কোম্পানি প্রতিপালন ব্যবস্থাপনার কার্যকারীতা উপলব্ধি করার জন্য পরিচালনা পর্ষদ নিয়মিত প্রধান প্রতিপালন ব্যবস্থাপনা দ্বারা তা নিরীক্ষা করেন। ব্যক্তিগত বা কার্যক্ষেত্রে কোনরূপ দুর্বলতা দেখা গেলে প্রতিকারমুলক পদক্ষেপ গ্রহন করা হয়। কোম্পানির ঝুঁকি ব্যবস্থাপনায় কোন ধরণের পরিবর্তন ঘটলে সেক্ষেত্রে প্রতিপালন নীতি মেনে চলা হয়। রংপুর ফাউন্ড্রি লিমিটেড (আরএফএল) এ আমাদের পদ্ধতিগত পরিমাপ এবং মূল্যায়নের ভিত্তিতে ক্রেতা, রপ্তানী এবং সামাজিক প্রতিপালনকে মানকে পূণরায় প্রতিষ্ঠা করার জন্য আমরা সর্বোত্তক প্রচেষ্টা করি। এজন্য মৌলিক যথাসময়ে আমাদের নিকট ভবিষ্যতে লাভের পরিমান কমাতে হবে। আমাদের দৃষ্টিভঙ্গি প্রতিপালন অনুযায়ী মান বজায় রাখা এবং সুনির্দ্দিষ্ট চাহিদার সমন্বয় ঘটানো।

আর্থিক প্রতিবেদনে পরিচালকদের দায়িত্ব

ব্যবসায়িক অবস্থার নির্দেশক হলো আর্থিক কার্যক্রম। সকল আর্থিক লেনদেন সংক্রান্তবিষয়টি পরিচালনা পর্ষদের সভায় অনুমোদিত এবং শেয়ারহোল্ডারগণ কর্তৃক তাদের বার্ষিক সাধারণ সভায় তা গৃহীত হতে হবে। কোম্পানী পরিচালনার জন্য পরিচালকগণ দায়বদ্ধ এবং এই কারণে পরিচালকগণ তাদের জ্ঞাতসারে নিম্নে বিষয়গুলো নিশ্চিত করেন যেঃ
(১) আর্থিক বিবরণীতে কোম্পানির সম্পদ, দায়, আর্থিক অবস্থা এবং লাভ-ক্ষতির সঠিক বিবরণ থাকবে।
(২) কৌশলগত প্রতিবেদনে ব্যবসায় উন্নয়ন এবং ফলাফলের স্পষ্ট রূপরেখা প্রধানঝুকি এবং অনিশ্চয়তার বিষয়সহ কোম্পানি অবস্থান অন্তর্ভুক্ত থাকবে।

(৩) বার্ষিক প্রতিবেদন এবং আর্থিক বিবরণী সুষম এবং বোধ্যগম্য হতে হবে এবং কোম্পানির ফলাফল মুল্যায়ন করতে শেয়ারহোল্ডারদের জন্য প্রয়োজনীয় তথ্যাবলী থাকবে।
(৪) পরিশেষে কোম্পানির ব্যবস্থাপনা দ্বারা প্রস্তুতকৃত আর্থিক বিবরনী কাজের অবস্থা, ফলাফল, নগদ প্রবাহ এবং ইক্যুইটি পরিবর্তন এবং উপস্থাপন করে।

আর্থিক প্রতিবেদনে বিএএস/আইএএস/বিএফআরএস/আইএফআরএস এর প্রয়োগ

আর্থিক প্রতিবেদনের বিষয়বস্তু এবং উপস্থাপনের উপর ভিত্তি করে আন্তর্জাতিক হিসাবরক্ষণ মান (আইএএস)/বাংলাদেশ হিসাবরক্ষণ মান(বিএএস)/আন্তর্জাতিক আর্থিক প্রতিবেদনের মান (আইএফআরএস) বাংলাদেশ আর্থিক প্রতিবেদন মান (বিএফআরএস) এবং আন্তর্জাতিকনিরীক্ষণ (আইএসএ) এর মাধ্যমে ভিত্তি, কাঠামো পথ নির্দেশনা এবং শর্ত প্রদত্ত হয়ে থাকে। [আইএএস ১২.১] এবং আমরা এ বিষয়ে নিশ্চয়তা প্রদান করতে পারি যে, এ সকল মান অনুয়ায়ী আর্থিক বিবরণী প্রনয়ণ করা হয়েছে এবং এক্ষেত্রে কোন বিচ্যুতি ঘটলে তাও উলেখ করা হয়েছে।

প্রধান নির্বাহী কর্মকর্তা ও প্রধান অর্থ কর্মকর্তার আর্থিক প্রকাশনার দায়বদ্ধতাঃ

আর্থিক বিবরণী পরীক্ষা করা এবং সনদ প্রদান প্রধান নির্বাহী কর্মকর্তা (সিইও) এবং প্রধান অর্থ কর্মকর্তা (সিএফও) দায়িত্ব। মিথ্যাতথ্য, বিভ্রান্তিকরবিবৃতি এবং উলেখযোগ্য তথ্যের ব্যত্যয়, এসকল বিষয় থেকে আর্থিক প্রতিবেদন মুক্ত হতে হবে। আর্থিক প্রতিবেদনে কোম্পানির প্রকৃত অবস্থা তুলে ধরতে হবে। পরিচালনা পর্ষদের নিকট প্রতিবেদন দাখিল করার পূর্বে এ সকল বিষয় দৃষ্টিপাত করতে হবে। পরবর্তীতে পরিচালনা পর্ষদ আর্থিক প্রতিবেদনের সত্যতা নিশ্চিত করেন। ২৬ অক্টোবর ২০১৭ তারিখে অনুষ্ঠিত পরিচালনা পর্ষদ সভায় প্রধান নির্বাহী কর্মকর্তা (সিইও) এবং প্রধান অর্থ কর্মকর্তা (সিএফও) যৌথভাবে প্রত্যয়নপত্র দাখিল করেন, যা বিএসইসি এর প্রাতিষ্ঠানিক সুশাসন নির্দেশনা এর ৬ নং শর্তের চাহিদা মোতাবেক ছিল।

শেয়ার ধারণের ধরন

সিকিউরিটিজ এন্ড এ·চেঞ্জ কমিশন শেয়ার গ্রহণকারী ব্যক্তিদের সাথে কোম্পানীর সম্পর্কের বিষয় উন্মোচনের জন্য ১.৫(২১) নং শর্ত আরোপ করেছে। পরিচালনা পর্ষদ ৩০ জুন ২০১৭ তারিখে কোম্পানীর শেয়ারহোল্ডারদের তালিকা অনুসারে শেয়ার ধারণ উপস্থাপন করেছে, যা বার্ষিক প্রতিবেদনের সংযুক্তি-২ এ সন্নিবেশিত হয়েছে।

প্রাতিষ্ঠানিক সুশাসন অনুশীলনঃ

একটি নেতৃস্থানীয় ব্যবসায়িক প্রতিষ্ঠান হিসাবে এগিয়ে যাওয়া আমাদের জন্য প্রাতিষ্ঠানিক সুশাসন অত্যন্তজরুরী।নিরাপদ ও কার্যকর প্রাতিষ্ঠানিক সুশাসন অনুশীলন এবং এর মৌলিক ভিত্তির পরিসর কোম্পানির দীর্ঘমেয়াদী কার্যক্ষমতা, নিরবিচ্ছিন্ন প্রবৃদ্ধি, সফলতা এবং সুনাম বৃদ্ধি করেছে। কোম্পানির কার্যক্রম পর্যালোচনা করে বোর্ড নিশ্চিত হয়েছে যে, দেশের আইনের প্রতি সম্মান দেখিয়ে কোম্পানিতে সর্বোচ মানের প্রাতিষ্ঠানিক সুশাসন এর প্রয়োগ করা হয়েছে। পরিচালনা পর্ষদ দৃঢ়ভাবে বিশ্বাস করে যে দীর্ঘমেয়াদী কার্যক্ষমতা এবং ধারাবাহিক প্রবৃদ্ধি ও সফলতার জন্য প্রাতিষ্ঠানিক সুশাসন অপরিহার্য বিষয়।
প্রাতিষ্ঠানিক সুশাসনের জন্য আমাদের ৫টি গুরুত্বপূর্ণ কর্মনীতিঃ
১। নৈতিক সততাঃ ব্যবসার একটি পরিস্কার নৈতিক ভিত্তি।
২। শ্রেণীবদ্ধ ব্যবসায়িক লক্ষ্য অর্জন ঃ বিভিন্ন পক্ষের সিদ্ধান্তগ্রহন করে কাঙ্খিত লক্ষ্যে পৌছানো।
৩। কৌশলগত ব্যবস্থাপনাঃ একটি কার্যকর কৌশল প্রর্বতন করা যেখানে বিভিন্ন পক্ষের মূল্যায়ন করা হয়।
৪। সংগঠনঃ প্রাতিষ্ঠানিক সুশাসন অনুশীলনের পক্ষে সহায়ক কাঠামো আছে এমন সংগঠন।
৫। প্রতিবেদনঃ প্রতিবেদন পদ্ধতি এমন রাখা যেখানে স্বচ্ছতা ও জবাবদিহিতা থাকবে।

আরএফএল, বাংলাদেশ সিকিউরিটিজ একচেঞ্জ কমিশন (বিএসইসি) এর প্রাতিষ্ঠানিক সুশাসন বিজ্ঞপ্তি, কোম্পানি আইন ১৯৯৪, ঢাকা এবং চিটাগাং ষ্টক একচেঞ্জের নিয়মকানুন ছাড়াও অভ্যন্তরীণ ও আন্তর্জাতিক নির্দেশনা, চর্চা ও আইনের উপর ভিত্তি করে প্রাতিষ্ঠানিক সুশাসনের অবকাঠামো গড়ে তুলেছে।

কোম্পানিগুলোকে তথ্য প্রকাশের দায়বদ্ধতার পরিপালনে যথাযথ নির্দেশনা প্রদানে বাংলাদেশ সিকিউরিটিজ একচেঞ্জ কমিশন কর্তৃক সুপারিশকৃত কর্পোরেট তথ্য প্রকাশ নীতিমালা এবং প্রক্রিয়ায় ভিত্তিতে পরিচালনা পর্ষদ অভ্যন্ড়রীণনির্দেশনাবলীতে স্বাক্ষর প্রদান করেছে এবং তারা এটি নিশ্চিত করেছেন যে, নূন্যতম আবশ্যক তথ্য প্রকাশের প্রয়োজনীয়তা কোম্পানি পরিহার করবেনা।

যেহেতু পুঁজিবাজারে এবং ব্যবসায়িক কার্যক্রমে ও কোম্পানির লক্ষণীয় উপস্থিতি বিদ্যমান আছে, তাই কোম্পানি সংশিষ্ট নিয়ন্ত্রণকারী কর্তৃপক্ষের দেয়া নিদের্শনাবলী পরিপালন করে থাকে। এটি পাবলিক কোম্পানির জন্য প্রাতিষ্ঠানিক সুশাসন এর নিরাপদ কাঠামো প্রক্রিয়া ও মান বাস্ড়বায়ন করা আবশ্যক এবং আমরা খুশি মনেই আগামী বছরগুলোতে তা বাস্ড়বায়নে দায়বদ্ধ থাকব।

কোম্পানি বাংলাদেশ সিকিউরিটিজ এন্ড এ·চেঞ্জ কমিশন এর শর্তাবলী পরিপালন যাচাই করার জন্য হুদা এন্ড কোং কোম্পানিকে (চার্টার্ড এ্যাকাউন্ট্যান্ট) কে নিযুক্ত করেছে। আইনের ৭(২) ধারা মোতাবেক পরিচালন পদ্ধতির উপর যথাযথ প্রতিবেদন প্রদান করার জন্য অত্র প্রতিবেদনের সাথে পরিপালন অবস্থা সংযুক্ত করা হলো। প্রাতিষ্ঠানিক সুশাসন নির্দেশিকার ৭(১) নং শর্তে অধীনে যাচাই বাছাই শেষে নিরীক্ষকগণ একটি প্রত্যয়নপত্র ও তাদের সন্তুষটির উপর দলিলপত্রাদি প্রদান করবে।

কোম্পানীর অভ্যন্ড়রীন নিয়ন্ত্রণ

প্রতিষ্ঠানের মধ্যে কিরূপ অভ্যন্ড়রীণনিয়ন্ত্রণ ব্যবস্থা কার্যকর আছে তার উপর কোম্পানি সফলতা নির্ভর করে। কার্যকর অভ্যন্ড়রীণনিয়ন্ত্রণ পদ্ধতি প্রতিষ্ঠা করতে পরিচালনা পর্ষদই চূড়ান্ড়দায়িত্বশীল। ঝুঁকি ব্যবস্থা, আর্থিক নিয়ন্ত্রণ এবং আইনের পরিপালন সংক্রান্ড়অভ্যন্ড়রীণনিয়ন্ত্রণ নিশ্চিত করতে কোম্পানি বিকেন্দ্রিকরন মুলনীতি অনুসরণ করে। ব্যর্থতার ঝুঁকি ব্যবস্থাপনা করতে এবং কোম্পানির লক্ষ্য অর্জনের উদ্দেশ্যে এটি তৈরী করা হয়েছে। কোম্পানি অভ্যন্ড়রীণনিরীক্ষা বিভাগ প্রতিষ্ঠা করেছে এবং অভ্যন্ড়রীণনিরীক্ষা প্রধান নিয়োগ দিয়েছেন, যাতে করে অভ্যন্ড়রীণনিয়ন্ত্রণ ও কোম্পানিতে তার বাস্ড়বায়ন নিশ্চিত করা যায়।

কার্যকর অভ্যন্ড়রীণনিয়ন্ত্রণ ব্যবস্থা প্রতিষ্ঠানের নিরাপত্তা, সুস্থাতা ও সফলতার মুলভিত্তি। যথাযথভাবে পরিকল্পিত এবং ধারাবাহিকভাবে প্রয়োগকৃত অভ্যন্ড়রীণনিয়ন্ত্রণ পদ্ধতি কোম্পানির পরিচালনা পর্ষদ ও কর্তৃপক্ষকে তাদের সম্পদ সুরক্ষা ও বিশ্বাসযোগ্য আর্থিক প্রতিবেদন উপস্থাপনে সহায়তা করে। অভ্যন্ড়রীণ নিয়ন্ত্রণ ব্যবস্থার প্রাথমিক লক্ষ্য হলো কার্যকর ও দক্ষ পরিচালনা, সঠিক আর্থিক প্রতিবেদন, এবং আইন ও বিধিমালার পরিপালন নিশ্চিত করা।

অভ্যন্ড়রীণনিয়ন্ত্রণ কার্যক্রম কর্তৃপক্ষকে বিভিন্নভাবে সহায়তা করতে পারে, যেমন যোগ্যতা পরিমাপ, সিদ্ধান্ড়গ্রহন, অগ্রগতির মূল্যায়ন এবং ঝুঁকি কমানো। একটি কার্যকর নিয়ন্ত্রণ কার্যক্রম ব্যক্তিগত বিভ্রান্ড়ি,অমনোযোগিতা, দূর্বলতা, ভূল সিদ্ধান্ড়গ্রহন, বা অস্পষ্ট নির্দেশ ইত্যাদি ক্ষেত্রে সংঘটিত ভূল সনাক্ত করতঃ আশ্চর্যান্বিত হওয়ার পরিহার করতে সহায়তা করে। অভ্যন্ড়রীণ নিয়ন্ত্রণ ব্যবস্থাটি কর্তৃপক্ষ কর্তৃক সময়ে সময়ে পর্যালোচনা করা উচিত।

পর্যায়ক্রমে মূল্যায়নের মাধ্যমে কর্তৃপক্ষ এটা নিশ্চিত করেন যে বিপর্যয় বা অন্য কোন কারণে অভ্যন্ড়রীণনিয়ন্ত্রিণ কার্যক্রম হারিয়ে বা অচল হয়ে যায়নি। রংপুর ফাউন্ড্রি লিমিটেডের অভ্যন্ড়রীণ নিয়ন্ত্রণ ব্যবস্থার কাঠামো নিম্নোক্ত জিনিস গুলো রয়েছে।

ক) প্রতিষ্ঠানের অভ্যন্ড়রীণ পরিবেশ নিয়ন্ত্রণ
খ) ঝুঁকি এবং নির্ণয় পদ্ধতির পর্যালোচনা
গ) কার্যক্রম পর্যবেক্ষণ এবং সম্পূর্ণ কর্ম পরিকল্পনার পর্যালোচনা
ঘ) সংশিষ্ট ব্যক্তির কাছে তথ্য ও যোগাযোগ বিশেষণ করে দেওয়া
ঙ) পরিকল্পনা বিহীন এবং নিয়মবহিভূর্ত কার্যাবলীর নিয়ন্ত্রণ।

মুনাফা উপযোজন

কোম্পানির আর্থিক ফলাফল বিবেচনা করে পরিচালকগণ অত্যন্ড়আনন্দের সাথে আপনাদেরকে পর্যালোচনাধীন বছরের আয়ের যথার্থতা বিষয়ে তাদের সুপারিশ জানাচ্ছে। যথার্থতা সমুহ নিম্নরূপঃ

বিবরণ	টাকার পরিমাণ	
	৩০-জুন-২০১৭	৩০-জুন-২০১৬
(ক) কর বাদে নীট মুনাফা	৩৯,১৯৭,৬৯০	৩৭,৯০৮,৪০২
(খ) প্রস্ড়াবিত অর্থ উপযোজন:		
(১) ২০১৬ সালের জন্য ২৩% হারে পরিশোধিত অন্তর্ড়বর্তীকালীন ডিভিডেন্ড (লভ্যাংশ)		(২৩,০০০,০০০)
(২) ২০১৬ সালের জন্য ১২% হারে নগদ বা লভ্যাংশ	(১২,০০০,০০০)	
(৩) পূববর্তী বছর সমন্বয় (বিলম্বিত কর)	-	-
অর্জিত আয়ে স্থানান্ড়র	২৭,১৯৭,৬৯০	১৪,৯০৮,৪০২
যোগ: সঞ্চিত উদ্বৃত্ত	১১০,০২৫,৯১২	৯৫,১১৭,৫১০
উদ্বৃত্তের জের	১৩৭,২২৩,৬০২	১১০,০২৫,৯১২

লভ্যাংশ ঘোষণা

আমাদের সম্মানিত বিনিয়োগকারীদের স্বার্থের ব্যাপারে আমরা সর্বদা সজাগ। শেয়ারহোল্ডারদের স্বার্থ বিবেচনা করে ব্যবস্থাপনা পর্ষদ একটি স্থিতিশীল লভ্যাংশ নীতি অনুসরণ করে। ব্যবসার অবস্থা এবং প্রবৃদ্ধি বিবেচনা করে পরিচালনা পর্ষদ ২০১৬-২০১৭ অর্থবছরের জন্য ২৩% হারে নগদ লভ্যাংশের ঘোষণার জন্য প্রস্তাবএবং সুপারিশ করেছে। ২০১৭-১৮ হিসাবের বছরের জন্য এখাতে ২৩,০০০,০০০ টাকা প্রয়োজন পরবে।

ঝুঁকি ব্যবস্থাপনা

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

ঝুঁকি ব্যবস্থাপনার ব্যাপারে কোম্পানির লক্ষ্য:

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

ঝুঁকি ব্যবস্থাপনার সময় কোম্পানি কর্তৃক নিম্নলিখিত পদক্ষেপসমূহ অনুসরণ করতে হবে।

সনাক্তকরণ	বড় ধরণের কাঠামোর একটি বড় উপাদান হলো ঝুঁকি সনাক্তকরণ। এর মানে হলো ঝুঁকির ইতিহাস বোঝা এবং এর মধ্যে যে উলেখযোগ্য ঝুঁকি রয়েছে তা সনাক্ত এবং মূল্যায়ন করা।
প্রভাব মূল্যায়ন	তদন্তাধীন বিষয়েরপরিধির বাইরেও যেকোনো অসংগতি কিংবা বিষয় বিবেচনায় এনে ব্যক্তিগত ঝুঁকির সম্ভাব্যতা এবং প্রভাবের মূল্যায়ন করা।
লাঘব	আমাদের ঝুঁকি সনাক্তকরণ এবং বিশেষণের চূড়ান্তউদ্দেশ্য হলো ঝুঁকি লাগবের জন্য প্রস্তুত হওয়া । ঝুঁকি লাঘবের মধ্যে অন্তর্ভুক্ত রযেছে ঝুঁকির সম্ভাব্যতা হ্রাসকরণ যেখানে ঝুঁকিপূর্ণ ঘটনা ঘটার সম্ভবনা রয়েছে এবং ঘটলে ঝুঁকির প্রভাব হ্রাস পাবে।
তদারকি	বাস্তবেযেকোনো প্রকল্প উন্নয়নের একটি সুস্পষ্ট ছবি রাখবে ব্যবস্থাপনা পর্ষদ এবং এর ভিত্তিতে ঝুঁকি ব্যবস্থাপনা পরিকল্পনা তৈরী করা হবে। ব্যবস্থাপনা পর্ষদ সনাক্তকৃত ঝুঁকিসমুহের তালিকা তৈরী করে, ঝুঁকির প্রতি নিয়ন্ত্রণ কার্যকারিতা তদারকী করে এবং নতুন কিংবা পরিবর্তিত ঝুঁকিসমূহ সনাক্ত করে। এর মানে হলো কার্যকর প্রতিবেদন ব্যবস্থা থাকা এবং নিশ্চিত করা যে সকল গুরত্বপূর্ণ প্রতিবেদন এবং পর্যবেক্ষণ দ্বারা ঝুঁকি মোতাবেলা করতে হবে।
পর্যালোচনা	কোম্পানি নিজস্ব কর্মকর্তা ও বিভিন্ন সেবাপ্রদানকারী সংস্থাদ্বারা ঝুঁকি নিরীক্ষা সম্পন্ন করে। ঝুঁকি নিরীক্ষা একটি স্বতন্ত্রবোর্ড এবং দৃষ্টিভঙ্গির রূপরেখা প্রদান করে। আমাদের ঝুঁকি নিরীক্ষায় আমরা মান, পদ্ধতি এবং আইনগত আবশ্যকতার পরিপালনের উপর আলোকপাত করি।

সম্প্রসারণ এবং ভবিষ্যত পরিকল্পনাঃ

ভোক্তা চাহিদা মাথায় রেখে ও তা পূরণের লক্ষ্যে আরএফএল দীর্ঘদিন ধরে স্থানীয় ও আর্ন্তজাতিক বাজারে ব্যবসা সম্প্রসারণের সর্বোচ্চ চেষ্টা করে আসছে। পণ্যের গুণগতমান উন্নয়নে। অপারেশন ইউনিট সম্ভাবনাময় ক্ষেত্রগুলোকে বিশেষণ করে যাচ্ছে। গবেষণা ও উন্নয়ন বিভাগ আগামী দিনগুলোতে কোম্পানি পণ্য সম্ভারে নতুন পণ্য যোগ করতে কঠোর পরিশ্রম করে যাচ্ছে। উৎপাদন সক্ষমতা ইতিমধ্যে শতকরা ৯০ ভাগ ব্যবহৃত হয়েছে এবং ব্যবস্থাপনা পর্ষদ সক্ষমতা বাড়ানোর চিন্তা করছে।

পরিচালক পূনঃ নিয়োগ

কোম্পানি আইন, ১৯৯৪ এর ৯১(২) ধারা মোতাবেক প্রাইভেট লিমিটেড কোম্পানি ব্যতীত প্রত্যেক কোম্পানির পরিচালকবৃন্দের মোট সংখ্যার এক তৃতীয়াংশ বার্ষিক সাধারণ সভায় তাদের পদ থেকে অবসর গ্রহণ করবেন এবং যোগ্য হলে পূণর্নির্বাচিত হবেন। ফলে সংঘবিধির ১২৭, ১২৮ এবং ১২৯ ধারা মোতাবেক এই সাধারণ সভায় চৌধুরী কামর"জ্জামানতার পরিচালক পদ থেকে অবসর গ্রহণ করবেন। তিনি যোগ্য হওয়ায় এই বার্ষিক সাধারণ সভায় ১৩০ ধারা মোতাবেক পূণরায় নির্বাচিত হতে পারবেন।

আচরণবিধি

সততার সাথে ব্যবসা পরিচালনা করতে রংপুর ফাউন্ড্রি লিমিটেড এর পরিচালনা পর্ষদের সদস্যরা বদ্ধপরিকর। পরিচালকগণের স্বচ্ছতা এবং জবাবদিহিতা নিশ্চিত করতে পরিচালনা পর্ষদের সদস্যরা একটি আচরণবিধি গ্রহণ করেছেন। পরিচালনা পর্ষদে নতুন সদস্য অন্ড়র্ভূক্তিরক্ষেত্রে এই আচরণবিধি প্রযোজ্য হয় এবং কোম্পানির নিবন্ধিত কার্যালয়ে প্রয়োজনীয় রেকর্ডের জন্য পরিপালন ব্যবস্থা রাখা হয়। সরকারি কর্তৃপক্ষের নিকট থেকে ব্যবসা এবং বিধি-বিধান সংক্রান্ড়নৈতিক আচরণবিধি বজায় রাখার জন্য পরিচালকগণ দায়ী। আচরণবিধির পরিপালন সদস্যগণ বার্ষিক সভায় অবগত করবে।

স্বতন্ত্র পরিচালকের কার্যকাল

জনাব এম এ মান্নান গত এপ্রিল ২০১৬ ইং তারিখে স্বাধীন পরিচালক হিসাবে ৩ বছর পূর্ণ করেন। বাংলাদেশ সিকিউরিটিজ অ্যান্ড এ·চেঞ্জ কমিশন কর্তৃক প্রচারিত প্রাতিষ্ঠানিক সুশাসন নির্দেশনা অনুযায়ী পরিচালনা পর্ষদ জনাব এম এ মান্নানকে স্বাধীন পরিচালক হিসাবে নিয়োগ করে যা ৪ এপ্রিল, ২০১৬ থেকে কার্যকরী আছে।

প্রাতিষ্ঠানিক সুশাসন নির্দেশনা অনুযায়ী [শর্ত ১.২ (৪)] তিনি এই প্রতিবেদনের আর্থিক বছরেও উক্ত পদে বহাল রয়েছেন। জনাব এম এ মান্নান এর সংক্ষিপ্ত জীবন বৃত্তান্ড় এবং অন্যান্য বোর্ড সদস্যদের বৃত্তান্ড় আলাদা পৃষ্ঠায় সংযুক্তি হিসাবে প্রকাশ হয়েছে।

পরিচালকদের সম্মানি

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

নিরীক্ষকের নিয়োগ

বর্তমান নিরীক্ষক মেসার্স একনাবিন, চার্টার্ড অ্যাকাউন্ট্যান্টস্ এই বার্ষিক সাধারণ সভায় অবসর নেবেন। পরিচালনা পর্ষদ ২০১৭-২০১৮ সালের জন্য কোম্পানি আইন, ১৯৯৪ এ ২১০ ধারা এবং অন্যান্য প্রযোজ্য বিধান মোতাবেক মেসার্স এম. জে আবেদীন অ্যান্ড কোং চার্টার্ড অ্যাকাউন্ট্যান্টস, ন্যাশনাল পাজা (২য় তলা), ১০৯, বীর উত্তম সি.আর দত্ত রোড, ঢাকা- ১২০৫ কে পরবর্তী বার্ষিক সাধারণ সভা পর্যন্ড় নিরীক্ষা প্রতিষ্ঠান হিসেবে নিয়োগের সুপারিশ করছে।

নিরীক্ষা কমিটির কাজ

একটি কার্যকর নিরীক্ষা কমিটি গঠন সকল পাবলিক তালিকাভুক্ত কোম্পানির জন্য এটি একটি গুর"ত্বপূর্ণবিষয়। তাই রংপুর ফাউন্ড্রি লিমিটেডের পরিচালনা পর্ষদ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এ·চেঞ্জ কমিশন (বিএসইসি) কর্তৃক ০৭ আগস্ট ২০১২ ইং তারিখে প্রচারিত প্রাতিষ্ঠানিক সুশাসন নির্দেশনা ৩, ৩.১, ৩.২, ৩.৩, ৩.৪, ৩.৫ শর্ত মোতাবেক নিরীক্ষা কমিটি প্রতিষ্ঠা করেছে।

বর্তমান নিরীক্ষা কমিটি নি"রূপ ঃ

জনাব এম.এ মান্নান	স্বাধীন পরিচালক	চেয়ারম্যান
জনাব আহসান খান চৌধুরী	চেয়ারম্যান	সদস্য
জনাবা সাবিহা আমজাদ	পরিচালক	সদস্য

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

সংশিষ্ট পক্ষের লেনদেন

কোম্পানি বিএসইসি'র নির্দেশনা পরিপালন নিশ্চিতকল্পে যথাযথ পদক্ষেপ গ্রহন করেছে। সকল সংশিষ্ট পরে লেনদেন যাচাই বাছাইয়ের জন্য নিরীক্ষা বিভাগে পাঠানো হয়। পরিচালনা পর্ষদ বিএসইসি কর্তৃক প্রচারিত প্রাতিষ্ঠানিক সুশাসন মুলনীতির চাহিদা অনুসারে বার্ষিক প্রতিবেদনে ব্যবসার সাথে সংশিষ্ট সকল পক্ষের লেনদেনের সকল তথ্য প্রকাশ করে থাকে।

পণ্যভিত্তিক তথ্য

রংপুর ফাউন্ড্রি লিমিটেড এর নিজস্ব বিক্রয়কেন্দ্র এবং পরিবেশকের মাধ্যমে পণ্য বিক্রয় করে। কোম্পানির পণ্যের প্রকাশিত পরিমাণ নিচে দেওয়া হলো। তথ্য নিম্নলিখিত উপায়ে ভাগ করা হয়েছে।

* কাঁচামাল মজুত এবং ক্রয় (প্রারম্ভিক এবং সমাপনী মজুদ)
* উৎপাদন ক্ষমতা এবং প্রকৃত উৎপাদন
* বিক্রয়
* উৎপাদিত পণ্য।

প্রতিষ্ঠানের পণ্যসমুহের তথ্য যা সর্বমোট বিক্রয় মুল্যের সাথে সামঞ্জস্যপূর্ণ তার আর্থিক বিবরণী নোট নং ২০.১ থেকে ২০.৭ এ উপস্থাপিত হয়েছে।

চলমান ব্যবসা

আরএফএল এর পরিচালনা পর্ষদ পূর্বের ব্যবসা পরিচালনা এবং আর্থিক বিবরণী পূর্ণ বিশেষণ করে এই মর্মে নিশ্চিয়তা প্রদান করে যে, কোম্পানির চলমান প্রতিষ্ঠান পরিচয়ের জন্য যৌক্তিক সম্ভবনা রয়েছে। ব্যবস্থাপনা কর্তৃপক্ষ চলমান প্রতিষ্ঠান হিসাব করে কোম্পানির আর্থিক বিবরণী প্রস্তুত করেছেন এবং যথাযথ অনুসন্ধান করেছে যে, আগামী দিনগুলোতে ব্যবসায়িক কার্যক্রম পরিচালনার জন্য কোম্পানি পর্যাপ্ত সম্পদ রয়েছে।

বিশেষ ঘটনা

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

জনসাধারণ থেকে প্রাপ্ত আয়ের ব্যবহার

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

ত্রৈমাসিক এবং বার্ষিক আর্থিক কার্যক্রমের তারতম্য

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

কৃতজ্ঞতা স্বীকার

রংপুর ফাউন্ড্রি লিমিটেড এর পরিচালনা পর্ষদ সকল শ্রদ্ধেয় বিনিয়োগকারী, ভোক্তা সাধারণ, ব্যাংক, ইন্স্যুরেন্স কোম্পানিসমুহ, সিকিউরিটিজ অ্যান্ড এ·চেঞ্জ কমিশন, ঢাকা স্টক এ·চেঞ্জ, চট্টগ্রাম এ·চেঞ্জ, সরকারি নিয়ন্ত্রণ সংস্থাসমুহ, সেন্ট্রাল ডিপোজিটরি বাংলাদেশ লিমিটেড এবং সকল ব্যবসায়িক সহযোগী প্রতিষ্ঠানের উদ্দেশ্য পূরণের লক্ষ্যে তাদের আস্থা, ধারাবাহিক সমর্থন ও সহযোগিতা প্রদানের জন্য আন্ড্রিক কৃতজ্ঞতা প্রকাশ করেছে।

প্রাতিষ্ঠানিক উন্নতিতে অবদান রাখার জন্য পরিচালনা পর্ষদ প্রতিষ্ঠানে কর্মরত আন্ড্রিকও আত্মনিয়োজিত কর্মকর্তা-কর্মচারীগণের প্রতি ও গভীর কৃতজ্ঞতা প্রকাশ করেছে।

পরিশেষে অব্যাহত সহযোগিতা এবং সমর্থনের জন্য সকল বিনিয়োগকারীদেরকে আন্ড্রিক ধন্যবাদ জ্ঞাপন করছে পরিচালকবৃন্দ।

পরিচালনা পর্ষদের পক্ষে

রথীন্দ্র নাথ পাল
ব্যবস্থাপনা পরিচালক

Annexure-I

Status of Compliance with the conditions imposed by the Securities and Exchange Commission Notification No. SEC / CMRRCD / 2006 -158 /134/ Admin /44 dated 07 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969 along with the Notification regarding amendment of Condition no.4 dated: July 21, 2013.

(Report under Condition No. 7.00)

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.	**Board of Directors:**			
1.1	Board's Size (Number of Board members to be 5-20)	✓		
1.2	**Independent Directors:**			
1.2 (i)	At least 1/5th of the total number of Directors of Board shall be Independent Directors	✓		
1.2 (ii) a)	Who holds less than 1% shares of total paid-up shares of the Company;	✓		
1.2 (ii) b)	Not a Sponsor of the Company and is not connected with the Company's any Sponsor or Director or Shareholder who hold 1% or more shares;	✓		
1.2 (ii) c)	Not having any pecuniary or otherwise relationship with the Company its subsidiary/associated Companies;	✓		
1.2 (ii) d)	Not a Member, Director or Officer on any Stock Exchange;	✓		
1.2 (ii) e)	Not a Shareholder, Director or Officer of any Member of Stock Exchange;	✓		
1.2 (ii) f)	Not or was not a partner or executive at present during the preceding 3 (three) years of the Company's statutory audit firm;	✓		
1.2 (ii) g)	Not be an Independent Director in more than 3 (three) listed Companies;	✓		
1.2 (ii) h)	Not been convicted by a court of competent jurisdiction;	✓		
1.2 (ii) i)	Not been convicted for a criminal offence involving moral turpitude;	✓		
1.2 (iii)	Appointed by the Board of Directors approved by the shareholders in the Annual General Meeting (AGM);	✓		
1.2 (iv)	Independent Director's post can't remain vacant for more than 90 days;	✓		
1.2 (v)	The Board shall lay down a code of conduct of all Board Members and annual compliance be recorded;	✓		
1.2 (vi)	The tenure of office for a period of 3(three) years, which may be extended for 1 (one) from only;	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.3	**Qualification of Independent Director**			
1.3 (i)	A knowledgeable individual with integrity and able to ensure compliance with financial regulatory and corporate laws and can make meaningful contribution;	✓		
1.3 (ii)	Being a Business Leader/ Corporate Leader/ Bureaucrat/University Teacher (Economics / Business / Law) / CA / CMA / CS having 12 years of management/professional experience	✓		
1.3 (iii)	In special cases the above qualification may be relaxed subject to prior approval of the Commission;			
1.4	Appointment of Chairman and CEO, defining their roles	✓		
1.5	**The Director's Report to Shareholders shall include**			
1.5 (i)	Industry outlook & possible future developments in the Industry.	✓		
1.5 (ii)	Segment wise performance or product wise performance.	✓		
1.5 (iii)	Risks and concerns.	✓		
1.5 (iv)	Discussion on cost of goods sold, Gross and Net profit Margin.	✓		
1.5 (v)	Discussion on continuity of any Extra-Ordinary gain or loss.			NA
1.5 (vi)	Basis for and a statement of related party transaction	✓		
1.5 (vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.			N/A
1.5 (viii)	An explanation if the financial results deteriorate after the Company goes for IPO, RPO, Rights offer, Direct listing etc.			N/A
1.5 (ix)	Significant variance between Quarterly Financial Performance and Annual Financial Statements.			N/A
1.5 (x)	Remuneration to Directors including Independent Director	✓		
1.5 (xi)	Fairness presentation in financial statements	✓		
1.5 (xii)	Maintaining proper books of accounts	✓		
1.5 (xiii)	Consistent application of appropriate accounting policies, and accounting estimates being reasonable and prudent	✓		
1.5 (xiv)	Followed the rules of IAS/BAS/FRS/BFRS and adequate disclosure for any departure there-from, if any	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.5 (xv)	Soundness and monitoring of internal control system	✓		
1.5 (xvi)	Statement regarding ability to continue as a going concern.	✓		
1.5 (xvii)	Significant deviation from last year's operating results shall be highlighted & reason be explained;			N/A
1.5 (xviii)	Presentation of key operation and financial data for last 5 (five) years.	✓		
1.5 (xix)	If dividend has not declared for the years, reason should be given;			N/A
1.5 (xx)	Number of Board Meeting held during the financial year & attendance by each	✓		
1.5 (xxi)	**Pattern of shareholding (along with name wise details) by-**	✓		
1.5 (xxi) a)	Parent/ Subsidiary/ Associated companies & related parties	✓		
1.5 (xxi) b)	Disclosure of shareholding by Directors, CEO, Company Secretary, CFO, Head of Internal Audit & their spouses and minor children.	✓		
1.5 (xxi) c)	Executives(Top 5 salaried employees other than above)	✓		
1.5 (xxi) d)	Shareholders holding 10% (ten) percent or more	✓		
1.5 (xxii)	**In case of the appointment / re-appointment of a Director,**	✓		
1.5 (xxii) a)	Brief resume of the Director	✓		
1.5 (xxii) b)	Nature of his/her expertise	✓		
1.5 (xxii) c)	Other Companies' Directorship & membership of committees of the Board.	✓		
2.	**Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS):**			
2.1	Appointment of a CFO, HOIA and CS and their roles responsibilities and duties (CS)	✓		
2.2	Requirement to attend Board Meetings: - Chief Financial Officer (CFO) - Company Secretary (CS)	✓		
3.	**Audit Committee**	✓		
3 (i)	Having Audit Committee as a sub-committee of the Board of Directors.	✓		
3 (ii)	Audit Committee to assist the BOD in ensuring the fairness of Financial Statements and a good monitoring system	✓		
3 (iii)	Duties of the audit committee clearly set forth in writing.	✓		
3.1	**Constitution of the Audit Committee**			

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Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
3.1 (i)	Audit Committee to be composed of at least 3 members	✓		
3.1 (ii)	Directors (at least One Independent Director), as Audit committee members, to be appointed by BOD	✓		
3.1 (iii)	Audit Committee members to be "financially literate" and at least one to have accounting/financial experience	✓		
3.1 (iv)	Fill up the vacancy immediately or not later than 1 (one) month from vacancy(ies)	✓		
3.1 (v)	Company Secretary will act as Secretary.	✓		
3.1 (vi)	Quorum of the audit committee with at least 1 (one) Independent Director.	✓		
3.2	**Chairman of the Audit Committee**			
3.2 (i)	Selection of the Chairman of the Audit Committee who shall be an Independent Director	✓		
3.2 (ii)	Chairman of Audit Committee shall 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 Control Risk management process.	✓		
3.3 (iv)	Oversee hiring and performance of external auditors.	✓		
3.3 (v)	Annual financial statements review along with the management before submission to the Board for approval.	✓		
3.3 (vi)	Quarterly and half yearly financial statements review along with the management before submission to the Board for approval.	✓		
3.3 (vii)	Review adequacy of internal audit function.	✓		
3.3 (viii)	Significant related party transaction review.	✓		
3.3 (ix)	Statutory auditor's report review	✓		
3.3 (x)	Review disclosures/statements /declarations about uses of funds raised through IPO/RPO/Rights Issue	✓		
3.4	**Reporting of the Audit Committee**			
3.4.1	**Reporting to the Board of Directors**			
3.4.1 (i)	Reporting its activities to the Board of Directors.	✓		
3.4.1 (ii)	Report to the Board by Audit Committee	✓		
3.4.1 (ii) a)	Conflict of interest.			N/A
3.4.1 (ii) b)	Suspected or presumed fraud or irregularity or material defect in the internal control system;			N/A
3.4.1 (ii) c)	Suspected infringement of laws, including securities related laws, rules and regulations;			N/A
3.4.1 (ii) d)	Any other matter;			N/A

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
3.4.2	Reporting to the Authority (BSEC)	✓		
3.5	Reporting to the Shareholders and General Investors	✓		
4.	**External/Statutory Auditors should not be engaged:**			
4 (i)	Appraisal or valuation services or fairness opinions.	✓		
4 (ii)	Financial information systems design and implementation.	✓		
4 (iii)	Book-keeping or accounting records or financial statements.	✓		
4 (iv)	Broker-dealer services.	✓		
4 (v)	Actuarial services.	✓		
4 (vi)	Internal audit services.	✓		
4 (vii)	Any other service determined by the Audit Committee.	✓		
4 (viii)	Possess any share by the partner or employees of the firm at least during the tenure of their audit assignment;	✓		
4(ix)	Audit/ Certification services on Compliance of Corporate Governance as required under Clause (i) of Condition no:7	✓		
5.	**Subsidiary Company:**			
5 (i)	Composition of Board of Directors.			N/A
5 (ii)	At least 1 (one) independent Director from holding Company.			N/A
5 (iii)	Minutes of Board meetings of subsidiary company to be placed at following Board meeting of holding company			N/A
5 (iv)	Minutes of respective Board meeting of holding company to state that affairs of subsidiary company be reviewed			N/A
5 (v)	Review the financial statements by holding Company's audit committee:			N/A
6.	**Duties of Chief Executive Officer (CEO) and Chief Financial Officer (CFO):**			
6. (i)	Reviewing financing statements	✓		
6 (i) a)	To certify that they have reviewed FS's 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. 7 (i)	**Reporting and compliance of Corporate Governance:** Obtaining certificate regarding compliance and sending it to shareholders along with the Annual Report.	✓		
7 (ii)	Statement of Directors in accordance with the annexure attached whether the Company has complied with.	✓		

ANNEXURE-II

Number of Board Meeting and the Attendance of Directors during the year 30th June, 2017 were as follows:

Name of the Directors	Position	Meeting held	Attendance
Mr. Ahsan Khan Chowdhury	Chairman	8	8
Mr. Rathendra Nath Paul	Managing Director	8	8
Mrs Sabiha Amjad	Director	8	8
Mr. Chowdhury Kumruzzaman	Director	8	6
Mr. M. A. Mannan	Independent Director	8	8

ANNEXURE-III

Pattern of Shareholding as on 30th June, 2017

Name of the Shareholders	Status	Shares held	%
i. Parent/Subsidiary/Associated Companies and other related parties	-	-	-
ii. Directors:			
Mr. Ahsan Khan Chowdhury	Chairman	24,87,380	24.88%
Mr. Rathendra Nath Paul (1,000 shares in the own name & Nominee Director of Property Development Ltd.)	Managing Director	1,000	0.01%
Mrs Sabiha Amjad	Director	2,50,000	2.5%
Mr. Choudhury Kamruzzaman (1,000 shares in the own name & Nominee Director of Property Development Ltd.)	Director	1,000	0.01%
Mr. M . A. Mannan	Independent Director	Nil	Nil
iii. Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouses and Minor Children :			
Mr. Rathendra Nath Paul	Managing Director	1,000	0.01%
Mr. Choudhury Atiur Rasul	Chief Financial Officer	1,000	0.01%
Muhammad Aminur Rahman	Company Secretary	Nil	Nil
Mr. Md. Alamin	Head of Internal Audit	Nil	Nil
iv. Executive :			
Mr. Parvez Ahammad Faruque	Chief Operating Officer	Nil	Nil
Mr. Aurnab Sarker	AGM(OPeration)		
Mr. Md. Towfique Emam Serazy	Financial Controller	Nil	Nil
Mr. Md. Chowdhury Fazle Akbar	General Manager	Nil	Nil
Mr. Md. Nur Elahi	Senior Manager (Production)	Nil	Nil
v. Shareholders holding 10% or more voting interest in the Company			
Mr. Ahsan Khan Chowdhury	Chairman	24,87,380	24.88%
Property Development Ltd. (Represented by Mr. Rathendra Nath Paul)	Managing Director	22,51,370	22.51%

Note : Entire 14,59,880 shares (14.59%) of Maj Gen. Amjad Khan Chowdhury have been transmitted to his son Mr. Ahsan Khan Chowdhury.

HUDA & CO.

Chartered Accountants

House No. 51, Road No. 13,
Sector - 13, Uttara Model
Town, Dhaka

Tel : 7911445
Mobile : 017 15 030 823

Certificate on Compliance of Corporate Governance Guidelines to the Shareholders of **Rangpur Foundry Limited**

[Issued under Condition # 7(i) of Corporate Governance Guidclincs of BSEC
Vide Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012]

We are engaged by **Rangpur Faundry Limited** to provide certification whether the company complied with the conditions of corporate governance guidelines issued by the Bangladesh Securities and Exchange Commission in its notification number SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 and SEC/CMRRD/2006-158/134/Admin/48 dated 21 July 2013 ("the conditions of corporate governance guidelines")

The Company's Responsibilities:

Those charged with governance and management of the company is responsible for complying with the conditions of corporate governance guidelines. Those charged with governance of the company is also responsible for stating in the directors' report whether the compeny hes complied with the conditions of the corporate governance guidelines.

Our Responsibilities:

Our responsibility is to examine the Company's status of compliance with the conditions of the corporate governance guidelines and to clarify thereon in the term of an independent assurance conclusion based on the evidence obtained. For the purpose of the engagement, we comply with ethical requirements including independence requirements and plan and perform our procedures to obtain assurance whether the company has complied with the conditions of corporate governance guidelines.

Our conclusion has been formed on the basis of and is subject to the matter outlined in this report. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Conclusion:

In our opinion, the company has complied with the conditions of corpntate governance guidelines for the year ended 30 June 2017.

Dated, Dhaka
19 November 2017

Chartered Accountants

October 26, 2017

To

The Board of Directors

Rangpur Foundry Limited

PRAN-RFL Centre

105 Middle Badda, Dhaka-1212

Subject: Certification by the Managing Director and the Chief Financial Officer (CFO) to the Board.

In terms of condition no.6 of the notification of Bangladesh Securities and Exchange Commission (BSEC) No. SEC/CMRRCD/ 2006-158/138/Admin/44 dated August 07, 2012, we, the undersigned person having the position of Managing Director and Chief Financial Officer(CFO) of the company do hereby certify that we have reviewed the financial statements for the year ended 30 June 2017 of Rangpur Foundry Limited and to the best of our knowledge and belief:

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

(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) no transaction entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

Choudhury Atiur Rasul
Chief Financial Officer

Rathendra Nath Paul
Managing Director

AMARSTOCK

REPORT OF THE AUDIT COMMITTEE

For the period 1st July 2016 to 30 June 2017

Composition of the Committee

The Audit Committee of Rangpur Foundry Limited consists of the following members of the Board including an Independent Director :

Name	Designation	Position in the Committee
Mr. M. A. Mannan	Independent Director	Chairman
Mr. Ahsan Khan Chowdhury	Chairman	Member
Mrs. Sabiha Amjad	Director	Member

Scope of Audit

The primary purpose of an audit committee is to provide oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations. The committee works as a sub-committee to the Board of Directors to establish & ensure procedures relating to financial reporting and other internal control policies.

The scope of the Audit Committee was defined according to Terms of Reference (TOR) of the committee. Area and responsibility were approved by the members in their Board meeting earlier.

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

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

(b) To review Annual Accounts for the period 01 July 2016 to 30 June 2017 and place in the Director's meeting for approval by the Board;

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

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

AMARSTOCK

Activities carried out by the committee during closing year

The primary purpose of an audit committee is to provide oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations. The committee works as a sub-committee to the Board of Directors to establish & ensure procedures relating to financial reporting and other internal control policies.

The scope of the Audit Committee was defined according to Terms of Reference (TOR) of the committee. Area and responsibility were approved by the members in their Board meeting earlier.

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

- Overseen the overall risk involved in performing the business and integrity of the financial reporting process.
- Reviewed quarterly, half yearly and annual financial statement and recommended to the Board for consideration.
- Reviewed, monitored and approved the procedure and task of the internal audit, financial report preparation and audit reports.
- Reviewed performance of the existing auditor who audited the accounts of the company for the year (July-2016-June 2017)

Reporting by the committee to the Shareholder's

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

Recommendation to the Board

The committee recommended to the Board the following points:

i) The Financial Statements of the Company for the period 1st July-2016 to 30 June 2017 may be approved.

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

M.A.Mannan
Chairman
Audit Committee

Independent Auditor's Report
To the Shareholders of RANGPUR FOUNDRY LIMITED

We have audited the accompanying financial statements of RANGPUR FOUNDRY LIMITED, which comprise the statement of financial position as of 30 June 2017, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with Bangladesh Financial Reporting Standards, 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by 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 referred to above give a true and fair view of the financial position of RANGPUR FOUNDRY LIMITED as of 30 June 2017, and of its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards.

Report on Other Legal and Regulatory Requirements

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

i) we have obtained all 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;

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

iii) the financial statements dealt with by the report are in agreement with the books of account maintained by the Company; and

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



ACNABIN
Chartered Accountants

Dhaka,
26 October, 2017

AMARSTOCK

RANGPUR FOUNDRY LIMITED
Statement of Financial Position
As at 30 June 2017

ASSETS	Notes	30.06.2017 Taka	30.06.2016 Taka
Non-Current Assets		**73,706,446**	**49,292,635**
Property, plant and equipment	4	62,511,574	49,292,635
Capital work in progress	5	11,194,872	-
Current Assets		**390,541,908**	**427,355,650**
Inventories	6	310,318,914	316,661,828
Trade receivables	7	4,491,982	3,130,960
Advance and deposits	8	61,097,962	64,956,666
Cash and bank balances	9	14,633,050	42,606,196
TOTAL ASSETS		**464,248,354**	**476,648,285**
EQUITY AND LIABILITIES			
Shareholders' Equity		**237,223,602**	**210,025,912**
Share capital	10	100,000,000	100,000,000
Retained earnings	11	137,223,602	110,025,912
LIABILITIES			
Non-current Liabilities			
Deferred tax liabilities	12	**657,624**	**391,007**
Current Liabilities		**226,367,128**	**266,231,366**
Short term credit facilities	13	163,501,628	195,522,019
Trade payables	14	2,202,031	1,615,183
Liabilities for expenses	15	5,073,548	1,702,556
Security deposit of distributors	16	3,381,489	3,381,489
Provision for income tax	17	45,520,425	41,622,896
Workers profit participation fund (WPPF) & WF payable	18	2,978,162	4,326,979
Other liabilities	19	3,709,845	18,060,244
TOTAL LIABILITIES		**227,024,752**	**266,622,373**
TOTAL EQUITY AND LIABILITIES		**464,248,354**	**476,648,285**
Net Asset Value (NAV)	29	**23.72**	**21.00**

The annexed notes form an integral part of these financial statements.

Ahsan Khan Chowdhury
Chairman

Rathendra Nath Paul
Managing Director

Muhammad Aminur Rahman
Company Secretary

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

Dhaka,
26 October 2017

ACNABIN
Chartered Accountants

RANGPUR FOUNDRY LIMITED

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2017

	Notes	2016-2017 Taka	2015-2016 Taka
Net sales	20	1,153,659,512	1,033,725,840
Less: Cost of goods sold	21	917,323,405	819,906,267
Gross Profit		**236,336,107**	**213,819,573**
Less: Operating expenses		**139,583,273**	**115,934,037**
Administrative expenses	22	35,326,373	30,414,486
Selling & distribution expenses	23	66,349,049	54,754,106
Marketing expenses	24	37,907,851	30,765,445
Gross Operating Profit for the year		**96,752,834**	**97,885,536**
Less: Finance cost	25	39,589,365	43,021,272
Net Operating Profit for the year		**57,163,469**	**54,864,264**
Add: Non operating income		-	-
Profit before contribution to WPPF & WF		**57,163,469**	**54,864,264**
Less: Provision for contribution to WPPF & WF	26	2,722,070	2,612,584
Net profit before income tax		**54,441,399**	**52,251,680**
Less: Income tax expenses		**15,243,709**	**14,343,278**
Current tax	27	14,977,092	14,509,900
Deferred tax expense/(income)	12.1	266,617	(166,622)
Net Profit after income tax		**39,197,690**	**37,908,402**
Other comprehensive income		-	-
Total comprehensive income for the year		**39,197,690**	**37,908,402**
Earning per share (EPS)	28	**3.92**	**3.79**

The annexed notes form an integral part of these financial statements.

Ahsan Khan Chowdhury	**Rathendra Nath Paul**	**Muhammad Aminur Rahman**
Chairman	Managing Director	Company Secretary

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

Dhaka,
26 October 2017

ACNABIN
Chartered Accountants

AMARSTOCK

RANGPUR FOUNDRY LIMITED

Statement of Changes in Equity

For the year ended 30 June 2017

(Amount in Taka)

Particulars	Share Capital	Retained Earnings	Total Equity
Balance as on 01 July 2016	**100,000,000**	**110,025,912**	**210,025,912**
Net profit for the year	-	39,197,690	39,197,690
Cash dividend for the year	-	(12,000,000)	(12,000,000)
Balance as on 30 June 2017	**100,000,000**	**137,223,602**	**237,223,602**

Balance as on 01 Jul 2015	**100,000,000**	**95,117,510**	**195,117,510**
Net profit for the year	-	37,908,402	37,908,402
Cash dividend for the year	-	(23,000,000)	(23,000,000)
Balance as on 30 June 2016	**100,000,000**	**110,025,912**	**210,025,912**

The annexed notes form an integral part of these financial statements.

Dhaka,
26 October 2017

Ahsan Khan Chowdhury
Chairman

Rathendra Nath Paul
Managing Director

Muhammad Aminur Rahman
Company Secretary

RANGPUR FOUNDRY LIMITED

Statement of Cash Flows
For the year ended 30 June 2017

		Notes	2016-2017 Taka	2015-2016 Taka
A.	**Cash flows from operating activities**			
	Cash receipts from customers		1,159,203,155	1,038,807,039
	Payment to suppliers		(774,468,050)	(748,407,089)
	Payments for direct and indirect expenses		(262,901,930)	(239,439,706)
	Interest paid		(39,115,091)	(42,110,412)
	Advance income tax		(14,865,178)	(16,688,849)
	Payment of refundable deposit		-	(982,856)
	Net cash flow from/ (used in) operating activities		**67,852,906**	**(8,821,873)**
B.	**Cash flows from investing activities**			
	Acquisition of property, plant and equipment		(26,260,391)	(6,728,405)
	Payment against Capital Work-in Progress		(11,194,872)	-
	Net cash used in investing activities		**(37,455,262)**	**(6,728,405)**
C.	**Cash flows from financing activities**			
	(Repayment)/Receipt of short term credit facilities		(32,020,391)	56,993,960
	Payment of dividend		(26,350,399)	(31,346,120)
	Net cash (used in)/flow from financing activities		**(58,370,790)**	**25,647,840**
D.	**Net (decrease)/increase in cash and bank balances (A+B+C)**		(27,973,146)	10,097,562
E.	**Cash & Bank Balances at beginning of the year**		42,606,196	32,508,634
F.	**Cash & Bank Balances at end of the year (*)**		**14,633,050**	**42,606,196**
	Net Operating Cash Flow Per Share (NOCFPS)	(Note: 30)	**6.79**	**(0.88)**
	(*) Cash & bank balances			
	Cash in hand		8,865,150	5,598,897
	Cash at bank		5,767,900	37,007,299
	Total		**14,633,050**	**42,606,196**

The annexed notes form an integral part of these financial statements.

Ahsan Khan Chowdhury
Chairman

Rathendra Nath Paul
Managing Director

Muhammad Aminur Rahman
Company Secretary

Dhaka,
26 October 2017

RANGPUR FOUNDRY LIMITED
Notes to the Financial Statements
For the year ended 30 June 2017

1. The background and business activities of the Company

1.1 Status of the Company

Rangpur Foundry Limited was incorporated in Bangladesh on 30 June 1980 as a Private Limited Company under the Companies Act, 1913 and subsequently on 8 November 1996 the company was converted into a Public Limited Company. The Company went into public in 1999 and its shares are listed with the Dhaka Stock Exchange Ltd and Chittagong Stock Exchange Ltd.. The Company's registered office is situated at PRAN-RFL Centre, 105 Middle Badda, Progoti Sharani, Dhaka-1212 and the factory is located at BSCIC Industrial Estate, Kellabond, Rangpur.

1.2 Nature of business

The company owns and operates an industrial undertaking which manufactures and sells cast iron products which include tubewell and irrigation pump including spare parts thereof.

2. Basis of preparation of Financial Statements

2.1 Statement of compliance

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

2.2 Other regulatory compliance

As required, Rangpur Foundry Limited also complies with the applicable provisions of the following major laws/ statutes:

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

2.3 Components of financial statements

(a) Statement of Financial Position
(b) Statement of Profit or Loss and Other Comprehensive Income
(c) Statement of Changes in Equity
(d) Statement of Cash Flows
(e) Notes to the Financial Statements

2.4 Basis of Measurement

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

2.5 Going concern

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

2.6 Reporting period

The financial period of the company covers one year from 01 July to 30 June and is being followed consistently.

2.7 Authorisation for issue

The board of directors has authorised these financial statements on 26 October 2017.

2.8 Functional and presentational currency

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

2.9 Use of estimates and judgments

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision of accounting estimates is recognized in the period in which the estimate is revised if the revision affects only that year, or in the period of revision and future periods if the revision affects both current and future year.

In particular, the key 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 are described in the following notes:

Note: 3.2.2	Depreciation
Note: 3.6	Inventory valuation
Note: 3.3.1	Trade receivables
Note: 3.8	Income tax expense
Note: 12	Deferred tax liabilities
Note: 14	Trade payables

3. Significant accounting policies

3.1 Revenue recognition

i. Significant risk and reward of ownership associated with the goods is transferred to the buyer;
ii. The amount of revenue and the cost of the transactions can be measured reliably;
iii. Sale of goods of the company usually occurs at the time of delivery of goods along with invoice, packing list and bill of lading; and
iv. It is probable that the economic benefit associated with the transactions will flow to the company.

3.1.1 Value Added Tax exempted products

VAT is exempted in respect of Cast Iron (CI) Products as per SRO # 167/Law/2013/671-VAT dated 06 June 2013. But spare parts produced from Cast Iron is not VAT exempted.

3.2 Property, plant and equipment

3.2.1 Recognition and measurement

This has been stated at cost less accumulated depreciation in compliance with the requirements of BAS 16: "Property, Plant and Equipment". The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

3.2.2 Depreciation

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

Particulars	Rate
Office building	10%
Factory building	20%
Plant & Machineries	20%
Furniture Fixture & Equipments	10%
Vehicles	20%

3.3 Financial assets

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

3.3.1 Trade receivables

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

3.3.2 Cash and bank balance

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

3.3.3 Advances and deposits

Advances are initially recognized at cost. After initial recognition advances are carried at cost less deductions or adjustments. Deposits are measured at payment value.

3.4 Financial liabilities

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

3.5 Impairment

(a) Financial assets

Accounts receivable and other receivables are reviewed at each reporting date to determine whether there is any objective evidence of impairment. Financial assets are impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset and that the loss event had a negative effects on the estimated future cash flows of that asset, that can be estimated reliably. Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor or issuer will enter bankruptcy etc.

(b) Non-financial assets

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

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

3.6 Inventories

Inventories are carried at the lower of cost and net realizable value as prescribed by BAS 2: "Inventories". Cost is determined on weighted average cost basis. The cost of inventories comprises of expenditure incurred in the normal course of business in bringing the inventories to their present location and condition. Net realizable value is based on estimated selling price less any further costs expected to be incurred to make the sale.

3.7 Provisions

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

3.8 Income tax expense

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

3.8.1 Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. The tax rate used for the reporting periods is as follows:

Year	Tax rate
2015-2016	25%
2016-2017	25%

The company qualifies as a “Publicly Traded Company”; hence the applicable Tax Rate is 25%.

3.8.2 Deferred tax

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

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

3.9 Employee benefits

The employee benefits for the reporting year have been as follows:

a) Short term Employee benefits include:
-Basic Salary
-Allowance includes as house rent, Conveyance & Medical
-Bonous (One month basic for each of 02 Eid festivals)
-Transportation (Management Personnel)
-Besides, the employees get a portion of company's profit on account of WPPF.

b) Post employment benefits:
There is no provision for post employment benefits

c) Other Long Term Benefits:
There is no provision for long term benefit.

d) Termination Benefits:
Terminition benefits have been given as per law of the land. There is no termination benefit during the reporting period.

e) Share based benefits:
There no provision for Share based benefit.

3.10 Contribution to Workers' Profit Participation and Welfare Fund

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

3.11 Earnings Per Share (EPS)

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

3.12 Foreign currency transactions

The financial statements are presented in Bangladeshi Taka (Tk./BDT), which is the company's functional currency. Transactions in foreign currencies are recorded in the books at the exchange rate prevailing on the date of the transaction. Assets and liabilities in foreign currencies as on the reporting date are converted into Bangladeshi taka at the closing rate. Exchange gain or loss is recognised in Statement of Profit or Loss and Other Comprehensive Income as per BAS 21: The Effects of Changes in Foreign Exchange Rates.

3.13 Statement of cash flows

The Statement of cash Flows has been prepared in accordance with the requirements of BAS 7: "Statement of Cash Flows". The Cash generated from operating activities has been reported using the Direct Method as prescribed by the Security and Exchange Rules,1987 and as the benchmark treatment of BAS 7, whereby major classes of gross cash payments from operating activities are disclosed.

3.14 Related party disclosures

The following Companies were related with the Company :

a) Agricultural Marketing Company Limited.
b) Property Development Limited.
c) RFL Plastics Ltd.
d) Pran Dairy Ltd.
e) Banga Building Materials Ltd.
f) All Plast BD Ltd.
g) Gonga Foundry Limited.

3.15 Event after reporting period

Events after reporting period if any, that provide additional information about the company's position at the date of statement of financial position or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

3.16 Status of compliance of Bangladesh Accounting Standards

The Company'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
16	Property, Plant & Equipment	Complied
18	Revenue	Complied
19	Employee Benefits	Complied
21	The Effects of Changes in Foreign Exchange Rates	Complied
23	Borrowing Costs	Complied
24	Related Party Disclosures	Complied
32	Financial Instruments: Presentation	Complied
33	Earnings per Share (EPS)	Complied
37	Provisions, Contingent Liabilities and Contingent Assets	Complied
39	Financial Instruments: Recognition and Measurement	Complied

BFRS	Title	Remarks
7	Financial Instruments: Disclosures	Complied
12	Disclosure of Interest in Other Entities	Complied

3.17 Comparative information

Comparative information has been presented in respect of the prior 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 the current period's financial statements.

		30.06.2017 Taka	30.06.2016 Taka
4. Property, plant and equipment			
A. Cost			
Opening balance		289,055,109	282,326,705
Add: Addition during the year		26,260,391	6,728,404
Total		**315,315,500**	**289,055,109**
B. Accumulated depreciation			
Opening balance		239,762,474	229,079,038
Add: Charged during the year		13,041,452	10,683,437
Total		**252,803,926**	**239,762,474**
C. Written down value (A-B)		**62,511,574**	**49,292,635**

A schedule of property, plant and equipment is given in **Annexure-A.**

5. Capital work in progress		**11,194,872**	**-**
5.1 Capital work in progress includes preparation of extention of factory building.			
6. Inventories			
Raw materials	(Note: 6.1)	245,398,329	255,196,454
Work-in-process	(Note: 6.2)	27,713,965	17,561,867
Finished goods	(Note: 6.3)	37,206,620	43,903,507
		310,318,914	**316,661,828**
6.1 Raw Material			
Opening balance		255,196,454	209,296,050
Add: Purchased during the year		775,054,904	749,036,527
		1,030,251,358	958,332,577
Less: Raw material consumed during the year		784,853,030	703,136,123
		245,398,329	**255,196,454**
6.2 Work-in Progress			
Opening balance		17,561,867	14,950,780
Add: Material used during the year		784,853,030	703,136,123
		802,414,897	718,086,903
Less: Transferred to cost of goods sold during the year		774,700,932	700,525,036
		27,713,965	**17,561,867**
6.3 Finished Goods			
Opening balance		43,903,507	42,065,653
Add: Cost of goods manufactured during the year		910,626,519	821,744,121
		954,530,026	863,809,774
Less: Cost of goods sold during the year		917,323,406	819,906,267
		37,206,620	**43,903,507**

	30.06.2017 Taka	30.06.2016 Taka
7. Trade receivables		
Opening balance	3,130,960	2,143,555
Add: Addition during the period	353,807,447	614,794,444
	356,938,407	616,937,999
Less: Adjusted during the period	352,446,425	613,807,039
	4,491,982	**3,130,960**

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. Subsequently taka 4,491,982 has already been collected from trade receivable.

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 2017.

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

Past due 0-30 days	4,491,982	3,130,960
Past due 31-90 days	-	-
Past due more than 90 days	-	-
	4,491,982	**3,130,960**

A list of trade receivables is given in **Annexure-B.**

8. Advances and deposits

Advances	(Note: 8.1)	57,814,109	61,672,813
Deposits	(Note: 8.2)	3,283,853	3,283,853
		61,097,962	**64,956,666**

8.1 Advance

Suppliers	(Note:8.1.1)	14,665,845	19,522,547
Income tax	(Note:8.1.2)	41,981,254	38,195,641
VAT		931,260	3,714,610
Employees		-	101,633
Advance against Insurance		235,750	138,382
		57,814,109	**61,672,813**

8.1.1 Suppliers

Foreign suppliers	9,083,258	15,024,012
Local suppliers	5,582,587	4,498,535
	14,665,845	**19,522,547**

8.1.2 Advance against income tax

Opening balance	38,195,641	31,458,640
Add: Addition during the year	14,865,176	16,688,851
	53,060,817	48,147,491
Less: Adjustment during the year	11,079,563	9,951,850
	41,981,254	**38,195,641**

8.2 Deposits

Security deposits	3,269,228	3,269,228
CDBL security deposit	14,625	14,625
	3,283,853	**3,283,853**

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	30.06.2017 Taka	30.06.2016 Taka

8.3 The detailed breakup of advances and deposits as per requirement of Schedule XI of the Companies Act, 1994 is given below:

Advance and deposit exceeding 6 months	30,635,681	35,257,401
Advance and deposit not exceeding 6 months	30,462,281	29,699,265
Other adavance and deposit less provision		
Advance and deposit considered good and secured		
Advance and deposit considered good without secured	61,097,962	64,956,666
Advance and deposit considered doubtful or bad	-	-
Advance and deposit due by Directors	-	-
Advance and deposit due by other officers (against salary)	-	-
Advance and deposit due from companies under same	-	-
Maximum advance and deposit due by directors	-	-

9. Cash and bank balances

Cash in hand	(Note: 9.1)	8,865,150	5,598,897
Cash at bank	(Note: 9.2)	5,767,900	37,007,299
		14,633,050	**42,606,196**

9.1 Cash in hand

Head office	6,656,074	4,415,366
Factory	2,209,076	1,183,531
	8,865,150	**5,598,897**

9.2 Cash at bank

In local currency	(Note: 9.2.1)	1,476,810	25,238,070
In foreign currency	(Note: 9.2.2)	4,291,090	11,769,229
		5,767,900	**37,007,299**

9.2.1 In local currency

Name of Bank	A/C No.	Branch	Type		
Prime Bank Limited	10411040000558	Motijheel		-	483,885
Uttara Bank Limited	154512200211772	Corporate	CD	1,245	2,395
United Commercial Bank Limited	1132101000002917	Pragoti Sarani		563,417	118,323
HSBC	001090513011	Kawran Bazar		-	192,908
HSBC	001090513012	Kawran Bazar	OD	365,190	2,316,172
DBBL	1621100002732	Rangpur		8,812	6,643,655
Standard Chartered Bank	01333684001	Motijheel		538,146	15,480,732
				1,476,810	**25,238,070**

9.2.2 In foreign currency

Name of Bank	A/C No.	Branch	Type		
Bank Asia Limited	00742000924	Scotia	FC	2,568,811	3,636,149
	00742000029			1,722,279	8,133,080
				4,291,090	**11,769,229**

	30.06.2017 Taka	30.06.2016 Taka

10. Share capital

Authorised

20,000,000 Ordinary Shares of Taka 10 each	**200,000,000**	**200,000,000**

Issued, Subscribed and Paid up

9,000,000 Ordinary Shares of Taka 10 each fully paid up in cash	90,000,000	90,000,000
1,000,000 Ordinary Shares of Taka 10 each issued as bonus shares	10,000,000	10,000,000
	100,000,000	**100,000,000**

	% of Holding	30.06.2017 No. of Shares	30.06.2016 No. of Shares
Maj Gen Amjad Khan Chowdhury (Retd)*	-	-	1,459,880
Mr. Ahsan Khan Chowdhury	24.88%	2,487,380	1,027,500
Property Development Ltd.	22.50%	2,251,370	2,251,370
Mrs. Sabiha Amjad	2.50%	250,000	250,000
General Public	24.23%	2,422,355	3,972,750
Financial Institutions	25.89%	2,588,895	1,038,500
	100%	**10,000,000**	**10,000,000**

* The shares of Late Maj Gen Amjad Khan Chowdhury (Retd) were transferred to Mr. Ahsan Khan Chowdhury during the year.

A distribution schedule of the shares at the repoting date is given below following the requirement of listing regulations:

Share holdings range	% of Holding	30.06.2017 No. of Shares	30.06.2016 No. of Shares
Upto 500	2.40%	1,942	1,956
501 -1,000	2.28%	768	782
1,001 - 15,000	44.71%	271	338
15,001 - 25,000	0.02%	5	5
25,001 - 50,000	0.00%	-	-
50,001 - 100,000	0.70%	1	1
Above 100,000	49.89%	5	5
	100%	**2,992**	**3,087**

The shares are listed with Dhaka Stock Exchange Limited & Chittagong Stock Exchange Limited and quoted at Taka 118.40 and Taka 118.10 respectively on closing date.

11. Retained earnings

Opening balance	110,025,912	95,117,510
Add : Addition during the year	39,197,690	37,908,402
	149,223,602	133,025,912
Less: Cash dividend paid for the year	12,000,000	23,000,000
	137,223,602	**110,025,912**

12. Deferred tax liabilities

			30.06.2017 Taka
	Carrying Amount	Tax Base	Taxable Temporary Difference
Property, plant and equipment excluding land and land development	60,390,359	57,759,862	2,630,497
Applicable rate			25.00%
Deferred tax liability as on 30 June 2017			**657,624**
Deferred tax liability as on 30.06.2017			657,624
Deferred tax liability as on 30.06.2016			391,007
Deferred tax expenses/(income) for the year ended 30 June 2017			**266,617**

			30.06.2016 Taka
	Carrying Amount	Tax Base	Taxable Temporary Difference
Property, plant and equipment excluding land and land development	47,171,420	45,607,393	1,564,027
Applicable rate			25.00%
Deferred tax liability as on 30 June 2017			**391,007**
Deferred tax liability as on 30.06.2016			391,007
Deferred tax liability as on 30.06.2015			557,629
Deferred tax expenses/(income) for the year ended 30 June 2016			**(166,622)**

13. Short term credit facilities

Cash credit	23,587,477	34,347,921
Trust receipt	49,279,843	93,073,469
Overdraft	90,634,308	68,100,629
	163,501,628	**195,522,019**

Particulars of the above time loans are given below:

Bank Name	Account no.	Particulars	30.06.2017 Taka	30.06.2016 Taka
Bank Asia Ltd.	00733000572	Purpose: Working Capital Tenor: 1 Year Nature: Deferred LC Interest Rate: 10% Sanction Limit: 100,000,000	55,662,465	59,263,721
AB Bank	4205-145132-000	Purpose: Working Capital Tenor: 1 Year Nature: OD Interest Rate: 11% Sanction Limit: 66,000,000	73,240,833	88,290,247
HSBC	001-090513-011	Purpose: Working Capital Tenor: 1 Year Nature: OD Interest Rate: 10% Sanction Limit: 100,000,000	10,083,947	13,620,130
Prime Bank Limited	10473620022247	Purpose: Working Capital Tenor: 1 Year Nature: OD Interest Rate: 11.75% Sanction Limit: 110,000,000	24,514,383	34,347,921

		30.06.2017 Taka	30.06.2016 Taka
14.	**Trade payables**		
	Opening balance	1,615,183	985,745
	Add: Addition during the year	385,743,049	301,986,095
		387,358,232	302,971,840
	Less: Paid during the year	385,156,201	301,356,657
		2,202,031	**1,615,183**

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

Aging of the above payables is given below

Past due 0-30 days	2,202,031	1,615,183
Past due 31-90 days	-	-
Past due over 91 days	-	-
	2,202,031	**1,615,183**

A list of trade payables is given in the **Annexure-C.**

15.	**Liabilities for expenses**		
	Salary and allowance	3,136,725	-
	Audit fee	287,500	100,000
	Office rent	252,500	252,500
	Utilities	1,080,828	1,328,994
	TDS from others	315,995	21,062
		5,073,548	**1,702,556**
16.	**Security deposit of distributors**	**3,381,489**	**3,381,489**

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

17.	**Provision for income tax**		
	Opening balance	41,622,896	37,064,846
	Add: Provision made during the year	14,977,092	14,509,900
		56,599,988	51,574,746
	Less: Adjustment during the year	11,079,563	9,951,850
		45,520,425	**41,622,896**
	Year-wise provision detail is stated below:		
	2012	-	9,951,850
	2013	11,079,563	11,079,563
	2014	11,510,654	11,510,654
	2015	12,558,433	12,558,433
	2016	6,474,246	6,474,246
	2017	14,977,092	-
		56,599,988	51,574,746
	Less: Adjustment during the year	11,079,563	9,951,850
		45,520,425	**41,622,896**

Adjutment during the year includes settlement of income tax liabilities for the assessment year 2014-2015.

18.	**Workers Profit Participation Fund (WPPF) & WF Payable**		
	Opening Balance	4,326,979	3,177,423
	Add: Addition during the year	2,722,070	2,612,584
	Interest	256,092	575,802
		7,305,141	6,365,809
	Less: Paid during the year	4,326,979	2,038,830
		2,978,162	**4,326,979**

		30.06.2017 Taka	30.06.2016 Taka
19. Other liabilities			
Unclaimed dividend	(Note: 19.1)	3,709,845	4,266,708
Dividend payable	(Note: 19.2)	-	13,793,536
		3,709,845	**18,060,244**
19.1 Unclaimed dividend			
1999 to 2009		1,343,666	1,343,666
2010		956,599	956,599
2011		520,190	520,190
2012		302,425	352,942
2013		225,425	707,029
2014		205,445	386,282
2015-2016		156,095	-
		3,709,845	**4,266,708**
19.2 Dividend payable			
Opening balance		13,793,536	-
Dividend declared		12,000,000	23,000,000
		25,793,536	23,000,000
Less: Paid during the year		25,793,536	9,206,464
		-	**13,793,536**

		2016-2017 Taka	2015-2016 Taka
20. Net sales			
Domestic sales net of VAT	(Note: 20.1)	1,143,348,798	1,022,454,439
Export sales		10,310,714	11,271,401
		1,153,659,512	**1,033,725,840**
20.1 Domestic sales net of VAT			
VATable sales		52,935,779	46,525,960
Less: VAT		6,904,665	6,068,604
Net VATable sales		46,031,114	40,457,356
Add: Non-VATable sales		1,097,317,684	981,997,083
		1,143,348,798	**1,022,454,439**
21. Cost of goods sold			
Opening stock of raw materials	(Note: 21.1)	255,196,454	209,296,050
Purchased of raw materials during the year	(Note: 21.2)	775,054,904	749,036,527
Closing stock of raw materials	(Note: 21.3)	(245,398,328)	(255,196,454)
Material consumed	(Note: 21.4)	**784,853,030**	**703,136,123**
Manufacturing expenses	(Note: 21.5)	125,303,969	113,109,627
Depreciation		10,621,617	8,109,458
Total manufacturing cost		**920,778,616**	**824,355,208**
Opening work in process	(Note: 21.6)	17,561,867	14,950,780
Closing work in process	(Note: 21.6)	(27,713,965)	(17,561,867)
Cost of production		**910,626,518**	**821,744,121**
Opening stock of finished goods	(Note: 21.7)	43,903,507	42,065,653
Closing stock of finished goods	(Note: 21.7)	(37,206,620)	(43,903,507)
		917,323,405	**819,906,267**

AMARSTOCK

Quantity wise schedule of sales relating to the financial statements for the year ended 30 June 2017 as required under Shedule XI, Part-II of the Companies Act 1994 are given below:

Product Category	Jul'16 - Jun'17		Jul'15 - Jun'16	
	Qty in MT	Value in Taka	Qty in MT	Value in Taka
Tubewell & Spares (CI Products)	9,608.74	1,015,869,009	7,998.27	952,565,385
Irrigation Pump & Others (CI Products)	1,295.13	144,695,168	644.04	87,229,059
Total	10,904	1,160,564,177	8,642	1,039,794,444

21.1 Item wise quantity and value of opening stock of raw materials

Item	Unit	Quantity	30.06.2017 Taka	30.06.2016 Taka
Pig iron	MT	2,950.14	83,082,235	34,572,749
Coke	MT	160.11	5,606,368	28,596,559
Ship scrap	MT	4,047.84	136,444,128	73,929,767
Lime stone	MT	2.18	12,662	38,441
Steam coal	MT	4.64	100,920	97,123
Charcoal	MT	12.05	81,194	299,478
Fire brick	PCS	7,709.00	589,668	520,237
Nut & bolt	MT	24.51	1,383,358	3,174,654
Piston rod	MT	26.68	917,599	2,818,204
PVC bucket	PCS	39,493.00	105,236	1,261,763
Check valve	PCS	219,917.00	4,760,273	23,473,216
Store materials	Taka		22,112,814	40,513,860
			255,196,454	**209,296,050**

21.2 Item wise quantity and value of raw materials purchased

Item	Unit	Quantity	2016-2017 Taka	2015-2016 Taka
Pig iron	MT	1,501.77	47,028,316	121,366,290
Coke	MT	1,363.07	43,527,153	27,641,746
Ship scrap	MT	12,281.27	458,427,414	365,143,585
Lime stone	MT	91.39	532,088	189,860
Steam coal	MT	11.82	257,085	479,696
Charcoal	MT	166.35	1,395,338	1,479,139
Fire brick	PCS	47,685.00	3,252,900	2,370,050
Nut & bolt	MT	105.54	4,751,071	5,801,688
Piston rod	MT	120.58	4,089,339	5,028,972
PVC bucket	PCS	879,402.00	2,368,410	2,280,675
Check valve	PCS	4,239,992.00	77,630,990	66,545,028
Store materials	Taka		131,794,802	150,709,798
			775,054,904	**749,036,527**

21.3 Item wise quantity and value of closing stock of raw materials

Item	Unit	Quantity	30.06.2017 Taka	30.06.2016 Taka
Pig iron	MT	1,185.38	36,807,037	83,082,235
Coke	MT	662.32	21,435,896	5,606,368
Ship scrap	MT	3,496.70	138,509,124	136,444,128
Lime stone	MT	60.00	363,780	12,662
Steam coal	MT	5.00	108,750	100,920
Charcoal	MT	100.00	869,006	81,194
Fire brick	PCS	20,270.00	1,419,769	589,668
Nut & bolt	MT	48.50	2,276,821	1,383,358
Piston rod	MT	45.55	1,579,517	917,599
PVC bucket	PCS	560,000.00	1,512,999	105,236
Check valve	PCS	1,034,058.00	18,366,629	4,760,273
Store materials	Taka		22,148,999	22,112,814
			245,398,328	**255,196,454**

21.4 Item wise details of consumption of raw materials

Item	Unit	Quantity	2016-2017 Taka	2015-2016 Taka
Pig iron	MT	3,266.53	93,303,514	72,856,804
Coke	MT	860.85	27,697,625	50,631,937
Ship scrap	MT	12,832.41	456,362,418	302,629,224
Lime stone	MT	33.57	180,969	215,638
Steam coal	MT	11.46	249,255	475,900
Charcoal	MT	78.40	607,525	1,697,422
Fire brick	PCS	35,124.00	2,422,799	2,300,620
Nut & bolt	MT	81.54	3,857,609	7,592,983
Piston rod	MT	101.71	3,427,420	6,929,578
PVC bucket	PCS	358,895.00	960,646	3,437,201
Check valve	PCS	3,425,851.00	64,024,632	85,257,972
Store materials	Taka	-	131,758,617	169,110,844
			784,853,030	**703,136,123**

21.5 Manufacturing expenses

	2016-2017 Taka	2015-2016 Taka
Salary, allowances & wages	96,386,796	86,471,608
Carriage, loading & unloading	5,991,441	5,477,704
Travel & conveyance	199,462	154,030
Printing & stationery	206,891	190,773
Repairs & maintenance	1,372,340	1,122,304
Postage, telephone & fax	501,415	454,239
Power & fuel	19,847,488	18,404,934
Entertainment	223,386	207,539
Medical & sanitation	200,618	151,300
Insurance	374,132	475,195
	125,303,969	**113,109,627**

21.6 Item wise quantity and value of work-in-process are as follows

	Unit	Quantity	Amount in Taka
Stock as on 01 July 2016			
Tubewell & others	MT	123	9,161,426
Pump & others	MT	114	8,400,441
			17,561,867
Stock as on 30 June 2017			
Tubewell & spares	MT	307	20,584,246
Centrifugal pump & others	MT	110	7,129,719
			27,713,965

21.7 Item wise quantity and value of finished goods are as follows

	Unit	Quantity	Amount in Taka
Stock as on 01 July 2016			
Tubewell & spares	MT	451	38,587,673
Centrifugal pump & others	MT	62	5,315,834
			43,903,507
Stock as on 30 June 2017			
Tubewell & others	MT	415	32,507,602
Pump & others	MT	51	4,699,018
			37,206,620

	2016-2017 Taka	2015-2016 Taka
22. Administrative expenses		
Salary & allowances	25,802,540	21,125,512
Travel & conveyance	1,501,533	1,367,932
Printing & stationery	434,346	393,924
Postage	41,242	54,289
Telephone, telex & fax	461,057	418,267
Entertainment	382,020	376,692
Office rent	3,239,675	3,407,825
Repairs & maintenance	664,799	589,195
Fuel & electricity	1,070,327	1,170,041
Fees & renewals	1,065,043	805,428
Insurance	190,368	165,997
Audit fee	287,500	218,750
Employee training	44,466	75,538
Medical & sanitation	30,500	60,062
AGM Expenses	43,672	110,273
Depreciation	67,286	74,762
	35,326,373	**30,414,486**
23. Selling & distributuion expenses		
Salary & allowances	43,004,232	34,532,536
Travel & conveyance	2,502,555	2,279,889
Printing & stationery	723,910	656,541
Postage	68,737	90,482
Telephone, telex & fax	768,428	697,112
Entertainment	636,700	627,822
Carriage outwards & fuel	11,902,656	9,731,166
Loading & unloading	4,130,208	3,606,609
Depreciation	1,646,784	1,749,452
Forwarding expenses	19,200	10,800
Sales incentive	945,640	771,699
	66,349,049	**54,754,106**
24. Marketing expenses		
Salary & allowances	17,201,693	14,247,052
Travel & conveyance	1,001,022	909,752
Printing & stationery	289,564	262,616
Postage	27,494	36,192
Telephone, telex & fax	307,371	278,845
Entertainment	254,680	251,130
Depreciation	705,765	749,765
Advertisement	18,120,262	14,030,093
	37,907,851	**30,765,445**
25. Financial expenses		
Interest on working capital loan	38,858,999	41,534,610
WPPF interest	256,092	575,802
Exchange loss/(gain)	191,342	511,722
Bank charges	282,932	399,138
	39,589,365	**43,021,272**

26. Contribution to Workers Profit Participation Fund & Welfare Fund

This represents 5% of net profit before tax contributed by the company as per provisions of the Bangladesh Labor Law, 2006 amended in 2013 and is payable to workers as defined in the said law.

	2016-2017 Taka	2015-2016 Taka

27. Income tax expenses

Provision for the year	14,024,250	13,245,536
Shortfall in tax liability for previous year	952,842	1,264,364
	14,977,092	**14,509,900**

28. Earning Per Share

Net profit attributable to the ordinary shareholders (Taka)	39,197,690	37,908,402
Weighted average number of ordinary shares outstanding (Number)	10,000,000	10,000,000
Earning per share (EPS)	**3.92**	**3.79**

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

29. Net Assets Value (NAV) per share

Net Assets (Total Assets - Total Liabilities)	237,223,601	210,025,912
Number of ordinary shares outstanding (Denominator)	10,000,000	10,000,000
	23.72	**21.00**

30. Net operating cash flow per share (NOCFPS)

Net cash generated from operating activities	67,852,906	(8,821,873)
Number of ordinary shares outstanding during the year	10,000,000	10,000,000
	6.79	**(0.88)**

31. Payments/perquisites to directors

During the period from 01 July 2016 to 30 June 2017 :

a) No compensation was allowed by the company to the Managing Director of the company who is also a Director of the company.

b) No amount of money was expended by the company for compensating any member of the board for rendering special services.

c) No board meeting attendance fee was paid to the directors of the company.

32. Disclosure as per Schedule XI, Part II, Para 7of the Company Act 1994:

Production capacity (CI Product)	Quantity in MT	
	Jul' 16-Jun' 17	Jul'15-Jun'16
Installed capacity	12,000	12,000
Actual production	10,845	10,471
Utilization of capacity	90%	87%

33. Claim not acknowledged

There was no claim against the company acknowledged as debt as on 30 June 2017.

34. Credit facilities availed

There was no credit facility available to the company under any contract other than trade payable and working capital financing from various banks as on 30 June 2017 and 30 June 2016.

35. Capital commitment

There was no capital commitment as on 30 June 2017.

36. Earnings in foreign currency

During the period company earned Tk.10,310,342.78(USD $ 1,28,762.66) from export.

	Amount in USD	
	Jul' 16-Jun' 17	Jul'15-Jun'16

37. Payments in foreign currency

Import of machineries	260,748	-
Import of raw materials	1,457,462	2,374,945

No other expenses including royalty, technical assistance and professional advisory fee, interest, etc. were incurred or paid in foreign currency except as stated above.

38. Commission, brokerage or discount against sales

No commission was incurred or paid to the sales agent/distributor nor any brokerage or discount other than conventional trade discount incurred or paid against sales during July 2016 to June 2017.

39. 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

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.

39.1 Credit risk

In monitoring credit risk, debtors are grouped according to their risk profile i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are mainly related to sales of finished goods. The maximum exposer to credit risk each represented by the carrying amount of each financial assets in the financial statement of financial position.

	2016-2017 Taka	2015-2016 Taka
Exposer to credit risk		
The carrying amount of financial assets represent the maximum credit exposer. The maximum exposer to credit risk at the reporting date was:		
Trade receivables	4,491,982	3,130,960
Advance & deposits	61,097,962	64,956,666
Cash & bank balances	14,633,050	42,606,196
	80,222,994	**110,693,822**

(Amount in Taka)

	Short Term Loan	Accounts Payable	Other Liabilities & Provision
39.2 Liquidity risk			
As at 30 June 2017			
Carrying amount	163,501,628	2,202,031	60,663,469
Contractual cash flows	163,501,628	2,202,031	60,663,469
Within 6 months or less	163,501,628	2,202,031	22,252,671
Within 12 months	-	-	33,794,059
Within 2-6 years	-	-	3,553,750
As at 30 June 2016			
Carrying amount	195,522,019	1,615,183	69,094,164
Contractual cash flows	195,522,019	1,615,183	69,094,164
Within 6 months or less	195,522,019	1,615,183	15,496,092
Within 12 months	-	-	49,331,364
Within 2-6 years	-	-	4,266,708

39.3 Market risk

Interest rate risk

Interest rate risk is the risk that arise due to changes in interest rates on borrowings. The company is not significantly exposed to fluctuation in interest rates as it has fixed interest bearing financial liabilities as at reporting date.

Accounting classification and fair values

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

	30.06.2017	
	Carrying Amount	Fair Value
Loans and receivables		
Trade receivables	2,202,031	2,202,031
Cash and bank balances	14,633,050	14,633,050
Short term credit facilities	163,501,628	163,501,628
Accounts payables	2,202,031	2,202,031
Other liabilities and provision	60,663,469	59,588,326

	30.06.2016	
	Carrying Amount	Fair Value
Loans and receivables		
Trade receivables	3,130,960	3,130,960
Cash and bank balances	42,606,196	42,606,196
Short term credit facilities	195,522,019	195,522,019
Accounts payables	1,615,183	1,615,183
Other liabilities and provision	69,088,888	69,088,888

39.4 a) Currency risk

The Company is exposed to currency risk on receiving of sales proceed and payments made for raw materials purchase as well. Maximum of the company's foreign currency transactions are denominated in USD.

i) Exposure to currency risk

The company's exposure to foreign currency risk was as follows based on notional amounts:

		30.06.2017 USD	30.06.2016 USD
Foreign currency denominated assets			
Bank Asia Limited	FC (ERQ)	31,863	46,377
Bank Asia Limited	FC (RAD)	21,363	103,732
		53,226	150,109
Foreign currency denominated liabilities			
Trade payables		(93,840)	(1,154,165)
Net Exposure		**(40,614)**	**(1,004,056)**

40. Related party disclosure

SI	Name of Directors/ Shareholders	Status in RFL	Name of the firms/companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of Holding/Interest in the concern as on 30.06.2017
01	Ahsan Khan Chowdhury	Chairman	Agricultural Marketing Co Ltd	Chairman	20.40%
			Property Development Ltd	Director	93.12%
			PRAN Foods Ltd.	Director	96.95%
			Bang Trading House Ltd.	Director	25.00%
			Bangladesh Lift Industries Ltd	Director	71.43%
			PRAN Agro Ltd.	Director	82.63%
			Banga Agro Processing Ltd.	Director	99.95%
			PRAN Agro Business Ltd.	Director	99.96%
			RFL Plastics Ltd.	Director	99.88%
			PRAN Dairy Ltd.	Director	51.00%
			PRAN Confectinery Ltd.	Director	99.83%
			PRAN Exports Ltd.	Director	99.98%
			PRAN Beverage Ltd.	Director	99.99%
			Banga Plastic International Ltd.	Director	99.86%
			Mymensingh Agro Ltd.	Director	99.99%
			Natore Dairy Ltd.	Director	0.12%
			Banga Building Materia	Director	90.91%
			Accessories World Ltd.	Director	85.00%
			Career Builders Ltd.	Director	12.00%
			Chorka Textile Ltd.	Director	83.33%
			Packmat Industries Ltd.	Director	80.00%
			Sun Basic Chemicals Ltd.	Director	83.33%
			Rangpur Metal industries Ltd.	Director	99.98%
			Habiganj Metal Industries Ltd.	Director	27.50%
			Durable Plastic Ltd.	Director	99.06%
			Allplast Bangladesh Ltd.	Director	100%
			Banga Millers Ltd.	Director	0.17%
			Banga Bakers Ltd.	Director	80.00%
			RFL Exports Ltd.	Director	92.59%
			RFL Construction Ltd.	Director	92.59%
			Habiganj Agro Ltd.	Director	79.22%
			Multi-Line Industries Ltd	Director	57.41%
			Natore Agro Ltd.	Director	48.52%
			Trade Environment Ltd.	Director	92.59%
			AKC (Pvt) Ltd.	Director	54.55%
			Get Well Ltd.	Director	99.96%

Sl	Name of Directors/ Shareholders	Status in RFL	Name of the firms/companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of Holding/Interest in the concern as on 30.06.2017
			Sylvan Agriculture Ltd.	Director	52.61%
			Sylvan Technologies Ltd.	Chairman	99.00%
			Habiganj Textile Ltd.	Chairman	19.98%
			Chorka Fashions Ltd.	Director	99.20%
			Gonga Foundry Ltd.	Director	99.92%
			Habiganj Glassware Ltd.	Director	33.32%
			Habiganj Ceramic Ltd.	Director	99.96%
			AKC Managemnet Ltd.	Chairman	99.99%
			Logi-care Overseas Ltd.	Director	100%
			Advance Personal Care Ltd.	Director	99.84%
			RFL Electronic Ltd.	Director	10.04%
02	Mr. Rathenda Nath Paul	Managing Director	Property Development Ltd	Director	0.25%
			RFL Plastics Ltd.	Chairman	0.02%
			Banga Plastic International Ltd.	Chairman	0.04%
			Banga Building Materia	Chairman	1.82%
			Rangpur Metal industries Ltd.	Chairman	0.01%
			Habiganj Metal Industries Ltd.	Chairman	4.17%
			Durable Plastic Ltd.	Chairman	0.19%
			Allplast Bangladesh Ltd.	Chairman	0.04%
			RFL Exports Ltd.	Chairman	1.85%
			RFL Construction Ltd.	Chairman	1.85%
			Multi-Line Industries Ltd	Chairman	1.85%
			Trade Environment Ltd.	Chairman	1.85%
			Get Well Ltd.	Chairman	0.01%
			Gonga Foundry Ltd.	Chairman	0.02%
			Habiganj Glassware Ltd.	Chairman	0.01%
			Habiganj Ceramic Ltd.	Chairman	0.01%
			Logi-care Overseas Ltd.	Chairman	0.04%
			RFL Electronic Ltd.	Chairman	0.02%
03	Mrs. Uzma Chowdhury	Director Finance	Agricultural Marketing Co Ltd	Executive Director	0.41%
			Property Development Ltd	Chairman	0.25%
			PRAN Foods Ltd.	Director	2.00%
			Bang Trading House Ltd.	Director	7.14%
			Bangladesh Lift Industries Ltd	Director	3.57%
			PRAN Agro Ltd.	Director	0.01%
			Banga Agro Processing Ltd.	Director	0.01%
			PRAN Agro Business Ltd.	Director	0.01%
			RFL Plastics Ltd.	Director	0.02%
			PRAN Confectinery Ltd.	Director	0.03%
			Banga Plastic International Ltd.	Director	0.04%
			Banga Building Materia	Director	1.82%
			Chorka Textile Ltd.	Director	4.17%
			Packmat Industries Ltd.	Director	4.00%
			Sun Basic Chemicals Ltd.	Director	4.17%
			Rangpur Metal industries Ltd.	Director	0.01%
			Habiganj Metal Industries Ltd.	Director	4.17%
			Durable Plastic Ltd.	Director	0.19%
			Allplast Bangladesh Ltd.	Director	0.04%
			Banga Millers Ltd.	Director	0.01%

Sl	Name of Directors/ Shareholders		Name of the firms/companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of Holding/Interest in the concern as on 30.06.2017
			Banga Bakers Ltd.	Director	4.00%
			RFL Exports Ltd.	Director	1.85%
			RFL Construction Ltd.	Director	1.85%
			Habiganj Agro Ltd.	Director	0.01%
			Multi-Line Industries Ltd	Director	1.85%
			Natore Agro Ltd.	Director	1.57%
			Trade Environment Ltd.	Director	1.85%
			Get Well Ltd.	Director	0.01%
			Sylvan Agriculture Ltd.	Director	0.02%
			Sylvan Technologies Ltd.	Director	0.20%
			Chorka Fashions Ltd.	Director	0.20%
			Gonga Foundry Ltd.	Director	0.02%
			Habiganj Glassware Ltd.	Director	0.01%
			Habiganj Ceramic Ltd.	Director	0.01%
			Logi-care Overseas Ltd.	Director	0.04%
			Advance Personal Care Ltd.	Director	0.04%
			RFL Electronic Ltd.	Director	0.02%
04	Mrs. Sabiha Amjad	Director	Agricultural Marketing Co Ltd	Director	2.50%
			Banga Trading House Limited	Director	3.57%
			Accessories World Limited	Director	6.00%
			Career Builders Limited	Director	6.00%
			Habigonj Metal Industries Limited	Director	5.00%
			Multi-Line Industries	Director	4.63%

40.1 Related party transactions

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

Taka in ' 000

Name of the Company	Nature of Transactions	Value of Transaction		Balance as on 30 June 2017
		Debit	Credit	
Agricultural Marketing Co Ltd	Current Account	1,288	1,288	-
Property Development Limited		3,224	3,224	-
Pran Dairy		110	110	-
Gonga Foundry Limited		362,846	362,846	-
RFL Plastics Limited		32,451	32,451	-
All Plast BD Limited		25,733	25,733	-
Banga Building Materials Limited		21,107	21,107	

b) Company has issued corporate guarantee to the financiers of its associated companies as listed below :

On behalf of	In favour of	Tk. in Million	Purpose
Banga Plastics International Ltd	HSBC	810	Working Capital
Rangpur Metal Industries Ltd	HSBC	84	
RFL Plastics Limited	Standard	285	
	HSBC	335	
Durable Plastics Ltd	HSBC	205	
Total		**1,719**	

c) Company has received corporate guarantee from the following companies:

Guarantee received from	In favour of	Tk. in Million	Purpose
Property Development Ltd	Bank Asia	490.00	Working Capital
RFL Plastics Limited	HSBC	82	
Banga Building Materials Limited		82	
Allplast Bangladesh Limited		82	
Durable Plastic Limited		82	
Banga Plastic International Limited		82	
Total		**900.00**	

41. Income tax assessment status

Accounting year ended	Assessment year	Assessment status
31 December 2014	2014-2015	Under Assessment
30 June 2016	2015-2016	Return Submited U/s - 82BB

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

The company had 420 permanent employees as at 30 June 2017 and 385 permanent employees as at 31 December 2016 and a varying number of seasonal and temporary workers as required. All permanent employees receive remuneration in excess of taka 36,000 per annum each.

	Number of Staff	
	30.06.2017	30.06.2016
Head office staff	229	201
Plant staff	191	184
	420	**385**

Dhaka,
26 October 2017

Ahsan Khan Chowdhury
Chairman

Rathendra Nath Paul
Managing Director

Muhammad Aminur Rahman
Company Secretary

(Annexture - A)

RANGPUR FOUNDRY LIMITED

Schedule of Property, plant and equipment

As at 30 June, 2017

Particulars	Cost			Depreciation				Written Down Value as on 30.06.2017
	Balance as on 01.07.2016	Addition during the year	Total Cost as on 30.06.2017	Rate of Dep.	Balance as on 01.07.2016	Charge during the year	Total Dep. as on 30.06.2017	
Land & land development	2,121,215	-	2,121,215	-	-	-	-	2,121,215
Office building	2,530,520		2,530,520	10%	2,444,880	8,564	2,453,444	77,076
Factory building	41,197,199		41,197,199	20%	37,164,643	806,511	37,971,154	3,226,045
Plant & Machineries	209,927,946	26,260,391	236,188,337	20%	179,224,682	9,815,106	189,039,788	47,148,549
Furniture Fixture & Equipments	3,551,088	-	3,551,088	10%	2,963,873	58,722	3,022,595	528,493
Vehicles	29,727,141	-	29,727,141	20%	17,964,396	2,352,549	20,316,945	9,410,196
Total as on 30 June 2017	**289,055,109**	**26,260,391**	**315,315,500**		**239,762,474**	**13,041,452**	**252,803,926**	**62,511,574**
Total as on 30 June 2016	**282,326,705**	**6,728,404**	**289,055,109**		**229,079,038**	**10,683,437**	**239,762,474**	**49,292,635**

Allocation of Depreciation:

	30.06.2017	30.06.2016
Cost of Goods Sold (Note-20)	10,621,617	8,109,458
Administrative Expense (Note-21)	67,286	74,762
Selling, Distributuion & Marketing Expenses (Note-22 & 23)	2,352,549	2,499,217
	13,041,452	**10,683,437**

(Annexture - B)

RANGPUR FOUNDRY LIMITED
Schedule of Trade Receivables
As at 30 June 2017

Sl #	Particulars	30.06.2017 Taka	30.06.2016 Taka
1	M/s Noor Machinery Store	6,231	-
2	M/s New Islam Traders	9,201	-
3	M/s New Ataur Hardware	16,771	-
4	M/s Ajoy Hardware and Machinaries	87,828	-
5	Mizan Hardwear Store	32,319	-
6	M/S Baba Traders	193,975	-
7	M/S Shamim traders	64,943	-
8	M/s Mahfuz Trader	2,048	-
9	M/S SN Traders	3,227	-
10	M/s Safiqul H/w	192,537	-
11	M/s Mofiz Uddin Ahamad	95,993	-
12	M/S Asha Enterprise	144,522	-
13	M/S Lotif and Sons	150,017	-
14	M/S Sumon Store	96,767	-
15	M/S Disha Enterprise	200,516	-
16	M/S Sholel Iron Store	47,094	-
17	M/s Nishat Tabassum Traders	98,954	-
18	M/S Maa Machinarise	80,006	-
19	M/s Khan Jahan Electronics and Motors	30,008	-
20	M/s Bonik Traders	95,313	-
21	New Alam Hardware	225,380	-
22	New Hossain and Brothers	354,085	-
23	New Rangpur Hardwear Store	93,166	-
24	Mollah Hardwear	1,284	-
25	Maa Machinaries	92,863	-
26	M/S Mouvasha Tiles garden and Bathfashan	35,989	-
27	M/S New Popular Door and Sanitary	100,114	-
28	M/s Baticrom Enterprise	51,681	-
29	M/S Matt Traders	98,652	-
30	M/S Sapla ecenarice	93,819	-
31	M/S Nazifa H/w Sanitary and Machinaries	50,014	-
32	M/s:Maa H/w	49,670	-
33	M/S Bondu Traders	48,830	-
34	M/S: B.M. H/W and Sanatary	99,648	-
35	M/s Shawon Enterprise	191,891	-
36	Din Super Sanitary	380,295	-
37	M/s City Sanitary	483,175	-
38	M/s Hazi Store	393,158	-
39	M/s A. Kalam Traders	-	10,441
40	New Al Amin Hardware	-	30,150
41	M/s Bhuya Machanires	-	36,281
42	Mother Hardwear	-	4,073
43	M/s Manik Machinaries	-	7,906

BIJOY SARKAR STOCK

Sl #	Particulars	30.06.2017 Taka	30.06.2016 Taka
44	M/S Rezaul Veraity store	-	93,476
45	M/s Saidul Aluminium	-	99,288
46	M/S Nabil Cro.	-	9,917
47	M/s Helal Varity Store	-	3,411
48	M/s Habib Parts Corner	-	6,061
49	M/s Latif Hardware	-	2,211
50	M/s Akkas Ali	-	68,827
51	M/S Firoj Gift house	-	5,406
52	Mahabub & Brothers	-	480,966
53	M/s.Firoj Aluminium	-	10,463
54	M/S Akhondo Gift Plass	-	49,881
55	M/s Sumon Aluminium Store	-	9,207
56	M/s Rimu Enterpries	-	12,549
57	M/s Jakia Aluminium	-	5,711
58	M/s Babul Cycle Store	-	23,572
59	M/s New Vai Vai Crokaries	-	7,209
60	M/s M.S Enterprise-1	-	2,349
61	M/s Dhaka Aluminium Store	-	5,088
62	M/s Sikder Constraction	-	7,267
63	M/S Afra Trading - Turbine	-	481,580
64	M/s Khan Sanitary House	-	23,879
65	M/S Maa Sanitary	-	7,528
66	M/s Hride Enterprise	-	5,029
67	M/s Momin & Brothers	-	25,221
68	M/s Modina Traders @ Sanitary	-	15,653
69	M/s New Mukit Enterprise	-	16,635
70	M/s Turfa International-2	-	271,423
71	M/s Pritom Sanitary -2	-	118,109
72	New Amir Ali Sawdagor	-	20,700
73	M/s Nazrul & Brothers Exclusive Tubewell House	-	98,952
74	M/s Mozibur Aluminium Stors	-	6,183
75	M/s Sahjahan Aluminium	-	9,105
76	Md. Sha Alam ZM	-	95,943
77	M/s Harun Traders	-	41,038
78	M/s Al- Rahman Traders	-	4,146
79	M/S Jamal & Brothers	-	4,370
80	M/s New Rahman Traders	-	62,192
81	Sohel Sanitary Hardwear	-	10,261
82	Mizan Sanitary & Hardwear	-	325,546
83	M/s Ma Aluminium Store	-	12,957
84	M/S Mair Doha Cookaris	-	4,192
85	Tamanna Hardwear	-	28,840
86	M/s Islamia Crocaries	-	8,129
87	M/S. B.Baria Matchanry	-	10,861
88	M/s Shangita Enterprise	-	430,775
	Total	**4,491,982**	**3,130,960**

AMAR STOCK

(Annexture - C)

RANGPUR FOUNDRY LIMITED
Schedule of Trade Payables
As at 30 June 2017

Sl #	Particulars	30.06.2017 Taka	30.06.2016 Taka
1	Al-Burhan Enterprises-Head Office	17,660	-
2	Automation Engg and Controls Ltd.-Head Office	34,892	-
3	BLIL-Head Office	3,882	-
4	Bilal Trading PTE Ltd.-Head Office	2,496	-
5	Anik Enterprise-Head Office	36,858	-
6	Chorka Textile Ltd-Head Office	5,700	-
7	Genarel Bearing and Machineries-Head Office	3,300	-
8	HNS Heavy Industries Ltd.-Head Office	27,200	-
9	Imam-ul and Brothers-Head Office	43,771	-
10	Khan Screw Mart-Head Office	6,080	-
11	M/S. Faisal Traders-Head Office	34,032	-
12	Kashfia Electric Company-Head Office	2,800	-
13	Loya Metal Process-Head Office	9,200	-
14	Moral Iron Store-Head Office	8,460	-
15	Mizan Enterprise-Head Office	71,874	-
16	M/S. Maa Steel Metal-Head Office	52,920	-
17	M/S. Minu Engineering Workshop-Head Office	41,240	-
18	Kajal Traders-Head Office	49,888	-
19	Najma Traders-Head Office	63,463	-
20	M/S. Nabil Agro-Head Office	14,263	-
21	Pirzada Iron Store-Head Office	3,090	-
22	Prime Rubber & Plastic -Head Office	15,877	-
23	N.A.L Electric-Head Office	1,184	-
24	R.P Co.-Head Office	36,744	-
25	Rejaul Karim (Rajshahi)-Head Office	49,650	-
26	R.I Enterprise-Head Office	2,500	-
27	Rafique Traders -Head Office	383,777	-
28	S.S Corporation,Nawabpur Road-Head Office	1,152	-
29	Shahinur Charcol Rangpur-Head Office	21,655	-
30	Satota Engg Workshop-Head Office	19,200	-
31	M/S. Sagar Enterprise-Head Office	124,662	-
32	United Packaging Company-Head Office	33,930	-
33	Wasif Traders-Head Office	1,969	-
34	M/S. Shakila Enterprise-Head Office	15,636	-
35	Samrat Leather Enterprise-Head Office	803,413	-
36	Shamima Enterprise, Rangpur-Head Office	3,500	-
37	M/S. Trade Asia-Head Office	26,840	-
38	A K Enterprise-Head Office	48,225	36,367
39	A. Safa Trading-Head Office	4,500	34,080
40	Habib Enterprise-Head Office	22,361	29,201
41	M.R. Ali and Co.-Head Office	23,986	35,400
42	Royal Bengal Machineries-Head Office	2,800	5,600
43	Saudia Electric Co.-Head Office	9,887	93,719

BDAR STOCK

Sl #	Particulars	30.06.2017 Taka	30.06.2016 Taka
44	ZUMAR BAG INDUSTRIES LTD.-Head Office	15,516	47,520
45	Biz Bangla-Head Office	-	11,900
46	Amena Enterprise-Head Office	-	3,607
47	Bhai Bhai Hardware & Tools-Head Office	-	24,600
48	City Thai & (S.S.) Steel Center-Head Office	-	9,600
49	The Basundhara Steel House-Head Office	-	23,960
50	Durable Plastic Ltd.-Head Office	-	7,657
51	Elite Chemical Industries Ltd.-Head Office	-	56,895
52	Fahad Printers-Head Office	-	50,638
53	Gas Corner-Head Office	-	17,640
54	HNS Automobiles-Head Office	-	2,900
55	Janaprio Leather Works-Head Office	-	46,325
56	Joha Emporium-Head Office	-	65,966
57	JALALABAD STEEL LTD-Head Office	-	28,200
58	J.K. TEXTILE & ENGINEERING WORKS-Head Office	-	2,700
59	K.S.International-Head Office	-	7,800
60	Kalam Banijjaloy-Head Office	-	15,125
61	Linde Bangladesh Ltd-Head Office	-	15,400
62	Muzzem Rubber & Plastic,BCC Ro-Head Office	-	10,050
63	M.H Trading & Engg Works-Head Office	-	8,632
64	MIAMI ENTERPRISE-Head Office	-	11,414
65	M.I Cement Factory Ltd-Head Office	-	37,620
66	Muazzem Rubber & Plastic-Head Office	-	7,500
67	Mim Offset Printer-Head Office	-	4,100
68	M.R. Chemicals-Head Office	-	21,600
69	Mareen Printers-Head Office	-	23,797
70	Mama Vagina Enterprise-Head Office	-	33,200
71	National Machinery Corporation-Head Office	-	28,400
72	Narsingdi Traders-Head Office	-	5,250
73	Natore Agro Ltd. (NAL)-Head Office	-	10,000
74	Packard Engineering,Topkhana R-Head Office	-	5,328
75	Poly Cable Industries Ltd.-Head Office	-	34,500
76	Qutbi Mill Store-Head Office	-	10,655
77	Reza Engineering and Metal Bogra-Head Office	-	47,316
78	Raiana Steel Agency-Head Office	-	18,589
79	Sahida Enterprise-Head Office	-	6,512
80	Sohag Enterprise-Head Office	-	202,642
81	Retail Technologies Limited-Head Office	-	14,000
82	Shamol Bangla Media Ltd.-Head Office	-	53,092
83	Tahura Printing & Press-Head Office	-	24,696
84	T.R. ENTERPRISE-Head Office	-	7,050
85	M/S. Yousuf Metal-Head Office	-	2,500
86	M/S. Zaman Traders -Head Office	-	278,716
87	Shisir Enterprise-Head Office	-	35,224
	Total	**2,202,031**	**1,615,183**

ZUMAR STOCK

RANGPUR FOUNDRY LIMITED
PRAN-RFL Centre, 105, Middle Badda, Dhaka-1212
PROXY FORM

I/We.....

of.....

.....being a member of RANGPUR FOUNDRY LIMITED hereby appoint Mr/Mrs./Miss.....

of.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 37th Annual General Meeting of the Company to be held on day Thursday 14th December, 2017 at 10.30 a.m. and / or at any adjournment thereof. As witness I/We put my/our hand(s) this .....day of .....2017.

.....		.....
Signature of the Proxy	Affix Revenue Stamp Tk. 20/-	Signature of the Shareholder(s)
Register Folio /BO ID.....		Register Folio/BO ID.....
Date :.....		Date :.....

.....
(Signature of the witness)

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

.....	.....
AUTHORISED SIGNATURE	SIGNATURE VERIFIED

RANGPUR FOUNDRY LIMITED
SHAREHOLDER'S ATTENDANCE SLIP

I/we hereby record my/our attendance as Member/Proxy at the 36th Annual General Meeting being held on Thursday 14th December, 2017 at 10.30 a. m. at FUZI Trade Centre, Cha-87/C, Progoti Soroni, Uttor Badda, Dhaka-1212.

Name of Member(s).....

Register Folio No/BO No.....Holding..... Ordinary Shares of **Rangpur Foundry Limited.**

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

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

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RANGPUR FOUNDRY LTD.

An enterprise of PRAN-RFL Group