আরডি™

Annual Report | 2017-2018

RANGPUR DAIRY & FOOD PRODUCTS LIMITED

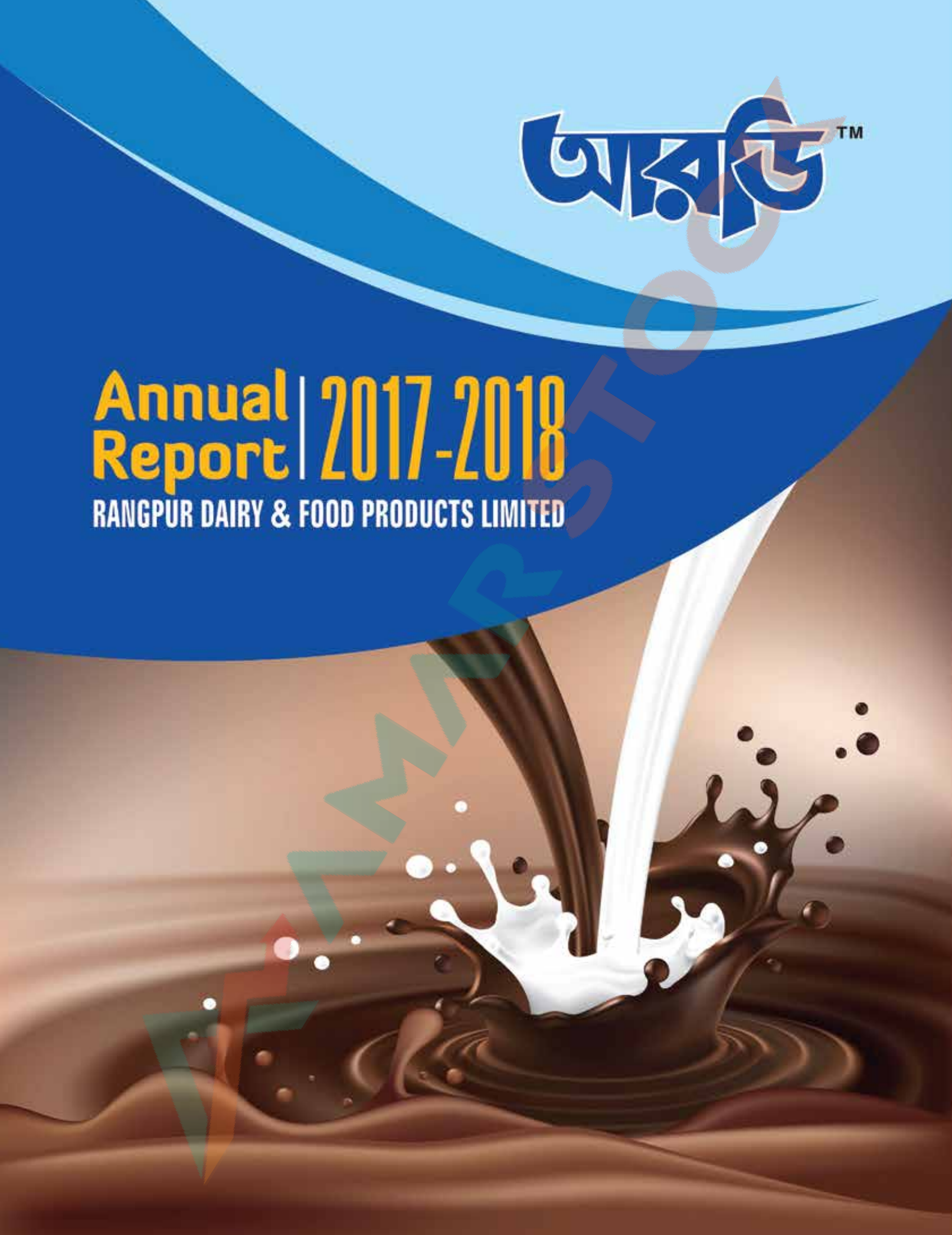


TABLE OF CONTENTS

No	Item	Page No
01	Corporate Directory	02
02	Board of Directors	02
03	Notice of the Annual General Meeting	04
04	Massage from the Managing Director	05
05	Brief Profile of Directors	07
06	Report of the Directors to Shareholders	08-15
07	Five years Financial History	16
08	Declaration of Managing Director & Chief Financial Officer to the Board of Director	17
09	Report of the Audit Committee	18
10	Certificate on Compliance of Corporate Governance Guide lines	19
11	Corporate Governance Compliance Status Report	20-26
12	Bangla version of Report of the Directors to the Shareholder	27-29
Financial Statements		
13	Auditor's Report to the shareholder	30-31
14	Statement of Financial Position	32
15	Statement of Comprehensive Income	33
16	Statement of Changes in Equity	34
17	Statement of Cash Flows	35
18	Notes to the Financial Statements	36-58
19	Proxy Form and Attendance Slip	59

AMARSTOCK

COMPANY INFORMATION

RANGPUR DAIRY & FOOD PRODUCTS LIMITED

MANAGING DIRECTOR
Mr. M. A. Kabir

BOARD OF DIRECTORS

Mr. M. A. Kabir	Managing Director & Acting Chairman
Mrs. Rumana Kabir	Director
Mr. Fahim Kabir	Director
Mr. Md. Rezaul Karim	Independent Director
Mr. Ahmed Hossain	Independent Director

AUDIT COMMITTEE

Chairman	Md. Rezaul Karim
Member	Mr. Fahim Kabir
Member	Mr. Ahmed Hossain

SENIOR EXECUTIVES AND OFFICERS

Chief Financial Officer & CS	Mr. Yeasin Arafat
Manager (Sales)	Mr. Liakat Hossain
Manager (Commercial)	Mr. Alimuzzaman
Manager (Factory)	Mr. Ashraful Alam
Manager (Share Department)	Mr. Ranjit Kumar Basak

AUDITORS

Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Rupali Bima Bhaban, 7 Rajuk Avenue, Motijheel, Dhaka-1000

CGC AUDITORS

N. M. Tareque & Associates, Cost & management Accountants
Green City Edge, 89 Kakrail, Dhaka-1000

BANKERS

NCC Bank Limited
Motijheel Main Branch,
Shymoli Branch & Rangpur Branch.

Islami Bank Bangladesh Limited
Shymoli Branch, Dhaka.

Dutch-Bangla Bank Limited
Ring Road Branch, Dhaka.

Prime Bank Limited
Foreign Exchange Branch, Dhaka.

Meghna Bank Limited
Motijheel Branch, Dhaka.

Union Bank Limited
Hatkhola Branch, Dhaka.

Pubali Bank Limited
Ring Road Branch, Dhaka.

HEAD OFFICE:
22/19, Khiljee Road, Mohammadpur, Dhaka-1207
Telephone: 88 02 9115227
Fax: 88 02 9114865
E-mail: corporate@rdmilk.org
Website: www.rdmilk.org

REGISTERED OFFICE & FACTORY
Salaipur, Baldipukur
Mithapukur
Rangpur-5460

VISION:

Bringing prosperity into rural families of Bangladesh through co-operative efforts and providing customers with hygienic, affordable and convenient supply of "Fresh and Healthy" food products.

MISSION:

To be the market leader in the dairy industry by providing high quality dairy brands to the market.

To achieve this for delighting customers by providing "Fresh and healthy" Food products with high quality and improved nutritional standards.

To be a preferred employer by nurturing entrepreneurship, managing career aspirations and providing innovative avenues for employee with enhanced prosperity.

We are committed to enhance prosperity and the empowerment of the farming community through our unique "Relationship Farming" Model.

MAJOR MILESTONES OF THE COMPANY	
2004	: Incorporated as Private Limited Company
2007	: Started Commercial Operation.
2010	: Conversion to Public Limited Company.
2011	: Public Issue of Share through IPO.
2012	: Launch Product Line in Aseptic Brick Pack



RANGPUR DAIRY & FOOD PRODUCTS LIMITED

22/19, Khiljee Road, Mohammadpur, Dhaka-1207

NOTICE OF THE 14TH ANUUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of RANGPUR DAIRY AND FOODS PRODUCTS LIMITED will be held on Saturday, December 08, 2018 at 11.00 AM at Factory Premises: Salaipur, (Baldipukur Bus Stand), Baldipukur, Rangpur-5460 to transact the following business:

AGENDA

1. To receive, consider and adopt the Audited Accounts of the company for the year ended as on June 30, 2018 together with reports of the Auditors and Directors.
2. To declare Dividend for the year ended as on June 30, 2018.
3. To elect/re-elect Directors of the Company.
4. To appoint Auditors for the year 2018-2019 and to fix their remuneration.

Dated: Dhaka
November 20, 2018.

By order of the Board

(Yeasin Arafat)
Company Secretary

NOTES:

1. The record date in lieu of Book Closure was on Monday November 19, 2018.
2. The Shareholders names appearing in the Register of Members of the Company up to the record dates will be entitled to attend the Annual General Meeting.
3. The Directors has recommended 5% stock dividend for the year ended as on June 30, 2018
4. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The Proxy Form, duly completed, must be deposited at the Share Office of the Company at 22/19, Khiljee Road, Mohammadpur, Dhaka-1207 not later than 72 hours before the time fixed for the Meeting.
5. Members are requested to notify the changes of address, if any, well in time. For BO A/C holders, the same to be rectified through their respective Depository Participants.
6. The Annual Reports is available in the company's website at www.rdmilk.org

Special Notes: No benefit, refreshment or gift in cash shall be given to the shareholders for attending the 14th Annual General Meeting as per Bangladesh Securities and Exchange Commission's circular no. SEC/CMRRD/2009-193/154 dated October 24, 2013.

MESSAGE FROM MANAGING DIRECTOR



Dear valued Shareholders

It is an immense gratification for me to welcome you on the 14th Annual General Meeting of Rangpur Dairy and Food Products Limited and to present the Audited Statements of Financial Position, Statements of Profit or Loss and Others Comprehensive Income and other Financial Statements of the company for the year ended on June 30, 2018.

Every year we see new technologies /innovative ideas evolving to improve the quality of consumers products. I believe RD looks for new ways, makes the effort and takes the initiatives to adopt those in to business process and deliver the best products at consumer's door in shortest possible time.

We faced various problems during the year due to various natural disasters like flood, heavy rain etc. You know that your company is working continuously for developing its existing products as well as introducing new products in the market. Looking into the future, we see new conflicts and new challenges. But we also see new development of opportunities. We firmly believe that challenges are everywhere; thus, we should be prepared anytime anywhere, as opportunities always come hand in hand with challenges, and opportunities only favor those who are prepared. We are prepared and will strive to be even better prepared. The Board recognizes the importance of dividends to shareholders and believes in balancing returns with investment to support future growth. We recommended total 5% stock dividend for the year ended on June 30, 2018.

Therefore I would like to express my profound gratitude to all the members of the Board of Directors of Rangpur Dairy and Food Products Limited for their all through support and suggestions to guide me to continue with the work smoothly to achieve the best possible goal for the Company.

We thank our customers, retailers, suppliers, shareholder and bankers for their support extended to complete a satisfactory year.

Thanking you,

(Engr. M. A. Kabir)
Managing Director & Acting Chairman



Photograph of 13th AGM



Photograph of 108th Board Meeting

Director's Profile

Mr. M. A. Kabir

Mr. M. A. Kabir is the founder Managing Director of the company. He has long business experience of 28 years through working in different Executive positions both in public and private sector organizations. He completed his B.Sc in civil engineering from BUET in 1984. He obtained TQM training from AOTS Japan in 2006. He is also founder Director of other different companies in the area of Telecom, Consultancy, Trading, Construction and Health sector. Mr. Kabir is also founder Managing Director of Concrete and Steel Technologies Ltd. And Bangladesh Specialized Hospital Ltd

Mr. Kabir has gathered a vast experience on Product distribution network in Bangladesh through this responsibility. Mr. Kabir has visited Singapore, Thailand, Malaysia, Turkey, India, China, Japan, UK, Italy, German, France, Denmark, USA and Canada for business purpose during his business career. Based on his previous experience and record of achievement he is very much confident to shoulder the further expansion of the Milk Project as CEO/MD.

Mrs. Rumana Kabir

Mrs. Rumana Kabir is a Director of Rangpur Dairy & Food Products Limited. She is wife of Mr. M. A. Kabir. She has long business experience of 12 years through working in different organizations as a director. She completed Masters in Social Science in 1993 from Rajshahi University. Based on her previous experience and record of achievement she is very much confident to shoulder the further expansion of the Milk Project as director.

Mrs. Kabir is presently working as the Director of Concrete and steel technologies Ltd. in construction field. Mrs. Kabir is also a Director of Bangladesh Specialized Hospital. For business purpose she has visited Thailand, Malaysia, UK, USA, Canada, China, France, German, Italy and many others Country.

Mr. Fahim Kabir

Mr. Fahim is a Director of Rangpur Dairy & Food Products Limited. He completed his graduation from BRAC University. He is Son of Mr. M. A. Kabir & Mrs. Rumana Kabir. He has 03 years business experience through working in different organizations as a director.

Mr. Fahim is presently working as the Director of Bangladesh Specialized Hospital. For Business purpose he has visited Thailand, India, Malaysia, UK and USA. China, France, German, Italy and Singapore.

REPORT OF THE DIRECTORS TO SHAREHOLDERS

Dear Shareholders,
Assalamu Alaikum,

I would like to take this opportunity to welcome you all, on behalf of the members of the Board of Directors of Rangpur Dairy & Food Products Limited in its 14th Annual General Meeting together with the Audited Financial Statements of the Company covering the Statements of Financial Position, Statements of Profit or Loss and Other Comprehensive Income and the notes thereto for the year ended on June 30, 2018 thereon, for your valued consideration, approval and adoption.

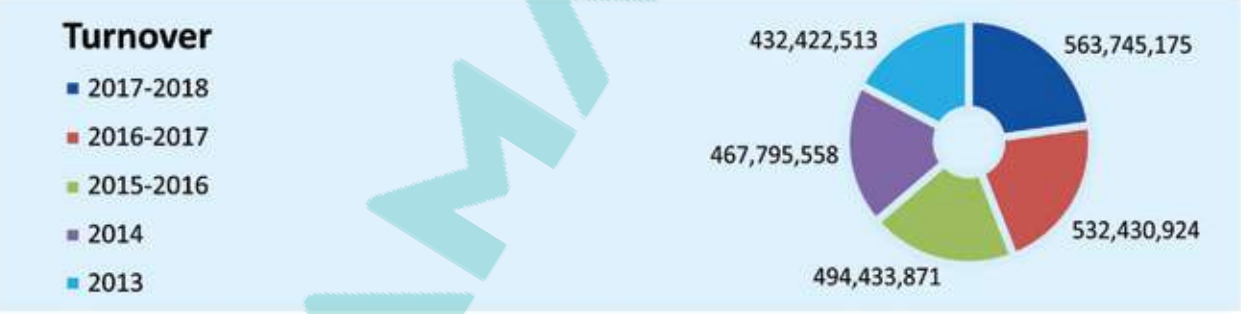
Review of the operational performance:

Rangpur Dairy & Food Products Limited has been engaged in the manufacture & marketing of food products. The company has been manufacture & supplying a wide range of UHT process Milk and others food products in Bangladesh since 2007.

Despite of various industrial and economic challenges such as high inflation rate, scarcity of power, infrastructural deficiencies etc. Yet in this critical period due to the sound and prudent management effort the company achieved considerable level of growth in production and revenues. Though revenue has been increased appreciably but there was a negative growth of Gross Profit in the year 2017-18 . This is why cost of Raw Milk gradually increased by 20% - 27% over the year but sales price had been unchanged. We are taking various diversification plans aiming to reach the untapped market. Maximizing Shareholder's benefits will be our prime focus like before and hope it will be continuing in coming days. Our efficient management and skilled labors are the backbone of the company. We are confident about our ability and team spirit. I am confident to continue support from our shareholders, employees and other stakeholders we would be able to develop our company to greater heights in the coming year.

Turnover:

During the year 2017-2018 your company achieved a total net turnover of taka 563,745,175 as against last period's was taka 532,430,924.



Cost of Goods Sold:

During the year 2017-2018 cost of goods sold was taka 457,144,104 as against last year was taka 422,206,747.



Gross Profit:

During the year 2017-2018 Gross profit earned was taka 106,601,071 as against last year was taka 110,224,177.



Net Profit:

During the year 2017-2018 Net profit (after tax) was taka 25,687,227 as against last year was taka 35,375,743



Earnings per share:

During the year earnings per share was taka 0.39 as against last year was taka 0.59.



NAV per Share:

Net Asset Value per share as on June 30, 2018 was taka 15.54 as against dated June 30, 2017 was taka 16.76.



RISKS AND CONCERNS:
Industry Risk refers to the risk of increased raw materials from foreign and domestic sources. The prime raw material of our products is raw milk and it is procured mainly from greater Rangpur, Dinajpur, Bogra, Pabna, Sirajgong and some other District in Bangladesh. Price of raw milk, the power & transport cost is factor for production cost as well as profit margins.

BRAND AND COMMUNICATIONS:
For better brand building and communication, the company is investing heavily for long term sustainability & acceptability of the company's product at home adopting new ideas and techniques in the competitive market.

BUSINESS OVERVIEWS:
Food industry is a rapidly growing sector in Bangladesh, employing a significant portion of the labor force in the country. Agriculture has always served a virtual role in Bangladesh economy in terms of GDP contribution, employment generation, rural development and food security. Bangladesh has dense and large population and agriculture is their mainstay. Alternative options for livelihood improvement are also limited. Thus, agriculture development is the top of the agenda for government & all other development concerns to bring prosperity in our country.

INDUSTRY ANALYSIS:
The milk industry has a few segments. Firstly, there are Fresh milk and powder milk. Secondly, there is a flavored milk segment. Finally there are milk by-products like Ghee, Butter etc. among these segments, liquid and powder milk segment is the largest and is quite competitive. Competition between liquid and powder milk is based on both price and quality, and they act as substitutes. While powdered milk importers focus on creating brand image, the liquid milk producers focus on the issue of purity and freshness of milk. Among the liquid milk producers, the two broad categories are Pasteurized and UHT milks. These two are basically different process of purifying milk from bacteria. In Bangladesh, all but three plants are pasteurization plants. These plants require less fixed capital compared to UHT plants. But UHT plants provide products with longer shelf life and better quality. Still, UHT processed milk is a new concept to local users and will take some time before establishing a solid position. Again milk has a nutrition value to every human being. So the possibility of decrease in demand is less.

Although, dairying is the most ancient occupation established in the rural setting of Bangladesh, its development is unsatisfactory due to several problems. The main problems concern breeding, feeding, management, diseases and marketing. The dairy sector has also not received adequate attention in respect of information and research with present policies and issues. National milk production can only meet 13% of the current milk consumption. The demand for milk is growing at a faster rate than supply because of the rapid increase in population, creating a widening imbalance between demand and supply. Between 2004 and 2010, the food processing industry in Bangladesh grew at an average 7.7 percent per annum.

UHT MILK:
UHT milk has seen large success in much of Europe, where across the continent as a whole 7 out of 10 Europeans drink it regularly. In fact, in a hot country such as Spain, UHT milk is preferred due to high costs of refrigerated transportation and "inefficient cool cabinets".

In June 1993, Parmalat (an Italian multinational dairy and food corporation) introduced its UHT milk to the United States. In the American market, consumers are uneasy about consuming milk that is not delivered under refrigeration, and reluctant to buy it. To combat this, Parmalat is selling its UHT milk in old-fashioned containers, unnecessarily sold from the refrigerator aisle. UHT milk is also used for many dairy products.

UHT milk is sold on American military bases in Puerto Rico and Korea due to limited availability of milk supplies and refrigeration.

UHT milk gained popularity in Puerto Rico as an alternative to pasteurized milk due to environmental factors. For example, power outages after a hurricane can last up to 2 weeks, during which time pasteurized milk would spoil from lack of refrigeration.

In 2008 the UK government proposed a 90% UHT milk production target by 2020 which they believed would significantly cut the need for refrigeration, and thus benefit the environment by reducing green house emissions. However the milk industry opposed this, and the proposition was abandoned.

UHT Milk industry in Bangladesh is a fast growing sector and can become an important source of earning for the nation. Domestic UHT Milk Market, focuses on the development and enhancement of production facilities, factories and market (storage and distribution) in the country. There have been a remarkable progress in the field of UHT Milk in the past 5 years. If there is any increase of milk temperature more than + 4 Deg C during the storage and distribution, the quality of Pasteurized milk deteriorates instantly. As such, the scope of distribution of pasteurized milk remains within urban city and within the limited market area of the country. On the other hand, UHT milk can be distributed to any corner of Bangladesh by ordinary transport and still the quality of milk remains intact. Both the urban and rural population may get the benefit of the UHT milk which is needed for healthy growth of our young population. With a population of 156.59 million, Bangladesh is one of the biggest economies in the world.

UHT means treatment of milk at Ultra High Temperature that the milk has been pasteurized at a higher temperature (140° Celsius to 160° Celsius) but for a shorter time (1 to 3 seconds) to preserve taste and nutrition. The milk is fully sterilized and then aseptically packed in 5 to7 layers of packaging material (paper or poly ethylene) with barrier film. UHT treatment has no adverse effect on the nutritional value or vitamin content compared to ordinary pasteurization of milk. But it facilitates storage of UHT treated milk in ambient temperature for longer time without any effect on the quality of milk.

The processing and packaging cost of pasteurized milk is little cheaper compared to UHT milk but the distribution cost in cold chain, storage in cold temperature and the deterioration of milk quality clearly supplements the UHT milk. With greater volume of UHT milk, it is more of a good business to run compared to pasteurized milk.

RAW MATERIALS:

The prime raw material of the Company is raw milk from Cows and it is procure from mainly Rangpur, Kurigram, Joypurhat, Gaibandha, Nilphamari, Lalmonirhat, Thakurgoan, Dinajpur, Bogura, Pabna, Sirajgong and some other District in Bangladesh. We Import some raw materials like Packaging materials, Mango Compound, Banana Compound, Strawberry Compound and Aseptic pack from Denmark, Italy, Vietnam, Malaysia, India and China.

PRODUCTION & QUALITY CONTROL:

With modern lab facility, qualified and foreign-trained chemists, Rangpur Dairy performs pre-sale and post-sale tests for every batch of production. For quality assurance, fresh milk is tested on various stages. Chemists of the Company conduct the comprehensive test on fat, acidity, alcohol, COB (Clot on Boiling) to ensure high quality and to preserve the original taste. After successfully packaging the products, a sample of finished products is stored from every batch. Other than this the authority of BSTI checks the quality of the products once in a year and reports based on that survey.

SALES, MARKETING & DISTRIBUTION:

The company is continuously upgrading & restructuring the network of distribution & distribution and many steps have been taken to improve and strengthening the whole process. The Company gives importance on Direct Sales Mechanism and also open some depot in various area and therefore sales volume is increased from the previous year. Initially the company started its marketing campaign highlighting only the difference and advantage between the pasteurized and UHT process milk as UHT was relatively a new concept in Bangladesh. We are committed to increase sales by reaching to our valued consumers with variety of products within shortest possible time.

HUMAN RESOURCES:
Human Resources are a fundamental asset across the entire business model. The development of the company builds its competitive advantage on the skills and commitment of its employees, promoting and rewarding pro-activity, goal orientation and teamwork. The HR Department of your company operates with specific policy, manual and plan designed by the world class consulting firm and approved by the Board of Directors. We provide on-the-job training and development opportunities to enhance our employees' carrier progression. Through different training, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. Rangpur Dairy & Food products Limited is an equal opportunity employer and does not discriminate on the basis of personal characteristics. RD feels human resource is the engines of company's growth. In order to step up growth of the company, it had adopted dynamic human resource management strategy considering human resource as the power house of its success.

GROSS PROFIT MARGIN RATIO:
Gross Profit is the difference between sales and the cost of goods sold Gross Profit = (Sales-Cost of Goods Sold) The Gross Profit margin is one indicator to diagnose the financial health of a business. Larger gross profit margins are better for business-the higher the percentage, the more the business retains of each Taka of sales for other expenses and net profit.
Gross Profit Margin % = (Gross Profit Sales) X 10.

NET PROFIT MARGIN RATIO:
Net Profit is calculated by subtracting expenses including Tax and WPPF & WF from the gross profit, showing what the business has earned (or lost) in a given period of time.
Net Profit= Gross Profit-Overhead Expenses with Tax & WPPF & WF .

NOMINATION AND REMUNERATION COMMITTEE (NRC):
Nomination and Remuneration Committee (NRC) will be formed as per provision of Corporate Governance Guidelines notification No: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 by Bangladesh Securities and Exchange Commission (BSEC) within 31 December 2018.

CORPORATE SOCIAL RESPONSIBILITY (CSR):
Over the years, your company's commitment to Corporate Social Responsibility (CSR) activities is part and parcel of the Company's business model. Your Company has been contributing to the welfare of the community, research and development and protection of environment. Few initiatives of CSR of your company are mentioned below:
Bringing prosperity into rural families of Bangladesh through co-operative efforts and providing customers with hygienic, affordable and convenient supply of "Fresh and Healthy" food products.

DIRECTORS REMUNERATION:
Directors of RDFPL don't enjoy any facilities in the name of remuneration, bonus or any other form except the Managing Director for his direct participation to Company's days to days operations.

EXTRA-ORDINARY GAIN/(LOSS):
There is no extraordinary gain or loss occurred during the reporting period.

SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND PERIOD ENDED REPORT:
There were no significant difference between quarterly performance and overall period ended performance of the Company. Throughout the period.

GOING CONCERN:
The Directors consider that the Company has adequate resources to remain in operation for the foreseeable future and has therefore continued to adopt the going concern basis in preparing the financial statements.

WEBSITE:
Company maintains a website namely www.rdmilk.org which is linked with t he websites of the stock

FINANCIAL RESULTS AND APPROPRIATIONS:

The Directors of the company submitted to report to its shareholders the financial result of the company for the year ended on June 30, 2018 and their recommendations of earnings for the year under review as follows:

Particulars	FY 2017-2018	FY 2016-2017
Net Profit after tax	25,687,227	35,375,743
Add: Accumulated (Surplus brought forward)	**161,946,652**	**185,935,314**
Revalued amount	974,712	1,004,858
Profit Available For Appropriations	**188,608,591**	**222,315,916**
Dividend Paid (2016-2017)	(59,628,800)	(54,208,000)
Proposed Dividend (2017-2018)	(32,795,840)	(59,628,800)
Balance Carried Forward	**96,183,951**	**108,479,115**

DIVIDEND:

The Board of Directors of the company is continuously making effort to uphold and protect the interest of shareholders. Keeping in view performances of current year, future projection and capital outlaying, the Directors are pleased to recommend 5% stock dividend for year 2017-2018 will be payable subject to approval of the shareholders in 14th AGM.

DIRECTOR'S RETIREMENT AND RE-ELECTION:

As per Articles of Association of the Company, one third of the total number of Directors is to retire by rotation in every year. In the forthcoming Annual General Meeting 1) Mr. M. A. Kabir and 2) Mr. Ahmed Hossain will retire and being eligible, offer themselves for re-appointment:

APPOINTMENT OF STATUTORY AUDITOR:

Khan Wahab Shafique Rahman & Co. Chartered Accountants, having its office at Rupali Bima Bhaban (5th & 6th Floor), 7, Rajuk Avenue, Motijheel, Dhaka. will retire in the 14th AGM and being eligible, they offered themselves for re-appointment. On their willingness and being eligible the Board recommended re-appointment of Khan Wahab Shafique Rahman & Co., Chartered Accountants for the year 2018-2019 subject to the approval by the shareholders in the 14th AGM.

APPOINTMENT OF CGC AUDITOR:

On the willingness to be appointed as professional to certificate on compliance of the Corporate Governance Code (CGC) as issued by the Bangladesh Securities and Exchange Commission, the Board of Directors in its meeting, recommended the appointment of N. M. Tareque & Associates, Cost & management Accountants, having its office at Green City Edge, 89 Kakrail, Dhaka-1000 for the year 2018-2019 subject to the approval by the shareholders in the 14th AGM

In compliance with the Bangladesh Securities and Exchange Commission's condition no.-1.4 the Directors confirms that:

1) The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity. 2) Proper books of account of the issuer company have been maintained. 3) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment. 4) International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed. 5) The system of internal control is sound in design and has been effectively implemented and monitored.

There are no significant doubts upon the issuer company's ability to continue as a going concern.

BOARD MEETINGS:
The Number of Board Meeting held during the year and attendance by each Directors is given in annexure-I.

THE PATTERN OF SHAREHOLDING:
In accordance with the requirement of the Bangladesh Securities and Exchange Commission, "The pattern of shareholding" is annexure-II.

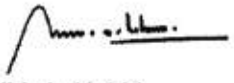
KEY OPERATING AND FINANCIAL DATA OF AT LEAST PRECEDING 5 (FIVE) YEARS:
The Key operating and financial data of at least preceding 5 (five) years is given in annexure-III.

COMPLIANCE OF CORPORATE GOVERNANCE:
Pursuant to notification No: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 by Bangladesh Securities and Exchange Commission (BSEC), the Corporate Governance Report and the Auditors' Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report and attached in Annexure-B & C

MANAGEMENT APPRECIATION:
The Board of Directors record with deep gratitude for the performance of the management, the officers, staff and workers whose continuous effort helped increase the productivity despite the natural and unnatural adverse factors of production and marketing throughout the country and abroad. It is expected the employees and the management will continue to improve the outcome for the interest of shareholders whose constant trust in management has always been an inspiration to the Board of Directors. The directors express their gratitude and acknowledge with keen interest the cooperation and unflinching support received from various agencies including Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange Limited (DSE), Chittagong Stock Exchange Limited (CSE), Central Depository of Bangladesh Limited (CDBL), RJSC, National Board of Revenue, Board of Investment and other agencies of the public.

Once again thank you all.

On behalf of the Board



(M. A. Kabir)
Managing Director & Acting Chairman

Annexure I

Attendance of Board meetings:

During the year 9 Board Meetings were held and attendance by each Director is as follows:

SL	Name of Directors	Meeting attended
1.	Mr. M. A. Kabir	9
2.	Mrs. Rumana Kabir	8
3.	Mr. Fahim Kabir	9
4.	Md. Rezaul Karim	8
5.	Mr. Ahmed Hossain	9

Annexure-II

Pattern of shareholdings:

As per BSEC guideline condition no.- 1.4(k), the pattern of share holding status as on June 30, 2018 is given bellow:

1.4(k) (I) Held by Parent/subsidiary/Associated and other related patties Nil

1.4(k) (II) Held by Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, etc.

Name	Position	No. of shares
Mr. M. A. Kabir	Managing Director & Acting Chairman	7,057,530
Mrs. Rumana Kabir	Director	1,548,600
Mr. Fahim Kabir	Director	1,318,988
Mr. S. M. Fakharuzaman	Sponsor	7,057,530
Mrs. Sultana Parvin	Sponsor	821,140
Mr. Md. Rezaul Karim	Independent Director	Nil
Mr. Ahmed Hossain	Independent Director	Nil
Mr. Yeasin Arafat	CS & Chief Financial Officer	Nil

1.4(k) (III) Held by Executive Nil

1.4(k) (IV) Held by Shareholders holding ten percent (10%) or more voting right:

Name	Position	% of shares
Mr. M.A. Kabir	Managing Director & Acting Chairman	10.76%
Mr. S.M. Fakharuzaman	Sponsor	10.76%

Annexure III

Five Years Financial History

Particulars	Unit	2017-2018	2016-2017	2015-2016	2015	2014
Authorized Capital	Taka	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Paid up Capital	Taka	655,916,800	596,288,000	542,080,000	542,080,000	542,080,000
Share Premium	Taka	130,731,200	130,731,200	130,731,200	130,731,200	130,731,200
Revaluation Reserve	Taka	104,343,644	104,343,644	105,348,502	105,858,582	106,910,294
Retained Earnings	Taka	128,979,791	168,107,916	185,935,314	168,566,851	134,349,651
Non Current Assets	Taka	733,165,076	704,831,977	688,511,174	674,500,796	630461468
Intangible Assets	Taka	3,275,822	1,871,025	1,780,877	1,839,607	1,376,741
Investments	Taka	-	18,151,136	18,151,136	18,151,136	18,151,136
Current Assets	Taka	435,560,863	400,097,087	356,740,872	337,778,107	320,225,137
Current Liabilities & Provisions	Taka	129,390,277	107,147,399	87,123,806	73,226,339	47,657,976
Net Current Assets	Taka	306,170,586	292,949,688	269,617,066	264,551,768	272,567,160
Non-current liabilities	Taka	20,338,939	16,462,041	12,184,360	9,967,247	7,002,298
Net Sales Revenue	Taka	563,745,175	532,430,924	494,433,871	468,589,507	467,795,558
Cost of Goods Sold	Taka	457,144,104	422,206,747	400,735,538	374,659,757	367,381,298
Gross Profit	Taka	106,601,071	110,224,177	93,698,333	93,929,750	100,414,261
Operating Expenses	Taka	62,951,155	57,675,073	50,834,917	52,488,770	52,190,674
Profit from Operation	Taka	43,649,915	52,549,104	42,863,417	41,440,980	48,223,587
Net Profit before Income Tax	Taka	32,913,019	41,359,698	35,034,503	36,201,271	43,844,051
Net Profit/(Loss) after Income Tax	Taka	25,687,227	35,375,743	29,999,327	33,059,167	41,153,637

1. Liquidity Ratios:					
Current Ratio	3.37	3.73	4.09	4.61	6.72
Quick Ratio	2.49	2.78	3.04	3.66	5.76
Times Interest Earned Ratio	4.45	5.25	6.17	9.41	14.97
Debt to Equity Ratio	0.09	0.08	0.06	0.05	0.02
2. Operating Ratios:					
Accounts Receivable	5.54	5.55	5.58	5.48	5.96
Inventory Turnover	5.22	5.48	4.50	4.38	4.77
Fixed Asset Turnover	0.78	0.76	0.74	0.72	0.77
3. Profitability Ratios:					
Gross Margin	18.91	20.70	18.95	20.05	21.47
Operating Income	7.74	9.87	8.67	8.84	10.31
Net Income	4.56	6.64	6.07	7.06	8.80
Return on Assets	2.20	3.20	2.87	3.27	4.33
Return on Equity	2.52	3.54	3.11	3.49	4.50
Earnings Per Share	0.39	0.59	0.55	0.61	0.76
Net Asset Value Per Share	15.54	16.74	16.17	17.47	16.86

Annexure-A
[As per condition No. 1(5)(xxvi)]

Rangpur Dairy & Food Products Limited
Declaration by CEO and CFO

Date: September 30, 2018

The Board of Directors
Rangpur Dairy & Food Products Limited
Mohammadpur, Dhaka.

Subject: Declaration on Financial Statements for the year ended on June 30, 2018

Dear Sirs,
Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No BSEC/CMRRCD/2006-158/207/ADMIN/80 dated June 03, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

(1) The Financial Statements of Rangpur Dairy & Food Products Limited for the year ended on June 30, 2018 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;

(2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;

(3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;

(4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;

(5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and

(6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:
(i) We have reviewed the financial statements for the year ended on June 30, 2018 and that to the best of our knowledge and belief:

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

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

(ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,

sd-
(M. A. Kabir)
Managing Director

sd-
(Yeasin Arafat)
Chief Financial Officer (CFO)

Audit Committee Report

For the year ended on June 30, 2018

The Audit Committee of Rangpur Dairy & Food products Limited was formed as per terms of reference approved by the Board in accordance with the notification of BSEC no. SEC/CMRRCD/2006-158/134/Admin/44, dated 07/08/2012.

During the year, the Committee held four (4) meetings. The details of attendance at the meetings are given bellow:

SL	Name	Status	Meeting held	Attendance
1	Md. Rezaul Karim	Chairman		4
2	Mr. Ahmed Hossain	Member	4	4
3	Mr. Fahim Kabir	Member		4

Scope of the Audit Committee:

i) Reviewed the financial and other systems including internal control and its reporting procedure;

ii) Reviewed the duties, responsibilities, functions, due diligence with due care, objectivity and staffing of internal audit department;

iii) Recommend to the Board regarding appointment of the external auditors and their terms of appointment;

iv) Reviewed all the operational policies before being approved by the Board;

- Reviewed the effectiveness and independence for the statutory auditors;
- Reviewed along with the management, the quarterly and the half yearly financial statements before submission to the Board for approval.
- Reviewed along with the management, the annual financial statements before submission to the Board for approval;

Activities of the Audit Committee during the year:

The Committee reviewed the quarterly & annually financial statements and recommended to the Board for consideration. The committee had reviewed and approved the procedure & task of internal audit department and financial report perpetration. The Audit Committee assists the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of the affairs of the Company.

The Audit Committee expressed their sincere thanks to the members of the Board, Management, Statutory and internal auditors for their support in carrying out its duties and responsibility effectively.

Md. Rezaul Karim
Chairman of the Audit Committee

Annexure-B

[Certificate as per condition No. 1(5)(xxvii)]

Report to the Shareholders of Rangpur Dairy & Food Products Limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Rangpur Dairy & Food Products Limited for the year ended on June 30, 2018. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/ADMIN/80 dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

(a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission or not complied (if not complied, specify non-compliances);

(b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code or not complied (if not complied, specify non-compliances);

(c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws, and

(d) The Governance of the company is highly satisfactory.

N. M Tareque & Associates
Cost and Management Accountants

Place: Dhaka
Dated: 31/10/2018

ANNEXURE - C

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

Corporate Governance Compliance Report

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

Condition No.	Title	Compliance Status		Remarks
		Complied	Non-Complied	
1	**Board of Directors**			
1(1)	**Size of the Board of Directors** The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	√		
1(2)	**Independent Directors**	√		
	All companies shall have effective representation of independent directors on their Boards, so that the Board, as a group, includes core competencies considered relevant in the context of each company; for this purpose, the companies shall comply with the following:	√		
1(2)(a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	√		
1(2)(b)	For the purpose of this clause "independent director" means a director			
1(2)(b)(i)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
1(2)(b)(ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;	√		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(vi)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	√		
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	√		
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	√		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	√		
1(3)	**Qualification of Independent Director.**			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	√		
1(3)(b)	Independent director shall have following qualifications:			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or			N/A
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	√		

1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or			N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			N/A
1(3)(c)	(c) The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		
1(3)(d)	(d) In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			N/A
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:**			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from nonexecutive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			N/A
1(5)	**The Directors' Report to Shareholders**			
	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	√		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;			N/A
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;			N/A
1(5)(i)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(Xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(Xii)	A statement that proper books of account of the issuer company have been maintained;	√		
1(5)(Xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(Xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		

1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii)(c)	Executives; and			N/A
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	√		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	a brief resume of the director;	√		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas; and			
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per **Annexure-A**; and	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per **Annexure-B** and **Annexure-C**.	√		
1(6)	**Meetings of the Board of Directors**			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer**			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		To be complied within next year
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		To be complied within next year
2	**Governance of Board of Directors of Subsidiary Company.**			

2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	√		N/A
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	√		N/A
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	√		N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	√		N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	√		N/A
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)**			
3(1)	**Appointment**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	**Requirement to attend Board of Directors' Meetings**			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	√		
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee.**			
	For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.		√	To be complied within next year
5	**Audit Committee.**			
5(1)	**Responsibility to the Board of Directors.**			
5(1)(a)	The company shall have an Audit Committee as a subcommittee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee**			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		

5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		
5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	**Chairperson of the Audit Committee**	√		
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	√		
5(4)	**Meeting of the Audit Committee**	√		
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year:	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**Role of Audit Committee**			
	The Audit Committee shall:			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	monitor choice of accounting policies and principles;	√		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;			
5(5)(d)	oversee hiring and performance of external auditors;	√		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	review the adequacy of internal audit function;	√		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	review statement of all related party transactions submitted by the management;	√		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		
5(5)(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:			N/A
5(6)	**Reporting of the Audit Committee**			
5(6)(a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:	√		
5(6)(a)(ii)(a)	report on conflicts of interests;			N/A
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			N/A
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			N/A
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			N/A
5(6)(b)	**Reporting to the Authorities**			

	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			N/A
5(7)	**Reporting to the Shareholders and General Investors**			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6	**Nomination and Remuneration Committee (NRC)**			
6(1)	**Responsibility to the Board of Directors**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;		√	To be complied within next year
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;		√	To be complied within next year
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b) .		√	To be complied within next year
6(2)	**Constitution of the NRC**			
6(2) (a)	The Committee shall comprise of at least three members including an independent director;		√	To be complied within next year
6(2) (b)	All members of the Committee shall be non-executive directors;		√	To be complied within next year
6(2) (c)	Members of the Committee shall be nominated and appointed by the Board;		√	To be complied within next year
6(2) (d)	The Board shall have authority to remove and appoint any member of the Committee;		√	To be complied within next year
6(2) (e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;		√	To be complied within next year
6(2) (f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;		√	To be complied within next year
6(2) (g)	The company secretary shall act as the secretary of the Committee;		√	To be complied within next year
6(2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;		√	To be complied within next year
6(2) (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.		√	To be complied within next year
6(3)	**Chairperson of the NRC**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;		√	To be complied within next year
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;		√	To be complied within next year
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;		√	To be complied within next year
	Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.		√	To be complied within next year
6(4)	**Meeting of the NRC**		√	
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;		√	To be complied within next year
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;		√	To be complied within next year
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);		√	To be complied within next year
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.		√	To be complied within next year
6(5)	**Role of the NRC**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;		√	To be complied within next year

6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:		√	To be complied within next year
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;		√	To be complied within next year
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and		√	To be complied within next year
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;		√	To be complied within next year
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;		√	To be complied within next year
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;		√	To be complied within next year
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;		√	To be complied within next year
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and		√	To be complied within next year
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;		√	To be complied within next year
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.		√	To be complied within next year
7	**7. External or Statutory Auditors.**			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-	√		
7(1)(i)	appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	financial information systems design and implementation;	√		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	broker-dealer services;	√		
7(1)(v)	actuarial services;	√		
7(1)(vi)	internal audit services or special audit services;	√		
7(1)(vii)	any service that the Audit Committee determines;	√		
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	any other service that creates conflict of interest.	√		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company:	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	**Maintaining a website by the Company.**			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	**Reporting and Compliance of Corporate Governance.**			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the **Annexure-C** attached, in the directors' report whether the co	√		

শেয়ারহোল্ডারগনের প্রতি পরিচালকমন্ডলীর প্রতিবেদনঃ

প্রিয় শেয়ারহোল্ডরগণ,

আসসালামু আলাইকুম

আমি রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর ত্রয়োদশ বার্ষিক সাধারণ সভায়, পরিচালকবৃন্দের পক্ষ থেকে আপনাদের সকলকে স্বাগত জানাচ্ছি এবং সেইসাথে ২০১৮ সালের ৩০শে জুন তারিখে সমাপ্ত বছরের নিরীক্ষিত হিসাব ও নিরীক্ষকের প্রতিবেদনসহ বার্ষিক প্রতিবেদন আপনাদের সম্মুখে উপস্থাপন করতে পেরে আনন্দবোধ করছি।

ব্যবসায়িক কার্যক্রম পর্যালোচনা:

দুগ্ধ শিল্প বাংলাদেশের জাতীয় অর্থনীতিতে তাৎপর্যপূর্ন ভুমিকা পালন করে চলছে। খাদ্য শিল্প বাংলাদেশে একটি দ্রুত বর্ধনশীল শিল্প হিসাবে পরিচিতি পাচ্ছে। খাদ্য শিল্পের সাথে বাংলাদেশের কর্মসংস্থানের উল্লেখযোগ্য ভুমিকা বিদ্যমান। কিন্তু দেশের করনীতি, অর্থনৈতিক অস্থিরতা, প্রকৃতিক দুর্যোগ ও কাঁচা মালের মূল্য বৃদ্ধির কারণে আমাদের উৎপাদন ও অপারেশনাল ব্যয় উলেখযোগ্য হারে বৃদ্ধি পায়। অন্যদিকে কঠিন প্রতিযোগিতার কারণে দর বাড়ানো সম্ভব হয়নি। যার ফলে কর পরিশোধের পর কোম্পানীটির নীট মুনাফা আমাদের প্রত্যাশ অনুযায়ী বৃদ্দি পায়নি।

মোট বিক্রয়:

২০১৭-২০১৮ অর্থবছরে কোম্পানীর মোট বিক্রয় ৫৬৩,৭৪৫,১৭৫ টাকা যা ২০১৬-২০১৭ অর্থ বছরে ছিল ৫৩২,৪৩০,৯২৪ টাকা।

বিক্রিত পণ্যের ব্যয়:

২০১৭-২০১৮ অর্থবছরে কোম্পানীর বিক্রিত পণ্যের মোট ব্যয় ছিল ৪৫৭,১৪৪,১০৪ টাকা যা ২০১৬-২০১৭ অর্থ বছরে ছিল ৪২২,২০৬,৭৪৭ টাকা।

মোট লাভ :

২০১৭-২০১৮ অর্থবছরে কোম্পানীর মোট লাভ দাঁড়িয়েছে ১০৬,৬০১,০৭১ টাকা যা ২০১৬-২০১৭ অর্থ বছরে ছিল মোট লাভ ১১০,২২৪,১৭৭ টাকা।

নীট লাভ

২০১৭-২০১৮ অর্থবছরে কোম্পানীর (কর পরবর্তী) নীট লাভ দাঁড়িয়েছে ৩৫,৩৭৫,৭৪৩ টাকা যা পূর্বের বৎসর ছিল ৩৫,৩৭৫,৭৪৩ টাকা।

শেয়ার প্রতি আয়:

২০১৭-২০১৮ অর্থবছরে কোম্পানীর শেয়ার প্রতি আয় দাঁড়িয়েছে ০.৩৯ টাকা যা ২০১৬-২০১৭ অর্থবছরে ছিল ০.৫৯ টাকা।

শেয়ার প্রতি নীট সম্পদ:

৩০শে জুন ২০১৮ তারিখে কোম্পানীর শেয়ার প্রতি নীট সম্পদ দাঁড়িয়েছে ১৫.৫৪ টাকা যা ৩০শে জুন ২০১৭ তারিখে ছিল ১৬.৭৬ টাকা।

ব্রান্ড প্রতিষ্ঠা এবং যোগাযোগের জন্য নতুন ধারণা:

আমাদের দেশের প্রতিযোগিতামূলক বাজারে উন্নততর ব্রান্ড প্রতিষ্ঠা ও যোগাযোগের জন্য নতুন ধারণা ও কৌশল আয়ত্ব করতে কোম্পানী ব্যাপক বিনিয়োগ করেছে যাতে সেগুলোর গ্রহনযোগ্যতা দীর্ঘমেয়াদী ও স্থায়ী হয়।

কৃষি ও অর্থনীতি:

কৃষিখাত আমাদের দেশের জিডিপিতে প্রবৃদ্ধি অর্জন, কর্মসংস্থান, গ্রামীন উন্নয়ন, খাদ্য নিরাপত্তা এবং রপ্তানী আয়ের মাধ্যমে অর্থনীতিতে অত্যন্ত গুরুত্বপর্ণ ভূমিকা পালন করেছে।এই ঘনবসতিপূর্ণ বাংলাদেশে কৃষি হচ্ছে প্রধান অবলম্বন। জীবন যাত্রার মান উন্নয়নে বিকল্প আয়ের রাস্তাও খুব সীমিত। এই কারণে বাংলাদেশের সমৃদ্ধি জন্য সরকার এবং বিভিন্ন উন্নয়ন সংস্থা কৃষিকে আলোচ্যসূচির শীষে নিয়ে এসেছে।

দুগ্ধ শিল্প গবেষনা:

যদিও দুগ্ধশিল্প এদেশের একটি অন্যতম পুরনো কৃষি পেশা তবুও বাংলাদেশে এ শিল্পের উন্নয়ন নানাপ্রকার সমস্যার জন্য সন্তোষজনক নয়। এর মধ্যে অন্যতম সমস্যা হল গবাদি পশুর প্রজনন, খাদ্য, ব্যবস্থাপনা, রোগবালাই, চিকিৎসা এবং উৎপাদিত পণ্যের সঠিক মূল্য নির্ধারণ ও বাজারজাতকরণ। দুগ্ধশিল্পের বিষয়ে যে নীতি আমাদের দেশে বিদ্যমান তা তথ্য ও গবেষনার জন্য যথেষ্ট মনোযোগ আকর্ষন করতে পারছে না। বর্তমানে আমাদের দেশে যে পরিমান দুধ উৎপাদিত হয় তা আমাদের মোট চাহিদার মাত্র ১৩%। ২০০৪ সাল হতে ২০১০ সাল পর্যন্ত বাংলাদেশে খাদ্য শিল্পের গড় প্রবৃদ্ধি হয়েছে ৭.৭% । কিন্তু দুধের যোগানের তুলনায় চাহিদার পরিমান অনেক বেশী।

দুগ্ধশিল্প বিভিন্নস্তরে বিন্যাস্ত: প্রথমত : এতে তরলদুধ এবং গুঁড়োদুধ, দ্বিতীয়ত; রয়েছে ফ্লেভারড মিল্ক সর্বোপরিশেষে আরো রয়েছে ঘি, মাখন, মিষ্টি এবং অন্যান্য দুগ্ধজাত খাদ্য সামগ্রী। দাম ও গুনগতমান বিবেচনায় তরলদুধ এবং গুঁড়োদুধ প্রতিযোগিতায় রয়েছে। তরলদুধ পাস্তরিত এবং ইউ এইচ টি পদ্ধতিতে প্রক্রিয়াজাত করা হয়। এর মধ্যে ইউ এইচ টি পদ্ধতিতে প্রক্রিয়াজাত দুধ পাস্তরিত পদ্ধতিতে দুধের তুলনায় বেশী বিশুদ্ধ ও ব্যাকটেরিয়ামুক্ত। আমাদের দেশে ইউ এইচ টি প্রক্রিয়াজাতকরণের তিনটি প্লান্ট রয়েছে। ইউ এইচ টি পদ্ধতিতে প্রক্রিয়াজাতকৃত শিল্প স্থাপনে পাস্তরিত পদ্ধতিতে প্রক্রিয়াজাত শিল্পের তুলনায় অনেক বেশি মূলধন সরবরাহ করতে হয়। তাই ইউ এইচ টি (UHT) পণ্যের জীবন ও গুনগতমান পাস্তরিত দুধের তুলনায় অনেক ভাল। এই জন্য আমাদের দেশে ইউ এইচ টি পণ্যের চাহিদা দিন দিন বৃদ্ধি পাচ্ছে।

আমাদের দেশে ১৯৪৬ সালে দুগ্ধ শিল্প স্থাপনের উদ্যোগ নেওয়া হয়। বর্তমানে কৃষিখাতের জিডিপিতে দুগ্ধ শিল্প ৩.১ % অবদান রাখছে যা মোট জিডিপির প্রায় ০ .৫০% ।ইউ এইচ টি মিল্ক:

ইউ এইচ টি প্রক্রিয়ায় উচ্চ তাপমাত্রায় (অর্থাৎ ১৪০ থেকে ১৫০ ডিগ্রী সেলসিয়াস) তরলদুধকে পরিশোধন এবং পরবর্তীতে প্যাকিং ও ব্যাকটেরিয়ামুক্ত করে দীর্ঘ জীবন দানকরে। এসেপটিক পদ্ধতিতে তরল দুধকে প্যাকিং করা হয় এবং ৩-৪ মাস পর্যন্ত ৩০-৫০ ডিগ্রী সেলসিয়াস তাপমাত্রায় ১০০% ব্যাকটেরিয়ামুক্ত রাখা যায়। বাংলাদেশের মত উচ্চতাপমাত্রার দেশে তরল দুধ একটি পচনশীল পণ্য হিসাবে বিবেচনা করা হয়। যেহেতু তাপমাত্র ৪ ডিগ্রী সেলসিয়াস এর উপরে থাকলেই কৃষকের কাছ থেকে সংগৃহিত দুধ বাজারজাত করা পর্যন্ত কোল্ড চেইন মানতে হয়। সে কারণে গ্রাম এবং শহর সর্বত্রই ইউ এইচ টি দুধ অধিকতর গ্রহণযোগ্য। ইউ এইচ টি পণ্যের উৎপাদনে যদিও উৎপান ও মোড়কীকরন খরচ তুলমামূলকভাবে পাস্তরিত দুধের তুলনায় বেশী হলেও দীর্ঘদিন গুনগত মান ঠিক থাকায় এই পণ্যের ভবিষ্যত সম্ভাবনাময়।

কাঁচামাল:

আমাদের কোম্পানীর প্রধান কাঁচামাল হল গরু হতে সংগৃহীত কাঁচা তরলদুধ। এই কাঁচা তরলদুধ বৃহত্তর রংপুর, দিনাজপুর, পাবনা, রাজশাহী, সিরাজগঞ্জ ছাড়াও বাংলাদেশের অন্যান্য জেলা থেকে সংগ্রহ করা হয়। কাঁচা তরলদুধ ছাড়া ম্যাঙ্গো কম্পাউন্ড, বানানা কম্পাউন্ড, স্ট্রবেরী কম্পাউন্ড, কোকো পাউডার ইত্যাদি কাচাঁমাল ডেনমার্ক, ইটালী, ভিয়েতনাম ও মালয়েশিয়া থেকে আমদানী করা হয়। তাছাড়া দেশীয়ভাবে সংগৃহীত অন্যান্য কাচাঁমালের মধ্যে চিনি, গ্লুকোজ, ম্যাঙ্গো পাল্প প্রভৃতি উল্লেখযোগ্য।

উৎপাদন ও মান নিয়ন্ত্রন:

আমাদের কোম্পানীতে বিদেশে প্রশিক্ষণপ্রাপ্ত ক্যামিষ্ঠ এবং আধুনিক গবেষণাগার রয়েছে । কোম্পানীর কাঁচামাল সংগ্রহ থেকে শুরু করে বাজারজাতকরণ পর্যন্ত আমাদের উৎপাদিত পণ্যগুলো উন্নত প্রযুক্তি দ্বারা উৎপাদন, মান নিয়ন্ত্রন এবং পরীক্ষা-নিরীক্ষা করা হয়।

বাজারজাতকরণ:

যেহেতু আমাদের দেশে ইউ এইচ টি পণ্য একটি নতুন ধারণা সেহেতু পাস্তরিত তরল দুধের সাথে ইউ এইচ টি দুধের তুলনামূলক সুবিধার চিত্র তুলে ধরে বাজারজাতকরণ শুরু করা হয়। ইউ এইচ টি পন্য বাজারজাতকরণে প্রধান ভোক্তা হল ছাত্র-ছাত্রী, বালক-বালিকা, শিক্ষক-শিক্ষিকা, পিতা-মাতা সহ সমাজের সকল শ্রেনী ও পেশার মানুষ । সুতরাং বলা যায় গুনগতমান ঠিক রেখে এই পণ্য দেশব্যাপি বাজারজাত করলে আরডি পণ্যের চাহিদা বহুগুন বিস্তৃত হতে পারে।

অস্বাভাবিক লাভ বা ক্ষতি:

চলতি বছরে আমাদের কোম্পানী উল্লেখযোগ্য কোন ধরনের অস্বাভাবিক লাভ বা ক্ষতির সম্মুখীন হয়নি।

মানবসম্পদ ব্যবস্থাপনা:

কোম্পানীর সার্বিক উন্নয়ন ত্বরান্বিত করার লক্ষ্যে মানব সম্পদকে চালিকা শক্তি হিসেবে বিবেচনা করা হয়েছে এবং এ লক্ষে কেম্পানীর ব্যাপক মানবসম্পদ উন্নয়নের কৌশলগ্রহণ করেছে। আমাদের কোম্পানী দক্ষ এবং যোগ্য জনশক্তি দ্বারা পরিচালিত যাদেরকে একটি স্বচ্ছ প্রক্রিয়ার মান্যমে নিয়োগ করা হয়ে থাকে। ব্যবস্থাপনা কর্তৃপক্ষ মানবসম্পদেরও প্রশিক্ষণ ও উন্নয়নমূখী শিক্ষা গ্রহণের উপর অধিকতর গুরুত্বআরোপ করে থাকেন এবং আমরা দক্ষ জনশক্তি গড়ে তোলার জন্য প্রতিনিয়ত কাজ করে যাচ্ছি। কোম্পানী সর্বদা একটি সুন্দর পরিবেশে কর্মীদের কাজের উৎকর্ষতা, দলগতভাবে কাজের স্পৃহা ও উদ্ভাবনী শক্তিকে নিশ্চিতকরণ এবং অধিকতর গ্রহণযোগ্য পারিশ্রমিক ও সুবিধাদি প্রদানে নিবেদিত।

সামাজিক প্রতিশ্রুতি:

সমাজের প্রতি দায়িত্ববোধের দৃষ্টিকোন থেকে আমরা পরিচালনা করছি বলে বিশ্বাস করি। সেজন্য রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড -এ আমাদের সকল কার্যক্রম প্রধানত সমাজের মঙ্গলের দিকে লক্ষ্য রেখেই সম্পাদিত হয়ে থাকে। সামাজিক অঙ্গীকারের অংশ হিসাবে কোম্পানী সামাজিক গুর"ত্ব সম্পন্ন কাজে সার্বিক সহযোগিতা করে থাকে। আমাদের কোম্পানী পরিবেশ রক্ষায় সর্বদা সচেতন। কারখানা আঙ্গিনার মধ্যে পুকুর খনন এবং বৃক্ষরোপন এ মধ্যে উল্লেখযোগ্য।

আর্থিক ফলাফল ও আবন্টন:

পরিচালনা পর্ষদ ৩০শে জুন ২০১৮ সমাপ্ত অর্থ বছরে কোম্পানীর আর্থিক ফলাফল ও আবন্টন আপনাদের কাছে উপস্থাপন করছে

বিবরণ	২০১৭-২০১৮ সন	২০১৬-২০১৭ সন
করপরবর্তী নীট মুনাফা	২৫,৬৮৭,২২৭	৩৫,৩৭৫,৭৪৩
যোগঃ পুঞ্জিত উদ্বৃত (পূর্ববর্তী বছর থেকে আনীত)	১৬১,৯৪৬,৬৫২	১৮৫,৯৩৫,৩১৪
পূন:নির্ধারিত হিসাব থেকে আনীত	৯৭৪,৭১২	১,০০৪,৮৫৮
বন্টনযোগ্য মুনাফা	১৮৮,৬০৮,৫৯১	২২২,৩১৫,৯১৬
লভ্যাংশ প্রদান (২০১৬-২০১৭)	(৫৯,৬২৮,৮০০)	(৫৪,২০৮,০০০)
প্রস্তাবিত লভ্যাংশ (অক্টোবর ২৮, ২০১৮ ইং)	(৩২,৭৯৫,৮৪০)	(৫৯,৬২৮,৮০০)
উদ্বৃত পরবর্তী বছরে স্থানান্তরিত	৯৬,১৮৩,৯৫১	১০৮,৪৭৯,১১৫

লভ্যাংশ:

সম্মানিত শেয়ারহোল্ডার বিনিয়োগ বিবেচনায় রেখে কোম্পানীর পরিচালনা পর্ষদ ২০১৭-২০১৮ সালের জন্য কোম্পানীর পরিশোধিত মুলধনের উপর ৫% স্টক লভ্যাংশ প্রদানের সুপারিশ করেছেন।

পরিচালকমন্ডলীর নির্বাচন:

কোম্পানীর আর্টিকেলস অফ এ্যাসোসিয়েসন অনুসারে ব্যবসবথাপনা পরিচালক জনাব এম এ কবির ও স্বতন্ত্র পরিচালক জনাব আহমদ হোসেন অবসর গ্রহন করেছেন এবং যোগ্য বিধায় পরিচালক পদে পুনঃ নির্বাচনের প্রস্তাব করা হয় এবং প্রস্তাবনুযায়ী তারা পুনঃ নির্বাচনের জন্যে আগ্রহ প্রকাশ করেন। এই আগ্রহের প্রেক্ষিতে পরিচালকমন্ডলী তার পুনঃ নিয়োগের সুপারিশ করেছেন।

নিরীক্ষক:

বর্তমান নিরীক্ষক মেসার্স খান ওয়াহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস, ২০১৭-২০১৮ সালের নিরীক্ষাকাজ সম্পন্ন করেছেন এবং যোগ্য বিধায় ২০১৮-২০১৯ হিসাব বছরের জন্য পুনঃনিয়োগ চেয়েছেন এবং পরিচালকমন্ডলী তাদের নিরীক্ষক হিসাবে পুন: নিয়োগের সুপারিশ করেছেন এবং মেসার্স এন এম তারেক এন্ড এসোসিয়েটকে ২০১৮-২০১৯ হিসাব বছরের জন্য সি জি সি নিরীক্ষক হিসেবে নিয়োগের জন্য সুপারিশ করেছেন।

সর্বশেষে, রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর পর্ষদের পক্ষে আমি আমাদের ব্যবস্থাপকগণ সহ কর্মচারী, কর্মকর্তাগণকে ব্যক্তিগতভাবে ধন্যবাদ ও আন্তরিক কৃতজ্ঞতা জানাতে চাই। কারণ আপনাদের সহযোগিতা ছাড়া ২০১৭-২০১৮ অর্থ বছরে আমাদের এই ব্যবসা সম্পাদন কখনোই সম্ভব হতো না।

আমি আরও ধন্যবাদ জানাতে চাই সরকারী সংস্থা সমূহ, বাংলাদেশ সিকিউরিটি অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি), ঢাকা স্টক এক্সচেঞ্জ (ডিএসই), চট্টগ্রাম স্টক এক্সচেঞ্জ (সিএসই), বিধিবদ্ধ প্রতিষ্ঠান সমূহকে যারা কোম্পানীটিকে বিভিন্নভাবে তাদের সহায়তা প্রদান করেন। আমাদের সম্মানীত শেয়ারহোল্ডার, ক্রেতা, বিক্রেতা ও আমাদের ব্যাংকারদের প্রতি তাদের সদয় সহযোগীতা ও সহায়তা প্রদানের জন্য আবারো কৃতজ্ঞতা জ্ঞাপন করছি।

পরিচালকমন্ডলীর পক্ষে

এম. এ. কবির

ব্যবস্থাপনা পরিচালক ও ভারপ্রাপ্ত চেয়ারম্যান

Rangpur Dairy & Food Products Limited
Auditor's Report
To The Shareholders

We have audited the accompanying financial statements of **Rangpur Dairy & Food Products Limited** (the company) which comprise the statement of financial position as at June 30, 2018 and the related 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 relevant explanatory notes thereon.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards (IFRS), the companies Act 1994, the Securities & Exchange Rules 1987 and the other applicable laws and regulations. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error, selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an independent opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain a 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 auditors' 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 and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements prepared in accordance with International Financial Reporting Standards (IFRS), give a true and fair view of the financial position of Rangpur Dairy & Food Products Limited as at June 30, 2018 and the result of its financial performance and its cash flows for the year then ended and comply with the companies Act 1994, the Securities & Exchange Rules 1987 and other applicable laws and regulations.

We also report that;

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

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

(c) The statement of financial position and statements of profit or loss and other comprehensive income along with the annexed notes 1 to 32 dealt with by this report are in agreement with the books of accounts; and

(d) The expenditure incurred was for the purpose of the company's business.

Dhaka, October 28, 2018

Khan Wahab Shafique Rahman & Co.
Chartered Accountants

AMAR STOCK

Rangpur Dairy & Food Products Limited
Statement of Financial Position
As at June 30, 2018

Particulars	Notes	Amount in Taka	
		30.06.2018	30.06.2017
Non-current assets		**733,165,076**	**704,831,977**
Property, Plant & Equipment	5.00	729,889,254	702,960,952
Intangible Assets	6.00	3,275,822	1,871,025
Investments			
Government Bond	7.00	-	**18,151,136**
Current assets		**435,560,863**	**400,097,087**
Inventories	8.00	113,960,544	102,231,930
Accounts Receivable	9.00	105,021,568	98,510,308
Advances, Deposits & Pre-Payments	10.00	187,317,815	168,546,899
Cash & Cash Equivalents	11.00	29,260,936	30,807,950
Total Assets		**1,168,725,939**	**1,123,080,200**
Shareholder's equity		**1,018,996,723**	**999,470,759**
Share Capital	12.00	655,916,800	596,288,000
Share Premium	13.00	130,731,200	130,731,200
Revaluation Reserve	14.00	103,368,931	104,343,644
Retained Earnings	15.00	128,979,791	168,107,915
Non-current liabilities			
Deferred Tax Liability	16.00	**20,338,939**	**16,462,041**
Current liabilities		**129,390,277**	**107,147,400**
Accounts Payable	17.00	6,020,145	7,585,575
Short Term Bank Loan	18.00	92,099,474	75,936,301
Provision for WPPF and Welfare Fund	19.00	14,095,510	13,511,939
Share Application Money	20.00	5,739,018	5,739,018
Provision for Income Tax	21.00	7,017,089	1,476,511
Accrued Expenses	22.00	4,419,041	2,898,056
Total Liabilities & Shareholders' equity		**1,168,725,939**	**1,123,080,200**
Net assets value per share (NAV)		**15.54**	**16.76**

The annexed notes from 1 to 32 form an integral part of these financial statements.

Managing Director & Acting Chairman	Director	Director	Company Secretary

Signed as per our separate report on same date.

Khan Wahab Shafique Rahman & Co.

Dhaka, October 28, 2018

Khan Wahab Shafique Rahman & Co.
Chartered Accountants

Rangpur Dairy & Food Products Limited
Statement of Profit or Loss and Other Comprehensive Income
For the year ended June 30, 2018

Particulars	Notes	Amount in Taka	
		2017-18	2016-17
Revenue	23.00	563,745,175	532,430,924
Cost of Goods Sold	24.00	(457,144,104)	(422,206,747)
Gross profit		**106,601,071**	**110,224,177**
Office & Administrative Expenses	25.00	(31,635,730)	(29,597,192)
Marketing & Distribution Expenses	26.00	(31,315,425)	(28,077,881)
		(62,951,155)	**(57,675,073)**
Profit from operation		**43,649,915**	**52,549,104**
Financial Expenses	27.00	(10,006,327)	(10,216,182)
Non Operating Income	28.00	915,082	1,094,761
		(9,091,245)	**(9,121,421)**
Profit before WPPF and Tax		**34,558,670**	**43,427,683**
Contribution to WPPF and Welfare Fund		(1,645,651)	(2,067,985)
Net Profit before income tax		**32,913,019**	**41,359,698**
Income Tax Expense	29.00	(7,225,792)	(5,983,955)
Net profit after income tax		**25,687,227**	**35,375,743**
Earnings per share	30.00	**0.39**	**0.59**

The annexed notes from 1 to 32 form an integral part of these financial statements.

Managing Director & Acting Chairman	Director	Director	Company Secretary

Signed as per our separate report on same date.

Dhaka, October 28, 2018

Khan Wahab Shafique Rahman & Co.
Chartered Accountants

Rangpur Dairy & Food Products Limited
Statement of Changes in Equity
For the year ended June 30, 2018

Amount in Taka

Particulars	Share Capital	Share Premium	Revaluation Reserve	Retained Earnings	Total
Balance at July 1, 2017	596,288,000	130,731,200	104,343,644	168,107,915	999,470,759
Prior year adjustment	-	-	-	(6,161,263)	(6,161,263)
Restated opening balance	**596,288,000**	**130,731,200**	**104,343,644**	**161,946,652**	**993,309,496**
Net profit after tax for the period	-	-		25,687,227	25,687,227
Depreciation charged on revalued amount	-	-	(974,712)	974,712	-
Dividend paid for the year (Stock dividend)	59,628,800			(59,628,800)	-
Balance at June 30, 2018	**655,916,800**	**130,731,200**	**103,368,931**	**128,979,791**	**1,018,996,723**
Balance at July 1, 2016	542,080,000	130,731,200	105,348,502	185,935,314	964,095,016
Net profit after tax for the period	-	-		35,375,743	35,375,743
Depreciation charged on revalued amount	-	-	(1,004,858)	1,004,858	-
Dividend paid for the year (Stock dividend)	54,208,000			(54,208,000)	-
Balance at June 30, 2017	**596,288,000**	**130,731,200**	**104,343,644**	**168,107,915**	**999,470,759**

Managing Director & Acting Chairman | **Director** | **Director** | **Company Secretary**

Signed as per our separate report on same date.

Dhaka, October 28, 2018

Khan Wahab Shafique Rahman & Co.
Chartered Accountants

Rangpur Dairy & Food Products Limited
Statement of Cash Flows
For the year ended June 30, 2018

Particulars	Amount in Taka	
	2017-18	2016-17
Cash Flow from Operating Activities:		
Receipts from customers	557,233,915	527,252,061
Receipts from non operating income	915,082	1,094,761
Payment to suppliers, employees & others	(517,559,957)	(454,733,397)
Income Tax Paid	(1,000,000)	(2,162,048)
Net Cash Provided by Operating Activities: (A)	**39,589,040**	**71,451,377**
Cash Flow from Investing Activities:		
Government Bond	18,151,136	-
Acquisition of Property, Plant & Equipment	(73,769,815)	(66,450,449)
Acquisition of Intangible Assets	(1,680,549)	(298,040)
Net Cash Used by Investing Activities: (B)	**(57,299,228)**	**(66,748,489)**
Cash Flow from Financing Activities:		
Share Application Money refund	-	-
Proceeds from short term loan	16,163,173	13,675,529
Net Cash Used by Financing Activities: (C)	**16,163,173**	**13,675,529**
Net Cash inflow/ (outflow) (A+B+C)	**(1,547,014)**	**18,378,417**
Cash & Cash equivalents at the beginning of the year	30,807,950	12,429,533
Closing Cash & Cash equivalents at the end of the year	**29,260,936**	**30,807,950**

Managing Director & Acting Chairman | **Director** | **Director** | **Company Secretary**

Rangpur Dairy & Food Products Limited
Notes to the financial statements
As at & for the year ended June 30, 2018

1 Corporate History of the Reporting Entity

1.1 Corporate history

Rangpur Dairy & Food Products Ltd. (The Company) was incorporated in Bangladesh on March 06, 2004 Vide Registration No. C-52012(2307)/2004, as a Private Limited Company under The Companies Act 1994. The company was converted to Public Limited Company from Private Limited Company as at June 24, 2010 and issue of share through IPO as on October 13, 2011.

The principal office of business of the company is situated at 22/19 Khiljee Road, Mohammadpur, Dhaka–1207 and factory is located at Salaipur, Baldipukur, Rangpur-5460. The Company commenced its commercial production on April 14, 2007.

1.2 Nature of business

To produce or manufacture Ultra High Temperature (UHT), pasteurized and flavored milk, ghee, butter, different type of candy and milk products and marketing the same in the domestic market.

2 Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 1987, the International Accounting Standards (IAS), the International Financial Reporting Standards (IFRS) as well as the other applicable laws and regulations.

2.2 Other Regulatory compliances

The Company is required to comply with the following major legal provisions in addition to the Companies Act, 1994 and other applicable laws and regulations:

The Income Tax Ordinance, 1984
The Income Tax Rules, 1984
The Value Added Tax Act (VAT), 1991
The Value Added Tax Rules (VAT), 1991

2.3 Basis of measurement

The financial statements have been prepared under the historical cost convention as modified to include the revaluation of certain property, plant and equipment.

2.4 Functional and presentational currency

The financial statements are prepared and presented in Bangladesh Currency (Taka), which is the company's' functional currency. All financial information presented have been rounded off to the nearest Taka except where indicated otherwise. Figures in brackets indicate deductions.

2.5 Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting polices 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.

2.6 Going concern

The company has adequate resources to continue in operation for the foreseeable future. For this reason the directors continue to adopt going concern basis in preparing the financial statements. The current credit facilities and resources of the Company provide sufficient fund to meet the present requirements of its existing business.

2.7 Applicable standards

The following IASs are applicable for the financial statements:

IAS:1 Presentation of Financial Statements
IAS:2 Inventories
IAS:7 Statements of Cash Flows
IAS:8 Accounting policies, Changes in Accounting Estimates and Errors
IAS:10 Events after the reporting period
IAS:12 Income Taxes
IAS:16 Property, Plant and Equipment
IAS:18 Revenue
IAS:19 Employee Benefits
IAS:23 Borrowing Costs
IAS:24 Related Party Disclosures
IAS:32 Financial Instruments (Presentation)
IAS:33 Earnings Per Share
IAS:34 Interim Financial Reporting
IAS:37 Provisions, Contingent Liabilities and Assets
IAS:38 Intangible Assets

2.8 Reporting period

The financial period of the company covers 12 months end from July 1, 2017 to June 30, 2018.

3 Significant accounting polices

The specific accounting policies selected and applied by the company's directors for significant transactions and events that have material effect within the framework of IAS-1 "Presentation of Financial Statements", in preparation and presentation of financial statements have been consistently applied throughout the year and were also consistent with those used in earlier years.

For a proper understanding of the financial statements, these accounting policies are set out below in one place as prescribed by the IAS-1 "Presentation of Financial Statements". The recommendations of IAS-1 relating the format of financial statements were also taken into full consideration for fair presentation.

3.1 Financial instruments

Non-derivative financial instruments comprise trade and other debtors, cash and cash equivalents, short term finance and other payables.

3.2 Property, plant and equipment

3.2.1 Recognition and Measurement

These are capitalized at cost of acquisition and subsequently stated at cost or valuation less accumulated depreciation and impairment losses. The cost of acquisition comprises of purchase price, including import duties and non-refundable Taxes and any directly attributable cost of bringing the assets to its working condition for its intended use.

On retirement or otherwise disposal of fixed assets, the cost and accumulated depreciation are eliminated and any gain or loss on such disposal is reflected in the Statement of Profit or Loss and Other Comprehensive Income which is determined with reference to the net book value of assets and the net sales proceeds.

3.2.2 Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliable. The costs of the day-to-day servicing of property, plant and equipment are recognized in the Statement of Profit or Loss and Other Comprehensive Income as incurred.

3.2.3 Fixed Assets and Depreciation

No depreciation is charged on land & land development. Depreciation on all other fixed assets is computed using the reducing balance method so as to write off the assets over their expected useful life. Depreciation has been charged on additions when the related assets are available for use.

After considering the useful life of assets as per IAS-16, the annual depreciation rates have been applied as under which is considered reasonable by the management:

Particulars	Rate of Depreciation
Factory Building	3%
Furniture & Fixture	10%
Vehicles	10%
Plant & Machinery	10%
Electrical Installation	10%
Office Equipment	10%
Factory Equipment	10%
Generator	5%
Shop Sign	30%

3.2.4 Intangible asset

An Intangible asset is recognized if it is probable that the future economic benefits that are attributable to the asset will flow to the entity and the cost of assets can be measured reliably. Intangible assets have been shown at cost less amortization as per IAS-38 "Intangible Assets" and any impairment loss. Amortization has been charged on diminishing balance method. Amortization on addition of assets has been charged from the date of purchase. Amortization has been charged at the rate of 10%.

3.2.5 Capital work-in-progress

Property, plant and equipment under construction/acquisition is accounted for as capital work-in-progress until construction/acquisition is completed and measured at cost.

3.3 Revenue recognition

Revenue from the sale of goods is measured at fair value of the consideration received or receivable. Revenue from sale of goods is recognized in the Statement of Profit or Loss and Other Comprehensive Income when goods are delivered from factory go down and delivery Chillan is issued to the customer. This is considered to be consistent with IAS -18.

3.4 Inventories

Inventories are valued in accordance with IAS-2 (Inventories) at the lower of cost and net realizable value. The cost of finished goods comprises raw materials, direct labor, other direct and other related production overheads (based on normal capacity) and related depreciation. Net realizable value is based on estimated selling price in the ordinary course of business less any further costs expected to be incurred to make the sale.

Category	Basis of Valuation
Finished Goods	At the lower of cost or Net realizable value. The cost includes allocation of production overheads that relate to bringing the inventories to their present condition and location.
Raw Materials	At the lower of weighted average cost or Net realizable value.
Work In Progress	At the lower of weighted average cost or Net realizable value.
Stationary	At the lower of weighted average cost or Net realizable value.

3.5 Accounts receivables

Receivables are carried at original invoice price. Provision for bad debts are calculated, on a case by case basis after review of the aging schedule and revised every quarter, when any specific risk arises relating to the collectability the amount is written off.

3.6 Cash and cash equivalents

Cash in hand and cash at banks have been considered as Cash and Cash Equivalents for the preparation of these financial statements, which were held and available for use by company without any restriction and there was insignificant risk of changes in value of the same.

3.7 Statements of Cash Flows

Statements of Cash Flows is prepared in accordance with IAS-7 "Statement of Cash Flows" and the cash flows from the operating activities have been presented under direct method.

3.8 Investments

Income on Investment is recognized on accrual basis.

3.9 Borrowing Costs

Financial Expenses (Borrowing Costs) incurred during the year was recognized as revenue expenses in accordance with IAS-23 "Borrowing Cost". Borrowing costs relating to property, plant and equipment up to the year of completion of erection are capitalized, and those for the subsequent year is charged to revenue.

3.10 Accrued Expenses and Other Payables

Liabilities are recognized for the goods and services received, whether paid or not for those goods and services. Payables are not interest bearing and are stated at their nominal value.

3.11 Advances, deposits and prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads such as Property, Plant & Equipment or inventory etc.

Deposits are measured at payment value.

Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Profit or Loss and Other Comprehensive Income.

3.12 Responsibility of the Preparation and Presentation of the Financial Statements

The Board of Directors are responsible for preparing and presenting the financial statements in accordance with IAS, IFRS, the Company Act, 1994 and other applicable laws including adequate disclosures, who approved and authorized for issue of this financial statements.

3.13 Events after the Reporting Period

In compliance with the requirements of IAS 10: Events After Reporting Period Date, adjusting events that provide additional information about the company's position at the Events After Reporting Period Date are reflected in the financial statements. Events after Reporting Period date that are non adjusting events are disclosed in the notes when material.

3.14 Provisions

In accordance with the guidelines as prescribed by IAS-37: Provisions, Contingent Liabilities and Contingent Assets, provisions are recognized in the following situations:

a. when the company has an obligation (legal or constructive) as a result of past events;
b. when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
c. reliable estimates can be made of the amount of the obligation.
d. As of June 30, 2018, the company did not have any adjusting events reporting period.

3.15 Income Taxes

a) Current Tax

Income Tax is assessed based on SRO No. 199 - law/Income Tax/2015 - Income Tax Ordinance, 1984 Dated June 30, 2015 under section 44, sub-section (4), clause (b).

b) Deferred Tax

The company has adopted deferred tax during the year under review in compliance with the provisions of International Accounting Standard (IAS-12) "Income Taxes". The company's policy of recognition of deferred tax assets/ liabilities is based on temporary differences (Taxable or deductible) between the carrying amount (Book value) of assets and liabilities for financial reporting purposes and its tax base and accordingly deferred tax income/ expenses has been considered to determine net profit after tax and Earning Per Share (EPS).

3.16 Earnings Per Share

This has been calculated in compliance with the requirements of IAS 33: Earnings Per Share by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year.

Basic earnings represent earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

3.17 Employment Benefit Schemes

The company has made a provision for Workers' Profit Participation (WPPF) and Welfare funds @ 5% of net profit before tax as per Labor Act 2006.

3.18 Comparative Information and Rearrangement Thereof

Comparative information has been disclosed for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.

Comparative figures is re-arranged (if any) wherever considered necessary to ensure better comparability with the current year without causing any impact on the profit and value of assets and liabilities as reported in the financial statements.

4 Additional information on Financial Statements:

4.1 Responsibility for the preparation and presentation of Financial Statements

The Board of Directors and Management of the company are responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act, 1994, and Corporate Governance guideline issued by the Bangladesh Securities and Exchange Commission.

4.2 Authorization date for issuing Financial Statements

The Financial Statements were authorized by the Board of Directors on October 28, 2018 for issuing after the completion of review.

4.3 Components of the Financial Statements

According to IAS-1 **"Presentation of Financial Statements"** the complete set of Financial Statement includes of the following components

i) Statement of Financial Position as at June 30, 2018.
ii) Statement of Profit or Loss and other Comprehensive Income for the year ended June 30, 2018.
iii) Statement of Changes in Equity for the year ended June 30, 2018.
iv) Statement of Cash Flows for the year ended June 30, 2018.
v) Explanatory notes to the Financial Statements.

	Amount in Taka	
	30.06.2018	30.06.2017
5.00 Property, Plant & Equipment:		
A. Cost:		
Opening Balance (at cost)	1,032,410,943	965,664,715
Addition during the year	78,077,818	66,746,228
Balance at June 30, 2018	**1,110,488,761**	**1,032,410,943**
B. Accumulated Depreciation:		
Opening Balance	329,449,992	279,282,402
Charged during the year	51,149,516	50,167,590
Balance at June 30, 2018	**380,599,508**	**329,449,992**
Written Down Value at June 30, 2018 (A-B)	**729,889,254**	**702,960,952**

The details Schedule of Property, Plant & Equipment are shown in attached **Annexure- A.**

6.00 Intangible Assets:		
Opening Balance	1,871,025	1,780,877
Addition during the year	1,680,549	298,040
	3,551,574	**2,078,917**
Amortization during the year	(275,752)	(207,892)
Written Down Value at June 30, 2018	**3,275,822**	**1,871,025**
7.00 Government Bond:		
Opening Balance	18,151,136	18,151,136
Encashment during the year	(18,151,136)	-
Balance at June 30, 2018	**-**	**18,151,136**
8.00 Inventories:		
Raw Materials	81,058,084	72,519,666
Finished Goods	29,082,806	26,327,557
Work In Progress	3,305,354	2,797,404
Stationary	514,300	587,303
Balance at June 30, 2018	**113,960,544**	**102,231,930**
9.00 Accounts Receivable:		
Accounts Receivable	105,021,568	98,510,308
Balance at June 30, 2018	**105,021,568**	**98,510,308**

a) Ageing of the above receivables is given Below:

1 to 3 Months	4 to 6 Months	7 to 12 Months	1 Year and above	Total
64,543,765	23,849,482	16,294,407	333,914	105,021,568
64,543,765	**23,849,482**	**16,294,407**	**333,914**	**105,021,568**

b) Receivables are unsecured but considered good.

c) There is no debt due by or to directors or other officers of the company

d) There is no debt due by the directors and officers within the common management of the company.

e)The details of Accounts Receivable are shown in **Annexure-B .**

10.00 Advances, Deposits & Pre-Payments:		Amount in Taka	
		30.06.2018	30.06.2017
advance to new office		661,085	661,085
advance to factory/Chilling		42,976,736	38,972,267
Advance to Parties	Annexure- C	46,186,526	25,194,768
Advance for Machinery	Note:10.01	85,572,162	89,880,165
Advance income Tax		11,347,705	12,581,539
VAT Current Account		434,661	1,116,135
Security Deposit		138,940	140,940
Balance at June 30, 2018		**187,317,815**	**168,546,899**

a) All Advances & Deposits are considered good and recoverable by the management.
b) There is no amount due from Directors or officers of the Company.
c) There is no advances due by or to within the common management of the company.

10.01 Advance for Machinery:		
Apon Engineering Workshop	12,253,836	10,170,700
Basic Engineering	23,606,386	26,633,086
Chowdhury Enterprise	5,233,092	7,006,012
ESS (Engineering and Support service)	1,816,732	1,816,732
JS Builders	6,672,215	6,644,195
Santek	21,940,272	22,259,511
Sumon Engineering	6,272,914	8,575,714
United Engineering	7,776,715	6,774,215
Balance at June 30, 2018	**85,572,162**	**89,880,165**
Aging of Advance for Machinery:		
Due to 1-6 months	23,191,185	48,970,549
Due to 7-12 months	38,261,623	17,930,233
Above 1 year	24,119,354	22,979,383
Balance at June 30, 2018	**85,572,162**	**89,880,165**

11.00 Cash & Cash Equivalents :			
Cash in Hand	Note: 11.01	5,594,427	5,844,931
Cash at Bank	Note: 11.02	23,666,509	24,963,019
Balance at June 30, 2018		**29,260,936**	**30,807,950**

11.01 Cash in Hand:		
Cash in Hand (Head Office)	5,087,678	5,194,863
Cash in Hand (Factory)	506,749	650,068
Balance at June 30, 2018	**5,594,427**	**5,844,931**

11.02 Cash at Bank:

Name of Bank	Name of Branch	Account Number	Amount in Taka	
			30.06.2018	30.06.2017
Islami Bank Bd. Ltd.	Shyamoli Br.	2090900006902	524,794	1,445,895
Prime Bank Ltd.	Foreign Exchange Br.	12631060018441	157,810	157,810
Prime Bank Ltd.	Ring Road Br.	4648901003315	33,959	-
NCC Bank Ltd.	Rangpur Br.	0026-0210016463	570	5,040
NCC Bank Ltd.	Motijheel Main Br.	0002-0210011279	-	-

			Amount in Taka	
			30.06.2018	30.06.2017
NCC Bank Ltd.	Shyamoli Br.	0055-0325000141	667,584	9,478,926
NCC Bank Ltd.	Motijheel Main Br.	0002-0315000047	4,954	4,954
NCC Bank Ltd.	Motijheel Main Br.	0002-0325000760	19,280,713	7,449,970
NCC Bank Ltd.	Shyamoli Br.	00550325000409	83,500	5,000
Dutch-Bangla Bank Ltd.	Ring Road Br.	148-120-0004782	1,484,855	399,197
Union Bank Ltd.	Hatkhola Br.	0041210000209	2,761	2,762
Meghna Bank Ltd.	Motijheel Br.	110311100000403	693,380	5,281,837
NCC Bank Ltd. (USD)	Motijheel Main Br.	0002-0251008241	680,793	680,793
NCC Bank Ltd. (Euro)	Motijheel Main Br.	0002-0253000521	25,626	25,626
NCC Bank Ltd. (GBP)	Motijheel Main Br.	0002-0252000247	25,210	25,210
	Total:		**23,666,509**	**24,963,019**

12.00 Share Capital:

Authorized Capital :		
100,000,000 Ordinary Shares of Tk. 10/- each	**1,000,000,000**	**1,000,000,000**
Issued, Subscribed, Called-up & Paid-up Capital:		
65,591,680 Ordinary Shares of Tk. 10/- each	**655,916,800**	**596,288,000**

The Shareholding position of the Company is as under:

Name	Status	%	No. of Shares	Amount in Taka
Mr. S.M.Fakharuzaman	Sponsor	10.76%	7,057,530	70,575,300
Mr. M.A.Kabir	MD & Acting Chairman	10.76%	7,057,530	70,575,300
Mrs. Sultana Parvin	Sponsor	1.25%	821,140	8,211,400
Mr. Fahim Kabir	Director	2.01%	1,318,988	13,189,880
Mrs. Rumana Kabir	Director	2.36%	1,548,600	15,486,000
General Shareholder	General Public	72.86%	47,787,892	477,878,920
Total		**100.00%**	**65,591,680**	**655,916,800**

Details of Number of Shareholders and percentage as under:

Share Holding Range	Percentage (%)	No. of share holders	No. of Shares
01-499 shares	3.56%	11,339	2,334,733
500-5,000 shares	8.15%	2,874	5,348,755
5,001-10,000 shares	6.64%	603	4,357,554
10,001-20,000 shares	7.44%	349	4,880,121
20,001-30,000 shares	4.27%	111	2,803,055
30,001-40,000 shares	2.73%	51	1,787,689
40,001-50,000 shares	2.21%	31	1,447,218
50,001-100,000 shares	5.12%	47	3,360,623
100,001- 1,000,000 shares	21.37%	54	14,018,243
1,000,001- 1,000,000,000 shares	38.50%	9	25,253,689
Total	**100.00%**	**15,468**	**65,591,680**

Details of Number of Shares		
Opening Number of Shares	59,628,800	54,208,000
10% Stock Dividend	5,962,880	5,420,800
Closing Number of Shares	**65,591,680**	**59,628,800**

		Amount in Taka	
		30.06.2018	30.06.2017
13.00	**Share Premium:**		
	Share Premium	130,731,200	130,731,200
	Total:	**130,731,200**	**130,731,200**

The above amount received when issued share through initial public offering.

14.00	**Revaluation Reserve:**		
	Opening Balance	104,343,644	105,348,502
	Adjustment during the year	(974,712)	(1,004,858)
	Balance at June 30, 2018	**103,368,931**	**104,343,644**

The revaluation reserve includes Land & Land Development and Factory Building of the company. The revalued amount as per valuation report of **Online Survey & Inspection Company**, a licensed certified surveyor, Government of Bangladesh, dated : **April 20, 2010** based on the Financial Statements as on December 31, 2009. The re-valuation surplus amount was **accounted for Tk. 109,112,305** as on December 31, 2010.

15.00	**Retained Earnings:**		
	Opening Balance	168,107,915	185,935,314
	Prior year adjustment	(6,161,263)	-
	Restated opening balance	**161,946,652**	**185,935,314**
	Profit/(Loss) during the year	25,687,227	35,375,743
	Depreciation charged on revalued amount	974,712	1,004,858
	Dividend paid for the year	(59,628,800)	(54,208,000)
	Balance at June 30, 2018	**128,979,791**	**168,107,915**
16.00	**Deferred Tax Liability:**		
	Opening Balance	16,462,041	12,184,360
	Deferred Tax expenses during the year	3,876,898	4,277,681
	Balance at June 30, 2018	**20,338,939**	**16,462,041**
17.00	**Accounts Payable:**		
	Sundry Creditors	6,020,145	7,585,575
	Balance at June 30, 2018	**6,020,145**	**7,585,575**

a) The details have been shown in **Annexure-D.**

b) Sundry creditors represents regular suppliers of raw materials, stationery and others.

c) All creditors were paid on regular basis.

18.00	**Short Term Bank Loan :**		
	Meghna Bank Limited (Cash Credit)-017	74,654,199	69,678,827
	Meghna Bank Limited (LTR)	2,333,331	6,257,474
	Meghna Bank Limited (Time Loan)	15,111,944	-
	Balance at June 30, 2018	**92,099,474**	**75,936,301**

Limits of various facilities extended by Banks are as follows:

Name of the Bank: Meghna Bank Limited

Nature: Cash Credit, Time Loan & Import Loan (LTR)

Sanction Limit: Tk. 150,000,000

Expiry Date: 30.04.2019

Interest Rate: 13 % P.a. subject to revision from time to time.

Securities:

a) Hypothecation of Stock of raw materials, work-in-process and finished goods duly insured under Bank's mortgage clause.

b)Registered mortgage of 257 decimal project land along with factory building and other structure at Vill: salaipur, Baldipukur, Rangpur .

c) Post dated cheque(s) covering the limit.

		Amount in Taka	
		30.06.2018	30.06.2017
19.00	**Provision for WPPF and Welfare Fund:**		
	Opening Balance	13,511,939	12,689,424
	Addition during the year	1,645,651	2,067,985
	Payment made during the year	(1,062,080)	(1,245,470)
	Balance at June 30, 2018	**14,095,510**	**13,511,939**
20.00	**Share Application money:**		
	General Public	5,002,753	5,002,753
	Non- Resident Bangladeshi	736,265	736,265
	Balance at June 30, 2018	**5,739,018**	**5,739,018**

This represents subscription money received from IPO which is ready for refund. That will be refunded whenever claimed by the applicants.

21.00	**Provision for Income Tax:**		
	Opening Balance	1,476,511	953,676
	Prior year adjustment	6,161,263	-
	Restated opening balance	**7,637,774**	**953,676**
	Current year Tax	3,348,894	1,706,273
		10,986,668	**2,659,949**
	Payment during the year	(1,000,000)	(1,183,438)
	Adjust with AIT	(2,969,579)	-
	Balance at June 30, 2018	**7,017,089**	**1,476,511**
22.00	**Accrued Expenses:**		
	Audit fee	215,000	115,000
	Electricity Bill	781,167	400,000
	Salary & Allowances	3,307,089	2,266,308
	Other Liabilities	115,785	116,748
	Balance at June 30, 2018	**4,419,041**	**2,898,056**

All accrued Expenses were paid on regular basis.

			Amount in Taka	
			2017-18	2016-17
23.00	**Revenue:**			
	Gross Sales Revenue		574,366,163	536,138,475
	Sales Return		(2,671,983)	(1,036,656)
	Market Damage		(5,006,589)	-
			566,687,591	**535,101,819**
	VAT		(2,942,416)	(2,670,895)
	Total:		**563,745,175**	**532,430,924**
24.00	**Cost of Goods Sold:**			
	Raw materials Consumed	**Note: 24.01**	365,320,130	328,581,426
	Wages		5,066,207	4,055,704
	Power Cost	**Note: 24.02**	18,821,032	26,223,850
	Prime Cost		**389,207,369**	**358,860,980**
	Manufacturing Overhead	**Note: 24.03**	71,199,934	67,151,160
	Cost of Production		**460,407,303**	**426,012,140**
	Opening Work-In-Progress		2,797,404	3,071,597
	Closing Work-In-Progress		(3,305,354)	(2,797,404)
	Cost of Goods Manufactured		**459,899,353**	**426,286,333**
	Opening finished goods		26,327,557	22,247,971
	Closing finished goods		(29,082,806)	(26,327,557)
	Cost of Goods Sold:		**457,144,104**	**422,206,747**
24.01	**Raw Materials Consumed:**			
	Opening stock		72,519,666	66,233,452
	Purchase during the year		373,858,548	334,867,640
	Raw materials available for use		**446,378,214**	**401,101,092**
	Closing Stock		(81,058,084)	(72,519,666)
	Raw materials Consumed:		**365,320,130**	**328,581,426**
24.02	**Power Cost:**			
	Electricity bill		7,246,837	6,151,693
	Fuel & Diesel		11,559,395	19,964,947
	Gas Charges		14,800	107,210
	Total		**18,821,032**	**26,223,850**
24.03	**Manufacturing Overhead:**			
	Salary & Allowances		21,889,368	18,825,077
	Festival Bonus		2,017,633	1,857,114
	Entertainment		82,837	127,916
	Chilling Center Expenses		293,758	271,755
	Factory Maintenance		339,085	220,257
	Farming Expenses		-	3,440
	Generator Maintenance		233,456	85,000
	Internet Bill		134,036	147,855
	Medical Expenses		7,294	9,153
	Repair & Maintenance		103,033	392,513
	Depreciation		46,034,564	45,150,831
	Fair Expense		12,770	15,750
	Public Relation		52,100	44,500
	Total:		**71,199,934**	**67,151,160**

AMARSTOCK

	Amount in Taka	
	2017-18	2016-17
25.00 Office & Administrative Expenses:		
Salary & Allowances	10,944,684	9,412,538
Director Remuneration	2,400,000	2,400,000
Festival Bonus	3,026,450	2,785,671
Conveyance	60,570	74,094
Entertainment	124,256	191,874
Audit Fee	115,000	115,000
Electric bill	170,414	124,776
Donation & subscription	-	27,200
Fees & Charges	111,075	364,496
Fine & Penalties	227,843	76,190
Fuel & Oil	1,344,044	2,424,753
General Expenses	100,642	97,603
Insurance Premium	1,179	37,667
Iftar Bill	90,064	151,258
Meeting Fees	33,200	1,200
Mobile Bill	1,776,845	1,224,395
Office Maintenance	1,440	20,836
Office Rent	672,867	557,600
Photocopy Bill	4,806	3,300
Postage Telex courier	43,205	70,108
Paper & Periodic	2,050	5,130
Printing & Stationary	1,404,002	1,336,746
Repair & Maintenance	56,421	262,334
Renewal Fee	441,766	246,895
Amortization of Intangible Assets	275,752	207,892
Telephone	11,581	15,779
Tours & Travel	335,545	37,388
Annual Listing Fee	889,350	871,484
Water Bill	46,625	69,758
Design Bill	354,766	97,580
AGM Expenses	924,073	851,558
Picnic	-	84,475
Fooding Allowance	503,094	220,650
Computer Accessories	27,170	38,130
Legal Fees	-	74,075
Depreciation	5,114,952	5,016,759
Total:	**31,635,730**	**29,597,192**
26.00 Marketing & Distribution Expenses :		
Salary & Allowances	21,889,368	18,825,077
TA/DA	4,665,374	4,409,326
Carrying Charges	29,690	42,315
Advertising & Publicity	656,065	512,748
Business Promotion	513,840	606,177
Tour & Travels	-	281,282

			Amount in Taka	
			2017-18	2016-17
	Research & Development		-	1,752
	Free Sample		876,733	918,505
	Depot Expenses		-	37,632
	Vehicle Maintenance		2,385,602	1,916,891
	Toll Charge		297,254	524,176
	Incentive		1,500	2,000
	Total:		**31,315,425**	**28,077,881**
27.00	**Financial Expenses:**			
	Interest on Loan		9,875,543	10,059,204
	Bank Charges & Commission		130,784	156,978
	Total:		**10,006,327**	**10,216,182**
28.00	**Other Income:**			
	Bank Interest		70,293	14,094
	Interest of Govt. Bond		564,000	773,000
	Miscellaneous Sale		280,789	307,667
	Total:		**915,082**	**1,094,761**
29.00	**Income Tax Expense:**			
	Current year Tax	**Note: 29.01**	3,348,894	1,706,273
	Deferred Tax expense/(Income)	**Note: 29.02**	3,876,898	4,277,681
	Total:		**7,225,792**	**5,983,955**

Current year tax is considered as regular tax or minimum tax whichever is higher.

29.01 Current year Tax Provision:

i) Computation of Taxable profit for current tax calculation:

Net Profit before income tax			32,913,019	41,359,698
Accounting base depreciation			51,149,516	50,167,590
			84,062,535	**91,527,288**
Tax base depreciation			(76,995,504)	(78,685,464)
Taxable profit for current tax			**7,067,031**	**12,841,823**
Taxable profit :				
On 1st	1,000,000	3%	30,000	30,000
On Next	2,000,000	10%	200,000	200,000
On Rest Amount	4,067,031	15%	610,055	1,476,273
Total:	**7,067,031**		**840,055**	**1,706,273**

Or,

ii) Calculation of Minimum Tax as per 82C,

Total Receipt during the year is Tk.558,148,997. So, Current minimum Tax is Tk. 3,348,894 (Tk. 558,148,997 @ 0.60%)

29.02 Deferred Tax Expenses/ (Income):

Deferred Tax Expenses/ (Income)	3,876,898	4,277,681
	3,876,898	**4,277,681**

Deferred Tax Expenses/(Income) for liability/(asset) has been calculated as per International Accounting Standard (IAS)-12.

		Amount in Taka	
		2017-18	2016-17
30.00	**Earnings Per Share:**		
	Net Profit after Income Tax	25,687,227	35,375,743
	No. of Share	65,591,680	59,628,800
	Earnings per share	**0.39**	**0.59**
	Earnings per share (Diluted)	**0.39**	**0.54**
31.00	**Reconciliation of Net Profit with cash flows from Operating Activities:**		
	Profit before Tax		32,913,019
	Adjustment for:		
	Depreciation on property, plant and Equipment		51,149,516
	Amortization on intangible asset		275,752
	Financial Expense		10,006,327
			94,344,614
	(Increase) / Decrease in Inventories		(11,728,614)
	(Increase) / Decrease in Accounts Receivable		(6,511,260)
	(Increase) / Decrease in Advances, Deposits & Pre-Payments (excluding advance for Machinery)		(26,048,499)
	Increase / (Decrease) in Accounts Payable		(1,565,430)
	Increase / (Decrease) in Provision for WPPF and Welfare Fund		583,571
	Increase / (Decrease) in Accrued Expenses		1,520,985
			50,595,367
	Income Tax paid		(1,000,000)
	Interest paid		(10,006,327)
	Net Cash Provided by Operating Activities		**39,589,040**

32.00 Events after the reporting period:

The Board of Directors of Rangpur Dairy & Food Products Limited in its Board meeting held on 28 October 2018 recommended 5% stock dividends for the year 2017-18 subject to approval of shareholders in the forth coming AGM.

AMAR STOCK

Rangpur Dairy & Food Products Limited
Schedule of Property, Plant & Equipment
For the year ended June 30, 2018

Annexure-A
Amount in Taka

Particulars	Cost			Rate of Dep. (%)	Depreciation			Written down value as at June 30, 2018
	Balance as at July 01, 2017	Addition during the year	Balance as at June 30, 2018		Balance as at July 01, 2017	Charged during the year	Balance as at June 30, 2018	
Land & Land Development	130,371,941	4,198,200	134,570,141	-	-	-	-	134,570,141
Factory Building	148,911,024	8,030,897	156,941,921	3%	26,297,114	3,751,068	30,048,182	126,893,739
Furniture & Fixture	8,001,799	-	8,001,799	10%	3,849,794	415,200	4,264,995	3,736,804
Vehicles	54,074,555	248,725	54,323,280	10%	22,393,339	3,180,558	25,573,897	28,749,383
Plant & Machinery	599,335,313	64,405,597	663,740,910	10%	241,715,524	38,179,978	279,895,502	383,845,409
Electrical Installation	25,835,184	39,569	25,874,753	10%	13,246,514	1,260,845	14,507,359	11,367,394
Office Equipment	5,871,146	1,129,830	7,000,976	10%	2,294,934	414,113	2,709,047	4,291,929
Factory Equipment	52,003,656	25,000	52,028,656	10%	16,172,897	3,584,326	19,757,223	32,271,433
Generator	5,965,510	-	5,965,510	5%	1,987,481	198,901	2,186,383	3,779,127
Shop Sign	2,040,815	-	2,040,815	30%	1,492,394	164,526	1,656,920	383,895
Total as at 30.06.2018	**1,032,410,943**	**78,077,818**	**1,110,488,761**		**329,449,992**	**51,149,516**	**380,599,508**	**729,889,254**
Total as at 30.06.2017	**965,664,715**	**66,746,228**	**1,032,410,943**		**279,282,402**	**50,167,590**	**329,449,992**	**702,960,952**

Allocation of Depreciation:

Administrative	5,114,952
Manufacturing Overhead	46,034,564
	51,149,516

Description	Asset Value Before Revaluation (Tk.)	Revalued Amount (Tk.)	Revaluation Surplus (Tk.)	Revaluation Reserve as at July 01, 2017	Depreciation charged on Revalued Amount			Revaluation Reserve as at June 30, 2017
					Balance as at July 01, 2017	Charged during the year	Balance as at June 30, 2018	
Land and Land Development	33,485,923	105,339,154	71,853,231	71,853,231	-	-	-	71,853,231
Building	54,287,026	91,546,100	37,259,074	32,490,413	4,768,661	974,712	5,743,374	31,515,700
Total as at 30.06.2018	**87,772,949**	**196,885,254**	**109,112,305**	**104,343,644**	**4,768,661**	**974,712**	**5,743,374**	**103,368,931**
Total as at 30.06.2017	**87,772,949**	**196,885,254**	**109,112,305**	**105,348,502**	**3,763,803**	**1,004,858**	**4,768,661**	**104,343,644**

Rangpur Dairy & Food Products Limited
Schedule of Accounts Receivable
As at June 30, 2018

Annexure-B

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
1	3-5 Shopping Mall (Uttara)	47,046	32,757
2	Academia School Canteen	7,695	7,695
3	Ahona Store	2,500,665	-
4	Aklima Enterprise	3,800,012	3,366,844
5	Alif Enterprise	2,400,002	2,157,101
6	Allahar Dan Store	1,600,571	-
7	Aman Super Store	38,247	40,247
8	Anando Bazar	19,774	19,774
9	Anik Enterprise	3,100,003	3,310,850
10	Anisa Store (Mawna)	1,104,935	1,478,772
11	Anurag Super Shop	5,346	4,121
12	Aroma Bazar Ltd.	29,879	30,623
13	AR Traders	2,500,491	-
14	Azmere Bazar (RingRoad)	13,978	27,097
15	Babu Store	3,156,898	2,386,249
16	Balal Enterprise	2,202,495	2,640,533
17	Bangladesh Specialized Hospital Ltd.	472,002	477,044
18	Barista Lavaza Coffe Shop(Kawranbazar)	4,237	4,237
19	Bhai Bhai Enterprise (Gazipur)	3,427,589	3,054,430
20	Bhai Bhai General Store(Gazipur)	720,203	1,115,174
21	Big Bazar	21,377	21,805
22	Big Bazar (Khilgao)	21,738	16,333
23	Business Trade Link (Keranigong)	1,299,677	1,679,003
24	Carefamily(Mohammadpur)	11,884	19,684
25	Carrefamily	19,958	35,820
26	CSD Bangladesh	61,797	114,520
27	Daily Super Shop	11,529	8,394
28	Dedar Super Shop	2,892	2,892
29	Depot Sales	4,222,227	3,525,752
30	D.R.M.C General Store	12,962	10,334
31	Easha & Tisha Enterprise	3,486,763	3,151,009
32	Friends Traders	2,149,992	2,706,915
33	Gmart Super Market Ltd(Mirpur2)	29,676	29,676
34	Haques Mart	7,468	7,468
35	Hazi Ibrahim & Sons	1,888,367	2,020,480
36	Hridy Traders (Lalmonirhat)	702,033	1,000,864
37	Huq Traders	1,801,572	2,577,624
38	IV & EE Canteen	4,629	9,593

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
39	Jahin Traders	1,900,768	2,449,396
40	J.A. Traders(Rangpur)	1,503,393	1,329,529
41	Kanon Enterprise	-	943,732
42	Kashfia Enterprise	2,200,000	2,701,991
43	Khalid Store	2,702,118	2,672,846
44	Khandaker Enterprise	1,752,941	-
45	Konjumer Mega Shop	14,785	6,148
46	Krishibid Bazar (Kazipara)	19,103	6,654
47	Krishibid Bazar (Mirpur-10)	18,912	32,832
48	Lalmai Food Products Ltd.	20,110	472,889
49	Maayer Dowya Store	2,399,257	3,075,726
50	M.A. Jaman & Son's	-	996,277
51	Maple Leaf International School	3,465	3,465
52	Meena Bazar (DM)	462,321	392,635
53	Megha Enterprise(Savar)	2,300,500	2,134,790
54	Mehedi Mart (Rangdhanu Builders)	80,312	48,007
55	Meraj Store (Savar)	2,500,579	3,381,448
56	Minu Bazar	38,617	28,172
57	Mithila Mom Enterprise	3,500,828	-
58	Mohona Store (Ashulia)	-	906,669
59	MR.Abdus Sabur (NCCBL)	25,464	24,304
60	Mr.Shah Alam (HO)	-	1,280,989
61	Mr.Shawkat Ali (Banani)	124,592	124,592
62	Nandan Mega Shop(Dhanmondi)	25,798	32,677
63	Nandonik Bazar	6,483	6,483
64	Nasrin Traders(Rng)	8,581,053	7,660,979
65	New Bazar	19,320	16,579
66	Pick & Pay	48,841	33,440
67	Pinki Enterprise (Tongi)	2,198,225	1,805,361
68	Pothik Departmental Store	1,408,811	1,307,091
69	Prince Bazar (Mirpur 1)	57,468	38,042
70	Prince Bazar (Mohammadpur)	-	145
71	Prince Bazar (Pallabi)	2,581	8,273
72	Prince Bazer (Shyamoli)	6,672	19,754
73	Prova Enterprise	3,756,930	3,740,923
74	P.S.I-2 Canteen	5,683	5,683
75	Rahim Afrooz Super Store (DM-27)	17,386	29,169
76	Rahim Afrooz Super Store (GL-2)	-	231
77	Rahim Afrooz Super Store (Hatirpul)	1,141	1,441
78	Rahim Afrooz Super Store(Indira Road)	21,066	15,058
79	Rahim Afrooz Super Store (Japan Garden)	34,613	14,410
80	Rahim Afrooz Super Store (Pallabi)	12,966	12,966

AMARSTOCK

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
81	Rahim Afrooz Super Store(Shantinagor)	14,681	34,681
82	Rahim Afrooz Super Store(Shegunbagicha)	20,288	11,716
83	Rahim Afrooz Super Store (Uttara-1)	3,202	8,808
84	Rahim Afrooz Super Store (Uttara-2)	21,550	17,320
85	Rahim Afrooz Super Store(Uttara-3)	10,642	11,481
86	Rahim Afrooz Super Store (Uttara-4)	17,866	14,495
87	Rahim Afroz SS(CTG)	153,195	33,128
88	Rahim Afroz SS(DM)	141,173	208,600
89	Rahim Afroz SS(GL)	17,395	14,922
90	Rahim Afroz SS(MB)	55,037	18,229
91	Rahim Afroz SS(MP)	34,388	19,044
92	Raisa Store	980,601	-
93	Ramim Enterprise	677,285	-
94	Rifat Enterprise	-	1,727,624
95	Ripto Enterprise(Rangpur)	1,960,084	1,385,070
96	Riya Enterprise	2,278,005	2,365,321
97	Riyam G. Store	2,127,999	2,120,782
98	RM Enterprise	-	1,470,963
99	Saad Musa City Center	15,719	15,719
100	Shakil Enterprise	1,600,027	1,764,900
101	Shikder Organic Market	38,524	39,509
102	Shouvo Traders	950,752	-
103	Shwapno Shopping Mall	990,843	676,598
104	S.K Enterprise	3,041,083	3,245,087
105	Sobahan V. Store	2,397,714	-
106	Sohana Store (Gazipur)	-	1,171,824
107	Sumon Store (Ashulia)	-	1,208,954
108	Talukder Enterprise	2,990,011	2,106,306
109	Tasdid Enterprise	2,200,031	2,770,062
110	Tizara Enterprise	1,500,000	-
111	Trust Family Needs	43,613	40,630
112	Trust Family Needs-2	1,817	20,384
113	Unimart(Gulshan)	27,854	15,864
114	Uttara Bazar	28,481	26,381
115	Yamin Enterprise (Munsigong)	-	1,092,397
	Total:	**105,021,568**	**98,510,308**

AMAR STOCK

Rangpur Dairy & Food Products Limited
Schedule of Advance to Parties
As at June 30, 2018

Annexure-C

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
1	Advance to Fish Project	6,253,853	3,253,853
2	Ajanta Handicraft	50,000	50,000
3	Alam Tyre and Battery	167,740	-
4	Apurbo Ad. Media	960,117	100,000
5	Atlas Food & Beverage	-	182,332
6	Ava Enterprise	805,000	72,000
7	A B Food Products	6,885	-
8	Babylon Paper Products Ltd.	-	150,000
9	Badal Enterprise	-	265,713
10	Bangla Trac	112,380	113,484
11	Barishal Greet Vandar	-	8,860
12	Bengal Polymers	390,000	390,000
13	Bismillah Auto Mobiles	379,500	370,500
14	BSMC	2,400,000	400,000
15	Best Business Bond	26,125	-
16	Capak Industry Inc.	-	58
17	Digital Engravers	-	397,110
18	DITF	2,895,530	2,895,530
19	Dot Dream	128	-
20	Faridpur Rice Agency	-	471,340
21	GBC Products	71,579	-
22	Janani Traders	299,535	-
23	Janani Enterprise	35,910	-
24	Jawaf Consumer & Beverage Limited	33,500	-
25	Kalyar Replica Ltd	-	262,650
26	Khan Engraving	34,500	34,500
27	LC Margin	885,292	885,292
28	Madona Cpmmunication Ltd.	-	100,000
29	Manikgong Colour Process & Print	-	-
30	Meghna Automation	4,995,000	295,000
31	MH Motors	466,655	426,084
32	Monaz Airtechnology Ltd.	14,500	14,500
33	Mr. Asraf	1,033,198	1,033,198
34	Mohammadia Body Bilders Privet Ltd.	685,000	-
35	Mr. Shakwat	31,320	-
36	National Art Press	62,490	62,490
37	Nikuth Packaging	11,000	-
38	Olympic Industries Ltd.	78,000	78,000

AMARSTOCK

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
39	Orana Vietnam Co. Ltd.	-	195
40	Pacific Int.	-	38,450
41	Pioneer Ins Co. Ltd.	135,135	135,135
42	Poly Cord Ltd.	-	100,000
43	Perfect Pack	-	91,554
44	Plus Distribution	3,500,000	1,500,000
45	Rahim Afroz	-	250,000
46	R.K Jute Mills Ltd.	-	7,200
47	S K Builder	3,900,800	160,000
48	Saheen Enterprise	4,303,000	2,200,000
49	Security Money (Cilling)	114,737	141,737
50	Shakawat Hossain	-	755,200
51	Shahara Power	2,159,260	159,260
52	Shapla Foods Ltd	-	22,648
53	Sincos Engineering Ltd.	65,000	45,450
54	Smart Digital System	29,936	68,000
55	Sonali Agencies	-	84,018
56	Star Seven Printing & Packaging	-	114,200
57	Star tech & Engineering Ltd.	-	41,450
58	SS Food	12,000	-
59	Techno Prime Engineering	7,466,700	6,634,200
60	Unicorn Industries Ltd.	-	163,056
61	Unitech	-	112,600
62	World Engineering & Technology	1,315,221	57,921
	Total:	**46,186,526**	**25,194,768**

AMARSTOCK

Rangpur Dairy & Food Products Limited
Schedule of Accounts Payable
As at June 30, 2018

Annexure-D

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
1	Advance Packaging Ltd.	-	3,687
2	AB Food Products	-	81,315
3	Ahmed Zaker & co	13,500	13,500
4	Al Mostofa Printing & Packaging	10,788	26,643
5	Alam Tyre & Battery	-	62,960
6	Alom Auto Corner	14,940	7,340
7	Amigo Foods & Agrovet Ltd.	10,139	20,501
8	Atlas Food & Beverage	-	-
9	Al-Imran Khori Ghor	45	-
10	A.M Consortium	90	-
11	Bangla Trac	15,000	15,000
12	BBL Packaging	863	863
13	Bengal Plexipack Ltd	-	7,124
14	Billal enterprise	157,287	74,521
15	Bright Plastic Industries	53,019	131,782
16	Brothers Plastic Industries Ltd	11,416	11,416
17	Banglaling Digital Communication Ltd.	799	-
18	Babul Refregeration	171,095	-
19	Bhuyan Trade House	774,565	-
20	Bonoful	161,940	-
21	Bebo Dal Ghor	25,680	-
22	City Oil Mail	-	-
23	Capak Industry Inc.	464,035	-
24	Crystal Trading	221,200	-
25	Dipa Food	13,339	13,339
26	Dream International	111,000	81,000
27	Dulali Khori Ghor	15,103	-
28	Durga Vander	1,285	-
29	Emerging Credit Rating Ltd	9,000	9,000
30	Eqra Perfumery	155,540	-
31	ESS paper & Packaging	226,892	235,642
32	Expression Ltd	1,500	1,500
33	Eco Green Corporation	10,446	
34	Fahim Enterprise	27,690	27,690
35	Fair Sign	-	41,120
36	Farhan and Brothers	75,823	75,823
37	Faridpur Rice Agency	-	-
38	Faridpur Special Gaoa Ghee	103,223	335,883
39	Fortune Advertising	-	77,750
40	Farbest International BD	58,000	

AMARSTOCK

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
41	GBC product	-	86,522
42	Golden Trading	26,710	26,710
43	Guanzhou Flower Flavour	-	211,250
44	Grapic System ltd	2,000	2,000
45	Habib & Brothers	3,620	3,620
46	Hasan Chemical	75,375	548,800
47	IBS Metal	181	181
48	IPI SRL Socio Unico	805,000	-
49	Igloo Foods Ltd	73,135	153,760
50	Infinate Exim International	91,780	-
51	J.S Corporation	400	400
52	Janani Enterprise	-	58,025
53	Janani Traders	-	52,590
54	Kalyar Replica Ltd.	158,912	-
55	K Ferdows Plastic	81,176	113,400
56	Largess plastic & packaging industries	-	72,348
57	Lucy enterprise	22,368	22,368
58	Lima Store	82,825	-
59	M.R Garments Accessories	1,508	1,508
60	M/S Bari	13,235	225
61	Mahadi Enterprise	74,968	22,198
62	Manikgonj Color Process & print	45,746	574,985
63	MH Motors	-	-
64	Mostafa Enterprise	84,190	794,140
65	Mohona Trading	20,175	20,175
66	Monaz Air Technology	-	-
67	Momota Dairy and Food Products Ltd.	17,352	-
68	Maria Engeneering	19,500	-
69	Mim Packaging and Accesorries	86,000	-
70	Mansoor & Sons	32,014	72,344
71	Maritme Enterprenure Pvt Ltd	55,000	33,750
72	MR Packaging	162,845	162,845
73	National Art Press	-	-
74	Navana Poly Packaging Ltd.	200	200
75	Nawmi Enterprise	30	2,750
76	Nitol Motors Ltd.	32,550	35,550
77	Polycon	12,485	239,108
78	Plastoccatats Limited	30,000	54,000
79	Parakha Agro Industries Ltd	-	17,603
80	Pacific International	32,440	-
81	Perfect Pack	47,101	-
82	Padma Plastic Factory	34,000	34,000
83	Raj Akhfa Pakaging	-	13,680

Sl No.	Particulars	Amount in Taka	
		30.06.2018	30.06.2017
84	Ripon Perfumery & Chemical	20,700	45,800
85	RK International	-	8,400
86	RK Jute Mills	21,600	-
87	Rubel Poly Corner	34,483	34,483
88	Runners Motors ltd	12,498	1,150,000
89	Rhythm Traders	-	75,760
90	Rupa Food	8,610	-
91	Rupali Filling Station	10,280	-
92	Ridom Traders	-	-
93	S A Electric	4,680	4,680
94	Safa Traders	16,180	383,775
95	Sahajan Store	10,530	10,530
96	Sakawat Hosasen	-	-
97	Shapla Foods	25,761	-
98	Shariatpur Plastic Store	1,996	1,996
99	SS Metal	31,052	348,577
100	Shahi Food Products	67,382	-
101	Sinco Engeneer Ltd.	60,340	-
102	Susanto Ray Traders	14,750	-
103	Sun Dairy & Agro Products Ltd.	63,480	644,880
104	T S Enterprise	-	10
105	Taj Plastic Industry	97,600	-
106	T R Enterprise	78,588	-
107	Unicon Industries Ltd	152,102	-
108	Victoria Scientific Traders	78,720	4,500
109	World Engineering	-	-
110	Yellow Design & Printing	750	750
111	Zaman Trading	68,000	85,000
Total:		**6,020,145**	**7,585,575**

AMAR STOCK

Rangpur Dairy & Foods Products Limited
22/19, Khiljee Road, Mohammadpur, Dhaka-1207

PROXY FORM

I/We.....(Name)

of .....(Address)
being a member of **Rangpur Dairy & Foods Products Limited** and entitled to vote hereby appoint
Mr./Mrs./Miss..... .....(Name)
of .....(Address)
as my/our proxy to attend and vote for me/us and on my/our behalf at the 14th ANNUAL GENERAL MEETING of the Company to be held on Saturday the December 08, 2018 at 11.00 a.m. and or at any adjournment thereof. Signed this.....day of.....2018.

Revenue Stamp

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

BO ID: .....

No. of Shares held: .....

.....
Authorized Signature
Rangpur Dairy & Foods Products Limited

.....
Signature verified

Note:> The Proxy Form, duly completed, signed and affixed with revenue stamp must be deposited at the Registered Office of the Company not later than 72 hours before the time fixed for the meeting. Proxy will be invalid if not signed and stamped as explained above.
>Signature of the shareholder should match with the Specimen Signature registered with the Company.

Rangpur Dairy & Foods Products Limited
22/19, Khiljee Road, Mohammadpur, Dhaka-1207

ATTENDANCE SLIP

I/We hereby record my attendance at the 14th ANNUAL GENERAL MEETING of **Rangpur Dairy & Foods Products Limited** being held on Saturday the December 08, 2018.

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

Name of Shareholder(s) ..... Name of Proxy.....

BO ID: .....

No. of Shares held: .....

.....
Authorized Signature
Rangpur Dairy & Foods Products Limited.

Note: Please complete the attendance slip and hand it over at the entrance of the meeting venue.

প্রতিদিনের পুষ্টি



RANGPUR DAIRY & FOOD PRODUCTS LIMITED

www.rdmilk.org